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DRAFT RED HERRING PROSPECTUS
Dated December 28, 2023
Please read section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

WAAREE®
One with the Sun

WAAREE ENERGIES LIMITED

CORPORATE IDENTITY NUMBER: U29248MH1990PLC059463

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai - 400 066, Maharashtra, India	Rajesh Ghanshyam Gaur *Company Secretary and Compliance Officer*	**Email:** investorrelations@waaree.com **Telephone:** +91 22 6644 4444	www.waaree.com

OUR PROMOTERS: HITESH CHIMANLAL DOSHI, VIREN CHIMANLAL DOSHI, PANKAJ CHIMANLAL DOSHI AND WAAREE SUSTAINABLE FINANCE PRIVATE LIMITED (FORMERLY KNOWN AS MAHAVIR THERMOEQUIP PRIVATE LIMITED)

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATION
Fresh Issue and Offer for Sale	Up to [●] Equity Shares having face value of ₹10 each aggregating up to ₹ 30,000 million	Up to 3,200,000 Equity Shares having face value of ₹10 each aggregating up to ₹[●] million	Up to [●] Equity Shares having face value of ₹10 each aggregating up to ₹[●] million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details, see "*Other Regulatory and Statutory Disclosures*" on page 474. Further, for details of share reservation among QIBs, NIBs, RIBs and Eligible Employees, see "*Offer Structure*" on page 502.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME	TYPE	NUMBER OF EQUITY SHARES OFFERED (UP TO)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE*
Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	Promoter Selling Shareholder	2,700,000	3.79
Chandurkar Investments Private Limited	Other Selling Shareholder	450,000	225.00
Samir Surendra Shah	Other Selling Shareholder	50,000	4.44

* *As certified by S G C O & Co LLP, Chartered Accountants pursuant to their certificate dated December 28, 2023.*

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price determined by our Company, in compliance with the SEBI ICDR Regulations, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in the "*Basis for the Offer Price*" on page 139, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders severally, and not jointly, accepts responsibility for and confirms the statements made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. However, each of the Selling Shareholders, severally and not jointly, assume no responsibility for any other statement, including, inter-alia, any of the statements made by or relating to our Company or its business or any of the other Selling Shareholder in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. For the purposes of the Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

AXIS CAPITAL	**Axis Capital Limited**	**Contact person:** Sagar Jatakiya	**Telephone:** +91 22 4325 2183 **Email:** waaree.ipo@axiscap.in
IIFL SECURITIES	**IIFL Securities Limited**	**Contact person:** Devendra Maydeo/Pawan Jain	**Telephone:** +91 22 4646 4728 **Email:** waaree.ipo@iiflcap.com
Jefferies	**Jefferies India Private Limited**	**Contact person:** Suhani Bhareja	**Telephone:** + 91 22 4356 6000 **Email:** Waaree.IPO@jefferies.com
NOMURA	**Nomura Financial Advisory and Securities (India) Private Limited**	**Contact person:** Arun Narayana / Vishal Kanjani	**Telephone:** + 91 22 4037 4037 **Email:** waareeipo@nomura.com
SBICAPS Complete Investment Banking Solutions	**SBI Capital Markets Limited**	**Contact person:** Raghavendra Bhat/Aditya Deshpande	**Telephone:** +91 22 4006 9807 **Email:** waaree.ipo@sbicaps.com
Intensive	**Intensive Fiscal Services Private Limited**	**Contact person:** Harish Khajanchi / Anand Rawal	**Telephone:** +91 22 2287 0443 **Email:** waaree.ipo@intensivefiscal.com
ITI CAPITAL LIMITED	**ITI Capital Limited**	**Contact person:** Pallavi Shinde	**Telephone:** 91 22 69113300/ +91 22 6911 3371 **Email:** ipo.waaree@iticapital.in

REGISTRAR TO THE OFFER

LINK Intime **Link Intime India Private Limited**	**Contact person:** Shanti Gopalkrishnan	**Telephone:** +91 81081 14949 **Email**: waaree.ipo@linkintime.co.in

BID / OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	[●]*	**BID / OFFER OPENS ON#**	[●]	**BID / OFFER CLOSES ON#**	[●]**

* *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Offer Opening Date, i.e. [●].*

** *Our Company in consultation with the BRLMs, may consider closing the Bid / Offer Period for QIBs one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations.*

\# *UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Offer Closing Date.*

DRAFT RED HERRING PROSPECTUS
Dated December 28, 2023
Please read section 32 of the Companies Act, 2013
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC)*
100% Book Built Offer

WAAREE®
One with the Sun

WAAREE ENERGIES LIMITED

Waaree Energies Limited (our **"Company"** or the "**Issuer**") was originally incorporated as '*Anmol Fluid Connectors Private Limited'* at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 18, 1990, issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). The name of our Company was changed to '*Waaree Solar Private Limited'*, pursuant to a fresh certificate of incorporation issued by the RoC on April 25, 2007. The name of our Company was further changed to '*Waaree Energies Priave Limited'*, pursuant to a fresh certificate of incorporation issued by the RoC on October 15, 2007. The name of our Company was further changed to '*Waaree Energies Private Limited'*, pursuant to a fresh certificate of incorporation issued by the RoC on December 12, 2007. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on March 8, 2013, and consequently the name of our Company was changed to its present name i.e., '*Waaree Energies Limited'*, pursuant to a fresh certificate of incorporation issued by the RoC on May 2, 2013. For details of registered office of our Company, see "*History and Certain Corporate Matters*" on page 247.

Corporate Identity Number: U29248MH1990PLC059463
Registered and Corporate Office: 602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai - 400 066, Maharashtra, India; **Telephone:** +91 22 6644 4444;
Contact Person: Rajesh Ghanshyam Gaur, Company Secretary and Compliance Officer; **Telephone**: +91 22 6644 4415; **E-mail:** investorrelations@waaree.com; **Website**: www.waaree.com

OUR PROMOTERS: HITESH CHIMANLAL DOSHI, VIREN CHIMANLAL DOSHI, PANKAJ CHIMANLAL DOSHI AND WAAREE SUSTAINABLE FINANCE PRIVATE LIMITED (FORMERLY KNOWN AS MAHAVIR THERMOEQUIP PRIVATE LIMITED)

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY ("EQUITY SHARES") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●]* PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISES A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 30,000 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 3,200,000 EQUITY SHARES ("OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION COMPRISING UP TO 2,700,000 EQUITY SHARES BY WAAREE SUSTAINABLE FINANCE PRIVATE LIMITED (FORMERLY KNOWN AS MAHAVIR THERMOEQUIP PRIVATE LIMITED) AGGREGATING UP TO ₹ [●] MILLION ("PROMOTER SELLING SHAREHOLDER"), UP TO 450,000 EQUITY SHARES BY CHANDURKAR INVESTMENTS PRIVATE LIMITED AGGREGATING UP TO ₹ [●] MILLION AND UP TO 50,000 EQUITY SHARES BY SAMIR SURENDRA SHAH AGGREGATING UP TO ₹ [●] MILLION (COLLECTIVELY, THE "OTHER SELLING SHAREHOLDERS" AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS", AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN COMPLIANCE WITH THE SEBI ICDR REGULATIONS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID / OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

OUR COMPANY IN COMPLIANCE WITH THE SEBI ICDR REGULATIONS, MAY OFFER A DISCOUNT OF UP TO [●]% OF THE OFFER PRICE (EQUIVALENT TO ₹[●] PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION.

In case of any revision in the Price Band, the Bid / Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid / Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid / Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the BRLMs and at the terminals of the Syndicate Members and by intimation to Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders ("**Non-Institutional Portion**") of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Portion ("**Retail Portion**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or pursuant to the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" on page 506.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue by our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price as determined by our Company, in compliance with the SEBI ICDR Regulations, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in the "*Basis for the Offer Price*" on page 139, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders severally, and not jointly, accepts responsibility for and confirms the statements made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. However, each of the Selling Shareholders, severally and not jointly, assume no responsibility for any other statement, including, inter-alia, any of the statements made by or relating to our Company or its business or any of the other Selling Shareholder in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents that will be available for inspection from the date of the Red Herring Prospectus until the Bid / Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 560.

BOOK RUNNING LEAD MANAGERS

AXIS CAPITAL	IIFL SECURITIES	Jefferies	NOMURA
Axis Capital Limited 1st Floor, Axis House C-2 Wadia International Center Pandurang Budhkar Marg, Worli Mumbai – 400 025, Maharashtra, India **Telephone**: +91 22 4325 2183 **E-mail**: waaree.ipo@axiscap.in **Investor grievance e-mail**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact person**: Sagar Jatakiya **SEBI registration no.**: INM000012029	**IIFL Securities Limited** 24th Floor, One Lodha Place Senapati Bapat Marg, Lower Parel (W) Mumbai – 400 013 Maharashtra, India **Telephone**: +91 22 4646 4728 **Email:** waaree.ipo@iiflcap.com **Investor grievance email**: ig.ib@iiflcap.com **Website:** www.iiflcap.com **Contact person**: Devendra Maydeo/Pawan Jain **SEBI registration no**: INM000010940	**Jefferies India Private Limited** 16th Floor, Express Towers, Nariman Point, Mumbai – 400 021 Maharashtra, India **Telephone**: +91 22 4356 6000 **Email**: Waaree.IPO@jefferies.com **Investor grievance email**: jipl.grievance@jefferies.com **Website**: www.jefferies.com **Contact person**: Suhani Bhareja **SEBI registration no**: INM000011443	**Nomura Financial Advisory and Securities (India) Private Limited** Ceejay House, Level 11 Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018, Maharashtra, India **Telephone:** +91 22 4037 4037 **Email:** waareeipo@nomura.com **Investor grievance email**: investorgrievances-in@nomura.com **Website**: www.nomuraholdings.com/company/group/asia/india/index.html **Contact person**: Arun Narayana / Vishal Kanjani **SEBI registration no**: INM000011419

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
SBICAPS Complete Investment Banking Solutions	intensive	ITI CAPITAL LIMITED	LINKIntime
SBI Capital Markets Limited 1501, 15th Floor, Parinee Crescenzo G Block, Bandra Kurla Complex Bandra (East), Mumbai 400051 Maharashtra, India **Telephone**: +91 22 4006 9807 **Email:** waaree.ipo@sbicaps.com **Investor grievance email**: investor.relations@sbicaps.com **Website** www.sbicaps.com **Contact person**: Raghavendra Bhat/Aditya Deshpande **SEBI registration no**: INM000003531	**Intensive Fiscal Services Private Limited** 914, 9th Floor, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021 Maharashtra, India **Tel.:** +91 22 2287 0443 **E-mail:** waaree.ipo@intensivefiscal.com **Investor Grievance E-mail:** grievance.ib@intensivefiscal.com **Website:** www.intensivefiscal.com **Contact person:** Harish Khajanchi / Anand Rawal **SEBI Registration No.:** INM000011112	**ITI Capital Limited** ITI House 36, Dr. R. K. Shirodkar Marg Parel, Mumbai – 400 012 Maharashtra, Mumbai **Telephone:** +91 22 69113300/ +91 22 6911 3371 **Email:** ipo.waaree@iticapital.in **Investor grievance email:** investorgrievance@iticapital.in **Website:** www.iticapital.com **Contact person:** Pallavi Shinde **SEBI registration no**: INM000010924	**Link Intime India Private Limited** C-101, 247 Park LBS Marg, Surya Nagar, Gandhi Nagar Vikhroli (West) Mumbai - 400 083 Maharashtra, India **Telephone:** +91 81081 14949 **E-mail**: waaree.ipo@linkintime.co.in **Investor grievance e-mail**: waaree.ipo@ linkintime.co.in **Website:** www.linkintime.co.in **Contact person:** Shanti Gopalkrishnan **SEBI registration number**: INR000004058

BID / OFFER PERIOD

BID / OFFER OPENS ON#	[●]*	BID / OFFER CLOSES ON#	[●]**

* *Our Company in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Offer Opening Date, i.e. [●].*
** *Our Company in consultation with the BRLMs, may consider closing the Bid / Offer Period for QIBs one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations.*
\# *UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Offer Closing Date.*

TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, circular, notification, direction, clarification or policy shall be to such legislation, act, regulation, rule guidelines, circular, notification, direction, clarification or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used but not defined herein in this Draft Red Herring Prospectus, shall have, to the extent applicable, the same meaning as ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms defined in "Basis for the Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "Financial Information", "Outstanding Litigation and Other Material Developments", "*Restriction on Foreign Ownership of Indian Securities*" *and "Description of Equity Shares and Terms of the Articles of Association" on pages 139, 146, 152, 238, 293, 462, 528 and 530 respectively will have the meaning ascribed to such terms in those respective sections.*

General terms

Term	Description
our Company / the Company / the Issuer	Waaree Energies Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at 602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India
we / us / our	Unless the context otherwise indicated or implied, refers to our Company and our Subsidiaries on a consolidated basis. With respect to three months ended June 30, 2023 and Fiscals 2023, 2022 and 2021, references to "we"/ "us" or "our" refers to our Company and our Subsidiaries and Associate, as applicable as at and during such fiscals / period

Company and Selling Shareholder related terms

Term	Description
AoA / Articles of Association / Articles	The articles of association of our Company, as amended from time to time.
Associate	Shalibhadra Energies Private Limited (*ceased to be an associate with effect from September 29, 2021*)
Audit Committee	Audit committee of the Board of Directors, constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations. For further details, see "*Our Management – Committees of our Board*" on page 272.
Auditor / Statutory Auditor / Current Statutory Auditor	The current statutory auditor of our Company, being S R B C & CO LLP, Chartered Accountants.
Board / Board of Directors	The board of directors of our Company or any duly constituted committee thereof. For further details, see "*Our Management – Board of Directors*" on page 264.
Chairman and Managing Director	The chairman of the Board and the managing director of our Company, namely Hitesh Chimanlal Doshi. For further details, see "*Our Management – Board of Directors*" on page 264.
Chief Financial Officer / CFO	The chief financial officer of our Company, namely Hitesh Pranjivan Mehta. For further details, see "*Our Management – Key Managerial Personnel*" on page 283.
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Rajesh Ghanshyam Gaur. For further details, see "*Our Management – Key Managerial Personnel*" on page 283.
Corporate Social Responsibility Committee	The corporate social responsibility committee of the Board of Directors, constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations. For further details, see "*Our Management – Committees of our Board*" on page 272.
CRISIL MI&A	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited
CRISIL Report	Industry report titled "*Solar Power Market in India*" dated December 2023, which is exclusively prepared for the purpose of the Offer and issued by CRISIL and is commissioned and paid for by our Company. CRISIL was appointed on June 13, 2023. The CRISIL Report will be available on the website of our Company at https://www.waaree.com/ipo.

Term	Description
Director(s)	The director(s) on the Board of our Company, as appointed from time to time. For further details see "*Our Management – Board of Directors*" on page 264.
ESOP Scheme	Waaree Energies Limited – Employee Stock Option Plan 2021 as described in "*Capital Structure – Employee Stock Option Scheme*" on page 122.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each.
Executive Director(s)	The executive director(s) of our Company, namely Hitesh Chimanlal Doshi, Viren Chimanlal Doshi and Hitesh Pranjivan Mehta. For further details of our Executive Director(s), see "*Our Management – Board of Directors*" on page 264.
Group Company(ies)	The company(ies) identified as 'group companies' in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations, as disclosed in the section "*Our Group Companies*" on page 470.
Independent Director(s)	The Independent Directors of our Company, namely, Sujit Kumar Varma, Rajender Mohan Malla, Jayesh Dhirajlal Shah and Richa Manoj Goyal, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For further details see "*Our Management – Board of Directors*" on page 264.
Indosolar Resolution Plan	The resolution plan dated January 6, 2020 submitted by our Company for acquiring Indosolar Limited, approved by the NCLT Order
IPO Committee	The IPO committee of our Board constituted to facilitate the Offer
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as described in "*Our Management – Key Managerial Personnel*" on page 283.
Materiality Policy	The policy adopted by our Board pursuant to its resolution dated December 22, 2023, for identification of (a) material outstanding litigation proceedings; (b) group companies; and (c) material creditors, pursuant to the disclosure requirements under the SEBI ICDR Regulations, for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus
Material Subsidiary	The material subsidiary of our Company, being Waaree Renewable Technologies Limited, in terms of the SEBI ICDR Regulations. For further details see "*Our Subsidiaries*" on page 253
MoA / Memorandum of Association	The memorandum of association of our Company, as amended from time to time
NCLT	National Company Law Tribunal, New Delhi
NCLT Order	The order dated April 21, 2022 passed by the NCLT, New Delhi approving the Indosolar Resolution Plan
Non-Executive Director	The non-executive, non-independent director of our Company, namely Dr. Arvind Ananthanarayanan. For further details, see "*Our Management – Board of Directors*" on page 264.
Nomination and Remuneration Committee	The nomination and remuneration committee of the Board of Directors, constituted in accordance with the Companies Act, 2013 and the Listing Regulations. For further details, see "*Our Management – Committees of our Board*" on page 272.
Other Selling Shareholders	Collectively, Chandurkar Investments Private Limited and Samir Surendra Shah
Project	The 6GW of Ingot Wafer, Solar Cell and Solar PV Module manufacturing facility to be established in Odisha, India, which is being partly funded from the Net Proceeds
Project Company	Sangam Solar One Private Limited
Promoter(s)	The promoters of our Company, namely Hitesh Chimanlal Doshi, Viren Chimanlal Doshi, Pankaj Chimanlal Doshi and Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*). For further details see "*Our Promoters and Promoter Group*" on page 286.
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations as disclosed in "*Our Promoters and Promoter Group*" on page 286.
Promoter Selling Shareholder	Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)
Registered and Corporate Office	The registered and corporate office of our Company, situated at 602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India
Restated Consolidated Summary Statements	The restated consolidated summary statements of our Company and Subsidiaries comprising the restated consolidated statement of assets and liabilities as at March 31, 2021, March 31, 2022, March 31, 2023 and June 30, 2023 and the restated consolidated statements of profits and losses (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the financial years ended March 31, 2021, March 31, 2022, March 31, 2023 and for the three month period ended June 30, 2023, the summary statement of material accounting policies, and other explanatory information derived from our

Term	Description
	audited financial statements as at and for the years ended March 31, 2021, 2022 and 2023 prepared in accordance with Ind AS and our audited financial statements as at and for the three months ended June 30, 2023 prepared in accordance with Ind AS 34 and restated in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.
Risk Management Committee	The risk management committee of the Board of Directors constituted in accordance with the SEBI Listing Regulations. For further details, see "*Our Management – Committees of our Board*" on page 272.
RoC / Registrar of Companies	The Registrar of Companies, Maharashtra at Mumbai
Selling Shareholder(s)	Collectively, the Promoter Selling Shareholder and the Other Selling Shareholders
Shareholders	The holders of the Equity Shares from time to time
SMP / Senior Management Personnel	Senior management personnel of our Company in terms of Regulation 2(1)(bbb) of the SEBI ICDR Regulations and as described in "*Our Management –Senior Management*" on page 283.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of the Board of Directors, constituted in accordance with the Companies Act, 2013 and the Listing Regulations. For further details, see "*Our Management – Committees of our Board*" on page 272.
Subsidiaries	The subsidiaries of our Company as on the date of this Draft Red Herring Prospectus, as described under the section *"Our Subsidiaries"* on page 253. For the purpose of financial information, the term subsidiaries would mean our subsidiaries as at and during the relevant fiscal / period
Whole-time Director(s)	The whole-time directors of our Company. For further details, see "*Our Management – Board of Directors*" on page 264.

Offer-related terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment or transfer, as the case may be of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹100.00 million.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the BRLMs, in compliance with the SEBI ICDR Regulations, during the Anchor Investor Bidding Date.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in compliance with the SEBI ICDR Regulations.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid / Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations.

Term	Description
	One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applications Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB or to block the Bid Amount using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form, which may be blocked by such SCSB or the account of the UPI Bidders blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank(s) and Public Offer Account Bank(s).
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 506.
Bid	An indication to make an offer during the Bid / Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case may be, upon submission of the Bid in the Offer, as applicable However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be the Cap Price net of Employee Discount, if any, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of employee discount, if any). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of employee discount, if any) subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any).
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid / Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and all editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra where our Registered and Corporate Office is located). In case of any revisions, the extended Bid / Offer Closing Date shall also be notified on the website of the BRLMs and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank(s) and shall also be notified in an advertisement in the same newspapers in which the Bid / Offer Opening Date was published, as required under the SEBI ICDR Regulations. Our Company, in consultation with the Book Running Lead Managers may consider closing the Bid / Offer Period for QIBs one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations.

Term	Description
Bid / Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and all editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra where our Registered and Corporate Office is located).
Bid / Offer Period	Except in relation to Anchor Investors, the period between the Bid / Offer Opening Date and the Bid / Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in accordance with the terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company may, in consultation with the BRLMs, consider closing the Bid / Offer Period for the QIB Portion one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	Centres at which at the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Book Running Lead Managers / BRLMs	The book running lead managers to the Offer namely Axis Capital Limited, IIFL Securities Limited, Jefferies India Private Limited, Nomura Financial Advisory and Securities (India) Private Limited, SBI Capital Markets Limited, Intensive Fiscal Services Private Limited and ITI Capital Limited
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on / after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band i.e. ₹ [●] per Equity Share, subject to any revisions thereof, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall not be more than 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant(s) / CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the UPI Circulars issued by SEBI, and as per the list available on the websites of BSE and NSE, as updated from time to time.
Cut-off Price	Offer Price, finalised by our Company, in compliance with the SEBI ICDR Regulations, which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs, including Anchor Investors, and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father / husband, investor status, occupation and bank account details and UPI ID, where applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time.
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer

Term	Description
	Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange in terms of the Red Herring Prospectus, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs and Non-Institutional Bidders Bidding with an application size of up to ₹ 500,000 (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders with an application size of more than ₹ 500,000 (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
Draft Red Herring Prospectus / DRHP	This draft red herring prospectus dated December 28, 2023, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.
Employee Discount	Our Company, in compliance with the SEBI ICDR Regulations, may offer a discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employees and which shall be announced at least two Working Days prior to the Bid/Offer Opening Date.
Eligible Employee	(i) a permanent employee of our Company and/ or Subsidiaries working in India; or (ii) a director of our Company and/ or Subsidiaries, whether whole-time or not, as on the date of the filing of this Draft Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company or any of our Subsidiaries or be our Director(s), as the case may be until the submission of the Bid cum Application Form, but excludes: (a) an employee who is the Promoter or belongs to the Promoter Group; (b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of outstanding Equity Shares of our Company; and (c) an independent director. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion will be available for allocation and Allotment, proportionately to Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to maximum value of Allotment to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any).
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares aggregating up to ₹[●] million, available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer equity share capital of our Company.

Term	Description
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit / NEFT / RTGS / NACH in respect of the Bid Amount when submitting a Bid.
Escrow and Sponsor Banks Agreement	Agreement to be entered into by our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, and the Banker(s) to the Offer for, among other things, the appointment of the Escrow and Sponsor Bank(s), the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Account(s) will be opened, in this case being [●].
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band i.e. ₹ [●] per Equity Share, subject to any revision(s) thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fresh Issue	The fresh issue component of the Offer comprising of an issuance by our Company of up to [●] Equity Shares at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 30,000 million.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs.
Gross Proceeds	The Offer proceeds from the Fresh Issue.
IIFL	IIFL Securities Limited
Intensive	Intensive Fiscal Services Private Limited
ITI Cap	ITI Capital Limited
Jefferies	Jefferies India Private Limited
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency.
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	Up to 5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Net Offer	The Offer less the Employee Reservation Portion
Net Proceeds	The proceeds from the Fresh Issue less the Offer related expenses applicable to the Fresh Issue. For further details regarding the use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" on page 128.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Nomura	Nomura Financial Advisory and Securities (India) Private Limited.
Non-Institutional Bidders / NIBs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders (and who have Bid for Equity Shares for an amount more than ₹200,000 (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Net Offer being not less than 15% of the Net Offer consisting of [●] Equity Shares, available for allocation to Non-Institutional Bidders, of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders subject to valid Bids being received at or above the Offer Price.

Term	Description
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
Offer	Initial public offering of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million consisting of a Fresh Issue of [●] Equity Shares aggregating up to ₹ 30,000 million by our Company and an offer for sale of up to 3,200,000 Equity Shares aggregating up to ₹ [●] million, by the Selling Shareholders. The Offer comprises the Net Offer and Employee Reservation Portion.
Offer Agreement	The agreement dated December 28, 2023, amongst our Company, the Selling Shareholders and the BRLMs, pursuant to the requirements of the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale component of the Offer of up to 3,200,000 Equity Shares aggregating up to ₹ [●] million, comprising of an offer for sale of up to 2,700,000 Equity Shares by Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*) aggregating up to ₹ [●] million, up to 450,000 Equity Shares by Chandurkar Investments Private Limited aggregating up to ₹ [●] million and up to 50,000 Equity Shares by Samir Surendra Shah aggregating up to ₹ [●] million
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders, in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company in compliance with the SEBI ICDR Regulations, on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 128.
Offered Shares	Up to 3,200,000 Equity Shares aggregating up to ₹ [●] million, comprising of an offer for sale of up to 2,700,000 Equity Shares by Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*) aggregating up to ₹ [●] million, up to 450,000 Equity Shares by Chandurkar Investments Private Limited aggregating up to ₹ [●] million and up to 50,000 Equity Shares by Samir Surendra Shah aggregating up to ₹ [●] million
Price Band	Price band ranging from a minimum price of ₹ [●] per Equity Share (Floor Price) to the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in compliance with the SEBI ICDR Regulations, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) at least two Working Days prior to the Bid / Offer Opening Date, with the relevant financial ratios calculated at the Floor price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company will finalise the Offer Price, in compliance with the SEBI ICDR Regulations
Promoters' Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of three years from the date of Allotment.
Prospectus	The prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined in accordance with the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	The 'no-lien' and 'non-interest bearing' accounts to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date.
Public Offer Account Bank(s)	The banks with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●].
Qualified Institutional Buyers / QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who Bid in the Offer.
QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer or [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall

Term	Description
	be on a discretionary basis, as determined by our Company, in consultation with the BRLMs up to a limit of 60% of the QIB Portion), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors), in compliance with the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●].
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
Registrar Agreement	The agreement dated December 22, 2023, amongst our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar and Share Transfer Agents / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI and in terms of the UPI Circulars
Registrar to the Offer / Registrar	Link Intime India Private Limited
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidder(s) / RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Net Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders as per the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid / Offer Period and withdraw their Bids until Bid / Offer Closing Date.
SBI Cap	SBI Capital Markets Limited
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26,

Term	Description
	2019, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●].
Share Escrow Agreement	Agreement to be entered into amongst our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time.
Sponsor Bank(s)	The Banker(s) to the Offer registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and/or payment instructions of the UPI Bidders, using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●].
Stock Exchanges	Collectively, BSE and NSE.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate / Members of the Syndicate	Together, the BRLMs and the Syndicate Members.
Syndicate Agreement	Agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar in relation to collection of Bid cum Application Forms by Syndicate.
Syndicate Members	Intermediaries (other than the BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter.
Systemically Important Non-Banking Financial Company / NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among the Underwriters, our Company and the Selling Shareholders on or after the Pricing Date, but prior to filing of the Prospectus with the RoC.
UPI	Unified Payments Interface, which is an instant payment mechanism developed by NPCI
UPI Bidder	Collectively, individual investors applying as (i) Retail Individual Bidders, in the Retail Portion; (ii) Eligible Employees, in the Employee Reservation Portion; and (iii) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular number

Term	Description
	SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI Mobile App and by way of a SMS directing the UPI Bidder to such UPI Mobile App) to the RIB initiated by the Sponsor Bank(s) to authorise blocking of funds in the relevant ASBA Account through the UPI Mobile App equivalent to the Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism that may be used by a UPI Bidder to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction
WACA	Weighted average cost of acquisition.
Wilful Defaulter	Wilful defaulter as defined under the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid / Offer Period, the expression "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays in Mumbai, India, as per the circulars issued by SEBI.

Conventional and general terms and abbreviations

Term	Description
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered under the SEBI AIF Regulations
Bn	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate, which is computed by dividing the value as at the year-end by its value at the beginning of that period, raise the result to the power of one divided by the period length, and subtract one from the subsequent result ((End Value / Start Value) ^ (1 / Periods) – 1)
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve month period ending December 31
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956, along with the relevant rules made thereunder
Companies Act / Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CSR	Corporate social responsibility
Depositories	NSDL and CDSL, collectively
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's identity number

Term	Description
EBITDA	Earnings before interest, taxes, depreciation, and amortization
EGM	Extraordinary general meeting
EPS	Earnings per share
Euro	Euro, the official currency of the European Union
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FDI Policy	The consolidated foreign direct policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, and effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Non-debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal / Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIR	First information report
FPIs	Foreign Portfolio Investors, as defined under SEBI FPI Regulations
FSI	Floor space index
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI / Government / Central Government	Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
IFSC	Indian Financial System Code
Income Tax Act/ IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
IGAAP / Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006, as amended and the Companies (Accounts) Rules, 2014, as amended
IPO	Initial public offer
INR / Rupee / ₹ / Rs.	Indian Rupee, the official currency of the Republic of India
IRDAI	Insurance Regulatory and Development Authority of India
ISIN	International Securities Identification Number
IT	Information Technology
IT Act	The Income Tax Act, 1961
KYC	Know Your Customer
MCA	The Ministry of Corporate Affairs, Government of India
MCLR	Marginal Cost of Funds Based Landing Rate
Mn / mn	Million
MoU	Memorandum of Understanding
MSMEs	Small scale undertakings as per the Micro, Small and Medium Enterprises Development Act, 2006
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A./NA	Not applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NEFT	National Electronic Fund Transfer
No.	Number
NPCI	National Payments Corporation of India
NR / Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI

Term	Description
NRI / Non-Resident Indian	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas corporate body, a company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
PAN	Permanent account number
PAT	Profit after tax
PMLA	Prevention of Money Laundering Act, 2002
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web based complaints redressal system launched by SEBI
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1999
STT	Securities Transaction Tax
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trademarks Act, 1999
US$ / USD / US Dollar	United States Dollar, the official currency of the United States of America
USA / U.S. / US	United States of America and its territories and possessions, including any state of the United States
US GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be

Business, technical and industry-related terms

Term	Description
ACS	Average Cost of Supply
ALMM	Approved List of Models and Manufacturers as notified by MNRE from time to time
ARR	Average Revenue Realized
CAGR	Compounded annual growth rate
C&I	Commercial & Industrial
Capacity in GW	This refers to the total production capacity of all the manufacturing units taken together in gigawatt.
DDUGJY	Deen Dayal Upadhyaya Gram Jyoti Yojana

Term	Description
Debt	Debt is calculated as total debt minus current and non-current lease liabilities.
Debt to Equity Ratio	Debt to equity ratio has been calculated as debt divided by total equity (excluding non-controlling interest).
Debt to EBITDA ratio	Debt to EBITDA ratio has been calculated as debt divided by EBITDA for the relevant fiscal.
Direct Sales to Utilities and Enterprises	Direct Sales to Utilities and Enterprises refers to our sales to utilities and enterprise customers.
EBITDA	EBITDA has been calculated as profit for the year before exceptional items and taxes plus finance cost, depreciation and amortization
EBITA Margin	EBITDA Calculated as profit for the year before exceptional items and taxes plus finance cost, depreciation and amortization. EBITDA margin has been calculated as EBITDA divided by total income.
Export Sales	Export Sales includes solar PV module sales to international customers as well as international EPC revenue.
GBI	Generation Based Incentive
GDP	Gross Domestic Product
GEC	Green Energy Corridor
GW	Gigawatt
HPO	Hydro Purchase Obligation
HVDC	High voltage direct current
IMF	International Monetary Fund
IPDS	Integrated Power Development Scheme
ISTS	Inter-State Transmission System
kV	Kilo volt
LC	Letter of credit
MW	Megawatt
NABL	National Accreditation Board for Testing and Calibration Laboratories
NIP	National Infrastructure Pipeline
NISE	National Institute of Solar Energy
NSM	National Solar Mission
NSO	National Statistical Office
NTPC	NTPC Limited (*formerly known as National Thermal Power Corporation*)
NVVN	NTPC Vidyut Nigam Limited
Order Book in GW	This refers to the total confirmed total order book, to be delivered in over a period of ascertained timeline in gigawatt.
Other Revenue from Operations	Other Revenue from Operations includes EPC services for domestic utilities and enterprise customers, O&M services, trading in ancillary products, export incentives, generation of electricity from renewable resources and scrap sale.
PAT Margin	PAT Margin has been calculated as profit for the year/ period divided by total income
PLI	Production Linked Incentive Scheme
PV	Photovoltaic solar module
RBI	Reserve Bank of India
RE	Renewable Energy
Retail Sales	Retail Sales includes solar PV module sales through our franchisee network focused on commercial and industrial, and residential business verticals as well as franchisee EPC revenue and other products sold to franchisees.
Return on Average Capital Employed	Return on average capital employed has been calculated as profit before exceptional item and tax plus finance costs divided by average of opening and closing capital employed calculated as total equity (excluding non-controlling interest) add non-current liability.
RoCE	Return on capital employed has been calculated as profit before exceptional item and tax plus finance cost divided by total equity (excluding non-controlling interest) add total non-current liability.
RoE	Return on equity has been calculated as net income (owners share) divided by total equity (excluding non-controlling interest).
RPO	Renewable Purchase Obligation
SCD	Scheduled commissioning date
SECI	Solar Energy Corporation of India
T&D	Transmission and Distribution
Total Debt	Total debt is calculated as current borrowings plus non-current borrowings plus current lease liabilities plus non-current lease liabilities
UDAY	Ujwal DISCOM Assurance Yojana
Wp	Watt peak

Term	Description
WSH	Wind-solar hybrid
XAUR	Xinjiang Autonomous Region in People's Republic of China

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references herein to the "US", the "U.S." or the "United States" are to the United States of America. All references herein to "EU", the "European Union" are to the 27 member countries that are a part of the European Union.

Unless indicated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Consolidated Summary Statements. For further information, see "*Financial Information*" on page 293.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal/Fiscal Year/Financial Year are to the year ended on March 31, of that calendar year. Certain other financial information pertaining to our Group Companies are derived from their respective audited financial statements.

The restated consolidated summary statements of our Company and Subsidiaries comprising the restated consolidated statement of assets and liabilities as at March 31, 2021, March 31, 2022, March 31, 2023 and June 30, 2023 and the restated consolidated statements of profits and losses (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the financial years ended March 31, 2021, March 31, 2022, March 31, 2023 and for the three month period ended June 30, 2023, the summary statement of material accounting policies, and other explanatory information derived from our audited financial statements as at and for the years ended March 31, 2021, 2022 and 2023 prepared in accordance with Ind AS and our audited financial statements as at and for the three months ended June 30, 2023 prepared in accordance with Ind AS 34 and restated in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.

The Restated Consolidated Summary Statements has been compiled from (i) audited consolidated financial statements of our Company and its Subsidiaries as at and for the three months period ended June 30, 2023 prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standard 34 "*Interim Financial Reporting*" as prescribed under Section 133 of the Companies Act read with Ind AS Rules; (ii) audited consolidated financial statements of our Company and its Subsidiaries as at and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards specified under Section 133 of the Companies Act read with the Ind AS Rules. The audited consolidated financial statements for the three months period ended June 30, 2023 and for the financial year ended March 31, 2023 have been audited by our Statutory Auditor, whereas the audited consolidated financial statements for the financial years ended March 31, 2022 and March 31, 2021 have been audited by erstwhile statutory auditor of our Company, Shah Gupta & Co and SGCO & Co LLP, respectively. Financial information for three months ended June 30, 2023 is not indicative of annual financial results and are not comparable with annual financial information.

Further, our subsidiary, Waaree Renewable Technologies Limited ("**WRTL**") has its equity shares listed on BSE. In accordance with the SEBI Listing Regulations, WRTL has prepared and disclosed financial information for the six months period ended September 30, 2023, which have been reviewed by the statutory auditor of WRTL. Such financial information is available on the website of BSE at www.bseindia.com and has not been included in this Draft Red Herring Prospectus.

Additionally, our subsidiary, Indosolar Limited ("**Indosolar**") has its equity shares listed on the Stock Exchanges. In accordance with the SEBI Listing Regulations, Indosolar has prepared and disclosed financial information for the six months period ended September 30, 2023, which have been reviewed by the statutory auditor of Indosolar. Such financial information is available on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and has not been included in this Draft Red Herring Prospectus.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition*" on page 76. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 205 and 406, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Summary Statements.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Non-GAAP Financial Measures

Certain non-GAAP and certain other statistical information relating to our operations and financial measures relating to our financial performance such as, EBITDA, net worth and net asset value per share have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and certain other statistical information relating to our financial performance as we consider such information to be useful measures of our business and financial performance. Further, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Further, these non-GAAP financial measures and other statistical and other information relating to operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further details, see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition*" on page 76.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "*Solar Power Market in India*" dated December 2023 prepared by CRISIL ("**CRISIL Report**") and publicly available information as well as other industry publications and sources. The CRISIL Report as used for this Draft Red Herring Prospectus, has been exclusively commissioned and paid for by our Company and has been exclusively prepared for the purpose of the Offer and is available at https://www.waaree.com/ipo. The CRISIL Report is subject to the following disclaimer:

"CRISIL Market Intelligence & Analytics (CRISIL MI&A), a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Waaree Energies Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL MI&A operates independently of, and does not have access to information obtained by CRISIL Ratings Limited, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL MI&A and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval."

The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Further, reference to "segments" in the industry section and other sections, which are based on CRISIL Report refers to end-use sectors and does not constitute segment classification under Ind AS. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodology in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors – Other Risks- Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such purpose."* on page 62. Further, neither the Company, nor its Subsidiaries, Promoters or Directors nor the BRLMs appointed in relation to the Offer are "related parties" as defined under Section 2(76) of the Companies Act, 2013, of CRISIL.

In accordance with the SEBI ICDR Regulations, the section "*Basis for Offer Price*" on page 139, includes information relating to our peer group companies and industry averages. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. Data from these sources may also not be comparable. Such industry and third-party related information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends.

Currency and Units of Presentation

All references to "*Rupees*" or "*₹*" or "*Rs.*" are to Indian Rupees, the official currency of the Republic of India.

All references to "*U.S.$*", "*U.S. Dollar*", "*USD*" or "*U.S. Dollars*" are to United States Dollars, the official currency of the United States of America.

All references to "*€*" or "*EUR*" are to the Euro, which is the official currency of the European Union.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in million. In this regard, please note: (a) one million is equal to 1,000,000/10 lakhs; and (b) 10 million is equal to 10,000,000/100 lakhs/ one crore. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Exchange Rates

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The exchange rates for the periods indicated are provided below.

(in ₹)

Currency	Exchange rate as on			
	March 31, 2021	**March 31, 2022**	**March 31, 2023**	**June 30, 2023**
1 USD	73.50	75.81	82.22	82.04
1 EUR	86.10	84.66	89.61	89.13

Source: www.rbi.org.in and www.fbil.org.in

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act and (b) outside the United States in "offshore transactions" (as defined under Regulation S) in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements". These forward-looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "will continue", "seek to", "will achieve", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company and statements regarding our expected financial conditions, results of operations, business plans and prospects are also forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater to and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Loss of a key customer or loss of revenue from sales to any key customer;
- Risks and uncertainties of various international markets due to our export sales.
- Ability to grow our retail sales particularly, commercial and industrial, and residential business verticals;
- Failure to expand into new markets or regions;
- Failure to properly implement our manufacturing operations;
- Exposure to risks related to execution of projects, the time and costs required to complete projects; and
- Inability to adequately protect or continue to use our intellectual property.

For a further discussion of factors that could cause our actual results to differ, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" on pages 31, 205 and 406, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Neither our Company, our Directors, the Selling Shareholders, the BRLMS nor the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that Bidders in India are informed of material developments pertaining to our Company from the date of the Red Herring Prospectus in relation to the statements and undertakings made by our Company and each of the Selling Shareholders, severally and not jointly, in relation to themselves as a Selling Shareholder and their respective portion of the Offered Shares in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

In this regard, each of the Selling Shareholders shall, severally and not jointly, ensure that our Company and BRLMs are informed of material developments in relation to the statements and undertakings specifically confirmed or undertaken by such Selling Shareholder in relation to themselves as a Selling Shareholder and their respective portion of the Offered Shares in the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

SECTION II – SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of the terms of Offer, certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled "*Risk Factors*", "*Industry Overview*", "*Our Business*", "*Capital Structure*", "*The Offer*", "*Restated Consolidated Summary Statements*", "*Objects of the Offer*" "*Our Promoters and Promoter Group*", "*Management's Discussions and Analysis of Financial Position and Results of Operations*", "*Outstanding Litigation and Material Developments*", "*Offer Procedure*" on pages 31, 152, 205, 97, 79, 293, 128, 286, 406, 462 and 506, respectively.

Summary of primary business of our Company

We are a manufacturer of solar PV modules in India with an aggregate installed capacity of 12 GW, as of June 30, 2023. Our portfolio of solar energy products consists of the following PV modules: (i) multicrystalline modules; (ii) monocrystalline modules; and (iii) TopCon modules, comprising flexible modules, which includes bifacial modules (Mono PERC) (framed and unframed), and building integrated photo voltaic (BIPV) modules. As of June 30, 2023, we operated four manufacturing facilities in India spread over an area of 136.30 acres. We operate one factory each, located at Surat, Tumb, Nandigram and Chikhli in Gujarat, India.

Summary of industry in which our Company operates

Solar energy potential is the greatest in India amongst all the commercially available renewable energy sources. India is endowed with vast solar energy potential. *(Source: CRISIL Report)* About 5,000 trillion kWh (kilo watt hour) per year of energy is incident over the land area, with most parts receiving 4kWh to 7 kWh per square meter per day. *(Source: CRISIL Report)* During Fiscals 2018 to 2023, approximately 55 GW of solar capacity has been commissioned compared with the expected commissioning of 60 GW to 65 GW. *(Source: CRISIL Report)*

Our Promoters

As on the date of this Draft Red Herring Prospectus, Hitesh Chimanlal Doshi, Viren Chimanlal Doshi, Pankaj Chimanlal Doshi and Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*) are the Promoters of our Company. For further details, see "*Our Promoters and Promoter Group*" at page 286.

The Offer

Offer [1]	Up to [●] Equity Shares for cash at price of ₹[●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to ₹[●] million
of which	
Fresh Issue [1^]	Up to [●] Equity Shares aggregating up to ₹30,000 million
Offer for Sale [2]	The Offer for Sale up 3,200,000 Equity Shares aggregating up to ₹ [●] million, comprising of an offer for sale of up to 2,700,000 Equity Shares by Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*) aggregating up to ₹ [●] million, up to 450,000 Equity Shares by Chandurkar Investments Private Limited aggregating up to ₹ [●] million and up to 50,000 Equity Shares by Samir Surendra Shah aggregating up to ₹ [●] million
Employee Reservation Portion[3]	Up to [●] Equity Shares aggregating up to ₹[●] million

[1] *The Offer has been authorized by a resolution of our Board dated June 16, 2023 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated September 29, 2023.*

[2] *The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. For details, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 474.*

[3] *In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹500,000), shall be added to the Net Offer. For further details, see "Offer Structure" on page 502.*

The Offer and Net Offer shall constitute [●]% and [●]% of the post-Offer paid up Equity Share capital of our Company.

For further details, see "*The Offer*" and "*Offer Structure*" on pages 79 and 502, respectively.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

(in ₹ million)

Particulars	Amount which will be financed from the Net Proceeds (1)(3)
Part finance the cost of establishing the 6GW of Ingot Wafer, Solar Cell and Solar PV Module manufacturing facility in Odisha, India	25,000.00
General corporate purposes(2)	[●]
Total (1)	[●]

(1) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*
(2) *The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Aggregate pre-Offer shareholding of our Promoters, Promoter Group and the Selling Shareholders

(a) The aggregate pre-Offer shareholding of our Promoters and Promoter Group as a percentage of the pre-Offer paid-up equity share capital of our Company is set out below:

Sr. No.	Name of the Shareholder	No. of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital
Promoters (A)			
1.	Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)*	57,324,331	21.90
2.	Hitesh Chimanlal Doshi	14,104,082	5.39
3.	Viren Chimanlal Doshi	10,954,007	4.19
4.	Pankaj Chimanlal Doshi	24,604,384	9.40
Total (A)		**106,986,804**	**40.88**
Promoter Group (B)			
5.	Bindiya Kirit Doshi	19,816,212	7.57
6.	Nipa Viren Doshi	16,202,139	6.19
7.	Binita Hitesh Doshi	15,982,944	6.11
8.	Kirit Chimanlal Doshi	10,192,782	3.89
9.	Pankaj Chimanlal Doshi (HUF)	7,384,088	2.82
10.	Viren Chimanlal Doshi (HUF)	6,573,908	2.51
11.	Hitesh Chimanlal Doshi (HUF)	2,805,365	1.07
12.	Kirit Chimanlal Doshi (HUF)	2,616,641	1.00
13.	Pujan Pankaj Doshi	726,700	0.28
14.	Sonal T Ramani*	3,500	*Negligible*
Total (B)		**82,304,279**	**31.44**
Total (A+B)		**189,291,083**	**72.32**

* *Jointly held with Tarun B Ramani*

(b) The aggregate pre-Offer shareholding of the Selling Shareholders as a percentage of the pre-Offer and the aggregate post-Offer shareholding of the Selling shareholders as a percentage of the post-Offer paid-up equity share capital of our Company is set out below:

Sr. No.	Name of the Selling Shareholder	Pre-Offer		Post-Offer	
		No. of Equity Shares held	Percentage of the pre-Offer paid-up equity share capital	Number of Equity Share held*	Percentage of the total paid-up equity share capital(%)*
1.	Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	57,324,331	21.90	[●]	[●]
2.	Chandurkar Investment Private Limited	450,000	0.17	[●]	[●]

Sr. No.	Name of the Selling Shareholder	Pre-Offer		Post-Offer	
		No. of Equity Shares held	Percentage of the pre-Offer paid-up equity share capital	Number of Equity Share held*	Percentage of the total paid-up equity share capital(%)*
3.	Samir Surendra Shah	112,500	0.04	[●]	[●]
Total		**57,886,831**	**22.11**	[●]	[●]

* *To be updated prior to filing the Prospectus with the RoC.*

For further details, see "*Capital Structure*" at page 97.

Summary of Financial Information

A summary of the financial information of our Company based on the Restated Consolidated Summary Statements is as follows:

(in ₹ million, except per share data)

Particulars	As at and for the Fiscal ended			As at the three months period ended June 30, 2023
	March 31, 2021	March 31, 2022	March 31, 2023	
Equity Share Capital	1,971.38	1,971.38	2,433.66	2,532.24
Net worth	3,522.49	4,271.27	18,260.15	27,060.71
Revenue from operations	19,530.39	28,542.65	67,508.73	33,282.92
Total income	19,830.09	29,458.51	68,603.64	34,149.98
Restated Profit/ (loss) for the period/ year	456.05	796.50	5,002.77	3,382.73
Restated Earnings per equity share of ₹ 10/- each				
- Basic*	2.36	3.84	21.82	13.78
- Diluted*	2.36	3.84	21.57	13.64
Net asset value per Equity Share	17.87	21.67	75.03	106.86
Total borrowings	2,812.28	3,130.83	2,734.80	2,333.06

* *Not annualised for three months ended June 30, 2023*

Notes:

(1) Net-worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

(2) Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).

(3) Net Asset Value per Equity Share represents Net-worth as at the end of the period, as restated, divided by the number of Equity Shares outstanding as of the end of the period.

(4) Total Borrowing includes non-current borrowings and current borrowings.

For further details, see "*Restated Consolidated Summary Statements*" and "*Other Financial Information*" on pages 293 and 405, respectively.

Qualifications of the Statutory Auditor which have not been given effect to in the Restated Consolidated Summary Statements

There are no qualifications which have not been given effect to in the Restated Consolidated Summary Statements.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Directors and Promoters as on the date of this Draft Red Herring Prospectus is provided below. As on date of this Draft Red Herring Prospectus, there are no outstanding litigations involving our Group Companies, which may have a material impact on our Company, in accordance with the Materiality Policy.

Name of Entity	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation	Aggregate amount involved (₹ million, to the extent quantifiable)
Company						
By our Company	3	-	-	Not applicable	2	218.04

Name of Entity	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation	Aggregate amount involved (₹ million, to the extent quantifiable)
Against our Company	1	21	2	Not applicable	-	194.00
Directors						
By our Directors	-	-	-	Not applicable	-	-
Against our Directors	1	9	-	Not applicable	-	6.08
Promoters						
By our Promoters	-	-	-	Not applicable	-	-
Against our Promoters	1[#]	10[*]	-	Not applicable	-	6.17
Subsidiaries						
By our Subsidiaries	1	-	-	Not applicable	1	6.88
Against our Subsidiaries	-	19	-	Not applicable	-	0.58

[*] *Includes 9 matters involving our Directors, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi, aggregating to ₹ 2.68 million.*

[#] *Includes first information report registered against our Directors, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi.*

Note*: As at June 30, 2023, our Company has considered ₹29.39 million, being the potential liabilities arising from its outstanding litigations as contingent liability as per Ind AS 37 and has included such amounts in the schedule of contingent liabilities to the Restated Consolidated Summary Statements. As at June 30, 2023, the total contingent liabilities of our Company was ₹1,130.05 million which was 4.18% of the net worth of our Company as on that date.*

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 462.

Risk factors

Specific attention of Investors is invited to the section "*Risk Factors*" on page 31. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of contingent liabilities and capital commitments of our Company

A summary table of contingent liabilities as per Ind AS 37- Provisions and contingent liabilities as at June 30, 2023, is set forth below:

(in ₹ million)

Sr. No.	Particulars	Amount
Contingent liabilities not provided for:		
1.	Claims against the parent company not acknowledged as debts	29.39
2.	Disputed statutory liability of parent company	96.66
3.	Guarantee/indemnity given by parent company to others	1,004.00

Capital commitments

(in ₹ million)

Sr. No.	Particulars	Amount
1.	Estimated amount of contracts remaining to be executed on capital account (net of advance) of the group	11,981.40

Related party transactions

Summary of the related party transactions (post elimination) as per Ind AS 24-Related Party Disclosures, read with the SEBI ICDR Regulations, derived from the Restated Consolidated Summary Statements, is set forth below:

(in ₹ million)

Name of Party	Nature of relationship	Nature of Transaction	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023	Period ended June 30, 2023
Mr. Hitesh Doshi	Promoter	Remuneration	20.03	20.03	20.59	5.01
		Loan from Director	-	117.50	-	-
		Loan Repaid	-	117.50	-	-
		Interest expenses	-	1.90	-	-
		Purchase of Investment	-	0.00	-	-
Mr. Viren Doshi	Promoter	Remuneration	12.98	12.98	13.18	3.29
		Loan from Director	-	178.80	-	-
		Loan Repaid	-	178.80	-	-
		Interest expenses	-	3.57	-	-
Mr. Hitesh Mehta	Whole-time Director and Key Managerial Person	Remuneration	20.28	23.11	19.54	5.74
		ESOP*	-	-	233.39	7.18
Ms. Mitul Mehta	Independent Director of subsidiary	Director Sitting Fees*	-	-	0.23	0.04
Ms. Anita Jaiswal	Director of subsidiary	Director Sitting Fees*	-	-	0.42	0.06
Ms. Chaitali Doshi	Relative of Promoter	Salary	-	-	0.53	0.15
Mr. Pujan Doshi	Relative of Promoter	Salary	-	-	2.40	0.60
Mr. Jayesh Shah	Independent Director	Director's sitting fees*	0.35	0.40	0.85	0.32
Mr Samir Shah	Previous Director	Director's sitting fees*	0.25	-	-	-
Mr. Rajender Malla	Independent Director	Director's sitting fees*	0.35	1.45	1.06	0.41
Ms. Richa Manoj Goyal	Independent Director	Director's sitting fees*	-	0.30	1.05	0.25
Mr. Sujit Kumar Varma	Independent Director	Director's sitting fees*	-	0.40	0.45	0.10
Nilesh Gandhi	Independent Director of subsidiary	Director Sitting Fees*	-	-	0.31	0.03
Mr. Rajesh Gaur	Key Managerial Person	Salary	-	-	-	0.34
Mr. Kiran Jain	Previous Key Managerial Person	Salary	1.52	2.04	1.74	-
Mr. Abhishek Pareek	Previous Key Managerial Person	Salary	2.19	1.44	-	-
Mr. Vivek Srivastava	Key Managerial Person	Salary	-	9.36	17.76	4.44
		ESOP*	-	-	16.77	2.25
Mr. Ankit Doshi	Relative of Promoter	Purchase of Land	-	-	8.00	-
		Salary	1.18	1.96	-	-
Waa Cables Private Limited	Promoter Group company	Purchase	-	-	2.02	-
Mr. Chimanlal Doshi	Relative of Promoter	Rent paid	13.20	15.58	22.14	4.69
		Reimbursement of Expenses	-	2.15	2.95	0.38
Mrs. Rasila Doshi	Relative of Promoter	Rent paid	6.60	7.79	10.17	2.14
		Reimbursement of Expenses	0.70	1.03	1.39	0.17
Waaree Technologies Limited	Promoter Group company	Sales	-	-	1.69	0.67
		Loan Granted	1.00	-	-	-
		Loan Received back	1.00	-	-	-
		Interest Income	0.06	-	-	-
Waaree ESS Private Limited	Promoter Group company	Sales	40.88	2.14	1.94	-
		Capital sales	49.19	-	-	-
		Capital Purchases	-	-	17.99	-
		Purchases	-	2.35	0.02	-
Waa Motors And Pumps Private Limited	Promoter Group company	Capital Purchases	2.16	-	0.23	0.53
		Sales	-	30.02	16.31	3.20

(in ₹ million)

Name of Party	Nature of relationship	Nature of Transaction	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023	Period ended June 30, 2023
Shalibhadra Energies Private Limited	Promoter Group company	Reversal of provision for dimunition in investment	-	0.03	-	-
Waaree Renewables Private Limited *(now known as SGP Industrial Infrastructure Private Limited*)	Promoter Group company	Loan Received back	-	327.33	0.67	-
		Slump purchase	20.93	-	-	-
		Rent paid	2.44	-	-	-
		Purchases	2,172.53	-	-	-
		Loan Taken	-	767.52	47.20	-
		Acquisition of Land	-	1,247.95	1,220.51	-
		Capital Work in Progress (Building)	-	332.78	-	-
		Acquisition of Building	-	558.44	791.22	-
		Capital Advance given	669.39	1,891.71	1,713.47	171.00
		Sales	2,210.45	-	-	-
		Jobwork charges	18.03	-	-	-
		Interest Income	-	15.74	9.81	2.62
		Advance for/Reimbursement of Expense	-	0.00	-	-
Omntec Waaree ATG Private Limited	Promoter Group company	Purchases	178.77	-	-	-
Waaree Solar Thermal LLP	Promoter Group company	Purchases	0.88			
Waaree PV Power LLP	Promoter Group entity	Loan Granted	30.70	-	-	-
		Loan Received back	125.58	-	-	-
		Interest Income	9.78	-	-	-
		Capital Purchases	0.09	-	0.54	-
		Purchases	10.67	213.49	11.23	-
		Sales	225.62	20.24	0.26	-
Waaree Surya Power LLP	Promoter Group entity	Sales	0.01	0.27	-	-
		Purchases	35.79	-	-	-
ITEC Measures Pvt.Ltd	Promoter Group company	Purchases	-	0.10	-	-
		Capital Purchases	-	1.80	-	0.01
Saswata Solar Private Limited	Promoter Group company	Reduction in Investment converted to loan	738.40	-	-	-
		Interest Income	13.92	-	-	-
Jain Education and Empowerment Trust (JEET)	Entity related to Promoter	Corporate Social Responsibility Expense	6.22	6.83	11.45	-
Dhari Solar Park Private Limited	Promoter Group company	Sale of Goods & Services	-	-	-	593.35

Note: 0.00 indicates value less than ₹ 0.01 million.

**The above figures do not include provisions for gratuity, group mediclaim, group personal accident and compensated absences as the same is determined at the group level and is not possible to determine for select individuals.*

Summary of the related party transactions (eliminated transactions on consolidation), disclosed as per the SEBI ICDR Regulations, derived from the Restated Consolidated Summary Statements, is set forth below:

Waaree Energies Limited

(in ₹ million)

Name of Subsidiary	Nature of Transaction	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
Waaree Renewable Technologies Limited	Sales of Product	(556.96)	(785.42)	(1,318.46)	(463.77)
	Dividend Income	-	(5.65)	(7.76)	-
	Sale of O and M service	(0.77)	-	-	-
	Acquisition of equity shares	-	-	1,486.92	-
	Purchase of O & M service	-	0.82	3.90	4.64
	Interest Income	(1.99)	(0.31)	-	-
	Fixed assets	-	5.00	29.13	-
Wasang Solar One Private Limited	Interest Income	-	-	(0.01)	-
Indosolar Limited	Interest Income	-	-	(9.97)	(10.50)
	Purchase of Product	-	-	0.38	-
	Investments	-	-	400.00	-
Blue rays Solar Private Limited	Sale of product	-	-	(55.37)	(17.93)
	Interest Income	(22.26)	(6.20)	-	-
Waaree Solar Americas LLC	Sale of product	-	-	(62.36)	(261.04)
Saswata Solar Private Limited	Interest Income	(13.92)	(16.78)	-	-
Waneep Solar Private Limited	Interest Income	(0.00)	(0.01)	-	(0.00)

Note: 0.00 indicates value less than ₹ 0.01 million.

Waaree Renewable Technologies Limited

(in ₹ million)

Name of Party	Nature of Transaction	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
Waaree Energies Limited	Purchase of product	7.96	785.42	1,318.46	463.77
	Dividend Expenses	-	5.65	7.76	-
	Purchase of PPE	549.00	-	-	-
	Other equity	-	-	(1,397.40)	-
	Non-controlling interest	-	-	(89.52)	-
	Purchase of O and M service	0.77	-	-	-
	Sale of O and M service	-	(0.82)	(3.90)	(4.64)
	Sale of Product	-	(5.00)	(29.13)	-
	Interest Expenses	1.99	0.31	-	-

Wasang Solar One Private Limited

(in ₹ million)

Name of Party	Nature of Transaction	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
Waaree Energies Limited	Interest Expenses	-	-	0.01	-

Indosolar Limited

(in ₹ million)

Name of Party	Nature of Transaction	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
Waaree Energies Limited	Interest Expenses	-	-	9.97	10.50
	Sale of Product	-	-	(0.38)	-
	Share capital	-	-	(400.00)	-

Blue Rays Solar Private Limited

(in ₹ million)

Name of Party	Nature of Transaction	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
Waaree Energies Limited	Purchase of Product	-	-	55.37	17.93
	Interest Expenses	22.26	6.20	-	-

Waaree Solar Americas LLC

(in ₹ million)

Name of Party	Nature of Transaction	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
Waaree Energies Limited	Purchase of Product	-	-	62.36	261.04

Saswata Solar Private Limited

(in ₹ million)

Name of Party	Nature of Transaction	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
Waaree Energies Limited	Interest Expenses	13.92	16.78	-	-

Waneep Solar Private Limited

(in ₹ million)

Name of Party	Nature of Transaction	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
Waaree Energies Limited	Interest Expenses	0.00	0.01	-	0.00

Note: 0.00 indicates value less than ₹ 0.01 million.

For further details, see "*Related Party Transactions*" at page 404.

Financing arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, directors of our corporate Promoter, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by each of our Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

No Equity Shares have been acquired by our Promoters and the Selling Shareholders in the last one year immediately preceding the date of this Draft Red Herring Prospectus.

Average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders, as at the date of this Draft Red Herring Prospectus, is:

Name of Promoter / Selling Shareholder	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)*
Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	57,324,331	3.79
Pankaj Chimanlal Doshi	24,604,384	Nil
Hitesh Chimanlal Doshi	14,104,082	4.03
Viren Chimanlal Doshi	10,954,007	2.14
Chandurkar Investments Private Limited	450,000	225.00
Samir Surendra Shah	112,500	4.44

** As certified by SGCO & Co LLP, Chartered Accountants, by way of their certificate dated December 28, 2023.*

Weighted average cost of all Equity Shares transacted by in the three years, 18 months and one year preceding the date of this Draft Red Herring Prospectus

Period	Weighted average cost of acquisition per Equity (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition^	Range of acquisition price per Equity Share: lowest price –highest price (in ₹)*
Last one year preceding the date of this Draft Red Herring Prospectus	550.00	[●]	550.00-550.00
Last 18 months preceding the date of this Draft Red Herring Prospectus	231.44	[●]	225.00-550.00
Last three years preceding the date of this Draft Red Herring Prospectus	102.35	[●]	10.00-550.00

Note: Please note that the details in the table above have been calculated for all the Equity Shares acquired by the Promoters, Promoter Group and Selling Shareholders. Our Company does not have any Shareholders entitled with right to nominate directors or any other right.
***** *As certified by SGCO & Co LLP, Chartered Accountants, pursuant to their certificate dated December 28, 2023.*
^ *To be updated in the Prospectus.*

Details of pre-IPO placement

Our Company does not contemplate any fresh issuance of Equity Shares as a pre-IPO placement, from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

Issue of equity shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken split or consolidation of its Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by the SEBI

Our Company has not been granted any exemption by SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Potential investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India and other jurisdictions we operate in. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Consolidated Summary Statements" on pages 205, 152, 406 and 293, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 20.

Unless otherwise indicated or unless context requires otherwise, the financial information included herein is based on our Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Summary Statements" on page 293. Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to Waaree Energies Limited on a consolidated basis and references to "the Company" or "our Company" refers to Waaree Energies Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Solar power market in India" dated December 2023 (the "**CRISIL Report**") prepared and issued by CRISIL Limited appointed on June 13, 2023, and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report is available on the website of our Company at https://www.waaree.com/ipo. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 18.*

Internal Risk Factors

<u>*Risks relating to our business*</u>

1. ***Our business is dependent on certain key customers and the loss of any of these customers or loss of revenue from sales to any key customers could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

   We generate a significant portion of our revenue from, and are therefore dependent on, certain key customers for a substantial portion of our business.

The table below sets forth our revenue from our top 10 customers, top five customers and our largest customer, as a percentage of our revenue from operations for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Top 1 Customer	2,747.56	14.07%	5,238.55	18.35%	10,768.32	15.95%	6,965.90	20.93%
Top 5 customers	5,979.16	30.61%	9,595.29	33.62%	35,196.24	52.14%	19,060.75	57.27%
Top 10 customers	7,830.33	40.09%	12,210.59	42.78%	44,486.24	65.90%	25,332.39	76.11%

Under the terms of our agreements with certain of our key customers, our customers have the option to terminate such contract with cause or without cause at relatively short notice with a payment of termination fees. If we fail to meet our contractual obligations in a timely manner, or at all, our customers may be entitled to liquidated damages or may terminate the contract with no further liability or obligation to us. In the event such risks eventuate, our business, financial condition, results of operations and cash flows could be materially adversely affected.

Certain of our key customer agreements include terms relating to liquidated damages and/ or idling charges per module per month, for any delay in delivery of modules, typically capped at a specified amount. In the event that we notify such customer of a delay in manufacturing of a shipment beyond a certain period of the guaranteed delivery date, such customer is entitled to cancel such shipment without liability to pay for such shipment. In the event of suspension or termination of the agreement between our customer and its end customers, our customer may also require us to cease production for delivery under such agreement. These agreements also involve:

- advance bank guarantees, typically 10% of the contract price, valid for a specified period; and
- a contract performance corporate guarantee, typically ranging between 5% to 20% of the basic order value, is also required to be furnished which is typically required to be valid for a period of up to six months subsequent to date of receipt of the last consignment.

In the event of breach of warranties, we are required to indemnify and reimburse the direct loss and damage to the customer. Such agreements can also be typically terminated in event of any default on our part with respect to the terms of such agreement. Certain of our agreements stipulate that we may not terminate such agreement without the express consent of such customer. In addition, in case of an inability on our part to obtain appropriate regulatory approvals including ALMM approvals within a specified period, the customer is entitled to terminate such agreement or reduce the contracted capacity under such agreement. The table below sets forth provision towards variable consideration for liquidated damages and other related claims netted off against revenue for the year/period indicated:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	For the three months ended June 30, 2023
Revenue from operations includes provision towards variable consideration for liquidated damages and other related claims (₹ million)	-	-	861.72	2,092.43

These liquidated damages and other related claims were primarily levied on us on account of delays in completing the delivery of our solar PV modules to our customers on time and other related claims in relation to the solar PV modules sold. There has been an increase in provisions towards variable consideration for liquidated damages and other related claims for Fiscal 2023 and three months ended June 30, 2023 on account of delay in the deliveries and other discrepancies as per contractual terms during such year/period. We cannot assure you that going forward, we will be able to reduce such liquidated damages and other related claims or that these liquidated damages and other related claims will not increase, which may have an adverse impact on our business, revenue from operations and cash flows.

Further, certain of our agreements also stipulate the right to issue minimum order quantity, payment at reduced rates if goods/ products supplied are not according to specifications, and the right to procure the materials from any other source if such materials are not of acceptable quality and the cost and difference in cost to be borne by us. In addition, there are also most favoured customer clauses in certain agreements in the United States, whereby if any other customer situated in the United States obtains aggregate beneficial pricing with respect to the same products sold to the customer with most favoured customer clause then in such instances we have to provide products to that customer at such favourable terms. This may impact our pricing and our revenue from operations.

Since we are dependent on some of our key customers for a substantial portion of our business, the loss of any one of such key customers or a substantial reduction in demand from such key customers could have a material adverse effect on our business, results of operations and financial condition. In addition, as we generally have short to medium term arrangements for supply of our products to customers and our franchisees, there can be no assurance that our significant customers in the past will continue to place similar orders with us in the future. If we are unable to manage our relationship with our international customers, our financial results could be adversely affected, which may impact profit margins or make it increasingly difficult for us to conduct business in foreign markets. We intend to continue to expand our customer base within international markets we currently export our products to, as well as in additional international markets.

We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future, all of which could have an impact on our business prospects and financial performance.

2. ***Our export sales make our operations subject to risks and uncertainties of various international markets, in particular the United States. Further, our revenue from operations is significantly dependent on export sales and there is no assurance that we may be able to continue our export sales going forward.***

We export our products to various international markets. Our largest export jurisdiction for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023 was the United States of America.

The table below sets forth our total Export Sales, and in our largest and top 5 jurisdictions as a percentage of our revenue from operations for the year/period indicated:

Particulars	**Fiscal 2021**		**Fiscal 2022**		**Fiscal 2023**		**For the three months ended June 30, 2023**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Export Sales	4,809.10	24.62%	6,578.22	23.05%	46,165.39	68.38%	24,412.07	73.35%
Export Sales to largest jurisdiction, i.e., USA	4,625.79	23.69%	6,466.37	22.66%	45,549.99	67.47%	21,863.25	65.69%
Export Sales to top five jurisdictions*[(1)]	4,754.50	24.34%	6,553.68	22.96%	45,620.93	67.58%	24,412.07	73.35%

** Top five jurisdictions for Fiscal 2021 were USA, Vietnam, Hong Kong, Yemen and Turkey; for Fiscal 2022, were USA, Turkey, Yemen, Italy and Bahrain; for Fiscal 2023 were USA, Philippines, Canada, Uganda and Yemen.*

(1) During the three months ended June 30, 2023, we made export sales to four countries - USA, Philippines, Yemen and Japan.

The table below sets forth our Export Sales in our largest and top 5 jurisdictions, as a percentage of our total Export Sales for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Export Sales (%)	Amount (₹ million)	Percentage of Export Sales (%)	Amount (₹ million)	Percentage of Export Sales (%)	Amount (₹ million)	Percentage of Export Sales (%)
Export Sales to largest jurisdiction, i.e., USA	4,625.79	96.19%	6,466.37	98.30%	45,549.99	98.67%	21,863.25	89.56%
Export Sales to top five jurisdictions*(1)	4,754.50	98.86%	6,553.68	99.63%	45,620.93	98.82%	24,412.07	100.00%

** Top five jurisdictions for Fiscal 2021 were USA, Vietnam, Hong Kong, Yemen and Turkey; for Fiscal 2022, were USA, Turkey, Yemen, Italy and Bahrain; for Fiscal 2023 were USA, Philippines, Canada, Uganda and Yemen and for three months ended June 30, 2023 were USA, Philippines, Yemen and Japan.*

(1) During the three months ended June 30, 2023, we made export sales to four countries - USA, Philippines, Yemen and Japan.

Further, the international markets in which we sell our products are diverse, with varying levels of economic and infrastructure development, adoption of renewable energy sources, distinct legal and regulatory systems, and do not operate seamlessly across borders as a single or common market. We may therefore be subject to risks inherent in doing business in markets outside India, including risks related to:

- respective legal and regulatory environment; complex local tax regimes;
- payments by international customers; security issues;
- unexpected changes in regulatory environment and enforcement;
- challenges caused by distance, language and cultural differences;
- ensuring timely supply of products and provision of related support to customers in such markets;
- costs associated with doing business in multiple markets;
- fluctuations in currency exchange rates;
- difficulties in implementing hedging measures;
- political, social or economic instability;
- difficulties in managing exports to multiple international locations and their market conditions;
- changes in solar industry practices or trends; and
- exposure to local banking, currency control and other financial related risks.

We may have limited or no experience in marketing and managing exports of our products to new international markets, which may require considerable management attention and resources for managing our growing business in such markets. Any failure to maintain our existing sales or expansion in international markets will have an adverse impact on our results of operations and financial condition.

3. We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the proposed fully integrated 6 GW facility which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties.

While we have extensive experience in the manufacturing of solar PV modules, we have no experience in manufacturing solar cells and we intend to expand into manufacturing of ingot-wafers, solar cells and modules by setting up a 6 GW capacity ingot-wafers, solar cells and modules manufacturing facility at Odisha ("**Project**").

The total estimated cost of setting up the Project is ₹ 90,499.59 million for which we propose to deploy a sum of ₹ 25,000.00 million from the Net Proceeds, by way of an investment in our subsidiary Sangam Solar One Private Limited, to part finance the cost of establishing a fully integrated 6 GW capacity ingot-wafers, solar cells and modules manufacturing facility. We cannot assure you that we will be able to complete the construction of the Project within the expected estimated cost and on time which may result into cost escalations and time overruns. Further, our shift towards backward integrations in our manufacturing processes for solar modules, encompassing the in-house manufacture of ingot-wafers, and solar cells may involve inherent risks as this involves transition from our existing sourcing of these materials from external suppliers. These risks include potential challenges in the synchronization of the manufacturing processes, uncertainties related to the efficiency and reliability of the in-house production, and market fluctuations impacting the demand for the integrated solar modules. Furthermore, we may encounter operational complexities and potential disruptions in the supply chain, leading to production delays or cost overruns.

In relation to the Project, we have been allotted land on a long-term leasehold basis by the Odisha Industrial Infrastructure Development Corporation ("**IDCO**"). While we have made full payments for such land, we are yet to enter into a formal lease agreement in relation to such land acquisition. For details, see "*Objects of the Offer*" on page 128. The allotment letter dated October 9, 2023 issued by IDCO contains certain terms and conditions including procurement of relevant governmental and other environmental clearances and approvals, commencement of construction within a period of six months and commercial production within a period of five years, from the date of possession. In the event we are unable to comply with any or all of such terms and conditions, we may be subjected to certain penalties by IDCO.

Further, the Project includes undertaking civil works and acquiring plant and machinery. However, we are yet to place any orders for undertaking such civil work and supply of plant and machinery in relation to the Project. We have estimated the requirement of the civil work, plant and machinery and other ancillary expenses for the Project based on quotations received from third party vendors and as certified by Oriens Advisors LLP, an independent advisory firm of engineers, pursuant to their report dated December 25, 2023. We cannot assure you that we would be able to acquire the plant and machinery required for the proposed Project at the prices as quoted/ estimated to us by the vendors. Any delay in acquisition of the plant and/ or machinery required for the proposed Project could lead to time and cost overruns and may have a material adverse effect on our business, results of operations and financial condition. The completion of the proposed 6 GW capacity ingot-wafers, solar cells and modules manufacturing facility is also dependent on the performance of external agencies which are responsible for *inter alia* undertaking civil work, installation and commissioning of machinery and supply and testing of equipment. If the performance of these agencies is inadequate, it may result in incremental cost and time overruns which could adversely affect our business and results of operations. There can be no assurance that we will be able to complete the proposed Project in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

The proposed 6 GW capacity ingot-wafers, solar cells and modules manufacturing facility will also require us to obtain various approvals including approvals which are routine in nature. For further details, see "*Objects of the Offer – Government Approvals*" on page 134. Further, in the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. Expanding our current operations can be risky and expensive, and we cannot assure you that we may be successful in meeting the desired cost-efficiencies and any consequent growth in our business. Our inability to procure such approvals or machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure and/ or in the extension of the proposed schedule implementation and deployment of Net Proceeds.

4. ***The proposed Project is dependent on various government subsidies. In the event such subsidies do not materialize or the state or central government does not approve the entire subsidy amount, we may have to raise additional capital, which may materially impact our cash flows, financial condition and results of operations.***

For the Project, we have been awarded with an outlay of ₹ 19,232.40 million under the Scheme Guidelines for Implementation of the Production Linked Incentive Scheme (Tranche II) under National Programme on High Efficiency Solar PV Modules ("**PLI Scheme**") awarded by the GoI to enhance our backward integration capabilities. The award under the PLI Scheme is subject to certain terms and conditions such as completion of the facility in a timely manner. In the event there is a delay in the commissioning of the facility, it may attract a reduction of the PLI period from the maximum timelines.

Further, we are also eligible for various incentives provided by the Odisha government such as capital investment subsidy, stamp duty exemption, employment subsidy, power tariff reimbursement, electric duty exemption, state GST exemption, and land subsidy. However, the amount of incentives under the schemes are tentative and are subject to actual investment amounts, energy requirements, quantum and nature of employment.

Our reliance on government subsidies for the development introduces a dependency on external factors, and any adverse changes in subsidy availability or approval may impact the anticipated financial outcomes of the project.

5. ***Our ability to grow our Retail Sales particularly, commercial and industrial, and residential business verticals, depends on the success of our relationship with our franchisees and an inability to maintain or further expand our retail network, could negatively affect our business, cash flows and results of operations.***

Our ability to grow our Retail Sales, particularly the commercial and industrial, and residential business verticals depends on our relationship with our franchisees, and our ability to further grow our retail network.

The table below sets forth our Retail Sales, as a percentage of our revenue from operations for the year/period indicated:

Particulars	**Fiscal 2021**		**Fiscal 2022**		**Fiscal 2023**		**For the three months ended June 30, 2023**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Retail Sales	3,887.60	19.91%	5,825.23	20.41%	6,724.90	9.96%	1,975.40	5.94%

The table below sets forth our Retail Sales from top five franchisees, as a percentage of our total Retail Sales for the year/period indicated:

Particulars	**Fiscal 2021**		**Fiscal 2022**		**Fiscal 2023**		**For the three months ended June 30, 2023**	
	Amount (₹ million)	**Percentage of Total Retail Sales (%)**	**Amount (₹ million)**	**Percentage of Total Retail Sales (%)**	**Amount (₹ million)**	**Percentage of Total Retail Sales (%)**	**Amount (₹ million)**	**Percentage of Total Retail Sales (%)**
Retail Sales from Top Five Franchisees	1,182.95	30.43%	1,364.71	23.43%	1,587.55	23.61%	342.92	17.36%

Further, our arrangements with franchisees are typically for a period of three years and renewed periodically, during which period they exclusively deal with our products, and are not permitted, directly or indirectly, to sell any other product similar to the products and/ or services within the designated territory. Our franchisees operate as end-to-end product and service providers for the rooftop and MSME business verticals, deal only with products authorised by us, and are authorised to sell our products under our brand name, to increase the visibility and reach of our products through direct customer interaction and local / regional distribution capabilities of such franchisees. For more information, see "*Our Business – Our Business Operations – Distribution, Sales and Customers – Retail Sales (comprising franchisee sales)*" on page 231.

There can be no assurance that our franchisees will renew their agreements with us on current or similar terms, or at all. While we negotiate product prices and payment terms with our franchisees, and we receive advance payment for purchase orders from franchisees, in the event our franchisees alter their requirements, it could have a material adverse effect on our franchisee sales. Termination of any of the above mentioned arrangements or frequent cancellation of purchase orders could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Further, in the event our franchisees experience any delays in placing orders with us, do not effectively market our products, or if they terminate the franchisee agreements or otherwise discontinue working with us, it could have an adverse effect on our strategy to grow this business vertical which can affect our Retail Sales that can have a material impact on our business, results of operations and cash flows.

6. ***We derive a substantial portion of our Retail Sales from Gujarat. Any adverse change in the demand in Gujarat may have an adverse impact on our business, financial condition, cash flows and results of operations.***

Geographically, majority of our revenue from Retail Sales was generated from Gujarat in the last three Fiscals and three months ended June 30, 2023. The table below sets forth our Retail Sales generated from Gujarat and from top five States, as a percentage of our total Retail Sales for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Total Retail Sales (%)	Amount (₹ million)	Percentage of Total Retail Sales (%)	Amount (₹ million)	Percentage of Total Retail Sales (%)	Amount (₹ million)	Percentage of Total Retail Sales (%)
Retail Sales from Gujarat	1,576.87	40.56%	1,930.52	33.14%	2,959.04	44.00%	705.72	35.73%
Retail Sales from Top Five States*	3,323.22	85.48%	4,751.50	81.57%	5,588.33	83.10%	1,701.65	86.14%

** Top five States for Fiscal 2021 were Gujarat, Maharashtra, Rajasthan, Punjab and Kerala; for Fiscal 2022, were Gujarat, Maharashtra, Rajasthan, Punjab and Kerala; for Fiscal 2023 were Gujarat, Maharashtra, Rajasthan, Kerala and Uttar Pradesh and for three months ended June 30, 2023 were Gujarat, Maharashtra, Rajasthan, Kerala and Uttar Pradesh.*

We cannot assure you that we will continue to generate and maintain the historical Retail Sales from our top five States on account of any adverse impact including change in governmental regulations, which may have a material impact on our business, cash flows and results of operations.

7. ***We are in the process of expanding our operations by targeting new customers and expanding our retail network in markets where we do not have a significant presence and prior experience. Any failure to expand into these new markets or regions could adversely affect our sales, financial condition, result of operations, and cash flows.***

In order to cater to the growing market demand for our products and expand our presence across India, we are in the process of increasing our presence in states that we have recently entered, and expanding our presence to additional cities and towns in states where we have been present for a considerable period, particularly, additional new towns and cities in the state of Delhi, Gujarat, Maharashtra, Andhra Pradesh, Telangana, Karnataka and Tamil Nadu. Our strategy to enter new geographies may also be subject to markets with high entry barriers, regulatory or financial, and will thereby place significant demands on our management, operational and financial resources. There can be no assurance that our plans to expand in these new markets will be successful, as our competitors may have more established brands, more experience in trends and deeper relationships with customers in these markets.

Further, having limited or no presence in such new markets as compared to some of our competitors, may lead to lower product pricing due to lack of brand presence and higher expenditure on brand building. As a result, it may be more expensive for us to sell our products in these new markets and it may take longer to reach expected sales and profit levels than anticipated, which could affect the viability of these markets or our overall profitability. There can be no assurance that our products will gain market acceptance or meet the particular requirements of customers in these new markets and regions, which may adversely impact our reputation in these new markets and regions, and our sales, financial condition, results of operations, and cash flows could be materially and adversely affected.

8. ***We are in the process of expanding our manufacturing operations in the United States. Any failure to properly implement our manufacturing operations may have an adverse impact on our business, financial condition, and cash flows.***

We are in the process of expanding our manufacturing operations by establishing a new up to 3 GW manufacturing facility in the United States. Given that our manufacturing operations are currently based in India, venturing into the United States provides different set of challenges such as regulatory approvals, supply chain disruptions, and other unforeseen circumstances which may result into cost escalation from regulatory compliance, construction challenges, or market fluctuations. Further, the proposed facility is to be funded through our internal accruals as well financing agreements with lenders, which are yet to be finalized. We have entered into a five year binding agreement with the a customer for the supply of 3.75 GW of solar modules for a period of five years from the commissioning of the facility, currently estimated during Fiscal

2025. Under our agreement, in the event we enter into a contract with another customer at a favourable price, then in such event, the price at which we provide our products to the existing customers have to be at the same price.

While we intend to use raw materials from South-East Asian countries as well as in-house, we cannot assure you that no additional tariffs will be placed on such arrangement. For example, in December 2022, the US Department of Commerce determined that some solar cell manufacturers in South-East Asian countries using input materials from China are evading US anti-dumping and anti-subsidy duties related to solar battery products originating from China. (*Source: CRISIL Report*) As a result, anti-circumvention duty as high as 254% could be imposed on solar cells imported from the South-East Asian countries. (*Source: CRISIL Report*) Any such duties may adversely impact our business and cash flows and attract regulatory scrutiny in the United States.

Further, while the estimated cost of the proposed manufacturing facility includes plan for further expanding the installed capacity to 5 GW of solar module manufacturing and we also intend to add 5 GW of solar cell manufacturing in the United States in future, however, we cannot assure you that we will be successful in adding additional capacity which may impact our business and results of operations.

In addition, while the United States Inflation Reduction Act provides tax credits and financial incentives to manufacturers, we cannot assure you that such benefits will continue and not be withdrawn once we commence production at the US facility.

9. We bid for solar projects for power supply with state power generation companies that expose us to risks related to execution of projects of such nature, the time and costs required to complete such projects may increase which may delay or prevent completion of such projects and may lead to unforeseen increases in costs and could adversely impact of business, financial condition, cash flows, and results of operations.

We bid for certain solar projects from time to time, which exposes us to certain risks. In such projects, we are generally exposed to execution risks that could be caused by various factors, including delay in obtaining approvals, delays in execution, cost overruns amongst others in relation to our capacity expansion. This may result in levy of damages and may also result in revenue losses. In particular, large size solar power projects typically involve longer execution periods to deliver and complete. The time and costs required to complete such projects may increase on account of factors such as price escalation, funding constraints, shortage of materials, equipment, technical constraints, adverse weather conditions, natural disasters, labour disputes, disputes with contractors, accidents, changes in government priorities and policies, changes in market conditions, interest rates, delays in obtaining requisite approvals from the relevant authorities or other unforeseeable circumstances. Any of these factors may delay or prevent completion of such projects and may lead to unforeseen increases in costs and could adversely impact business, financial condition and results of operations.

We have entered into a number of power supply agreements with state power generation companies to be performed by our Subsidiaries. Pursuant to such agreements we are required to operate the project for a specified period (typically 25 years) from the commercial operation date, subsequent to which the ownership of the project is required to be transferred in operational condition. Under these arrangements, we are required to sell all available capacity from identified solar PV grid-interactive power plants to the extent of contracted capacity on first priority basis to the purchaser, and not to any third party. Financial closure is required to be arranged within a specified period (typically 12 months) from date of handing over of the project land, failing which our performance bank guarantee may be invoked. We are not permitted to inject power three months prior to scheduled commercial operation date from the project/unit without the consent of the purchaser. In the event that generation exceeds certain levels relative to the capacity utilisation factor specified, we are then permitted to sell excess power generated to third parties, provided that the purchaser is entitled to a right of first refusal at a certain percentage of the tariff rate. In addition, a change in controlling shareholding of our Subsidiaries will result in an event of default, which could result in us being liable to pay damages as well as termination of such agreement. Inability to operate such projects or otherwise termination of such agreements as a result of our default or other factors beyond our control could adversely impact of business, financial condition and results of operations.

10. ***We bid for EPC and O&M projects through a competitive bidding process, and we may not be able to qualify for, compete or win such projects, which could adversely affect our business prospects, cash flows and results of operations.***

We bid for both EPC and O&M projects through a competitive bidding process, where projects are awarded following competitive bidding processes and satisfaction of prescribed qualification criteria such as past experience in handling projects. The table below provides details of the total numbers of bids in which we participated and won in the relevant periods as set forth below:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	For the three months ended June 30, 2023
Bids Participated	22	34	14	2
Bids Won	3	-	3	1
Percentage of Bids Won	13.64%	0.00%	21.43%	50.00%

While quality of products and offerings, manufacturing capacity and performance, as well as reputation, experience and sufficiency of financial resources are important considerations in authority decisions, there can be no assurance that we would be able to meet such qualification criteria, particularly for larger projects. We cannot assure you that we would bid where we have been prequalified to submit a bid or that our bids, when submitted or if already submitted, would be accepted. During Fiscal 2022, we did not win any bids from the bids that we participated in on account of various reasons such as not meeting the requisite qualification criteria.

In addition, the government conducted tender processes may be subject to change in qualification criteria, unexpected delays and uncertainties. There can be no assurance that the projects for which we bid will be tendered within a reasonable time, or at all. We are not in a position to predict whether and when we will be awarded a new contract. Projects awarded to us may be subject to litigation by unsuccessful bidders, which may result in delay in award of the projects and/or notification of appointed dates, for the bids where we have been successful, which may result in us having to retain unallocated resources and as a result, it would adversely affect our results of operations and financial condition. Further, we may be required to incur substantial expenditure, time and resources in defending such litigation. While there have been no such instances in the last three Fiscals and three months ended June 30, 2023, however, any unsuccessful outcome in any such proceedings may lead to termination of a contract awarded to us in future, could have a material adverse effect on our business, revenue from operations and cash flows going forward.

11. ***We are dependent on third-party transportation providers for the supply of materials for our manufacturing process and delivery of our finished products.***

Our success depends on the supply and transport of the various materials required to our manufacturing facilities from suppliers and of our finished products from our manufacturing facilities to our customers and franchisees, which are subject to various uncertainties and risks. We use third-party freight and transportation providers for the delivery of materials to manufacturing facilities and our finished products to customers. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to our customers and from our suppliers. Further, on account of the COVID-19 pandemic, operations of these third-party transportation providers were affected from time to time.

In addition, materials and components, as well as our products shipped to customers, may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of materials and products which may also affect our business and results of operations negatively. In the event we fail to maintain a sufficient volume of materials and delivery of such materials to us is delayed, we may be unable to meet orders in a timely manner or at all. Any such inability may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations, and cash flows. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. Although we have not encountered any instances of material delays in the last three fiscals and three months ended June 30, 2023, we cannot assure you that we will not experience such delays in the future. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers.

The table below sets forth our transportation, freight, duty and handling charges as a percentage of our revenue from operations for the year/period indicated:

Particulars	**Fiscal 2021**		**Fiscal 2022**		**Fiscal 2023**		**For the three months ended June 30, 2023**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Transportation, Freight, Duty & Handling Charges	893.90	4.58%	2,142.29	7.51%	2,964.56	4.39%	562.22	1.69%

We could be required to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

12. ***We may not be able to adequately protect or continue to use our intellectual property. In addition, the use of the brand "Waaree" or similar trade names by third parties could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows.***

We sell our products and services in India directly as well as through our retail network comprising of our franchisees. We also export our products and services to customers in various international markets. Our Promoters are also interested in the use of trademarks such as "Waaree" to promote, advertise, distribute and sell products in India. Further, while we do not have a formal arrangement or a brand or a trade licensing agreement, the Waaree brand name is also used by our Subsidiaries as well as our members of Promoter Group and Group Companies and we are dependent on these entities to maintain our brand name and reputation. Any negative publicity faced by such entities may have an adverse impact on the "*Waaree*" brand which may impact our reputation. For further details see, "*Our Subsidiaries*", "*Our Promoters and Promoter Group – Entities Forming part of the Promoter Group*" and "*Group Companies*" on pages 253, 290 and 470.

Our success and ability to compete depends, in part, on our ability to protect our intellectual property and proprietary rights and we generally rely on patent and trademark laws, and confidentiality or license agreements with our employees, consultants, franchisees, customers and other third parties, and generally limit access to and distribution of our proprietary information, in order to protect our intellectual property rights and maintain our competitive position.

We have registered certain trademarks in India, and may apply for other intellectual property registrations in the future. As on the date of this Draft Red Herring Prospectus, we have four trademarks and one patent registered in the name of our Company relating to our various brands including our logo and patent for roof top mount for racking PV solar panels, which we use for marketing and branding our business, two trademark in the name of our Subsidiaries on an exclusive basis, and have made seven trademarks applications which are pending in India under different classes for our logo (in green colour). Out of the seven pending applications, while one application has been accepted and advertised, objections have been received against the remaining applications. In addition, we have also applied one trademark in the United States which is pending.

If we fail to file appropriate replies to the objections or register the appropriate intellectual property, or our efforts to protect relevant intellectual property prove to be inadequate, the value attached to our brand and proprietary property could deteriorate, which could have a material adverse effect on our business growth and prospects, financial condition, results of operations, and cash flows.

In particular, the use of similar trade names by third parties may result in confusion among our customers, and we are exposed to the risk that entities in India and elsewhere could pass off their products as our products, including imitation products, which may adversely affect sale of our products, resulting in a decrease in market share due to a decrease in demand for our products. Such imitation products may not only result in loss of sales but also adversely affect our reputation and consequently our future sales and results of operations. In the event of such unauthorized use, we may be compelled to pursue legal action for the protection of our brand and intellectual property, which may divert our attention and resources thereby affecting our business operations. However, we may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be adequate to compensate us for the harm suffered.

We primarily rely on a combination of trademarks, patents and other intellectual property laws and non-disclosure agreements to establish and protect our intellectual property rights. Our efforts to protect our intellectual property may not be adequate. We may also be susceptible to claims from third-parties asserting infringement and other related claims. As on the date of this Draft Red Herring Prospectus, there have been no trademark disputes instituted by or against our Company before any judicial forum. Regardless of their merits, such claims could materially and adversely affect our relationships with current or future customers, result in costly litigation, delay or disrupt supply of products, divert management's attention and resources, subject us to significant liabilities, or require us to cease certain activities. Any of the foregoing could materially and adversely affect our business, financial condition, results of operations and cash flows.

13. ***Growing our business through acquisitions or joint ventures may subject us to additional risks that may adversely affect our business, financial condition, cash flows, results of operations and prospects.***

We have grown our business in the past through acquisitions and we may going forward expand our business through strategic acquisitions of or joint ventures with other entities. For instance, we have acquired 96.15% of the equity share capital of Indosolar, a company engaged in the manufacture of solar cells and modules, pursuant to an approval of a resolution plan submitted by our Company to the NCLT Delhi. Successful integration of acquired entities will depend on our ability to effect any required changes in operations or personnel of the acquired entity, and may require capital expenditure. We may encounter difficulties in integrating the processes, systems and employees in a timely and cost-effective manner, difficulties in establishing effective management information and financial control systems, challenges to assimilating corporate culture, and unforeseen legal, regulatory, contractual or other issues. Any such acquisitions or joint ventures in the future involve risks that could materially and adversely affect our business, including the failure of such acquisitions to achieve the expected investment results. There can be no assurance that we will be able to integrate the operations of Indosolar with our existing operations. Further, there can be no assurance that the amounts paid by our Company towards the acquisition of Indosolar will provide the anticipated benefits.

14. ***Implementing our growth strategy and our business operations will depend on our ability to maintain access to multiple funding sources on acceptable terms.***

Our strategic business initiatives include the setting up of additional up to 3 GW module manufacturing capacity in the United States, and a fully integrated 6GW facility at Dhenkanal, Odisha which are subject to receiving applicable regulatory approvals including for setting up of our manufacturing facilities and for our operations. The expansion plans for the fully integrated 6 GW capacity ingot-wafers, solar cells and modules manufacturing facility at Dhenkanal, Odisha will be funded partly by the proceeds of this Offer, internal accruals and partly through financing arrangements. As of November 30, 2023, our Company has deployed ₹ 1,385.80 million towards its proposed objects of establishing the fully integrated 6 GW capacity of ingot-wafers, solar cells and modules manufacturing facility at Dhenkanal, Odisha through its internal accruals. Further, we have given a guarantee of ₹ 540.00 million to Solar Energy Corporation of India Limited for securing our PLI incentive for setting up and manufacturing of solar PV modules from our 6 GW capacity ingot-wafers, solar cells and modules manufacturing facility. For further details, see "*Objects of the Offer - Requirement of funds and utilisation of Net Proceeds*" on page 129. In addition, we have paid US$ 2.46 million towards deposit for long-term lease for the land and building on which the module manufacturing capacity in the United States will be located.

While we have historically funded our capital requirements primarily through a mix of equity, corporate debt and project financing, there can be no assurance that we will be able to continue to obtain adequate financing for our strategic business initiatives or that we will be able to obtain attractive rates and terms associated with such financing. Any future expansion plans may also require significant capital expenditure. Any significant change to our growth strategy could also impact our future financial performance. In addition, rising interest rates could adversely impact our ability to secure financing on favourable terms and may result in an increase in our cost of capital.

15. ***Our ability to access capital at attractive costs depends on our credit ratings. Non-availability of credit ratings or a poor rating may restrict our access to capital and thereby adversely affect our business, financial conditions, cash flows and results of operations.***

As of February 3, 2023 we have received a long-term credit rating of CARE A-; Stable (Single A Minus; Outlook: Stable) and a short-term credit rating of CARE A-; Stable / CARE A2+ (Single A Minus; Outlook: Stable / A Two Plus) with respect to our borrowing facilities from CARE Ratings. An inability to secure future financing on attractive terms or at all may adversely impact these strategic initiatives and our business prospects. Credit ratings reflects the opinion of the rating agency on our management, track record, diversified clientele, increase in scale and operations and margins, medium term revenue visibility and operating cycle.

While we have not experienced downgrading in our credit ratings received recently, including in the last three Fiscals and three months ended June 30, 2023, any downgrade in our credit ratings or our inability to obtain such credit rating in a timely manner or any non-availability of credit ratings, or poor ratings, could increase borrowing costs, will give the right to our lenders to review the facilities availed by us under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows.

16. ***Restrictions on or import duties relating to materials and equipment imported for our manufacturing operations as well as restrictions on or import duties levied on our products in our export markets may adversely affect our business prospects, financial performance and cash flows.***

A significant part of our materials used in the production of our modules, particularly solar cells, is imported from China and other South East Asian jurisdictions. Any restrictions, either from the GoI or any state or provincial government or governmental authority, or from restrictions imposed by any other applicable authorised bilateral or multilateral organisations, on such imports from China and other jurisdictions in which our principal suppliers are located, may adversely affect our business, results of operations and prospects.

The table below sets forth our cost of imported materials, as a percentage of our total purchases for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Total Purchases (%)	Amount (₹ million)	Percentage of Total Purchases (%)	Amount (₹ million)	Percentage of Total Purchases (%)	Amount (₹ million)	Percentage of Total Purchases (%)
Cost of Imported Materials	12,200.63	70.27%	21,400.10	85.88%	67,942.97	92.80%	21,020.59	95.24%

The GoI had introduced the safeguard duty in July 2018 on import of solar cells which was applicable until July 2021, which has been replaced with significantly higher basic customs duty of 25% on solar cells with effect from April 1, 2022. The imposition of such high basic customs duty on imported solar cells has impacted our cost of materials. In addition, the GoI may impose additional duties on the equipment that we will need to import for implementation of our proposed expansion, upgradation and backward integration plans, including adding 6 GW capacity of ingot-wafers, solar cells and modules manufacturing facility and backward integration into 5.4 GW of solar cell capacity. Similarly, the products we manufacture and export could be subject to additional duties.

Such restrictions on or import duties relating to solar cells and other materials used in module manufacturing or on any equipment required to be imported for our proposed capacity expansion and technology upgradation plans may adversely impact our results of operations and business prospects.

17. ***We import a portion of our raw material supply from China. Any restrictions on raw materials from the China may adversely affect our business prospects, financial performance and cash flows***

The table below sets forth our cost of imported materials from China and top three jurisdictions (including China) as a percentage of our total cost of materials imported for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Total Cost of Materials Imported (%)	Amount (₹ million)	Percentage of Total Cost of Materials Imported (%)	Amount (₹ million)	Percentage of Total Cost of Materials Imported (%)	Amount (₹ million)	Percentage of Total Cost of Materials Imported (%)
Cost of Imported Materials from China	9,247.61	75.80%	17,170.28	80.23%	23,412.91	34.46%	9,156.85	43.56%
Cost of Imported Materials from Top Three Import Jurisdictions(1)	11,079.58	90.81%	20,689.34	96.68%	57,469.45	84.58%	19,959.04	94.95%

(1) *Top three import jurisdictions (including China, Taiwan and Malaysia for Fiscal 2021; China, Taiwan and Vietnam for Fiscal 2022; China, Thailand and Malaysia for Fiscal 2023; and China, Thailand and Malaysia for the three months ended June 30, 2023.*

In the event we are unable to import these materials, there can be no assurance that we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner or at all.

18. We are dependent on third party suppliers of materials and components for manufacturing our products. Any disruptions in the supply or availability of materials and components of the appropriate quality standards and fluctuation in their prices may have an adverse impact on our business operations, cash flows and financial performance.

Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of materials and components at acceptable prices. Our major requirements of materials include, *inter-alia*, solar cells, backsheets, encapsulants, glass, aluminium panels, junction box, ribbon and busbar. We depend on external suppliers, majority of which with whom we have not entered into any formal long term contracts, for our materials and components required and typically purchase materials and components on a purchase order basis and place such orders with them in advance on the basis of our anticipated requirements. As a result, the success of our business is significantly dependent on maintaining good relationships with our material and component suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors such as market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. While we have back to back arrangement with majority of our suppliers to reduce the impact of commodity or price risk, however, we continue to remain susceptible to the risks arising out of price fluctuations as well as import duties, which could result in a decline in our operating margins. While we have a formal hedging policy, and have back to back arrangements to hedge risk on foreign exchange fluctuation including natural hedge due to both import and exports, forward contracts and option contracts which reduce the impact of foreign exchange fluctuation, but a high volatility may impact the operating margins.

Although we have not faced significant disruptions in the procurement of raw materials in the past, the COVID-19 pandemic temporarily affected our ability to source materials from certain vendors who were unable to transport materials to us. Cost of such materials also increased significantly as a result of the COVID-19 pandemic related increase in freight costs. There can be no assurance that we will be able to procure the required quantities and quality of materials commensurate with our requirements.

The table below sets forth our cost of materials consumed, total purchases from our top five suppliers in India and outside India as a percentage of our total purchases for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Total Purchases (%)	Amount (₹ million)	Percentage of Total Purchases (%)	Amount (₹ million)	Percentage of Total purchase (%)	Amount (₹ million)	Percentage of Total Purchases(%)
Cost of Materials Consumed	12,512.85	72.51%	17,938.54	72.14%	58,973.24	80.55%	25,354.47	114.87%
Total Purchases (which includes purchases relating to raw materials and stock-in-trade) for top five suppliers in India	3,814.19	21.97%	1,683.36	6.76%	3,658.51	5.00%	710.23	3.22%
Total Purchases (which includes purchases relating to raw materials and stock-in-trade) for top five suppliers outside India	5,901.18	33.99%	8,375.97	33.61%	35,932.12	49.08%	14,104.77	63.90%

We typically purchase our raw materials on spot basis with purchase orders and do not engage in long term purchase agreements for the same with majority of such suppliers. There can be no assurance that a particular supplier will continue to supply us with materials in the future. Further, we cannot assure you that we will be able to enter into new or renew our existing arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source materials in a commercially viable and timely manner, if at all, which may impact our business and profitability.

19. ***If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, results of operations and cash flows.***

Our business requires working capital primarily as a considerable amount of time passes between purchase materials and components and sale of our products. As a result, we are required to maintain sufficient stock of raw materials at all times in order to meet manufacturing requirements, thus increasing our storage and working capital requirements. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments, and hence we may need to incur additional indebtedness in the future, or utilize internal accruals to satisfy our working capital needs. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Further, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors. While there have been no instances of modifications in payment terms by our customers or franchisees in the last three Fiscals and three months ended June 30, 2023, we are also required to provide performance guarantees and advance payment guarantees to our customers which requires us to block our funds that can be used for working capital.

We typically rely on internal accruals as well as credit facilities with banks to provide for our working capital arrangements. The table below sets forth details of certain parameters as of the dates indicated:

Particulars	As of March 31,			As of June 30, 2023
	2021	2022	2023	
Inventories (₹ million)	3,680.02	5,381.66	27,088.67	22,735.55
Trade Receivables (₹ million)	1,234.07	970.09	3,126.13	5,159.38
Trade Payables (₹ million)	3,571.50	5,347.61	14,316.24	10,624.73
Inventory Days(1)	70	71	115	344*
Debtor Days(2)	25	14	11	45*

Particulars	As of March 31,			As of June 30, 2023
	2021	2022	2023	
Creditor Payable Days[3]	64	65	49	206*

** On an unannualized basis*

Notes:

(1) *Inventory days is calculated as 365 days divided by inventory turnover ratio.*

(2) *Debtor days is calculated as 365 days divided by debtor turnover ratio.*

(3) *Creditor Payable Days is calculated as 365 days divided by credit turnover ratio.*

We have experienced an increase in our inventory days and creditor payable days in the last three Fiscals and three months ended June 30, 2023, on account of an increase in our business and revenue from operations. As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our capital expenditures in the future. We cannot assure you that we will not experience insufficient cash flows or be able to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debt, which could materially and adversely affect our business and results of operations. Although we sell products either against advance payment or against letter of credit which, coupled with our internal accruals, may be able to support our working capital requirements, we cannot assure you that this will have sufficient liquidity to meet our working capital requirements.

20. ***All of our four manufacturing facilities are located in Gujarat, India which exposes our operations to potential risks arising from local and regional factors which may restrict our operations and adversely affect our business, results of operations and cash flows.***

We currently operate four manufacturing facilities all located in the state of Gujarat, India. Due to the geographic concentration of our manufacturing operations, our operations are susceptible to disruptions caused by local and regional factors, including agitations, accidents, system failures, economic and weather conditions, natural disasters, demographic factors, and other unforeseen events and circumstances. Our manufacturing facilities may be affected, and there may be significant delays in shipments of our products, which could materially and adversely affect our business, financial condition and results of operations.

21. ***Decline in the price of solar PV module prices may have an adverse impact on our business, results of operations and cash flows.***

Module prices experienced a remarkable surge of 22% in Fiscal 2022 and a subsequent 7% increase in Fiscal 2023. *(Source: CRISIL Report)* However, in the first five months of Fiscal 2024, they have undergone a significant decline, dropping by 21% compared to Fiscal 2023, reaching a level of US$ 0.19 per watt peak ("**Wp**"). *(Source: CRISIL Report)* This sharp decrease is primarily attributed to an oversupply of upstream components, particularly polysilicon. *(Source: CRISIL Report)* Domestic module prices in India also experienced a significant drop, falling from US$ 0.30 per Wp to US$ 0.25 per Wp, primarily due to the country's reliance on imported cells. *(Source: CRISIL Report)* As of March 2023, India had approximately 39 gigawatts of module capacity, in contrast to only around 7 gigawatts of cell capacity, leading to a doubling of cell imports year-on-year between January and June 2023. *(Source: CRISIL Report)* Going forward, it is expected that the global average module prices will remain in the range of US$ 0.15 to US$ 0.16 per Wp for Fiscal 2024. *(Source: CRISIL Report)* Since, our business is significantly influenced by the prevailing market conditions, particularly in the pricing of the solar PV modules any further decline in the price of solar PV modules beyond our expectations may exert pressure on our profit margins and impact the realization of anticipated revenue from customer contracts which may adversely impact our business, results of operations, and cash flows.

Risks related to our financial position

22. ***Our Auditor have included an emphasis of matter in their auditors' report on our audited financial statements as at and for the year ended March 31, 2023.***

Our Auditor has included an emphasis of matter in their auditors' report on our auditors financial statements as at and for the year ended March 31, 2023.

Fiscal 2023

The Auditor have drawn attention to a note of the consolidated financial statements which describes the impact of the adjustment related to accounting for government grant in earlier years leading to restatement of the consolidated financial statements as at and for the year ended March 31, 2022 and as at April 1, 2021. The opinion of our Auditor are not modified in respect of this matter.

There is no assurance that our auditors' reports for any future fiscal periods will not contain qualifications, matters of emphasis or other observations which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

23. ***Our erstwhile auditor and current Auditor have included certain remarks in the annexure to their audit reports on the Companies (Auditor's Report) Order, 2016 / Companies (Auditor's Report) Order, 2020, for the years ended March 31, 2023, March 31, 2022 and March 31, 2021.***

Further, our erstwhile auditor and our current Auditor have included the following remarks in the annexure to their audit reports on the Companies (Auditors Report) Order, 2016/ Companies (Auditor's Report) Order, 2020 for the year ended March 31, 2023 March 31, 2022 and March 31, 2021:

As at and for the year ended March 31, 2021

- Disputed statutory dues including Gujarat value added tax, central sales tax, Madhya Pradesh value added tax and central sales tax, Rajasthan value added tax and central sales tax, Maharashtra central sales tax and income tax which are pending before various judicial forums.

As at and for the year ended March 31, 2022

- Disputed statutory dues including Gujarat value added tax, goods and services tax, Madhya Pradesh value added tax and central sales tax, Maharashtra value added tax and income tax which are pending before various judicial forums.

As at and for the year ended March 31, 2023

- The title deeds of immovable properties (other than properties where our Company is the lessee and the lease agreements are duly executed in the favour of the lessee) are held in the name of our Company except for seven land parcels for value of ₹ 62.24 million acquired on September 29, 2022 from Shri Swami Solar Park Private Limited, for which transfer of title deeds are in process.

- Our Company has been sanctioned working capital limits in excess ₹ 50 million in aggregate from banks and financial institutions during the year on the basis of security of current assets of our Company. Based on the records examined by our Auditor in the normal course of audit of the financial statements, the quarterly returns/statements filed by our Company with such banks and financial institutions are not in agreement with the unaudited books of accounts of our Company.

- Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, duty of custom, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a serious delays in a few cases relating to income tax. According to the information and explanations given to the Auditors and based on audit procedures performed by the Auditor, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- Disputed statutory dues including central sales tax, value added tax, entry tax and income tax under the sales tax act and the IT Act are pending before various judicial forums.

- According to the information and explanations given to our Auditor, and based on the audit procedures performed by the Auditors, no fraud by our Company has been noticed or reported and no material fraud on our Company has been noticed during the year except that the Auditor have been informed that a theft of raw material inventory amounting to ₹ 105.80 million (net of recovery amounting to ₹ 51.96 million) and for which our Company has also filed an insurance claim.

There is no assurance that our auditors' reports for any future fiscal periods will not contain such qualifications which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected. Further, with respect to the statutory dues mentioned above which have been deposited with delays in a few cases, we cannot assure that we will not have such similar issues in the future. Further, any failure or delay in payment of such statutory dues may expose us to statutory and regulatory action, as well as significant penalties, and may adversely impact our business, results of operations, cash flows and financial condition.

24. The outstanding orders in our order book may be delayed, modified or cancelled which may have an adverse impact on our business, results of operations and cash flows.

We have a substantial order book of solar PV modules and as of November 30, 2023, our Company's pending order book of solar PV modules was 20.16 GW which included domestic orders, export orders, and franchisee orders and 3.75 GW of orders for our Subsidiary, Waaree Solar Americas Inc. located in the United States. We cannot guarantee that the income anticipated in our order book will be realized on time, or at all. Any cancellations or scope adjustments, which may occur from time to time, could reduce the amount of our order book and the income and profits that we ultimately earn from the contracts. Any delay, cancellation or payment default could have a material adverse effect on our business, results of operations and cash flows.

25. We are exposed to credit risk from our customers and the recoverability of our trade receivables is subject to uncertainties.

We typically allow certain credit period to some of our customers and are therefore exposed to credit risk from such customers. The table below sets forth certain details of our trade receivables, and trade receivable turnover days for the year/period indicated:

Particulars	As of and for the financial year ended March 31,			As of and for the three months ended June 30, 2023
	2021	2022	2023	
Trade Receivables (₹ million)	1,234.07	970.09	3,126.13	5,159.38
Trade Receivable Turnover Days (number of days)	25	14	11	45*

* *on an unannualized basis*

A customer's ability to make payments on timely basis depend on various factors such as the general economic and market conditions and the customer's cash flow position, which are out of our control. Delays in receiving payments from our customers may adversely affect our cash flow position and our ability to meet our working capital requirements. There is no assurance that our customers will pay us on a timely basis or at all, which may adversely affect the recoverability of our trade receivables, or that we will be able to efficiently manage the level of bad debt arising from delayed payments.

Bringing action against our customers to enforce their contractual obligations is often difficult and there can be no assurance that if we initiate any legal proceedings against any such entities, we will receive a judgment in our favour or on a timely basis. A failure by any of our customers to meet its contractual commitments, or an insolvency or liquidation of any of our customers, could have an adverse effect on our financial condition and results of operations.

26. Our business has grown rapidly in recent periods, and we may not be able to sustain our rate of growth in the future.

Our business has grown rapidly in recent years. Our revenue from operations increased at a CAGR of 85.92% from ₹ 19,530.39 million in Fiscal 2021 to ₹ 67,508.73 million in Fiscal 2023. For Fiscal 2021, 2022 and 2023 and for the three months ended June 30, 2023, our EBITDA was ₹ 1,257.19 million, ₹ 2,025.32 million, ₹ 9,441.34 million and ₹ 5,542.96 million, respectively while our EBITDA Margin was 6.34%, 6.88%, 13.76% and 16.23%, respectively, in the same periods. Our total income increased from ₹ 19,830.09 million for Fiscal 2021 to ₹ 68,603.64 million for Fiscal 2023 and was ₹ 34,149.98 million for the three months ended June 30, 2023. Contributing factors include the increase in our installed capacity from 2 GW as of March 31, 2021 to 9 GW as of March 31, 2023 which further increased to 12 GW as of June 30, 2023 and the increase in our Export Sales is on account of net PV importers such as the United States implementing several policies throughout time to reduce their reliance on China for PV products by introducing tariff barriers such as anti-dumping duties. (*Source: CRISIL Report)* Exports from India experienced substantial growth, increasing by 11 times year-on-year in Fiscal 2023, driven by demand from the United States. (*Source: CRISIL Report)* The ban on China's region has enabled Indian module makers to fill the void by supplying approximately 2.7 GW. (*Source: CRISIL Report)* Further, on February 4, 2022, the United States extended the Section 201 tariffs imposed on the import of solar modules from China for four years which acted as a growth driver for domestic module exports. (*Source: CRISIL Report)* On account of such policy measures, we witnessed a substantial increase in our Export Sales.

We may not be able to sustain our historical growth rate for various reasons beyond our control. Success in executing our growth strategy is contingent upon, among other factors: accurately prioritising geographic markets for entry, including by making accurate estimates of addressable market demand; our ability to source for materials at cost-effective prices; employing skilled employees and engaging appropriate contractors; bidding for and winning solar energy projects on acceptable terms; effectively tracking bid policies and bid updates; obtaining cost-effective financing needed for our expansion plans, including succeeding in our strategy in relation to backward integration into solar cell manufacturing by setting up 5.4 GW solar cell manufacturing capacity in Chikhli, Gujarat, up to 3 GW module manufacturing facility in the United States; 1 GW module manufacturing capacity in Indosolar in Noida and the 6 GW capacity ingot-wafers, solar cells and modules manufacturing facility in Odisha under the PLI Scheme; negotiating favourable payment terms with customers and entering into contractual arrangements that are commercially acceptable to us; and continued availability of economic incentives along expected lines.

Our existing operations, personnel and systems may not be adequate to support our growth and expansion plans and we may be required to make additional investments in our business systems and processes, and manage our employee base. As we expand our manufacturing operations as well as target new markets, we also expect to encounter additional challenges in relation to regulatory hurdles and capital financing. These factors may restrict our ability to take advantage of market opportunities, execute our expansion plans successfully, respond to competitive pressures and maintain our historical growth rates.

27. We have in the past entered into a number of related party transactions and may continue to enter into related party transactions in the future on an arm's length basis, and there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties.

In the ordinary course of our business, we have entered into transactions with related parties during Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, and from time to time, we may enter into related party transactions in the future. While all such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions that we may enter into post-listing, will be subject to Board or Shareholders' approval, as necessary under the Companies Act, the SEBI Listing Regulations and other application laws. Further, it is likely that we may enter into additional related party transactions in the future. Such future related party transactions may potentially involve conflicts of interest. The table below provided details of our arithmetic aggregated absolute total related party transactions as a percentage of revenue from operations in the period indicated:

Vertical	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Arithmetic aggregated absolute total of related party transactions*	4,876.71	24.97%	574.11	2.01%	36.68	0.05%	598.26	1.80%

* *Arithmetic aggregated absolute total of related party transactions is defined as all related party transactions including debits, credits and balance sheet transactions without netting off and includes sale of finished goods, purchase of cost of materials consumed, sale of scrap, loans taken from Directors and interest on such loans, short term employee benefits and director sitting fees.*

Further, certain related party transactions undertaken by our Company such as loans granted, loans received, purchases from, sales to and capital advance given to related parties constituted more than 10% of total transactions of similar nature in the last three Fiscals and three months ended June 30, 2023.

In addition, we have provided loans to certain of our related parties in the last three Fiscals and three months ended June 30, 2023 which are repayable on demand and will be repaid by the relevant related party. The amount of loans provided to such related parties are not material and will not have any material impact in the financials of our Company. For example, our Company has also provided a guarantee of ₹ 369.80 million on behalf of our step-down subsidiary, Waaree PV Technologies Private Limited, for ₹369.80 million loan availed by it from IREDA. For further information on our related party transactions, see "*Summary of the Offer Document – Summary of related party transactions*" and "*Related party transactions*" on pages 25 and 404, respectively.

28. ***Our Restated Consolidated Summary Statements for the relevant financial reporting periods are not comparable on account of certain acquisitions and divestments made by our Company in the relevant financial reporting periods.***

We have completed certain acquisitions and divestments in the last three fiscals. For further details, see "*History and Certain Corporate Matters – Details of material acquisition or divestments in the last 10 years*" on page 249. In particular, our Company completed, with effect from March 5, 2021, through business acquisition on a slump sale basis, acquisition of 500 MW PV module manufacturing facility in Nandigram, Gujarat from SGP Industrial Infrastructure Private Limited (*formerly, Waaree Renewables Private Limited*), to increase our Company's installed capacity from 1.5 GW to 2 GW. In addition, in 2022 we have acquired 96.15% of the equity share capital of Indosolar, a company engaged in the manufacture of solar cells and modules.

Potential investors should carefully take into account the discussion above, our Restated Consolidated Summary Statements, and the discussions in "*Management's Discussion and Analysis of Financial Conditions and Results of Operations – Presentation of Financial Information*" on page 414, in evaluating our business and financial performance and in making any investment decision.

29. ***Exchange rate fluctuations may adversely affect our business, results of operations and cash flows.***

We are exposed to foreign exchange related risks as a portion of our revenue from operations are in foreign currency, including the US Dollar. Similarly, a significant portion of our expenses, particularly cost of materials relating to import of solar cells and other materials used in manufacturing our modules, as well as imported equipment used in our manufacturing facilities are denominated in currencies other than Indian Rupees including the US Dollar. The table below sets forth details of certain parameters for the year/period indicated:

Particulars	**Fiscal**			**For the three months ended June 30, 2023**
	2021	**2022**	**2023**	
Foreign Currency Expenses* (₹ million)	11,400.66	22,334.46	68,427.52	25,527.38
Foreign Currency Expenses as a Percentage of Total Expenses (%)	59.04%	78.85%	111.04%	86.31%
Profit on Foreign Currency Exchange (net) (₹ million)	53.31	207.84	475.41	511.07

* *Foreign currency expenses have been calculated as a total amount spent towards imports including import of goods and services.*

A significant or frequent fluctuation in the exchange rate between the Indian Rupee and other currencies, may adversely affect our results of operations.

Our ability to predict future foreign currency fluctuations is limited and due to the time gap between the accounting of purchases and actual payments, the foreign exchange rate at which the purchase is recorded in the books of accounts may vary with the foreign exchange rate at which the payment is made, thereby benefiting or affecting us negatively, depending on the appreciation or depreciation of the Rupee. In addition, we import a significant amount of materials from China to manufacture our products. We may, therefore, be exposed to risks arising from exchange rate fluctuations and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers, and as a result, suffer losses on account of foreign currency fluctuations. While we enter into foreign currency hedging transactions from time to time, there is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline.

30. *Unsatisfactory performance of or defects in our products may cause us to incur additional expenses and warranty costs, damage our reputation and cause our sales to decline.*

Our products may contain defects that are not detected until after they are shipped or inspected by our customers. Our modules are typically sold with a 12-year warranty for product manufacturing defects and with a 30-year warranty relating to output performance of our modules. If a manufacturing defect is discovered during the relevant warranty period, we are required to either repair or replace the solar module or refund the purchase price of the module without interest or any charge. As we continue to expand our operations and increase our sales in existing and new markets, we may be exposed to increased warranty claims.

The table below sets forth our warranty expenses and provisions for warranty as a percentage of our revenue from operations for the year/period indicated:

Particulars	As at March 31/ For Fiscal 2021		As at March 31/ For Fiscal 2022		As at March 31/ For Fiscal 2023		As at June 30/ For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amoun t (₹ million)	Percentage of Revenue from Operations (%)
Warranty Expense	72.31	0.37%	136.69	0.48%	286.22	0.42%	164.40	0.49%
Provisions for Warranty	304.00	1.56%	412.02	1.44%	689.52	1.02%	835.58	2.51%

We may incur significant repair and replacement costs associated with such claims. Further, we are exposed to product liability claims in the event that the use of our products results in property damage or personal injury, whether as a result of product malfunctions, defects, improper installations or other causes. The successful assertion of product liability claims against us could result in potentially significant monetary damages and require us to make significant payments. Whilst there have been certain claims in the past, however, those were settled.

The table below sets forth our other customer liability as a percentage of our revenue from operations for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Other Customer Liability*	48.40	0.25	1.34	0.00	879.96	1.30	1,258.96	3.78

** Other customer liability includes claims in relation to products non conformity with the agreed specifications or defects, and incorrect product specifications.*

Whilst there have been an increasing trend in other customer liability, however, this has been consistent with the increase in our revenue from operations. We cannot assure you that such claims will not increase in future, which may have an adverse impact on our financial condition.

Although we have availed product liability insurance coverage, such insurance coverage may be limited and may not be adequate to fully cover any such claim or damages, and we may not have adequate resources to satisfy a judgment in the event of a successful claim against us. In addition, real or perceived product defects could cause significant damage to our market reputation resulting in decrease in sales and market share. An inability to maintain the consistency and quality of our products and manufacturing process could result in substandard quality or performance of our products. If we deliver our products with defects, or if there is a perception that our products are of substandard quality, we may incur substantially increased costs associated with returns or replacements of our products, our credibility and market reputation could be harmed and our sales and market share may be adversely affected.

31. ***We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule and suspension of further drawdowns, which may adversely affect our business, results of operations, financial condition and cash flows.***

As on November 30, 2023, we had total outstanding borrowings (on a consolidated basis) of ₹ 3,625.70 million. Some of the financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities (including certain corporate actions) and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents or intimations to be made to certain lenders include, amongst others, (a) changes to the capital structure of our Company or effect any material changes in its shareholding; (b) amendments to memorandum and/or articles of association of our Company, (c) changing the constitution/composition of the Board; (d) undertaking any merger, de-merger, consolidation, reorganization, dissolution, reconstitution, scheme of arrangement or compromise with creditors or shareholders; (e) change in the general nature of business of our Company or to undertake any expansion or invest in any other entity. While we have received all relevant consents required for the purposes of this Offer and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time.

In addition, while there has been no violation of any restrictive covenants of material impact and no event of default has occurred and we have not rescheduled repayment of loans in relation to debt financing availed by our Company in the past three Fiscals, we cannot assure that this will continue to be the case in the future. Further, while there have not been any invocation of personal guarantees of Promoters and / or guarantees issued by our Company in the past three Fiscals and three months ended June 30, 2023 and there has been no default in any loan repayment, we cannot assure that this will continue to be the case in the future.

Certain of our secured borrowing facilities may also permit the lenders to recall the loan on demand. Such recalls on borrowed amounts may be contingent upon happening of an event beyond our control and there can be no assurance that we will be able to persuade our lenders to give us extensions or to refrain from exercising such recalls which may adversely affect our operations and cash flows. A failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers may lead to acceleration of amounts due under such facilities and triggering of cross default provisions such as an absolute right to convert entire outstanding facilities and/or unpaid interest into fully paid-up Equity Shares of our Company. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. Our Company would also be unable to extend any investment/loans or advances to subsidiaries/group companies without the prior consent of the lenders.

Further, pursuant to the borrowing arrangements and documentation entered into with Indian Renewable Energy Development Agency Limited and the consortium of lenders consisting of the State Bank of India, Bank of Maharashtra, The Hongkong and Shanghai Banking Corporation Limited and IndusInd Bank Limited, each such lender has a right to appoint a nominee director on our Board to protect their respective interests, during the subsistence of our borrowing obligations to such lenders. Such nominee director would not be liable to retire by rotation and would also not be required to possess any qualification shares. In addition, opening of current accounts with other banks which are not under the consortium would require prior approval from the lenders.

However, we have availed specific waivers from each of the aforementioned lenders with respect to their right to appoint their nominee director on our Board, such that such appointment shall only be made upon occurrence of an event of default under the terms of the respective loan documentation. In case any such event of default occurs, the consequent appointment of a nominee director by the lenders may require our Company to appoint an additional independent director to comply with the corporate governance requirements under applicable laws.

For further details of the terms and conditions of our borrowing arrangements, see "*Financial Indebtedness*" on page 458.

32. An inability to accurately forecast demand or price for our products and manage our inventory may adversely affect our business, results of operations, financial condition, and cash flows.

Our business depends on production decisions made in advance based on our estimate of the demand for our products from customers or franchisees taking into account historical trends. We typically maintain a reasonable level of inventory of materials, work in progress, traded goods and finished goods.

The table below sets forth certain parameters for the year/period indicated:

Particulars	As of March 31, 2021	As of March 31, 2022	As of March 31, 2023	As of June 30, 2023
Inventories (₹ million)	3,680.02	5,381.66	27,088.67	22,735.55
Inventory Turnover Ratio (number of times)[(1)]	5.24	5.11	3.17	1.06*

* *On an unannualized basis*

[(1)] *Calculated as cost of goods sold divided by average inventory.*

If we overestimate demand for our products, we run the risk of purchasing more materials than necessary, which could expose us to risks and costs associated with prolonged storage of some of these materials, and materially affect our results of operations. Conversely, if our customers or franchisees place orders for greater quantities of products compared to their historical requirements, we may not be able to adequately source the necessary materials in a timely manner, and may not have the required available manufacturing capacity to meet such demand, leading to loss of business. In addition, if all or a significant number of our suppliers for any particular material are unable or unwilling to meet our requirements or our estimates fall short of the demand, we could suffer shortages or significant cost increases. Continued supply disruptions could exert pressure on our costs, and we cannot assure that all or part of any increased costs can be passed along to our customers or franchisees in a timely manner or at all, which could adversely impact our business, prospects and financial performance.

33. Improper storage, processing and handling of materials and products may cause damage to our inventory leading to an adverse effect on our business, results of operations and cash flows.

Our inventory primarily consists of materials and components used in our manufacturing operations, and finished products. Our materials, manufacturing processes and finished products are susceptible to damage or contamination if not appropriately stored, handled and processed, which may affect the quality of the finished product. Although there have been no such material incidents that have occurred in the last three Fiscals and three months ended June 30, 2023, should such an incident happens in the future, we cannot assure you that it will not result in the losses of inventory. In the event such damage or contamination is detected at the manufacturing facility during quality checks, we may have to suspend manufacturing activities, and lower capacity utilizations, which could materially and adversely affect our business prospects and financial performance. Improper storage may also result in higher than usual damage to our inventory due to adverse weather conditions or longer than usual storage periods, which may also require us to incur additional expenses in replacing that portion of the inventory and/ or incur additional expenses in maintenance and improvement of our storage infrastructure, which may adversely affect our profit margin.

34. We have in the past paid rent to certain Promoter Group individuals

We have in the past paid rent to Mr. Chimanlal Doshi and Ms. Rasila Doshi, members of our Promoter Group for properties located at Mumbai and leased by us. The table below sets forth rent paid by us to such individuals as a percentage of our revenue from operations for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Rent paid to Mr. Chimanlal Doshi (A)	13.20	0.07%	15.58	0.05%	22.14	0.03%	4.69	0.01%
Rent paid to Ms. Rasila Doshi (B)	6.60	0.03%	7.79	0.03%	10.17	0.02%	2.14	0.01%
Total (C = A+B)	**19.80**	**0.10%**	**23.37**	**0.08%**	**32.31**	**0.05%**	**6.83**	**0.02%**

We anticipate that we will continue to pay rent to such Promoter Group individuals in future. Further, there cannot be any assurances that such leases will be renewed once they are expired. Any significant increase in the amounts paid as rent to such Promoter Group individuals may have an adverse impact on our cash flows and financial condition.

35. ***We may be subject to significant risks and hazards when operating and maintaining our manufacturing facilities, for which our insurance coverage might not be adequate.***

We maintain an amount of insurance protection that we consider adequate including insurance policy covering fire, damage to buildings, plant and machinery, stocks (materials and finished products), vehicles, and policy covering damage to stocks. We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and future results of operations. We cannot provide any assurance that our insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subject. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. While there has been no instance in the last three Fiscals and the three months ended June 30, 2023 where any event occurred where we experienced losses exceeding our insurance coverage, there is no assurance that such instance will not arise in the future. In addition, we have submitted an insurance claim for losses as a result of a theft of raw material inventory at our manufacturing facility at Chikhli, Gujarat in September 2022 by the employees of a sub-contractor amounting to ₹ 105.80 million (net of recovery amounting to ₹ 51.96 million) as of June 30, 2023. As on the date of this Draft Red Herring Prospectus, survey and claim assessment is in process by the insurance company and the claim amount has not been paid to us. We cannot assure you that we will be successful in receiving the insurance claim.

The table below provides details of our insurance cover for the year/period indicated:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	For the three months ended June 30, 2023
Insurance cover for property, plant and equipment, and inventory (₹ million)	7,017.50	31,396.10	47,345.67	189,690.94
Gross block of property, plant and equipment including solar power plant, CWIP and inventory (₹ million)	5,859.99	12,112.57	42,896.84	41,769.66
Insurance cover as a percentage of gross block of property, plant	119.75	259.20	110.37	454.14

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	For the three months ended June 30, 2023
and equipment including solar power plant, CWIP and inventory (%)				

To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see "*Our Business – Insurance*" on page 235.

36. ***We have certain contingent liabilities that have been disclosed in our financial statements, which if they materialize, may adversely affect our results of operations, cash flows and financial condition.***

As at June 30, 2023, our contingent liabilities as per Ind AS 37 that have been disclosed in our Restated Consolidated Summary Statements, were as follows:

Particulars	Amount (₹ million)
Contingent liabilities not provided for:	
Claims against the parent company not acknowledged as debts	29.39
Disputed statutory liability of the parent company	96.66
Guarantee/Indemnity given by the parent company to others	1,004.00

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, cash flows, financial condition and results of operations. For further information on contingent liabilities as per Ind AS 37 as of June 30, 2023, see "*Restated Consolidated Summary Statements – Annexure VI – Note 44 Contingent Liabilities, Contingent Assets and Capital Commitments*" on page 368.

37. ***Our Subsidiaries have availed of certain unsecured borrowings which are repayable on demand.***

As on June 30, 2023, our Subsidiaries have availed certain unsecured borrowings from third parties in the form of inter-corporate deposits ("**ICDs**") aggregating to ₹ 7.03 million, which in accordance with the terms of such borrowings, are required to be repaid either on demand or as a bullet payment at the end of the term. In addition, our Subsidiaries have availed loans amounting to ₹ 10.79 million from related parties and from directors amounting to ₹ 4.49 million, as on June 30, 2023.

In the event the relevant lender demands repayment of the outstanding amount from our Subsidiaries, at any time during the tenor of the ICDs, and if any of our Subsidiary is unable to repay such outstanding amount at that point in time, the same shall constitute an event of default under the relevant borrowing arrangement and may also trigger cross default clauses in other borrowing arrangements, which in turn may affect our creditworthiness and future availability of financing.

For further details, see "*Financial Indebtedness*" on page 458.

Legal and Regulatory Risk

38. ***In the past, one of our Group Companies had failed to meet certain legal requirements of SEBI and the Stock Exchanges. Further, in the past our Subsidiaries, Waaree Renewable Technologies Limited and Indosolar Limited, had failed to meet certain legal requirements of SEBI and the Stock Exchanges.***

Waaree Technologies Limited, one of our Group Companies, whose equity shares are listed on the BSE, had failed to comply with certain legal requirements of SEBI and the Stock Exchanges in the following instances:

(a) It had failed to comply with the requirements of Regulation 295 (1) of the SEBI ICDR Regulations. The said regulation requires a company to implement a bonus issue within two months from the date of the meeting of board of directors held to approve such bonus issue. Waaree Technologies Limited delayed the implementation by six days, upon which the BSE imposed a penalty of ₹0.12 million on November 9, 2020. The penalty was paid on that same day.

(b) It did not appoint a qualified company secretary as the compliance officer, for the quarters ended December 2018 and June 2023, in accordance with Regulation 6(1) of the SEBI Listing Regulations. Consequently, on February 12, 2019 and August 21, 2023, the BSE had imposed a penalty of ₹0.11 million and ₹17,700, respectively.

(c) It failed to comply with Regulation 45(3) of SEBI Listing Regulations, which requires the prior consent of the Stock Exchanges for change in name.

In case of such non-compliance of applicable laws in future, our reputation may be adversely affected.

Waaree Renewable Technologies Limited ("**WRTL**"), one of our Subsidiaries, whose equity shares are listed on the BSE, had failed to comply with certain corporate governance requirements, namely, non-compliance with the requirements pertaining to composition of the board of directors of WRTL and a penalty of ₹0.12 million was levied which is yet to be paid. In order to comply with the requirement, WRTL had appointed additional director in the meeting of its board of directors held on July 22, 2021.

Further, Indosolar Limited ("**Indosolar**"), one of our Subsidiaries, had failed to comply with certain requirements of the Stock Exchanges and the SEBI Listing Regulations, such as, *inter alia*, non-compliance with the requirement of filing annual reports, non-submission of reconciliation of share capital audit report, non-submission of statements showing of holding of securities and shareholding pattern. Further, the equity shares of Indosolar are suspended from trading on the Stock Exchanges, post completion of its corporate insolvency resolution process and due to the capital reduction process. Indosolar has filed an interlocutory application before the National Company Law Tribunal Principal bench, New Delhi ("**NCLT**"), which is pending hearing, for removal of difficulties in implementation of the resolution plan approved by the NCLT and to allow listing and recommencement of trading of equity shares in order to inter alia comply with the minimum public shareholding norms prescribed under the SEBI Listing Regulations. We cannot assure that outcome of such legal action will be in our favour.

39. There are outstanding material legal proceedings involving our Company, Subsidiaries, Promoters and Directors.

There are outstanding legal proceedings involving our Company, Subsidiaries, Promoters and Directors which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert our management's time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could materially adversely affect our reputation, business, financial condition and results of operations.

A summary of such outstanding material legal proceedings involving our Company, Subsidiaries, Directors and Promoters as on the date of this Draft Red Herring Prospectus is set out below:

Name of Entity	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Proceeding	Aggregate amount involved (₹ million, to the extent quantifiable)
Company						
By the Company	3	-	-	Not applicable	2	218.04
Against the Company	1	21	2	Not applicable	-	194.00
Directors						
By our Directors	-	-	-	Not applicable	-	-
Against the Directors	1	9	-	Not applicable	-	6.08
Promoters						
By Promoters	-	-	-	Not applicable	-	-
Against Promoters	1#	10*	-	Not applicable	-	6.17
Subsidiaries						

Name of Entity	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Proceeding	Aggregate amount involved (₹ million, to the extent quantifiable)
By Subsidiaries	1	-	-	Not applicable	1	6.88
Against Subsidiaries	-	19	-	Not applicable	-	0.58

* *Includes 9 matters involving our Directors, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi, aggregating to ₹ 2.68 million.*

\# *Includes first information report registered against our Directors, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi.*

Note: *As at June 30, 2023, our Company has considered ₹29.39 million, being the potential liabilities arising from its outstanding litigations as contingent liability as per Ind AS 37 and has included such amounts in the schedule of contingent liabilities to the Restated Consolidated Summary Statements. As at June 30, 2023, the total contingent liabilities of our Company was ₹1,130.05 million which was 4.18% of the net worth of our Company as on that date.*

As on the date of this Draft Red Herring Prospectus, there are no litigation involving the Group Companies which may have a material impact on our business, and results of operations.

Further, our Company received an order (notice) on February 28, 2022 from the Directorate of Enforcement, Mumbai Zonal Office ("**Order** (**Notice)**") The Notice stated that it was in relation to an investigation against our Company under the provisions of Foreign Exchange Management Act, 1999 / Prevention of Money Laundering Act, 2002. The Notice also stated that pursuant to the power granted under 37 of the Foreign Exchange Management Act read with Section 133(6) of the Income Tax Act, the Directorate of Enforcement directs our Company to furnish certain documents. Our Company responded to the Order (Notice) and provided the documents requested therein on March 23, 2022. Our Company has not received any further communication from the Directorate of Enforcement since February 28, 2022 in the matter.

For further information, see "*Outstanding Litigation and Other Material Developments – A. Litigation involving our Company – Actions by statutory or regulatory authorities*" at page 463.

40. ***Compliance with, and changes in, environmental, health and safety laws and regulations or stringent enforcement of existing environmental, health and safety laws and regulations may result in increased liabilities and increased capital expenditures which may adversely affect our business, results of operations and cash flows.***

Our operations are subject to environmental, health and safety and other regulatory and/or statutory requirements in the jurisdictions in which we operate and involve the use, handling, generation, processing, storage, transportation, and disposal of certain materials during the manufacturing of our products. As we introduce backward integration measures such as manufacturing solar cells and establish an integrated manufacturing facility, even more stringent environmental, health and safety regulations will be applicable to us at local, state, national, and international levels. We have to obtain certain environmental permits in order to conduct our business. These environmental laws and regulations include those governing the discharge of pollutants into the air and water, the use, management, and disposal of certain materials, the clean-up of work sites and occupational health and safety. As we execute our long-term strategic plans our environmental compliance burden may continue to increase in terms of magnitude and complexity.

For further information on the nature of approvals and licenses required for our business, see "*Government and Other Approvals*" on page 467. In addition, we have, and may need to in the future, apply for certain additional approvals, including the renewal of approvals, which may expire from time to time. For details in relation to validity of our licenses and registrations, see "*Government and Other Approvals*" on page 467. There is no assurance that such approvals and licenses will be granted or renewed in a timely manner or at all or will not be withdrawn by the relevant governmental or regulatory authorities. Failure to obtain or renew such approvals and licenses in a timely manner or a withdrawal of any our licenses or registrations would make our operations non-compliant with applicable laws and may result in imposition of penalties by relevant authorities, and may also prevent us from carrying out our business operations, in turn affecting our prospects, growth and results of operations.

41. ***The loss of accreditation for our manufacturing facilities and operations could damage our reputation, business, results of operations and cash flows.***

Our quality certifications and accreditations are critical for sales to our customers. Our laboratory is NABL accredited, and we have also obtained various quality and process certifications including ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. Our manufacturing facilities and operating process are also audited by third party auditors. In the event we fail to comply with the requirement of undergoing third-party audits, or fail our audits, we may be in breach of our arrangements with certain customers. In the event we are unable to comply with the accreditation criteria or if such agencies find that we are not in compliance with the standards and norms prescribed, our accreditation may be revoked or we may not be granted accreditation. To ensure continued accreditation with such agencies, we must ensure consistency and maintain the quality of our products and our manufacturing processes. If we lose one or more of our accreditations or certifications, our reputation and business prospects may be adversely affected.

42. ***Inability to meet the quality standard norms prescribed by applicable regulatory authorities in the markets we sell our products could result in the sales of our products being banned or suspended or becoming subject to significant compliance costs, which could have a material adverse effect on our business, results of operations and cash flows.***

The quality of the products being manufactured by us is open to independent verification by various regulatory authorities in the markets we sell our products. These regulatory authorities may carry out inspection of our manufacturing facilities, stores, laboratory, equipment, machinery, manufacturing or other processes and sample checks on any material or component in relation to our product at short notice or without notice. Such regulatory authorities could impose fines or issue us show cause notices if the samples are not in conformity with the prescribed quality norms. Although we have not faced any such significant issues in the past, there can be no assurance that we will not be so penalised in the future. Failure on our part to adhere to the quality norms prescribed by such regulatory authorities could lead to recall of our products or we may be liable to pay a penalty. Any such adverse order could generate adverse publicity about us and our products, which could have a material adverse effect on our business prospects and financial performance.

43. ***An inability to obtain or maintain regulatory approvals and permits required for our business operations in a timely manner may adversely affect our business, results of operations and cash flows.***

Majority of our revenue comes from our sale of solar PV modules. Our manufacturing business requires various governmental approvals and may be subject to restrictions or regulations stipulated by the relevant government authorities, which can vary from state to state.

For instance, in relation to our sale of services, particularly, EPC services, we may be required to obtain certain regulatory approvals and permits in connection with our provision of these services. Some of these approvals are granted for a limited duration. Some of these approvals have expired and we have made an application for obtaining the approval for its renewal. For further details, see the section titled "*Government and Other Approvals*" on page 467. Although we have not experienced any delays in the past in obtaining or renewing such approvals and permits, we cannot assure you that we will be able to obtain or renew such approvals in a timely manner, or at all, in the future. If we fail to obtain or renew such licenses, approvals, registrations and permits in a timely manner, we may not be able to continue our manufacturing operations and fulfil our contractual obligations in a timely manner, if at all, which could adversely affect our business and results of operations. There may also be delays on the part of governmental authorities in reviewing applications and granting approvals. Any delay or failure in the issuance of an approval essential to our operations or the imposition of onerous conditions may impair our ability to meet contractual deadlines and expose us to contractual liability for breach of contract.

Similarly, expansion of our manufacturing facilities and backward integration measures may require obtaining additional licenses, permits and approvals from statutory bodies. We cannot assure you that we will be able to obtain or renew such approvals in a timely manner, or at all. If we fail to obtain or renew such licenses, approvals, registrations and permits in a timely manner, our commissioning date for our expansion plans and backward integration plans may be delayed, which could adversely affect our business and results of operations.

Furthermore, government approvals and licenses are subject to numerous conditions, including regular monitoring and compliance requirements, some of which are onerous and require us to incur substantial expenditure. We may incur substantial costs, including clean up and/or remediation costs, fines and civil or criminal sanctions, as a result of violations of or liabilities under environmental or health and safety laws, which may have a material adverse effect on our business or financial condition. We cannot assure you that approvals, licenses, registrations, consents and permits issued to us would not be suspended or revoked in the event of non-compliance with any terms or conditions thereof, or pursuant to any regulatory action.

44. If we are unable to establish and maintain effective internal controls and compliance system, our business and reputation could be adversely affected.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares. For example, there was a theft of raw material inventory at our manufacturing facility at Chikhli, Gujarat in September 2022 by the employees of a sub-contractor amounting to ₹ 105.80 million (net of recovery amounting to ₹ 51.96 million) as of June 30, 2023.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India, including within the solar energy industry. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

45. Some of our corporate records relating to changes in the share capital of our Company, allotments made by our Company, and transfers and acquisitions of Equity Shares made by our Promoters, are not traceable.

Our Company has not been able to trace certain corporate records such as RoC form filings and share transfer forms. Information in relation to such changes in share capital, allotments, changes in registered office, amendment to memorandum of association, appointment of directors, creation and modification of charge and certain acquisitions and transfers made by our Promoters has been disclosed in the sections "*History and Certain Corporate Matters*" and "*Capital Structure*" on pages 247 and 97, in this Draft Red Herring Prospectus, based on the statutory register of members, minutes of the meetings of our Board (to the extent available), annual reports of our Company, bank and demat statements, depository instruction slips, and information available with our Company. We have been unable to trace these documents despite commissioning a detailed search (including online search) at the RoC through an independent practicing company secretary, Mr. Sushil Pramod Talathi ("**Practicing Company Secretary**"), to trace records and filings available with the RoC and reliance has been placed on the certificate dated September 24, 2021 read with reliance letter dated December 27, 2023 issued by the Practicing Company Secretary.

Further, we may not be able to furnish any further document evidencing the aforesaid details. We cannot assure you that the abovementioned corporate records will be available in the future. Further, we cannot assure you that our Company has filed such forms and filings in a timely manner or at all, in the past. Although no regulatory action/ litigation is pending against us in relation to such untraceable secretarial and other corporate records and documents and the amount of penalty is not likely to be material, we cannot assure you that we will not be subject to penalties imposed by regulatory authorities in this respect.

Risks Relating to Objects of the Offer

46. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control. While our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale.

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 128 of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, our funding requirements are based on management estimates and our current business plans and is subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. While we will use the Net Proceeds towards part financing the cost of establishing a 6 GW of Ingot Wafer, Solar Cell and Solar PV Module manufacturing facility, the amount of Net Proceeds to be used will be based on our management's discretion. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our project and capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. Further, while our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale.

The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors.

Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations.

For details in relation other objects related risks, see " *– Risks relating to our business - We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the proposed fully integrated 6 GW facility which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties.*" and " *– Risks relating to our business - The proposed Project is dependent on various government subsidies. In the event such subsidies do not materialize or the state or central government does not approve the entire subsidy amount, we may have to raise additional capital, which may materially impact our cash flows, financial condition and results of operations*." on pages 34 and 35, respectively.

Other Risks

47. Our Company has issued Equity Shares at a price that may be lower than the Offer Price in the last 12 months.

Our Company has, undertaken allotments of Equity Shares in the last 12 months preceding the date of this Draft Red Herring Prospectus, details of which are as follows:

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Names of the allottees*	Form of consideration	Reason of allotment
June 12, 2023	2,727,270	10	550	Allotment of 2,727,270 Equity Shares to Quest Portfolio Services Private Limited	Cash	Private placement
June 13, 2023	5,403,187	10	550	Allotment of 2,315,455 Equity Shares to Niveshaay Hedgehogs LLP, 890,000 Equity Shares to Caregrowth Comtrade Private Limited, 725,000 Equity Shares to Madhuri Madhusudhan Kela, 454,546 Equity Shares to Kenith Kiritkumar Shah, 327,273 Equity Shares to Secure Shanti Advisory LLP, 272,728 Equity Shares to S Four Capital, 145,455 Equity Shares to Jitendra K Shah and 90,910 Equity Shares each to Intensive Softshare Private Limited, Sandeep Kapadia and Vishwas Jain	Cash	Private placement
June 15, 2023	1,727,280	10	550	Allotment of 1,454,550 Equity Shares to Quest Portfolio Services Private Limited, 181,820 Equity Shares to Shubham Goldiee Masale Private Limited and 90,910 Equity Shares to Nirmala Gupta	Cash	Private placement
July 12, 2023	1,681,819	10	550	Allotment of 1,636,364 Equity Shares to Quest Portfolio Services Private Limited and 45,455 Equity Shares to Zylog Elastocomp LLP	Cash	Private placement
July 13, 2023	2,759,533	10	550	Allotment of 1,414,989 Equity Shares to Quest Portfolio Services Private Limited, 417,273 Equity Shares to Kiranben Girishkumar Chovatia, 297,727 Equity Shares to Cybage Software Private Limited, 181,818 Equity Shares each to Goldmedal Electricals Private Limited and Kuntal Shah, 90,909 Equity Shares to Aymara Holdings, 59,091 Equity Shares to Neo Star Infraprojects Private Limited, 52,273 Equity Shares to Rajeev Jain, 36,364 Equity Shares to Sudha Damani, 13,636 Equity Shares to Hitesh Kumar and 4,545 Equity Shares each to Ashit Jasvantrai Dagli HUF, Chirag Manoj Kothari and Dinesh Kumar	Cash	Private placement
July 17, 2023	2,786,366	10	550	Allotment of 909,091 Equity Shares to Value Quest Scale Fund, 727,273 Equity Shares to Ravindra Dharamshi, 545,455 Equity Shares to Rupali Dharamshi, 272,728 Equity Shares each to Harsha Dharamshi and Hina Dharamshi, 36,364 Equity Shares to Aparna Goenka, 18,182 Equity Shares to Urvi Piramal and 4,545 Equity Shares to Priyanka Gupta	Cash	Private placement
July 20, 2023	841,818	10	550	Allotment of 545,454 Equity Shares to Minosha India Limited, 145,454 Equity Shares to Alpna Enterprises, 72,728 Equity Shares to Kushal J Khandwala, 36,364 Equity Shares to Gopi Hiten Shah, 18,182 Equity Shares each to Duncan International India Limited and Sarjak Container Lines Private Limited and 5,454 Equity Shares to Ichraj Cottex Private Limited	Cash	Private placement
August 4, 2023	90,910	10	550	Allotment of 90,910 Equity Shares to SPL Packaging LLP	Cash	Private placement
October 4, 2023	163,636	10	550	Allotment of 163,636 Equity Shares to Quest Portfolio Services Private Limited	Cash	Private placement

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Names of the allottees*	Form of consideration	Reason of allotment
October 23, 2023	191,022	10	70	Allotment of 191,022 Equity Shares to 193 employees of the Company covered under the ESOP Scheme	Cash	Allotment pursuant to ESOP Scheme

* *None of the allottees are members of our Promoter Group.*

For further details, see "*Capital Structure – Notes to Capital Structure*" on page 97. The prices at which Equity Shares have been issued by us in the last 12 months should not be taken to be indicative of the Price Band, Offer Price and the trading price of our Equity Shares after listing.

48. Our Company cannot assure payment of dividends on the Equity Shares in the future.

Our Company has not declared dividends in the past three Fiscals and three months ended June 30, 2023 and from July 1, 2023 until the date of this Draft Red Herring Prospectus. Our ability to pay dividends in the future will depend on a number of factors identified in the dividend policy of our Company, liquidity position, profits, capital requirements, financial commitments and financial requirements including business expansion plans, cost of borrowings, other corporate actions and other relevant or material factors considered relevant by our Board, and external factors, such as the state of the economy and capital markets, applicable taxes, regulatory changes and other relevant or material factors considered relevant by our Board. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act 2013. We cannot assure you that we will be able to pay dividends in the future.

49. Our registered office, corporate office and some of our manufacturing facilities are located on leased premises. There can be no assurance that such lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on the same or similar commercial terms.

The premises upon which our registered office, corporate office and three out of four of our manufacturing facilities located are not owned by us. We have leased the premises for our registered office and corporate office which is valid until May 2025. Our three manufacturing facilities are located on leasehold land, out of which the factory located at (i) Surat is on long-term sub-lease basis by the end of July 2085; (ii) Tumb is on a long term lease till July 1, 2027; and (iii) Nandigram is on a long term lease till July 14, 2028. In the event of any termination or expiry of such lease agreements, we may be required to relocate our operations to other premises during which time our Company may incur the expenses such as (a) transportation and relocation of plant and machinery; (b) setting up of utilities and infrastructure; (c) civil and engineering works; and (d) other miscellaneous expenses. The exact financial impact of such relocation cannot be ascertained at this stage. There can be no assurance that we will be able to retain and renew the lease on the same or similar terms, or find alternate locations on similar terms, or at all. Further, the land on which our proposed Project will be located has been allotted to our Company on a long-term leasehold basis by IDCO, which our Company shall sub-lease to the Project Company. While we have made full payments for such land, we are yet to enter into a formal lease agreement in relation to such land acquisition. Also see "- *Risks related to our business - We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the proposed fully integrated 6 GW facility which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties*" on page 34.

50. The land on which our Chikhli facility in Gujarat is located was acquired from SGP Industrial Infrastructure Private Limited (formerly, Waaree Renewables Private Limited), which is a Group Company.

The parcel of land located at Plot Number 1, Village Degam, Taluka Chikhli, District Navasari, Gujarat on which on Chikhli facility was located, was originally acquired from SGP Industrial Infrastructure Private Limited *(formerly, Waaree Renewables Private Limited)*, Group Company ("**SGP**"). The plots of land comprising land was acquired by SGP between November 25, 2020 and November 27, 2020 and we subsequently acquired the land from SGP between July 6, 2021 and July 22, 2021 for an aggregate consideration of ₹ 1,247.95 million. For the acquisition of the land, we had undertaken a valuation of the adjoining land parcel through two independent valuers, who had issued independent valuation reports, dated July 1, 2021 and July 2, 2021, respectively ("**Valuation Reports**") and the aggregate consideration was consistent with such valuation reports. Further, prior to acquiring the land, SGP undertook a title search which was relied on by our Company to ascertain the clear title of the land. Furthermore, our Company and SGP have subsequently entered into seven sale deeds in April 2022 and February 2023 for the purchase, transfer and assignment of a parcel of land situated in Chikhli, Gujarat from SGP to the Company for an aggregate consideration of ₹1,220.51 million.

For details of SGP and interest of our Promoters in SGP, see "*Group Companies*" on page 470.

51. Our Promoters and Promoter Group will continue to exercise significant influence over our Company after completion of the Offer.

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group held 72.32% of the issued and outstanding equity share capital of our Company. After the completion of the Offer, our Promoters and Promoter Group will continue to control our Company and exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures through their shareholding after the Offer. We cannot assure you that our Promoter will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

52. Our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company, in addition to the regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding or the shareholding of their relatives in our Company and our Subsidiaries. Further, our Promoters, Directors, Key Managerial Personnel and Senior Management may also be deemed to be interested in arrangements entered into by our Company with entities in which they or their relatives hold directorships or partnership interests. Our Promoters are also interested in the use of trademarks used by our Company. For further information, see "*Our Promoters and Promoter Group – Interests of our Promoters*", *"Our Promoters and Promoter Group- Interest in Intellectual property"*, "*Our Management – Interests of our Directors"* and "*Our Management – Interests of our Key Managerial Personnel and Senior Management*" on pages 288, 289, 271 and 284, respectively. Our Promoter holding Equity Shares may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further details, see "*Capital Structure*" on page 97.

53. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such purpose.

We have used the report titled "*Solar power market in India*" dated December, 2023 by CRISIL appointed on June 13, 2023 for purposes of inclusion of such information in this Draft Red Herring Prospectus, and exclusively commissioned by our Company for purposes of inclusion of such information in the Offer Documents at an agreed fees to be paid by our Company. Our Company, our Promoters, and our Directors are not related to CRISIL. Given the scope and extent of the CRISIL Report, disclosures are limited to certain excerpts and the CRISIL Report has not been reproduced in its entirety in this Draft Red Herring Prospectus. There are no parts, data or information (which may be relevant for the proposed issue), that has been materially left out or changed in any manner. The report is a paid report, and is subject to various limitations and based upon certain assumptions that are subjective in nature. Also see, "*Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data*" on page 18.

54. Any unscheduled or prolonged disruption of our manufacturing operations could materially and adversely affect our business, financial condition, results of operations, and cash flows.

Any unscheduled or prolonged disruption of our manufacturing operations, including power failure, interrupted water supply, fire and unexpected mechanical failure of equipment, obsolescence, labour disputes, strikes, lock-outs, earthquakes and other natural disasters, industrial accidents or any significant social, political or economic disturbances, or infectious disease outbreaks such as the COVID-19 pandemic, could reduce our ability to manufacture our products and adversely affect sales and revenues from operations in such period. The occurrence of any such incidents could also result in a destruction of certain assets, and adversely affect our results of operations. Any such disruption may interrupt our operations, which may interfere with manufacturing process, requiring us to either stop our operations or repeat activities that may involve additional time and increase our costs. Our customers rely on the timely delivery of our products. Although we take precautions to minimize the risk of any significant operational problems at our manufacturing facilities, our customer relationships, business, financial condition, results of operations, and cash flows, may be adversely affected by any disruption of operations at our manufacturing facilities, including due to any of the factors mentioned above. Further, while we have not encountered any past instances of manufacturing disruptions due to contraventions of any regulatory approvals in the last three years and three months ended June 30, 2023, we cannot assure you that this will be the case in the future.

Disruptions in our manufacturing operations could delay production or require us to temporarily cease operations at our manufacturing facilities. We may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved. As regulatory approvals are site specific, we may be unable to transfer manufacturing activities to another location immediately. Similarly, there is no assurance that those of our manufacturing facilities unaffected by an interruption will have the capacity to increase their output to manufacture products for the affected manufacturing facilities, to the extent that all outstanding orders will be fulfilled in a timely manner. In the event of prolonged interruptions in the operations of our manufacturing facilities, we may have to make alternate arrangements for supplies and products in order to meet our production requirements, which could affect our profitability.

55. ***Information relating to the installed capacity, effective installed capacity and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus are based on certain assumptions and estimates and future production and capacity may vary.***

The information relating to the installed capacity and effective installed capacity of the manufacturing facilities for the year/period indicated are based on various assumptions and estimates that have been taken into account by us for calculation of the installed capacity and effective installed capacity. These assumptions and estimates include standard capacity calculation practice in the PV module industry, including with respect to the period during which the manufacturing facilities operate in such period and the average efficiency of PV modules to be manufactured during such period. For further information, see "*Our Business – Our Business Operations – Capacity and Capacity Utilization*" on page 224.

Further, the requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make certain changes in our manufacturing processes thereby affecting our production schedules. We often increase capacity to meet the anticipated demand of our customers or significantly reduce production of certain products depending on potential orders. Certain products require lesser process time whereas certain products require more process time in the same manufacturing set-out that we have installed. Accordingly, actual production levels and capacity utilization rates may differ from the installed capacity and effective installed capacity of our manufacturing facilities. Undue reliance should therefore not be placed on our historical installed capacity, historical effective installed capacity and capacity utilization information for our existing manufacturing facilities included in this Draft Red Herring Prospectus.

56. ***Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded and proposed manufacturing capacities could have an adverse effect on our business, prospects, financial performance and cash flows.***

Our ability to maintain our profitability depends, among other factors, on our ability to optimize the product mix to support high-efficiency modules with higher margins with consistent long-term demand; and the demand and supply balance of our products in our existing and target markets. In particular, the level of our capacity utilization can impact our operating results. The changes in demand for our products could reduce our ability to accurately estimate future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. The requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make certain changes in our manufacturing processes thereby affecting our production schedules. This may lead to over production of certain products and under production of some other products resulting in a mismatch of capacity and capacity utilization. Any such mismatch leading to under-utilization of our manufacturing facilities could adversely affect our business, results of operations, financial condition and cash flows.

Our proposed expansion and backward integration plans are based on demand forecasts that are subject to various assumptions including product trends in the industry, weather conditions and seasonality in the industry, and end-customer preferences, that are based on prevailing economic conditions. Adequate utilization of our expanded module, our solar cell and ingot-wafers manufacturing capacities is therefore subject to various factors beyond our control and in case of oversupply in the industry or lack of demand, we may not be able to utilise such capacities in an efficient manner. The success of any capacity expansion and backward integration plans and expected return on investment on capital invested is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise, all of which affect our ability to utilize the expanded capacities as anticipated. Also see "*– Risks relating to our business - Implementing our growth strategy and our business operations will depend on our ability to maintain access to multiple funding sources on acceptable terms.*" on page 41.

In Fiscal 2021, 2022 and 2023 and in the three months ended June 30, 2023, our capacity utilization (calculated on basis of our effective installed capacity in the relevant fiscal / period) was 52.59%, 46.15%, 40.46% and 48.95% (unannualized), respectively. For further information, see "*Our Business – Our Business Operations – Capacity and Capacity Utilization*" on page 224. These rates are not indicative of future capacity utilization rates, which is dependent on various factors, including demand for our products, product mix, availability of materials and components, our ability to manage our inventory and improve operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

57. We may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business, cash flows and results of operations.

The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. As of June 30, 2023, we employed 1,019 employees across our various manufacturing facilities and offices. In addition, we also employ contract labourers for conducting various activities at our manufacturing facilities. As of June 30, 2023, we had engaged 6,862 contract labour. While our employees are not unionised into any labour or workers' unions and have not experienced any major work stoppages due to labour disputes or cessation of work in the last three Fiscals and three months ended June 30, 2023, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our work force, which may adversely affect our ability to continue our business operations. We may also have to incur additional expense to train and retain skilled labour. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. Any labour unrest including labour disputes, strikes and lock-outs, industrial accidents, experienced by us could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. In the event of any prolonged delay or disruption our business, results of operations and financial condition could be materially and adversely affected.

58. We import machinery from foreign countries and the same is subject to certain risks which may adversely affect our business, results of operations, financial condition and cash flows.

We import machinery from foreign countries to support our operations. However, importing machinery entails several risks and challenges that could adversely affect our business, results of operations, financial condition and cash flows. For example, changes in government policies or trade agreements could lead to increased tariffs or import restrictions, resulting in higher costs or difficulties in importing machinery which could lead to a delay in our operations, impact our production schedules and overall business operations. Furthermore, political, economic, or logistical disruptions in the country of origin could also lead to delays in delivery, interruptions in the supply chain, or challenges in obtaining technical support which could impact our production schedules or result in a loss of business opportunities. Any of these risks could disrupt our operations, and ultimately, adversely affect our business, results of operations, financial condition and cash flows.

59. ***Damage to and/or malfunction of any of our operating systems or cyber security risks could disrupt our operations and adversely affect our business, results of operations, financial condition and cash flows.***

We rely on our information technology systems for our operations and on their reliability and functionality for our business success. Its reliability and functionality can be affected by a number of factors, including, but not limited to, the increasing complexity of the IT systems, frequent change and short life span due to technological advancements and data security. If our IT systems malfunction or experience extended periods of downtime, we may not be able to run our operations safely or efficiently. We are subject to cyber security risks and may incur costs to minimize those risks.

Further, any damage or system failure that causes interruptions or delays in the input, retrieval or transmission of data could disrupt our normal operations and possibly interfere with our ability to undertake manufacturing of our products and projects pursuant to the requirements of our contracts. Although no such incidents have occurred in the last three Fiscals and three months ended June 30, 2023, should such an interruption or delay occur, we can neither assure you that it will not result in the loss of data or information that is important to our business nor that we will be able to restore our operational capacity within a sufficiently adequate time-frame to avoid disruptions to our business. If our systems malfunction or experience extended periods of downtime, we will not be able to run our operations safely or efficiently. We may suffer losses in revenue, reputation, volume of business, and our business, financial condition and results of operation may be materially and adversely affected.

60. ***An inability to provide adequate customer support and ancillary services may adversely affect our relationship with our existing and prospective customers, and in turn our business, results of operations, financial condition and cash flows.***

Our customers depend on customer support and ancillary services, which in some cases may be provided by third-party partners such as our franchisees, to resolve technical and operational issues in a timely manner. We and our franchisees may be unable to timely respond to accommodate short-term increases in demand for our products or associated customer support including maintenance. We also may be unable to modify the nature, scope and delivery of such services to compete with support services provided by our competitors. Increased operational requests, without corresponding revenue, could increase costs and adversely affect our results of operations and financial condition. Our sales are dependent on our reputation and on positive recommendations from our existing customers. Any failure to maintain adequate and timely customer support and ancillary services, or a market perception that we are unable to do so, could adversely affect our business prospects and financial performance.

61. ***While our business is not seasonal, however, our business prospects and future financial performance depend on the demand for solar power products. Any decrease in demand for such products could adversely affect our business, results of operations and cash flows.***

While our business is not seasonal, however, our business prospects and future financial performance depend on the growth of the solar and renewable power industry in India as well as globally. While we anticipate that the solar industry has a favourable outlook, we cannot assure you that this will be the case in the future and any decrease in preference for solar energy will result in a drop in demand for our products. If the demand for domestic PV modules does not increase, our business, results of operations, financial condition and prospects may be adversely impacted.

Additionally, demand for solar products can be difficult to predict as it relies on a number of factors, such as the energy supply, demand and prices for renewable energies. There can be no assurance that solar power products and related technologies will continue to be preferred over other alternative renewable energy sources, such as wind energy and hydro energy.

For further information on the cost effectiveness, performance and reliability of, and preference and tariffs for solar energy projects compared to conventional and other renewable energy sources, see "*Industry Overview*" on page 152. The demand for solar products and related technologies may not grow at the rate we anticipate and may not grow at all. If demand for solar solutions and relevant technologies weaken, our business prospects and future financial performance would be adversely affected.

62. ***The loss of one or more members of our senior management or key employees may adversely affect our ability to conduct our business and implement our strategy. Our success depends upon our management team and skilled personnel and our ability to attract and retain such persons.***

We benefit from the experience of our Board of Directors and the senior management team who have extensive industry knowledge and expertise, and the loss of any of them could adversely affect our business, growth and results of operations. Our Board of Directors and our senior management have been instrumental in implementing our growth strategies and expanding our business.

We also depend on our ability to retain and motivate key employees and attract qualified new employees. Because the renewable energy industry is relatively new in India, there is a scarcity of skilled personnel with experience in the industry. If we lose a member of the management team or a key employee, we may not be able to replace him or her. The following table sets forth the attrition rate of the years/period indicated:

Particulars	**As of March 31/For the Fiscal ended March 31, 2021**	**As of March 31/For the Fiscal ended March 31, 2022**	**As of March 31/For the Fiscal ended March 31, 2023**	**As of June 30/For the three months ended June 30, 2023**
Total number of employees	471	538	888	1,019
Attrition Rate(%)[(1)]	25.23	38.21	16.36	5.32

Note:
[(1)] Attrition rate has been calculated as the number of employees who have resigned during the period, divided by the number of employees existing as of the beginning of the period and the numbers of employees who have joined during the period. Our attrition rate for the three months ended June 30, 2023 is not comparable to the annual attrition rate since these are unannualized.

The main reason for relatively higher attrition amongst our employees in Fiscal 2021 was transfer of certain employees from us to certain Group Companies following the divestment of certain lines of business to such entities. Further, the higher attrition rate of our employees during Fiscal 2022, which we believe was due to the competitive nature of our industry. We anticipate that the attrition rate may continue to be high due to the competition in our industry. For details in the change in KMPs in the last three Fiscals, please see "*Our Management - Changes in the Key Managerial Personnel and Senior Management in last three years*" on page 285.

Further, India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution, and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. Our employees are not unionized. However, in the event that our employees seek to unionize, it may become difficult for us to maintain flexible labour policies, which may increase our costs and adversely affect our business.

63. ***An inability to produce quality products that address customer needs or adopt new solar technologies and in an effective and timely manner may adversely affect our business, results of operations and cash flows.***

Our business depends on our ability to adopt new solar technologies, develop products that address customer needs and deliver quality products to our customers. We may be required to make significant capital investment to adopt evolving technologies for our products. Our competitors may develop production technologies that enable them to produce solar cells and solar modules with higher conversion efficiencies at a lower cost than our current and proposed products. Technologies developed or adopted by others for related solar products may prove more advantageous than ours for commercialization and may render our products obsolete or unable to compete with such products of competitors. As a result, we may need to make significant capital investment to maintain our market position, and effectively compete in the future.

We may experience difficulties with the quality of our products, or introduction of new products. An inability to further refine and enhance our products to adapt to or keep pace with evolving technologies and industry standards could cause our products to become uncompetitive or obsolete. In addition, there is no assurance that our new products will be successful in gaining market acceptance. If our products do not deliver reliable results, or if we fail to introduce products that meet customer preferences in a timely and cost-effective manner, we may fail to retain our existing customers and increase demand for our products. The development of new solar products may require substantial investment, and we have no assurance that such investment will be successful. We make incremental investments to adapt evolving technologies to both existing equipment as well as planned capacity expansion. If customers do not widely adopt our products, we may not be able to realize a return on our investment and our business prospects and financial condition performance may be adversely impacted.

In addition, the cost of upgrading our manufacturing capacities or implementing new technologies, replacing existing equipment or expanding our manufacturing capacity to accommodate technology advancements in the manufacture of PV modules, solar cells or ingot-wafers could be significant, and may adversely affect our financial performance if we are unable to pass on such costs to our customers. Failure to respond to current and future technological changes in an effective and timely manner may adversely affect our business prospects and financial performance.

64. ***Our business is dependent on the regulatory and policy environment affecting the renewable energy sector in India.***

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and operations are governed by various laws and regulations, including the Electricity Act, 2003, National Electricity Policy, 2005, Integrated Energy Policy, 2006 and National Tariff Policy, 2016, environmental and labour laws and other legislations enacted by the GoI and the relevant state governments in India. For example, due to exigencies caused by COVID-19, our Company was unable to renew the certificate in relation to the requisite fire safety measures adopted at our manufacturing facility located at Tumb, Valsad ("**Fire NOC**"), which has subsequently become mandatory for all factories located in the state of Gujarat. However, there is no clarity as to the 'competent authority' for issuance of a Fire NoC. For further details, see "*Government and Other Approvals – Material Approvals for which application has been filed by our Company*" on page 468.

Further, our business is dependent in part on GoI and state government policies that support renewable energy, particularly solar energy, and enhance the economic feasibility of developing solar energy projects. The GoI and several of state governments in India provide incentives that support the generation and sale of solar energy, and additional legislation is regularly being considered that could enhance the demand for solar energy and obligations to use renewable energy sources. On November 11, 2020, the government introduced the production linked incentive ("**PLI**") scheme for 10 key sectors to enhance India's manufacturing capabilities and exports under its *Aatmanirbhar Bharat* initiative. *(Source: CRISIL Report)* One of the 10 sectors for which PLI was approved is high-efficiency solar PV modules, for which, the MNRE has been designated as the implementing ministry. *(Source: CRISIL Report)*

We benefit from a number of government and other incentives in relation to renewable power generation and transmission. Some of the key incentives that benefit the solar energy industry in India, and consequently our business, include preferential tariffs for solar power assets under long-term power purchase agreements; preferential charges on transmission, wheeling and banking facilities. PLI scheme for high-efficiency solar PV modules; tax incentives; and availability of accelerated depreciation for solar power assets.

Any change in policy that results in the curtailment of renewable energy generation may have an adverse effect on our business. If government authorities do not continue supporting, or reduce or eliminate their support for, the development of solar energy projects and products, financing costs for solar projects may increase. These may, in turn, have a material and adverse effect on business prospects for solar modules, and consequently our financial performance.

65. ***We face intense competition in our markets, and we may lack sufficient financial or other resources to maintain or improve our competitive position.***

We face intense competition from other Indian module manufacturers as well as module manufacturers from China and South East Asia for domestic demand, while our export sales face competition from a wide range of global module manufacturers. There can be no assurance that we will be able to adapt to new technology or maintain the quality standards of our manufacturing facilities and testing laboratories. Some of our key competitors across our business verticals include Vikram Solar Limited, Mundra Solar Private Limited (Adani), Premier Energies Limited, RenewSys India Private Limited, Emmvee Photovoltaic Power Private Limited and Alpex Solar Private Limited. (*Source: CRISIL Report*)

Over the past decade, there has been a significant geographical transformation in solar PV manufacturing capacity and production. (*Source: CRISIL Report*) To reach out to the end users such as residential, commercial, and industrial consumers, various module manufacturers have their distributor network or have appointed franchisee. (*Source: CRISIL Report*) Retail consumers are relatively price-sensitive when it comes to solar installations due to smaller project sizes, expected shorter payback period and more competition. (*Source: CRISIL Report*)

Availability of local contact is very important for these consumers while accepting the solar products. (*Source: CRISIL Report*) With increased awareness, more and more consumers are showing interest in solar installations. (*Source: CRISIL Report*) The distribution channel partner help in reaching out to consumers as well as for informing them about the new technology. (*Source: CRISIL Report*) Due to diverse geographical presence, local support and to build customer relationship, a strong distribution network become essential. (*Source: CRISIL Report*) Further, our competitors may also enter into the United States by establishing new manufacturing facilities which may impact our advantage of being present in the United States.

Further, the end user generally does not have technical knowledge of complex products such as modules and hence have very little say in selection. (*Source: CRISIL Report*) However, through a known partner, the consumers can be convinced to a large extent and such network can be utilized for enhancing the consumer reach. (*Source: CRISIL Report*) Increased competition may result in price reduction, reduced margins and a loss of our market share, any of which may adversely affect our business, financial condition and prospects.

External Risk Factors

66. Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations, cash flows and prospects.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition, results of operations, cash flows, prospects and reduce the price of our equity shares.

In particular, the demand for solar power products is influenced by macroeconomic factors, such as the demand and supply and price of other competitive energy products, as well as government policies and regulations concerning the solar power industry. The policies and regulations of the government have been very dynamic in the past and hence affect our operations and business. The price of solar power systems and modules are highly volatile and inconsistent in its trends and requires easy availability of low-cost credit for the end consumers. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

67. Natural and catastrophic events may reduce energy production below our expectations.

Natural disasters (such as typhoons, flooding, and/or earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, terrorist attacks, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn adversely affect our business, financial condition, and results of operations. Developments in the ongoing conflict between Russia and Ukraine and the Israel and Hamas have resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. Our operations may be adversely affected by fires, natural disasters, and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity, and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1, and H1N1 strains of influenza in birds and swine and more recently, the SARS-CoV-2 virus and the monkeypox virus. Another outbreak of any new variant of COVID-19 pandemic such as the new JN.1 variant or future outbreaks of SARS-CoV-2 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region.

Our restated profit for the year in Fiscal 2021 was ₹ 456.05 million which included the impact of COVID-19. Further, due to nationwide lockdowns, we ceased manufacturing operations for several weeks in April and May of 2020; temporarily affecting our ability to source materials from certain vendors who were unable to transport materials to us; and significant increase in our raw materials cost as a result of freight costs. As a result, any present or future outbreak of a contagious disease could have an adverse effect on our business and the trading price of the Equity Shares.

68. ***Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business, results of operations and cash flows.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such funding is available. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

69. ***Changing laws, rules or regulations and legal uncertainties including taxation laws, or their interpretation, such changes may significantly affect our financial statements.***

The regulatory environment in which we operate is evolving and is subject to change. Governmental and regulatory bodies in India and other countries may enact new regulations or policies, which may require us to obtain approvals and licenses from applicable governments and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are in the process of obtaining. New compliance requirements could increase our costs or otherwise adversely affect our business, prospects, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of prices of raw materials and thereby increase our operational cost. For information on the laws applicable to us, see "*Key Regulations and Policies*" on page 238.

The Income Tax Act, 1961 ("**IT Act**") was amended to provide domestic companies an option to pay corporate income tax at the effective rate of approximately 25.17% (inclusive of applicable surcharge and health and education cess), as compared to effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, with the implementation of GST, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. In order for us to utilise input credit under GST, the entire value chain has to be GST compliant, including us. While we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our suppliers and dealers will do so. Any such failure may result in increased cost on account of non-compliance with the GST and may adversely affect our business and results of operations.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and health and education cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the IT Act to abolish the DDT regime. Accordingly, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the GoI has notified the Finance Act, 2023 ("**Finance Act**"), which has introduced various amendments to the IT Act. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations, and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Similarly, changes in other laws may require additional compliances and/or result in us incurring additional expenditure. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects.

70. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

71. We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business, results of operations and cash flows.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

Risks Relating to the Equity Shares and this Offer

72. The Offer Price, market capitalization to revenue multiple and enterprise-value-to-EBITDA ratio based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.

Our revenue from operations and EBITDA for Fiscal 2023 was ₹ 67,508.73 million and ₹ 5,542.96 million and our market capitalization to revenue from operations (Fiscal 2023) multiple is [●] times and our enterprise-value-to-EBITDA ratio (based on Fiscal 2023 restated profit after tax for the period / year) is [●] at the upper end of the price band. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section titled "*Basis for the Offer Price*" on page 139 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company would not be based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, our competitors launching new products or superior products, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

73. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "**Listed Securities**") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures ("**ASM**") and graded surveillance measures ("**GSM**").

ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as share price, price-to-earnings ratio, percentage of delivery, client concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net-worth, other measures such as price-to-earnings multiple and market capitalization and overall financial position of the concerned listed company, the Listed Securities of which are subject to GSM.

For further details in relation to the ASM and GSM Surveillance Measures, including criteria for shortlisting and review of Listed Securities, exemptions from shortlisting and frequently asked questions (FAQs), among other details, refer to the websites of the NSE and the BSE.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

74. If our Company does not receive the minimum subscription of 90% of the Fresh Issue, the Offer may fail.

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

75. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law, including in relation to class actions, may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

76. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, and executive officers in India respectively, except by way of a law suit in India.

We are incorporated under the laws of India and all of our Directors, Key Management Personnel and Senior Management Personnel reside in India. A substantial portion of our assets are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Civil Procedure Code, 1908 (the "**CPC**").

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided for under Section 13, 14 and Section 44A of the CPC on a statutory basis. Section 44A of the CPC provides that where a certified copy of a decree of any superior court, within the meaning of that Section, obtained in any country or territory outside India which the government has by notification declared to be in a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the CPC is applicable only to monetary decrees and does not apply to decrees for amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment).

Among other jurisdictions, the United Kingdom, United Arab Emirates, Singapore and Hong Kong have been declared by the government to be reciprocating territories for the purposes of Section 44A of the CPC. The United States has not been declared by the GoI to be a reciprocating territory for the purposes of Section 44A of the CPC. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the CPC, and not by proceedings in execution. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and/ or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

It cannot be assured that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court will enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment.

77. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. You may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

The Finance Act, 2020 had stipulated that the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act, 2020 also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified under the Finance Act, 2020 at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company and such dividends were generally exempt from tax in the hands of the shareholders. However, the government of India has amended the IT Act to abolish the DDT regime. Under the extant provisions, any dividend distributed by a domestic company is subject to tax in the hands of the concerned shareholder at the applicable rates. Additionally, the company distributing dividends is required to withhold tax on such payments at the applicable rate. However, non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions.

Further, the Government of India has announced the union budget for Fiscal 2024, pursuant to which the Finance Act, 2023, came into force on April 1, 2023 which has introduced various amendments to the IT Act. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether the amendments made pursuant to the Finance Act, 2023 would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

78. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

79. Our Company's Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile may not be indicative of the market price of the Equity Shares after the Offer and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process. This price will be based on numerous factors, as described in the section "*Basis for the Offer Price*" on page 139. This price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on the NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus.

The initial public offering price will be determined by the Book Building Process and may not be indicative of prices that will prevail in the open market following the Offer. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- the failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;

- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment. As a result of these factors, investors may not be able to resell their Equity Shares at or above the initial public offering price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price.

80. ***Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.***

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/ Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

81. ***Any future issuance of Equity Shares may dilute your shareholding and sale of Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us (including under an employee benefit scheme) or disposal of our Equity Shares by the Promoters or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoters will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

82. ***Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the

Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 528.

83. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.***

Our Restated Consolidated Summary Statements for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, are derived from our audited consolidated financial statements as at for Fiscal 2021, 2022 and 2023 prepared in accordance with Ind AS and our audited consolidated financial statements as at and for the six months ended June 30, 2023 has been prepared in accordance with Ind AS 34 and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

84. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices.***

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" on page 139 and may not be indicative of the market price for the Equity Shares after the Offer.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 482. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

85. ***QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to block the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and/or withdraw their Bids until the Bid/ Offer Closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

86. ***Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

87. ***A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.***

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

88. ***Our customers may engage in transactions in or with countries or persons that are subject to U.S. and other sanctions.***

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and international or regional organisations also administer similar economic sanctions. We may enter into transactions with customers who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. There can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. If it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our reputation and future business prospects in the United States or with U.S. persons, or in other jurisdictions, could be adversely affected. We rely on our staff to be up-to-date and aware of the latest sanctions in place. Further, investors in the Equity Shares could incur reputational or other risks as the result of our customers' dealings in or with countries or with persons that are the subject of U.S. sanctions.

89. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.

The U.S. "Foreign Account Tax Compliance Act" (or "**FATCA**") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

90. U.S. holders should consider the impact of the passive foreign investment company rules in connection with an investment in our Equity Shares.

A foreign corporation will be treated as a passive foreign investment company ("**PFIC**") for U.S. federal income tax purposes for any taxable year in which either: (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of its gross assets during the taxable year (based on of the quarterly values of the assets during a taxable year) are "passive assets," which generally means that they produce passive income or are held for the production of passive income.

No assurance can be given that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's income and assets will vary over time, and (ii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

SECTION IV – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares(1)	Up to [●] Equity Shares, aggregating up to ₹[●] million
of which:	
Fresh Issue (1)	Up to [●] Equity Shares, aggregating up to ₹30,000 million
Offer for Sale (2)	Up to 3,200,000 Equity Shares, aggregating up to ₹[●] million
Of which	
Offer for Sale by Promoter Selling Shareholder	Up to 2,700,000 Equity Shares, aggregating up to ₹[●] million
Offer for Sale by Other Selling Shareholders	Up to 500,000 Equity Shares, aggregating up to ₹[●] million
which includes:	
Employee Reservation Portion(3)(4)	Up to [●] Equity Shares aggregating up to ₹[●] million
The Net Offer^ comprises of:	
A) QIB Portion (5)(6)	Not more than [●] Equity Shares
of which:	
(i) Anchor Investor Portion(5)	Up to [●] Equity Shares
of which	
Available for allocation to domestic Mutual Funds only	At least [●] Equity Shares
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	At least [●] Equity Shares
(b) Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion(7)	Not less than [●] Equity Shares
C) Retail Portion (7)	Not less than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Draft Red Herring Prospectus)	261,738,912 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" on page 128 for information about the use of Net Proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

(1) *The Offer has been authorized by a resolution of our Board dated June 16, 2023 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated September 29, 2023.*

(2) *The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale as part of the Offer for Sale in terms of the SEBI ICDR Regulations. Each Selling Shareholder confirms that it has authorized the sale of its portion of the Offered Shares in the Offer for Sale as set out below:*

Selling Shareholder	Total number of Offered Shares	Aggregate value of Offer for Sale*	Date of corporate approval	Date of consent letter
Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	Up to 2,700,000	Up to ₹[●] million	December 04, 2023	December 22, 2023
Chandurkar Investments Private Limited	Up to 450,000	Up to ₹[●] million	September 20, 2023	December 22, 2023
Samir Surendra Shah	Up to 50,000	Up to ₹[●] million	-	December 22, 2023

**To be updated at Prospectus stage.*

(3) *Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after such allocation up to ₹500,000 (net of Employee Discount, if any)), shall be added to the Net Offer.*

(4) *Our Company, in compliance with the SEBI ICDR Regulations, may offer an Employee Discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share), which shall be announced at least two Working Days prior to the Bid/Offer Opening Date.*

(5) *Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB portion will accordingly be reduced from the shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Any unsubscribed portion in the Mutual Funds portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For details, see "Offer Procedure" on page 506.*

(6) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill- over from any other category or combination of categories, as applicable, at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange. In the event of an under-subscription in the Offer, subject to receipt of minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, our Company and the BRLMs shall first ensure Allotment of Equity Shares offered pursuant to the Fresh Issue, followed by Allotment of Equity Shares offered by the Selling Shareholders.*

(7) *Allocation to Bidders in all categories, except Anchor Investors, Non-Institutional Investors and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with an application size of more than ₹200,000 and up to ₹ 1,000,000, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investors shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see "Offer Procedure" on page 506.*

For details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure* "and "*Offer Procedure*" on pages 502 and 506, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 495.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Consolidated Summary Statements. The summary financial information presented below should be read in conjunction with "Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 293 and 406, respectively.

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Restated summary balance sheet

(in ₹ million)

Particulars	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
Assets				
Non-current assets				
(a) Property, plant and equipment	2,320.67	5,648.32	9,912.16	11,913.48
(b) Capital work-in-progress	11.69	1,226.64	5,370.43	5,712.47
(c) Right of use assets	480.84	465.19	1,001.90	976.08
(d) Investment property	3.48	3.48	3.48	3.48
(e) Intangible assets	62.14	65.78	71.69	70.56
(f) Intangible assets under development	15.19	10.95	1.47	1.48
(g) Goodwill on consolidation	70.31	63.43	63.43	63.43
(h) Financial assets				
(i) Investments	820.00	100.00	-	-
(ii) Trade receivables	51.66	44.85	-	-
(iii) Security deposit	48.29	54.18	98.98	101.29
(iv) Other financial assets	345.00	360.50	1,574.07	2,023.16
(i) Deferred tax assets	37.72	180.25	142.77	502.64
(j) Income tax assets (net)	32.78	14.81	0.70	1.14
(k) Other non-current assets	928.55	693.95	1,128.71	1,643.86
Total non-current assets	**5,228.32**	**8,932.33**	**19,369.79**	**23,013.07**
Current assets				
(a) Inventories	3,680.02	5,381.66	27,088.67	22,735.55
(b) Financial assets				
(i) Current investments	334.44	1,331.56	310.59	5,557.63
(ii) Trade receivables	1,182.41	925.24	3,126.13	5,159.38
(iii) Cash and cash equivalents	128.20	1,391.86	2,536.53	1,073.45
(iv) Bank balances other than cash and cash equivalents (iii) above	973.88	2,271.81	14,827.64	18,975.49
(v) Loans	479.25	160.60	136.67	133.97
(vi) Other financial assets	248.53	456.09	534.91	691.47
(c) Other current assets	676.58	1,522.84	6,200.30	4,284.37
(d) Assets held for Sales	-	-	67.97	67.97
Total current assets	**7,703.31**	**13,441.66**	**54,829.41**	**58,679.28**
Total Assets	**12,931.63**	**22,373.99**	**74,199.20**	**81,692.35**
Equity and liabilities				
Equity				
(a) Equity share capital	1,971.38	1,971.38	2,433.66	2,532.24
(b) Other equity	1,554.39	2,305.10	15,950.44	24,645.65
Equity attributable to owners of the holding company	**3,525.77**	**4,276.48**	**18,384.10**	**27,177.89**
(c) Non controlling interest	401.72	122.06	234.44	256.24
Total equity	**3,927.49**	**4,398.54**	**18,618.54**	**27,434.13**
Liabilities				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	1,887.86	1,889.71	1,458.27	1,299.42
(ii) Lease liabilities	443.70	426.97	380.50	358.74
(b) Long-term provisions	325.50	414.25	692.62	842.91
(c) Deferred tax liabilities (net)	88.02	264.09	479.44	797.39
(d) Other non-current liabilities	13.77	4.10	3,277.47	894.98
Total non-current liabilities	**2,758.85**	**2,999.12**	**6,288.30**	**4,193.44**
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	924.42	1,241.12	1,276.53	1,033.64
(ii) Lease Liabilities	59.33	76.28	87.42	88.06
(iii) Trade payables				

(in ₹ million)

Particulars	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at June 30, 2023
- Total outstanding dues of micro enterprises and small enterprises	117.22	96.18	657.13	583.58
- Total outstanding dues of creditors other than micro enterprises and small enterprises	3,454.28	5,251.43	13,659.11	10,041.15
(iv) Supplier's credit / Letter of credit - acceptances	765.41	577.14	5,857.80	6,346.84
(v) Other financial liabilities	211.36	881.10	2,986.64	3,634.91
(b) Provisions	1.84	16.45	278.97	1,782.11
(c) Other current liabilities	578.07	6,639.37	23,634.71	25,141.26
(d) Current tax liabilities (net)	133.36	197.26	854.05	1,413.23
Total current liabilities	**6,245.29**	**14,976.33**	**49,292.36**	**50,064.78**
Total equity and liabilities	**12,931.63**	**22,373.99**	**74,199.20**	**81,692.35**

Restated summary profit and loss

(in ₹ million, unless otherwise stated)

Particulars	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023	Three month period ended June 30, 2023
1) Income				
(a) Revenue from operations	19,530.39	28,542.65	67,508.73	33,282.92
(b) Other income	299.70	915.86	1,094.91	867.06
Total income	**19,830.09**	**29,458.51**	**68,603.64**	**34,149.98**
2) Expenses				
(a) Cost of materials consumed	12,512.85	17,938.54	58,973.24	25,354.47
(b) Purchases of stock-in-trade	4,226.26	4,592.38	2,606.66	711.59
(c) Changes In inventories of finished goods, stock-in-trade and work-in-progress	(730.82)	635.95	(10,069.01)	362.95
(d) Other manufacturing and Engineering, Procurement and construction project expenses	544.72	717.33	1,652.58	619.55
(e) Employee benefits expense	480.92	569.05	1,237.88	322.83
(f) Sales, administration and other expenses	1,538.97	2,979.94	4,760.95	1,235.63
(g) Finance costs	309.33	408.85	822.70	400.67
(h) Depreciation and amortization expense	322.97	432.74	1,641.34	568.67
Total expenses	**19,205.20**	**28,274.78**	**61,626.34**	**29,576.36**
3) Restated profit before tax and Exceptional items (1-2)	**624.89**	**1,183.73**	**6,977.30**	**4,573.62**
4) Add/(less) : Exceptional items	40.56	-	(205.80)	-
5) Restated profit before tax (3+4)	**665.45**	**1,183.73**	**6,771.50**	**4,573.62**
6) Tax expense				
(i) Current tax	201.00	338.95	1,677.07	1,231.00
(ii) Tax for earlier years	8.27	0.45	(2.62)	-
(iii) Deferred tax	0.13	47.83	94.28	(40.11)
Total tax expense	**209.40**	**387.23**	**1,768.73**	**1,190.89**
7) Restated profit for the year/period (5-6)	**456.05**	**796.50**	**5,002.77**	**3,382.73**
8) Restated Other comprehensive income				
Items that will be reclassified to statement of profit or loss				
(i) Foreign currency translation reserve (FCTR)	-	-	0.20	(0.01)
(ii) Income tax effect on (i) above	-	-	(0.05)	0.00
Items that will not be reclassified to statement of profit or loss				
(i) Remeasurement of the net defined benefit liability / asset	1.61	2.95	(11.19)	(9.66)
(ii) Income tax effect on (i) above	(0.36)	(0.74)	2.82	2.43
Restated total other comprehensive income	**1.25**	**2.21**	**(8.22)**	**(7.24)**
9) Restated total other Comprehensive income for the period/ year (after tax) (7+8)	**457.30**	**798.71**	**4,994.55**	**3,375.49**
10) Restated net profit for the period/ year attributable to				
(a) Owners of the company	465.94	756.39	4,827.60	3,360.27
(b) Non-controlling interest	(9.89)	40.11	175.17	22.46
	456.05	**796.50**	**5,002.77**	**3,382.73**
11) Restated other comprehensive income for the period/ year attributable to				
(a) Owners of the company	1.17	1.93	(8.26)	(6.76)
(b) Non-controlling interest	0.08	0.28	0.04	(0.48)
	1.25	**2.21**	**(8.22)**	**(7.24)**
12) Restated total comprehensive income for the year attributable to (10 +11)				
(a) Owners of the company	467.11	758.32	4,819.34	3,353.51
(b) Non-controlling interest	(9.81)	40.39	175.21	21.98
	457.30	**798.71**	**4,994.55**	**3,375.49**
Restated Earnings per equity share of ₹ 10/- each: (EPS for the three months ended June 30, 2023 not annualised)				
(i) Basic (in ₹)	2.36	3.84	21.82	13.78
(ii) Diluted (in ₹)	2.36	3.84	21.57	13.64

Restated summary cashflow

(in ₹ million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023	Three month period ended June 30, 2023
A. Cash flow from operating activities :				
Restated Profit before tax	665.45	1,183.73	6,771.50	4,573.62
Add / (Less): adjustments for	-	-	-	-
Depreciation and amortisation	322.97	432.74	1,641.34	568.67
Interest expense (including interest expense on lease liability)	246.19	336.24	579.94	337.36
Interest on income tax	12.69	24.59	114.48	9.09
Remeasurement of defined benefit plans	1.61	2.95	-	-
Interest income	(172.97)	(93.35)	(509.04)	(312.30)
Interest received on financial assets carried at amortised cost	(2.15)	-	-	(1.04)
Employee ESOP expenses	-	-	366.81	27.97
Capital-work-in-progress written off	0.53	-	-	-
Net foreign exchange differences (unrealised)	(0.93)	(19.56)	(17.35)	(121.53)
(Gain)/loss on disposal of property, plant and equipment	(2.38)	0.03	11.69	1.80
Profit on sale of subsidiary	(10.16)	(104.17)	-	-
(Gain)/loss on disposal of current investment	(0.57)	(5.46)	(66.16)	(10.86)
Gain on change in fair value of investment	(3.14)	(0.95)	(4.66)	(22.09)
Provision for doubtful debt	2.75	-	6.74	53.78
Provision for doubtful deposits and other receivables	10.50	-	2.81	-
Provision for doubtful advances	-	-	42.76	-
Provision for warranty	72.31	136.69	286.22	164.40
Allowance for credit losses on financial assets	17.27	30.10	(23.32)	49.99
Provision for dimunition in investment	-	-	100.00	-
Provision for raw materials	-	-	105.80	-
Operating profit before working capital changes	**1,159.97**	**1,923.58**	**9,409.56**	**5,318.86**
Add / (Less) : adjustments for change in working capital				
(Increase) / decrease in inventory	(986.49)	(1,701.64)	(21,707.02)	4,353.13
(Increase) / decrease in trade receivables	208.95	214.75	(2,145.09)	(2,076.60)
(Increase) / decrease in other current financial assets	206.15	(204.04)	49.33	(130.57)
(Increase) / decrease in other current assets & non current assets	(69.89)	(856.59)	(5,680.75)	1,916.92
(Increase) / decrease in security deposits	(27.18)	(6.66)	-	(2.31)
Increase / (decrease) in provision	(0.31)	(33.32)	(5.25)	1,478.54
Increase / (decrease) in trade payables	501.45	1,806.66	10,730.98	(3,593.06)
Increase/(decrease) in suppliers buyers credit	333.23	(188.19)	5,280.61	384.69
Increase / (decrease) in other current financial liabilities	(58.34)	797.41	524.39	369.37
Increase / (decrease) in other liabilities	(336.13)	5,515.75	20,149.06	(875.97)
Cash generated from operations	**931.41**	**7,267.71**	**16,605.82**	**7,143.00**
Add / (Less):-Direct taxes paid (net of refunds)	(214.73)	(259.15)	(1,003.54)	(669.82)
Net Cash Inflow from operating activities	**716.68**	**7,008.56**	**15,602.28**	**6,473.18**
B. Cash flow from investing activities :				
Acquisition of property, plant and equipment and intangible assets (including capital advances given).	(1,978.96)	(4,964.66)	(8,654.35)	(3,124.71)
Proceeds from sale of property, plant and equipment	49.19	7.85	36.53	-
Loans received back during the period / year	225.03	367.70	268.60	5.56
Loan granted during the period / year	(132.79)	(48.99)	(244.67)	(2.86)
Proceeds from sale of subsidiary	2.38	416.14	-	-
Fixed deposits opened	(2,280.16)	(5,915.32)	(36,446.27)	(15,551.03)
Fixed deposits matured	1,775.96	4,594.78	22,714.96	10,986.32
Proceeds from sale of current investment	208.00	306.31	1,091.79	3,205.06
Purchase of Current Investment	(504.17)	(1,605.71)	-	(8,419.16)
Interest received	172.97	93.35	295.19	255.14
Investment in subsidiary	(18.74)	-	-	-
Slump sale consideration	(20.93)	-	-	-
Net cash inflow / (outflow) from investing activities	**(2,502.22)**	**(6,748.55)**	**(20,938.22)**	**(12,645.68)**

(in ₹ million)

Particulars	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2023	Three month period ended June 30, 2023
C. Cash flow from financing activities :				
Repayment of borrowings	(361.25)	(312.65)	(1,671.95)	(986.37)
Proceeds from borrowings	2,011.75	1,719.68	163.95	584.58
Proceeds from issue of equity share (net of share issue expenses)	-	-	10,401.21	5,421.76
Acquisition of Non Controlling Interest	-	-	(1,486.92)	-
Equity share issue expenses	-	-	(207.61)	(9.60)
Repayment of lease liabilities	144.87	(138.15)	(116.54)	(26.66)
Dividend paid	-	(4.76)	(2.65)	-
Interest paid	(222.04)	(278.93)	(654.71)	(337.92)
Net cash inflow / (outflow) from financing activities	**1,573.33**	**985.19**	**6,424.78**	**4,645.79**
Net increase / (decrease) in cash and cash equivalents (A +B + C)	**(212.21)**	**1,245.20**	**1,088.84**	**(1,526.71)**
Add: Cash and cash equivalents at the beginning of year / period	339.47	128.20	1,391.86	2,536.53
Add/(less): on acquisition / (cessation) of subsidiary	-	(1.10)	(0.23)	-
Less : Effect of Foreign Exchange in Cash and Cash Equivalent	0.94	19.56	56.06	63.63
Cash and cash equivalents at the end of period / year	**128.20**	**1,391.86**	**2,536.53**	**1,073.45**

GENERAL INFORMATION

Our Company was originally incorporated as 'Anmol Fluid Connectors Private Limited' at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 18, 1990, issued by the RoC. The name of our Company was changed to 'Waaree Solar Private Limited', pursuant to a fresh certificate of incorporation issued by the RoC on April 25, 2007. The name of our Company was again changed to 'Waaree Energies Priave Limited', pursuant to a fresh certificate of incorporation issued by the RoC on October 15, 2007. The name of our Company was further changed to 'Waaree Energies Private Limited', pursuant to a fresh certificate of incorporation issued by the RoC on December 12, 2007. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders of our Company held on March 8, 2013, and consequently the name of our Company was changed to its present name, i.e., Waaree Energies Limited, pursuant to a fresh certificate of incorporation issued by the RoC on May 2, 2013. For further details relating to the changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 247.

Registered and Corporate Office of our Company

The address and certain other details of our Registered and Corporate Office are as follows:

Waaree Energies Limited
602, 6th Floor, Western Edge – I
Western Express Highway
Borivali (East)
Mumbai – 400 066
Maharashtra, India
Website: www.waaree.com

For details of the changes in our registered office, see "*History and Certain Corporate Matters – Change in the registered office*" at page 247.

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are as follows:

a. Registration number: 059463

b. Corporate identity number: U29248MH1990PLC059463

The Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai, which is situated at the following address:

100, Everest
Marine Drive
Mumbai – 400 002
Maharashtra, India

Board of Directors

The following table sets out the brief details of our Board as on the date of this Draft Red Herring Prospectus:

Name of Director	Designation	DIN	Address
Hitesh Chimanlal Doshi	Chairman and Managing Director	00293668	Near Jain Temple, 93, Mahagiri, Ashok Nagar, Kandivali (East), Mumbai – 400 101, Maharashtra
Viren Chimanlal Doshi	Whole-time Director	00207121	Near Jain Temple, 93, Mahagiri, Ashok Nagar, Kandivali (East), Mumbai – 400 101, Maharashtra

Name of Director	Designation	DIN	Address
Hitesh Pranjivan Mehta	Whole-time Director and Chief Financial Officer	00207506	F 202, Krishna Residency, Sundar Nagar, Near Dalmia College, Malad West, Mumbai – 400 064, Maharashtra
Dr. Arvind Ananthanarayanan	Non-Executive Director	10164194	L-7/56, Vrundavan CHS, Tilak Nagar, Chembur, Mumbai – 400 089, Maharashtra
Sujit Kumar Varma	Independent Director	09075212	A-20, Sterling Apartment, Pedder Road, Mumbai – 400 026, Maharashtra
Rajender Mohan Malla	Independent Director	00136657	C- 4/19, Safdarjung Development Area, Hauz Khas, South West, Delhi – 110 016
Jayesh Dhirajlal Shah	Independent Director	00182196	D/203, Panchsheel Heights, Mahavir Nagar, Dahanukar Wadi, Kandivali (West), Mumbai – 400 067, Maharashtra
Richa Manoj Goyal	Independent Director	00159889	501, Prakruti Apartment, Opposite Uma Bhavan, Bhatar Road, Surat – 395 017, Gujarat

For further details of our Board of Directors, see "*Our Management – Board of Directors*" on page 264.

Company Secretary and Compliance Officer

Rajesh Ghanshyam Gaur is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Rajesh Ghanshyam Gaur
602, 6th Floor, Western Edge – I
Western Express Highway
Borivali (East)
Mumbai – 400 066
Maharashtra, India
Telephone: +91 22 6644 4415
E-mail: investorrelations@waaree.com

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary(ies) where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders) in which the amount equivalent to the Bid Amount was blocked or the UPI ID, in case of UPI Bidders.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediary(ies) in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Axis Capital Limited
1st Floor, Axis House
C-2 Wadia International Center
Pandurang Budhkar Marg, Worli
Mumbai – 400 025
Maharashtra, India
Telephone: +91 22 4325 2183
E-mail: waaree.ipo@axiscap.in
Website: www.axiscapital.co.in
Investor grievance e-mail: complaints@axiscap.in
Contact person: Sagar Jatakiya
SEBI registration no.: INM000012029

IIFL Securities Limited
24th Floor, One Lodha Place
Senapati Bapat Marg, Lower Parel (W)
Mumbai – 400 013
Maharashtra, India
Telephone: +91 22 4646 4728
E-mail: waaree.ipo@iiflcap.com
Website: www.iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Contact person: Devendra Maydeo/Pawan Jain
SEBI registration no.: INM000010940

Jefferies India Private Limited
16th Floor, Express Towers,
Nariman Point,
Mumbai – 400 021
Maharashtra, India
Telephone: +91 22 4356 6000
E-mail: Waaree.IPO@jefferies.com
Investor grievance e-mail:
jipl.grievance@jefferies.com
Contact person: Suhani Bhareja
Website: www.jefferies.com
SEBI registration no.: INM000011443

Nomura Financial Advisory and Securities (India) Private Limited
Ceejay House, Level 11 Plot F,
Shivsagar Estate, Dr. Annie Besant Road, Worli,
Mumbai – 400 018, Maharashtra, India
Telephone: +91 22 4037 4037
E-mail: waareeipo@nomura.com
Investor grievance e-mail: investorgrievances-in@nomura.com
Website:
www.nomuraholdings.com/company/group/asia/india/index.html
Contact person: Arun Narayana / Vishal Kanjani
SEBI registration no.: INM000011419

SBI Capital Markets Limited
1501, 15th Floor, Parinee Crescenzo
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India
Telephone: +91 22 4006 9807
Email: waaree.ipo@sbicaps.com
Investor grievance email:
investor.relations@sbicaps.com
Website www.sbicaps.com
Contact person: Raghavendra Bhat/Aditya Deshpande
SEBI registration no: INM000003531

Intensive Fiscal Services Private Limited
914, 9th Floor, Raheja Chambers,
Free Press Journal Marg,
Nariman Point, Mumbai - 400 021
Maharashtra, India
Tel.: +91 22 2287 0443
E-mail: waaree.ipo@intensivefiscal.com
Investor Grievance e-mail:
grievance.ib@intensivefiscal.com
Website: www.intensivefiscal.com
Contact person: Harish Khajanchi / Anand Rawal
SEBI Registration No.: INM000011112

ITI Capital Limited
ITI House 36, Dr. R. K. Shirodkar Marg
Parel, Mumbai – 400 012
Maharashtra, Mumbai
Telephone: +91 22 69113300/ +91 22 6911 3371
Email: ipo.waaree@iticapital.in
Investor grievance email:
investorgrievance@iticapital.in
Website: www.iticapital.com
Contact person: Pallavi Shinde
SEBI registration no: INM000010924

Syndicate Members

[•]

Statement of *inter-se* allocation of responsibilities among the BRLMs

The responsibilities and coordination by the BRLMs for various activities in the Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Due diligence of Company including its operations / management / business plans / legal etc., Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of Prospectus and RoC filing Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy	All BRLMs	Axis
2.	Drafting and approval of all statutory advertisements	All BRLMs	Axis
3.	Appointment of Registrar to the Offer, Advertising Agency and Printer to the Offer including co-ordination for their agreements	All BRLMs	Axis
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 3 above, including corporate advertising and brochures and filing of media compliance report with SEBI`.	All BRLMs	IIFL
5.	Appointment of all other intermediaries (including coordination of all agreements)	All BRLMs	IIFL
6.	Preparation of road show presentation and FAQs	All BRLMs	Nomura
7.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	All BRLMs	Jefferies
8.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	All BRLMs	Axis
9.	Conduct non-institutional marketing of the Offer	All BRLMs	IIFL
10.	Conduct retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	All BRLMs	Axis
11.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading and deposit of 1% security deposit with the designated stock exchange	All BRLMs	Nomura
12.	Managing anchor book related activities, coordination with Stock Exchanges for anchor intimation, submission of letters regulators post completion of anchor allocation	All BRLMs	Nomura
13.	Managing the book and finalization of pricing in compliance with SEBI ICDR regulations	All BRLMs	Jefferies
	Post-Offer activities – Post bidding activities including management of escrows accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable.	All BRLMs	IIFL

Sr. No.	Activity	Responsibility	Co-ordination
	Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government. Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post Offer reports including the initial and final post Offer report to SEBI.		

Legal Counsel to the Company as to Indian law

Khaitan & Co
10^{th} & 13^{th} Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai – 400 013, Maharashtra
Telephone: +91 22 6636 5000

Registrar to the Offer

Link Intime India Private Limited
C-101, 247 Park
LBS Marg, Surya Nagar, Gandhi Nagar
Vikhroli (West)
Mumbai – 400 083
Maharashtra, India
Telephone: +91 81081 14949
E-mail: waaree.ipo@linkintime.co.in
Investor grievance e-mail: waaree.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI registration no: INR000004058

Banker(s) to the Offer

Escrow Collection Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Refund Bank(s)

[●]

Sponsor Bank(s)

[●]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidders), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction. do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs eligible as Issuer Banks for UPI Mechanism and eligible mobile applications

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, UPI Bidders may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) and updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes& intmId=35, which may be and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised= yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.Aspx? and https://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the CRTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/ equities/ipos/asbaprocedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated December 28, 2023 from S R B C & CO LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated December 4, 2023 on our Restated Consolidated Summary Statements; and (ii) their report dated December 27, 2023 on the Statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated December 25, 2023 from Oriens Advisors LLP, to include their name, as required under Section 26 of the Companies Act, 2013, in this Draft Red Herring Prospectus and as an 'expert' under Section 2(38) of Companies Act, 2013 in respect of the Project Report. Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Our Company has received written consent dated December 26, 2023 from M.R. Prajapati, Chartered Engineer, as chartered engineer to include his name, as required under Section 26 of the Companies Act, 2013, in this Draft Red Herring Prospectus and as an 'expert' under Section 2(38) of Companies Act, 2013 in respect of the certificate dated December 26, 2023. Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Statutory Auditor to our Company

S R B C & CO LLP
Chartered Accountants
The Ruby, 12th Floor
29 Senapati Bapat Marg, Dadar (West)
Mumbai – 400 028, Maharashtra
Telephone: +91 22 6819 8000
E-mail: srbc.co@srb.in
Firm registration no.: 324982E/E300003
Peer review no.: 014892

Changes in auditors

Except as disclosed below, there has been no change in the auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus.

Particulars	Date of change	Reason for change
S R B C & CO LLP Chartered Accountants 12th Floor, The Ruby, 29 Senapati Bapat Marg, Dadar (West) Mumbai – 400 028, Maharashtra **Telephone**: +91 22 6819 8000 **E-mail**: srbc.co@srb.in **Firm registration no**.: 324982E/E300003 **Peer review no**.: 014892	September 30, 2022	Appointment as the Statutory Auditor of our Company.
Shah Gupta & Co. Chartered Accountants 38 Bombay Mutual Building 2nd Floor, Dr. D. N. Rd, Fort, Mumbai – 400 001, Maharashtra **E-mail**: contact@shahgupta.com **Peer review no**.: 013934 **Firm registration no**: 109574W	September 30, 2022	Resignation as the statutory auditor of our Company due to pre-occupation and other engagements.
Shah Gupta & Co. Chartered Accountants 38 Bombay Mutual Building 2nd Floor, Dr. D. N. Rd, Fort, Mumbai – 400 001, Maharashtra **E-mail**: contact@shahgupta.com **Peer review no**.: 013934 **Firm registration no**: 109574W	July 27, 2021	Appointment as the statutory auditor of our Company
SGCO & Co. LLP Chartered Accountants 4A, Kaledonia – HDIL, 2nd Floor, Sahar Road, Near Andheri Station, Andheri East, Mumbai – 400 069, Maharashtra **E-mail**: info@sgco.co.in **Peer review no**.: 011796 **Firm registration no**: 112081W/W100184	July 27, 2021	Completion of tenure as the statutory auditor of our Company in accordance with Section 139 of the Companies Act, 2013

Bankers to our Company

State Bank of India Industrial Finance Branch, 102, Natraj 194, Sir M.V. Road, W.E. Highway-Metro Junction Andheri (E), Mumbai - 400 069, Maharashtra **Telephone**: +91 22 4166 9721 **E-mail**: rmamt2.04732@sbi.co.in **Contact person**: Satyendra Kumar **Website:** www.sbi.co.in	**Bank of Maharashtra** Mahabank Bhawan, Opposite Shivsena Bhawan Gadkari Chowk, Dadar West Mumbai – 400 028, Maharashtra **Telephone**: +91 77099 00244 / 86574 72903 **E-mail**: boml6@mahabank.co.in / brmgr l6@mahabank.co.in **Contact person**: Kundan Kumar Singh **Website**: bankofmaharashtra.in
The Hongkong and Shanghai Banking Corporation 52/60, Mahatma Gandhi Road Fort, Mumbai – 400 001 Maharashtra, India **Telephone**: +91 98206 09146 **E-mail**: onias.fernandes@hsbc.co.in **Contact person**: Onias Fernandes **Website:** www.hsbc.co.in	**IndusInd Bank Limited** 11th Floor, Tower 1C, One World Center Senapati Bapat Marg, Prabhadevi Mumbai – 400 013, Maharashtra **Telephone**: +91 22 7143 2150 **E-mail**: jain.abhishek@indusind.com / madhavi.hegde@indusind.com / kenjal.bhandari@indusind.com **Contact person**: Abhishek Jain, Madhavi Hegde, Kenjal Bhandari **Website**: www.indusind.com

Grading of the Offer

No credit agency registered with SEBI has been appointed for obtaining grading for the Offer.

Appraising Entity

No appraising entity has been appointed in relation to the Offer.

Monitoring Agency

Our Company shall, in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a monitoring agency for monitoring the utilisation of the Net Proceeds prior to filing of the Red Herring Prospectus. For further details in relation to the proposed utilisation of the proceeds from the Fresh Issue, see "*Objects of the Offer – Monitoring of utilization of funds*" on page 137.

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Debenture Trustee

As the Offer is of Equity Shares, the appointment of a debenture trustee is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing

A copy of this Draft Red Herring Prospectus is being filed electronically on the SEBI's online portal at https://siportal.sebi.gov.in, in accordance with SEBI master circular bearing reference no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. It will also be filed with SEBI at:

Securities and Exchange Board of India
Corporation Finance Department Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051, Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 will be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC at its office, and through the electronic portal.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and Minimum Bid Lot will be decided by our Company in compliance with the SEBI ICDR Regulations, and will be advertised in all editions of [•] (a widely circulated English national daily newspaper), all editions of [•] (a Hindi national daily newspaper) and [•] editions of [•] (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company, in compliance with the SEBI ICDR Regulations, after the Bid/Offer Closing Date. For further details, see "*Offer Procedure*" on page 506.

All investors, other than Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. Retail Individual Bidders shall participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism. Non-Institutional Bidders with an application size of up to ₹500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For further details, see "*Terms of the Offer*" and "*Offer Procedure*" on pages 495 and 506, respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. Each of the Selling Shareholders have, severally and not jointly, specifically confirmed that they will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to such Selling Shareholder, in relation to its portion of the Offered Shares. In this regard, our Company and the Selling Shareholders have appointed the Book Running Lead Managers to manage this Offer and procure Bids for this Offer.

The Book Building Process and the Bidding process are subject to change from time to time, and the Bidders are advised to make their own judgment about investment through the aforesaid processes prior to submitting a Bid in the Offer.

Bidders should note that the Offer is also subject to (i) filing the Prospectus with the RoC; and (ii) obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

For further details on the method and procedure for Bidding, see sections titled "*Offer Procedure*" and "*Offer Structure*" on pages 506 and 502, respectively.

Underwriting Agreement

Prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR

Regulations, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable. This portion has been intentionally left blank and will be filled in before the filing of the Red Herring Prospectus or the Prospectus with the RoC, as applicable)

Name, address, telephone and e-mail of the Underwriters	**Indicative number of Equity Shares to be underwritten**	**Amount underwritten** *(in ₹ million)*
[●]	[●]	[●]

The abovementioned underwriting commitment is indicative and will be finalized after determination of the Offer Price and Basis of Allotment and will be subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them.

Subject to the applicable laws and pursuant to the terms of the Underwriting Agreement, the BRLMs will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations.

CAPITAL STRUCTURE

The share capital of our Company as at the date of this Draft Red Herring Prospectus, is set forth below:

(in ₹, except share data)

		Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL**		
	500,000,000 Equity Shares (having face value of ₹10 each)	5,000,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	261,738,912 Equity Shares (having face value of ₹10 each)	2,617,389,120	-
C	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares aggregating up to ₹[●] million(1)(2)	[●]	[●]
	of which		
	Fresh Issue of up to [●] Equity Shares aggregating up to ₹30,000 million (1)	[●]	[●]
	Offer for Sale of up to 3,200,000 Equity Shares aggregating up to ₹[●] million(2)	[●]	[●]
	Which includes:		
	Employee Reservation Portion of up to [●] Equity Shares^	[●]	[●]
	Net Offer of up to [●] Equity Shares	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER***		
	[●] Equity Shares	[●]	[●]
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		19,560,958,085
	After the Offer		[●]

**To be updated upon finalization of the Offer Price.*

^Our Company may offer an Employee Discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share), in compliance with the SEBI ICDR Regulations, which shall be announced at least two Working Days prior to the Bid/Offer Opening Date.

(1) The Offer has been authorized by a resolution of our Board dated June 16, 2023 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated September 29, 2023.

(2) The Selling Shareholders, severally and not jointly, confirm that the Equity Shares being offered by the respective Selling Shareholders are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. The Selling Shareholders have, severally and not jointly, confirmed and authorized their respective participation in the Offer for Sale. For further information, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 79 and 474, respectively.

Changes in the authorised share capital of our Company

For details of the changes to the authorised share capital of our Company in the past 10 years, see "*History and Certain Corporate Matters- Amendments to our Memorandum of Association*" on page 248.

Notes to the Capital Structure

1. ***Equity Share capital history of our Company***

The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Reason/ Nature of allotment	Names of the allottees	No. of equity shares allotted	Cumulative no. of equity shares	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
December 18, 1990	Initial subscription to the MoA	Allotment of 100 equity shares each to Murli Dhar Odhrani and Padma M. Odhrani	200	200	100	100	Cash
June 14, 2003	Preferential allotment*	Allotment of 5,000 equity shares to Chimanlal T. Doshi	5,000	5,200	100	100	Cash
October 15, 2008	Preferential allotment	Allotment of 312,950 equity shares to Waaree Instruments Limited, 69,000 equity shares to Mona Digital, 40,000 equity shares to New Planet Trading Company Private Limited, 27,000 equity shares to Chimanlal T. Doshi, 24,630 equity shares to Hansa Dhruv, 22,070 equity shares to Bindiya Kirit Doshi, 21,000 equity shares to Mona E-securities, 20,000 equity shares to Abhilasha Money Operations Private Limited, 12,500 equity shares each to Raunak Securities Private Limited and Paras Corporation Services Private Limited, 11,000 equity shares to Rekha Kantilal Doshi, 9,000 equity shares to Goyal Finance India Limited, 8,000 equity shares each to Rishikant Upadhya and Hitesh Chimanlal Doshi (HUF), 7,500 equity shares to Viren Chimanlal Doshi, 6,233 equity shares to Hitesh Chimanlal Doshi, 5,900 equity shares to Chimanlal T. Doshi (HUF), 5,600 equity shares to Kantilal Doshi, 5,000 equity shares to Bina Pankaj Doshi, 4,800 equity shares to Kirit Chimanlal Doshi and 2,550 equity shares to Pankaj Chimanlal Doshi (HUF).	635,233	640,433	100	100	Cash
Our Company had, pursuant to a Shareholders' resolution dated October 31, 2008, sub-divided its equity share capital by sub-dividing the face value of the Equity Shares from ₹100 to ₹10 per equity share. Consequently, the issued and paid-up equity share capital of our Company stood altered from ₹64,043,300 (divided into 640,433 equity shares of ₹100 each) to ₹64,043,300 (divided into 6,404,330 equity shares of ₹10 each).							
February 28, 2009	Preferential allotment	Allotment of 175,000 Equity Shares to Mona E-securities and 150,000 Equity Shares to Sidh Housing Development Company Limited.	325,000	6,729,330	10	10	Cash
March 18, 2009	Preferential allotment	Allotment of 1,000,000 Equity Shares to Waaree Infrastructure & Agritech Private Limited, 873,570 Equity Shares to Waaree Instruments Limited, 332,500 Equity Shares to Hitesh Chimanlal Doshi, 290,000 Equity Shares to Kirit Chimanlal Doshi, 100,000 Equity Shares to Manor Steel Private Limited and 1,500 Equity Shares to Viren Chimanlal Doshi.	2,597,570	9,326,900	10	10	Cash
July 24, 2009	Preferential allotment	Allotment of 350,000 Equity Shares to Waaree Infrastructure & Agritech Private Limited, 250,000 Equity Shares to Waaree Instruments Limited, 36,000 Equity Shares to Hitesh Chimanlal Doshi, 11,500 Equity Shares to Kirit Chimanlal Doshi, 7,000 Equity Shares to Nipa Viren Doshi, 5,100 Equity Shares to Bindiya Kirit Doshi, 4,000 Equity Shares to Bina Pankaj Doshi, 3,500 Equity Shares to Viren Chimanlal Doshi (HUF), 3,000 Equity Shares each to Viren Chimanlal Doshi and Binita Hitesh Doshi.	673,100	10,000,000	10	10	Cash
October 16, 2009	Preferential allotment	Allotment of 1,723,497 Equity Shares to Waaree Instruments Limited, 138,452 Equity Shares to Vaishal Prakashbhai Shah and 138,051 Equity Shares to Tejas Jayvantkumar Mehta.	2,000,000	12,000,000	10	10	Cash

Date of allotment	Reason/ Nature of allotment	Names of the allottees	No. of equity shares allotted	Cumulative no. of equity shares	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
January 24, 2011	Preferential allotment	Allotment of 11,188,080 Equity Shares to Patan Solar Private Limited, 690,800 Equity Shares to Viren Chimanlal Doshi, 677,800 Equity Shares to Kirit Chimanlal Doshi, 367,240 Equity Shares to Binita Hitesh Doshi and 76,080 Equity Shares to Pankaj Chimanlal Doshi.	13,000,000	25,000,000	10	10	Cash
December 16, 2011	Preferential allotment	Allotment of 29,000,000 Equity Shares to Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)* and 21,000,000 Equity Shares to Patan Solar Private Limited.	50,000,000	75,000,000	10	10	Cash
October 10, 2013	Preferential allotment	Allotment of 250,000 Equity Shares to Hitesh Pranjivan Mehta.	250,000	75,250,000	10	10	Cash
January 10, 2014	Preferential allotment	Allotment of 50,000 Equity Shares each to Bhartiben Shah and Vinaykant Shah and 17,500 Equity Shares each to Jayesh D. Shah and Prerana Shah.	135,000	75,385,000	10	10	Cash
March 8, 2014	Preferential allotment	Allotment of 112,500 Equity Shares to Sangita Shah and 62,500 Equity Shares to Manisha Gardi.	175,000	75,560,000	10	40	Cash
December 8, 2014	Rights issue to the existing Shareholders as of the record date i.e., September 30, 2014.	Allotment of 125,000 Equity Shares to Samir Surendra Shah and Ila Samir Shah jointly, 62,500 Equity Shares to Trusha Jhaveri and 12,500 Equity Shares to Nilesh Gandhi and Drasta Gandhi jointly on a rights basis.	200,000	75,760,000	10	40	Cash
January 3, 2015	Rights issue to the existing Shareholders as of the record date i.e., September 30, 2014.	Allotment of 62,500 Equity Shares to Trusha Jhaveri on a rights basis.	62,500	75,822,500	10	40	Cash
February 16, 2018	Bonus issue in the ratio of eight Equity Shares for every five Equity Shares held by the existing Shareholders as of the record date i.e., February 2, 2018.	Allotment of 9,320,548 Equity Shares to Neepa Viren Doshi, 3,470,566 Equity Shares to Pujan P Doshi, 7,238,977 Equity Shares to Bina Pankaj Doshi, 9,596,988 Equity Shares to Binita Hitesh Doshi, 8,593,273 Equity Shares to Hitesh Chimanlal Doshi, 35,585,764 Equity Shares to Mahavir Thermoquip Private Limited, 20,000 Equity Shares to Nilesh Gandhi and Drasta Gandhi, 400,000 Equity Shares to Hitesh P Mehta, 28,000 Equity Shares each to Prerana Jayesh Shah and Jayesh D Shah, 6,703,427 Equity Shares to Viren C Doshi, 1,600 Equity Shares to Mayur Nagardas Hingu, 100,000 Equity Shares to Rasila Chimanlal Doshi, 4,665,916 Equity Shares to Pankaj Chimanlal Doshi, 1,723,084 Equity Shares to Kirit Chimanlal Doshi (HUF), 4,643,897 Equity Shares to Pankaj Chimanlal Doshi (HUF), 12,102,876 Equity Shares to Bindiya Kirit Doshi, 6,193,396 Equity Shares to Kirit Chimanlal Doshi, 4,135,384 Equity Shares to Viren Chimanlal Doshi (HUF), 1,849,096 Equity Shares to Hitesh Chimanlal Doshi (HUF), 1,600 Equity Shares to Suman Saini, 180,000 Equity Shares to Sangita Shah, 48,000 Equity Shares to Mayank Jayantilal Shah, 200,000 Equity Shares to Trusha Sameer Jhaveri, 1,600 Equity Shares to Jayshree Kirti Surti and Kirti G Surti, 100,000 Equity Shares to Manisha Pankaj Gardi, 1,600 Equity Shares to Chauhan Himanshu J, 3,840,000 Equity Shares to V T Telemetica, 442,000 Equity	121,315,992	197,138,492	10	NA	NA

Date of allotment	Reason/ Nature of allotment	Names of the allottees	No. of equity shares allotted	Cumulative no. of equity shares	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
		Shares to Tejas J Mehta and 100,000 Equity Shares to Samir Surendra Shah and Ila Samir Shah.					
September 7, 2022	Private placement	Allotment of 10,000,000 Equity Shares to Quest Portfolio Services Private Limited	10,000,000	207,138,492	10	225	Cash
September 14, 2022	Private placement	Allotment of 12,222,000 Equity Shares to Quest Portfolio Services Private Limited	12,222,000	219,360,492	10	225	Cash
September 15, 2022	Private placement	Allotment of 1,666,700 Equity Shares to Founders Collective Fund, 1,555,500 Equity Shares to Cybage Software Private Limited, 1,482,000 Equity Shares to Nipa Doshi, 869,000 Equity Shares to Binita Doshi, 726,700 Equity Shares to Pujan Doshi, 666,700 Equity Shares to Vanaja Sundar Iyer, 531,000 Equity Shares to Bindiya Doshi, 400,000 Equity Shares each to Dilip Talakshi Vora and Trishakti Power Holdings Private Limited, 240,000 Equity Shares to Roshani Jignesh Shah, 222,200 Equity Shares each to Kuntal Hasmukhlal Shah and Subhash Runwal, 220,000 Equity Shares to Chetan Cholera, 111,000 Equity Shares to Purvesh Shah, 66,700 Equity Shares each to Nita Shailesh Shah, Pooja Paresh Godia and Shilpa Ajay Shah, 52,450 Equity Shares to Chetna Mehta, 50,000 Equity Shares each to Brijratan Damani, Dilip Haria and Kalpana Bheda jointly with Sudhir Bheda, 44,500 Equity Shares to Ashish Maheshwari, 44,445 Equity Shares to Kunal Kothari, 20,890 Equity Shares to Rita Mehta, 7,560 Equity Shares to Jayni Mehta, 6,670 Equity Shares to Sheela Mehta, 6,350 Equity Shares to Punit Mehta, 5,130 Equity Shares to Mukesh Mehta, 4,450 Equity Shares to Heena Mehta, 2,780 Equity Shares to Manish Mehta and 2,470 Equity Shares to Raunak Mehta	9,860,795	229,221,287	10	225	Cash
September 19, 2022	Private placement	Allotment of 250,000 Equity Shares to Arun Nahar (Alpna Enterprises), 25,000 Equity Shares each to Bharat Mansukhlal Shah and Parul Bharat Shah and 11,500 Equity Shares to Namril Bharat Shah	311,500	229,532,787	10	225	Cash
October 3, 2022	Private placement	Allotment of 2,800,000 Equity Shares to Quest Portfolio Services Private Limited, 2,222,220 Equity Shares to Kiranben Girishkumar Chovatia, 1,000,000 Equity Shares each to Hemang Raichand Dharamshi and Kalpraj Damji Dharamshi, 450,000 Equity Shares each to Chandurkar Investment Private Limited, Goldmedal Electricals Private Limited and Intensive Softshare Private Limited, 111,110 Equity Shares each to Chetankumar Chhaganlal Vaghasia, Nareshkumar Patel and Virendra Nath Mishra, 53,500 Equity Shares to Meghna Apurve Teli, 52,000 Equity Shares to Rohan Gupta, 50,000 Equity Shares to Meghana Mahendra Semlani, 48,000 Equity Shares to Chintan Hiteshbhai Anandpara, 45,000 Equity Shares each to Sureshbhai Sevantilal Shah and Tejas Rameshchandra Shah, 44,500 Equity Shares each to Mahendra Chimanlal Shah, Pratik Bharat Shah HUF and Rajulkumar D Shah, 22,500 Equity Shares to Kamlesh Pranlal Mehta, 22,222 Equity Shares each to Dhruvil Divyang Shah, Dipak Vasantlal Shah, Nandita Shah and Urvil Divyang Shah, 8,890 Equity Shares to Chirag Kothari and 3,560 Equity Shares to Hetal Hardick Shah	9,256,388	238,789,175	10	225	Cash

Date of allotment	Reason/ Nature of allotment	Names of the allottees	No. of equity shares allotted	Cumulative no. of equity shares	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
October 6, 2022	Private placement	Allotment of 950,000 Equity Shares to Ohm Enterprises, 114,000 Equity Shares to Samarth Dhirendra Kanabar HUF, 75,000 Equity Shares to Rushabh Bharatbhai Bagadia, 56,000 Equity Shares to Megh H Shah, 52,000 Equity Shares to Arpi Ruchit Shah, 50,000 Equity Shares to Nalanda Securities Private Limited, 45,000 Equity Shares each to Greentech Power Private Limited, Hemal Sureshbhai Gandhi and OP Gandhi, 40,000 Equity Shares each to Deepak Raichand Karani and Yashodhan Raichand Karani, 23,000 Equity Shares to Rajan Rajkumar Chhibber and 22,222 Equity Shares to Niket P Mehta	1,557,222	240,346,397	10	225	Cash
December 2, 2022	Private placement	Allotment of 450,000 Equity Shares to Quest Portfolio Services Private Limited, 444,445 Equity Shares each to Novel Engineering and Technology Consultants LLP and Zephyr Engineering and Technology Consultants LLP, 200,000 Equity Shares to Ketan Sheth, 133,334 Equity Shares each to Haresh Padamshi Kothari and Rajeev Jain, 111,112 Equity Shares to Dayalal Meghji Tobacco Products Private Limited, 88,800 Equity Shares to Vivek Bimal Jain, 66,667 Equity Shares to Anil Vithaldas Whabi, 44,400 Equity Shares to Vibha V Jain and 33,300 Equity Shares to Apurva Mahesh Shah	2,149,837	242,496,234	10	225	Cash
December 7, 2022	Private placement	Allotment of 222,000 Equity Shares to Niveshaay Hedgehogs LLP, 150,000 Equity Shares to Alpna Enterprises, 133,334 Equity Shares to Kuntal Hasmukhlal Shah, 44,445 Equity Shares each to Shriya Amit Kalyani and Vasudha Amit Kalyani, 44,400 Equity Shares each to Rajulkumar Shah and Yorik Rajul Shah, 40,000 Equity Shares to Parisha Purvesh Shah, 36,336 Equity Shares to Nandita Kaushikbhai Shah, 27,700 Equity Shares to Chetan Vasantray Parekh, 25,000 Equity Shares to Karma Techno Solutions Private Limited, 20,000 Equity Shares to Pratik Bharat Shah, 11,111 Equity Shares each to Abhishek Jayesh Shah, Prerana Jayesh Shah and Synergy Medsol Private Limited and 4,444 Equity Shares to Richa Manoj Goyal	869,837	243,366,071	10	225	Cash
June 12, 2023	Private placement	Allotment of 2,727,270 Equity Shares to Quest Portfolio Services Private Limited	2,727,270	246,093,341	10	550	Cash
June 13, 2023	Private placement	Allotment of 2,315,455 Equity Shares to Niveshaay Hedgehogs LLP, 890,000 Equity Shares to Caregrowth Comtrade Private Limited, 725,000 Equity Shares to Madhuri Madhusudhan Kela, 454,546 Equity Shares to Kenith Kiritkumar Shah, 327,273 Equity Shares to Secure Shanti Advisory LLP, 272,728 Equity Shares to S Four Capital, 145,455 Equity Shares to Jitendra K Shah and 90,910 Equity Shares each to Intensive Softshare Private Limited, Sandeep Kapadia and Vishwas Jain	5,403,187	251,496,528	10	550	Cash
June 15, 2023	Private placement	Allotment of 1,454,550 Equity Shares to Quest Portfolio Services Private Limited, 181,820 Equity Shares to Shubham Goldiee Masale Private Limited and 90,910 Equity Shares to Nirmala Gupta	1,727,280	253,223,808	10	550	Cash
July 12, 2023	Private placement	Allotment of 1,636,364 Equity Shares to Quest Portfolio Services Private Limited and 45,455 Equity Shares to Zylog Elastocomp LLP	1,681,819	254,905,627	10	550	Cash

Date of allotment	Reason/ Nature of allotment	Names of the allottees	No. of equity shares allotted	Cumulative no. of equity shares	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
July 13, 2023	Private placement	Allotment of 1,414,989 Equity Shares to Quest Portfolio Services Private Limited, 417,273 Equity Shares to Kiranben Girishkumar Chovatia, 297,727 Equity Shares to Cybage Software Private Limited, 181,818 Equity Shares each to Goldmedal Electricals Private Limited and Kuntal Shah, 90,909 Equity Shares to Aymara Holdings, 59,091 Equity Shares to Neo Star Infraprojects Private Limited, 52,273 Equity Shares to Rajeev Jain, 36,364 Equity Shares to Sudha Damani, 13,636 Equity Shares to Hitesh Kumar Jain and 4,545 Equity Shares each to Ashit Jasvantrai Dagli HUF, Chirag Manoj Kothari and Dinesh Kumar	2,759,533	257,665,160	10	550	Cash
July 17, 2023	Private placement	Allotment of 909,091 Equity Shares to Value Quest Scale Fund, 727,273 Equity Shares to Ravindra Dharamshi, 545,455 Equity Shares to Rupali Dharamshi, 272,728 Equity Shares each to Harsha Dharamshi and Hina Dharamshi, 36,364 Equity Shares to Aparna Goenka, 18,182 Equity Shares to Urvi Piramal and 4,545 Equity Shares to Priyanka Gupta	2,786,366	260,451,526	10	550	Cash
July 20, 2023	Private placement	Allotment of 545,454 Equity Shares to Minosha India Limited, 145,454 Equity Shares to Alpna Enterprises, 72,728 Equity Shares to Kushal J Khandwala, 36,364 Equity Shares to Gopi Hiten Shah, 18,182 Equity Shares each to Duncan International India Limited and Sarjak Container Lines Private Limited and 5,454 Equity Shares to Ichraj Cottex Private Limited	841,818	261,293,344	10	550	Cash
August 4, 2023	Private placement	Allotment of 90,910 Equity Shares to SPL Packaging LLP	90,910	261,384,254	10	550	Cash
October 4, 2023	Private placement	Allotment of 163,636 Equity Shares to Quest Portfolio Services Private Limited	163,636	261,547,890	10	550	Cash
October 23, 2023	Allotment pursuant to ESOP Scheme	Allotment of 191,022 Equity Shares to 193 employees of the Company covered under the ESOP Scheme	191,022	261,738,912	10	70	Cash

**We have been unable to trace the filing with the RoC for this issuance. The details have been determined on the basis of the minutes of the meetings of the board and shareholders and the register of members maintained by our Company. Also see, "Risk Factors- Legal and Regulatory Risk - Some of our corporate records relating to changes in the share capital of our Company, allotments made by our Company, and transfers and acquisitions of Equity Shares made by our Promoters, not traceable" on page 58.*

2. ***Preference share capital***

Our Company does not have any outstanding preference shares as on the date of this Draft Red Herring Prospectus.

3. Except as detailed below, our Company has not issued any Equity Shares for (a) consideration other than cash; or (b) bonus issue; or (c) out of revaluation of reserves:

Date of allotment of Equity Shares	Reason/ Nature of allotment	Names of the allottees along with the number of Equity Shares allotted to each allottee	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Benefits accrued to our Company
February 16, 2018	Bonus issue in the ratio of eight Equity Shares for every five Equity Shares held by the existing Shareholders as of the record date i.e. February 2, 2018.	Allotment of 9,320,548 Equity Shares to Neepa Viren Doshi, 3,470,566 Equity Shares to Pujan P Doshi, 7,238,977 Equity Shares to Bina Pankaj Doshi, 9,596,988 Equity Shares to Binita Hitesh Doshi, 8,593,273 Equity Shares to Hitesh Chimanlal Doshi, 35,585,764 Equity Shares to Mahavir Thermoquip Private Limited, 20,000 Equity Shares to Nilesh Gandhi and Drasta Gandhi, 400,000 Equity Shares to Hitesh P Mehta, 28,000 Equity Shares each to Prerana Jayesh Shah and Jayesh D Shah, 6,703,427 Equity Shares to Viren C Doshi, 1,600 Equity Shares to Mayur Nagardas Hingu, 100,000 Equity Shares to Rasila Chimanlal Doshi, 4,665,916 Equity Shares to Pankaj Chimanlal Doshi, 1,723,084 Equity Shares to Kirit Chimanlal Doshi (HUF), 4,643,897 Equity Shares to Pankaj Chimanlal Doshi (HUF), 12,102,876 Equity Shares to Bindiya Kirit Doshi, 6,193,396 Equity Shares to Kirit Chimanlal Doshi, 4,135,384 Equity Shares to Viren Chimanlal Doshi (HUF), 1,849,096 Equity Shares to Hitesh Chimanlal Doshi (HUF), 1,600 Equity Shares to Suman Saini, 180,000 Equity Shares to Sangita Shah, 48,000 Equity Shares to Mayank Jayantilal Shah, 200,000 Equity Shares to Trusha Sameer Jhaveri, 1,600 Equity Shares to Jayshree Kirti Surti and Kirti G Surti, 100,000 Equity Shares to Manisha Pankaj Gardi, 1,600 Equity Shares to Chauhan Himanshu J, 3,840,000 Equity Shares to V T Telemetica, 442,000 Equity Shares to Tejas J Mehta and 100,000 Equity Shares to Samir Surendra Shah and Ila Samir Shah.	121,315,992	10	NA	NA	-

4. Our Company has not issued or allotted any Equity Shares pursuant to schemes of amalgamation approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 232 of the Companies Act, 2013.

5. Our Company shall ensure that all transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

6. Except as disclosed above in "-*Equity Share capital history of our Company*", our Company has not made any issuance of Equity Shares under the ESOP Scheme.

7. ***Shareholding Pattern of our Company***

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)							
								Class eg: Equity Shares	Class eg: Others	Total				Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	Promoter and Promoter Group	14	189,291,083	-	-	189,291,083	72.32	189,291,083	-	189,291,083	72.32	-	-	-	-	-	-	189,291,083
(B)	Public	2,673	72,447,829	-	-	72,447,829	27.68	72,447,829	-	72,447,829	27.68	-	-	-	-	4,465,000	1.71	66,207,829
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**2,687^**	**261,738,912**	**-**	**-**	**261,738,912**	**100.00**	**261,738,912**	**-**	**261,738,912**	**100.00**	**-**	**-**	**-**	**-**	**4,465,000**	**1.71**	**255,489,912**

^Certain Equity Shares of the Company are under joint holding and the number of shareholders is calculated based on the number of folios as reflected in the list of beneficial owners.

8. Details of issue of Equity Shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus are set forth in the table below:

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Names of the allottees*	Form of consideration	Reason of allotment
June 12, 2023	2,727,270	10	550	Allotment of 2,727,270 Equity Shares to Quest Portfolio Services Private Limited	Cash	Private placement
June 13, 2023	5,403,187	10	550	Allotment of 2,315,455 Equity Shares to Niveshaay Hedgehogs LLP, 890,000 Equity Shares to Caregrowth Comtrade Private Limited, 725,000 Equity Shares to Madhuri Madhusudhan Kela, 454,546 Equity Shares to Kenith Kiritkumar Shah, 327,273 Equity Shares to Secure Shanti Advisory LLP, 272,728 Equity Shares to S Four Capital, 145,455 Equity Shares to Jitendra K Shah and 90,910 Equity Shares each to Intensive Softshare Private Limited, Sandeep Kapadia and Vishwas Jain	Cash	Private placement
June 15, 2023	1,727,280	10	550	Allotment of 1,454,550 Equity Shares to Quest Portfolio Services Private Limited, 181,820 Equity Shares to Shubham Goldiee Masale Private Limited and 90,910 Equity Shares to Nirmala Gupta	Cash	Private placement
July 12, 2023	1,681,819	10	550	Allotment of 1,636,364 Equity Shares to Quest Portfolio Services Private Limited and 45,455 Equity Shares to Zylog Elastocomp LLP	Cash	Private placement
July 13, 2023	2,759,533	10	550	Allotment of 1,414,989 Equity Shares to Quest Portfolio Services Private Limited, 417,273 Equity Shares to Kiranben Girishkumar Chovatia, 297,727 Equity Shares to Cybage Software Private Limited, 181,818 Equity Shares each to Goldmedal Electricals Private Limited and Kuntal Shah, 90,909 Equity Shares to Aymara Holdings, 59,091 Equity Shares to Neo Star Infraprojects Private Limited, 52,273 Equity Shares to Rajeev Jain, 36,364 Equity Shares to Sudha Damani, 13,636 Equity Shares to Hitesh Kumar and 4,545 Equity Shares each to Ashit Jasvantrai Dagli HUF, Chirag Manoj Kothari and Dinesh Kumar	Cash	Private placement
July 17, 2023	2,786,366	10	550	Allotment of 909,091 Equity Shares to Value Quest Scale Fund, 727,273 Equity Shares to Ravindra Dharamshi, 545,455 Equity Shares to Rupali Dharamshi, 272,728 Equity Shares each to Harsha Dharamshi and Hina Dharamshi, 36,364 Equity Shares to Aparna Goenka, 18,182 Equity Shares to Urvi Piramal and 4,545 Equity Shares to Priyanka Gupta	Cash	Private placement
July 20, 2023	841,818	10	550	Allotment of 545,454 Equity Shares to Minosha India Limited, 145,454 Equity Shares to Alpna Enterprises, 72,728 Equity Shares to Kushal J Khandwala, 36,364 Equity Shares to Gopi Hiten Shah, 18,182 Equity Shares each to Duncan International India Limited and Sarjak Container Lines Private Limited and 5,454 Equity Shares to Ichraj Cottex Private Limited	Cash	Private placement
August 4, 2023	90,910	10	550	Allotment of 90,910 Equity Shares to SPL Packaging LLP	Cash	Private placement

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Names of the allottees*	Form of consideration	Reason of allotment
October 4, 2023	163,636	10	550	Allotment of 163,636 Equity Shares to Quest Portfolio Services Private Limited	Cash	Private placement
October 23, 2023	191,022	10	70	Allotment of 191,022 Equity Shares to 193 employees of the Company covered under the ESOP Scheme	Cash	Allotment pursuant to ESOP Scheme

** None of the allottees are members of our Promoter Group.*

9. ***Other details of Shareholding of our Company***

(a) As on the date of the filing of this Draft Red Herring Prospectus, our Company has 2,687 Shareholders, based on folios.

(b) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this Draft Red Herring Prospectus:

No.	Name of the Shareholder	No. of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)
1.	Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	57,324,331	21.90
2.	Pankaj Chimanlal Doshi	24,604,384	9.40
3.	Bindiya Kirit Doshi	19,816,212	7.57
4.	Nipa Viren Doshi	16,202,139	6.19
5.	Binita Hitesh Doshi	15,982,944	6.11
6.	Hitesh Chimanlal Doshi	14,104,082	5.39
7.	Viren Chimanlal Doshi	10,954,007	4.19
8.	Kirit Chimanlal Doshi	10,192,782	3.89
9.	Pankaj Chimanlal Doshi HUF	7,384,088	2.82
10.	Kalpraj Damji Dharamshi	6,700,000	2.56
11.	Viren Chimanlal Doshi HUF	6,573,908	2.51
12.	VT Telimatica	6,240,000	2.38
13.	Het Paresh Mehta	3,500,000	1.34
14.	Madhuri Madhusudan Kela	3,341,700	1.28
15.	Hemang Raichand Dharamshi	2,850,000	1.09
16.	Hitesh Chimanlal Doshi HUF	2,805,365	1.07
17.	Kiranben Girishbhai Chovatia	2,639,493	1.01
18.	Kirit Chimanlal Doshi HUF	2,616,641	1.00
	Total	**213,832,076****	**81.70**^

^ *Percentage has been subject to rounding adjustment.*

**The details of the number of Equity Shares held by the shareholders above excludes the Equity Shares jointly held by such shareholders, where such shareholders are the second holder.*

(c) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of 10 days prior to filing this Draft Red Herring Prospectus:

No.	Name of the Shareholder	No. of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)
1.	Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	57,324,331	21.90
2.	Pankaj Chimanlal Doshi	24,604,384	9.40
3.	Bindiya Kirit Doshi	19,816,212	7.57
4.	Nipa Viren Doshi	16,202,139	6.19
5.	Binita Hitesh Doshi	15,982,944	6.11
6.	Hitesh Chimanlal Doshi	14,104,082	5.39
7.	Viren Chimanlal Doshi	10,954,007	4.19
8.	Kirit Chimanlal Doshi	10,192,782	3.89
9.	Pankaj Chimanlal Doshi HUF	7,384,088	2.82
10.	Kalpraj Damji Dharamshi	6,700,000	2.56
11.	Viren Chimanlal Doshi HUF	6,573,908	2.51
12.	VT Telimatica	6,240,000	2.38
13.	Het Paresh Mehta	3,500,000	1.34
14.	Madhuri Madhusudan Kela	3,341,700	1.28
15.	Hemang Raichand Dharamshi	2,850,000	1.09
16.	Hitesh Chimanlal Doshi HUF	2,805,365	1.07
17.	Kiranben Girishbhai Chovatia	2,639,493	1.01
18.	Kirit Chimanlal Doshi HUF	2,616,641	1.00

No.	Name of the Shareholder	No. of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)
	Total	**213,832,076***	**81.70^**

^ *Percentage has been subject to rounding adjustment.*
**The details of the number of Equity Shares held by the shareholders above excludes the Equity Shares jointly held by such shareholders, where such shareholders are the second holder.*

(d) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of one year prior to filing this Draft Red Herring Prospectus:

No.	Name of the Shareholder	No. of Equity Shares held	Percentage of the Equity Share capital as on that date (%)
1.	Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	57,682,424	23.70
2.	Pankaj Chimanlal Doshi	24,604,384	10.11
3.	Bindiya Kirit Doshi	19,816,212	8.14
4.	Nipa Viren Doshi	16,202,139	6.66
5.	Binita Hitesh Doshi	15,982,944	6.57
6.	Hitesh Chimanlal Doshi	14,104,082	5.80
7.	Viren Chimanlal Doshi	10,954,007	4.50
8.	Quest Portfolio Services Private Limited	10,533,674	4.33
9.	Kirit Chimanlal Doshi	10,192,782	4.19
10.	Pankaj Chimanlal Doshi HUF	7,499,883	3.08
11.	Viren Chimanlal Doshi HUF	6,694,249	2.75
12.	VT Telematica	6,240,000	2.56
13.	Minosha India Limited	4,500,000	1.85
14.	Hitesh Chimanlal Doshi HUF	2,925,706	1.20
15.	Kirit Chimanlal Doshi HUF	2,732,437	1.12
	Total	**210,664,923***	**86.56^**

^ *Percentage has been subject to rounding adjustment.*
**The details of the number of Equity Shares held by the shareholders above excludes the Equity Shares jointly held by such shareholders, where such shareholders are the second holder.*

(e) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of two years prior to filing this Draft Red Herring Prospectus:

No.	Name of the Shareholder	No. of Equity Shares held	Percentage of the Equity Share capital as on that date (%)
1.	Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	57,826,867	29.33
2.	Pankaj Chimanlal Doshi	25,143,284	12.75
3.	Bindiya Kirit Doshi	19,768,112	10.03
4.	Binita Hitesh Doshi	15,647,944	7.94
5.	Neepa Viren Doshi	15,250,839	7.74
6.	Hitesh Chimanlal Doshi	14,104,082	7.15
7.	Viren Chimanlal Doshi	10,954,007	5.56
8.	Kirit Chimanlal Doshi	10,192,782	5.17
9.	Pankaj Chimanlal Doshi HUF	7,499,883	3.80
10.	Viren Chimanlal Doshi HUF	6,694,249	3.40
11.	V T Telematica	6,240,000	3.17
12.	Hitesh Chimanlal Doshi HUF	2,925,706	1.48
13.	Kirit Chimanlal Doshi HUF	2,732,437	1.39
	Total	**194,980,192***	**98.91^**

^ *Percentage has been subject to rounding adjustment.*
**The details of the number of Equity Shares held by the shareholders above excludes the Equity Shares jointly held by such shareholders, where such shareholders are the second holder.*

10. Except for issuance of Equity Shares pursuant to exercise of employee stock options that have been or may be granted pursuant to the ESOP Scheme and the Allotment of Equity Shares pursuant to the Offer, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as consideration for acquisitions or participation in such joint ventures or other arrangements.

11. Except for the employee stock options that have been granted pursuant to the ESOP Scheme, there are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Red Herring Prospectus.

12. Details of price at which Equity Shares were acquired in the last three years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the acquirer/shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share
Promoters				
1.	Hitesh Chimanlal Doshi	March 18, 2021	60,938	-*
2.	Viren Chimanlal Doshi	March 18, 2021	60,938	-*
3.	Pankaj Chimanlal Doshi	March 22, 2021	129,775	-*
		March 22, 2021	121,872	-*
		March 30, 2021	5,639,670	-*
Promoter Group				
1.	Nipa Viren Doshi	March 18, 2021	60,938	-*
		September 15, 2022	1,482,000	225.00
2.	Bindiya Kirit Doshi	March 18, 2021	60,938	-*
		August 2, 2022	4,000	250.00
		September 15, 2022	531,000	225.00
3.	Kirit Chimanlal Doshi	March 18, 2021	60,938	-*
4.	Binita Hitesh Doshi	March 18, 2021	60,938	-*
		September 15, 2022	869,000	225.00
5.	Sonal T Ramani	February 19, 2022	4,000	250.00
6.	Pujan Pankaj Doshi	September 15, 2022	726,700	225.00
Shareholders with nominee director rights or other rights				
Nil				
Other Selling Shareholders				
1.	Chandurkar Investment Private Limited	October 3, 2022	450,000	225.00

The above details have been certified by SGCO & Co LLP, Chartered Accountants by way of their certificate dated December 28, 2023.
** Transfer of Equity Shares by way of gift.*

13. ***Details of shareholding of our Promoters and members of the Promoter Group***

(a) As on the date of this Draft Red Herring Prospectus, our Promoters hold 106,986,804 Equity Shares, equivalent to 40.88% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below:

Sr. No.	Name of Promoter	Pre-Offer Equity Share capital		Post-Offer Equity Share capital	
		No. of Equity Shares	% of total Equity Share capital	No. of Equity Shares	% of total Equity Share capital
1.	Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)*	57,324,331	21.90	[●]	[●]
2.	Pankaj Chimanlal Doshi	24,604,384	9.40	[●]	[●]
3.	Hitesh Chimanlal Doshi	14,104,082	5.39	[●]	[●]
4.	Viren Chimanlal Doshi	10,954,007	4.19	[●]	[●]
Total		**106,986,804**	**40.88**	[●]	[●]

(b) Other than as disclosed below, no Equity Shares are held by the members of the Promoter Group (other than our Promoters) as on the date of filing of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Pre-Offer		Post-Offer	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
Promoter Group					
1.	Bindiya Kirit Doshi	19,816,212	7.57	[●]	[●]
2.	Nipa Viren Doshi	16,202,139	6.19	[●]	[●]
3.	Binita Hitesh Doshi	15,982,944	6.11	[●]	[●]
4.	Kirit Chimanlal Doshi	10,192,782	3.89	[●]	[●]
5.	Pankaj Chimanlal Doshi (HUF)	7,384,088	2.82	[●]	[●]
6.	Viren Chimanlal Doshi (HUF)	6,573,908	2.51	[●]	[●]
7.	Hitesh Chimanlal Doshi (HUF)	2,805,365	1.07	[●]	[●]
8.	Kirit Chimanlal Doshi (HUF)	2,616,641	1.00	[●]	[●]
9.	Pujan Pankaj Doshi	726,700	0.28	[●]	[●]
10.	Sonal T Ramani*	3,500	*Negligible*	[●]	[●]
	Total	**82,304,279**	**31.44**	[●]	[●]

* *Jointly held with Tarun B Ramani*

(c) All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.

(d) ***Build-up of the Promoters' shareholding in our Company***

The build-up of the equity shareholding of our Promoters since incorporation of our Company, is set forth in the table below:

Nature of transaction	Date of allotment/ transfer	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)*						
Transfer from Raunak Securities Private Limited	March 6, 2009	125,000	10	1	0.05	[●]
Transfer from Paras Corporation Services Private Limited		125,000	10	1	0.05	[●]
Transfer from Goyal Finance India Limited		90,000	10	1	0.03	[●]
Transfer from Mona Digital	March 10, 2009	640,000	10	0.92	0.24	[●]
Transfer from Mona E-Securities		210,000	10	0.48	0.08	[●]
Transfer from Mona E-Securities		175,000	10	1.63	0.07	[●]
Transfer from Sidh Housing Development Company Limited		150,000	10	1	0.06	[●]
Transfer from Kantilal Doshi	March 18, 2009	56,000	10	1	0.02	[●]
Transfer from Rekha Chimanlal Doshi		56,000	10	1	0.02	[●]
Transfer from Rishikant Upadhya		80,000	10	1	0.03	[●]
Transfer from Abhilasha Money	March 27, 2009	200,000	10	1	0.08	[●]

Nature of transaction	Date of allotment/ transfer	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Operations Private Limited						
Transfer from New Planet Trading Company Private Limited		400,000	10	1	0.15	[●]
Transfer from Binita Hitesh Doshi	October 10, 2009	1,000	10	10	*Negligible*	[●]
		3,000	10	10	*Negligible*	[●]
Transfer from Pankaj Chimanlal Doshi (HUF) (represented by its karta Pankaj Chimanlal Doshi)		8,000	10	10	*Negligible*	[●]
Transfer from Pankaj Chimanlal Doshi		17,500	10	10	0.01	[●]
Transfer from Nipa Viren Doshi		7,000	10	10	*Negligible*	[●]
Transfer from Virenkumar Chimanlal Doshi (HUF) (represented by its karta Virenkumar Chimanlal Doshi)	October 12, 2009	15,000	10	10	0.01	[●]
		3,500	10	10	*Negligible*	[●]
Transfer from Manor Steel Private Limited	November 13, 2009	100,000	10	1	0.04	[●]
Transfer from Waaree Infrastructure & Agritech Private Limited	March 13, 2010	984,930	10	1	0.38	[●]
Transfer to Divya Parekh	November 22, 2011	(1)	10	10	*Negligible*	[●]
Preferential allotment	December 16, 2011	29,000,000	10	10	11.08	[●]
Transfer to Jayesh D. Shah	December 17, 2011	(1)	10	10	*Negligible*	[●]
Transfer to Nipa Viren Doshi	September 29, 2014	(2,112,539)	10	10	(0.81)	[●]
Transfer to Chimanlal T. Doshi	September 30, 2014	(188,490)	10	5.75	(0.07)	[●]
Transfer to Binita Hitesh Doshi		(2,500,000)	10	10	(0.96)	[●]
Transfer to Hitesh Chimanlal Doshi		(5,370,796)	10	10	(2.05)	[●]
Transfer to Mayur Nagardas Hingu	October 16, 2014	(1,000)	10	30	*Negligible*	[●]
Transfer to Suman Saini		(1,000)	10	42	*Negligible*	[●]
Transfer to Himanshu J Chauhan		(1,000)	10	30	*Negligible*	[●]
Transfer to Mayank Jayantilal Shah		(1,000)	10	30	*Negligible*	[●]
Transfer to Mayank Jayantilal Shah	October 17, 2014	(29,000)	10	30	(0.01)	[●]
Transfer to Jayshree Kirti Surti	January 21, 2015	(1,000)	10	30	*Negligible*	[●]
Bonus issue in the ratio of eight Equity Shares for every five Equity Shares held	February 16, 2018	35,585,764	10	NA	13.60	[●]

Nature of transaction	Date of allotment/ transfer	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Transfer to Divyang Vasantlal Shah	September 13, 2022	(20,000)	10	250	(0.01)	[●]
Transfer to Meghna Apurve Teli		(40,000)	10	250	(0.02)	[●]
Transfer to Nilaben Hiralal Gandhi		(20,000)	10	250	(0.01)	[●]
Transfer to Pratik Bharat Shah		(40,000)	10	250	(0.02)	[●]
Transfer to Purvesh Mukeshkumar Shah		(10,000)	10	250	*Negligible*	[●]
Transfer to Divyang Vasantlal Shah	October 6, 2022	(2,222)	10	225	*Negligible*	[●]
Transfer to Meghna Apurve Teli		(4,444)	10	225	*Negligible*	[●]
Transfer to Nilaben Harilal Gandhi		(2,222)	10	225	*Negligible*	[●]
Transfer to Pratik Bharat Shah		(4,444)	10	225	*Negligible*	[●]
Transfer to Purvesh Mukeshkumar Shah		(1,111)	10	225	*Negligible*	[●]
Transfer to Abha Sidharth Bhansali	December 30, 2022	(2,222)	10	225	*Negligible*	[●]
Transfer to Anmol Suresh Shah		(888)	10	225	*Negligible*	[●]
Transfer to Bipin C Doshi		(22,222)	10	225	(0.01)	[●]
Transfer to Ranna Bipin Doshi		(22,222)	10	225	(0.01)	[●]
Transfer to Seema Pravin Jain		(2,222)	10	225	*Negligible*	[●]
Transfer to Ajit Kumar Manharlal Shah	February 3, 2023	(5,000)	10	225	*Negligible*	[●]
Transfer to Amisha Ronak Shah	June 21, 2023	(4,545)	10	550	*Negligible*	[●]
Transfer to Vivek Jain	July 19, 2023	(36,363)	10	550	(0.01)	[●]
Transfer to Meera A Doshi		(1,500)	10	550	*Negligible*	[●]
Transfer to Vivek Harbhajanka		(9,090)	10	550	*Negligible*	[●]
Transfer to Rakesh Ratanchandra Bothra		(4,500)	10	550	*Negligible*	[●]
Transfer to Shreyans R Vora HUF		(4,545)	10	550	*Negligible*	[●]
Transfer to Jayesh Kantilal Shah		(4,545)	10	550	*Negligible*	[●]
Transfer to Mansukh N Sheth HUF		(6,500)	10	550	*Negligible*	[●]
Transfer to Sudhir Vinaychand Shah	July 27, 2023	(9,090)	10	550	*Negligible*	[●]
Transfer to Anurag Jain		(9,074)	10	550	*Negligible*	[●]
Transfer to Meera A Doshi		(318)	10	550	*Negligible*	[●]
Transfer to Samir M Sheth HUF		(2,000)	10	550	*Negligible*	[●]
Transfer to Devansh Joshi	July 28, 2023	(4,545)	10	550	*Negligible*	[●]
Transfer to Mehta Finstock Private Limited		(4,545)	10	550	*Negligible*	[●]

Nature of transaction	Date of allotment/ transfer	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Transfer to Sanjana Chitrang Motiwala		(4,545)	10	550	*Negligible*	[●]
Transfer to Vaishali Chandak		(1,800)	10	550	*Negligible*	[●]
Transfer to Abha Siddharth Bhansali		(4,545)	10	550	*Negligible*	[●]
Transfer to Charulata Sharad Ranade		(9,074)	10	551	*Negligible*	[●]
Transfer to Manju Rajesh Yagnik	August 2, 2023	(159,450)	10	550	(0.06)	[●]
Transfer to Hiralal B Jain HUF		(2,727)	10	550	*Negligible*	[●]
Transfer to Manoj Maganlal Mehta		(18,181)	10	550	(0.01)	[●]
Transfer to Pankaj Arjun Lodha	August 4, 2023	(1,818)	10	550	*Negligible*	[●]
Transfer to Charulata Sharad Ranade	August 11, 2023	(17)	10	550	*Negligible*	[●]
Total		**57,324,331**			**21.90**	[●]
			Hitesh Chimanlal Doshi			
Preferential allotment	October 15, 2008	6,233	100	100	0.02	[●]
Our Company had, pursuant to a Shareholders' resolution dated October 31, 2008, sub-divided its equity share capital by sub-dividing the face value of the equity shares from ₹100 to ₹10 per equity share. Accordingly, the 6,233 equity shares of ₹100 each of the Company held by Hitesh Chimanlal Doshi were sub-divided into 62,330 equity shares of ₹10 each of the Company.						
Preferential allotment	March 18, 2009	332,500	10	10	0.13	[●]
Transfer to Bhadresh Trading Corporation	March 30, 2009	(10)	10	10	*Negligible*	[●]
Transfer to Infines IT Services		(10)	10	10	*Negligible*	[●]
Transfer to Manorama Shirvadkar		(10)	10	10	*Negligible*	[●]
Transfer to Kumudini Shashikant Pathare		(10)	10	10	*Negligible*	[●]
Transfer to Rohit Shah		(10)	10	10	*Negligible*	[●]
Preferential allotment	July 24, 2009	36,000	10	10	0.01	[●]
Transfer to Waaree Infrastructure & Agritech Private Limited	October 10, 2009	(62,330)	10	10	(0.02)	[●]
		(332,450)	10	10	(0.13)	[●]
		(36,000)	10	10	(0.01)	[●]
Transfer from Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)*	September 30, 2014	5,370,796	10	10	2.05	[●]
Bonus issue in the ratio of eight Equity Shares for every five Equity Shares held	February 16, 2018	8,593,273	10	NA	3.28	[●]
Transfer from Hitesh Chimanlal Doshi (HUF)	October 19, 2019	79,075	10	40	0.03	[●]
Transfer (gift) from Rasilaben Chimanlal Doshi	March 18, 2021	60,938	10	-	0.02	[●]

Nature of transaction	Date of allotment/ transfer	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Total		**14,104,082**			**5.39**	[●]
Viren Chimanlal Doshi						
Preferential allotment	October 15, 2008	7,500	100	100	0.03	[●]
Our Company had, pursuant to a Shareholders' resolution dated October 31, 2008, sub-divided its equity share capital by sub-dividing the face value of the Equity Shares from ₹100 to ₹10 per equity share. Accordingly, the 7,500 equity shares of ₹100 each of the Company held by Virenkumar Chimanlal Doshi were sub-divided into 75,000 equity shares of ₹10 each of the Company.						
Transfer to Virenkumar Chimanlal Doshi (HUF)	December 15, 2008	(15,000)	10	10	(0.01)	[●]
Preferential allotment	March 18, 2009	1,500	10	10	*Negligible*	[●]
Preferential allotment	July 24, 2009	3,000	10	10	*Negligible*	[●]
Transfer to Waaree Infrastructure & Agritech Private Limited	October 12, 2009	(60,000)	10	10	(0.02)	[●]
		(1,500)	10	10	*Negligible*	[●]
		(3,000)	10	10	*Negligible*	[●]
Transfer from Waaree Instruments Limited	September 6, 2010	120,000	10	5.75	0.05	[●]
Preferential allotment	January 24, 2011	690,800	10	10	0.26	[●]
Transfer from Patan Solar Private Limited	December 17, 2011	1,286,554	10	10	0.49	[●]
Transfer from Patan Solar Private Limited	December 11, 2014	2,004,786	10	1	0.77	[●]
Transfer from Divya Parekh	August 22, 2016	1	10	10	*Negligible*	[●]
Transfer from Jayesh D. Shah		1	10	10	*Negligible*	[●]
Transfer from Bhartiben Shah		75,000	10	11	0.03	[●]
Transfer from Bhartiben Shah	November 21, 2017	12,500	10	10	*Negligible*	[●]
Bonus issue in the ratio of eight Equity Shares for every five Equity Shares held	February 16, 2018	6,703,427	10	NA	2.56	[●]
Transfer (gift) from Rasilaben Chimanlal Doshi	March 18, 2021	60,938	10	-	0.02	[●]
Total		**10,954,007**			**4.19**	[●]
Pankaj Chimanlal Doshi						
Transfer from Waaree Instruments Limited	September 6, 2010	300,000	10	5.75	0.11	[●]
Preferential allotment	January 24, 2011	76,080	10	10	0.03	[●]
Transfer (gift) from Rasilaben Chimanlal Doshi	February 23, 2015	2,540,118	10	-	0.97	[●]
Bonus issue in the ratio of eight Equity Shares for every five Equity Shares held	February 16, 2018	4,665,916	10	NA	1.78	[●]
Transmission from Bina Pankaj Doshi	October 8, 2020	11,669,853	10	-	4.46	[●]

Nature of transaction	Date of allotment/ transfer	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Transfer (gift) from Rasilaben Chimanlal Doshi	March 22, 2021	121,872	10	-	0.05	[•]
Transfer (gift) from Rushabh Doshi	March 22, 2021	129,775	10	-	0.05	[•]
Transfer (gift) from Pujan Pankaj Doshi	March 30, 2021	5,639,670	10	-	2.15	[•]
Transfer to Sanjiv Kumar Jain	February 18, 2022	(40,000)	10	250	(0.02)	[•]
Transfer to Vandana Rajesh Shah		(10,000)	10	250	*Negligible*	[•]
Transfer to Amit N Shah	February 19, 2022	(10,000)	10	250	*Negligible*	[•]
Transfer to Lakshit Bansal		(100,000)	10	250	(0.04)	[•]
Transfer to Sonam Akash Shah		(3,600)	10	250	*Negligible*	[•]
Transfer to Satish Rameshbhai Gediya		(10,000)	10	250	*Negligible*	[•]
Transfer to Prashant Arvind Karulkar		(10,000)	10	250	*Negligible*	[•]
Transfer to Parul Krishna Rana		(10,000)	10	250	*Negligible*	[•]
Transfer to Bharat Ratilal Mehta		(20,000)	10	250	(0.01)	[•]
Transfer to Toral Rishabh Bagadia	February 21, 2022	(48,000)	10	250	(0.02)	[•]
Transfer to Hemal Sureshbhai Gandhi		(44,000)	10	250	(0.02)	[•]
Transfer to Mittal Sureshbhai Gandhi		(44,000)	10	250	(0.02)	[•]
Transfer to Ketan Keshavji Shah		(30,000)	10	250	(0.01)	[•]
Transfer to Ramesh Keshavji Shah		(30,000)	10	250	(0.01)	[•]
Transfer to Ranjit Kantilal Jain		(20,000)	10	250	(0.01)	[•]
Transfer to Siddharth K. Jain		(20,000)	10	250	(0.01)	[•]
Transfer to Reshma Rajesh Shah		(12,600)	10	250	*Negligible*	[•]
Transfer to Bharat Chandanmal Jain		(10,700)	10	250	*Negligible*	[•]
Transfer to Rajesh Bhansali		(10,000)	10	250	*Negligible*	[•]
Transfer to Shrejus Shrenik Kothari		(10,000)	10	250	*Negligible*	[•]
Transfer to Jayesh Vasantlal Shah		(8,000)	10	250	*Negligible*	[•]
Transfer to Sonal Hemant Shah		(8,000)	10	250	*Negligible*	[•]
Transfer to Pravinchandra Mohanlal Doshi		(6,000)	10	250	*Negligible*	[•]
Transfer to Sunil Nandkishore Rathi		(6,000)	10	250	*Negligible*	[•]
Transfer to Sushila Pravinchandra Doshi		(6,000)	10	250	*Negligible*	[•]
Transfer to Meena Bajaj	May 25, 2022	(6,000)	10	250	*Negligible*	[•]

Nature of transaction	Date of allotment/ transfer	No. of equity shares	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Transfer to Shrenik Kumar Bajaj		(6,000)	10	250	*Negligible*	[●]
Total		**24,604,384**			**9.40**	**[●]**

The details of build-up of the equity shareholding of our Promoters have been determined on the basis of the minutes of the meetings of the board, the register of members maintained by our Company, demat transfer statements, depository instruction slips and bank account statements. Also see, "Risk Factors- Legal and Regulatory Risk - Some of our corporate records relating to changes in the share capital of our Company, allotments made by our Company, and transfers and acquisitions of Equity Shares made by our Promoters, are not traceable" on page 58.

(e) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment/acquisition of such Equity Shares. Further, none of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered, as on the date of this Draft Red Herring Prospectus.

(f) Except as disclosed below and in "- *Details of shareholding of our Promoters and members of the Promoter Group- Build-up of the Promoters' shareholding in our Company"* on page 111, our Promoters, our Promoter Group, our Directors or their relatives or directors of our corporate Promoter have not purchased, acquired, gifted or sold any securities of our Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus:

Date of allotment/ transfer	Promoter/ Promoter Group/ Director/ relative of Director/ director of corporate Promoter	No. of Equity Shares	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transaction
Pankaj Chimanlal Doshi HUF						
August 21, 2023	Promoter Group	(37,840)	10	550	Cash	Transfer of 11,250 Equity Shares to Daksha Mukesh Shah, 9,090 Equity Shares to Manoj Maganlal Mehta, 9,000 Equity Shares to Ruchit Kumarpal Shah, 3,500 Equity Shares to Rushabh Bharatbhai Bagadia and 2,500 Equity Shares each to Charuben Kishorkumar Shah and Meghna Apurve Teli by Pankaj Chimanlal Doshi HUF
August 22, 2023		(13,250)	10	550	Cash	Transfer of 12,500 Equity Shares to Jashmi Dhimal Shah and 750 Equity Shares to Urvish Mahendra Shah by Pankaj Chimanlal Doshi HUF
September 25, 2023		(26,000)	10	550	Cash	Transfer of 25,000 Equity Shares to Sujit Cherian and 1,000 Equity Shares to R K Thar HUF by Pankaj Chimanlal Doshi HUF

Date of allotment/ transfer	Promoter/ Promoter Group/ Director/ relative of Director/ director of corporate Promoter	No. of Equity Shares	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transaction
September 29, 2023		(2,500)	10	550	Cash	Transfer of 2,500 Equity Shares to D M Jheveri HUF by Pankaj Chimanlal Doshi HUF
October 3, 2023		(25,000)	10	550	Cash	Transfer of 25,000 Equity Shares to Harjinder Singh Sarna by Pankaj Chimanlal Doshi HUF
October 17, 2023		(10,750)	10	550	Cash	Transfer of 9,000 Equity Shares to Yog Divakar and Sons and 1,750 Equity Shares to Bhavya Rajni Mehta by Pankaj Chimanlal Doshi HUF
October 27, 2023		(455)	10	550	Cash	Transfer of 455 Equity Shares to Abha Siddharth Bansali by Pankaj Chimanlal Doshi HUF
Viren Chimanlal Doshi HUF						
August 22, 2023	Promoter Group	(33,341)	10	550	Cash	Transfer of 11,250 Equity Shares to Daksha Mukesh Shah, 9,091 Equity Shares to Manoj Maganlal Mehta, 8,000 Equity Shares to Jayana Munjal Shah and 2,500 Equity Shares each to Charuben Kishorkumar Shah and Meghna Apurve Teli by Viren Chimanlal Doshi HUF
August 25, 2023		(17,750)	10	550	Cash	Transfer of 12,500 Equity Shares to Jashmi Dhimal Sanghvi, 4,500 Equity Shares to Rushabh Bharatbhai Bagadia and 750 Equity Shares to Urvish Shah by Viren Chimanlal Doshi HUF
September 26, 2023		(25,000)	10	550	Cash	Transfer of 25,000 Equity Shares to Sujit Cherian by Viren Chimanlal Doshi HUF
October 16, 2023		(27,500)	10	550	Cash	Transfer of 25,000 Equity Shares to Harjinder Singh Sarna and 2,500 Equity Shares to Cosmos Twisters Private Limited by Viren Chimanlal Doshi HUF
October 27, 2023		(11,205)	10	550	Cash	Transfer of 9,000 Equity Shares to Yog Divakar & Sons, 1,750 Equity Shares to Bhavya Rajni

Date of allotment/ transfer	Promoter/ Promoter Group/ Director/ relative of Director/ director of corporate Promoter	No. of Equity Shares	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transaction
						Mehta and 455 Equity Shares to Abha Siddharth Bhansal by Viren Chimanlal Doshi HUF
November 7, 2023		(4,545)	10	550	Cash	Transfer of 4,545 Equity Shares to Omkar Vishwas Pathak by Viren Chimanlal Doshi HUF
November 9, 2023		(1,000)	10	550	Cash	Transfer of 1,000 Equity Shares to R K Thar HUF by Viren Chimanlal Doshi HUF
Hitesh Chimanlal Doshi HUF						
August 22, 2023	Promoter Group	(51,091)	10	550	Cash	Transfer of 11,250 Equity Shares to Daksha Mukesh Shah, 12,500 Equity Shares each to Jashmi Dhimal Sanghvi and Rishabh Bharatbhai Bagadia, 9,091 Equity Shares to Manoj Maganlal Mehta, 2,500 Equity Shares each to Charuben Kishorkumar Shah and Daksha Mukesh Shah and 750 Equity Shares to Urvish Shah by Hitesh Chimanlal Doshi HUF
September 28, 2023		(25,000)	10	550	Cash	Transfer of 25,000 Equity Shares to Sujit Cherian by Hitesh Chimanlal Doshi HUF
October 16, 2023		(25,000)	10	550	Cash	Transfer of 25,000 Equity Shares to Harjinder Singh Sarna by Hitesh Chimanlal Doshi HUF
October 18, 2023		(13,705)	10	550	Cash	Transfer of 9,000 Equity Shares to Yog Divakar & Sons, 2,500 Equity Shares to Cosmos Twisters Private Limited, 1,750 Equity Shares to Bhavya Rajni Mehta and 455 Equity Shares to Abha Siddharth Bhansali by Hitesh Chimanlal Doshi HUF
November 9, 2023		(5,545)	10	550	Cash	Transfer of 4,545 Equity Shares to Omkar Vishwas Pathak and 1,000 Equity Shares to R K Thar HUF by Hitesh Chimanlal Doshi HUF

Date of allotment/ transfer	Promoter/ Promoter Group/ Director/ relative of Director/ director of corporate Promoter	No. of Equity Shares	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transaction
Kirit Chimanlal Doshi HUF						
August 21, 2023	Promoter Group	(25,341)	10	550	Cash	Transfer of 11,250 Equity Shares to Daksha Mukesh Shah, 9,091 Equity Shares to Manoj Maganlal Mehta and 2,500 Equity Shares each to Charuben Kishorkumar Shah and Meghna Apurve Teli by Kirit Chimanlal Doshi HUF
August 25, 2023		(13,250)	10	550	Cash	Transfer of 12,500 Equity Shares to Jashmi Dhimal Sanghvi and 750 Equity Shares to Urvish Shah by Kirit Chimanlal Doshi HUF
October 6, 2023		(38,500)	10	550	Cash	Transfer of 25,000 Equity Shares to Sujit Cherian, 12,500 Equity Shares to Pintuben Sanjiv Shah and 1,000 Equity Shares to R K Thar HUF by Kirit Chimanlal Doshi HUF
October 12, 2023		(25,000)	10	550	Cash	Transfer of 25,000 Equity Shares to Harjinder Singh Sarna by Kirit Chimanlal Doshi HUF
October 19, 2023		(11,500)	10	550	Cash	Transfer of 9,000 Equity Shares to Yog Divakar & Sons and 2,500 Equity Shares to Cosmos Twisters Private Limited by Kirit Chimanlal Doshi HUF
October 23, 2023		(2,205)	10	550	Cash	Transfer of 1,750 Equity Shares to Bhavya Rajni Mehta and 455 Equity Shares to Abha Siddharth Bhansali by Kirit Chimanlal Doshi HUF
Sonal T Ramani						
July 10, 2023	Promoter Group	(500)	10	580	Cash	Transfer of 500 Equity Shares to Ranjan Kr Dugar by Sonal T Ramani

(g) There have been no financing arrangements whereby our Promoters, members of the Promoter Group, directors of our corporate Promoter, our Directors or their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

14. ***Details of Promoters' contribution and lock-in for three years***

(a) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters, except for the Equity Shares offered pursuant to the Offer for Sale, shall be locked in for a period of three years as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and the Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked-in for a period of one year from the date of Allotment.

(b) Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of the Promoter	Date of allotment/ transfer of the Equity Shares	Nature of transaction	No. of Equity Shares**	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of the pre-Offer paid-up capital (%)	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total						[●]	[●]	[●]	[●]

*** All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.*

For details on the build-up of the Equity Share capital held by our Promoters, see "*Build-up of the Promoters' shareholding in our Company*" on page 111.

(c) Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

(d) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(i) The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of equity shares against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

(ii) The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm; and

(iv) The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge.

15. ***Details of Equity Shares locked-in for one year***

In addition to the Promoters' Contribution which will be locked in for three years, as specified above, the pre-Offer Equity Share capital of our Company held by the Promoters, excluding the Promoters'

Contribution, will be locked-in for a period of one year from the date of Allotment ("**Promoters' One Year Lock-in**"), in accordance with Regulation 16(1)(b) of the SEBI ICDR Regulations.

16. ***Details of Equity Shares locked- in for six months***

The entire pre-Offer Equity Share capital of our Company, excluding the Promoters' Contribution and the Promoters' One Year Lock-in, will be locked-in for a period of six months from the date of Allotment, including any unsubscribed portion of the Offer for Sale by the Other Selling Shareholders, in accordance with Regulations 17 of the SEBI ICDR Regulations, except for the (i) Equity Shares which may be Allotted to the employees (or such other persons as permitted by the SEBI SBEB Regulations and the ESOP Scheme) under the ESOP Scheme pursuant to exercise of options held by such eligible employees, whether current employees or not, in accordance with the ESOP Scheme; and (ii) Equity Shares Allotted pursuant to the Offer.

17. ***Lock-in of Equity Shares Allotted to Anchor Investors***

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in the following manner: there shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment.

18. ***Recording on non-transferability of Equity Shares locked-in***

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

19. ***Other requirements in respect of lock-in***

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, NBFC-SI or a deposit accepting housing finance company, subject to the following:

(a) With respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

(b) With respect to the Equity Shares locked-in as Promoters' Contribution for three years from the date of Allotment, the loan must have been granted to our Company or our Subsidiaries for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in with the transferee and compliance with the provisions of the Takeover Regulations.

20. **Employee Stock Option Scheme**

Our Company has formulated an employee stock option scheme namely the Waaree Energies Limited – Employee Stock Option Plan 2021 ("**ESOP Scheme**") pursuant to a resolution passed by the Board on August 30, 2021 and the Shareholders on September 1, 2021, with a maximum options pool of 10,000,000 options. Each option, when exercised, would be converted into one Equity Share of our Company, in accordance with the terms and conditions as may be decided under the ESOP Scheme. Further, the ESOP Scheme contemplates a statutory minimum vesting period of one year to maximum of 10 years from the date of grant of options.

The primary objective of the ESOP Scheme is to reward key employees for their association, dedication and contribution to the goals of the Company. The ESOP Scheme is in compliance with the SEBI SBEB Regulations with the Nomination and Remuneration Committee administering the ESOP Scheme.

Pursuant to a resolution of our Board on March 30, 2022 and of our Shareholders on March 31, 2022, the ESOP Scheme has been amended to increase the maximum number of options that may be granted to any employee, in Fiscal 2023 and in aggregate, from 97,000 options to 1,500,000 options. Further, pursuant to a resolution of our Board on June 16, 2023 and of our Shareholders on July 11, 2023, the ESOP Scheme has been amended to permit exercise of options by employees, during the continuation of employment/service, prior to listing of equity shares of our Company. Subsequently, pursuant to a resolution of our Board on October 28, 2023 and of our Shareholders on November 30, 2023, the ESOP Scheme has been amended to increase the maximum vesting period from five years to 10 years from the date of grant of options. As on the date of this Draft Red Herring Prospectus, 3,211,737 options have been granted pursuant to the ESOP Scheme.

Particulars	Fiscal 2022	Fiscal 2023	For the three month period ended June 30, 2023	For the period from July 1, 2023 to the date of this Draft Red Herring Prospectus
Total options outstanding as at the beginning of the period	Nil	Nil	2,783,780	2,755,964
Total options granted	Nil	3,144,567	17,170	50,000
Exercise price of options (as on the date of grant of options)	Nil	₹ 10 each for 989,583 options and ₹ 70 for 2,154,984 options	₹154	₹154
Options forfeited/ lapsed/cancelled (net of re-instated options)	Nil	360,787	44,986 (84,866 lapsed and 39,880 re-instated)	54,747 (55,036 lapsed and 289 re-instated)
No. of options exercised	Nil	Nil	Nil	191,022
Variation in terms of options	Nil	Nil	Nil	Nil
Money realised by exercise of options	NA	Nil	Nil	13,371,540
Total no. of options outstanding in force	Nil	2,783,780	2,755,964	2,560,195
Total number of options vested (excluding options that have been exercised)	Nil	1,395,196	1,408,391	1,214,568
Options exercised (since implementation of the ESOP Scheme)	191,022			
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)	2,751,217			
Employee wise details of options granted to:				
(i) Key managerial personnel	Nil	**Name of key managerial personnel** **Total no. of options granted**	Nil	Nil

<table>
<tr><th>Particulars</th><th>Fiscal 2022</th><th>Fiscal 2023</th><th>For the three month period ended June 30, 2023</th><th>For the period from July 1, 2023 to the date of this Draft Red Herring Prospectus</th></tr>
<tr><td></td><td></td><td><table><tr><td>Hitesh Mehta</td><td>1,444,443</td></tr></table></td><td></td><td></td></tr>
<tr><td>(ii) Senior management</td><td>Nil</td><td><table><tr><th>Name of senior management</th><th>Total no. of options granted</th></tr><tr><td>Sunil Rathi</td><td>218,753</td></tr><tr><td>Jignesh Rathod</td><td>219,727</td></tr><tr><td>Abhishek Pareek</td><td>61,140</td></tr><tr><td>Manoj Patil</td><td>16,390</td></tr></table></td><td>Nil</td><td><table><tr><th>Name of senior management</th><th>Total no. of options granted</th></tr><tr><td>Pankaj Vassal</td><td>50,000</td></tr></table></td></tr>
<tr><td>(iii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>(iv) Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td colspan="4">Nil</td></tr>
<tr><td>Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with IND AS 33 ‘Earnings Per Share’</td><td colspan="4"><table><tr><td>Fiscal 2021</td><td>2.36</td></tr><tr><td>Fiscal 2022</td><td>3.84</td></tr><tr><td>Fiscal 2023</td><td>21.57</td></tr><tr><td>Three months ended June 30, 2023</td><td>13.64</td></tr></table></td></tr>
<tr><td>Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the</td><td colspan="4">NA</td></tr>
</table>

Particulars	Fiscal 2022	Fiscal 2023	For the three month period ended June 30, 2023	For the period from July 1, 2023 to the date of this Draft Red Herring Prospectus
earnings per share of the Company				
Method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option	Nil	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are: 1. The expected volatility used for valuation is 24.96% p. a. for options with Four year vesting period. 2. Dividend Yield is assumed to be 0% 3. The risk free interest rate range used for the calculation is 5.41% p.a to 7.48% p.a, 5.85% p.a to 7.56% p.a, 6.20% p.a to 7.57% p.a, and 6.48% p.a to 7.58% p.a for the 1st ,2nd ,3rd and 4th year, respectively.	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are: 1. The expected volatility used for valuation is 24.96% p. a. for options with Four year vesting period. 2. Dividend Yield is assumed to be 0% 3. The risk free interest rate range used for the calculation is 7.48% p. a., 7.56% p. a., 7.57% p. a., 7.58% p. a. for the 1st, 2nd, 3rd and 4th year respectively.	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are: 1. The expected volatility used for valuation is 24.96% p. a. for options with Four year vesting period. 2. Dividend Yield is assumed to be 0% 3. The risk free interest rate range used for the calculation is 7.48% p. a., 7.56% p. a., 7.57% p. a., 7.58% p. a. for the 1st, 2nd, 3rd and 4th year respectively.
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 had been followed, in respect of options granted in the last three years	NA			
Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity	Our Key Managerial Personnel, Senior Management and Whole-time Directors may sell the Equity Shares allotted to them under the ESOP Scheme within three months after listing of Equity Shares pursuant to the Offer.			

Particulars	Fiscal 2022	Fiscal 2023	For the three month period ended June 30, 2023	For the period from July 1, 2023 to the date of this Draft Red Herring Prospectus
Shares pursuant to the Offer				
Intention to sell Equity Shares arising out of the ESOP scheme or allotted under an ESOP scheme within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of the ESOP scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	NA			

21. Our Company, the Directors and the BRLMs have no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

22. All Equity Shares issued pursuant to the Offer shall be fully paid up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus**.**

23. Except as disclosed in *"Our Management"* on page 264, none of our Directors, KMPs or Senior Management hold any Equity Shares in our Company.

24. Except as disclosed below, none of the directors of our corporate Promoter hold any Equity Shares in our Company:

S. No.	Name of the Director	Pre-Offer		Post-Offer	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
1.	Pankaj Chimanlal Doshi	24,604,384	9.40	[●]	[●]
Total		**24,604,384**	**9.40**	**[●]**	**[●]**

25. Except as disclosed below, as on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company.

S. No.	Name of the BRLM / associate	No. of Equity Shares	Percentage of total Shareholding (%)
1.	Intensive Softshare Private Limited	540,910	0.21

The BRLMs and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

26. Except to the extent of sale of the respective portion of Offered Shares in the Offer for Sale by the Promoter Selling Shareholder, none of our Promoters and members of our Promoter Group will participate in the Offer.

27. Except for the allotment of Equity Shares upon any exercise of options vested pursuant to the ESOP Scheme, and/or the Fresh Issue, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares are listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue by our Company and the Offer for Sale by the Selling Shareholders.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency, including any bank or finance institutions.

The Offer for Sale

Each of the Selling Shareholders will be entitled to its respective portion of the proceeds of the Offer for Sale, after deducting its respective portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale. All expenses in relation to the Offer other than the listing fees (which shall be borne by our Company) shall be shared among our Company and the Selling Shareholders on a *pro rata* basis, in proportion to the Equity Shares Allotted by our Company in the Fresh Issue and the respective portion of the Offered Shares sold by each Selling Shareholder in the Offer for Sale, in accordance with applicable law. The table below sets forth certain details in relation to the Selling Shareholders and their respective Offered Shares:

Sr. No.	Name of Selling Shareholder	Number of Offered Shares
1.	Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	Up to 2,700,000
2.	Chandurkar Investment Private Limited	Up to 450,000
3.	Samir Surendra Shah	Up to 50,000
Total		**Up to 3,200,000**

Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, or at the time the Offer is withdrawn or not completed for any reason whatsoever, each Selling Shareholder shall jointly and severally reimburse our Company for any expenses in relation to the Offer, other than the listing fees, paid by our Company on behalf of the respective Selling Shareholder, on a pro rata basis in proportion to the extent of the amount proposed to be raised by the Company through the Fresh Issue and the amount corresponding to the extent of participation of each Selling Shareholder in the Offer for Sale.

The Objects of the Fresh Issue

The net proceeds of the Fresh Issue, i.e., gross proceeds of the Fresh Issue less the offer expenses apportioned to our Company in relation to the Fresh Issue ("**Net Proceeds**") are proposed to be utilised in the following manner:

1. Part finance the cost of establishing the 6GW of Ingot Wafer, Solar Cell and Solar PV Module manufacturing facility in Odisha, India ("**Project**").

2. General corporate purposes.

(collectively, referred to herein as "**Objects**")

In the event, the Net Proceeds are unutilised for (i) financing the cost of setting up of the Project; and (ii) general corporate purposes, such unutilised Net Proceeds shall not be directly or indirectly routed to the Promoters, Promoter Group, Group Companies or associates.

In addition to the aforementioned Objects, our Company will receive the benefits of listing of its Equity Shares on the Stock Exchanges.

The main objects and the objects incidental and ancillary to the main objects of the MoA enables our Company, (i) to undertake our existing business activities; (ii) to undertake activities for which funds are being raised by us through the Fresh Issue; and (iii) the funds earmarked towards general corporate purposes shall be used. Further, the main objects and the objects incidental and ancillary to the main objects of the memorandum of association of the Project Company (as defined below) enables it to undertake activities in relation to the Project.

Net Proceeds

The details of the proceeds from the Fresh Issue are provided in the following table:

Particulars	Estimated amount (in ₹ million)
Gross proceeds from the Fresh Issue#	30,000*
(less) Offer related expenses to be borne by the Company in relation to the Fresh Issue**#	**[●]**
Net Proceeds	**[●]**

**Subject to full subscription of the Fresh Issue component*
***For further details, see "– Offer related expenses" on page 135.*
#To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Requirement of funds and utilisation of Net Proceeds

Deployment of funds

The proposed deployment of the of funds towards the Proposed Project is as follows:

Particulars	Total estimated amount/ expenditure (A)	Total amount spent on the Objects as of November 30, 2023 (B)(2)	Balance amount to be incurred (C=A-B)	Estimated utilisation from Net Proceeds	Year wise break-up of the expenditure of the Net Proceeds		
					Fiscal 2024	Fiscal 2025	Fiscal 2026
Cost of proposed Project	90,499.59	1,385.80	89,113.79	25,000.00	0.00	20,000.00	5,000.00
General corporate purposes(1)	[●]	-	[●]	[●]	[●]	[●]	[●]
Total (1)	**[●]**	**1,385.80**	**[●]**	**[●]**	**0.00**	**20,000.00**	**5,000.00**

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

(2) The sources of funds for the amount deployed towards establishing the Project as on November 30, 2023 were the internal accruals of the Company. In accordance with clause 9(F)(1) under Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor certifying the details of the sources of funds and deployment of those funds on the Project, the Company has obtained the requisite limited assurance certificate from S R B C & CO LLP dated December 28, 2023.

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

(in ₹ million)

Particulars	Total estimated amount/ expenditure	Total amount spent on the Objects as of November 30, 2023(2)	Balance amount to be spent	Estimated utilisation from Net Proceeds (1)
Establishing the Project	90,499.59	1,385.80	89,113.79	25,000.00
General corporate purposes (1)	[●]	-	-	[●]
Total	[●]	**1,385.80**	**89,113.79**	[●]

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

(2) The sources of funds for the amount deployed towards establishing the Project as on November 30, 2023 were the internal accruals of the Company. In accordance with clause 9(F)(1) under Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor certifying the details of the sources of funds and deployment of those funds on the Project, the Company has obtained the requisite limited assurance certificate from S R B C & CO LLP dated December 28, 2023.

In the event the Net Proceeds are not completely utilised for the Objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) delay in procuring and operationalizing assets or necessary licenses and approvals; (iii) timely completion of the Offer; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Further, capital expenditure towards the stated Objects may also be accelerated, due to early completion of various activities mentioned in this section.

We may also have to revise our funding requirements and deployment of the Net Proceeds from time to time on account of various factors, such as financial and market conditions, business and strategy and other external factors, which may not be within the control of our management. This may entail changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. The deployment of funds indicated above is based on management estimates, current circumstances of our business and prevailing market conditions, which are subject to change. Further, the deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. See "*Risk Factors - Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control. While our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale*" on page 59.

Subject to applicable laws, in the event of any increase in the actual requirement of funds earmarked for the purposes set forth above, such additional fund requirement will be met by way of means available to us, including from debt and internal accruals.

Means of finance

Apart from the amounts already incurred towards the Project, the balance amount to be spent on the Project shall be financed in the manner set forth below:

Sr. No.	Particulars	Amount (in ₹ million)
1.	From the Net Proceeds	25,000.00
2.	From existing identifiable internal accruals	8,937.58
3.	From Project Loan	55,176.21
	Total	**89,113.79**

In accordance with Regulation 7(1)(e) of the SEBI ICDR Regulations, we have made firm arrangements through verifiable means of towards of 75% of the stated means of finance for the Project, excluding the Net Proceeds allocated towards the Project and through existing identifiable internal accruals. Our Company's wholly owned subsidiary Sangam Solar One Private Limited ("**Project Company**"), in which the Project will be housed, has entered into a borrowing arrangement with State Bank of India ("**SBI**") for availing a loan of an amount aggregating to ₹55,180 million vide a sanction letter dated December 20, 2023, issued by SBI ("**Project Loan**"). For details of terms and conditions of sanction of the Project Loan, see *"Financial Indebtedness*" on page 458. Other customary terms and condition of the Project Loan, such as mandatory covenants, negative covenants, pre-disbursement conditions and event of defaults, etc. will be formalised once the Project Company executes a formal loan agreement with SBI.

Details of objects of the Offer

Part - financing the cost of establishing the Project.

In order to backward integrate our operations, aimed at improved profitability and de-risking the supply chain as well as lower our dependence on imported components, we propose to establish the Project. The Project shall also benefit from the Subsidies. For details of benefits related to establishment of the Project, see "*Our Business – Business Strategies – Implement strategic backward integration to enhance operations and increase profitability"* on page 214 and "*Management's Discussion and Analysis of Financial Conditions and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition- Capacity expansion and backward integration plans*" on page 224. For details of the Subsidies, please see "*Key Regulation and Policies*" on page 238.

The Project shall be housed in the Project Company. For details of the subsidiary, please see "*Our Subsidiaries*" on page 253.

The payment for the lease and other related costs of the land on which we propose to establish the Project has been made by the Company. The total land cost includes cost of the land, administrative cost and annual rent, which in aggregate is ₹ 1,385.80 million, which has been paid in full from the Company's internal accruals. All other payments in relation to the Project, as disclosed in this section, shall be made by the Project Company. The Company shall sublease the land to the Project Company, from which it shall receive rentals. The Company shall infuse the Net Proceeds earmarked towards the Project into the Project Company, through equity or debt or a combination of both as may be mutually decided. The actual mode of such deployment has not been finalised as on the date.

The land, allotted to the Company, on which we propose to establish the Project: (a) is located in village Bandhunuagaon, Tehsil Dhenkanal, Ambakhal, Tehsil Gondia, Chhatia, Tehsil Gondia, Dhenkanal District, Odisha aggregating to ~595.39 acres, (b) has been allotted to the Company by the Odisha Industrial Infrastructure Development Corporation ("**IDCO**"), on a long-term leasehold basis for a period of 76 years, pursuant to the allotment letter dated September 7, 2023 and October 9, 2023 ("**Allotment Letter**") and the Company has made advance payment of ₹1,385.80 million towards the said land as per the Allotment Letter. However, the Company is yet to enter into definitive agreement in relation to such land acquisition, which shall be undertaken in due course. For details, see "*Risk Factors – We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the proposed fully integrated 6 GW facility which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties*" on page 34. Consequently, no component of the Net Proceeds shall be incurred towards purchase of land. The Company will sublease the abovementioned land to the Project Company, which has been permitted by the IDCO pursuant to their letter dated December 18, 2023.

In order to establish the Project, we would incur costs towards engineering consultancy expenses, civil infrastructure and development works, purchase of machinery including ingot and wafer manufacturing machines, cell manufacturing machines, module manufacturing machines and other related ancillary equipment, utilities, IT infrastructure, freight charges, miscellaneous and contingency.

Total estimated cost of the Project

The total estimated cost to establish the Project is ₹ 90,499.59 million, as estimated by our management, which has been certified by Oriens Advisors LLP, an independent advisory firm of engineers, pursuant to a report dated December 25, 2023 ("**Report**"). Of this cost, approximately ₹ 25,000.00 million is estimated to be utilised from the Net Proceeds.

The detailed break-down of estimated cost of the Project, is set forth below:

(in ₹ million)

Sr. No.	Particulars	Total estimated cost(1)(3)	Amount deployed as of November 30, 2023(2)	Balance amount to be funded
1.	Land	1,385.80	1,385.80	-
2.	Engineering consultancy	805.67	-	805.67
3.	Civil infrastructure and development works	10,856.06	-	10,856.06
4.	Purchase of machinery including ingot and wafer manufacturing machines, cell manufacturing machines, module manufacturing machines and other ancillary equipment	43,445.36	-	43,445.36
5.	Utilities	29,318.82	-	29,318.82
6.	IT infrastructure	929.96	-	929.96
7.	Freight charges	1,285.97	-	1,285.97
8.	Miscellaneous expenses	874.98	-	874.98
9.	Contingencies	1,596.97	-	1,596.96
	Total	**90,499.59**	**1,385.80**	**89,113.79**

(1) *Total estimated cost as per the Report. The estimated cost also includes currently applicable taxes and duties.*

(2) *The sources of funds for the amount deployed towards establishing the Project as on November 30, 2023 were the internal accruals of the Company. In accordance with clause 9(F)(1) under Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor certifying the details of the sources of funds and deployment of those funds on the Project, the Company has obtained the requisite limited assurance certificate from S R B C & CO LLP dated December 28, 2023.*

(3) *For all imported machinery, our Company has assumed an exchange rate of ₹ 82.00 = USD 1 and ₹ 93.58 = CHF 1.*

Our Company has not considered customs duty for import of equipment as we propose to avail benefits under Manufacturing and Other Operations in Warehouse Regulations (MOOWR) / Export Promotion Capital Goods (EPCG) scheme of the Government of India. Therefore, cost of imported components do not include any expenditure towards customs and other import duties.

Details of cost of the Project

A detailed break-up of the estimated cost of establishing the Project (except for cost of land, which is part of the Project and incurred by the Company) is set forth below:

a. Engineering consultancy expenses

Engineering consultancy expenses comprises of (a) total plant design including concept design, basic design, detailed design, technical specifications and technical support, (b) detailed engineering for ingot and wafer plant, (c) detailed engineering for the cell manufacturing plant, (d) detailed engineering for module manufacturing plant, and (e) project management consultancy.

The details of such expenses are set forth below:

Sr. No.	Particulars	Estimated cost (in ₹ millions)	Name of consultant	Date of quotation(s)	Validity of quotation(s)
1	Total plant design	275.52	SUHUA Construction Group Co. Limited	May 31, 2023	June 30, 2024
2	Detailed engineering design for the plants, engineering design for mechanical, electrical and public works and project management consultancy	530.15	China Kide Engineering Corporation, Avant Garde Cleanroom & Engg. Solutions Private Limited and Price Waterhouse Coopers (PWC)	Ranging from August 1, 2023 to December 2, 2023	Ranging from May 2024 to July 31, 2024
	Total	**805.67**			

b. Building construction and civil works

For the Project, we propose to construct four buildings, aggregating to an area of ~2,024,154 square feet. Building and civil works include construction related work including building the foundation, structure, roof, doors and windows, drainage and sewerage system, an electrical substation, gas station, waste heat recovery station, stores, workshops, an administrative building and other infrastructure works like internal roads, parking area and drainage. As per quotes taken from Desai Construction Private Limited dated November 24, 2023, which are valid till March 31, 2024, the total cost of civil works and site development is estimated to be ₹10,856.06 million.

c. Purchase of machinery, utilities, IT infrastructure and freight charges

The machinery in the Project includes ingot and wafer manufacturing machines, cell manufacturing machines, module manufacturing machines and other ancillary equipment. The details of such expenses are set forth below:

Sr. No.	Particulars	Estimated cost *(in ₹ million)*	Names of supplier/ vendor	Date of quotation(s)	Validity of quotation(s)
1.	Ingot and wafer plant – manufacturing plant, automation system, re-coating and re-grooving tool, laboratory equipment and recycle silicon cleaner and jaw crusher	18,748.52	Linton Technologies Group, Zhejiang Jingsheng Mechanical & Electrical Co., Limited, UIS Technologies Sdn. Bhd., Global Marketing Services, KunShan GreatSemi Automatic Equipment Co., Limited	Ranging from March 29, 2023 to December 11, 2023	Ranging from May 14, 2024 to June 30, 2024
2.	Cell manufacturing plant - main plant, installation & commissioning, automated guiding vehicle system and automatic packaging line, manufacturing execution system, turnkey service and laboratory equipment	20,041.54	China S.C New Energy Technology Corporation and Zuvay Technologies Private Limited	Ranging from May 5, 2023 to August 28, 2023	Ranging from June 30, 2024 to July 31, 2024
3.	Module manufacturing plant - main plant, multi bus bar photo voltaic cell soldering stringer machine, sun simulator, laboratory	4,655.30	Jinchen Machinery Co. Limited, Wuxi Autowell Supply Chain Management Co. Limited, Gsolar Power Co. Limited, Pasan SA and	Ranging from February 14, 2023 to September 1, 2023	June 30, 2024

	equipment and balance module laboratory equipment		China Testing & Certification International Group Co. Limited		
4.	Utilities for ingot and wafer plant, cell manufacturing plant and module manufacturing plant as well as common utilities	29,318.82	Zuvay Technologies Private Limited, Kiansh International Technologies Private Limited, Polyplast Chemi-Plants (I) Private Limited, P.M. Electro Auto Private Limited, Atlas Copco Limited, Paharpur Cooling Towers Limited, Permionics Membranes Private Limited, S. K. Electricals, Avant Garde Cleanroom & Engg. Solutions Private Limited, Bangalore Vacuum Technology, Sterling & Wilson Private Limited, Air Gas Electronic Materials India Private Limited, Elegant Enterprise, S. V. Trendz, Expel Prosys Private Limited, Shree HVAC Engineers, Mahindra & Mahindra Limited, Vertiv Energy Private Limited and Ascent Engineers	Ranging from August 9, 2023 to December 4, 2023	Ranging from March 31, 2024 to July 31, 2024
5.	IT infrastructure	929.96	Honeywell Automation India Limited and Rockwell Automation India Private Limited	Ranging from August 9, 2023 to November 29, 2023	March 31, 2024
6.	Freight charges for ingot and wafer plant, cell manufacturing plant and module manufacturing plant	1,285.97	Fast Forward Logistics India Private Limited and Procam Logistics Private Limited	Ranging from August 26, 2023 to December 2, 2023	Ranging from March 30, 2024 to June 30, 2024
	Total	**74,980.11**			

d. Miscellaneous expenses

Miscellaneous expenses comprises of minor handling equipment, pre-operative tools, fire safety systems. We have estimated that the total miscellaneous expenses are approximately ₹ 874.98 million.

We have also budgeted a contingency of ₹1,596.97 million as contingency cost on the total Project cost.

Schedule of implementation

The detailed schedule of implementation of the Project is set forth below:

Particulars	Estimated schedule of commencement	Estimated schedule of completion
Acquisition of land (by way of lease)	December 2023	May 2024
Engineering consultancy	January 2024	October 2026
Building construction & civil work	August 2024	August 2025
Utilities	August 2024	August 2025
Plant & machineries	February 2025	October 2026
Commercial production	a. Ingot and Wafer Plant – October 2026 b. Solar Cell Plant – April 2026 c. Solar Module Plant – October 2025	-

Working capital requirements

Our working capital requirement in relation to the establishment of the Project (including trial runs prior to commercial production) expected to be fulfilled from our consolidated internal accruals or working capital facilities.

Our Statutory Auditor has provided no assurance or services related to any prospective financial information.

Other confirmations

We are yet to place orders for any of the components of the Project which we propose to finance from the Net Proceeds. There can be no assurance that we would be able to procure equipment at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor's estimates and actual costs for the services may differ from the current estimates. The quotations mentioned in this section are valid as on date. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals.

No second-hand or used equipment is proposed to be purchased out of the Net Proceeds.

Further, for risk arising out of the Objects, see "*Risk Factors – We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the proposed fully integrated 6 GW facility which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties*" on page 34.

Government Approvals

We require the approvals stated in the table below at various stages of the Project. Such approvals are granted on commencement or completion of various activities, as applicable. All such approvals shall be procured as and when they are required in accordance with applicable law.

Sr. No.	Approval Description	Approving Authority and Department
1.	Land Lease / deed documents	Gram Panchayat / Concerned Local Authority
2.	Environmental Clearance from Ministry of Environment, Forest, and Climate Change	Central Pollution Control Board
3.	Consent to Establish	Odisha State Pollution Control Board
4.	Approved factory layout plan	Gram Panchayat / Concerned Local Authority
5.	License to work a Factory, as per Factories Act, 1948	Directorate of Industrial Safety and Health, Odisha State
6.	Import Export Code (IEC)	Directorate general of foreign trade, Ministry Commerce, and industry
7.	Approval for usage of Power required for construction as well as operation	Electricity Board / State Power Distribution Agency
8.	Drawing Approval for Electrical Installation	Chief Electrical Inspector, Odisha
9.	Approval for load connection at substation	Chief Electrical Officer
10.	Approval for usage of water required both during construction and operation	Water Resources Department
11.	Raw Water Cross-Country Pipeline	IDCO
12.	Building Plan Approval	Town & Country Planning Department
13.	Fire NoC	Odisha Fire Service Department
14.	Building and Construction Workers Registration	Directorate of Industrial Safety and Health, Odisha State
15.	Consent to Operate	Odisha Pollution Control Board
16.	License to store and handle Hazardous substances	Petroleum & Explosives Safety Organization (PESO)/ Ministry of Commerce & Industry
17.	Insurance under Public Liability Insurance Act, 1991	Directorate of Factories – Labour department

General corporate purposes

Our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The allocation or quantum of utilisation of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilising surplus amounts, if any.

Such general corporate purposes may include, but are not restricted to drive our business growth, including, amongst other things, payment towards purchase of raw materials, payment of lease expense, payment of commission and/or fees to consultants, employee related expenses, insurance, repairs and maintenance and payments of taxes and duties, and any other purpose in the ordinary course of business as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with applicable laws.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of this Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the BRLMs, fees payable to legal counsels, Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing Bid cum Application Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for (i) listing fees and expenses for any corporate advertisements consistent with past practice of our Company (not including expenses relating to marketing and advertisements undertaken in connection with the Offer), which shall be borne solely by our Company; and (ii) the applicable tax payable on transfer of Offered Shares which shall be borne by the respective Selling Shareholders, our Company and each of the Selling Shareholders shall share the costs and expenses (including all applicable taxes) directly attributable to the Offer (including fees and expenses of the BRLMs, legal counsel and other intermediaries, advertising and marketing expenses, printing, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) in proportion to the number of Equity Shares issued and Allotted by our Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale, in accordance with applicable law including Section 28(3) of the Companies Act. 2013. Our Company shall advance the cost and expenses of the Offer and our Company will be reimbursed, severally and not jointly, by each of the Selling Shareholders for their respective proportion of such costs and expenses. Such payments, expenses and taxes, to be borne by the Selling Shareholders will be deducted from the proceeds from the sale of Offered Shares, in accordance with applicable law, in proportion to its respective Offered Shares. Further, in the event the Offer is withdrawn or the requisite approvals required for the Offer are not received, the Company and each of the Selling Shareholders shall, in accordance with the manner stated above, share the costs and expenses (including all applicable taxes) directly attributable to the Offer, in proportion to the extent of the amount proposed to be raised by the Company through the Fresh Issue and the amount corresponding to the extent of participation of each Selling Shareholder in the Offer for Sale.

The estimated Offer expenses are as follows:

Sr. No.	Activity	Estimated amount* (in ₹ million)	As a % of total estimated Offer Expenses*	As a % of Offer Size*
1.	Fees payable to the BRLMs (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
2.	Commission/processing fee for SCSBs, Sponsor Banks and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, CRTAs and CDPs. (1) (2) (3) (4)	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]

Sr. No.	Activity	Estimated amount* (in ₹ million)	As a % of total estimated Offer Expenses*	As a % of Offer Size*
4.	Other expenses	[●]	[●]	[●]
	(i) Listing fees, SEBI filing fees, Stock Exchange processing fees, book building software fees and other regulatory expenses, printing and stationery expenses, advertising and marketing expenses for the Offer, fees payable to the monitoring agency and fees payable to the legal counsel;			
	(ii) Other advisors to the offer such as (fees payable to the independent chartered accountant appointed for providing confirmations and certificates for the purpose of the Offer, the independent chartered engineer for providing confirmations and certificates in relation to installed capacity, capacity utilisation, etc., with respect to the Objects, the independent project consultant for purposes of certifying certain details in relation to the capital expenditure proposed to be incurred by our Company from the Net Proceeds and for providing the Project Report, CRISIL Limited for preparing the industry report commissioned by our Company, etc.)	[●] [●]	[●] [●]	[●] [●]
	(iii) Miscellaneous			
	Total estimated Offer expenses	[●]	[●]	[●]

* *To be incorporated in the Prospectus after finalisation of the Offer Price.*

(1) Selling commission payable to the SCSBs on the portion for Retail Individual Investors, Eligible Employees and Non-Institutional Investors, which are directly procured by them would be as follows:

*Portion for Retail Individual Investors**	*[●]% of the Amount Allotted (plus applicable taxes)**
*Portion for Eligible Employees**	*[●]% of the Amount Allotted (plus applicable taxes)**
*Portion for Non-Institutional Investors**	*[●]% of the Amount Allotted (plus applicable taxes)**

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

No additional processing/uploading charges shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

SCSBs will be entitled to a processing fee for processing the ASBA Form procured by the members of the Syndicate (including their sub-syndicate members), CRTAs or CDPs from Retail Individual Investors (using Syndicate ASBA mechanism / 3- in -1 type accounts), Eligible Employees and Non-Institutional Bidders and submitted to the SCSBs for blocking as follows:

*Portion for Retail Individual Investors**	*₹[●] per valid ASBA Forms (plus applicable taxes)*
*Portion for Eligible Employees**	*₹[●] per valid ASBA Forms (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*₹[●] per valid ASBA Forms (plus applicable taxes)*

**Based on valid ASBA Forms*

(2) The processing fees for applications made by UPI Bidders would be as follows: Sponsor Banks will be entitled to processing fee of ₹[●] per valid ASBA Form for Bids made by UPI Bidders. The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, amendments, the Syndicate Agreement and other applicable laws.

(3) Brokerage, selling commission and processing/ uploading charges on the portion for UPI Bidders, Eligible Employees and Non-Institutional Investors (not using the UPI Mechanism) which are procured by the members of the Syndicate (including their sub-syndicate members), CRTAs, CDPs or for using 3-in1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-syndicate members) would be as follows:

*Portion for UPI Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)**
*Portion for Eligible Employees**	*[●]% of the Amount Allotted (plus applicable taxes)**
*Portion for Non-Institutional Investors (not using UPI Mechanism)**	*[●]% of the Amount Allotted (plus applicable taxes)**

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The selling commission payable to the Syndicate/ sub-syndicate members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-syndicate member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate/ sub-syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ sub-syndicate member.
The payment of selling commission payable to the sub-brokers / agents of sub-syndicate members are to be handled directly by the respective sub-syndicate member.

The selling commission payable to the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Uploading charges/ processing charges of ₹[●] per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, CRTAs and CDPs:

- *for applications made by UPI Bidders*

Uploading Charges/ Processing Charges of ₹[●] per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, CRTAs and CDPs:

- *for applications made by Retail Individual Investors/ Eligible Employees using 3-in-1 type accounts*
- *for Non-Institutional Investor Bids using Syndicate ASBA mechanism / using 3- in -1 type accounts,*

The Bidding/uploading charges payable to the Syndicate/Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

(4) Selling commission payable to the registered brokers on the portion for Retail Individual Investors, Eligible Employees and Non-Institutional Investors which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows: Portion for Retail Individual Investors, Eligible Employees and Non-Institutional Investors: ₹[●] per valid ASBA Form (plus applicable taxes).

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Interim Use of Net Proceeds

Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration. Such investments will be approved by the Board of Directors from time to time. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company or for any investment in the equity markets.

Bridge Loan

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

In terms of Regulation 41(1) of the SEBI ICDR Regulations, we have appointed [•] as the monitoring agency to monitor the utilization of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such Fiscals, as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor. Additionally, each quotation sought with regards to setting up of the Project has been evaluated by the Audit Committee. Our Company shall also submit to the Audit Committee, a certificate from an independent chartered engineer certifying the respective commencement and commissioning of each stage of setting up of the Project.

Further, in accordance with the Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, a statement indicating (i) deviations, if any, in the utilisation of the Net proceeds from the Objects, as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the Objects, as stated above, within a period of 45 days from the end of each quarter. This information will also be published in newspapers simultaneously with the interim or annual financial results of our Company, after placing such information before our Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects unless our Company is authorised to do so by way of a special resolution passed in a general meeting of its Shareholders or through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution, shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and provisions of Regulation 59 and Schedule XX of the SEBI Regulations.

Other Confirmations

No part of the Net Proceeds will be utilised by our Company as consideration to our Promoter, members of the Promoter Group, Directors, Group or Key Management Personnel, except in the ordinary course of business. Our Company has not entered into nor is planning to enter into any arrangement/agreements with Promoter, members of the Promoter Group, Directors, Key Management Personnel or our Group Companies in relation to the utilisation of the Net Proceeds. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects, as set out above.

BASIS FOR THE OFFER PRICE

The Price Band, Floor Price and Offer Price will be determined by our Company, in compliance with the SEBI ICDR Regulations, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the quantitative and qualitative factors described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value of the Equity Shares. Bidders should also refer to "*Our Business", "Risk Factors", "Restated Consolidated Summary Statements" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations*" on pages 205, 31, 293 and 406, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

- Largest solar PV module manufacturer in India well positioned to capture industry tailwinds and growth prospects for solar energy in India and globally;
- Diversified base of global and Indian customers with a large order book;
- Advanced manufacturing facilities with global accreditations;
- Extensive pan-India retail network;
- Consistent track record of financial performance; and
- Experienced senior management team with demonstrated execution capabilities and a committed employee base.

For further details, see "*Our Business – Strengths*" on page 208.

Quantitative factors

Some of the information presented below relating to our Company is based on the Restated Consolidated Summary Statements. For further information, see "*Financial Information*" on page 293.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

I. Restated basic and diluted earnings per equity share ("EPS")

Fiscal/period	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2023	21.82	21.57	3
March 31, 2022	3.84	3.84	2
March 31, 2021	2.36	2.36	1
Weighted Average	**12.58**	**12.46**	
Three months period ended June 30, 2023*	13.78	13.64	

**Not annualised.*

Notes: EPS has been calculated in accordance with the Indian Accounting Standard 33 – "Earnings per share". The face value of equity shares of the Company is ₹ 10.

Basic EPS = Restated net profit after tax for the period/year attributable to the equity shareholders of the Company / Weighted average number of equity shares

Diluted EPS = Restated net profit after tax for the period/year attributable to the equity shareholders of the Company / Weighted average number of equity shares used in computing diluted EPS

II. Price/Earning (“P/E”) ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the lower end of the Price Band (number of times)*	P/E at the higher end of the Price Band (number of times)*
Based on basic EPS for Fiscal 2023	[●]	[●]
Based on diluted EPS for Fiscal 2023	[●]	[●]

***** *To be populated after finalisation of Price Band.*

Industry Peer Group P/E ratio

Particulars	P/E Ratio
Highest	N.A.
Lowest	N.A.
Average	N.A.

III. Return on Net Worth (“RoNW”)

Financial Year/period ended	RoNW (%)	Weight
March 31, 2023	26.44	3
March 31, 2022	17.71	2
March 31, 2021	13.23	1
Weighted Average	21.33	
Three months period ended June 30, 2023*	12.42	

**Not annualised.*

Notes: RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of the Company divided by the net worth for that year. Net worth as per the SEBI ICDR Regulations means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

IV. Net asset value per Equity Share

Net asset value per Equity Share	(₹)
As on June 30, 2023	106.86
As on March 31, 2023	75.03
After the Offer	
(i) Floor Price	[●]
(ii) Cap Price	[●]
At Offer Price	[●]

Note: Net asset value per equity share represents net worth as at the end of the financial year, as restated, divided by the number of Equity Shares outstanding at the end of the period/year.

V. Comparison with listed industry peers

Our Company manufactures both mono-crystalline and multi-crystalline solar modules. We believe none of the listed companies in India are engaged in the portfolio of business similar to ours, however, there is one other listed company in India that only manufactures multi-crystalline solar modules.

Name of the Company	Total income (₹ in million)	Face value per equity share (₹)	Closing price as on December 11, 2023	P/E	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV per equity share (₹)
Company	68,603.64	10	NA	-	21.82	21.57	26.44	75.03
Listed Peer								
Websol Energy System Limited*	172.24	10	251.50	N.A.	(6.31)	(6.31)	(12,628.95)	0.05

** Financial year 2022-2023*

Source for industry peer information included above:

i P/E ratio has been calculated after considering closing NSE price of the peer as on December 11, 2023 obtained from NSE website and the diluted EPS.

ii *All the financial information for listed industry peer mentioned above is on a standalone basis and is sourced from the annual report of the company for the year ended March 31, 2023.*
iii *All the financial information for Waaree Energies Limited mentioned above is on a consolidated basis from the Restated Consolidated Summary Statements for the year ended March 31, 2023.*

VI. Key performance indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse our business performance, which in result, help us in analysing the growth of business in comparison to our peers. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated December 28, 2023. Further, the members of our Audit Committee have confirmed that except as disclosed below, there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs disclosed herein have been certified by S G C O & Co LLP, Chartered Accountants, by their certificate dated December 28, 2023.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of Directors of our Company), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; and (ii) complete utilisation of the proceeds of the Fresh Issue as disclosed in "*Objects of the Offer*" on page 128, or for such other duration as may be required under the SEBI ICDR Regulations.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

Metric	Explanation for the KPI
EBITDA Margin	EBITDA Calculated as profit for the year before exceptional items and taxes plus finance cost, depreciation and amortization. EBITDA margin has been calculated as EBITDA divided by total income.
Debt to equity ratio	Debt to equity ratio has been calculated as debt divided by total equity (excluding non-controlling interest).
Return on average capital employed	Return on average capital employed has been calculated as profit before exceptional item and tax plus finance costs divided by average of opening and closing capital employed calculated as total equity (excluding non-controlling interest) add non-current liability.
PAT Margin	PAT Margin has been calculated as profit for the year/ period divided by total income
Capacity in GW	This refers to the total production capacity of all the manufacturing units taken together in gigawatt.
Order Book in GW	This refers to the total confirmed total order book, to be delivered in over a period of ascertained timeline in gigawatt.

Details of our KPIs as at/ for the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2023 and three months period ended June 30, 2023

(₹ in million, unless mentioned otherwise)

Metric	As at and or for the Financial Year ended March 31,			As at and for the three months period ended June 30, 2023
	2021	2022	2023	
EBITDA Margin	6.34%	6.88%	13.76%	16.23%
Debt to Equity ratio	0.79	0.72	0.15	0.09
Return on average capital employed	17.55%	23.49%	48.83%	17.75%
PAT Margin	2.30%	2.70%	7.29%	9.91%
Capacity in GW	2	4	9	12
Order Book in GW	0.41	3.28	18.06	17.19

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "O*ur Business*", and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 205 and 406 respectively.

Description on the historic use of the KPIs by us to analyse, track or monitor our operational and/or financial performance

In evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Summary Statements. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Bidders are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational KPIs to evaluate our business.

Comparison of our KPIs with our listed industry peers

The following table provides a comparison of the KPIs of our Company with our listed peer:

(₹ in million, unless mentioned otherwise)

KPI	Our Company				Websol Energy System Limited			
	As at and for the Fiscal ended March 31, 2021	As at and for the Fiscal ended March 31, 2022	As at and for the Fiscal ended March 31, 2023	As at and for the three months period ended June 30, 2023	As at and for the Fiscal ended March 31, 2021	As at and for the Fiscal ended March 31, 2022	As at and for the Fiscal ended March 31, 2023	As at and for the three months period ended June 30, 2023
EBITDA Margin#	6.34%	6.88%	13.76%	16.23%	24.10%	14.24%	(48.76)%	(410.10) %
Debt to Equity ratio#	0.79	0.72	0.15	0.09	0.22	0.22	0.15	Not available
Return on average capital employed#	17.55%	23.49%	48.83%	17.75%	21.41%	7.21%	(11.67)%	Not available
PAT Margin#	2.30%	2.70%	7.29%	9.91%	31.28%	4.44%	(117.06)%	(1,666.67)%
Capacity in GW*	2	4	9	12	0.25	0.25	0.25	0.25
Order Book in GW*	0.41	3.28	18.06	17.19	0.15	Not available	Not available	Not available

Notes:
 # Quarterly results filed with stock exchange
** Source Annual Report of the Websol Energy System Limited, CRISIL Report.*

The KPIs set out above are not standardised terms and accordingly a direct comparison of such KPIs between companies may not be possible. Other companies may calculate such KPIs differently from us.

Comparison of KPIs based on additions or dispositions to our business

In Fiscal 2022, our Company had divested its stake in its step-down subsidiary, Waacox Energy Private Limited on July 4, 2021, which is in the business of generation and sale of power. Consequent to this divestment the group has no interest in Waacox Energy Private Limited.

Below is the KPI table of Waacox Energy Private Limited for Fiscal 2021:

KPI	Waacox Energy Private Limited
EBITDA Margin	85.83%
Debt to Equity ratio	0.66

KPI	Waacox Energy Private Limited
Return on average capital employed	4.10%
PAT Margin	55.48%
Capacity in GW	Nil
Order Book in GW	Nil

VII. Weighted average cost of acquisition, floor price and cap price

(a) *The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the primary/ new issue of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme and issuance of equity shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days*

Date of allotment	Reason/ Nature of allotment	Names of the allottees	No. of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
September 7, 2022	Private placement	Allotment of 10,000,000 Equity Shares to Quest Portfolio Services Private Limited	10,000,000	10	225	Cash
September 14, 2022	Private placement	Allotment of 12,222,000 Equity Shares to Quest Portfolio Services Private Limited	12,222,000	10	225	Cash
September 15, 2022	Private placement	Allotment of 1,666,700 Equity Shares to Founders Collective Fund, 1,555,500 Equity Shares to Cybage Software Private Limited, 1,482,000 Equity Shares to Nipa Doshi, 869,000 Equity Shares to Binita Doshi, 726,700 Equity Shares to Pujan Doshi, 666,700 Equity Shares to Vanaja Sundar Iyer, 531,000 Equity Shares to Bindiya Doshi, 400,000 Equity Shares each to Dilip Talakshi Vora and Trishakti Power Holdings Private Limited, 240,000 Equity Shares to Roshani Jignesh Shah, 222,200 Equity Shares each to Kuntal Hasmukhlal Shah and Subhash Runwal, 220,000 Equity Shares to Chetan Cholera, 111,000 Equity Shares to Purvesh Shah, 66,700 Equity Shares each to Nita Shailesh Shah, Pooja Paresh Godia and Shilpa Ajay Shah, 52,450 Equity Shares to Chetna Mehta, 50,000 Equity Shares each to Brijratan Damani, Dilip Haria and Kalpana Bheda jointly with Sudhir Bheda, 44,500 Equity Shares to Ashish Maheshwari, 44,445 Equity Shares to Kunal Kothari, 20,890 Equity Shares to Rita Mehta, 7,560 Equity Shares to Jayni Mehta, 6,670 Equity Shares to Sheela Mehta, 6,350 Equity Shares to Punit Mehta, 5,130 Equity Shares to Mukesh Mehta, 4,450 Equity Shares to Heena Mehta, 2,780 Equity Shares to Manish Mehta and 2,470 Equity Shares to Raunak Mehta	9,860,795	10	225	Cash
September 19, 2022	Private placement	Allotment of 250,000 Equity Shares to Arun Nahar (Alpna Enterprises), 25,000 Equity Shares each to Bharat Mansukhlal Shah and Parul Bharat Shah and 11,500 Equity Shares to Namril Bharat Shah	311,500	10	225	Cash
October 3, 2022	Private placement	Allotment of 2,800,000 Equity Shares to Quest Portfolio Services Private Limited, 2,222,220 Equity Shares to Kiranben Girishkumar Chovatia, 1,000,000 Equity Shares each to Hemang Raichand Dharamshi	9,256,388	10	225	Cash

Date of allotment	Reason/ Nature of allotment	Names of the allottees	No. of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
		and Kalpraj Damji Dharamshi, 450,000 Equity Shares each to Chandurkar Investment Private Limited, Goldmedal Electricals Private Limited and Intensive Softshare Private Limited, 111,110 Equity Shares each to Chetankumar Chhaganlal Vaghasia, Nareshkumar Patel and Virendra Nath Mishra, 53,500 Equity Shares to Meghna Apurve Teli, 52,000 Equity Shares to Rohan Gupta, 50,000 Equity Shares to Meghana Mahendra Semlani, 48,000 Equity Shares to Chintan Hiteshbhai Anandpara, 45,000 Equity Shares each to Sureshbhai Sevantilal Shah and Tejas Rameshchandra Shah, 44,500 Equity Shares each to Mahendra Chimanlal Shah, Pratik Bharat Shah HUF and Rajulkumar D Shah, 22,500 Equity Shares to Kamlesh Pranlal Mehta, 22,222 Equity Shares each to Dhruvil Divyang Shah, Dipak Vasantlal Shah, Nandita Shah and Urvil Divyang Shah, 8,890 Equity Shares to Chirag Kothari and 3,560 Equity Shares to Hetal Hardick Shah				
October 6, 2022	Private placement	Allotment of 950,000 Equity Shares to Ohm Enterprises, 114,000 Equity Shares to Samarth Dhirendra Kanabar HUF, 75,000 Equity Shares to Rushabh Bharatbhai Bagadia, 56,000 Equity Shares to Megh H Shah, 52,000 Equity Shares to Arpi Ruchit Shah, 50,000 Equity Shares to Nalanda Securities Private Limited, 45,000 Equity Shares each to Greentech Power Private Limited, Hemal Sureshbhai Gandhi and OP Gandhi, 40,000 Equity Shares each to Deepak Raichand Karani and Yashodhan Raichand Karani, 23,000 Equity Shares to Rajan Rajkumar Chhibber and 22,222 Equity Shares to Niket P Mehta	1,557,222	10	225	Cash

Note: The above details have been certified by S G C O & Co LLP, Chartered Accountants by their certificate dated December 28, 2023.

(b) *There have been no secondary sale / acquisition of Equity Shares or convertible securities involving Promoter, Promoter Group during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days.*

(c) *Weighted average cost of acquisition, floor price, and cap price*

Based on the disclosures in (a) and (b) above, the weighted average cost of acquisition of Equity Shares as compared with the Floor Price and Cap Price is set forth below:

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Floor price in ₹ [●][#]	Cap price in ₹ [●][#]
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and	225	[●]	[●]

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Floor price in ₹ [●]#	Cap price in ₹ [●]#
issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days			
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where promoter/ promoter group entities or selling shareholders or shareholder(s) having the right to nominate director(s) or selling shareholder in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	N.A.	[●]	[●]

Note: The above details have been certified by S G C O & Co LLP, Chartered Accountants by their certificate dated December 28, 2023.

 # Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date of this Draft Red Herring Prospectus. To be updated at the Prospectus stage.

VIII. **Explanation for Offer Price/Cap Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in VII above) along with our Company's key performance indicators and financial ratios for the three months period ended June 30, 2023 and the Fiscals 2023, 2022 and 2021.**

[●]*

**To be included on finalisation of Price Band*

IX. **Explanation for Offer Price/Cap Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in VII above) in view of the external factors which may have influenced the pricing of the Offer.**

[●]*****

**To be included on finalisation of Price Band*

X. The Offer Price is [●] times of the face value of the Equity Shares

The Offer Price of ₹[●] has been determined by our Company, in compliance with the SEBI ICDR Regulations, on the basis of the demand from investors for the Equity Shares through the Book Building process. Our Company is justified of the Offer Price in view of the above qualitative and quantitative parameters. Bidders should read the above mentioned information along with "*Risk Factors*", "*Our Business*", *Management Discussion and Analysis of Financial Position and Results of Operations*" and "*Restated Consolidated Summary Statements*" on pages 31, 205, 406 and 293, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" on page 31 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO WAAREE ENERGIES LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To,

The Board of Directors
Waaree Energies Limited
602, 6th Floor, Western Edge – I
Western Express Highway
Borivali (East), Mumbai – 400 066
Maharashtra, India

Dear Sirs,

Statement of Special Tax Benefits available to Waaree Energies Limited and its shareholders under the Indian tax laws (the "Statement")

1. We hereby confirm that the enclosed Annexure 1 and Annexure 2 (together "the Annexures"), prepared by Waaree Energies Limited ('the Company'), provides the special tax benefits available to the Company and to the shareholders of the Company under:

    - the Income-tax Act, 1961 read with rules, circulars, and notifications thereunder ('the IT Act'), as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India (together, the "Direct Tax Laws") (Annexure 1); and

    - the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act read with rules, circulars, and notifications (collectively, "GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") read with rules, circulars, and notifications, each as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25 and Foreign Trade Policy 2023 ("FTP"), presently in force in India (collectively referred as "Indirect Tax Laws", and along with the Direct Tax Laws, the "Tax Laws") (Annexure 2)

2. Several of these benefits are dependent on the Company or its shareholders, fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated in the Annexures is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company ('Offer').

4. We do not express any opinion or provide any assurance as to whether:

    i) the Company or its shareholders will continue to obtain these benefits in future;

    ii) the conditions prescribed for availing the benefits have been / would be met with; and

    iii) the revenue authorities/courts will concur with the views expressed herein.

5. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

6. This Statement is issued solely in connection with the Offer and is not to be used, referred to or distributed for any other purpose.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pritesh Maheshwari
Partner
Membership Number: 118746
UDIN: 23118746BGYNXC8200

Place of Signature: Mumbai
Date: December 27, 2023

ANNEXURE "1" TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO WAAREE ENERGIES LIMITED (THE "COMPANY") AND THE COMPANY'S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 read with rules, circulars, and notifications thereunder (hereinafter referred to as 'IT Act'), as amended by the Finance Act 2023, i.e. applicable for Financial Year 2023-24 relevant to Assessment Year 2024-25 and presently in force in India.

Under the Income-tax Act, 1961 ("IT Act")

A. Special tax benefits available to the Company

1. Lower Corporate tax rate under section 115BAA of the Act

The company has opted for lower corporate tax rate of 25.168% (prescribed under section 115BAA) of the Act from FY 2019-20.

The conditions for availing the same are stated below

2. Deduction in respect of inter corporate dividends – Section 80M of the Income Tax Act, 1961.

Up to 31st March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("DDT"), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April, 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source ("TDS") at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a resident corporate shareholder, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

B. Special tax benefits available to Shareholders

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not, surcharge would be restricted to 15%, irrespective of the amount of dividend.

2. As per section 112A of the Income tax Act, 1961 ('the Act'), long term capital gains arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust shall be taxed at 10% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act as well as per Notification No. 60/2018/F. No.370142/9/2017 TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 100,000.

3. As per section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust shall be taxed at 15% subject to fulfilment of prescribed conditions under the Act.

Notes:

1. The benefits in I and II above are as per the provisions of IT Act and current tax law as amended by the Finance Act, 2023.

2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them.

3. Surcharge is to be levied on domestic companies at the rate of 7% where the income exceeds INR one crore but does not exceed INR ten crores and at the rate of 12% where the income exceeds INR ten crores.

4. If the Company opts for concessional income tax rate under Section 115BAA of the IT Act, surcharge shall be levied at the rate of 10%.

5. Health and education cess @ 4% on the tax and surcharge is payable by all category of tax payers.

6. If the Company opts for concessional income tax rate as prescribed under Section 115BAA of the IT Act, it will not be allowed to claim any of the following deductions:

- Deduction under the provisions of Section 10AA of the IT Act (deduction for units in Special Economic Zone)
- Deduction under clause (iia) of sub-section (1) of Section 32 of the IT Act (Additional depreciation)
- Deduction under Section 32AD or Section 33AB or Section 33ABA of the IT Act (Investment allowance in backward areas, Investment deposit account, site restoration fund)
- Deduction under sub-clause (ii) or sub-clause (via) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of Section 35 of the IT Act (Expenditure on scientific research)
- Deduction under Section 35AD or Section 35CCC of the IT Act (Deduction for specified business, agricultural extension project)
- Deduction under Section 35CCD of the IT Act (Expenditure on skill development)
- Deduction under any provisions of Chapter VI-A other than the provisions of Section 80JJAA or Section 80M of the IT Act;
- No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;
- No set off of any loss or allowance for unabsorbed depreciation deemed so under Section 72A of the IT Act, if such loss or depreciation is attributable to any of the deductions referred above

7. Further, it was also clarified by CBDT vide circular No. 29/ 2019 dated 2 October 2019 that if the company opts for concessional income tax rate under Section 115BAA of the IT Act, the provisions of Section 115JB of the IT Act regarding Minimum Alternate Tax (MAT) are not applicable. Further, such company will not be entitled to claim tax credit relating to MAT.

8. The above statement of special direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

9. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For **Waaree Energies Limited**

By: **Hitesh P Mehta**
Director & Chief Financial Officer
Date: December 27, 2023
Place: Mumbai

ANNEXURE 2

STATEMENT OF SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO WAAREE ENERGIES LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods And Services Tax Act, 2017/ Integrated Goods And Services Tax Act, 2017/ relevant State Goods and Services Tax Act (SGST) ("GST law"), the Customs Act, 1962 ("Customs Act"), Customs Tariff Act, 1975 ("Tariff Act") read with rules, circulars, and notifications each as amended and Foreign Trade Policy 2023-2028 ("FTP") (herein collectively referred as "indirect tax laws"), as amended by the Finance Act 2023, applicable for Financial Year 2023-24 relevant to Assessment Year 2024-25 and presently in force in India.

I. The Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act, 2017 read with rules, circulars, and notifications (collectively "GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") read with rules, circulars, and notifications, as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 and Foreign Trade Policy 2023. *(collectively referred to as "Indirect Tax Laws")*

1. <u>Special indirect tax benefits available to the Company</u>

a) The Company is availing the benefit of exemption from Basic Custom Duty, IGST and Compensation cess on import of inputs under **Advance Authorisation scheme.**

As per Para 4.22 of Foreign Trade Policy (FTP) 2023 read with Para 4.40(a) of Foreign Trade Procedure 2023, import made under advance authorisation scheme shall be subject to the condition that minimum value addition required to be achieved on value of export is 15% of CIF value of imports, to be fulfilled within 18 months from the date of issue of Authorisation.

b) The Company is availing the benefit of exemption from Basic Custom Duty, IGST and Compensation cess on import of capital goods under **Export Promotion Capital Goods (EPCG) Scheme**.

As per Para 5.01(b) of Foreign Trade Policy (FTP) 2023, imports made under EPCG Scheme shall be subject to an export obligation equivalent to 6 times of duties, taxes and cess saved on capital goods, to be fulfilled in 6 years reckoned from date of issue of Authorisation.

c) The Company is availing the benefit of charging **<u>concessional rate</u>** of GST @ 0.10% on outward supply of goods made to Merchant Exporter subject to the condition that such Merchant Exporter exports the goods so procured within 90 days from the date of issue of tax invoice.

d) The Company has obtained license under **<u>Manufacture and Other Operations in Warehouse Regulations, 2019 (MOOWR) scheme</u>** for its Chikhli unit. In accordance with the said scheme, the Company is eligible for storage of imported items, without payment of duty at the time of importation, and domestically procured items for warehousing thereof, as a Private Bonded Warehouse and permitted to carry out manufacturing and other operations in the said warehouse. The said benefit is subject to conditions specified under the scheme.

e) The Company has obtained license under **<u>Authorised Economic Operator (AEO) programme</u>** and is availing the benefit of deferred payment of customs duty.

f) The Company is availing the benefit of exemption from payment of Custom duty on import of Solar Cell into the Republic of India from the Southeast Asian countries under Notification No. 46/2011-Customs, dated 1st June, 2011.

g) The Company is availing the benefit of exemption from payment of Basic Custom Duty (BCD) on import of inputs like Ethylene Vinyl Acetate (EVA) Sheets, EPE, Glass, Ribbon and Busbar which will be used in manufacture of Solar Cells/Modules in accordance with Notification No. 25/99-Customs, dated the 28th February, 1999 and Notification No. 50/2017 -Customs, dated, 30th June, 2017. The exemption is subject to the condition that the importer follows the procedure set out in the Customs (Import of Goods at Concessional Rate of Duty for Manufacture of Excisable Goods) Rules, 1996, which has been further substituted by Customs (Import of Goods at Concessional Rate of Duty or for Specified End Use) Rules,2022.

2. Special indirect tax benefits available to Shareholders

There are no special indirect tax benefits available to the shareholders of the Company.

Notes:

1. The above statement of special tax benefits sets out the provisions of indirect tax laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences.

2. The above statement covers only the special indirect tax benefits under the relevant legislations, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

3. The above statement of special tax benefits is as per the current Indirect tax laws relevant for the Financial Year 2023-24. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the indirect tax laws.

4. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

5. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes

By: **Hitesh P Mehta**
Director & Chief Financial Officer
Date: Mumbai
Place: December 27, 2023

SECTION V – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Solar Power Market in India" dated December 2023 (the "**CRISIL Report**") prepared and issued by CRISIL appointed by us pursuant to an engagement letter dated June 13, 2023 and exclusively commissioned and paid for by us to understand the industry in which we operate in connection with the Offer. The CRISIL Report is available on the website of the Company at https://www.waaree.com/ipo until the Bid / Offer Closing Date. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal.*

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the CRISIL Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. While preparing the report, CRISIL has also sourced information from publicly available sources, including our Company's financial statements available publicly. However, financial information relating to our Company presented in other sections of this Draft Red Herring Prospectus has been derived from our audited consolidated financial statements prepared in accordance with Ind AS or Ind AS 34, as applicable and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with restated financial information presented elsewhere in this Draft Red Herring Prospectus. Further, the reference to "segments" in this section refers to end-use sectors.

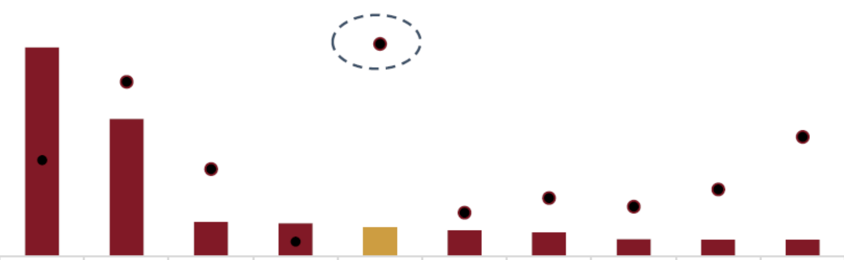
For more information, see "Risk Factors – Other Risks- Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such purpose." on page 62. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and market data" on page 18.

OVERVIEW OF THE ECONOMY

India's economy against developed countries

According to World Economic Outlook (October 2023) by International Monetary Fund ("**IMF**"), India is at fifth largest economy in the World as per the estimated GDP for 2023. As per the report, India's GDP growth is estimated to grow at 6.3% in 2023, highest amongst the top 10 economies.

India's economy ranked 5th in the World



	USA	China	Japan	Germany	India	UK	France	Italy	Canada	Brazil
Nominal GDP ('000 Bn USD)	26.95	17.70	4.43	4.23	3.73	3.33	3.05	2.19	2.13	2.12
Real GDP Growth in %	2.3	5	2	-0.5	6.3	0.5	1	0.7	1.3	3.1

Source: World Economic Outlook Database (April 2023) by IMF; CRISIL Consulting

Indian economy has been booming in recent year with GDP increasing at around 6% to 7% rate. The reasons behind this boom are strong domestic demand, foreign investments, economic reforms, supportive policies, and digitalization amongst others. Indian economy is expected to grow further and is seen as one of the most promising economies in the world due to rise of Indian IT sector, growth of Indian manufacturing sector and infrastructure development.

As per data released by the National Statistical Office ("**NSO**") in May 2023, India's GDP at constant (Fiscal 2012) prices was estimated at ₹ 160.06 trillion in Fiscal 2023 vis-à-vis the first revised estimate for Fiscal 2022 of ₹ 149.26 trillion, which translated into a growth of 7.2%.

GDP Trajectory (% change)

At basic prices	FY18	FY19	FY20	FY21	FY22	FY23E	At market prices	FY18	FY19	FY20	FY21	FY22	FY23E
							GDP	6.8%	6.5%	3.9%	-5.8%	9.1%	7.2%
Agriculture	6.6%	2.1%	5.5%	3.3%	3.5%	4.0%	Private consumption	6.2%	7.1%	5.2%	-6.0%	11.1%	7.5%
Industry	5.9%	5.3%	-1.4%	-3.3%	14.8%	10.0%	Govt. consumption	11.9%	6.7%	3.4%	3.6%	6.6%	0.1%
Manufacturing	7.5%	5.4%	-2.9%	-0.6%	11.1%	1.3%	Fixed investment	7.8%	11.2%	1.6%	-10.4%	14.6%	11.4%
Mining and quarrying	-5.6%	-0.8%	-1.5%	-8.6%	7.1%	4.6%	Exports	4.6%	11.9%	-3.4%	-9.2%	29.3%	13.6%
Services	6.3%	7.2%	6.3%	-7.8%	9.7%	7.2%	Imports	17.4%	8.8%	-0.8%	-13.8%	21.8%	17.1%

E: Estimated

Source: NSO, CEIC, CRISIL Consulting

Manufacturing and construction lead growth in Second Quarter

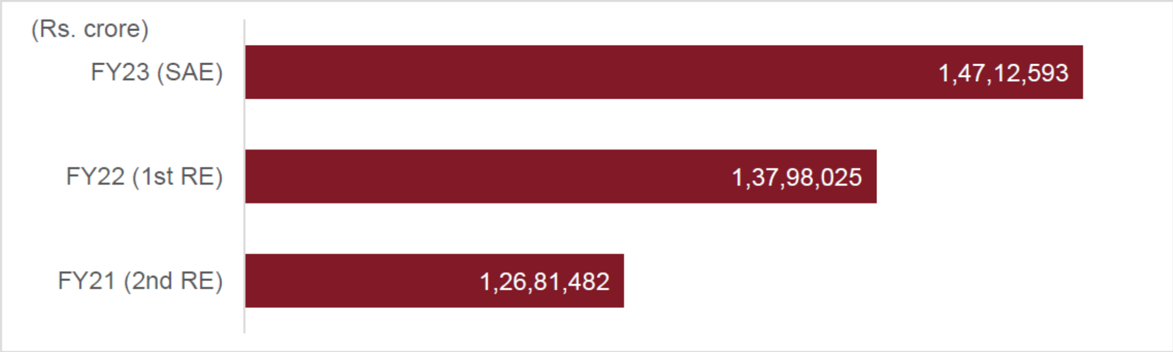
Particulars	Demand Side		Particulars	Supply Side	
	Q1 FY24	Q2 FY24		Q1 FY24	Q2 FY24
GDP	7.8%	7.6%	GVA	7.8%	7.4%
GFCE	-0.7%	12.4%	Manufacturing	4.7%	13.9%
PFCE	6.0%	3.1%	Public Ad+	7.9%	7.6%
GFCF	8.0%	11.0%	Agri	3.5%	1.2%
Imports	10.1%	16.7%	Mining	5.8%	10.0%
Exports	-7.7%	4.3%	Financial Services	12.2%	6.0%
			Electricity	2.9%	10.1%
			Construction	7.9%	13.3%
			THTC	9.2%	4.3%

Note: GFCE: Government final consumption expenditure, PFCE: Private final consumption expenditure; GFCF: Gross fixed capital formation; GVA: Gross value added; THTC refers to trade, hotels, transport, and communication services; financial services+ refers to financial, real estate and professional services; public ad+ refers to public administration, defence and other services

Source: NSO, CEIC, CRISIL Consulting

GVA Performance

GVA at basic prices (₹ crore)



RE: Revised estimates; SAE: Second advance estimates

Source: Ministry of Statistics and Programme Implementation, CRISIL Consulting

India's GDP recovered with subsiding of the pandemic

In the past 10 years (during Fiscal 2014 to 2023), India's GDP at constant (Fiscal 2012) prices grew at a compounded growth of approximately 5.6% (CAGR).

After the robust growth in Fiscal 2023, a slowdown is inevitable this fiscal because of rising borrowing costs. External demand is expected to weaken with interest rates in the major advanced economies hitting the highest level in more than a decade. The rates are expected to peak in the fiscal, hitting both global and domestic demand. S&P Global expects the United States GDP growth to grow at 2.4% in 2023 from 2.1% in 2022 and that of eurozone to slow at 0.6% from 3.5%. These economies account for 33% of the goods exports from India.

CRISIL Consulting expects growth to slow in the second half of this fiscal, driven by the impact of (a) tightening financial conditions on global growth and exports, (b) weak rains and reservoir levels on domestic agriculture and (c) transmission of the Reserve Bank of India's ("**RBI**") rate hikes to bank lending rates.

Therefore CRISIL Consulting has revised up GDP growth forecast by 40 basis points to 6.4% for Fiscal 2024, compared with 7.2% last year.

CRISIL's key projections

	FY18	FY19	FY20	FY21	FY22	FY23E	FY24P
GDP growth (%)	6.8%	6.5%	3.9%	-5.8%	9.1%	7.2%	6.4%
CPI (%, average)	3.6%	3.4%	4.8%	6.2%	5.5%	6.7%	5.5%
CAD/GDP (%)	1.8%	2.1%	0.9%	-0.9%	1.2%	2.5%	2.0%
FAD/GDP (%)	3.5%	3.4%	4.6%	9.2%	6.7%	6.4%#	5.9%*
Exchange rate (Rs/$ March-end)	65.0	69.5	74.4	72.8	76.2	82.3	83.0
10-year G-sec yield (%, March-end)	7.6%	7.5%	6.2%	6.2%	6.8%	7.5%	7.0%

*#Revised estimate, *Budget estimate*

E: Estimated; P: Projected; CPI: Consumer Price Index-linked; CAD: Current account deficit; G-sec: Government security; FAD: Fiscal account deficit

Source: CSO, RBI, CRISIL Consulting

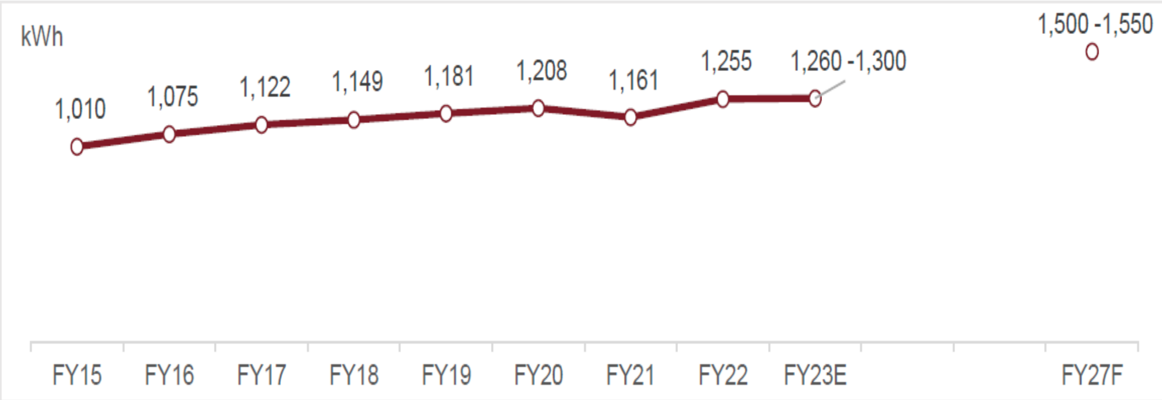
Per capita power consumption

In Fiscal 2022, though, per capita consumption rebounded to 1,255 kWh on the back of recovery in power demand, with a similar trend estimated in Fiscal 2023.

Between Fiscals 2022 and 2027, India's per capita electricity consumption is expected to grow at approximately 4% CAGR over a low base of Fiscal 2021. Per capita consumption is expected to gradually improve in the long term on the back of improvement in access to electricity, in terms of quality and reliability, on account of intensive rural electrification and reduction in cost of power supply.

Consequently, CRISIL Consulting expects per capita electricity consumption to reach 1,500 kWh to 1,550 kWh by Fiscal 2027.

Per capita electricity consumption-India



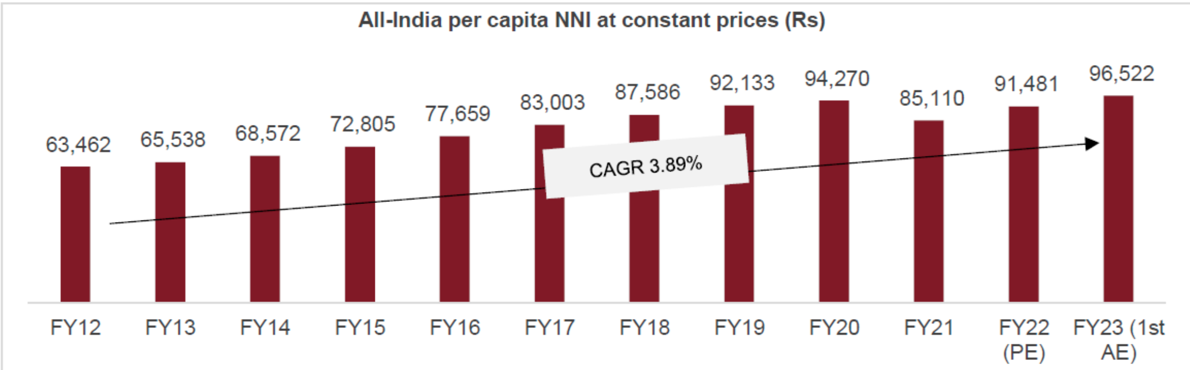
E: Estimated; F: Forecast

Source: Central Electricity Authority of India (CEA), CRISIL Consulting

The per capita electricity consumption remains significantly lower than that of other major as well as developing countries, thereby offering strong organic growth potential.

Per capita national income

All-India per capita NNI at constant prices



Note: PE - Provisional estimates; AE - Advance estimate

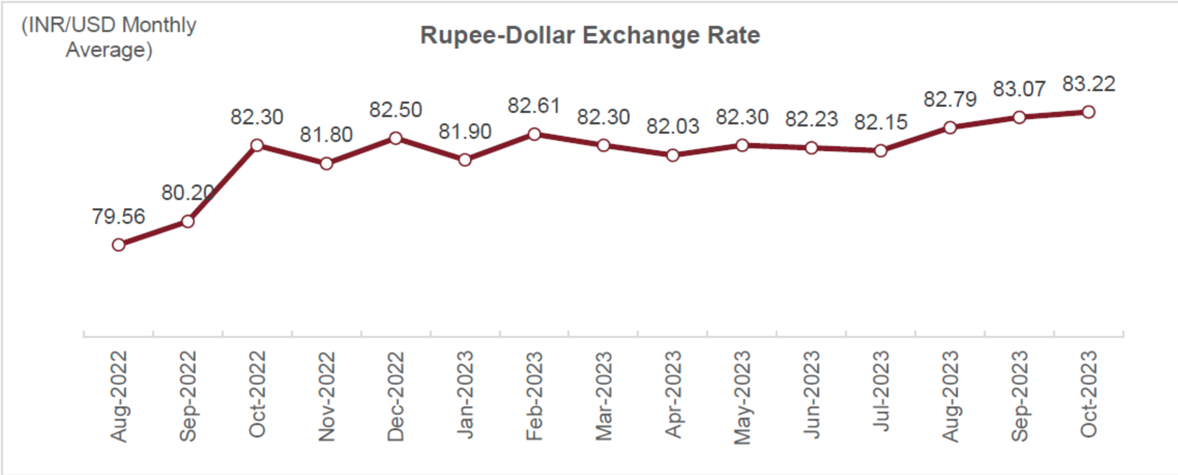
Source: RBI, Economic Survey 2022-23; CRISIL Consulting

Currency

Under strain

The rupee averaged 83.22 US$ in October compared with 83.07 US$ in September. Foreign capital net outflows continued for the second consecutive month, led by a surge in United States Treasury yields and uncertain geopolitical tension from the Israel-Hamas conflict. Despite the weakness, the rupee remains one of the better performing emerging market currencies.

Rupee lost some ground in August 2023



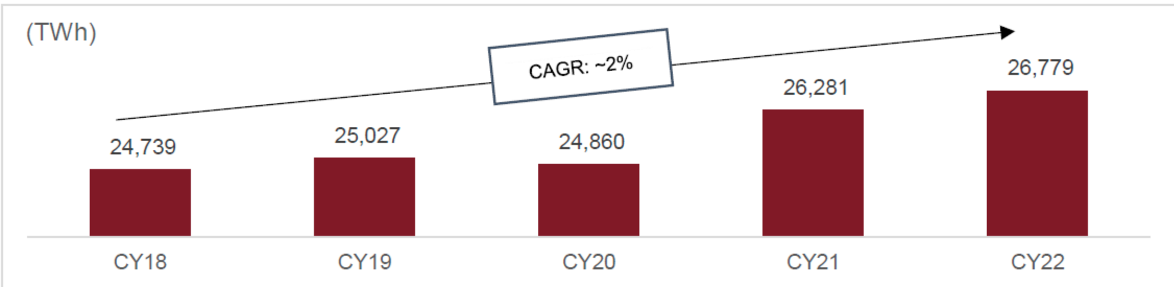
Source: Financial Benchmarks India Pvt Ltd, CEIC, CRISIL Consulting

OVERVIEW OF GLOBAL SOLAR AND INDIAN POWER MARKET

Overview of the Global energy demand

Global electricity demand grew by approximately 1.9% (+498 TWh) in 2022, similar to the average growth of 2.0% in the last five years (CAGR from 2018 to 2022). Last year's increase was largely driven by demand increases in major economies. Three of the major economies namely China, US and India accounted for more than 90% of global demand growth.

Overview of global energy consumption



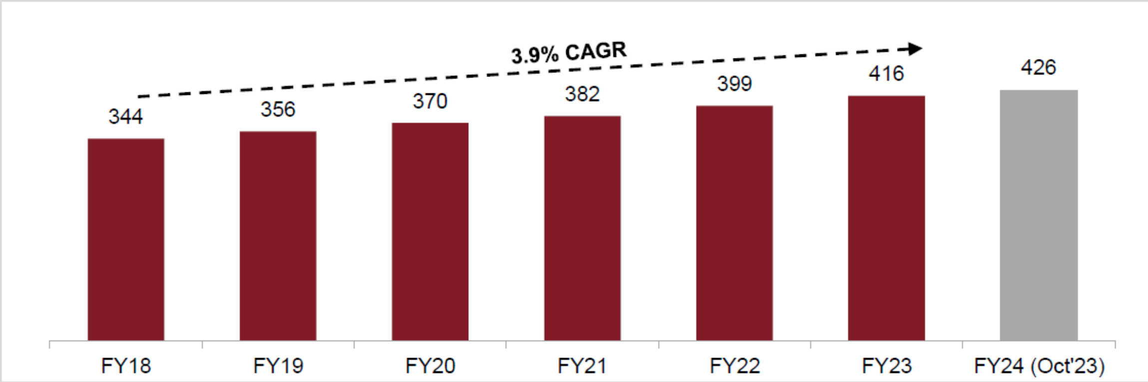
Source: IEA, CRISIL Consulting

Review of Indian power demand-supply scenario

Power supply mix

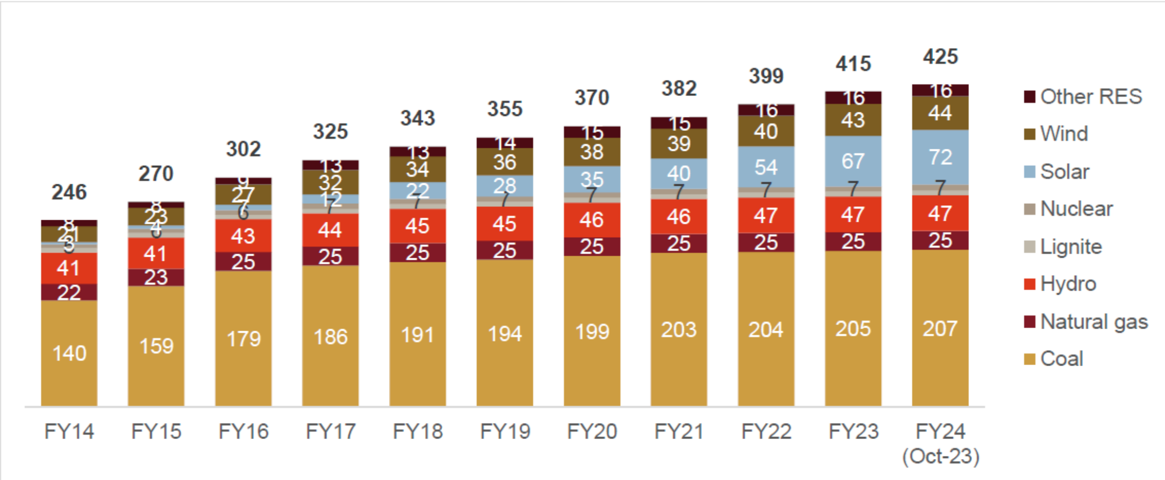
The total installed generation capacity as of October 2023 was 426 GW, of which approximately 89 GW of capacity was added over Fiscals 2017 to 2023. The overall installed generation capacity has grown at a CAGR of 6.8% over Fiscals 2012 to 2023.

Evolution of all India installed generation capacity (GW)



Note: 3.9% CAGR is for capacity additions growth between FY18 and FY23
Source: CEA, CRISIL Consulting

Fuel-wise installed capacity in past 10 years (GW)

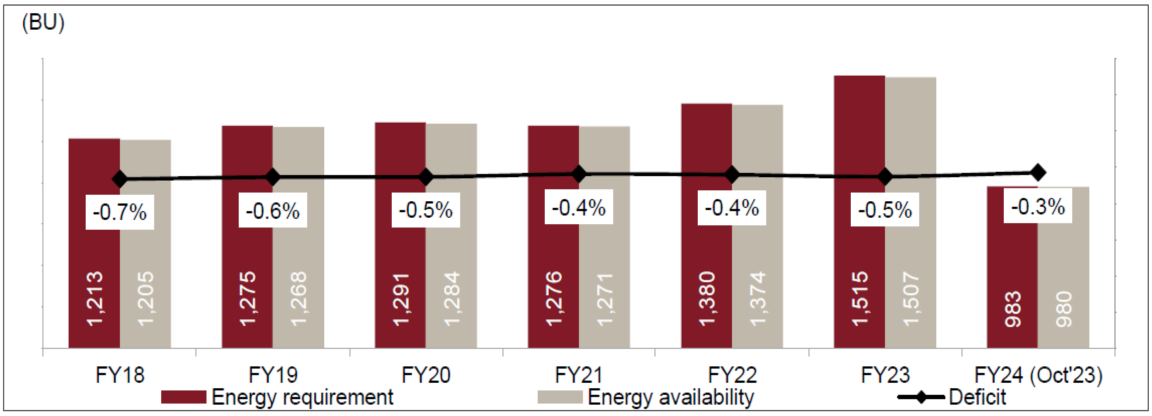


Hydro: Large Hydro; other RE sources: Incl. small hydro, biomass/bagasse and waste to energy
Source: CEA, CRISIL Consulting

Review of power demand-supply gap

India's electricity requirement has risen at a CAGR of approximately 4.5% between Fiscal 2016 and Fiscal 2023, while power availability rose at approximately 4.7% CAGR on the back of strong capacity additions, both in the generation and transmission segments.

Aggregate power demand supply



Source: CEA, CRISIL Consulting

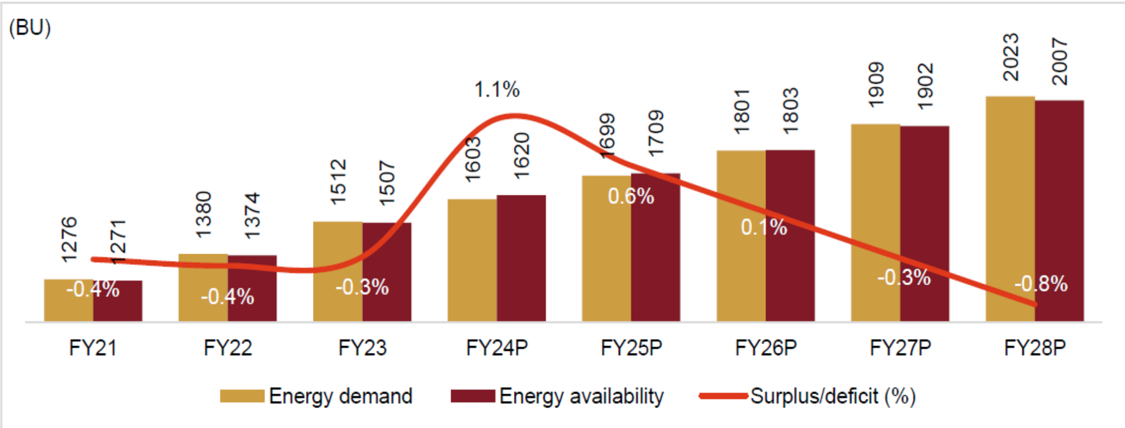
Peak demand touched record high levels of 216 GW in Fiscal 2023 during April 2022, attributed to an increase in cooling demand as intense summers scorched several regions of the country. Generation has struggled to keep up with the booming demand, resulting in an increase in peak deficit to 4.2% in Fiscal 2023 as compared with 1.2% for the same period in Fiscal 2022.

Demand-supply outlook for India

Energy demand-supply forecast, Fiscals 2024 to 2028

CRISIL Consulting expects power demand to log a healthy 5.0% to 6.0% CAGR between Fiscals 2024 and 2028, with the growth trajectory sustaining above the long-term historical growth rate of 5% over the next six years.

Energy demand outlook (Fiscals 2021-2028)

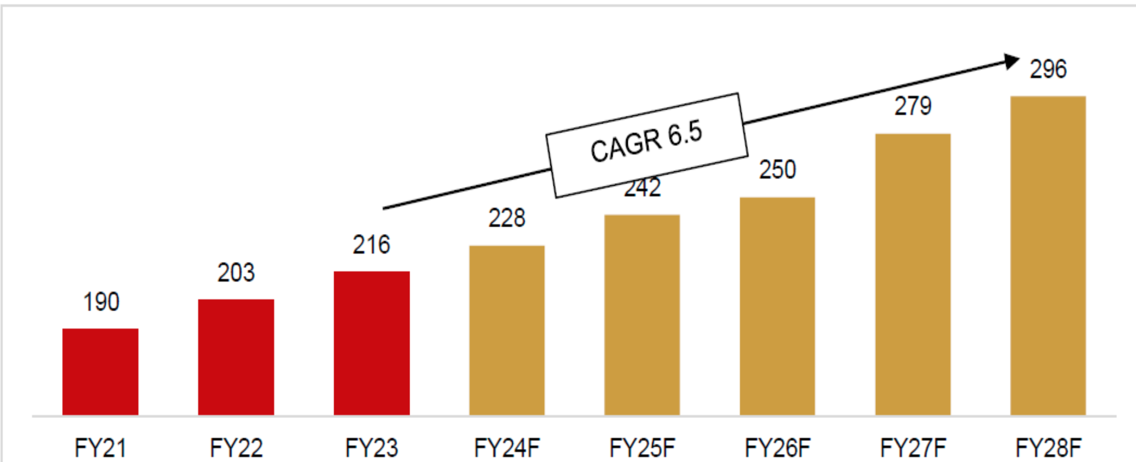


P: Projected,
Source: CEA, CRISIL Consulting

Peak demand outlook

Peak demand is expected to grow annually at approximately 6.5% over Fiscal 2023 to 2028 to nearly 296 GW by Fiscal 2028 with expected persistent high temperatures, rising urbanisation, economic growth and infrastructure push leading to higher power consumption.

Peak demand outlook (Fiscals 2021 to 2028)

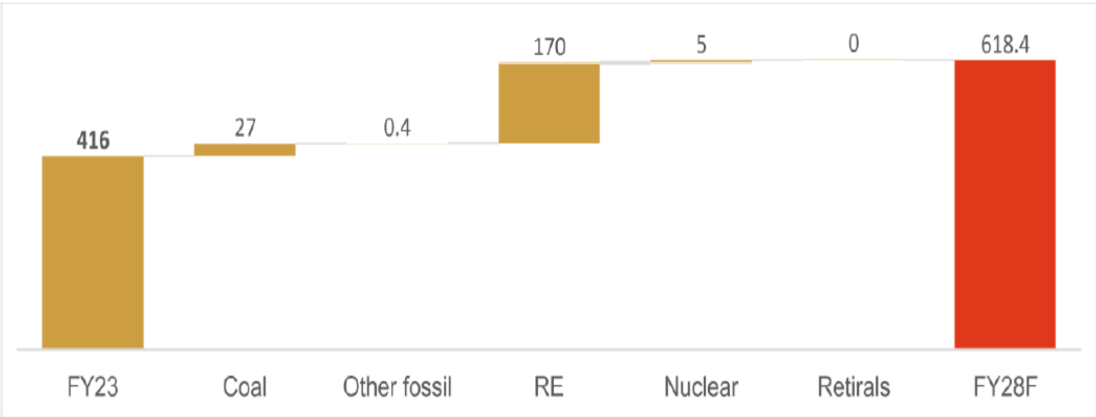


F: Forecast
Source: CEA, CRISIL Consulting

Expected capacity installation by Fiscal 2028

CRISIL Consulting expects 130-140 GW of solar capacity addition between Fiscals 2024 and 2028, followed by 24-25 GW through wind. Growth in capacity additions will be driven by government support, with an aggressive tendering roadmap outlined by the government. A few external factors such as an improvement in technology (floating solar and module efficiency), low-cost financing and policy push are enablers. However, a surge in component pricing, additional taxation will increase capital costs consequently affecting the ability of state discoms to offtake power at higher prices.

All India installed capacity addition by Fiscal 2028 (in GW)

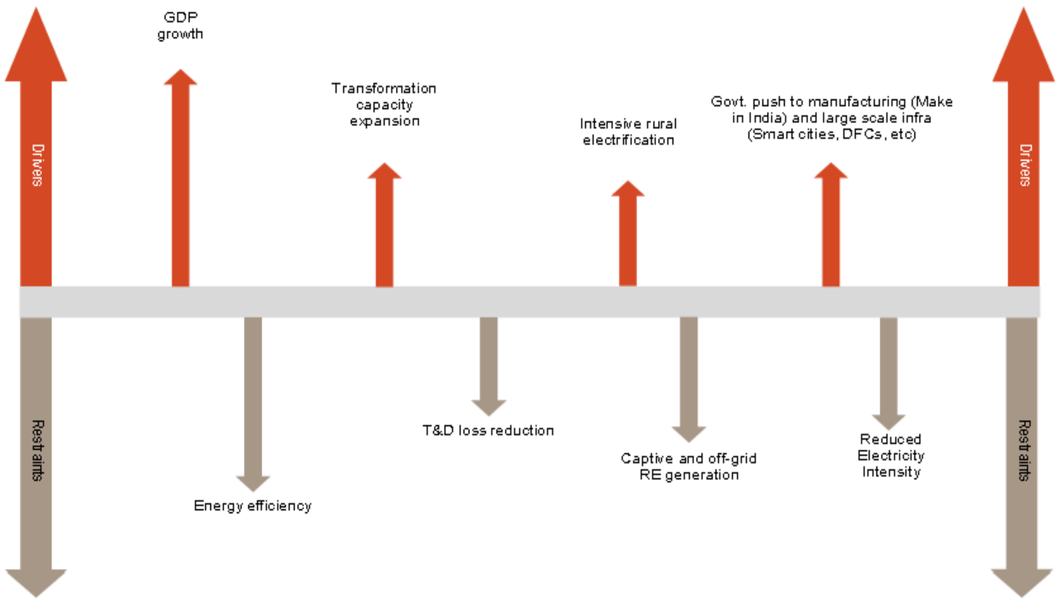


Source: CEA, CRISIL Consulting

Long-term drivers and constraints for demand growth

Power demand is closely associated with a country's GDP. A booming economy automatically leads to a surge in power demand. India is already the fastest-growing economy in the world, with average GDP growth of 5.5% over the past decade. The trickle-down effect of *Aatmanirbhar Bharat* relief package, government spending on infrastructure through the National Infrastructure Pipeline, commissioning of the dedicated freight corridors, expansion of the services industry, rapid urbanisation, and increased farm income from agriculture-related reforms are key macroeconomic factors fostering power demand. Significant policy initiatives such as 24x7 power for all, Sahaj Bijli Har Ghar Yojana ("**SAUBHAGYA**") scheme to provide electricity connections to all households, green energy corridor to facilitate evacuation of RE power, green city scheme to promote the development of sustainable and eco-friendly cities, PLI scheme and low corporate tax rates among others have aided large scale manufacturing in India, further boosting power demand in the country.

Factors influencing power demand



Source: CRISIL Consulting

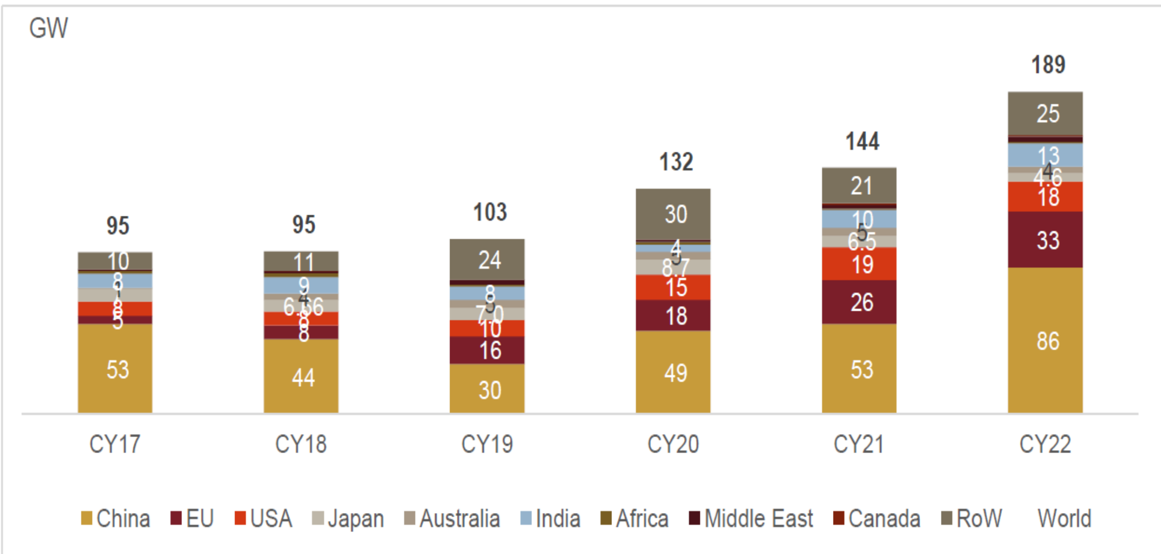
Review of global solar PV capacity additions

Outlook 2023 to 2027: global solar capacity additions

Investments in solar PV will likely increase as it is rapidly becoming the preferred and lowest-cost option for electricity generation globally. Generation should grow by an average 25% between 2022 to 2030 to meet the Net Zero Emissions Scenario by 2050. This translates into over three times increase in annual capacity deployment until 2030.

Globally, approximately 189 GW of solar PV capacity was added in 2022, taking the installed capacity to 1,055 GW, which is an approximately 22% increase over the previous year. China continued to lead the market with total cumulative capacity of approximately 392 GW, whereas the US came in second with approximately 112 GW, followed by Japan at approximately 83 GW.

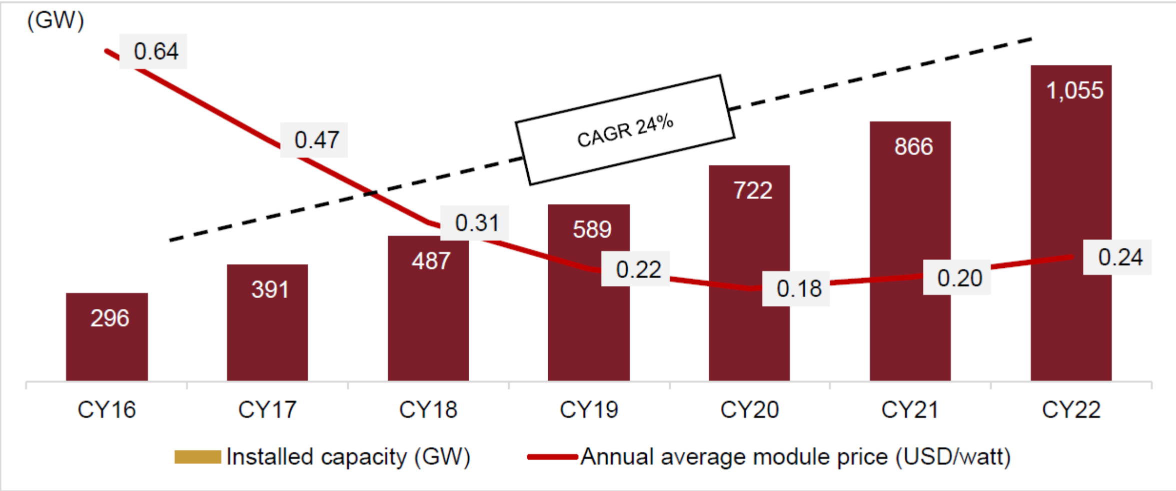
Annual solar capacity additions in major economies



Note: The annual capacity addition numbers pertain to calendar year (January-December)

Source: IRENA Statistics 2023; CRISIL Consulting

Global solar PV installed capacity registered approximately 24% CAGR between 2016 and 2022

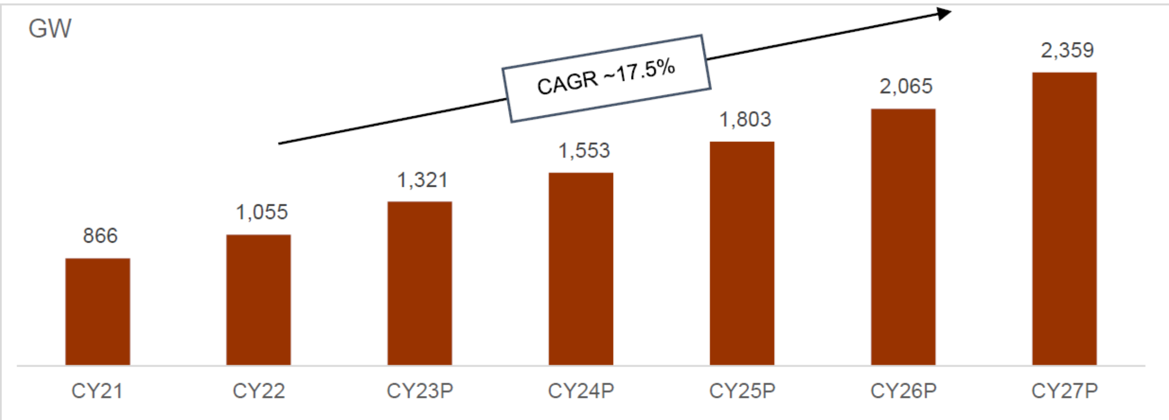


Source: IRENA, CRISIL Consulting

Global solar energy outlook (2023 to 2027)

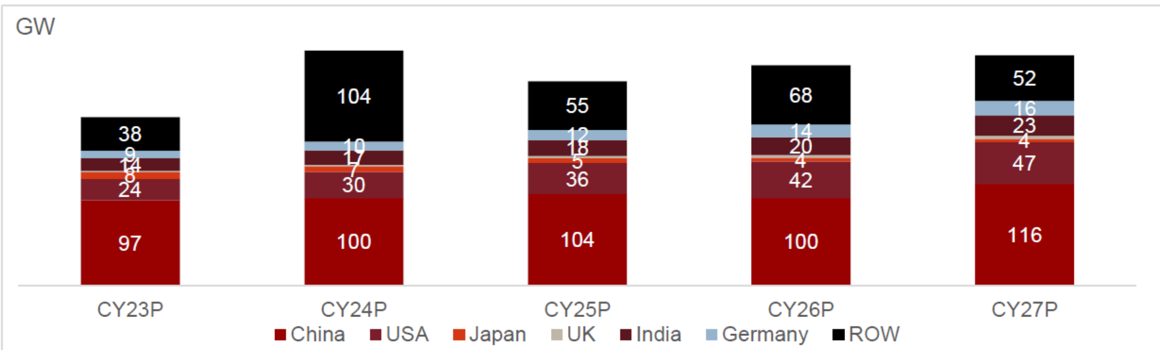
The IEA predicts that the global cumulative solar PV capacity would triple by 2027, surpassing natural gas by 2026 and coal by 2027.

Projected growth in global installed capacity base in solar PV over 2023 to 2027



(P): Projected
Source: IRENA, IEA Renewables 2022, CRISIL Consulting.

Projected annual solar capacity additions in major economies



(P): Projected
Source: IRENA, IEA Renewables 2022, CRISIL Consulting

India is forecast to almost double its renewable power capacity over 2022 to 2027, with solar PV accounting for three-quarters of this growth. At COP26, India announced its targets of achieving net zero by 2070 and 500 GW of non-fossil installed capacity by 2030. The country also mandated higher RPO in July 2022 for discoms. India is also focusing on domestic manufacturing of solar PV and aims to expand its module manufacturing capacity to approximately 70 GW by 2030.

Solar PV capacity additions and installed base (2022)

Country	Installed capacity (MW)	Capacity additions (MW)
China	3,92,436	86,033
EU	1,95,308	32,950
USA	1,11,535	17,624
Japan	83,055	4,642
Australia	29,676	3,922
India	62,850	13,462
Africa	10,543	795
Middle East	12,795	3,279
Canada	5,326	772
RoW	1,51,506	25,524

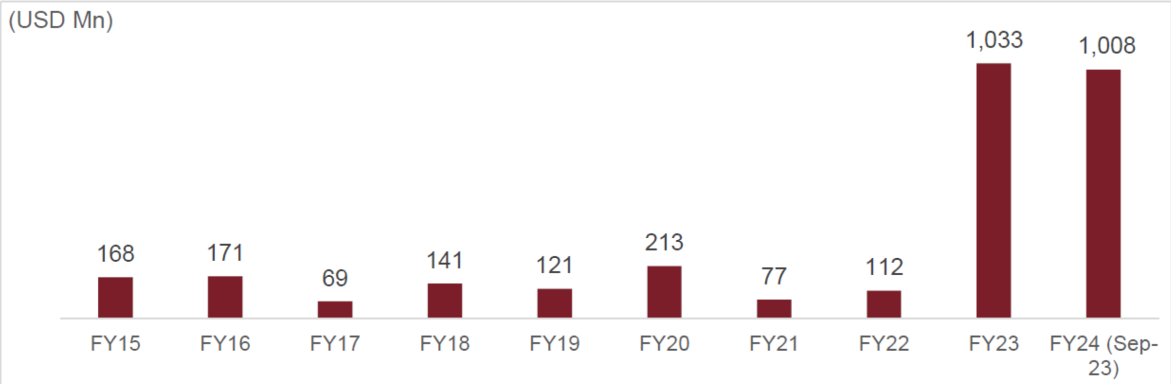
Source: IRENA, CRISIL Consulting

China continues to dominate the solar PV market, accounting for about 45% of the global installed capacity, while key European countries control about 23% of the total solar PV installed capacity.

Major export destinations for Indian solar modules

During Fiscal 2023, India has experienced a significant surge in solar module exports. This increase can be attributed primarily to the restrictions imposed by other countries on Chinese goods, including solar modules. These restrictions have created opportunities for Indian manufacturers to fill the gap in the global market and meet the demand for solar modules. As a result, India has witnessed a notable boost in its solar module exports, contributing to the growth of its solar industry and strengthening its position as a global player in the renewable energy sector.

Export of modules from India in value terms



Source: Ministry of Commerce; Data for HS Code 85414011; FY 21-22 (HS Code 85414011+85414012): FY 22-23: (HS Code 854143+ 85414200); CRISIL Consulting

Until recently, India had the same HS code for solar cells whether they were assembled as modules/panels – 85414011. In the Union Budget 2020, the Ministry of Finance segregated the HS codes as following:

85414011 - Solar cells (not assembled); 85414012 - Solar cells (assembled in modules or made up into panels)

854143- Photovoltaic cells assembled in modules or made up into panels; 85414200- Photovoltaic cells not assembled in modules or made up into panels

From April 2021, separate data 85414012 is available; however, historical data is not available for said code.

There are buyers for Indian modules in international markets, however compared to Chinese manufacturers, the volume is very low. Also, majority of Indian module manufacturers cater maximum to domestic market unlike Chinese which export majority of their production. USA is expected to be the major export destination for India. Future demand will also be driven by the EU, Africa, and Gulf Countries due to healthy additions of solar capacity.

Review of the Indian power sector

Evolution and structure

India's power sector is highly diversified, with sources of power generation ranging from conventional (coal, lignite, natural gas, oil, hydro and nuclear power) to viable, non-conventional sources (such as wind, solar, and biomass and municipal waste). Transmission and Distribution infrastructure has expanded over the years for evacuation of power from

Key policy and regulatory reforms in support of RE growth

The development of grid interactive renewable power has essentially taken off with the Electricity Act 2003, which mandates the SERCs to promote cogeneration and generation of electricity from RE sources by providing suitable measures for connectivity with the grid and sale of electricity and fix certain minimum percentages for purchase of renewable power in the area of each distribution licensee. In June 2008, a National Action Plan on Climate Change ("**NAPCC**") was announced, which included eight major national missions, with the one on solar energy the Jawaharlal Nehru National Solar Mission ("**JNNSM**") being central. The JNNSM was launched in January 2010, with a target of 20 GW grid solar power. In June 2015, this target was increased to 100 GW by 2022 and a cumulative target of 175 GW of RE capacity addition by 2022 was set which included 100 GW from solar, 60 GW from wind, 10 GW from bio-power, and 5 GW from small hydropower.

In the past five years, the government has taken several initiatives to promote RE in the country:

- Permitting foreign direct investment ("**FDI**") up to 100% under the automatic route;
- Waiver of ISTS charges for inter-state sale of solar and wind power for projects to be commissioned by June 30, 2025;
- Declaration of trajectory for renewable purchase obligation ("**RPO**") wherein trajectory for RPO for wind, hydro purchase obligation ("**HPO**") and other RPOs has been laid down up to Fiscal 2030;
- Setting up of ultra-mega renewable energy parks to provide land and transmission to RE developers on a plug-and-play basis;
- Laying of new transmission lines and creating new sub-station capacity for evacuation of renewable power under the Green Energy Corridor ("**GEC**") Scheme;
- Standard bidding guidelines for tariff based competitive bidding process for procurement of power from grid-connected solar PV and wind projects;
- Generation-based incentive ("**GBI**") is being provided to the wind projects commissioned on or before March 31, 2017;
- Electricity (Promoting Renewable Energy through Green Energy Open Access) Rules, 2022 in order to further accelerate the RE programme with the end goal of ensuring access to affordable, reliable, sustainable and green energy for all;
- Letter of credit ("**LC**") or advance payment to ensure timely payment by distribution licensees to RE generators;
- National Green Hydrogen Mission for the development of green hydrogen production capacity of at least 5 million tonne per annum (mtpa) with an associated RE capacity addition of about 125 GW in the country;
- Renewable generation obligation (RGO) issued by MoP for the companies installing new coal/lignite based thermal power plants and having the commercial operation date of the project on or after April 1, 2023. These projects would have to establish/procure an RE capacity of a minimum of 40% of the thermal plant capacity. However, in October 2023, the government issued a draft notification to reduce RGO

from existing 40% to 6% for thermal plants commissioned before March 2023 and 10% from April 2023 onwards;

- Issued Transmission System plan for integration of over 500 GW RE capacity by 2030 which include 8,120 ckm of high voltage direct current ("**HVDC**") transmission corridors (+800 kV and +350 kV), 25,960 ckm of 765 kV AC lines, 15,758 ckm of 400 kV lines and 1,052 ckm of 220 kV cable at an estimated cost of ₹ 2.44 trillion. It also includes transmission system required for evacuation of 10 GW offshore wind located in Gujarat and Tamil Nadu at an estimated cost of ₹ 280 billion; and

- Issuance of bidding trajectory for renewable power bids aims to achieve a target of 280 GW solar capacity (of the 500 GW of installed capacity from non-fossil sources) by 2030. The bids for 40 GW of solar energy capacity per annum, of the total trajectory of 50 GW RE capacity are to be issued each year from Fiscal 2024 through Fiscal 2028.

The viability gap funding for Battery storage proposed in the budget for Fiscal 2024 with capacity of 4000 MWh. An outlay of ₹ 35 billion is expected by the central government to support the VGF. Central government also issued guidelines to promote pump storage projects.

Distribution reforms planned by the government to revive the sector

The government plans to implement several policies to resolve the issues of the distribution segment, as it impacts the entire value chain. Key announcements pertaining to this are as follows:

- *₹ 3 trillion RDSS aiming to improve operational and financial parameters of discoms* — In Union Budget 2021-2022, the GoI announced the RDSS with an outlay of ₹ 3.04 trillion, partly funded by the GoI to the tune of ₹ 976 billion, aimed at reducing financial stress across discoms. The package, slated to be distributed over the next five years, will subsume other schemes (DDUJY and IPDS) under its ambit. As has been the case with the *Aatmanirbhar Bharat* discom liquidity package, PFC and REC will be the key nodal lenders for disbursal of funds to discoms. The GoI has laid down the guidelines and criteria for availing funding under the scheme, which aims to improve operational efficiency, distribution infrastructure, and governance and compliance standards of state discoms.

Key criteria of RDSS

Parameter	Target/objective under RLRDS	Current status	Potential and Impact
ACS-ARR	National target of zero by fiscal 2025	Avg. ACS-ARR gap has increased from Rs 0.55 per unit in fiscal 2017 to Rs 0.77 per unit in fiscal 2022 due to worsening in fiscal 2021. Exception states were Gujarat, UP, Rajasthan, Andhra Pradesh and Maharashtra, which saw ACS ARR reduction in fiscal 2022 over fiscal 2017	Stringent cost-cutting through shift towards cheaper sources of power such as RE, efficient management of operating costs, capital support through equity infusion and access to low-cost debt is required to be combined with timely tariff hikes in order to achieve the target. Weaker states are likely to remain laggards, however efficient states such as Gujarat Maharashtra and Andhra Pradesh could lead the pack, offsetting performance of weak states.
AT&C losses	National target of 12-15% by fiscal 2025	AT&C losses of states under consideration reduced from 23.2% in fiscal 2017 to 20.7% in fiscal 2022, incentivized by UDAY reforms and improvement in billing and collection efficiency. However, certain states such as Telangana, and Madhya Pradesh have seen an increase in losses. The losses for these states after increasing to 24.2% in fiscal 2021 due to pandemic impact on collection efficiency in fiscal 2021, are likely to moderate to 13-14% by fiscal 2027.	Improvement in billing efficiency through strengthening of distribution network, installation of smart meters, and theft reduction, as well as increase in collection efficiency through pro-consumer payment mechanisms, incentivising timely payments, and improving collection systems could be instrumental in meeting the target. Weaker states such as Uttar Pradesh, Bihar, Madhya Pradesh and Andhra Pradesh, will have to exhibit substantial improvement for achieving the target

Parameter	Target/objective under RLRDS	Current status	Potential and Impact
Tariff Reforms	Cost-reflective tariff to ensure profitability	Historically, tariff hikes have not been in line with increase in power purchase costs (PPC), resulting in under-recovery of costs for state discoms and affecting their profitability.	Cost-reflective tariffs could ensure fair recovery of costs through increased revenue, resulting in improved profitability. However, higher tariffs could translate to increased cost burden on consumers, particularly industrial and commercial categories that are already paying higher tariffs due to cross-subsidisation.
Direct Benefit Transfer (DBT)	Direct transfer of the subsidy to end-consumers	Currently, subsidy is transferred by state governments to respective discoms for power supplied to subsidised consumer categories, typically agri. consumers, with subsidy received-to-booked ratio at 99% in FY22 for states under consideration. However, certain states such as Madhya Pradesh, Karnataka and Telangana are known to have weaker performance than peers. The ratio is expected to remain stable at over 99% considering RDSS mandate of compulsory payment of pending subsidy.	DBT is expected to shift financial burden from discoms to consumers and state governments, with subsidised consumers having to pay designated tariffs, even as state govt. has to make timely direct transfers to concerned consumers. However, states with weaker finances could falter in payments, which could trigger defaults by subsidised consumers, thereby impacting collection efficiency and profitability of respective discoms.
Working capital rationalization	Payables days to Creditors for the year under evaluation to be equal to or less than the projected trajectory	Payables to power gencos remain abysmally high due to weak financial position of state discoms, largely on account of stretched receivables from consumers, particularly economically weaker sections and government departments. Funds disbursed under Atmanirbhar Bharat discom liquidity package have aided repayments to gencos in fiscal 2021 and fiscal 2022, however payables persist at alarmingly high levels.	Timely payments by consumers are essential to improve liquidity position of state discoms', which, in turn, can reduce payables days, thereby improving working capital cycle. Increasing collection efficiency and successful implementation of DBT could be crucial for the same.

Parameter	Target/objective under RLRDS	Current status	Potential and Impact
Hours of Supply (Rural)	Govt. aiming for 24*7 power for all under a parallel program	Rural areas received power supply for an average ~20 hours daily across India as of June 2022.	Reducing leakages in distribution network through timely infrastructure upgrades as well as improving billing and collection efficiency in rural consumers could facilitate achievement of the target.
DT metering and Smart metering	Non-Agri. and Agri. DT metering to be completed by June 2023 and March 2025 respectively Smart metering to be completed by March 2025	DT metering in urban and rural areas has reached 95% and 68% as of July 2021, whereas smart metering has reached ~10%.	100% DT metering and smart metering could enable accurate and timely tracking of power consumed, thereby increasing billing efficiency of discoms, consequently reducing their AT&C losses
Corporate Governance and Compliance	Discoms to publish audited annual accounts by December-end of following fiscal year for the first two years of the scheme, and by September-end from third year onwards Tariff orders to be issued by SERCs by April 1 of new fiscal year	Audited annual accounts are typically published by state discoms after a lag of at least 12 months, whereas tariff orders are issued by SERCs 4-8 months after commencement of a new fiscal year.	Timely filing of tariff orders and annual accounts could ensure efficient implementation of new tariff schedule as well as improve overall governance standards and compliance of discoms.

Current state of discom financial health

Review of AT&C loss and ACS-ARR gap of state discoms

Distribution is the final and critical link in the power sector value chain. However, the financial position of the distribution sector has significantly deteriorated over the past decade owing to irregular tariff hikes, high aggregate technical and commercial ("**AT&C**") losses, and delays in subsidy payments by state governments. This has adversely impacted power offtake by discoms and led to delays in payments to generation companies. Both the financial and operational performance of discoms started to improve post implementation of Ujwal DISCOM Assurance Yojana ("**UDAY**"), but the situation reversed and worsened again once the scheme ended in March 2019.

Under the UDAY scheme, states took over 75% of discom debt as on September 30, 2015, over a period of two years, 50% in Fiscal 2016 and 25% in Fiscal 2017. The balance 25% was to be converted by lenders into loans or bonds at an interest rate not more than the banks' base rate plus 10 basis points. Alternatively, this debt could be fully/partly issued by the discoms as state guaranteed bonds at prevailing market rates, which were to be equal to or less than the banks' base rate plus 10 bps. The scheme envisaged reduction of the cost of power through measures such as additional supply of domestic coal (at notified prices), coal linkage rationalisation through swap agreements, supply of washed and crushed coal, and supply of cheaper power from NTPC and other central public sector units (as part of central allocation of power to states), if available through a higher plant load factor. Implementation was mixed with policy-level support but limited traction on the ground. While coal linkage rationalisation under the SHAKTI scheme did benefit several projects, and domestic supply also improved, the effect has been temporary or partial.

Improvements in operational efficiency

Operational efficiency improvements were planned through smart metering, upgradation of infrastructure (including transformers), and use of energy-efficient LED bulbs, pumps, and other heavy electric equipment.

Through GoI schemes such as Integrated Power Development Scheme ("**IPDS**") and Deen Dayal Upadhyaya Gram Jyoti Yojana ("**DDUGJY**"), additional/priority funding (depending on achievement of operational milestones) was being made available to target reduction in AT&C losses. However, the earlier target of 15% by the end of Fiscal 2019 from approximately 23.7% in Fiscal 2016 was not achieved.

AT&C losses reduced to 16.4% in Fiscal 2022, significantly lower than 20.8% in Fiscal 2020 and 22.3% in Fiscal 2021. AT&C losses were considerably high in Fiscal 2021, as COVID-19 adversely impacted both billing and collection efficiencies. However, AT&C losses reduced by approximately 3% even when compared with the pre-pandemic level (Fiscal 2020). The AT&C loss further reduced to 13.5% in Fiscal 2023 as per the provisional data compiled by MoP.

The AT&C loss trend indicates that the improvement was driven by collection efficiency, which improved from 93.1% in Fiscal 2020 to 97.2% in Fiscal 2022. On the other hand, billing efficiency remained unchanged at 85.9% during the period.

The average cost of supply ("**ACS**") and average revenue realized ("**ARR**") gap for the states narrowed to ₹ 0.49 per kWh in Fiscal 2018 from ₹ 0.58 per kWh in Fiscal 2017 but expanded to ₹ 0.83 per kWh at the end of Fiscal 2019, indicating reversal of some of the gains achieved through reduction in power purchase costs, interest burden and AT&C losses over the past three years. The cash-adjusted ACS-ARR gap stood at ₹ 0.79 per unit as of March 2020 and widened further to ₹ 0.89 per unit as of March 2021, indicating further deterioration in discoms' financial profiles. However, the gap narrowed to ₹ 0.40 per unit as of March 2022, reflecting improved financial conditions of reporting discoms.

The power distribution sector suffers from high trade payables with days payable averaging 160 days nationally, as opposed to the benchmark of 45 days specified in LPS Rules, 2022. With the sector making losses and facing liquidity crunch, reducing trade payables remains challenging.

Financial position of transmission and distribution (T&D) sector entities

Distribution companies

As per the 11th Integrated Rating Report on Power Distribution Utilities for fiscal 2022, the financial deficit of power distribution sector was approximately ₹ 53,000 crore in Fiscal 2022, a reduction of approximately 46% compared to Fiscal 2020. This improvement was driven by rising demand for power and a 50% improvement in the ACS-ARR gap from 79 paise per unit in Fiscal 2020, which reduced to only 40 paise per unit in Fiscal 2022. The improvement in the absolute cash adjusted gap can be attributed to improvement in the profit before tax, subsidy disbursement and collection from trade receivables.

Transmission companies

As per the Report on Performance of State Power Utilities for Fiscal 2022, transmission utilities together incurred a profit of ₹ 48.96 billion, with 15 out of 22 utilities registering profit. GETCO (₹ 9.71 billion) and MPPTCL (₹10.72 billion) were among the top profit earners in transmission utilities. However, RRVPNL (₹ 1.88 billion), JUSNL (₹ 4.30 billion), HPPTCL (₹ 1.70 billion), MePTCL (₹ 0.82 billion), UPPTCL (₹ 5.56 billion) and MSPCL (₹ 0.32 billion) reported losses.

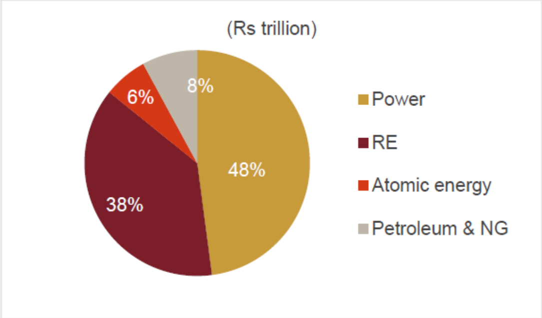
Proposed investments in the power sector

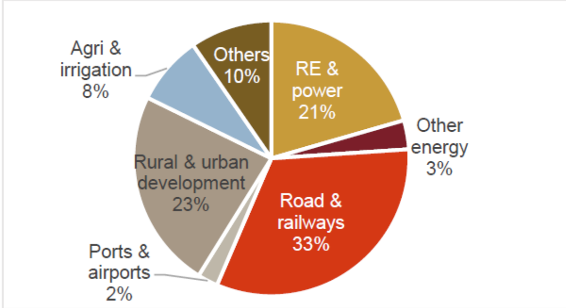
National infrastructure pipeline

The National Infrastructure Pipeline ("**NIP**") is a roadmap to boost infrastructure across India and showcase investment opportunities in the domestic infrastructure sector, improve project preparation and attract investments into the country. The NIP aims to raise investments for key greenfield and brownfield projects across all economic and social infrastructure sub-sectors on a best-effort basis.

A total investment of approximately ₹ 102 trillion has been proposed between Fiscals 2020 and 2025 out of which around 24% has been allocated to the energy sector. The allocation of projected capital expenditure is as follows:

Proposed investment in energy sector under NIP and the share of key infrastructure sectors





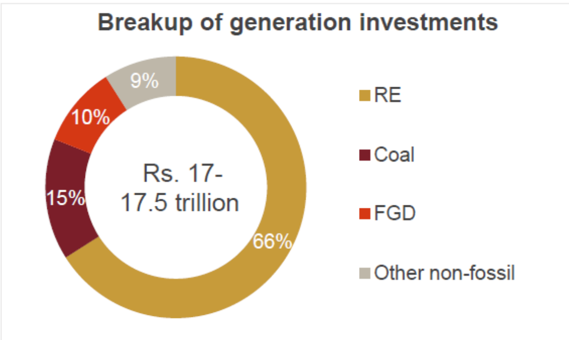
Source: CEA, CRISIL Consulting

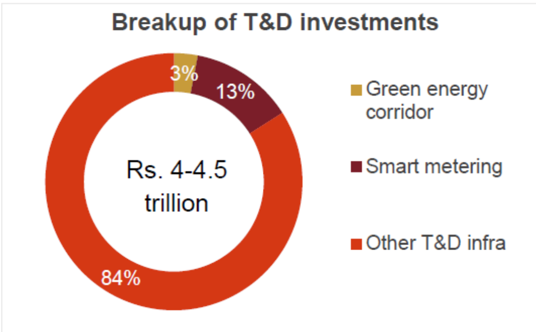
Investments in generation, transmission, and distribution infrastructure

CRISIL Consulting expects investments of ₹ 23 trillion to 23.5 trillion in the power sector over the next five years. The share of investments in generation is expected to increase and that of distribution to decrease over the next five years compared with Fiscals 2018 to Fiscal 2023.

Investments in generation will be led by RE capacity additions, followed by investments in conventional generation and flue gas desulfurization ("**FGD**") installations, indicating a shift in fund flows towards enhancing clean energy supply. Investments in RE capacity, which are expected to triple over the next five years in line with capacity additions, will constitute over 77% of overall generation investments. Investments in the segment will be bolstered by increase in conventional generation investments over the next five years as against the last five years, as new coal-based plants will be set up to meet the fast-growing peak load demand and increased installation of emission controlling FGD equipment in thermal stations. Total generation investments are expected to grow 85% to 90% over Fiscals 2024 to 2028 compared with fiscals 2018 to 2023.

Breakup of investments (Fiscal 2024F-Fiscal 2028F)





Source: CRISIL Consulting

Assessment of key off-taker entities

<u>Distribution utilities</u>

CRISIL Consulting has bucketed states based on their operational performance, infrastructure growth, and the respective state government's ability and willingness to support them. The details are as of March 2022.

Most state entities within moderate-to-weak band

	State	AT&C loss (%)	ACS-ARR gap (₹/kWh)	Fiscal deficit (% of GSDP)	Days payable	PFC Rating FY22
Strong	Gujarat	9.20%	-0.22	1.51%	0	A+
	Karnataka	11.10%	-0.73	2.84%	179	A/B
	Haryana	13.80%	0.03	3.36%	42	A+
Moderate	Andhra Pradesh	10.50%	0.50	3.18%	167	B/C
	Punjab	11.70%	0.08	5.65%	65	A
	Madhya Pradesh	23.13%	0.29	3.80%	316	B-/C
	Chhattisgarh	18.10%	0.46	3.81%	214	C
	Maharashtra	15.50%	0.08	2.79%	177	B-
	Tamil Nadu	13.50%	1.79	4.18%	200	C-
	Telangana	11.60%	1.46	3.88%	366	C-
	Rajasthan	17.13%	-0.25	3.03%	139	B/C
Weak	Uttar Pradesh	28.33%	1.34	4.27%	246	C/C-
	Jharkhand	33.80%	1.81	5.10%	537	C-
	Bihar	30.25%	1.26	11.31%	160	C-

AT&C loss (%)
- Less than 15%
- Between 15% and 21%
- Above 21%

ACS-ARR gap (₹/kWh)
- Less than ₹ 0.05/kWh
- Between ₹ 0.05 and ₹ 0.35/kWh
- Above ₹ 0.35/kWh

Fiscal deficit (% of GSDP)
- Less than 3%
- Between 3% and 4.5%
- Above 4.5%

Days payable
- Less than 45 days
- Between 45 and 90 days
- Above 90 days

Source: PFC, CRISIL Consulting

Solar Energy Corporation of India ("SECI")

SECI is 100% owned by the GoI and is a critical institution in ensuring success of the government's RE plans and global climate change commitments; thus, strong government support will continue. Some of the key advantages for SECI are availability of surplus funds, including free cash balances and cushion available in payment security fund. Some of the potential risks are as follows:

- CERC, in November 2019, put the onus on both parties to mutually decide trading margins. This could impact SECI's profitability and is a key monitorable.
- Further, SECI is in the process of setting up greenfield projects, starting from 10 MW, across India, which could expose it to execution-related risks such as time and cost overrun and funding risk.

Key financial indicators for SECI

Particulars	Unit	FY18	FY19	FY20	FY21	FY22	FY23
Operating income	Rs million	11,582	32,351	46,257	54,429	72,848	1,07,951
EBITDA	Rs million	891	1,786	2,087	2,271	3,153	3,800
PAT	Rs million	647	1,294	1,789	1,777	2,403	3,156
EBITDA margin	%	7.7	5.5	4.5	4.2	4.3	3.5
PAT margin	%	5.6	4.0	3.9	3.3	3.3	2.9
RoCE	%	25.2	40.2	37.2	30.9	22.2	18.0
Debt/net-worth	Times	-	-	-	-	-	-
Debt/EBITDA	Times	-	-	-	-	-	-
Cash, cash equivalent	Rs million	16,015	16,741	17,620	15,915	25,219	29.980
Interest coverage ratio	Times	137	67	67	63	77	47
Trade receivables	Days	41	80	93	57	49	46
Trade payables	Days	80	46	36	31	23	16

Note: Values given as '-' are nil; Source: Annual reports, credit rating reports, CRISIL Consulting

Credit rating history

Mar 2018	Jun 2019	Jan 2020	Jan 2021	Aug 2021	Jul 2022	Sep 2023
AA+ (positive)	AA+ (positive)	AA+ (stable)	AA+ (stable)	AAA (positive)	AAA (stable)	AAA (stable)

NTPC Vidyut Vyapar Nigam Limited ("NVVN")

NVVN holds a category-I license and is one of the national nodal agencies for trading in solar power generated under JNNSM Phase-I and for cross border sales. NTPC along with its subsidiaries sells power to NVVN, which is further sold by NVVN to various utilities and discoms.

NVVN has a strong promoter company NTPC. The company enjoys a healthy financial risk profile because of the absence of any long-term debt and comfortable liquidity. Potential risks include trading margin capped by the CERC for electricity trading limits revenues of trading companies.

Key financial indicators for NVVNL

Particulars	Unit	FY 18	FY 19	FY 20	FY 21	FY22	FY23
Operating income	Rs million	50,630	45,320	44,430	40,370	38,995	44,402
EBITDA	Rs million	952	1020	261	1098	1210	1,305
PAT	Rs million	612	660	180	920	1503	1,759
EBITDA margin	%	1.88	2.25	0.59	2.72	3.10	2.94
PAT margin	%	1.21	1.40	0.40	2.28	3.85	3.96
RoCE	%	30.0	28.9	6.5	29.9	37.9	32.28
Debt/Net worth	times	-	-	0.4	0.2	-	0.21
Debt/EBITDA	times	-	-	0.6	0.9	-	1.16
Cash, cash equivalent	Rs million	2,530	1,450	530	5,891	5,272	4,067
Interest coverage ratio	times	97	40	53	18	61	15
Trade receivables	days	58	86	93	81	136	158
Trade payables	days	79	74	69	92	116	159

Note: Values given as '-' are nil

Source: Annual reports, credit rating reports, CRISIL Consulting

Credit rating history

Feb 2016	May 2017	Aug 2018	Nov 2019	Feb 2021	Jan 2022	Nov 2023
AA+ (stable)	AA+ (stable)	AA+ (stable)	AA+ (stable)	AA+ (stable)	AA+ (stable, withdrawn)	AA+ (stable)

Credit rating of the Company was withdrawn in January 2022 due to receipt of no-objection certificate from bankers

POLICY PUSH DRIVING SOLAR ENERGY

Executive Summary:

- Global policy push has accelerated the adoption of renewable energy, making it a more affordable and accessible option for everyone.
- As part of its commitment to supporting the transition to a low-carbon economy, global players stopped insuring or investing in coal
- The US Inflation Reduction Act has allocated ~$400 Bn for clean energy which will lead to critical implications for climate change, trade, security, and foreign policy
- China plus one strategy encouraging Industries to reduce their dependence on China and diversify their supply chains
- India would require around 60 GWh of Li-ion capacity by 2025 and 120 GWh by 2030.
- Government of India has approved the PLI Scheme 'National Programme on Advanced Chemistry Cell (ACC) Battery Storage' for achieving manufacturing capacity of 50 GWh of ACC for enhancing India's Manufacturing Capabilities with a budgetary outlay of ₹ 18,100 crore.
- Green Hydrogen Policy expected to lead to increased investment in the green hydrogen sector, development of new green hydrogen technologies and increased demand for renewable energy
- As per NITI Aayog, India may witness a 20 GW electrolyser demand by 2030
- Incentive scheme for Electrolyser manufacturing under SIGHT program expected to have a transformative effect on the Green Hydrogen ecosystem in India

Global policy push

Country	Policy Component	Details
China	Tax Incentives	Preferential 15 per cent corporate tax rate applicable to High and New Technology Enterprises (HNTE) and a 50 per cent deduction for qualifying R&D expenditure. Additionally, HNTE can also claim a two-year tax holiday followed by a 12.5 per cent corporate tax rate for 3 years.
Japan	Feed-in-tariff	The latest feed in tariffs unveiled in February 2022 are set at $0.096/kWh for 10-50 KW; $0.087/kWh for 50kW-250kW PV projects & above 250 kW to compete in auctions.
UK	Contract for Difference (CfD)	A policy which enables a contract between an RE generator and the 'Low Carbons Contract Company' (LCCC). The LCCC pays the generator the difference between the 'strike price' and the 'reference price'. The 'Strike price' is a pre-determined set under the contract depending on the costs incurred in investing in RE technology and the 'reference price' is the average price of electricity in the Great Britain power market. If strike price is above the reference price the LCCC will compensate the generator and vice versa.
UK	Renewables Obligation Scheme (prior to March 2017)	The RO that came into effect in 2002 in England and Wales, and Scotland, places an obligation on UK electricity suppliers to source an increasing proportion of the electricity they supply from renewable sources. Operators can trade ROCs with other parties. ROCs are ultimately used by suppliers to demonstrate that they have met their obligation.
Germany	RE Auctions replace FiT regime	Feed-in-tariff regime replaced by annual auctions of RE sources. 600 MW of solar to be auctioned each year effective from 2017.
Germany	KfW Renewable Energies Program	KfW funding program to fund installation costs up to 100 per cent for various RE power installations.
USA	Business Energy Investment Tax Credit	A tax incentive provided by the federal government on solar installations including lighting systems. The rebate amount is 26% for two years till Jan 1, 2023 & 22% credit till 1 Jan 2024. For projects beginning construction on or before 1 Jan 2024 and not commissioned till 1 Jan, 2026, the tax credit will be 10%. Also, recently US president has proposed to extend the tax credit for 10 years.

IRA to boost demand for solar value chain in US

The US Inflation Reduction Act has allocated approximately US$ 400 billion for clean energy. It is expected that it will lead to critical implications for climate change, trade, security, and foreign policy. The tax credits provide financial incentives to both domestic solar demand and supply. The "Section 45X Advanced Manufacturing Tax Credit" pertains to manufacturers who produce eligible components within the United States and sell them to unrelated parties. The credit rates for Section 45X vary and are determined based on the specific component being manufactured. Some credit rates are tied to the cost of production, while others are influenced by certain capacity factors.

For solar modules the credits are expected to include:

- Solar Cells – 4 cents per W_{DC} capacity
- Solar wafers – $12 per square meter
- Solar grade polysilicon – $3 per kilogram
- Polymeric backsheet- 40 cents per square meter
- Solar modules – 7 cents per W_{DC} capacity

The implementation of the UFLP Act in June 2022 has had an impact on the growth of utility-scale installations. Under the said Act, importers are required to furnish evidence that the goods they import were produced without the use of forced labor. This requirement extends to goods that are entirely or partially manufactured in the Xinjiang Autonomous Region ("**XAUR**"). Additionally, the Act encompasses goods produced in other countries if they contain inputs that were mined, produced, or manufactured in XAUR. Implementation of the said Act has made the US market exceedingly profitable for non-China solar module manufacturers.

In December 2022, the US Department of Commerce determined that some solar cell manufacturers in Southeast Asian countries using input materials from China are evading US anti-dumping and anti-subsidy duties related to solar battery products originating from China. As a result, anti-circumvention duty as high as 254% could be imposed on solar cells imported from the Southeast Asian countries.

China Plus One strategy

China Plus One strategy encourages companies to diversify their operations by expanding outside of China while still maintaining a presence in the country. This strategy is becoming increasingly popular in the solar industry, as companies look to reduce their dependence on China and diversify their supply chains. There are a number of factors encouraging the China Plus One strategy for solar. Some of them are: The rising cost of labor in China; the increasing complexity of the Chinese regulatory environment; the growing political risk in China; the increasing demand for diversification from investors; number of other countries that are emerging as potential destinations. Countries like India, Vietnam, Malaysia, and Thailand offer a number of advantages, including lower labor costs, favorable government policies, and access to new markets. India is one of the potential destinations for solar manufacturing due to its low labor cost as well as favorable political and regulatory environment for manufacturing.

INDIAN SOLAR POWER MARKET

Executive Summary:

- With strong government thrust, India added ~13 GW solar capacity in fiscal 2023 and over 5 GW as of October 2023 during fiscal 2024
- A tariff of Rs 2.8-3.0 p.u. would be required to generate a 10-12% IRR with the imposition of BCD and supply-side issues
- Solar capacity additions of 130-140 GW expected over fiscals 2024-2028
- As the government pushes towards the Green Hydrogen targets, more solar capacities are expected to commission totaling 30-34 GW by fiscal 2028
- Central and state tendering has grown multi-fold with a healthy pipeline giving comfort; resolution of execution-related hurdles critical
- ALMM order poses a risk to ~8-9 GW of solar projects if the planned capacity expansion gets delayed.
- ~11-12 GW of projects to be commissioned under the open access utility segment over the next five years
- Green Energy Open Access Rules, 2022 to provide greater clarity in various OA-related provisions.
- ~19.0-21.5 GW rooftop solar additions expected over 2024-28; 3x over FY19 to FY23
- Deterioration in the financial profile of distribution utilities resulting in offtake issues and payment defaults, declining power deficit, and aggressive bidding are some of the key monitorable for Indian Solar Industry.
- Wind Solar Hybrid (WSH) is fast becoming the preferred RE option in India given the various advantages of RTC power, reliability and grid stability
- Lack of good sites, optimal sizing, higher tariffs, and grid balancing requirement poses implementation risks for WSH Projects

Overview of RE Sector in India

Renewable energy installations (incl. large hydro) have increased fivefold to approximately 179 GW as of October 2023, as compared with approximately 63 GW as of March 2012 (*source: MNRE*), led by various central and state-level incentives. As of October 2023, installed grid connected renewable energy generation capacity (including large hydro) in India constituted approximately 42% of the total installed generation base in India. In particular, this growth has been led by solar power, which has grown to approximately 72 GW from approximately 0.09 GW over the discussed time period.

Potential and cumulative capacity of RE (technology-wise)

Technology	Potential	Cumulative capacity (as of Oct 23)	Untapped potential
Wind	~696 GW (120 m hub height)	44.3 GW	93.6%
Solar	750 GW	72.0 GW	90.4%
Bioenergy	25 GW	10.26 GW	59.0%
Hydro	165 GW	51.8 GW	68.6%
Waste to energy	NA	0.6 GW	NA

Hydro: Large + Small hydro
Source: MNRE; NITI Aayog; CRISIL Consulting

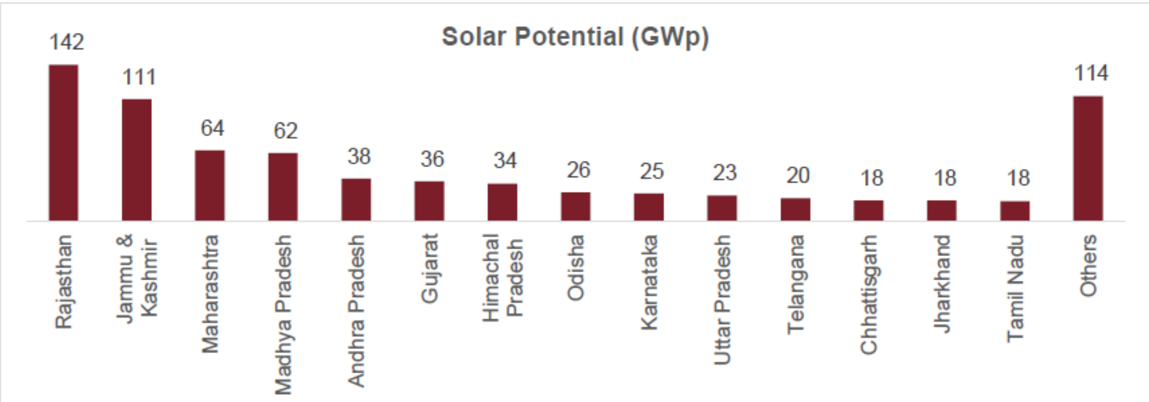
Solar energy potential is the greatest in India amongst all the commercially available renewable energy sources. As per an assessment by the National Institute of Solar Energy ("**NISE**") and a report by MNRE, the top five states with the highest solar PV potential are Rajasthan, Jammu & Kashmir, Maharashtra, Madhya Pradesh and Andhra Pradesh. While the MNRE has considered 3% of wasteland that can be utilised in a state for the installation of ground-mounted solar PV projects, it has also considered 2% to 25% of the rooftop space being utilised (1 kWp – 100 kWp) across various buildings, such as offices, shops, hospital, and government buildings, for the setting up of rooftop solar PV projects.

Review of solar energy capacity additions in India

State-wise potential of solar energy

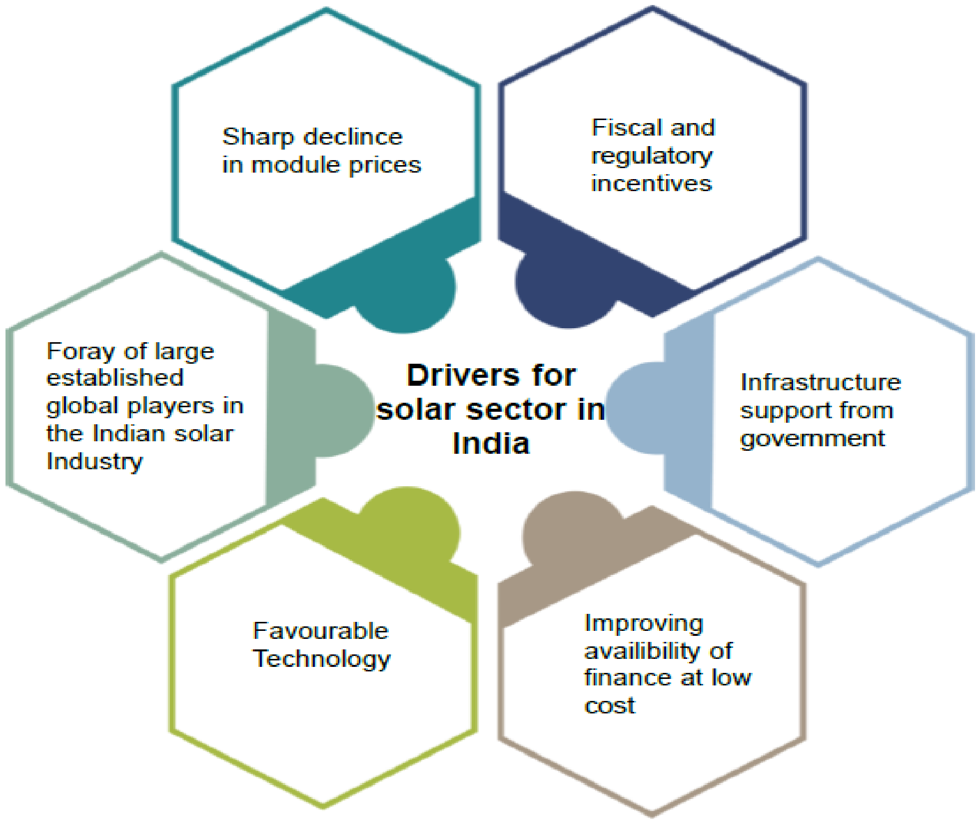
India is endowed with vast solar energy potential. About 5,000 trillion kWh per year of energy is incident over the land area, with most parts receiving 4kWh to 7 kWh per sq m per day. Solar PV power can effectively be harnessed, with a huge scalability potential in India. The National Institute of Energy estimated the country's solar potential at 748 GW, assuming solar PV modules cover 3% of the geographical surface. India is a perfect location for solar energy because of its location. It has 300 days of sunshine each year, with daily peak electricity use being in the evenings and a seasonal peak in the summer.

State-wise solar potential



Source: MNRE, NISE, CRISIL Consulting

Growth drivers for the solar sector in India

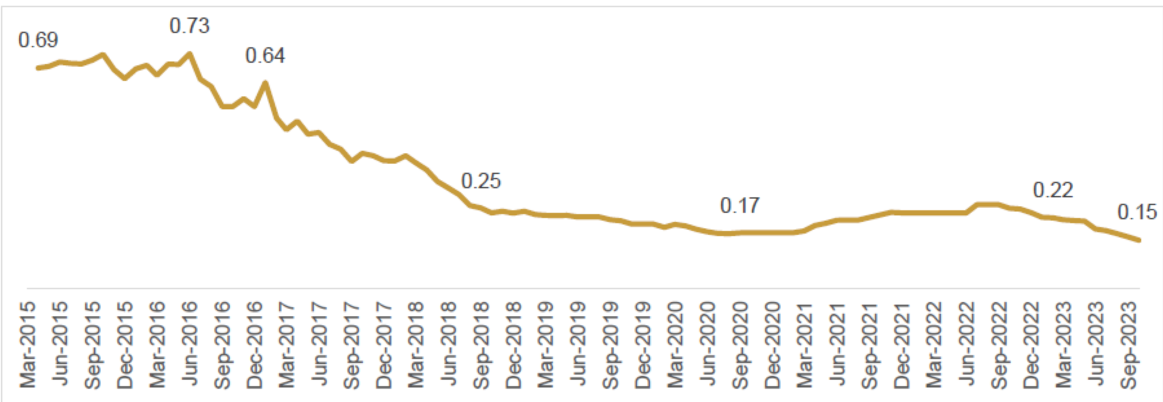


Source: CRISIL Consulting

Declining module prices and tariffs

The global average solar module price, which constitutes 55% to 60% of the total system cost, crashed 73% to US$ 0.47 per Wp in 2016 (average for January-December) from US$ 1.78 per Wp in 2010. In fact, prices continued to decline to US$ 0.22 per Wp by end-August 2019, owing to the wide demand-supply gap in the global solar module manufacturing industry. Historically, global solar demand has been half of the total module manufacturing capacity. Moreover, innovation in the manufacturing processes has reduced costs, putting downward pressure on module prices. Further, declining inverter prices (6% to 7% of the capital cost), which fell to US$21 per Wp by March 2020, reduced system costs. Module prices reached US$0.22 per Wp level in Fiscal 2021.

Decline in the prices of Modules

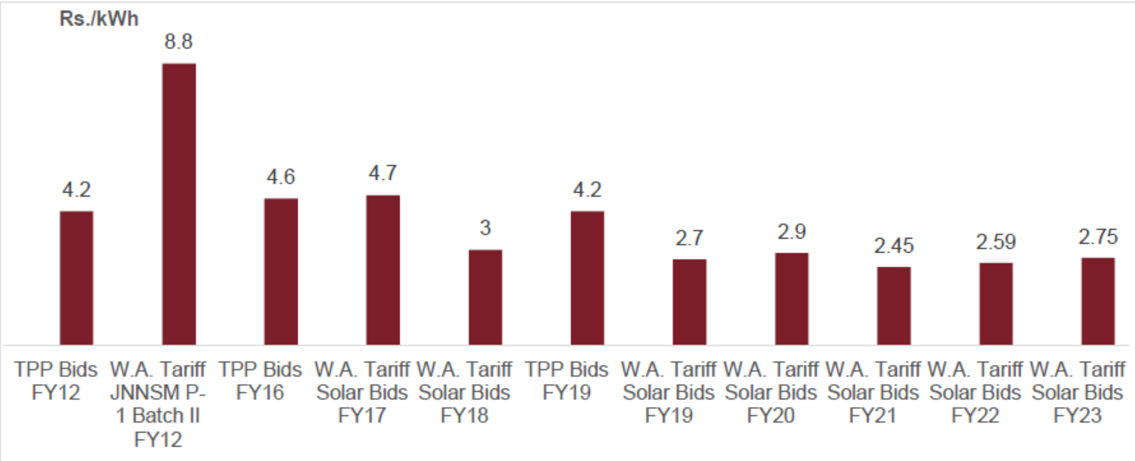


Source: CRISIL Consulting

- **Solar power tariffs have been lower than coal-based power tariffs**

In recent years, there has not been any major development in the case of thermal power bidding. However, considering the previously bid prices of thermal power, solar power tariffs have been on the lower side.

Competitively bid solar power tariffs are much lower than coal-based power tariffs



Note: TPP – Thermal power plant; JNNSM – Jawaharlal Nehru National Solar Mission; W.A. – Weighted average levelised tariffs
Source: Details of Case I bids, Bidding of power from stressed assets, CEA; CRISIL Consulting

Strong government thrust

The GoI has laid significant emphasis on climate change, for which it provided a framework, NAPCC, in 2008, where it proposed an eight-pronged strategy, National Solar Mission ("**NSM**"), energy efficiency, sustainable habitat, water planning, Himalayan ecosystem, afforestation, sustainable agriculture, and strategic knowledge on climate change. As can be seen, the GoI has laid significant emphasis on solar power. This is also evident from the 100 GW out of 175 GW target set out by the GoI. Government support to the solar sector in India is reflected by the following:

Solar parks: One of the most important initiatives by the GoI has been setting up solar parks in the country. This is critical given the land-intensive nature (approximately 5 acres required per MW of solar PV) of solar projects, coupled with low average holding (1.16 hectare) per person in India. Under the Solar Park Policy released in September 2014, the government planned to prepare land banks for 20,000 MW of solar projects across 25 states. The capacity of the scheme was doubled from 20,000 MW to 40,000 MW on March 2017, to set up at least 50 solar parks by Fiscal 2022. Such parks significantly reduce construction/ execution risk as they include a contiguous parcel of land, evacuation infrastructure (HV/EHV substation evacuating to state grid substation), and other ancillary infrastructure and utilities such as road, water, and drainage.

Currently, 25 states, including Andhra Pradesh, Madhya Pradesh, Gujarat, Rajasthan, Uttar Pradesh, Karnataka, Telangana, West Bengal, Chhattisgarh, Tamil Nadu, Jammu and Kashmir, and a few north-eastern states, have started preparing land banks for solar parks, either through their own implementing agencies or through joint ventures with SECI. The GoI had approved 57 solar parks with aggregate capacity of 39.28 GW as of February 2023. Out of these solar parks, nine parks are fully complete, and eight parks are partially complete, with a cumulative capacity of 10,117 MW commissioned in these parks.

Although the potential of solar energy is high, there exist a few challenges, which are critical to achieving rapid growth of solar power.

Availability of contiguous parcels of land — With rapid capacity additions and stiff competition, it becomes imperative for developers to acquire land at competitive costs and in areas with high levels of solar irradiance. The 40 GW solar park scheme is facilitative in this aspect; however, beyond that capital costs and, hence, tariffs do fluctuate state to state depending on land prices and irradiance quality.

Adequacy of evacuation infrastructure — Grid integration of renewables is key to the growth of the sector. Instances of delay in readiness of transmission infrastructure at solar parks have caused concern amongst developers. However, an aggressive roadmap to add an incremental approximately 100 GW via new schemes and existing available capacity to the grid should be adequate for the expected additions. However, timely execution is critical.

Availability of low-cost capital — With the emergence of several large players in the sector, scale and experience have aided fundraising to an extent, especially with the backing of several foreign investors. However, a weak rupee, conservative risk appetite of lenders and other added cost pressures make it imperative for developers to maintain prudent capital management to sustain over the long term. To mitigate this, developers have been tapping alternative/ new routes to raise money from time to time.

Availability of debt and equity finance to the solar sector

To facilitate growth of renewable energy and, in particular, the solar power sector, the GoI has provided several fiscal and regulatory incentives to developers. These incentives have been elaborated below.

Some steps taken by the government to ensure availability of low-cost finance are as follows:

- *Funding from lending institutions such as IREDA and PFS:* Government financial institutions such as PTC India Financial Services Limited ("**PFS**"), Rural Electrification Corporation ("**REC**") and Indian Renewable Development Agency ("**IREDA**") are also financing many solar projects. As of March 2019, the cumulative debt sanctioned by PFS to renewable energy projects stood at ₹ 216.4 billion. Further, IREDA, under its IREDA-NCEF refinance scheme, refinances 30% of total loan disbursed by scheduled commercial banks/ financial institutions to the project developer at a concessional rate of interest. However, projects that are aggressively bid are finding it difficult to achieve financial closure.

- *Green bond / masala bonds market:* A green bond is like any other bond; however, it invests the proceeds to support green energy or renewable energy projects. The tenure of the bonds typically ranges from 18 months to 30 years and currently they are being issued for a tenure 5 year and 10-year tenure. India is the second country after China to have national-level guidelines for green bonds; in India's case, they were published by SEBI. The green bonds may be issued by the national government; multilateral organisations such as Asian Development Bank, the World Bank or the Export-import ("**EXIM**") bank of the country; financial institutions; and corporations.

- *Pension funds / endowment funds*: Pension / endowment funds are expected to play a key role in financing solar projects. Canadian funds such as Brookfield Asset Management and Caisse de Dépôt et Placement du Québec (CDPQ) have already announced a approximately US$2 billion investment in India.

- *Private equity investments and debt investments:* In a quest to reduce the cost of capital for projects and further improve project economics, many players have increasingly resorted to private equity and debt investments to free up capital. The proceeds are used to invest in new projects. Developers have been exploring several diverse instruments / sources to raise finance such as green bond issuances, external borrowings, private placements (qualified institutional buyers), etc. This not only lowers the cost but also frees credit from domestic banks to be used again as initial capital for new projects.

- *Funding from multilateral banks and International Solar Alliance:* Further, the government channelises the funds available from multilateral banks and financing institutes such as World Bank and KfW. Funds are also provided to the Indian government under the Climate Investment Fund of the World Bank. For instance, SBI has received approximately US$625 million of soft loans with a long tenure of 20 years. On the same lines, KfW Germany provided a 1-billion-euro loan through IREDA for funding solar projects. Further, European Investment Bank has signed a long-term loan of 150 million euros with IREDA to finance clean energy projects in India.

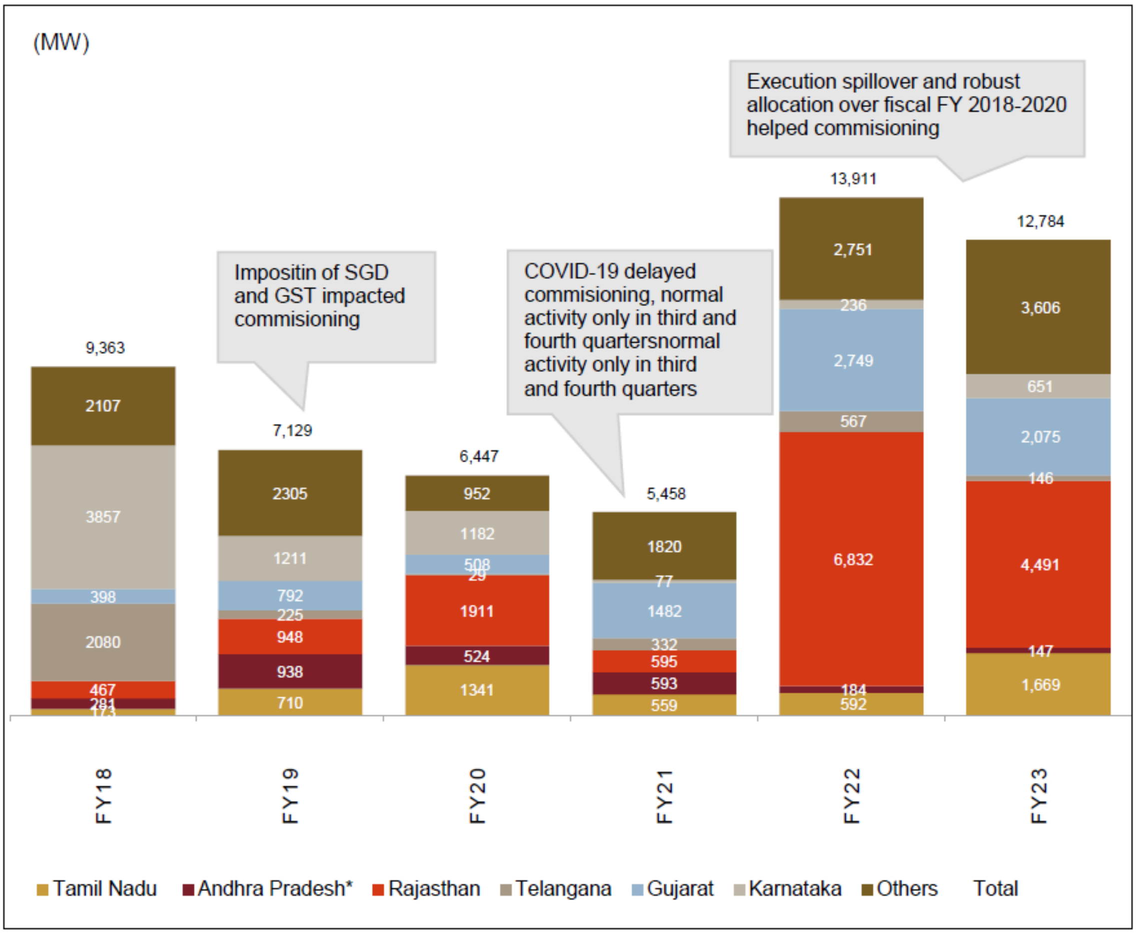
Solar capacity additions in India from Fiscals 2018 to 2023

Robust pick-up in solar additions in Fiscal 2023; momentum expected to continue

The GoI imposing solar RPOs across Indian states in 2011, coupled with the sharp drop in capital costs, led to most states releasing solar polices. This resulted in a spur in solar sector investments. Till Fiscal 2012, only Gujarat and Rajasthan had state solar policies. After the success of Gujarat's solar policy, other states such as Andhra Pradesh, Tamil Nadu, Karnataka, Madhya Pradesh, and Telangana introduced their respective solar polices.

During Fiscals 2018 to 2023, approximately 55 GW of solar capacity has been commissioned compared with the expected commissioning of 60 GW to 65 GW. Despite the second pandemic wave, approximately 14 GW of solar capacity was added in Fiscal 2022. The momentum continued in Fiscal 2023, with robust solar capacity additions of approximately 13 GW.

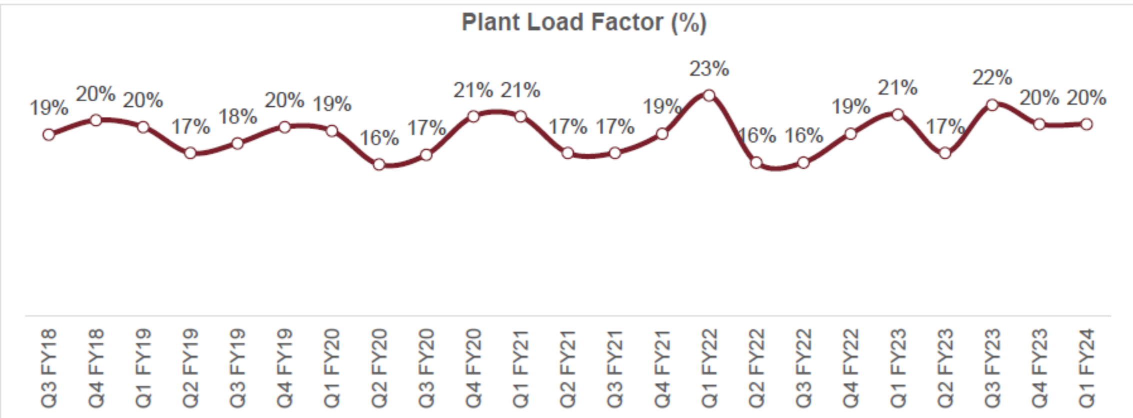
States that helped drive solar capacity addition in India



Source: MNRE; CRISIL Consulting

Commissioning activity has been concentrated in the key states of Rajasthan, Gujarat, and Tamil Nadu, where of approximately 8 GW capacity was added in Fiscal 2023; approximately 65% share was concentrated in these three states combined. In the previous fiscal as well, the installation trend was driven by the same states.

Average PLF of the operational projects



Source: Company Filings; CRISIL Consulting

Policy changes, pandemic-related relief and renegotiation have impacted execution momentum

Robust capacity addition is expected from Fiscals 2022 to 2024 due to a strong pipeline nearing the end of timeline extensions. Capacity additions slowed since Fiscals 2019 to 2021 in the segment due to several policy and execution-related challenges as mentioned below.

Abeyance of ALMM (Approved List of Models and Manufacturers): The ALMM mandate has been kept in abeyance for a year and will not be applicable if a project is commissioned before March 31, 2024. The draft was introduced to give momentum to solar additions which declined in Fiscal 2023 due to the unavailability of domestically manufactured modules. The mandate was introduced in 2021 to boost domestic manufacturing by approving the list of manufacturers who could participate in the solar development projects bid out by the government. The mandate was later extended to the government's open-access projects as well.

COVID-19 restrictions: The pandemic led to mobility and labour-related challenges in the first quarter of Fiscal 2022 and the first half of Fiscal 2021, which hampered execution. Further, the MNRE provided 7.5 months of extension for the segment, which was a positive move for developers but delayed commissioning schedules.

Power sale agreement delay: Nearly 8 GW of auctioned solar projects floated by the SECI were delayed due to challenges in finding off-takers, with PSAs remaining unsigned. This is largely due to the state discoms, who are the major off-takers, increasingly deferring the signing of the PSAs amid lower tariffs of ₹ 2.3 per unit to ₹ 2.5 per unit. However, with the government's plan of stricter RPOs, a higher penalty in case of non-compliance, and a revision of tariff in the manufacturing-linked tender from ₹ 2.92 per unit to ₹ 2.54 per unit, PSA-signing activity increased in Fiscal 2022 with approximately 14 GW of PSAs signed. Further, SECI had also already signed approximately 1,200 MW till September 2022.

Infrastructure issues: Land availability and grid connectivity challenges delayed 5 GW to 6 GW of projects. Land acquisition challenges arise since many stakeholders must be involved to acquire large tracts of land in a single location as well as reported delays in solar park infrastructure, leading to a slowdown in the pace of project execution.

Payment delays: After the record-breaking tariffs of ₹ 2.44 per unit in the Bhadla solar park auctions in May 2017, several state discoms became hesitant to go through with fresh bids, which were at higher tariffs. This created a fear of discoms reneging on commitments, especially for the duration in which PPAs remained unsigned after the auctions.

Review of competitive bidding

Positive changes to bidding guidelines undertaken to support bidder interest

For solar projects over 2009 to 2013, most states signed PPAs at FiTs determined by the state commission on the fixed regulated equity return of approximately 16%. While for wind energy projects, states followed the FiT mechanism till March 2017. However, from Fiscal 2018, the sector veered towards competitive bidding.

Following discusses the solar competitive bidding guidelines after the amendment of certain key provisions in September 2020 by MNRE:

Expanded the definitions of force majeure and outlined the definitions of adjusted equity, debt due and other key terms of the agreement;

Outlined that in case a state discom is not party to the tripartite agreement (an agreement between state governments, SECI, NTPC and the RBI to ensure payment security), the state will either provide some alternate state government guarantee or pay an additional risk premium of ₹ 0.10 per unit towards the payment security fund maintained for paying developers in case of payment delays / defaults. However, the implementation has been lax;

It also states that to maintain the payment security fund (fund maintained by SECI /NTPC to support payment of at least three months' billing), the intermediary may collect ₹ 5.0 lakh/MW from the solar power generator. This will be mentioned in the PPA;

The new guidelines also outline a grant in extension of the scheduled COD (SCOD) deadline as defined in the PPA terms if:

The applicable state electricity regulatory commission delays adoption of tariffs post competitive bidding, and

There is any delay in land allotment from the side of the state government.

Reduction in lock-in periods for solar project developers was enabled. Project developers now need to maintain a controlling shareholding of 51% in the special purpose vehicle ("**SPV**") or project company executing the PPA for one year from the COD of the project, reduced from three years earlier; and

Bidders can now furbish earnest money deposit in the form of a bank guarantee or a letter of undertaking, unlike earlier when only bank guarantees were considered.

Further, the Ministry of Finance, in November 2020, reduced performance security deposits from 5% to 10% to 3% of the value of the contract for all existing contracts. However, the benefit of the reduced performance security will not be given to contracts under dispute wherein arbitration/court proceedings have already been started or are completed. All tenders/contracts issued/concluded till March 31, 2023, will also have the provision of this reduced performance security.

Also, on July 23, 2021, MNRE announced amendments in guidelines for the tariff competitive bidding process for the procurement of power from wind-solar hybrid ("**WSH**") projects. Following are the key changes:

a. SECI will be treated as a procurer, and not a nodal agency;

b. Hybrid power generator will be allowed to commission the project even partly or fully before the scheduled commissioning date ("**SCD**"), provided transmission connectivity is available;

c. An appropriate regulatory commission will approve deviation from guidelines, which was done by the ministry earlier;

d. Discoms can directly procure power from hybrid power generators, which would help them to procure power at a lower tariff by eliminating the trading margin they had to pay to SECI; and

e. Interstate and intra-state transmission systems at delivery point and transmission infrastructure for which the generator applies for connectivity must be completed before the project's SCD.

The MoP has also made amendments to the bidding guidelines for procurement of round-the-clock ("**RTC**") power. The original order dated July 22, 2020, stated that during the bidding process, if the allocated quantum of power to the bidder quoting the least weighted average levelised tariff (L1), is less than the total quantum of power to be contracted, then the remaining qualified bidders would be asked to match their tariff with the L1 tariff. Hence, the bidder willing to match the L1 tariff will be allocated the remaining quantum of power, or the quantum offered by it. If some quantum is still left, it will be allocated to the next lowest bidder, and so on. However, the amendment in the order dated February 3, 2022, states that during the bidding process if the allocated quantum of power to the bidder quoting the least weighted average levelised tariff (L1) is less than the total quantum of power to be contracted, then the remaining qualified bidders will be on the basis of bucket filling, which means that capacity will be first allocated to the L1 bidder at the L1 rate, then the capacity will be allocated to the next lowest bidder at the rates quoted by him till the tender capacity is completely exhausted.

On June 6, 2022, the government also made amendments to the open access regulations through the Green Energy Open Access Rules, 2022, via energy banking regulations, changes in minimum contract demand, standardising calculation of charges, etc. These regulations are a positive step towards promotion of the open access market as it ensures:

a. Centralised procedure for registration and applications of open access to remove variability across states;

b. Standardisation of some key policy aspects such as procedures and banking provisions;

c. Concessions for green energy by removing certain ancillary charges where applicable, again eliminating state-wise variability; and

d. Creating a mechanism for the discoms to supply green energy and certify the same to promote competitiveness

Overall, the above amendments are a positive for the developers as these amendments grant extension in SCOD for events that have been hampering commissioning, stipulate some form of state government guarantee and ease liquidity in the sector by way of introducing alternative payment security mechanisms, provide positive boost to the open access market and simplify procedures or provide provisions to stimulate bidder interest. However, the sector requires consistent positive regulatory support to spur capacity additions, despite a healthy pipeline.

Review of project economics and levelised tariffs for solar PV power plants in India

Tariff of ₹ 2.8 to ₹ 3.0 per unit would be required to generate 10-12% IRR with the imposition of BCD and supply-side issues

CRISIL's base-case analysis is for an IPP undertaking EPC in-house and using imported modules, given that this is the most prevalent model. Additionally, due to variations in land prices, the model has been based on a solar park scenario, with charges modelled for the Bhadla solar park, Rajasthan. CRISIL has not assumed any other source of income like income from carbon credit.

For analysis of project economics, following key assumptions were made based on interactions with project developers and bankers:

- **Capital cost:** CRISIL has assumed an equipment cost of ₹ 55 billion to ₹ 60 million per MW (including DC side overloading at 40%) for a project based on imported modules. CRISIL has also assumed some inverter overhaul charges in the 13 year of the project. These assumptions are based on landed monocrystalline module costs of approximately US$0.27, in addition to the BCD of 40% and GST rate of 12%.
- **Capacity utilisation factor (CUF):** CRISIL has assumed a CUF of 26.5% based on an all-India average CUF and the favourable impact of DC side overloading, which has been assumed at 40%. DC side overloading implies that PV arrays (DC side) of the higher-than-rated capacity of inverters could be connected to generate more output (number of units) from inverters, essentially adjusting for losses in the system design. However, given that there is no restriction on the power that can be fed to the grid and also no cap on the prices of such additional power, players are optimising system design to generate more CUF at an incremental cost. However, CUF could vary significantly from location to location, depending on the level of irradiance.
- **Debt to equity:** CRISIL has assumed a debt-equity ratio of 75:25, based on the typical capital structure of projects under operations.
- **Foreign borrowing costs:** CRISIL has assumed the cost of debt at 8%, with developers availing of various routes to lower the cost of debt, including the option of refinancing debt once assets become operational and the entry of several global participants, who would be privy to lower cost of funding.

Based on the above assumptions (factoring in DC overloading), CRISIL Consulting believes that a levelised tariff of ₹ 2.8 to ₹ 3.0 per unit is necessary for an equity IRRs of 10% to 12% at current module prices. This is applicable for IPPs, which generally do not avail of AD (the accelerated depreciation benefit allows depreciation of 40% of the capital cost in the first year of commissioning).

Further, PLFs are another important aspect of tariffs; a 1% change in PLFs can increase equity IRRs by 125-175 bps. Consequently, projects located in high irradiance states such as Rajasthan, where projects have reported PLFs of 21% (without overloading based on irradiance), would enjoy higher IRRs.

Finally, cost of debt also plays an important role in determining returns to the industry.

Hence, CRISIL Consulting believes that to generate 10-12% IRR, tariffs should be in the range of ₹ 3.1 per unit -₹ 3.4 per unit depending on whether the modules are directly imported, or cells are imported, and modules are assembled in India. The above bid tariffs are considering only changes to module prices and capital costs and keeping other factors such as interest rates, PLF and debt: equity structure, constant.

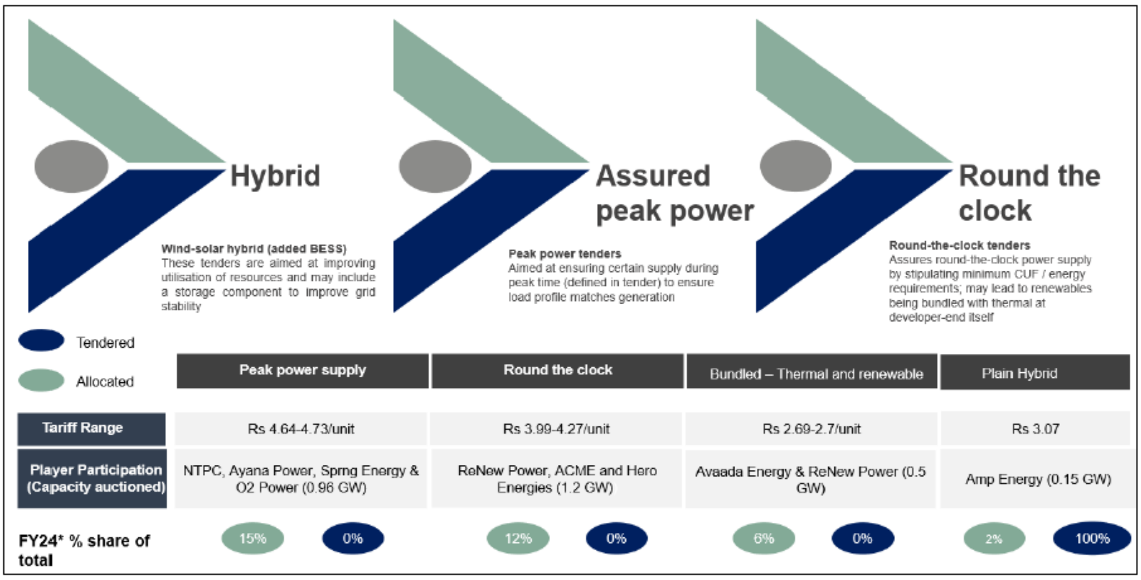
New business models, however, warrant higher tariffs to maintain returns

Three new tender structures have been issued so far to solve the above aspects – assured peak power supply, RTC, and the relatively newer thermal bundled with RE. A key feature across these tenders is the increase in the quantum of generation, which was required to be supplied and the PPS tender for stipulating the power to be provided during peak hours. The PPS tender also mandated the use of storage, as that would be essential to supply power during peak hours.

Modelling the above three tender structures with basic assumptions (as mentioned in the note below), coupled with industry interactions, has led to the understanding that the higher generation quantum mandated by these newer tenders could either be met using storage components or scaling up the plant capacity, i.e., setting up the plant of capacity larger than its rated capacity.

This has resulted in the expected tariff ranges required to maintain the equity IRRs of 10% to 12%, which are currently seen in regular tenders, to be higher than the norm of ₹ 2.5 per unit to ₹ 2.75 per unit, approaching the range of ₹ 3 per unit to ₹ 5 per unit. This increase will mainly be driven by higher capital and operating costs resulting from either the inclusion of a storage element or the need for higher capacity. Some moderation was observed only in the RTC tender, where the stipulated escalation in tariff will lead to higher tariffs.

Higher tariff range at around approximately ₹3 to ₹5 per unit mark required to maintain returns similar to regular tend



FY24: as of June 2023

Source: CRISIL Consulting

So far, all three tender models have already seen the first successful allocations, with RTC at 400 MW and PPS tender at 1,200 MW, and thermal-bundled tender at 2,500 MW. In the third type of tender, thermal energy can either be sourced from existing plants or a new setup, each with its own set of challenges. While in the existing plants, power may either be already tied up, funding would be a key hurdle if power is sourced from a stranded asset or a new setup. Consequently, while the newer implementation models improve the dispatchability of power for off-takers, in the current scenario, they would still warrant a higher tariff to be executed. This would be a monitorable as key off-takers, i.e., state discoms, may be hesitant to offtake RE at much higher costs, despite the improving quality. Since these projects are still very new and recently allocated, execution dynamics are yet to be concretely seen. However, due to the lower proportion of such tenders in the overall mix, only approximately 2.5 GW is expected from these till Fiscal 2027 based on the current pipeline.

Capital cost to moderate as basic custom-duty imposition is offset by falling module prices

The MNRE and Ministry of Finance have approved a BCD of 40% on PV modules. The duty had a direct impact on capital costs, raising them by 10% to 15%, despite module prices falling from US$ 0.30 per Wp in March 2018 to US$ 0.25 per Wp by September 2018. This declining duty trajectory provided relief and made procurement possible after June 2019 for all new bids at a duty rate of 15%. DGTR further extended safeguard duty at 14.9% from July 30, 2020, to January 29, 2021, and 14.5% from January 30, 2021, for another six months. Declining duty led to easing of cost pressures, and tariffs also started to reduce. However, with the imposition of BCD from April 1, 2022, capital costs increased to ₹ 55 million to ₹ 60 million/MW for imported mono-crystalline modules, and corresponding tariffs would rise accordingly depending on the module procurement scenarios outlined above.

A key factor determining capital costs is component pricing, which is mainly imported from China. Solar modules form 55% to 60% of the total capex for a solar project. Elevated polysilicon prices and surge in commodity prices, such as of copper and aluminium (used in mounting structures and other components), have led to current capital costs mounting up to ₹ 55 million to ₹ 60 million/ MW, including BCD of 40%. This coupled with the demand recovery in key solar markets such as China, where demand has gained momentum after the COVID-19 led lockdown in the country in 2022, coupled with recovery in key markets of the US and India, which is supporting elevated prices.

CRISIL MI&A Research projects module prices to be in the range of US$ 0.19 to US$ 0.21 per Wp for mono-crystalline, declining 18% to 22% year-on-year due to a high inventory of upstream components like wafers, cells, etc., coupled with upcoming capacities in China, which will keep module prices low. Also, solar glass pricing, another key input to modules, is expected to come down in the next quarters due to increased inventory levels in Europe and other demand centers such as China and Japan, which is likely to moderate. However, end-market demand remains strong, with the recovery driven by clean energy policies and support for decarbonization post-COP26.

Module prices to fall till the end of Fiscal 2024

Previously, capital costs declined sharply to about ₹30 million to ₹ 35 million per MW (without factoring overloading) by March 2018 from ₹100 million per MW at the end of 2011 due to a sharp fall in module prices, led by significant overcapacity, particularly in China. Chinese players remain key exporters of readymade modules and cells to the Indian domestic market. Historically, module prices have seen a sharp fall due to overcapacities, which persist in the entire value chain from polysilicon to modules in the Chinese market - a major exporter of modules to India - also impacting capital costs. The capital cost remained in the range of ₹30 million to ₹ 35 million per MW due to a relatively slower fall in module prices over Fiscal 2019. However, by the end of Fiscal 2019, module prices faced a sharp drop of approximately 17% year-on-year to US$ 0.19 per Wp levels from US$ 0.23 per Wp levels in March 2019. This has led to a fall in capital costs of approximately 10% to ₹ 27 million to ₹ 30 million per MW in Fiscal 2021.

This, however, has had significant consequences for the leading module makers. Chinese module manufacturers have not fared well, with several large players witnessing low margins as they aggressively compete for a shrinking domestic market and a slower-growing international one. Also, the recent surge in the prices of polysilicon has led to higher production costs for Chinese module manufacturers, impacting profitability and leaving limited room for a further decline in average selling prices.

Increase in GST rate to 12% also adds to cost woes

The government brought solar power generating systems (entire system, all equipment) under the 12% GST slab and electrical equipment such as transformers, inverters, and cables under the 18% category, applicable from October 1, 2021. All services involved in the development of solar projects also attract GST of 18%.

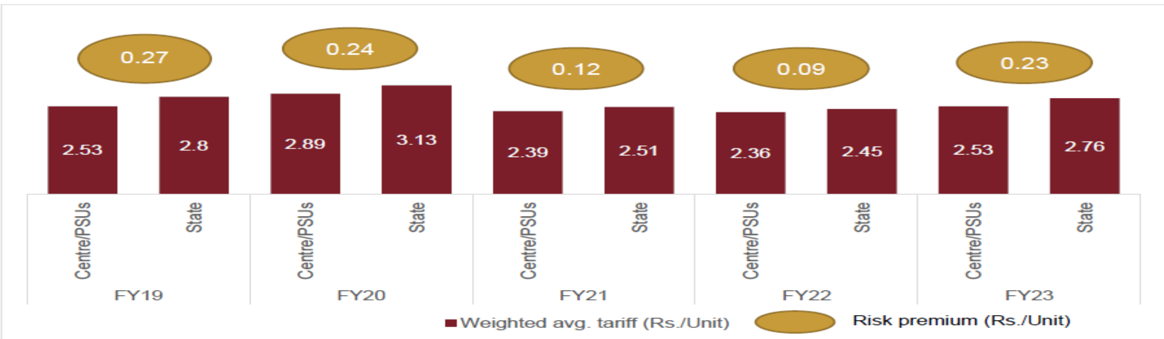
This has caused much consternation in the sector as most projects are set up in the EPC mode (i.e., procurement and services together). Even a simple supply order usually involves a service component, which would again attract GST rates applicable to EPC contracts. The final tax rate would be in the 13% to 14% range, compared with the earlier 5%.

Counterparty risk felt, as sector faces delayed payments

The financial health and payment track record of state counterparties have become a cause for concern over the past 1 year to 1.5 years, as power generators face prolonged delays in payments. The average payment cycle over the past 15 months for state counterparties has been 4 months to 5 months, while certain states, such as Andhra Pradesh and Tamil Nadu, have been paying beyond six months. This leads to increased cost for developers in terms of working capital needs.

In comparison, central counterparties and Gujarat are known to pay within the two months' time frame stipulated in agreements.

Industry attached approximately ₹ 0.23 per unit as counterparty risk premium in Fiscal 2023



Source: CRISIL Consulting

The counterparty risk premium was higher in Fiscals 2019 and 2020, as the renegotiation incident initiated by the Andhra Pradesh state government led to investor appetite dipping, which forced state agencies to be more lenient in their approach in terms of tariff ceiling. The risk premium was lowered to 12 paise per unit in Fiscal 2021 and 9 paise per unit in Fiscal 2022, mainly due to a better mix in terms of state counterparties. However, this went up to 0.23 paise per unit in Fiscal 2023 over to supply chain disruption.

Aggressive bidding a monitorable for projects yet to be executed, tariffs have already increased

Project allocations in Fiscal 2022 witnessed average bid prices at ₹ 2.4 per unit. However, allocations under the National Solar Mission for open category projects have witnessed bid prices falling as low as ₹ 2.00 per unit. Tariffs remained at average ₹ 2.4 per unit for solar only projects awarded in Fiscal 2022, which was a decline from the weighted average of ₹ 2.45 per unit in Fiscal 2021, mainly due to global participation and a lower interest rate regime.

CRISIL Consulting believes that returns of aggressively bid projects are likely to be low, as assuming current capital cost (₹ 55 million to 60 million/MW), 9% finance cost and 23.5% PLF, tariffs of ₹ 3.1 / unit to 3.4/ unit will be required for IRRs of 10% to 12%.

State-wise status of solar RPOs in India

To fulfil their RPO targets, as per respective trajectories, states have increased tendering. Key state schemes allocated over Fiscals 2018 to 2022, under which capacities remain to be commissioned, include:

- MSEDCL: 5,401 MW allocated, approximately 3,389 MW yet to be commissioned
- Gujarat, Phase I – XIII (Phase II scrapped): approximately 5,900 MW allocated, 3,850 MW yet to be commissioned
- KREDL: 715 MW allocated, 122 MW yet to be commissioned
- UPNEDA: 1,750 MW allocated across states, 457 MW yet to be commissioned
- RUMSL Agar, Shajapur and Neemuch Solar Park: 1,500 MW allocated, entire capacity yet to be commissioned
- BREDA: 250 MW, 200 MW allocated, entire capacity yet to be commissioned.
- PSERC: 250 MW allocated, 100 MW yet to be commissioned.
- RUMSL: 600 MW floating solar yet to be commissioned.

Review of solar rooftop segment in India

Grid connected rooftop capacity totals approximately 11.1 GW as of August 2023

Rooftop projects are small-scale PV installations on roofs of buildings. Rooftop projects may or may not be connected to the grid.

The government had proposed to achieve 100 GW of solar energy by Fiscal 2022, of which 40 GW was proposed to be added under rooftop-based solar systems. This was extended to Fiscal 2026. However, it is estimated that approximately 11.1 GW of rooftop capacity was installed till August 2023, with approximately 2,201 MW added in five months of Fiscal 2024 so far as against approximately 1,568 MW of ground-mounted solar projects. Additions are seen across Gujarat and Karnataka accounting for 61% of total additions. These additions are also 2.5 times the additions in first six months of Fiscal 2022. The expansion of the market can be attributed to several factors, including increased consumer awareness, advancements in technology, and proactive subsidy initiatives implemented by both central and state governments. Additionally, Chinese solar module prices have reached a historic low, standing at just US$ 0.20 per Wp, which is expected to stimulate growth in solar power capacity.

The capacity addition in Fiscal 2023 was largely driven by robust additions under the residential rooftop segment, especially in Gujarat driven by Surya Gujarat solar rooftop scheme, closely followed by Maharashtra at 516 MW driven by rooftop subsidy scheme. These two states accounted for 58% of the total 2.2 GW additions in Fiscal 2023. Capacity additions in Fiscal 2023 were approximately 19% lower than in fiscal 2022 owing to policy changes and surging cost of modules as the imposition of the BCD and the ALMM mandate for rooftop solar projects added to the volatility in solar module prices and supply in the market. Further, the 40% subsidy for 3KW projects announced by the Haryana government, also supported overall capacity additions. Most of the additions were under the capex model with states empaneling vendors & commissioning the allocated capacities under MNRE Phase II of the rooftop solar program.

The rooftop solar segment in India is dominated by Commercial & Industrial ("**C&I**") consumers, accounting for over 75% to 80% of the total market. Some of the reasons for their dominance are availability of large rooftop space, higher electricity consumption, increasing electricity costs, favorable economics, strong thrust on sustainability and increasing awareness.

Nevertheless, rooftop solar projects have attracted interest from players in the entire solar value chain, ranging from module manufacturers (Tata Power Solar, Waaree Energies, Vikram Solar, etc.) to system integrators (Rays Power, Jackson Engineers) and independent power producers (Fourth Partner, Amplus, Cleanmax, Azure Power, SunEdison, Mahindra Solar, Radiance etc.) owing to falling costs and favorable regulatory policies in key states (net metering, exemption on electricity duty, wheeling and cross-subsidy charges).

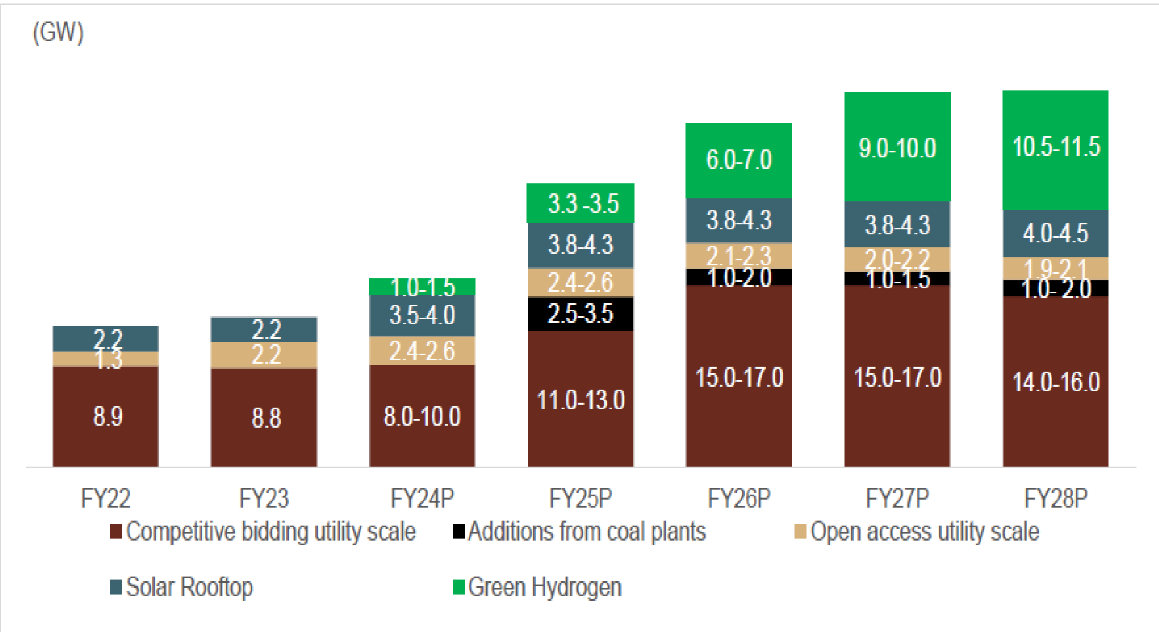
Outlook of solar energy capacity additions in India

Fiscal 2023 saw slower additions, totaling approximately 12.78 GW against approximately 13.91 GW in Fiscal 2022. Capacity additions slowed down last fiscal because of shortages of domestically manufactured solar modules, the pandemic-led low imports, and the imposition of duty on imported solar modules leading to an increase in prices of imported modules.

A robust approximately 13.9 GW was added in fiscal with open access utility-scale installations estimated at 1.2 GW to 1.4 GW, led by Karnataka, Uttar Pradesh, Tamil Nadu, and Maharashtra. This was on the back of a slowdown in capacity addition in Fiscal 2021, mainly due to continued localised restrictions and extension in timelines post pandemic.

Commissioning activity is concentrated in Rajasthan, Gujarat, and Tamil Nadu, collectively accounting for approximately 65% of the approximately 8.2 GW added last Fiscal. In Fiscal 2022 as well, the installation trend was driven by these three states.

Solar capacity additions of 130 GW to 140 GW expected over Fiscals 2024-2028



Source: CRISIL Consulting

- **NSM**: The entire NSM Phase II Batch II Tranche I of 3,000 MW has been commissioned. Under NSM Phase II, Batch III and Batch IV, SECI through its state-specific viability gap scheme ("**VGF**") has tendered out ~7 GW of capacities, most of which has been completed.

- **Other central schemes:** The Solar Energy Corporation of India has also started tendering projects outside the JNNSM Batch programme. It has initiated the Inter-State Transmission System ("**ISTS**") scheme, wherein projects are planned for connection with the ISTS grid directly. Under this, the SECI has already allocated approximately 23 GW (including hybrid) while 6 GW is tendered.

- **State solar policies**: Approximately 15 GW of projects are under construction and are expected to be commissioned over the Fiscal 2024 to Fiscal 2028. Based on tendered capacities by states at the end of August 2023, a further approximately 13 GW worth of solar projects is expected to be up for bidding over the coming months.

- **PSUs:** The Central Public Sector Undertaking programme under JNNSM has been extended to 12 GW in February 2019. The government is also encouraging cash-rich PSUs to set up renewable energy projects. In particular, NTPC has already commissioned a total of over approximately 2,120 MW of capacities, allocated approximately 4 GW, and tendered a further approximately 1 GW, under various schemes. It has a target of installing approximately 35 GW of renewable energy capacities by Fiscal 2028. Similarly, NHPC had allocated 2 GW of projects in 2020, while the Indian Railways has committed to 20 GW of solar power by 2030. Other PSUs such as NLC, defence organizations, and governmental establishments are also expected to contribute to this addition.

- **Rooftop solar projects:** CRISIL Consulting expects 18GW to 22 GW of rooftop solar projects (under the capex and opex mode) to be commissioned by Fiscal 2028, led by high industrial and commercial tariffs and declining levelized cost of energy for these projects. However, growth in rooftop solar capacity additions needs to be supported by improvement in the discoms infrastructure, continuation of net metering regulations/benefits, and other regulatory incentives.

- **Open-access solar projects:** CRISIL Consulting expects 11 GW to 13 GW of open-access solar projects (under the capex and opex mode) to be commissioned by Fiscal 2028, led by green energy open access rules 2022, sustainability initiatives/RE 100 targets of the corporate consumers, better tariff structures and policies of states such as Uttar Pradesh and Karnataka, which are more long term in nature.

- **Push for Green hydrogen:** Production for green hydrogen is expected to start from Fiscal 2026 with expected production of 0.5 million to 1 million tonnes of production which will see solar capacities coming from Fiscal 2024. As the government pushes towards the target production of 5 million tonnes of green hydrogen by 2030 more solar capacities are expected to commission totaling 30-34 GW by Fiscal 2028 to cater to the demand of producing 2 million to 2.5 million tonnes of green hydrogen.

- **Renewable generation obligation ("RGO"):** Upcoming coal power plants will additionally add capacities of 7 GW to 8 GW by Fiscal 2028. As per the guidelines upcoming coal plants are obligated to establish renewable generating capacity on a minimum of 40% of their generating capacity. This will be applicable for plant commissioning from April 2023 onwards. Plant commissioning prior to March 2025 will be required to achieve 40% RGO by April 1, 2025. All plants commissioning after April 1st, 2025, will be required to comply with RGO from the day of commissioning.

- **PLI scheme for domestic module manufacturing**

One of the 10 sectors for which PLI was approved is high-efficiency solar PV modules, for which, the MNRE has been designated as the implementing ministry. The financial outlay for the PLI scheme is ₹ 45.00 billion over a five-year period. This was later increased to ₹ 240.00 billion.

Beneficiaries of the scheme were to be selected pursuant to a bidding process. To qualify, a manufacturer was required to set up a plant of minimum 1,000 MW capacity.

In March 2023, the government, through SECI, allocated 39.6 GW of domestic solar PV module manufacturing capacity under the PLI scheme (Tranche-II) to 11 companies, with a total outlay of approximately ₹ 140.00 billion. Total manufacturing capacity of 7,400 MW is expected to become operational by October 2024, 16,800 MW by April 2025, and the remaining 15,400 MW by April 2026.

Capacity awarded (in MW) under the PLI scheme (Tranche-I and II)

Player	Polysilicon	Wafer	Cells	Modules
Shirdi Sai Electricals Ltd.	4,000	4,000	4,000	4,000
Reliance New Energy Solar Ltd.	4,000	4,000	4,000	4,000
Adani Infrastructure Pvt. Ltd.	737	737	737	737
Total PLI Tranche I	**8,737**	**8,737**	**8,737**	**8,737**
Indosol	6,000	6,000	6,000	6,000
Reliance	6,000	6,000	6,000	6,000
First Solar	3,400	3,400	3,400	3,400
Waaree		6,000	6,000	6,000
Avaada		3,000	3,000	3,000
ReNew		4,800	4,800	4,800
JSW		1,000	1,000	1,000
Grew		2,000	2,000	2,000
Vikram			2,400	2,400
AMPIN			1,000	1,000
Tata Power Solar			4,000	4,000
Total PLI Tranche II	**15,400**	**32,200**	**39,600**	**39,600**
Total PLI Tranche I+II	**24,137**	**40,937**	**48,337**	**48,337**

Source: MNRE, SECI, IREDA, CRISIL Consulting

Key risk factors

Supply-side disruptions, additional taxes, and intermittent hurdles such as the Great Indian Bustard ("**GIB**") litigation have often led to a pile-up of tenders in the market or an increase in bid tariffs, prolonging the time taken to sign PSAs with distribution utilities. Robust allocations over Fiscals 2018 to 2020 propped up a healthy pipeline for commissioning over Fiscals 2023 to 2024; Fiscal 2021 was a weak year, given the pandemic-led halt in activities. However, allocations and consequent additions to the pipeline turned weaker post Fiscals 2018 and 2019, comparatively, with allocation getting delayed. That said, nodal agencies, especially central, are keen on allocating large tenders hereon, such as the manufacturing-linked 7 GW tender, or those in the range of 1.2-2.5 GW in the current scenario. SECI has also outlined the agenda of experimenting with tender structuring to solve other incidental issues related to renewable energy, especially regarding grid balancing via its tender provisions.

This may lead to allocations being larger in size, but more concentrated in terms of developers and/or locations/types.

a. Revision in the GST rate from 5% to 12% in October 2021 for solar project components has added to the cost pressure, where module prices have already surged last fiscal, coupled with the imposition of a 40% BCD on imported modules.

b. The ALMM order, which applies to bids made after April 10, 2021, mandates the use of domestic modules for government and government-assisted projects under government schemes and programs. "Government" includes both central and state government entities, CPSUs, PSUs, and central/state organizations. These projects, which are put out for bids after April 10, are likely to be commissioned post-June 2023. As of fiscal 2023, the current operational capacity of new domestic module technology is approximately 20 GW. However, it is expected to increase to approximately 27-31 GW by the end of fiscal 2024 if the planned expansions are successful. Nevertheless, even with these additions, there will still be reliance on imports. A silver lining in the form of ALMM abeyance for projects commissioned before March 2024 will prove to be the most effective way to commission delayed projects in this fiscal year. According to CRISIL Consulting estimates, between Fiscals 2024-2028, approximately 130-140 GW is expected to be added, implying an annual module requirement of approximately 40-44 GW when considering 40% DC overloading.

c. However, should the planned expansion for this Fiscal be further delayed, CRISIL Consulting believes that approximately 8-10 GW of projects will face high risk, as none of the key global supplier players are part of the ALMM list. Furthermore, the absence of an ALMM abeyance extension in Fiscal 2025, coupled with the absence of foreign manufacturers, can hinder the pace of these additions.

d. PLI scheme encouraging the domestic manufacturing industry will witness fresh allocations

   PLI could increase nameplate module manufacturing capacity by 2x of domestic demand by FY24, creating a possible excess supply scenario in modules and approximately 12 GW of upstream supply chain capacities. This would aid price competitiveness for project developers sourcing modules, however, it would create profitability concerns for module makers. In an ideal scenario, CRISIL consulting expects enhancement of PLI outlay to result in approximately 20-30 GW of additional manufacturing base by Fiscal 2026.

e. Litigation over transmission equipment harming GIBs: The Supreme Court ("**SC**") has ordered that transmission lines be laid underground in the areas where GIBs are found, which is a challenge for developers, given that they will need to incur an additional approximately ₹ 4 billion in expenses, and this could impact under-construction RE projects in Rajasthan and Gujarat to the tune of approximately 20 GW. Finally, as per the SC order dated April 20, 2022, projects in Rajasthan and Gujarat were required to have bird diverters installed before July 20, 2022; however, final decision on which areas and which projects is still to be finalized. Other issues also exist, wherein overall policy coherence from the government is imperative. While policies under other government agencies, in addition to renegotiation cases in states such as Andhra Pradesh and long payment delays seen by the sector so far have created much confusion, the government has also provided significant support in terms of allocations and incentives.

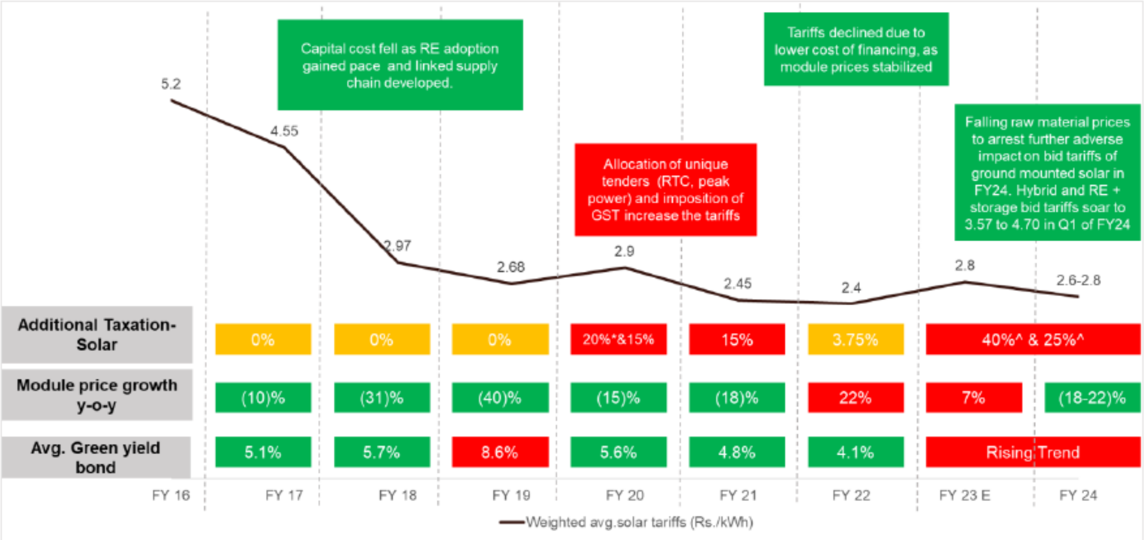
Outlook on levelised tariffs for solar PV power plants in India

On the pricing front, solar tariffs declined rapidly from Fiscals 2016 to 2020, with a rapid fall in component pricing, technological improvements in efficiency, and the government's policy push. While declining module prices contributed to a reduction in tariffs over Fiscals 2017 to 2019, access to low-cost financing was the primary driver for the decline in tariffs over Fiscals 2020 to 2022, where global investments in the Indian renewable energy segment picked up via green bond issuances and external commercial borrowings, helping lower the cost of debt for the space.

The participation of global players and entities with strong credit profiles (CPSUs) has helped tariffs remain in the ₹ 2.4 to ₹ 2.6 per unit range even until Fiscal 2022, when supply-side disruptions started to emerge.

The global energy crisis, geopolitical tensions, and supply-side disruptions at key locations in China have led to a reversal in module pricing, with prices climbing to US$ 0.25 per Wp in Fiscal 2023 for mono-crystalline technology. The increase in module prices, coupled with policy changes impacting the sourcing of modules for new projects and the rising cost of debt in an uncertain global climate, has led to an increase in weighted average tariffs to ₹ 2.79 per unit in Fiscal 2023. In the first five months of Fiscal 2024, tariffs for vanilla solar have fallen due to decreasing upstream and commodity prices. Prices of polysilicon, wafers, cells, as well as steel, copper, and aluminum prices, are expected to moderate in Fiscal 2024, easing the pressure on capital costs. CRISIL Consulting expects bid tariffs to be in the range of ₹ 2.60-2.8 per unit in Fiscal 2024. A key point to note is that historically, tariffs have not risen or fallen at the same pace as the rise or fall in module prices. Therefore, despite a steep 18-22% year-on-year fall in module prices, tariffs are not expected to fall at the same pace, as EPC players and

Weighted average solar tariff trend



*Note: * Represents the duty rate for six months each in the fiscal. ^ Represents imposition of 40% and 25% BCD on solar cells and modules, respectively.*
Source: CRISIL Consulting

Outlook on open access utility scale segment

The C&I users consume approximately 51% of the electricity generated in India, but only a small percentage of their energy procurement comes from renewable energy sources. Although the present market size is small, specialised developers catering to C&I consumers have emerged with innovative business models and competitive prices. The C&I segment already accounts for 70-80% of the country's rooftop solar installations and is making headway in the utility-scale solar space as well through open access and group captive routes.

The Indian C&I solar sector added approximately 10+ GW over Fiscals 2019 to 2023, with the total installed capacity as of March 2023 at approximately17 GW.

CRISIL Consulting expects 11GW-12 GW of projects to be commissioned under the open access utility segment over the next five years through 2028, led by the go-green initiatives/sustainability targets of C&I consumers, effective long-term policies in key states such as Uttar Pradesh and Maharashtra, and lower offtake risk.

Policy support in terms of incentives for C&I capacity addition

C&I capacity addition is largely influenced by the policy and regulatory framework governing open access. Some of the policies have helped in the C&I segment's growth, whereas certain provisions have acted as obstacles to capacity addition. State-wise variations, coupled with different interpretations of provisions, has constituted a major challenge. To avoid ambiguities, the MoP has issued a few rules to provide greater clarity in various OA-related provisions.

a. *Electricity (Promoting Renewable Energy Through Green Energy Open Access) Rules, 2022*

Highlights of Green OA Rules 2022:

- Multiple avenues (own generation, captive, open access, and from distribution licensee) provided to generate, purchase, and consume renewable energy.
- Consumers having contracted demand or sanctioned load of 100 kW and above eligible to take power through green energy open access.
- Monthly banking allowed at least 30% of the total monthly consumption of electricity from the distribution licensee by consumers.
- CSS on a C&I consumer shall not be increased, during 12 years from the date of operating of the generating plant using RE sources, by more than 50% of the surcharge fixed for the year in which open access is granted.

- Obligated entities can meet their RPO targets by purchasing green hydrogen or green ammonia.
- Cross-subsidy surcharge and additional surcharge shall not be applicable if green energy is utilised for the production of green hydrogen and green ammonia

b. *Waiver in ISTS transmission charges*

The MoP, in August 2020, waived the inter-state transmission system charges and losses on all solar and wind projects commissioned before June 30, 2023. In June 2021, the waiver was extended up to June 30, 2025. However, this time, only the ISTS charges were waived off, and losses remained applicable.

Waivers are available for projects commissioned by June 30, 2025. Hoverer, post June 2025, an annual increase of 25% in the ISTS charges will be applicable for solar, wind, hydro PSP, and BESS sources, resulting in the applicability of 100% of ISTS charges from July 2028.

Subsequently, in February 2023, it was clarified that green hydrogen and green ammonia projects would get a waiver of ISTS charges for 25 years if the projects are commissioned before June 30, 2025.

c. *Cross-subsidy and additional surcharge*

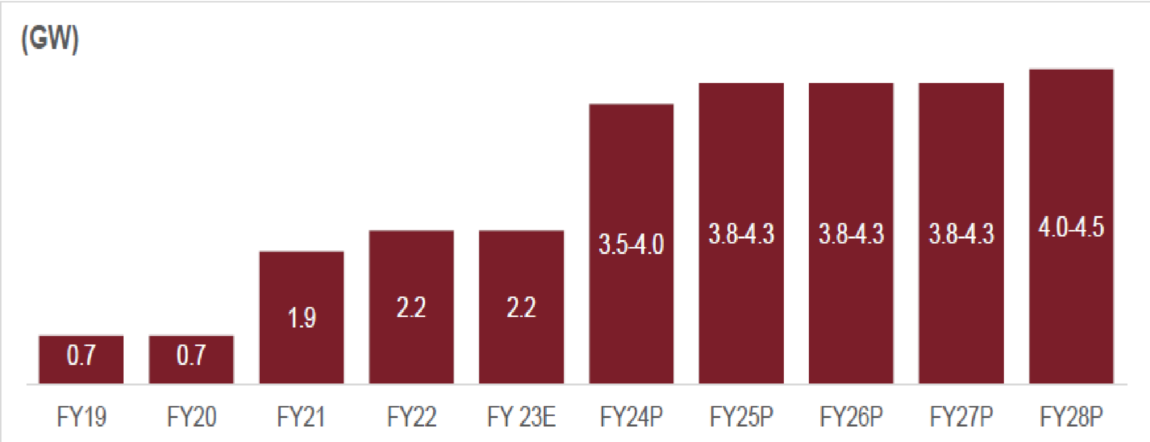
Captive power projects are exempt from paying CSS, as per Section 42(2) of the Electricity Act 2003.The Supreme Court, in its judgement dated December 10, 2021, ruled that captive power consumers are not liable to pay an additional surcharge under Section 42 (4) of the Electricity Act, 2003.

Outlook on rooftop solar PV capacity additions in India

Rooftop solar additions of 19 GW-21.5 GW expected over Fiscals 2024-2028

CRISIL Consulting expects 19GW-21.5 GW of projects to be commissioned under the solar rooftop segment over the next five Fiscals (2024-2028), mainly led by the commissioning of capacities by SECI (up to 2,000 MW); capacities allocated by state governments (1,500-2,000 MW); commissioning of 1,000-1,500 MW of capacities by government institutions such as metro, railways, and airports; 7,000-7,500 MW of capacities to be added by industrial and commercial consumers under net/gross metering schemes of various states; and 1,500-2,000 GW added by residential rooftop consumers. Furthermore, the ministry's approval for net metering up to 500 kW would provide a much-needed fillip to the sector, leading to an increase in the demand for rooftop installations. Also, the MNRE provides central financial assistance for all rooftop projects constructed by residential consumers: 70% for special category states and 30% for other states.

Projected rooftop capacity additions over Fiscals 2024 to Fiscals 2028



Source: MNRE; CRISIL Consulting

The utilization of storage technology enables solar energy to contribute to the electricity supply even during periods when sunlight is unavailable. Additionally, storage systems can assist in mitigating fluctuations in the flow of solar energy on the grid, thereby ensuring a more consistent and stable power output.

RE projects, along with battery storage, can provide firm power supply for a longer duration in on-grid as well as off-grid applications, helping utilities and consumers meet energy requirements efficiently and, in an environment-friendly manner. Globally, deployment has already started picking up.

The introduction of battery storage in the power system network will support higher integration of RE sources, such as wind and solar, into the grid. Amid rising adoption of battery storage and maturing technology, newer business models based on storage will evolve, which will change the present market structure of electricity production and consumption.

Overview of Indian wind solar hybrid market

India has introduced RTC generation tenders, including hybrid tenders to strengthen clean generation combining solar, wind and storage technologies. The MNRE introduced the National Wind-Solar Hybrid Policy on May 14, 2018. The main objective of the policy is to provide a framework for the promotion of large grid-connected wind-solar PV hybrid systems and efficient utilisation of transmission infrastructure and land. It also aims to reduce the variability in renewable power generation and achieve better grid stability. As on March 31, 2023, hybrid projects of aggregate capacity 6,475.37 MW are under construction in the country. It is expected that India will witness approximately 13GW to 15 GW of WSH capacity in the next five years (Fiscal 2024 to Fiscal 2028) out of which around 6 GW to 6.6 GW will be from wind.

Key growth drivers

Wind Solar Hybrid segment in India is experiencing rapid growth, driven by several key factors:

- **Potential:** India has around 696 GW (120 m hub height) wind potential and around 750 GW of solar potential. Currently only around 10% of the potential is developed and balance 90% potential yet to be exploited. This provides huge opportunities for wind and solar development.
- **Geographical advantages:** India's coastline provides high wind speed as well as excellent solar potential. State such as Gujarat, Maharashtra, Karnataka, Tamil Nadu, Andhra Pradesh have excellent wind as well solar potential. Such advantage provides great opportunity for hybridisation.

Complementary resources: Wind and solar source complements each other. Wind power is at its maximum during nighttime whereas solar power is available only during the day. Therefore, for 24X7 supply, they complement each other and hence WSH projects provide more reliable power and can be used for round-the-clock (RTC) supply.

Resource optimisation: Co-located WSH plants can help in resource optimisation. With optimum land utilisation, infrastructure sharing, the wind and solar resources can be optimally utilised leading to better CUF as well as cost optimisation.

Policy push: Government of India's policy push has also helped the WSH segment. With increased ROP targets, VGF funding, PLI schemes, solar park schemes, simplified land allocation has helped both the resources to thrive.

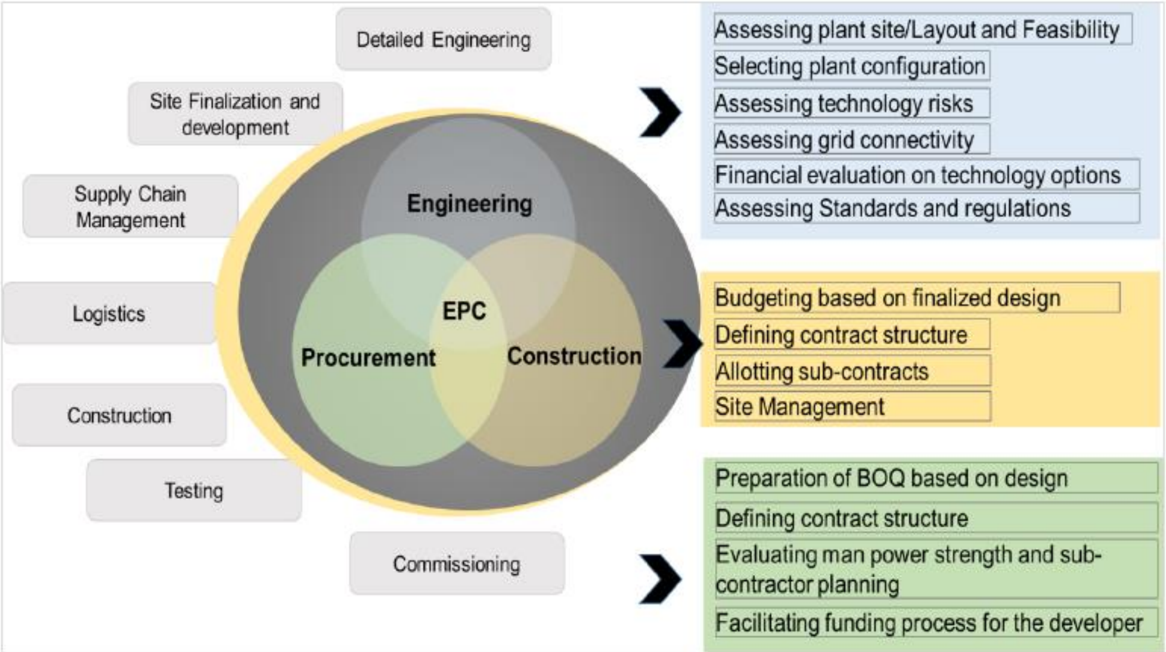
ASSESSMENT OF EPC SOLAR MARKET IN INDIA

A typical EPC solar project covers design, civil works, equipment purchase and installation, and commissioning. However, with constrained returns, the scope of an EPC solar project has been evolved and now includes O&M services also. Most of the EPC players provide integrated and customised solutions as per the client requirements through a consultative approach. Favourable government initiatives, increased demand for clean and green energy, rooftop installations by C&I Consumers have provided impetus to solar installations. The EPC services can be classified into various subcategories based on the scale and type of installations, i.e., utility scale and rooftop solar installations.

Some of the key players in EPC are Waaree Energies, Tata Power, Sterling & Wilson, Vikram Solar, BHEL, Prozeal Infra, L&T and Jakson etc. Most of these players are also present in rooftop solar installation's EPC.

The overall project works is classified as supply (material) contracts and services contracts and are awarded to different entities instead of one single EPC contractor. The capital-intensive items, such as modules, transformers, inverters and cables, covering around 75%-80% of the project cost are being procured by developers. The developers enter into third-party contracts for services part, covering civil works, commissioning, erection and mounting of equipment, which forms around 20%-25% of the project cost. However, some solar module manufacturers insist on buying the entire package and not just solar modules, since they also provide EPC services.

Checklist of an EPC model



Source: CRISIL Consulting

What is an EPC contract in solar space?

Project development involves various risks such as construction risks, operational risks, legal risks, financial risks and political risks. EPC contracts are of primary importance, as they help in the bankability of the project by allocation of different risks. EPC contracting helps in the achievement of a coordinated approach among several stakeholders by establishing a single point of responsibility to the owner. In assessing the bankability of an EPC contract, investors and lenders look at a wide range of factors to assess the contract as a whole. The key features of an EPC contract are the following:

Fixed construction price;

Fixed completion schedule;

Responsibilities and guarantees with respect to project performance and warranties;

Liquidated damages for delay and performance gaps;

Single point of responsibility on the EPC contractor; and

Termination and dispute resolution.

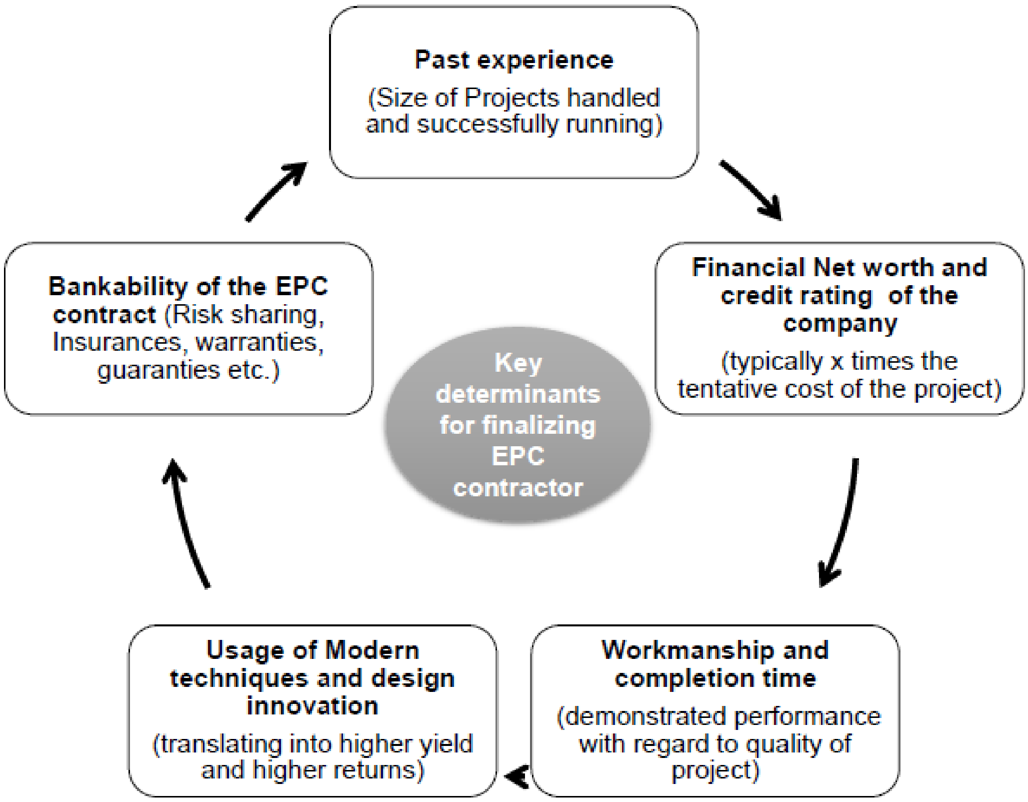
In terms of contract structuring for turnkey projects, a single contract is prepared, and the contractor owns full responsibility of the risks incidental to the project. In case of BoP projects, contracts may be structured in either of the three ways including: (a) procurement and project management services (PMS); (b) procurement only [P stage]; (c) procurement and construction [P + C stage].

a. *One 'wrapped' contract*: The solar panel supplier or the BoP contractor or an external project management consultant act as a third party and take full responsibility for coordination and delivery of the works. Such contract typically has lesser risk due to aggregation effects.

b. *Two or more different contracts (supply only):* Different components for the project are procured from different suppliers. The procurement (P stage) of BoP component is subcontracted. Potential suppliers are contacted and depending on quotations and technical specifications, works are awarded. The principal contractor is responsible for installation of the different works and deliver the plant in one piece.

Two or more different contracts (Supply and installation): Different components for the projects are procured from different suppliers and installed on site by the respective suppliers. The procurement and construction (P stage and C stage) of BoP components are subcontracted. The principal contractor monitors the works of the subcontractors. In case of noncompliance with performance specifications and /or time to delivery, the subcontractors are liable to pay liquidated damages.

Key Determinants for selecting EPC contractor



Source: CRISIL Consulting

Construct of an EPC contract

Scope of the project: Defines the provisions, specifications and standards of the project that the contractor has to adhere to. In case of a solar EPC project, the scope typically consists of the following specifications:

- Aggregate capacity of the solar plant
- Type of solar plant (rooftop/ground-mounted/floating)
- Usage of battery bank (Yes/No). If yes, capacity and specifications of battery bank including model and make of battery, type of battery management systems, power condition unit
- Operation and maintenance for given number of years.

Obligations of the contractor: Underlines the obligations which need to be fulfilled by the contractor, which may include all or few of the following: undertaking survey, investigation, design, engineering, procurement, construction, operation, maintenance of the solar plant.

Obligations of the authority: Sets out the obligations of the authority, subject to receiving the performance security, towards the project like providing right of way for land, environmental and forest clearances, work permits to contractor, security on project site, implementing and/or administering safety precautions.

Representation and warranties: Highlights that the contractor is duly organised and validly exists under the laws of India to execute and deliver the performance obligations under the agreement.

Force Majeure and Termination Clauses: The parties (authority and / or contractor) are excused from performing their obligations if a force majeure event occurs. Such an event is beyond the reasonable control of the affected party, and the affected party could not have prevented or overcome by exercise of due diligence and has material adverse effect on the affected party. Such events include non-political events (act of God, epidemic, extremely adverse weather conditions, lightning, earthquake), indirect political events (an act of war, invasion, armed conflict or act of foreign enemy, blockade, embargo, riot, insurrection, terrorist or military action, civil commotion etc.) and political events

Other provisions: May include hypothecation of materials or plant provisions, liability and indemnity by the contractor, and dispute-resolution clauses

Summary of standard market practices in the solar EPC Industry

Sr. No.	Key determinants under the EPC contract	Tentative ranges based on the industry
1	Performance ratio	75-80%
2	Warranties and guarantees on solar modules and inverters	5–10-year warranties on solar Inverters Performance warranty on PV modules for peak output wattage, >= 90% at the end of 10 years and 80-85% at the end of 25 years)
3	Warranties and guarantees on balance of plants	To be provided by the EPC contractor (or under pass through)
4	Liquidated damage costs /delay penalties	~0.5% to 1% per week of the Contract Price subject to the maximum limit of 5% to 10% of Contract Price
5	Advance bank guarantees	~10% of the contract value, to be released within three months of the end of the contract/tenure
6	Insurance cost	Can be a part of the EPC contract (*To cover execution risk*) or taken separately by the developer (*generation loss due to grid unavailability)*
7	Power during construction	To be provided by the developer *(grid interconnection)* or EPC contractor *(diesel-based power)*
8	Liasoning and regulatory approvals	The responsibilities can be shared or can be taken up by either of the parties

Source: CRISIL Consulting

OVERVIEW OF SOLAR MODULE MANUFACTURING

Overview of Global PV Module manufacturing

Over the past decade, there has been a significant geographical transformation in solar PV manufacturing capacity and production. China reinforced its dominant position as a manufacturer of wafers, cells, and modules by increasing its share of global polysilicon production capacity nearly three times. China's role in supply chain becomes more critical as it holds more than 75% of cells and module lines, leading to high dependence from a global supply chain perspective.

Having integrated solar PV manufacturing plants that produce wafers, cells, and modules all under one roof have certain advantages such as improved efficiency and cost reduction. With reduced transportation costs and economies of scale, these plants can optimize their production flow and have better quality control. Integrated solar PV manufacturing plants also provide greater flexibility and supply chain security. The manufacturer can respond to changes in demand efficiently, dependence on external suppliers gets reduced and with access to advanced technologies, it can certainly gain competitive advantages in terms of quality as well as price.

The global solar PV manufacturing capacity is projected to approach nearly 1,000 GW by 2024 a capacity sufficient to cater to the expected annual demand of nearly approximately 650 GW by the year 2030 as projected by International Energy Agency ("**IEA**"). In 2022, global solar PV manufacturing capacity increased by over 70% to reach almost 450 GW, with China accounting for over 95% of new facilities throughout the supply chain. Governments in the US, Europe and India have already begun to prioritise solar PV supply chain diversification, implementing policies such as India's PLI scheme and the US IRA to provide direct financial incentives for domestic manufacturers to increase their competitiveness with Chinese counterparts. These country specific measures are expected to boost manufacturing capacities across the countries and would result in meeting the global demand by 2030.

Over the past decade, China has emerged as the top destination for solar PV manufacture as a result of favourable government policies, continuous innovation and accelerated investments in the segment, surpassing Europe, Japan and the United States. Global PV shipments during 2022 crossed 300 GW, of which the top 10 players, including LONGi Solar, Trina Solar, Jinko Solar, accounted for a share of approximately 80% in shipments.

Comparative summary of global module manufacturers

Parameter		LONGi Solar	Trina Solar	Jinko Solar	JA Solar	Canadian Solar	Risen Energy
Number of manufacturing factories		8 in China	4 in China, 1 each in Thailand and Vietnam	14 in China, Vietnam, Malaysia and USA	12 in China and Vietnam	20 in Canada, China, Brazil, Thailand and Vietnam	4 in China, 1 in Malaysia
Experience in PV module manufacturing		23 years	26 years	17 years	18 years	22 years	21 years
Operational Capacity 2015		NA	5.1 GW Modules 3.7 GW Cells	4.7 GW Modules 3.0 GW Cells	4.0 GW Modules 4.0 GW Cells	4.3 GW Modules 2.7 GW Cells	NA
Operational capacity (As on Dec-22)		85 GW modules 50 GW cells 133 GW wafers	65 GW modules 50 GW cells 7 GW trackers	70 GW modules 55 GW cells 65 GW wafers	50 GW modules 40 GW cells 40 GW wafers	32.2 GW modules 19.8 GW cells 20 GW wafers	25.1 GW modules
Under-construction capacity		130 GW modules 160 GW cells 290 GW wafers	30 GW modules 25 GW cells 6.5 GW wafers	20 GW modules 20 GW cells 10 GW wafers	20 GW modules 30 GW cells 30 GW wafers	42.2 GW modules 40.2 GW cells 30 GW wafers 30 GW ingots	16 GW modules 19 GW cells
Product shipments (CY 22)		42.5 GW wafers 46.1 GW modules	43.1 GW modules	44.5 GW modules, 2.1 GW cells and wafers	39.8 GW modules and cells	21.1 GW modules	16 GW modules
Key Products and services		Solar PV modules, wafers, solutions for C&I, utility, and rooftop use	Solar PV modules, solar trackers, utility solutions, EPCM services	Solar PV modules, energy storage systems, C&I and rooftop solutions	Solar PV modules, energy storage systems for domestic and C&I use	Solar PV modules, energy storage, inverters, EPC	Solar PV modules, energy storage systems, EPC services
Ky Technologies offered		TOPCon, Mono PERC, bi-facial module, half-cut cells	Bi-facial PERC, TOPCon, HJT, half-cut cells	Half-cell, bi-facial and tilling ribbon technologies, PERC and TOPCon	TOPCon, Mono PERC, bi-facial module, half-cut cells	TOPCon Bifacial and Monofacial, HJT modules, Dual Cell PERC,	Mono PERC, bi-facial PERC, bi-facial HJT modules, TOPCon
Key Financials (CY 22)	**Revenue**	$19.3 bn	$11.9 bn	$12.1 bn	$10.2 bn	$7.5 bn	$4.2 bn
	Net profit	$2.2 bn	$515.3 mn	$226.9 mn	$774.6 mn	$298.6 mn	$136.5 mn

Source: Company websites, CRISIL Consulting

Jinko Solar: During 2022, Jinko Solar shipped 44.33 GW modules. The following table summarises the sales volumes by solar module types.

Sales volume	CY18		CY19		CY20		CY21		CY22	
	MW	%	MW	%	MW	%	MW	%	MW	%
Solar modules – Poly	6,420	57%	3,554	25%	385	2%	40.8	0%	1.3	0%
Solar modules – Mono	1,911	17%	944	7%	115.2	1%	7.3	0%	13	0%
Solar modules – N Type									10,684	24%
Solar modules – Mono PERC	2,840	25%	9,710	68%	18,270	97%	22,185	100%	33,636	76%
Total	11,171	100%	14,208	100%	18,771	100%	22,233	100%	44,334	100%

Source: Annual Report 2022, CRISIL Consulting

From the above table, the mono PERC share for Jinko Solar increased from 25% in 2018 to approximately 100% in 2021. Thus, mono products have almost replaced poly products. However, recently there is a demand for N-type solar panels and Mono PERC panels are losing more and more ground compared to them. Although the N-type solar panel technology has reached a mature stage, the supply of these panels still falls slightly short of the existing demand. 80% of the upcoming capacities, more than 80% are Mono PERC lines, indicating continued dominance for the technology in the medium-term. An increased number of Mono PERC lines does not necessarily rule out quicker TOPCon adoption, as these lines can be upgraded to TOPCon at an additional investment of 10%-15% of the base capital expenditure.

Global technology trends

The global PV industry is moving towards monocrystalline cell technology from polycrystalline cells. The share of monocrystalline technology is now about 84% *(source: Fraunhofer ISE: Photovoltaics Report, updated: 22 September 2022)* (compared with 66% in 2019) of total crystalline silicon (c-Si) production. The performance ratio has also been improved in the 80-90% range. The c-Si segment is expected to grow substantially due to c-Si's long life and light weight. Monocrystalline solar PV panels possess high efficiency, and hence, preferred.

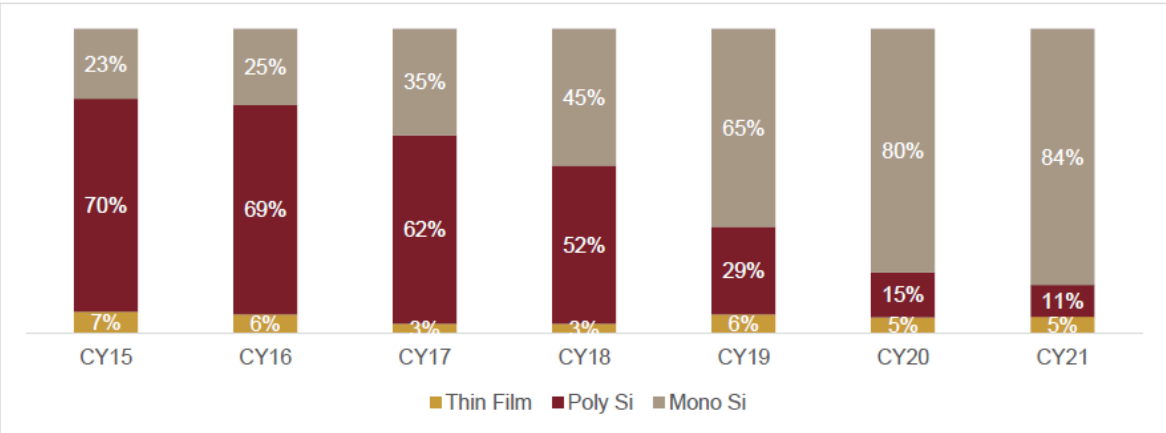
Existing versus upcoming technologies

	Mono PERC	TOPCON	HJT
Initial capex	$ 31-38 mn./ GW	$ 38-46 mn./ GW	$ 69-75mn./ GW
Efficiency	22-23%	23-24%	23-25%
Losses and Damages	p-type Mono Perc cells are prone to LID and PID losses. Such losses are high compared to peers	PID and LID losses in Topcon are lower compared to Mon o PERC, bit higher compared to HJT	Not prone to PID and LID losses, since general cell construction is n-type

Note: Initial capex for module manufacturing lines pertains to Chinese set-ups.
Potential Induced Degradation (PID) and Light Induced Degradation (LID)
Source: Industry, CRISIL Consulting

In the coming years, it is expected that more advanced cell designs such as heterojunction ("**HJT**"), TOPCon, and back contact will gain greater market shares. These cell designs hold the potential for achieving additional efficiency gains in solar panels.

Module technology share



Source: Industry, CRISIL Consulting

More than 85% to 90% of Indian solar module manufacturers have shifted to Mono-PERC and Mono-PERC is expected to dominate the technology for the next two to three years. Most of the Indian manufacturers have set up or planning to set up new facilities with an option of upgradation to newer technologies. Some of the Companies have existing manufacturing facilities which can be upgraded to TOPCon technology. TOPCon technology is gradually getting prominence in Indian solar manufacturing Industries. Most of the leading players have already started offering TOPCon modules. Some of them are planning to switch to TOPCon from existing Mono-PERC or set up greenfield TOPCon manufacturing facilities. e.g. Adani, Emvee, Gautam Solar, TATA Power, Saatvik Green. Reliance New Energy Solar will leverage HJT for improved module efficiency.

Overview of solar module manufacturing value chain in India

Crystalline silicon (c-Si) technology is largely deployed in solar PV globally as well as in India. The technology is also expected to comprise the largest pie in India's ambitious target of 280 GW solar capacity addition by 2030. However, currently, 80% to 85% of the solar modules need be imported as domestic capacity is inadequate to meet demand. India does not have a manufacturing base for polysilicon ingots and wafer; hence, players import these components, incurring high cost.

Schematic of c-Si PV module supply chain

Source: CRISIL Consulting

Key domestic solar module manufacturers with capacity

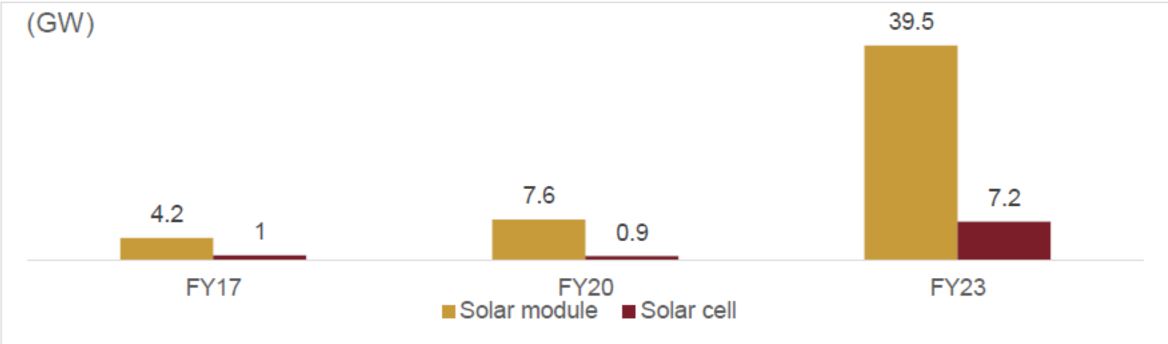
Sr. no.	Name	Installed capacity (MW)
1.	Waaree Energies	12,000
2.	Adani Mundra PV	4,000
3.	ReNew Power	4,000
4.	Vikram Solar	3,500
5.	Renewsys	2,750
6.	Goldi Solar	2,500
7.	Premier Energies	2,400
8.	Rayzon	1,500
9.	Saatvik	1,500
10.	Emmvee Photovoltaic	1,250
11.	Solex	1,200
12.	Pixon Green Energy	1,000

As on June 30, 2023,
Source: Company websites, CRISIL Consulting.

India and other net PV importers, like the U.S., have implemented several policies throughout time to reduce their reliance on China for PV products. The use of tariff barriers, such as safeguard duties ("**SGD**") in India and anti-dumping taxes in the US, is one of them.

India's cumulative module manufacturing nameplate capacity has reached approximately 40 GW in Fiscal 2023 and the cumulative cell manufacturing capacity is about approximately 7.2 GW. The difference in the manufacturing capacities of solar cell and module is partly due to the lack of vertical integration of domestic solar fabs. However, the operational capacity could be less than 50% of the nameplate capacity.

Solar module and cell manufacturing capacity



Source: CRISIL Consulting

1. *Source: CRISIL Consulting*

Further, regarding ingots/wafer manufacturing, Adani Solar in December 2022 introduced a large-sized monocrystalline silicon ingot in its Mundra (Gujarat) facility. This development led the company to become India's first manufacturer of monocrystalline silicon ingots, capable of producing M10 (182mm) and M12 (210mm) size wafers. Lastly, Polysilicon, the first stage in the PV manufacturing chain involves the most complex manufacturing process. Currently there are no manufacturers for domestic polysilicon manufacturing, but it is expected that under the PLI scheme the winners would setup the first of the future polysilicon production capacities within the next two-three years through integrated factories.

While moving up the value chain, from solar modules and cells to ingots/wafers and polysilicon, India's PV manufacturing skills substantially decline. Proceeding upstream in the PV supply chain, the complexity and manufacturing capex requirements increase. Polysilicon and ingots/wafers have historically played a negligible role in India's overall PV commodities/products trade. For these components, the domestic industry has solely depended on imported products from international marketplaces.
It is also noteworthy that the majority of solar module production is centred on a small number of states. Manufacturing of solar modules is concentrated in these states for a number of reasons, including easy access to ports (for international trade), affordable land, and readily available power close to special economic zones (SEZ). Gujarat will still house most of the manufacturing capacity.

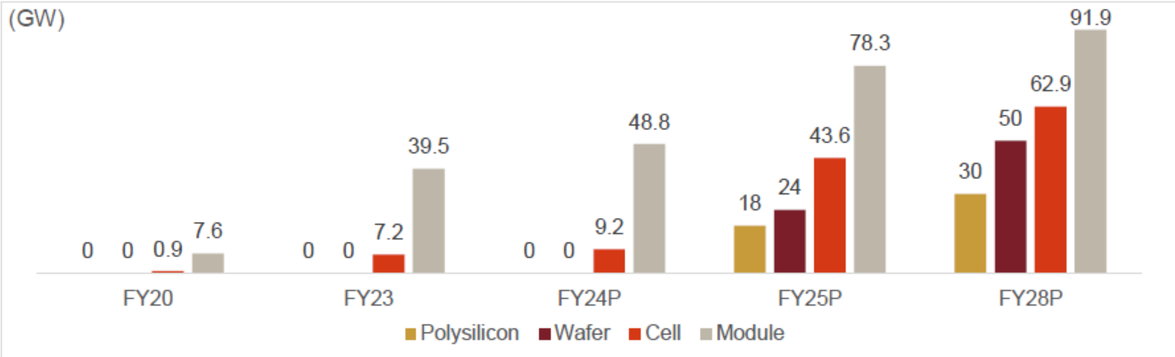
Outlook for solar module manufacturing

India aims to build its presence across all stages of PV manufacturing over the next two to three years. In November 2020, the GoI introduced the PLI scheme for manufacturing high-efficiency solar PV modules with a financial outlay of ₹ 45 billion. It later enhanced the outlay by ₹ 195 billion under the Union Budget for Fiscal 2023.

In May 2021, the IREDA issued a tender to set up 10 GW of high-efficiency solar module manufacturing capacities. The total PLI granted across the three final awardees (Reliance, Shirdi Sai Electricals and Adani) was ₹ 44.55 billion, which would lead to the setting up of 8,737 MW of PLI-linked capacity. The second bid conducted by SECI under PLI scheme concluded in February 2023. A total capacity of 39.6 GW of domestic Solar PV module manufacturing capacity has been awarded to 11 companies, with a total outlay of ₹ 140 billion. As per the government estimates, manufacturing capacity totaling 7.4 GW is expected to become operational by October 2024, 16.8 GW by April 2025 and the balance 15.4 GW by April 2026. Considering the two tranches together, the total domestic solar PV module manufacturing capacity allocated under the PLI Scheme is 48,337 MW, with a cumulative support of more than ₹ 185 billion by the Government.

CRISIL Consulting expects solar PV manufacturing Capacity to reach 90 GW to 95 GW by Fiscal 2028, with full integration from polysilicon to modules expected to account for 30% of capacities, largely driven by PLIs. Achieving this is expected to require an investment of ₹ 1,500 billion by Fiscal 2028.CRISIL Consulting expects module manufacturing capacity to grow approximately 2.5 times by Fiscal 2028 with approximately 30% of the capacity to be fully integrated and integrated units to come only subsequent to Fiscal 2025. Gujarat will be at the epicenter of additions with approximately 55% to 60% additions in the next five fiscals.

Estimated solar module and cell manufacturing capacity



Source: Industry, CRISIL Consulting

Scheme and incentives supporting solar module manufacturing in India

a) *Domestic content requirement* - The DCR mandates the use of solar cells and modules manufactured domestically as per specifications and testing requirements fixed by MNRE. There are various schemes announced by the government to promote the use of domestically manufactured modules such as CPSU scheme, PM-KUSUM scheme, grid connected rooftop solar programmes. All these schemes have a Central Financia Assistance (CFA)/VGF component to cover the cost difference between imported and domestic solar cells and modules It is mandatory to use DCR cells and modules to avail the financial aid provided by the central/state government.

b) *Performance linked incentive scheme* – The National Program on High-Efficiency Solar PV Modules is a government-backed initiative to promote domestic manufacturing of Solar PV modules and cells in India. The PLI scheme offers incentives to eligible manufacturers based on their annual production of high-efficiency solar PV modules and cells. The incentive amount is calculated as a percentage of the manufacturing cost of the modules or cells and is capped at ₹ 400 per watt for modules and ₹ 150 per watt for cells. The scheme is being implemented in two tranches. Tranche-I, with an outlay of ₹ 45.00 billion, was launched in February 2022. Tranche-II, with an outlay of ₹ 195.00 billion, was launched in September 2022. The scheme is expected to reduce India's dependence on imported solar modules, and to make solar power more affordable for Indian consumers.

c) *Safeguard duty* - The government imposed a safeguard duty on solar cells and modules imported from China, Malaysia, Thailand, and Vietnam in July 2018. The duty was initially set at 25% for the first year, followed by a phased down approach for the second year, with the rate reduced by 5% every six months until it ended in July 2020. The purpose of the duty was to protect the domestic solar manufacturing industry from cheap imports from China. In July 2020, the government extended the safeguard duty for another year, with the rate set at 14.90% from July 30, 2020, to January 29, 2021, and 14.50% from January 30, 2021, to July 29, 2021.

d) *Basic customs duty* - The government imposed a basic customs duty of 40% on solar modules and 25% on solar cells on April 1, 2022. This was done in an effort to boost domestic manufacturing of solar components and reduce India's reliance on imports. The BCD applies to all imports of solar modules and cells, regardless of the country of origin.

e) *Approved list of models and manufacturers* - The ALMM was introduced in 2019 to ensure the quality and performance of solar modules used in India. It is a list of solar cell and module types and manufacturers in India that have been certified by the Bureau of Indian Standards. Only modules that are listed on the ALMM are eligible for use in government sponsored solar projects.

Price trend of solar PV cells and modules

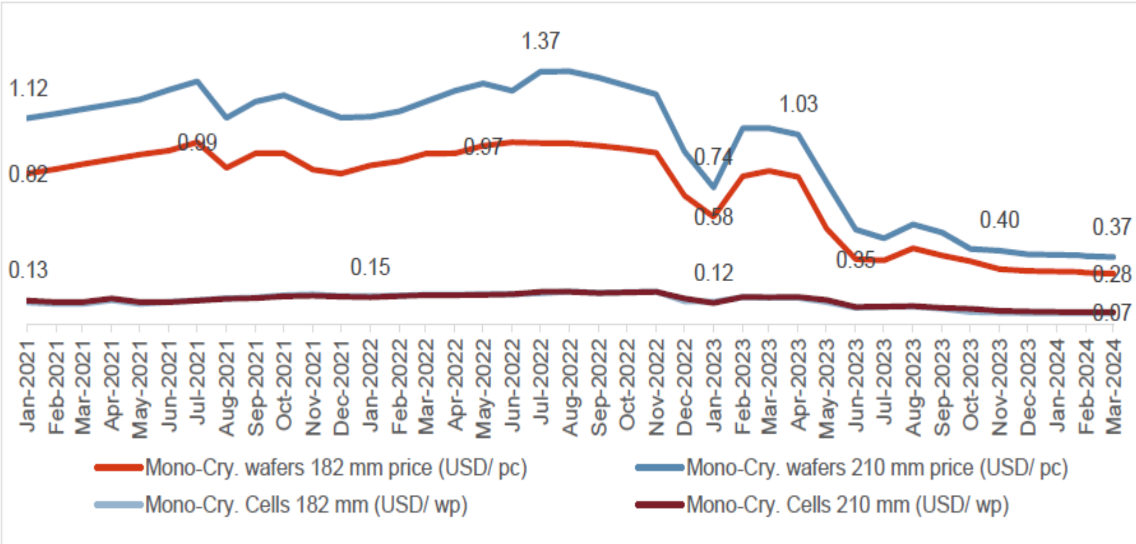
Module prices to fall in Fiscal 2024

On a global scale, the polysilicon base expanded by 68% year-on-year by the end of December 2022, reaching a range of 1,000-1,100 metric tons from the previous 600-650 metric tons. Weakened demand and lower consumption in the first half of 2023 in China, coupled with oversupply, resulted in a dramatic price drop of 72% to US$ 8 per kg in July 2023, down from US$ 28 per kg in December 2022. Consequently, downstream components also witnessed significant price reductions, with wafer prices plummeting by 50%-55% to US$ 0.35 per piece from US$ 0.70 per piece.

The oversupply of polysilicon also prompted the world's largest monocrystalline solar wafer supplier to cut the prices of its photovoltaic wafers twice between April and May 2023, reducing prices by 33% as cell manufacturers sought to fulfill their order requirements.

Cell prices also saw a decrease of 43% in July 2023, reaching US$ 0.09 per Wp from December 2022, while module prices fell by 25% during the same period. Additionally, spot prices for bifacial mono perc modules continued to decline, reaching US$ 0.18 per Wp in the first half of August 2023 as suppliers offered lower prices to clear their inventory. The combination of weak European demand and an accumulation of Chinese module inventory is expected to keep global module prices subdued in the current fiscal year.

Wafer and cell prices have trended down



Source: Industry, CRISIL Consulting

Module prices experienced a remarkable surge of 22% in Fiscal 2022 and a subsequent 7% increase in Fiscal 2023. However, in the first five months of Fiscal 2024, they have undergone a significant decline, dropping by 21% compared to Fiscal 2023, reaching a level of US$ 0.19 per Wp. This sharp decrease is primarily attributed to an oversupply of upstream components, particularly polysilicon. Domestic module prices in India also experienced a significant drop, falling from US$ 0.30 per Wp to US$ 0.25 per Wp, primarily due to the country's reliance on imported cells. As of March 2023, India had approximately 39 gigawatts of module capacity, in contrast to only around 7 gigawatts of cell capacity, leading to a doubling of cell imports year-on-year between January and June 2023.

Share of domestic and imported modules

As of March 2023, India has approximately 7.2 GW installed capacity of solar cells and approximately 39.5 GW of modules. Even though India is one of the top ten solar module producers, it is far behind its biggest competitor China. Considering this, 80% to 85% of solar modules need to be imported due to inadequate capacity as well as technology. In Fiscal 2022, imports increased by a staggering 696% on-year to ₹ 336 billion (from ₹ 42 billion). The sudden and sharp surge in import was mainly due to ease in restrictions coupled with expiration of time extensions provided to projects under COVID-19 relief.

Despite price surge across the value chain for solar components, imports have been robust as seller and developers availed duty free period after July 2021 and imported modules for commissioning planned even in Fiscals 2022 and 2023 in advance.

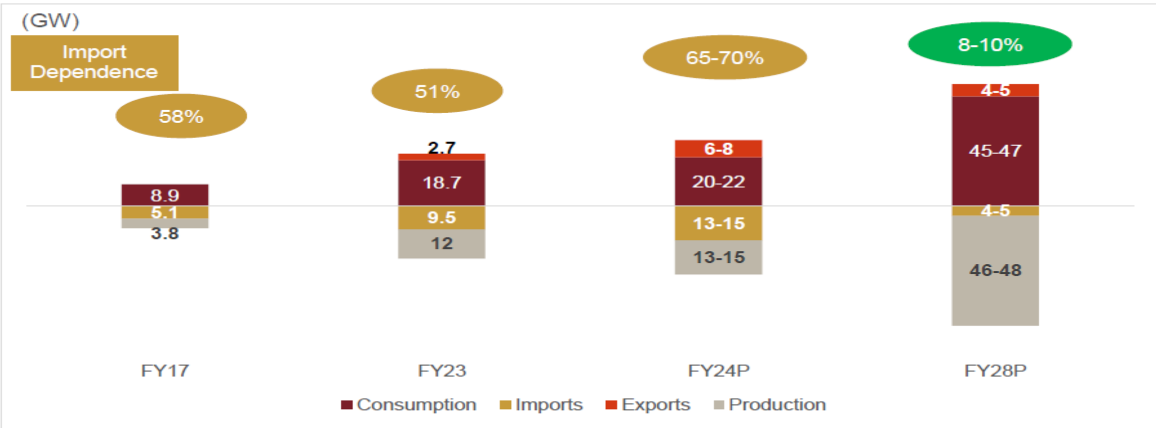
However, during Fiscal 2023, the module import declined due to imposition of BCD on imported solar module, DCR and increased domestic production capacity.

China continues to be the largest module exporter to India, followed by Malaysia. BCD along with the PLI scheme is expected to improve the demand for domestic modules. However, till that time imports will continue to form majority portion of domestic demand due to technological advantage.

Domestic versus export demand potential

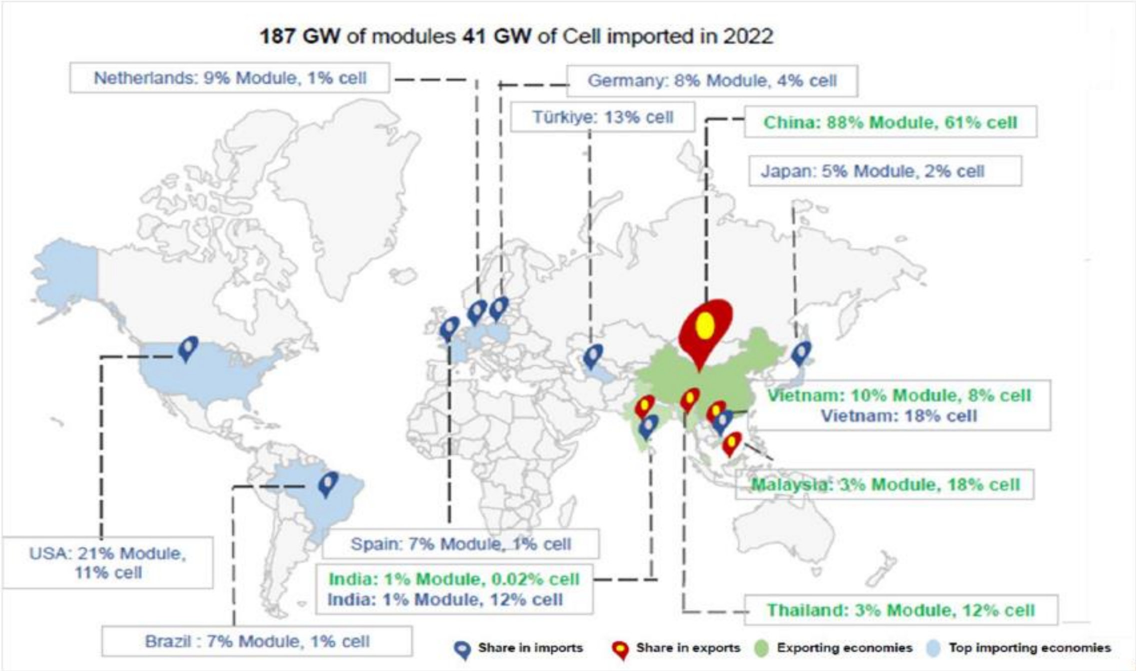
Exports experienced explosive growth, increasing by 11 times year-on-year in fiscal 2023, driven by demand from the USA. The ban on China's region has enabled Indian module makers to fill the void by supplying approximately 2.7 GW. This momentum continued into the first quarter of Fiscal 2024, with exports alone reaching 2.1 GW. While the suspension of ALMM has led to the import of affordable global modules, it has also provided space for Indian manufacturers to meet the import demands of the US. Exports are expected to remain high between fiscal 2024 and 2028, reaching 25 GW, driven by domestic capacity additions of 60 GW to 65 GW. Export demand will also be supported by other key renewable energy markets, such as the Middle East, the European Union, and Latin American nations.

Only 1/10 of the domestic demand to be import reliant by Fiscal 2028 (annual figures)



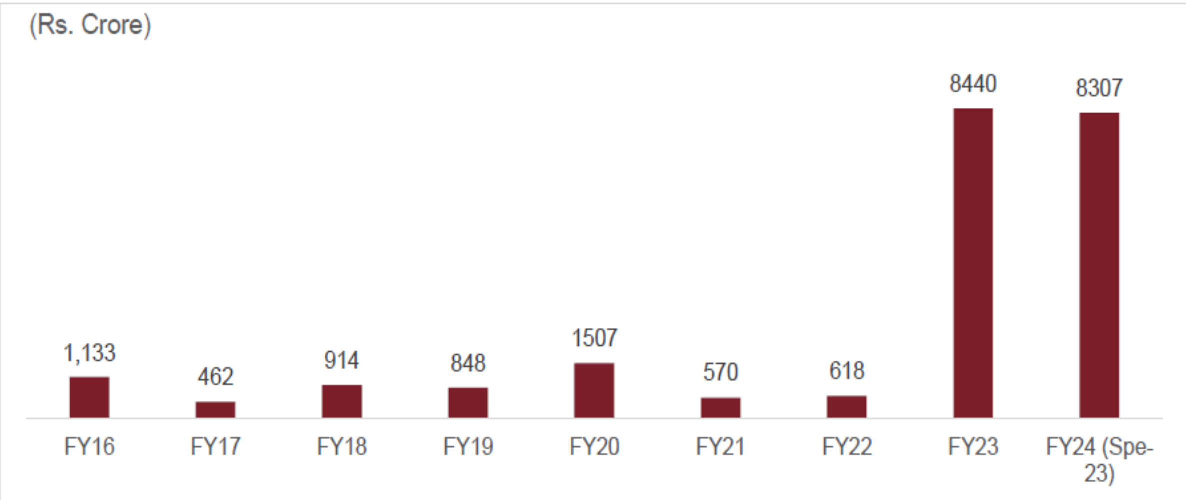
Source: CRISIL Consulting

India's exports face tough ASEAN competition, limiting market share



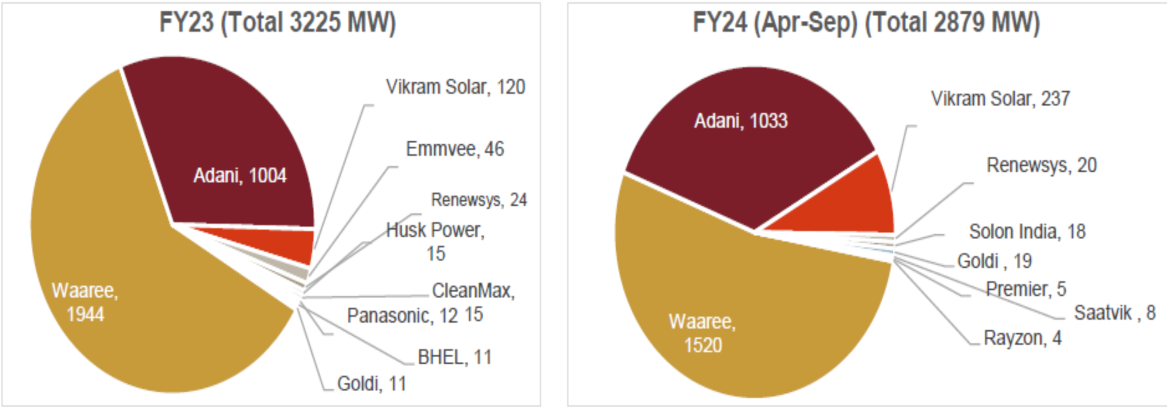
Source: ITC Trademap, CRISIL Consulting

First half of Fiscal 2024 - exports already at 98% of Fiscal 2023 exports



Note: FY 22 (HS Code 85414011+85414012); FY 23 onwards (HS Code 85414300 +85414200)
Source: Ministry of Commerce, CRISIL Consulting

Top 10 exporters (MW capacity)



Source: Industry, CRISIL Consulting

Distribution Channels for PV Modules

To reach out to the end users such as residential, commercial, and industrial consumers, various module manufacturers have their distributor network or have appointed franchisee. Retail consumers are relatively price-sensitive when it comes to solar installations due to smaller project sizes, expected shorter payback period and more competition.

Waaree Energies has 388 unique franchisee networks across India. This model provides different opportunity than just dealership or distributorship of products. These are exclusively tied up traders which help in end-to-end product plus service. They help in reaching the last mile connectivity and help in increasing consumer awareness about various offerings in residential and C&I consumers specially in tier-1 and tier-2 cities. Vikram Solar has distribution network connecting more than 40 cities, ensuring the availability of solar products and solutions across 600+ locations Pan-India. Similarly, Adani solar with Roofsol Energy has retail distribution of its solar panels to more than 2,500 towns in India.

Competitive mapping of solar module manufacturers in India

Competitive mapping covers the details of companies, their products and services within a given market to understand competitive intensity. The top 5 players namely, Waaree Energies, Adani Solar (Mundra), Goldi Solar, Vikram Solar, and Emmvee Photovoltaic account for about 45% of the total domestic ALMM enlisted module manufacturing capacity of approximately 19.5 GW.

Comparative summary of domestic module manufacturers

Parameter	Waaree Energies	Vikram Solar	Mundra Solar PV	Premier Energies	RenewSys India	Emmvee Photovoltaic	Alpex Solar
Number of manufacturing factories	4 in Gujarat	1 each in West Bengal and Tamil Nadu	1 in Gujarat	2 in Telangana	1 each in Karnataka, Telangana and Maharashtra	2 in Karnataka	1 each in HP and UP
Experience in PV module manufacturing	16 years	17 years	8 years	26 years	12 years	16 years	18 Years
Operational capacity (as on Sept-23)	12 GW modules	3.5 GW modules	4 GW cells and modules	2.4 GW modules, 2 GW Cells	2.75 GW modules, ~0.1 GW cells	1.25 GW modules	450 MW modules
Under-construction capacity	6 GW Modules 5.4 GW Cells **Proposed-** 6 GW modules, 6 GW cells, 6 GW Ingot-Wafer capacity	Proposed 2.8 GW integrated cells & modules	10 GW cell and module	3.4 GW modules, 1.25 GW cells	2 GW Modules ~1.9 GW	1.75 GW including 1.5 GW wafer-to-module capacity	300 MW
NABL Accredited Lab	For modules	For modules	-	-	For encapsulants and backsheets	-	-

Parameter	Waaree Energies	Vikram Solar	Mundra Solar PV	Premier Energies	RenewSys India	Emmvee Photovoltaic	Alpex Solar
Enlisted Capacity as ALMM List Nov-23	2,650 MW	1,287 MW	2,036 MW	1,116 MW	565 MW	1,183 MW	240 MW
Market share as a % of total enlisted capacity as per ALMM List Nov-23	11.98%	5.82%	9.20%	5.04%	2.55%	5.35%	1.08%
Key Products and services	Solar PV modules, Inverters, Batteries, EPC services, rooftop solutions, O&M Services, and solar water pumps	Solar PV modules, EPC services, solar O&M services, and water pumps	Solar PV cells and modules, EPC services, O&M services,	Solar PV cells and modules, EPC services, O&M services, and water pumps	Solar PV modules and cells	Modules, EPC, rooftop solutions, and solar water heater solutions	Solar modules, EPC services, Water Pumps
Cumulative Installed capacity in EPC	1000+ MW	1,420 MW	NA	650+ MW	NA	NA	NA
Key Technologies offered	TOPCon, Mono and poly crystalline PV modules, Mono PERC, Bifacial, Flexible modules, BIPV	TOPCon, Mono PERC, mono-facial & bifacial, poly-Si modules	TOPCon, Multi crystalline, Mono PERC and Bifacial modules	TOPCon, Polycrystalline Si cells, mono PERC, poly Si modules	TOPCon, Mono/Multi PERC, Bi-facial	TOPCon, Mono PERC, polycrystalline modules, bi-facial module	TOPCon, Monocrystalline, polycrystalline Modules

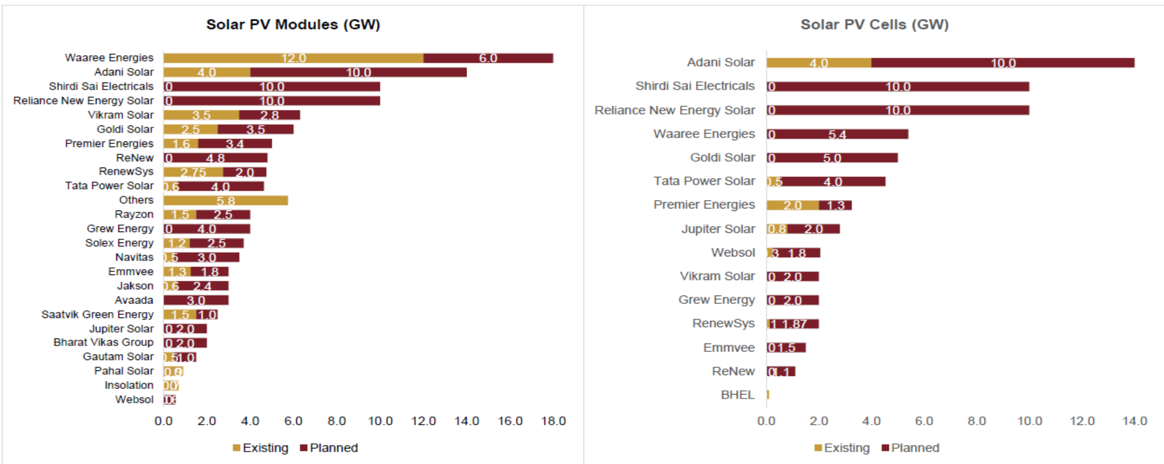
NA: Not available

Source: Company websites, MNRE ALMM 16-Nov-2023, CRISIL Consulting

Capacity addition plan of Indian solar PV manufacturers

In order to boost domestic production and reduce imports, the central government initiated the first tranche of the PLI scheme in April 2021 with a target of 8,737 MW module manufacturing capacity as well as introduced basic customs duty on imports. The second tranche of the scheme targets a capacity addition of 39,600 MW by April 2026. Considering the favourable environment, various Indian solar PV manufacturers have planned for capacity expansion. As of December 2022, 70 GW to 75 GW module and 50 GW to 55 GW cell capacity expansion plans have been announced by various players. Also, with the announcement in Union Budget 2023 on the enhancement of the outlay of ₹ 195.00 billion under the PLI scheme for high efficiency modules under the second tranche of the scheme, the segments could see a further boost. Moreover, the ALMM order issued by MNRE acts as a trade barrier by encouraging domestic manufacture of solar modules, thus making it one of the key drivers for the development of domestic PV manufacture.

Existing and planned capacity additions



Source: Company websites, Industry, Waaree from Company (Additionally, it has planned 2 GW capacity in USA); PLI Scheme results, CRISIL Consulting*

To analyse competitiveness, productivity and efficiency, it is imperative to run a financial analysis of the company's books and then compare the performance standards with that of industry peers. Five major players have been analysed and benchmarked.

Financial summary of domestic module manufacturers

Company	FY	Operating income (Rs. crore)	Revenue Growth (%)	OPM (%)	NPM (%)	ROCE (%)	Gearing (times)	Interest coverage
Waaree Energies Ltd.	FY23	6,533	136%	13%	7%	32%	0.1	11.0
Vikram Solar Ltd.	FY23	1,578	-7%	11%	2%	16%	1.6	1.8
Tata Power Solar Systems	FY23	6,876	-19%	8%	3%	39%	0.7	3.9
Websol Energy Systems Ltd.	FY23	17	-92%	-72%	-138%	-6%	0.1	-3.2
Mundra Solar PV Ltd.	FY22	2572	-12%	14%	4%	11%	1.8	4.5

Source: Annual accounts, CRISIL Consulting

Competitive analysis with a publicly listed Indian module manufacturer

Parameters	Waaree Energies				Websol Energy Systems			
	FY21	FY22	FY23	Q1FY24	FY21	FY22	FY23	Q1FY24
Revenue from operations (₹ million)	19,530	28,543	67,509	33,283	1,536	2,132	172	2
Direct Sales to Utilities and Enterprises(1)	8,144	15,963	13,168	6,782	1,505	2,132	153	2
Franchisee Sales(2)	3,888	5,825	6,725	1,975	NA	NA	NA	NA
Export Sales(3)	4,809	6,578	46,165	24,412	NA	NA	20	NA
Other Revenue from Operations(4)	2,689	176	1,450	114	31	NA	NA	NA
Other Income	300	916	1,095	867	43	46	30	1
Total Income	19,830	29,459	68,604	34,150	1,579	2,178	202	3
Profit for the Year (₹ million)	456	797	5,003	3,383	494	97	-237	-50
EBITDA(5) (₹ million)	1,257	2,025	9,441	5,543	381	310	-99	-12
EBITDA Margin(6) (%)	6.34%	6.88%	13.76%	16.23%	24.10%	14.24%	-48.77%	-410.00%
Debt to Equity Ratio(7)	0.79	0.72	0.15	0.08	0.22	0.22	0.15	NA
Debt to EBITDA Ratio(8)	2.24	1.55	0.29	0.42	0.91	1.17	-2.75	NA
Return on Average Capital Employed(9) (%)	17.71%	23.49%	48.83%	17.75%	21.41%	7.21%	-11.67%	-4.05%
PAT Margin(10)	2.30%	2.70%	7.29%	9.91%	31.28%	4.44%	-117.06%	-1666.67%
ROE(11)	13.22%	17.69%	26.26%	12.36%	28.40%	5.05%	-12.38%	-12.89%
ROCE(12)	14.87%	21.89%	31.61%	15.86%	10.70%	7.03%	-12.05%	-12.96%
Capacity in MW	2,000	4,000	9,000	12,000	250	250	250	250
Order Book in GW	0.41	6.14	18.06	17.19	0.15	(3 months of sales)	NA	NA

Notes:

Source: Company, Company websites, Annual Reports, Filings, CRISIL Consulting

Notes: NA-Not available

1. *Direct Sales to Utilities and Enterprises refers to our sales to utilities and enterprise customers.*
2. *Franchisee Sales includes module sales through our franchisee network focused on rooftop and MSME customer segments as well as franchisee EPC revenue*
3. *Export Sales includes module sales to international customers as well as international EPC revenue*
4. *Other Revenue from Operations includes EPC services for domestic utilities and enterprise customers, O&M services, trading in ancillary products, export incentives, generation of electricity from renewable resources and scrap sale.*
5. *EBITDA has been calculated as profit for the year before exceptional items and taxes plus finance cost, depreciation and amortization*
6. *EBITDA margin has been calculated as EBITDA divided by total income.*
7. *Debt to equity ratio has been calculated as total borrowings (including current maturities of long-term debt) divided by total equity (excluding non-controlling interest) (less)/add (deferred tax assets)/deferred tax liability (net).*
8. *Debt to EBITDA ratio has been calculated as total borrowings (including current maturities of long-term debt) divided by EBITDA for the relevant fiscal year/ period.*
9. *Return on average capital employed has been calculated as profit before exceptional item and tax plus finance costs divided by average of opening and closing capital employed calculated as total equity (excluding non-controlling interest) add non-current liability.*
10. *PAT Margin has been calculated as profit for the year/ period divided by total income*
11. *Return on equity has been calculated as net income (owners share) divided by total equity (excluding non-controlling interest)*
12. *Return on capital employed has been calculated as profit before exceptional item and tax plus finance cost divided by total equity (excluding non-controlling interest) add non-current liability*

Manufacturing capacity additions

As discussed earlier, CRISIL Consulting expects solar PV manufacturing Capacity to reach 90 GW to 95 GW by Fiscal 2028, with full integration from polysilicon to modules expected to account for 33% of capacities, largely driven by PLIs (Production-Linked Incentives).

India is the world's third-largest energy consumer, and its energy demand is expected to grow rapidly in the coming years. To meet this demand, India will need to diversify its energy mix and reduce its reliance on fossil fuels. Solar energy is a clean and abundant resource that can help India achieve its energy security goals.

Export opportunity

China is the world's largest manufacturer of solar modules, but it is also facing several challenges, including trade tensions with the US and EU, rising labor costs and environmental concerns. These challenges are making it more difficult for Chinese solar module manufacturers to compete in the global market. This is creating an opportunity for Indian solar module manufacturers to gain market share. The US and EU are implementing several regulations to promote the use of renewable energy, including solar energy. These regulations are creating a large market for solar modules in the US and EU.

India has the potential to become a global leader in the manufacturing of solar modules. The country has a large pool of skilled labor, a growing manufacturing ecosystem, and abundant access to raw materials. Additionally, the Indian government has introduced several policies to support the domestic solar industry. India's solar module manufacturing capacity is expected to reach 90 GW to 95 GW by 2028. Domestic demand for solar modules is estimated to be around 40 GW to 45 GW in the same year. This means that India will have a surplus of solar modules that can be exported to other countries.

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 20 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 31 and 406, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Summary Statements" on page 293.

Unless the context otherwise requires, in this section, references to "we", "us" and "our" refer to Waaree Energies Limited on a consolidated basis while "our Company" or "the Company", refers to Waaree Energies Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Solar Power Market in India" dated December 2023 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, appointed by us on June 13, 2023 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report is available on the website of our Company at https://www.waaree.com/ipo. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Further, the reference to "segments" in this section based on CRISIL Report refers to end-use sectors and does not constitute segment classification under Ind AS. For more information, see "Risk Factors – Other Risks - Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such purpose." on page 62. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 18.*

OVERVIEW

We are the largest manufacturer of solar PV modules in India with the largest aggregate installed capacity of 12 GW, as of June 30, 2023. (*Source: CRISIL Report*) For Fiscal 2023, we had the second best operating income among all the domestic solar PV module manufacturers in India. (*Source: CRISIL Report*) We commenced operations in 2007 focusing on solar PV module manufacturing with an aim to provide quality, cost-effective sustainable energy solutions across markets, and aid in reducing carbon foot-print paving the way for sustainable energy thereby improving quality of life. Over the years, we have significantly expanded our aggregate installed capacity from 2 GW in Fiscal 2021 to 9 GW, as of March 31, 2023 which further increased to 12 GW as of June 30, 2023, as evidenced by our ability to quickly complete our expansion plans efficiently.

Our solar PV modules are currently manufactured using multicrystalline cell technology, monocrystalline cell technology and emerging technologies such as Tunnel Oxide Passivated Contact ("**TopCon**") which helps reduce energy loss and enhances overall efficiency. Our portfolio of solar energy products consists of the following PV modules: (i) multicrystalline modules; (ii) monocrystalline modules; and (iii) TopCon modules, comprising flexible modules, which includes bifacial modules (Mono PERC) (framed and unframed), and building integrated photo voltaic (BIPV) modules.

As of June 30, 2023, we operated four manufacturing facilities in India spread over an area of 136.30 acres. We operate one factory each, located at Surat ("**Surat Facility**"), Tumb ("**Tumb Facility**"), Nandigram ("**Nandigram Facility**") and Chikhli ("**Chikhli Facility**") in Gujarat, India.

Over the years we have developed a track record of manufacturing quality and technologically advanced solar PV modules at our certified manufacturing facilities. Our manufacturing facilities at Tumb and Surat are certified with ISO 9001:2015 for manufacture, marketing, and supply of solar photovoltaic modules. Our manufacturing facility at Tumb is certified with ISO 45001:2018 for manufacture, marketing, supply and installation of solar photovoltaic modules. Our Tumb Facility is also certified with ISO 14001:2015 for manufacture, marketing, supply and installation of solar photovoltaic modules. Our Chikhli Facility is certified with ISO 45001:2018, ISO 9001:2015 and ISO 14001:2015 for manufacture, marketing, and supply of solar photovoltaic modules as well as IEC System for mutual recognition of test certificates for electrical equipment CB scheme received from UL Solutions, USA, certificate of compliance for UL standard for safety for PV module safety, BIS standard IS 14286 : 2010 / IEC 61215:2005, IS/IEC 61730 (Part 1) : 2004 & IS / IEC 61730 (Part 2) for our crystalline silicon terrestrial PV modules (si wafer based) manufactured at the Chikhli facility. Further, our solar PV modules manufactured at all of our four manufacturing facilities have been provided a certificate of conformity by Eurotech Assessment and Certification Services Limited to meet the European Council & Standards according to the European Union Council Directive 2014/35/EU. In addition, our solar PV modules have been also awarded a certificate of RoHS compliance in accordance with RoHS directive 2011/65/EU Annex II, recasting 2022/95/EC which restrict use of hazardous substance in electrical and electronic equipment.

Our solar PV modules warranties are insured by external parties, which requires us to maintain high standards for insurance approval. We have consistently received a tier-1 PV module maker rating from the Bloomberg New Energy Finance for all years between Fiscal 2018 and Fiscal 2023. Our laboratory is accredited by the National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") which tests our solar PV modules for quality check. Further, we ensure that our manufacturing facilities are regularly audited by quality audit firms. We are also included under the ALMM list identified by the GoI, which enables us to participate in various government schemes aimed at developing the solar industry in India. We also manufacture semi-flexible solar panels for sale to global customers through our in-house research and development in product application.

Our sales and revenue channels include: (i) Direct Sales to Utilities and Enterprises; (ii) Export Sales, which includes solar PV module sales to international customers as well as international EPC revenue; (iii) Retail Sales (comprising franchisee sales), which includes solar PV module sales through our extensive franchisee network focused on rooftop and MSME customer business vertical as well as franchisee EPC revenue; and (iv) Other Revenue from Operations, which includes EPC services for domestic utilities and enterprise customers, O&M services, trading in ancillary products, export incentives, generation of electricity from renewable resources and scrap sale.

As of March 31, 2021, 2022 and 2023 and as of June 30, 2023, the total numbers of customers served by us in India were 1,381, 716, 566 and 373 while we served 31, 26, 33 and 20 customers outside India in the same periods, respectively. While we continue to invest and focus on the Indian market, we have also focused on increasing our export sales which resulted in an increase in Export Sales from ₹ 4,809.10 million representing 24.62% of our revenue from operations in Fiscal 2021 to ₹ 6,578.22 million representing 23.05% of our revenue from operations in Fiscal 2022 which further increased to ₹ 46,165.39 million representing 68.38% of our revenue from operations in Fiscal 2023 and was ₹ 24,412.07 million for the three months ended June 30, 2023 representing 73.35% of our revenue from operations for the three months ended June 30, 2023.

We intend to follow an expansion strategy of executing regular capacity additions, as well as continuous upgradation of our manufacturing technology and processes driven by demand and with a focus on incorporating Mono PERC, large size silicon wafer technology as well as other new emerging technologies including TopCon.

The table below sets forth details of our ongoing and proposed capacity expansion plans as on the date of this Draft Red Herring Prospectus:

Particulars	Existing	Phase – I (Ongoing)	Phase-II (Proposed)		Total
			Domestic	United States	
Solar PV module capacity (GW)	12	-	7[(1)]	1.6[(2)]	20.60
Solar cell capacity (GW)	-	5.4	6	-[(3)]	11.4
Ingot-Wafer capacity (GW)	-	-	6	-	6
Commencement / Expected date of commercial operations	-	Fiscal 2025	Fiscal 2027	Fiscal 2025	-

(1) 7 GW of proposed module capacity includes fully integrated 6 GW facility for the manufacture of ingots, wafers, solar cells and solar PV modules and I GW of Indosolar facility.

(2) Could be further expanded to 3 GW of solar module manufacturing facility by Fiscal 2026 and 5 GW of solar module manufacturing facility by Fiscal 2027.

(3) Subject to market conditions, we may expand our presence by establishing a 5 GW solar cell manufacturing facility by Fiscal 2027 to supply solar cells for the manufacture of solar modules to receive incentives under the Inflation Reduction Act. While we have not identified any land or prepared a feasibility study, our Board has passed such a resolution for an expansion in the United States.

In addition, we have a substantial order book of solar PV modules and as of November 30, 2023, our Company's pending order book of solar PV modules was 20.16 GW which included domestic orders, export orders, and franchisee orders and 3.75 GW of orders for our Subsidiary, Waaree Solar Americas Inc. located in the United States.

The table below sets forth certain metrics on a consolidated basis for the period/year indicated:

Particulars	**As of and for the Fiscal ended March 31,**			**For the three months ended June 30, 2023**
	2021	**2022**	**2023**	
Revenue from operations (₹ million)	19,530.39	28,542.65	67,508.73	33,282.92
• Direct Sales to Utilities and Enterprises(1)	8,144.38	15,963.38	13,168.13	6,781.73
• Export Sales(2)	4,809.10	6,578.22	46,165.39	24,412.07
• Retail Sales(3)	3,887.60	5,825.23	6,724.90	1,975.40
• Other Revenue from Operations(4)	2,689.31	175.82	1,450.31	113.72
Other Income (₹ million)	299.70	915.86	1,094.91	867.06
Total Income (₹ million)	19,830.09	29,458.51	68,603.64	34,149.98
EBITDA(5) (₹ million)	1,257.19	2,025.32	9,441.34	5,542.96
EBITDA Margin(6) (%)	6.34%	6.88%	13.76%	16.23%
Restated profit before tax (₹ million)	624.89	1,183.73	6,771.50	4,573.62
Restated Profit for the Year/Period (₹ million)	456.05	796.50	5,002.77	3,382.73
PAT Margin(7) (%)	2.30%	2.70%	7.29%	9.91*%
Total Equity (₹ million)	3,927.49	4,398.54	18,618.54	27,434.13
Total Current Assets (₹ million)	7,703.31	13,441.66	54,829.41	58,679.28
Total Non-Current Assets (₹ million)	5,228.32	8,932.33	19,369.79	23,013.07
Total Assets (₹ million)	12,931.63	22,373.99	74,199.20	81,692.35
Total Borrowings (₹ million)(8)	2,812.28	3,130.83	2,734.80	2,333.06
Debt to Equity Ratio(9)	0.79	0.72	0.15	0.09*
Debt to EBITDA Ratio(10)	2.24	1.55	0.29	0.42*
Return on Average Capital Employed(11) (%)	17.55%	23.49%	48.83%	17.75*%
ROE(12) (%)	13.22%	17.69%	26.26%	12.36*%
ROCE(13) (%)	14.87%	21.89%	31.61%	15.86*%

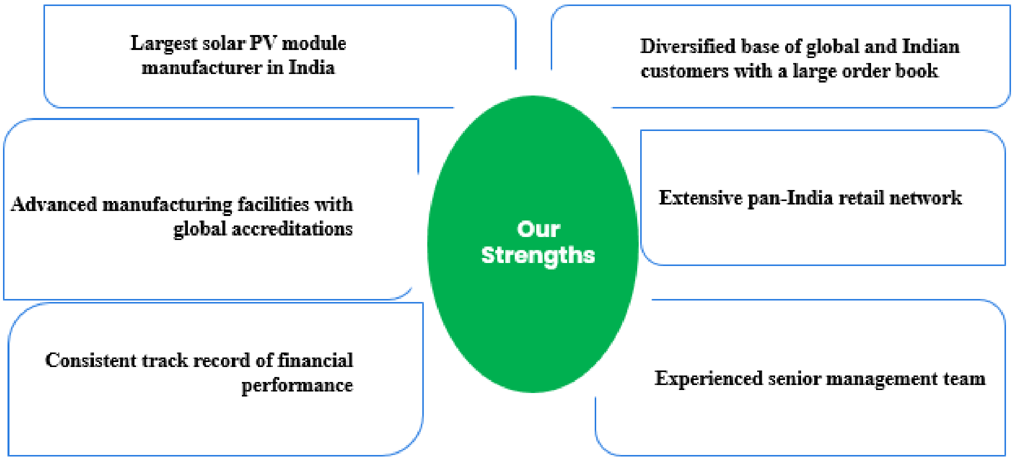
* *on an unannualized basis*

Notes:

(1) Direct Sales to Utilities and Enterprises refers to our sales to utilities and enterprise customers.
(2) Export Sales includes solar PV module sales to international customers as well as international EPC revenue.
(3) Retail Sales includes solar PV module sales through our franchisee network focused on commercial and industrial, and residential business verticals as well as franchisee EPC revenue and other products sold to franchisees.
(4) Other Revenue from Operations includes EPC services for domestic utilities and enterprise customers, O&M services, trading in ancillary products, export incentives, generation of electricity from renewable resources and scrap sale.
(5) EBITDA has been calculated as profit for the year before exceptional items and taxes plus finance cost, depreciation and amortization.
(6) EBITDA margin has been calculated as EBITDA divided by total income.
(7) PAT Margin has been calculated as restated profit for the year/period divided by total income.
(8) Total borrowing is calculated as non-current borrowings plus current borrowings.
(9) Debt to equity ratio has been calculated as debt divided by total equity (excluding non-controlling interest). Debt is calculated as total debt minus current and non-current lease liabilities.
(10) Debt to EBITDA ratio has been calculated as debt divided by EBITDA for the relevant fiscal. Debt is calculated as total debt minus current and non-current lease liabilities.
(11) Return on average capital employed has been calculated as profit before exceptional item and tax plus finance costs divided by average of opening and closing capital employed calculated as total equity (excluding non-controlling interest) add non-current liability.
(12) Return on equity has been calculated as net income (owners share) divided by total equity (excluding non-controlling interest).

(13) Return on capital employed has been calculated as profit before exceptional item and tax plus finance cost divided by total equity (excluding non-controlling interest) add total non-current liability.

STRENGTHS

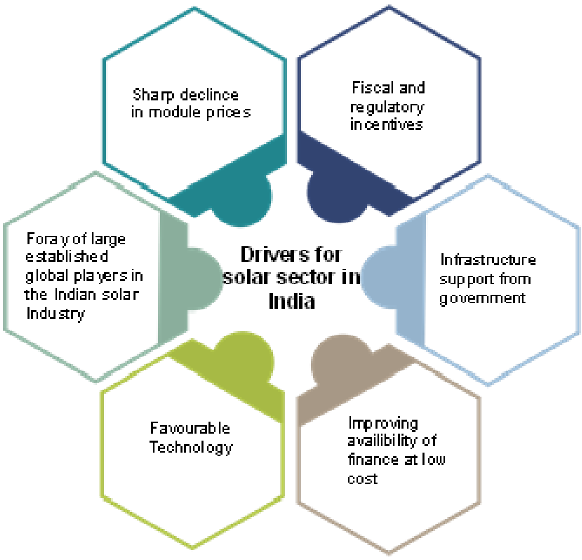


Largest solar PV module manufacturer in India well positioned to capture industry tailwinds and growth prospects for solar energy in India and globally

We are the largest manufacturer of solar PV modules in India with the largest aggregate installed capacity of 12 GW, as of June 30, 2023. (*Source: CRISIL Report*) For Fiscal 2023, we had the second best operating income among all the domestic solar PV module manufacturers in India. (*Source: CRISIL Report*) Over the years, we have significantly expanded our aggregate installed capacity from 2 GW in Fiscal 2021 to 9 GW, as of March 31, 2023 which further increased to 12 GW as of June 30, 2023, as evidenced by our ability to quickly complete our expansion plans efficiently.

We believe that our extensive experience in the solar PV module manufacturing business, deep market penetration together with significant and regular capacity expansion of our solar PV module manufacturing as well as backward integration into manufacturing of solar cells, position us well to capture the growing demand for solar energy products domestically and internationally.

Growth Drivers for the solar sector in India



Source: CRISIL Consulting

While the solar additions momentum in Fiscal 2023 witnessed flat movement at approximately 13 GW owing to cost pressures arising from supply chain disruptions, however, with increase in capacity additions and ease of supply chain pressures, Fiscal 2024 is expected to add 16 GW to 17 GW supported by 1 GW to 1.5 GW of solar additions on account of green hydrogen led demand. (*Source: CRISIL Report*) This will be supported by moderating raw material prices. (*Source: CRISIL Report*) The first five months of Fiscal 2024 have witnessed an addition of 4 GW. This is expected to pick up in the second half of Fiscal 2024. (*Source: CRISIL Report*) Further, in the GoI's 100 GW target, 40 GW is attributed to rooftop solar projects (*Source: CRISIL Report*). Total solar rooftop installed capacity as of August 2023 is estimated at approximately 11.1 GW, which is below from the required target. However, in five months of Fiscal 2024, rooftop capacity additions are estimated to be approximately three times on-year owning to residential additions. (*Source: CRISIL Report*)

Certain regulatory steps taken by the GoI that are favorable for the growth of our business are as follows:

- *Domestic Content Requirement ("**DCR**"):* The domestic content requirement mandates the use of solar cells and modules manufactured domestically as per specifications and testing requirements fixed by MNRE. (*Source: CRISIL Report*) There are various schemes announced by the government to promote the use of domestically manufactured modules such as CPSU scheme, PM-KUSUM scheme, grid connected rooftop solar programmes. (*Source: CRISIL Report*) All these schemes have a central financial assistance / viability gap scheme component to cover the cost difference between imported and domestic solar cells and modules It is mandatory to use DCR cells and modules to avail the financial aid provided by the central/state government. (*Source: CRISIL Report*)

- *Performance linked incentive scheme:* The National Program on High-Efficiency Solar PV Modules is a government-backed initiative to promote domestic manufacturing of Solar PV modules and cells in India. (*Source: CRISIL Report*) The PLI scheme offers incentives to eligible manufacturers based on their annual production of high-efficiency solar PV modules and cells. (*Source: CRISIL Report*) The scheme is expected to reduce India's dependence on imported solar modules, and to make solar power more affordable for Indian consumers. (*Source: CRISIL Report*)

- *Basic Customs Duty:* The GoI imposed a basic customs duty of 40% on solar modules and 25% on solar cells on April 1, 2022. (*Source: CRISIL Report*) This was done in an effort to boost domestic manufacturing of solar components and reduce India's reliance on imports. (*Source: CRISIL Report*) The BCD applies to all imports of solar modules and cells, regardless of the country of origin. (*Source: CRISIL Report*)

In addition, increasing global demand for solar capacity additions and our export sales in these segments are also expected to benefit from various international policies including tariffs and anti-dumping duties on solar cells and modules produced in China by key export markets such as the United States. (*Source: CRISIL Report*) China Plus One strategy encourages companies to diversify their operations by expanding outside of China while still maintaining a presence in the country. (*Source: CRISIL Report*) This strategy is becoming increasingly popular in the solar industry, as companies look to reduce their dependence on China and diversify their supply chains. (*Source: CRISIL Report*) Countries like India, Vietnam, Malaysia, and Thailand offer a number of advantages, including lower labour costs, favourable government policies, and access to new markets. (*Source: CRISIL Report*) India is one of the potential destinations for solar manufacturing due to its low labour cost as well as favourable political and regulatory environment for manufacturing. (*Source: CRISIL Report*)

As part of our capacity expansion, we are focussed on increasing our installed capacity to address the demand-supply gap and also capture new market opportunities. For example, in order to strengthen our backward integration manufacturing capabilities, we have recently been provided with an outlay of ₹ 19,232.40 million under the PLI Scheme awarded by the GoI and are in the process of setting-up a fully integrated 6 GW facility for the manufacture of ingots, wafers, solar cells and solar PV modules which is expected to be commence commercial operations in the Fiscal 2027. Further, considering that the facility will be located in Odisha, we are also eligible for various incentives under the Odisha government programme such as capital investment subsidy, stamp duty exemption, power tariff reimbursement, electric duty exemption, state GST exemption, employment subsidy and land subsidy.

In addition, we also intend to add 1 GW of installed solar module manufacturing capacity in the currently non-operational Indosolar facility which is expected to commence commercial operations in Fiscal 2025. We are also in the process of expanding our global manufacturing presence, with the establishment of up to 1.6 GW facility in Houston, Texas in USA to manufacture solar PV modules which can be further expanded by an additional 1.4

GW subject to market conditions to a total of 3 GW installed capacity by Fiscal 2026 and 5 GW of solar module manufacturing facility by Fiscal 2027.

By leveraging our standing in the industry, we have been able to capitalize on favourable market trends, allowing us to further grow our market share and execute additional capacity expansion measures.

Diversified base of global and Indian customers with a substantial order book

We believe that our leadership position enables us to offer competitive pricing for our products, which in turn facilitates access to a large and diversified customer base and revenue generation from such customers. We have over the years established relationships with a diversified set of customers globally and within India. Our revenue from operations increased at a CAGR of 85.92% from ₹ 19,530.39 million in Fiscal 2021 to ₹ 67,508.73 million in Fiscal 2023.

As of March 31, 2021, 2022 and 2023 and as of June 30, 2023, the total numbers of customers served by us in India were 1,381, 716, 566 and 373, while we served 31, 26, 33, and 20 customers, outside India in the same periods, respectively. In Fiscal 2021, 2022 and 2023 and the three months ended June 30, 2023, Direct Sales to Utilities and Enterprises was ₹ 8,144.38 million, ₹ 15,963.38 million, ₹ 13,168.13 million and ₹ 6,781.73 million, and represented 41.70%, 55.93%, 19.51% and 20.38%, respectively, of our revenue from operations in such periods.

In addition to our large utility and enterprise customer base in India, we have successfully developed a large customer base globally and our products are sold globally, including to customers in the United States, Canada, Italy, Hong Kong, Turkey and Vietnam. Over the years, we have focused on increasing our Export Sales and for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, our Export Sales were ₹ 4,809.10 million, ₹ 6,578.22 million, ₹ 46,165.39 million and ₹ 24,412.07 million, which represented 24.62%, 23.05%, 68.38% and 73.35%, respectively, of our revenue from operations in such periods. In addition, we also manufacture semi-flexible solar panels for sale to domestic and global customers. In order to tap customers in the United States and globally, we are also in the process of establishing up to 1.6 GW solar PV module manufacturing facility in Houston, Texas in the United States which is expected to be operational by the end of Fiscal 2025 which can be further expanded by an additional 1.4 GW subject to market conditions to a total of 3 GW installed capacity by Fiscal 2026 and 5 GW of solar module manufacturing facility by Fiscal 2027. We believe that manufacturing operations in the United States would offer an effective solution for customers seeking to rationalize their global sourcing and supply chain costs by providing them options in the form of localized manufacturing and customer service capabilities.

We believe our quality products, internationally recognized manufacturing facilities with ISO certifications, and NABL accredited laboratory act as potential entry barriers for competitors and enable us to target a large customer base both within India and globally. We are also included under the ALMM identified by the GoI, which enables us to participate in bidding process for government projects and we leverage our ALMM status to supply our products to customers in India and abroad.

We have over the years developed a wide customer base. For Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, our top 10 customers (excluding sales to Promoter Group companies) accounted for 40.09%, 42.78%, 65.90% and 76.11%, respectively, while our largest customer accounted for 14.07%, 18.35%, 15.95% and 20.93%, respectively, of our revenue from operations in such periods. As we further expand our solar PV module manufacturing capacities and enhance our brand in India and globally, we continue to develop new customer relationships in a wider range of markets to further limit any single market dependency.

In addition, we have a substantial order book of solar modules and as of November 30, 2023, our Company's pending order book of solar module was 20.16 GW which included domestic orders, export orders, and franchisee orders and 3.75 GW of orders for our Subsidiary, Waaree Solar Americas Inc. located in the United States.

In our experience, a large and diversified customer base coupled with our substantial order book provides us revenue certainty and diversification and reduces risk associated with loss of key customers, thereby ensuring business continuity and sustainable growth.

Advanced manufacturing facilities with global accreditations

Our manufacturing facilities include NABL accredited laboratory, and automated production lines. Our automated production lines follow strict process control guidelines and international industry standards and practices. Our manufacturing facilities at Tumb and Surat are certified with ISO 9001:2015 for manufacture, marketing, and supply of solar photovoltaic modules. Our manufacturing facility at Tumb is certified with ISO 45001:2018 for manufacture, marketing, supply and installation of solar photovoltaic modules. Our Tumb Facility is also certified with ISO 14001:2015 for manufacture, marketing, supply and installation of solar photovoltaic modules. Our Chikhli Facility is certified with ISO 45001:2018, ISO 9001:2015 and ISO 14001:2015 for manufacture, marketing, and supply of solar photovoltaic modules as well as IEC System for mutual recognition of test certificates for electrical equipment CB scheme received from UL Solutions, USA, certificate of compliance for UL standard for safety for PV module safety, BIS standard IS 14286 : 2010 / IEC 61215:2005, IS/IEC 61730 (Part 1) : 2004 & IS / IEC 61730 (Part 2) for our crystalline silicon terrestrial PV modules (si wafer based) manufactured at the Chikhli facility. Further, our solar PV modules manufactured at all of our four manufacturing facilities have been provided a certificate of conformity by Eurotech Assessment and Certification Services Limited to meet the European Council & Standards according to the European Union Council Directive 2014/35/EU. In addition, our solar PV modules have been also awarded a certificate of RoHS compliance in accordance with RoHS directive 2011/65/EU Annex II, recasting 2022/95/EC which restrict use of hazardous substance in electrical and electronic equipment. We ensure that our manufacturing facilities are regularly audited by quality audit firm. We have consistently received Tier-1 rating from Bloomberg New Energy Finance all the years between Fiscal 2018 and Fiscal 2023.

Our manufacturing processes and stringent quality controls have enabled us to achieve various global accreditations for our solar products across India and globally. We manufacture products with advanced technology such as Mono PERC and TopCon that have higher efficiency than multicrystalline modules. Our facility at Chikhli has the capability to manufacture solar PV modules based on latest technologies for higher efficiency large-sized PV silicon wafer (G1, M6, M10, M12). In addition, we expect to gradually phase out multicrystalline modules due to demand for other advanced products, and focus on increasing manufacturing Mono PERC and TopCon modules and incorporating large sized silicon wafers technology as well as other new emerging technology which provides improved efficiency and durability.

Our laboratory

We perform stringent internal and external quality tests on our solar PV modules, which leads to high product standards and global acceptance. Our laboratories routinely conduct various tests including outdoor exposure test, damp heat test, static mechanical load test, hail test, humidity freeze and thermal cycling test, salt mist corrosion test, ignitability test, peel test, cut susceptibility test, dry heat conditioning test, module breakage test, potential induced degradation test, light induced degradation test and UV preconditioning. Our laboratories are also IEC CB-CTF certified and our laboratory in Tumb is NABL approved in the field of testing. This enables us to provide appropriate NABL certification for our products and not depend on external testing facilities identified by customers. In addition, our solar PV modules are insured by external parties, which requires us to maintain high standards for insurance approval. In addition, we also manufacture semi-flexible solar panels for sale to domestic and global customers.

Extensive pan-India retail network

We have a pan-India retail network consisting of franchisees. As of March 31, 2021, 2022 and 2023 and as of June 30, 2023, our retail network consisted of 290, 373, 253 and 284 franchisees across India, respectively.

We have made significant investment in terms of training, resources and support provided to our franchisees over the years and developed relationships with these franchisees. Our extensive franchisee network across India increases visibility and reach of our products through direct customer interaction and distribution by such franchisees. This deep penetration across metros, large cities, towns as well as rural areas developed over several years present significant entry barriers for other players in penetrating our target business verticals. Availability of local contact, through an appointed franchisee, is very important in reaching out to residential, commercial, and industrial consumers who generally lack the technical knowledge of complex products such as modules. (*Source: CRISIL Report*) We have established our franchisee network gradually and strategically through the bottom-up approach with prudent use of time, cost and resources. Our focus on supporting our franchisees succeed in their business by providing adequate training for installation, maintenance and post-sales support has enabled us to develop a large network of franchisees across India to target the local rooftop and MSME business verticals. In order to maintain long term profitability and growth, we have also taken steps to focus only on limited franchisees that have a track record of consistent sales. We have also launched a programme called "*Waaree Prime*" which rewards our franchisees for their contribution to increase our sales which fosters a service eco-system, and enhances customer satisfaction. We also provide supply chain facilities to our franchisees through banks, financial institutions, and NBFCs through which our franchisees' receive credit lines for procuring products from our Company which helps them to increase their customer size and their operations that eventually helps increase our sales. We also have a back-end office to help generate and transfer leads to our franchisees'.

Our franchisee network is also well integrated with our marketing and promotional activities, and helps in strengthening our brand image. Our franchisees display advertising boards for our products at their outlets to attract consumers. We are in the process of identifying and training a large community of local electricians and construction / installation contractors that can promptly and efficiently support our franchisees. We have a well-integrated system to manage inventory and effectively service our franchisees. These engagements offer insights that we then leverage to strategically focus on particular regions or communities. By leveraging such a network, we can monitor the market potential, customer preferences and overall viability, which would help us to make informed decisions to open franchise stores in markets which can be profitable for us as well as for our franchisees.

Consistent track record of financial performance

Our focus on continuous efficiency improvements, improved productivity and cost rationalization has enabled us to deliver consistent financial performance. We believe we have a healthy balance sheet, and have been able to maintain a low debt position. As of June 30, 2023, our current borrowings were ₹ 1,033.64 million while our non-current borrowings were ₹ 1,299.42 million and our interest coverage ratio (EBIT divided by interest expense) was 14.36 times, respectively.

On account of an increase in sales as a result of our capacity increase, our total income increased from ₹ 19,830.09 million for Fiscal 2021 to ₹ 29,458.51 million for Fiscal 2022 which further increased to ₹ 68,603.64 million for Fiscal 2023 and was ₹ 34,149.98 million for the three months ended June 30, 2023. Our revenue from operations has grown at a CAGR of 85.92% from ₹ 19,530.39 million in Fiscal 2021 to ₹ 67,508.73 million in Fiscal 2023, while our Net Worth has grown from ₹ 3,522.49 million as of March 31, 2021 to ₹ 18,260.15 million as of March 31, 2023.

Our restated profit before tax were ₹ 665.45 million, ₹ 1,183.73 million, ₹ 6,771.50 million and ₹ 4,573.62 million for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, respectively. In addition, our restated profit for the year / period increased from ₹ 456.05 million in Fiscal 2021 to ₹ 796.50 million in Fiscal 2022 and further increased to ₹ 5,002.77 million in Fiscal 2023 and was ₹ 3,382.73 million in the three months ended June 30, 2023, while our PAT Margin was 2.30%, 2.70%, 7.29% and 9.91%, respectively, in such periods, highlighting consistent growth in profitability. For Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, our EBITDA was ₹ 1,257.19 million, ₹ 2,025.32 million, ₹ 9,441.35 million and ₹ 5,542.95 million, respectively while our EBITDA Margin was 6.34%, 6.88%, 13.76% and 16.23%, respectively, in the same year/period. We believe we have prudently utilized our resources, which has enabled us to fund our expansions through a mix of internal accruals and debt. We believe that our operational and financial performance will allow us to take advantage of the growth opportunities in the solar energy industry in India.

Experienced senior management team with demonstrated execution capabilities and a committed employee base

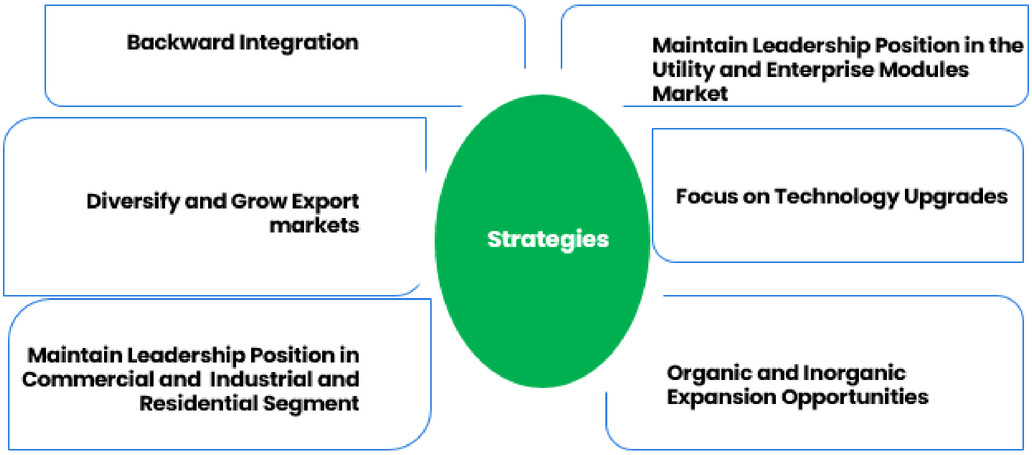
We have an experienced management team with extensive industry experience. Our Chairman, Managing Director and one of our Promoters, Mr. Hitesh Chimanlal Doshi has been overseeing our Company's financial performance, investments and other business ventures, providing strategic advice to the Board, developing and executing our Company's business strategies and establishing policies and legal guidelines. He has over 23 years of experience in the engineering industry. Mr. Viren Chimanlal Doshi, one of our Promoters and Whole-time Director, has been overseeing the engineering, procurement and construction of the solar projects of our Company, its Subsidiaries and other companies within the group. He has over 15 years of experience in the engineering industry. Mr. Hitesh Pranjivan Mehta, our Whole-time Director, is a qualified chartered accountant with more over 24 years of experience in the field of engineering, solar and oil industries, and is responsible for leading our Company's short and long-term strategy and setting strategic goals.

Our Board of Directors also includes executive and non-executive Directors, including independent directors, with extensive experience from reputable financial institutions who bring in significant business expertise including in the areas of manufacturing, sales and marketing. We have a well-qualified senior management team with extensive experience in the renewable energy industry, which positions us well to capitalize on future growth opportunities. The heads of functional groups enhance the quality of our management with their specific and extensive industry experience.

We are supported by our committed employee base and believe we have a mutually beneficial relationship with our employees. We believe this helps in containing our operating expenses, while consistently maintaining our drive for growth. As of June 30, 2023, we had 1,019 full-time employees.

Business Strategies

Our key business strategies include the following:



Implement strategic backward integration to enhance operations and increase profitability

We believe that our backward integration strategy will further enhance our operations and increase profitability by integrating each stage of the production process to achieve cost savings and improve profit margins. By increasing our backward integration measures, we will be in a position to control the quality and availability of materials which in turn will reduce reliance on external suppliers and enhance our ability to negotiate more favourable pricing from customers. By vertical integration into activities such as cell assembly and module production, we intend to focus on reducing lead time in production.

In order to reduce our dependence on imported solar cells and third-party solar cell suppliers in India, we intend to implement comprehensive backward integration measures by commencing manufacture of solar cells. Towards this, we have commenced increasing capacity at our Chikhli Facility which is expected to be operational by the end of first quarter of Fiscal 2025. All solar cells manufactured by us are intended to be utilized for captive consumption towards the manufacture of our solar PV modules. We are also in the process of enhancing our backward integration capabilities by setting-up a fully integrated 6 GW facility for the manufacture of ingots, wafer, solar cells and solar PV modules which is expected to commence commercial operations in Fiscal 2027.

Maintain leadership position in the utility and enterprise modules sales market with continued capacity expansion in India and abroad

We are one of the major players in the solar energy industry in India focused on solar PV module manufacturing, with an aggregate installed capacity of 12 GW, as of June 30, 2023 (*Source: CRISIL Report*). We are also in the process of setting-up a fully integrated 6 GW facility for the manufacture of ingots, wafer, solar cells and PV modules which is expected to commence commercial operations in Fiscal 2027.

We will continue to focus on further integrating our operations and benefit from economies of scale, and improve operating margins. We also intend to add 1 GW of installed solar module manufacturing capacity at the current non-operational Indosolar facility.

Further, considering our biggest export market is in the United States, we are also in the process of expanding our manufacturing operations by establishing a new manufacturing facility in the United States as it will provide us easier access to our existing customers in the United States and to further take advantage of the (United States) Inflation Reduction Act which has allocated approximately US$ 400 billion for clean energy. *(Source: CRISIL Report)* The tax credits provide financial incentives to both domestic solar demand and supply. *(Source: CRISIL Report)* The "Section 45X Advanced Manufacturing Tax Credit" pertains to manufacturers who produce eligible components within the United States and sell them to unrelated parties. *(Source: CRISIL Report)* The credit rates for Section 45X vary and are determined based on the specific component being manufactured. *(Source: CRISIL Report)* Similar to the PLI Scheme in India, we will benefit from incentives under the (United States) Inflation Reduction Act ("**IRA**").

For solar modules the credits are expected to include:

- Solar cells – 4 cents per W_{DC} capacity;
- Solar wafers – US$ 12 per square meter;
- Solar grade polysilicon – US$ 3 per kilogram;
- Polymeric backsheet- 40 cents per square meter; and
- Solar modules – 7 cents per W_{DC} capacity. *(Source: CRISIL Report)*

The proposed manufacturing facility will be funded partially through internal accruals, with our Company investing in our subsidiary, Waaree Solar Americas Inc. by way of equity infusion and / or inter-corporate debt. Further, we will also endeavour to source third party debt from financial institutions / lenders. As part of proposed operations, Waaree Solar Americas Inc. has entered into a five year binding framework agreement with a customer for supply of 3.75GW of solar PV modules which commences from the commissioning of the facility, currently proposed to be operational during Fiscal 2025. Pursuant to the agreement, the customer will provide certain advances against the future supply of products that will be used towards completion of the US facility. We intend to supply solar cells as part of the solar modules to be manufactured in the United States from our Chikhli Facility or the proposed 6 GW integrated facility once completed or other suppliers within South-East Asia region (except China). We are also currently in discussions with local suppliers within the United States to supply solar cells in connection with the manufacture of solar module for its operations within the United States. In addition, we may also consider establishing a 5 GW solar cell manufacturing facility in the United States in future to take advantage of credits available under the IRA and the Domestic Content Bonus Credit Guidance available to manufacturers within the United States.

We believe that our capacity expansion by way of a facility in the United States will shield us from any future tariffs that may be imposed by the United States, one of our key markets.

We continue to adopt best practices and standards across our manufacturing facilities, drawing on our management's expertise and experience in plant management. The management team closely oversees our operational performance against established and target metrics and take appropriate action as required. By planning for a high utilization rate we strive to continue reducing the unit cost of production. With the commissioning of additional capacities, we expect to achieve economies of scale and gain increased negotiation power on procurements. Finally, we continue to realize cost savings through centralized deployment and management of engineering, maintenance, accounting and other support functions. However, implementation of our strategy to reduce costs and streamline operations is dependent on our ability to manage our growth effectively.

For Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, Direct Sales to Utilities and Enterprises represented 41.70%, 55.93%, 19.51% and 20.38% respectively, of our total revenue from operations amounting to ₹ 8,144.38 million, ₹ 15,963.38 million, ₹ 13,168.13 million and ₹ 6,781.73 million, respectively in these periods. We intend to continue to leverage the significant growth opportunities in the Indian solar PV module industry, targeting large government and private projects, and utility customers as well as other enterprise customers.

Focus on technology upgrades to manufacture high quality modules

We intend to continue to upgrade the technology in our existing manufacturing facilities, gradually phasing out production of multicrystalline modules driven by demand for advanced technologies and products and focus on increasing our manufacturing of higher efficiency Mono PERC modules as well as other modules with emerging technology such as TopCon. Our facility at Chikhli for PV modules is based on the latest technologies for higher efficiency large-sized PV silicon wafer (G1, M6, M10, M12). In addition, we produce bifacial modules using Mono PERC technology and TopCon modules. In addition, we also manufacture semi-flexible solar panels for sale to domestic and global customers.

In addition to upgrading our existing solar PV module manufacturing technology and infrastructure, we also continue to invest in modernizing our manufacturing facilities. We also intend to continue to focus on reducing operating costs and improve capacity utilization rates and plant operating performance by investing in technologically advanced equipment and methods and by devoting resources to modernize and upgrade manufacturing facilities. We believe that our focus on upgradation, automation, modernization and preventive maintenance of plants and equipment increase their useful life, improve their efficiency and operating performance and reduce need for future capital expenditure. We continue to evaluate front-line technologies and resultant benefits with a view to maintain competitive advantages.

Continue to grow and diversify our export markets

We have successfully developed a large customer base globally and our products are sold globally, including to customers in the United States, Canada, Italy, Turkey, Hong Kong and Vietnam. Over the years, we have focused on increasing our Export Sales, and we made export sales to 19, 16, 9 and 4 international jurisdictions, respectively, during Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023. Further, net PV importers such as the United States have implemented several policies throughout time to reduce their reliance on China for PV products by introducing tariff barriers such as anti-dumping duties. (*Source: CRISIL Report)* Exports from India experienced substantial growth, increasing by 11 times year-on-year in Fiscal 2023, driven by demand from the United States. (*Source: CRISIL Report)* The ban on China's region has enabled Indian module makers to fill the void by supplying approximately 2.7 GW. (*Source: CRISIL Report)* Further, on February 4, 2022, the United States extended Section 201 tariffs imposed on the import of solar modules from China for four years which contributed as growth driver for domestic module exports. (*Source: CRISIL Report)*

On account of such policy measures, we witnessed a substantial increase in our Export Sales and our Export Sales in the same periods were ₹ 4,809.10 million, ₹ 6,578.22 million, ₹ 46,165.39 million and ₹ 24,412.07 million, which represented 24.62%, 23.05%, 68.38% and 73.35%, respectively, of our revenue from operations. Our international customers amongst others multinational corporations including certain Fortune 500 companies.

While we have a diversified customer base, however, our biggest export market in Fiscal 2021, 2022 and 2023 was the United States. While there has been a reduction in the number of countries in which we exported our products, the Export Sales to our largest export jurisdiction have been increasing year on year which negated reduction in countries in which our products are exported. We generated ₹ 4,625.79 million, ₹ 6,466.37 million, ₹ 45,549.99 million and ₹ 21,863.25 million, representing 96.19%, 98.30%, 98.67% and 89.56%, respectively of our Export Sales for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023 from the United States.

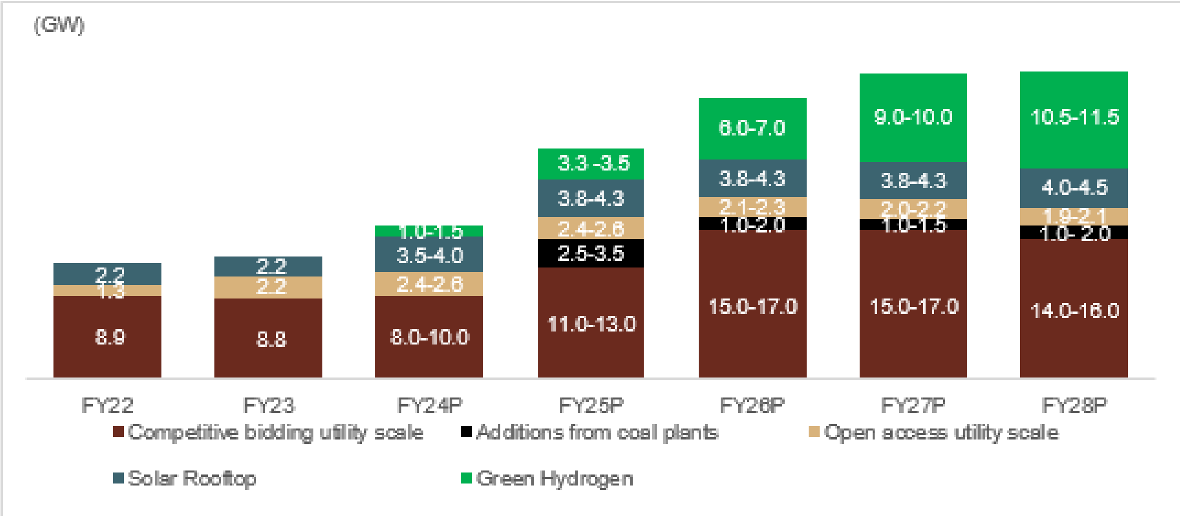
Going forward, we will continue our focus on increasing our Export Sales, and we will shift our focus towards increasing Export Sales from markets outside the United States which will help us to diversify our revenue stream, and minimize potential revenue risks.

Continue our focus on maintaining leadership position in commercial and industrial, and residential business verticals

We are one of the largest retail players in India with a pan-India franchisee network focused on the rooftop and MSME business verticals. As of June 30, 2023, we had 284 franchisees and distributors across India. The Government had proposed to achieve 100 GW of solar energy by Fiscal 2022, of which 40 GW was proposed to be added under rooftop-based solar systems, which was extended to Fiscal 2026. (*Source: CRISIL Report)* However, it is estimated that approximately 11.1 GW of rooftop capacity was installed until August 2023, with approximately 2,201 MW added in five months of Fiscal 2024 against approximately 1,568 MW of ground-mounted solar projects. (*Source: CRISIL Report)*

Fiscal 2023 saw slower additions, totalling approximately 12.78 GW against approximately 13.91 GW in Fiscal 2022. (*Source: CRISIL Report)* Capacity additions slowed down last fiscal because of shortages of domestically manufactured solar modules, the pandemic-led low imports, and the imposition of duty on imported solar modules leading to an increase in prices of imported modules. (*Source: CRISIL Report)* However, it is expected 19 to 21.5 GW of rooftop solar capacity additions will be installed over the next four Fiscals (Fiscal 2024 to Fiscal 2028). (*Source: CRISIL Report)*

Solar capacity additions expected over Fiscal 2024 to Fiscal 2028



Source: CRISIL Consulting

We have a retail presence across most regions in India, and believe that scaling our retail network will further strengthen our deep, localized, pan-India coverage, thereby further increasing market penetration in the rooftop and MSME customer business verticals and further expand our market share in the rooftop business vertical. As of March 31, 2023 and June 30, 2023, we had arrangements with 253 and 284 franchisee, respectively.

Our relationship with our franchisees are not simply that of distributorship or dealership; we partner closely with our franchisees, who operate as end-to-end product and service providers for the commercial and industrial, and residential business vertical. We continue to make significant investment in terms of providing training, resources, customer support as well as installation, maintenance and post-sales related support to our franchisees. We continue to further scale our franchisee network and include additional cities, towns and rural areas to our distribution network to further consolidate our leadership position in this customer business vertical, and develop the market in the commercial and industrial, and residential business vertical, comprising MSMEs and retail customers.

We intend to strategically focus on states with high growth potential for rooftop business vertical, particularly Delhi, Gujarat, Maharashtra, Andhra Pradesh, Telangana, Karnataka and Tamil Nadu. These states have a high industrial and commercial load, with higher distribution company tariffs, and have introduced clearly defined regulations for net/gross metering regulations, and are regions with higher potential for generating solar energy due to various factors including plant load factor and irradiance. (*Source: CRISIL Report*) The average rates for commercial and industrial, and residential business vertical are higher than the utility and enterprise sales. Rooftop solar projects have attracted interest from players in the entire solar value chain, including module manufacturers, system integrators and independent power producers owing to falling costs and favorable regulatory policies in key states such as net metering, exemption on electricity duty, wheeling and cross-subsidy charges. (*Source: CRISIL Report*)

We are in the process of identifying and training a large community of local electricians and construction / installation contractors that can promptly and efficiently support our retail with the installation and maintenance of rooftop solar panels. We anticipate that our experience in the commercial and industrial, and residential business verticals through our retail network, together with our localized, ground level penetration across India will continue to act as a strategic entry barrier for most of our competitors as well as for Chinese imports in this business vertical.

Continue to scale our operations through organic and inorganic expansion opportunities

We plan to grow our operations by green energy space through organic and inorganic expansion opportunities. We intend to undertake backward integration – polysilicon to module manufacturing, and manufacturing of green-hydrogen-electrolyser.

We are in the planning phase to set up a Gigawatt scale electrolyser manufacturing facility based on most suitable technology (preferably Alkaline technology) to facilitate green energy transition. Based on or experience, our electrolysers may be used in a variety of industrial sectors ranging from refineries, fertilizers, chemicals (including green ammonia producers), steel, electronics among others.

Currently, we are in discussions with several foreign electrolyser manufacturers for a technology tie-up for local manufacturing and are likely to firm up the arrangement in Fiscal 2025. We believe that adoption of green hydrogen will provide a cost efficient electrolyser for the adoption of green hydrogen. We expect to roll out locally manufactured electrolysers by end of Fiscal 2025.

We have also participated in the PLI tender issued by MNRE through SECI with a capacity of 300 MW (maximum allowed capacity in the tender). The results of the bidding are expected to be finalised in next few months.

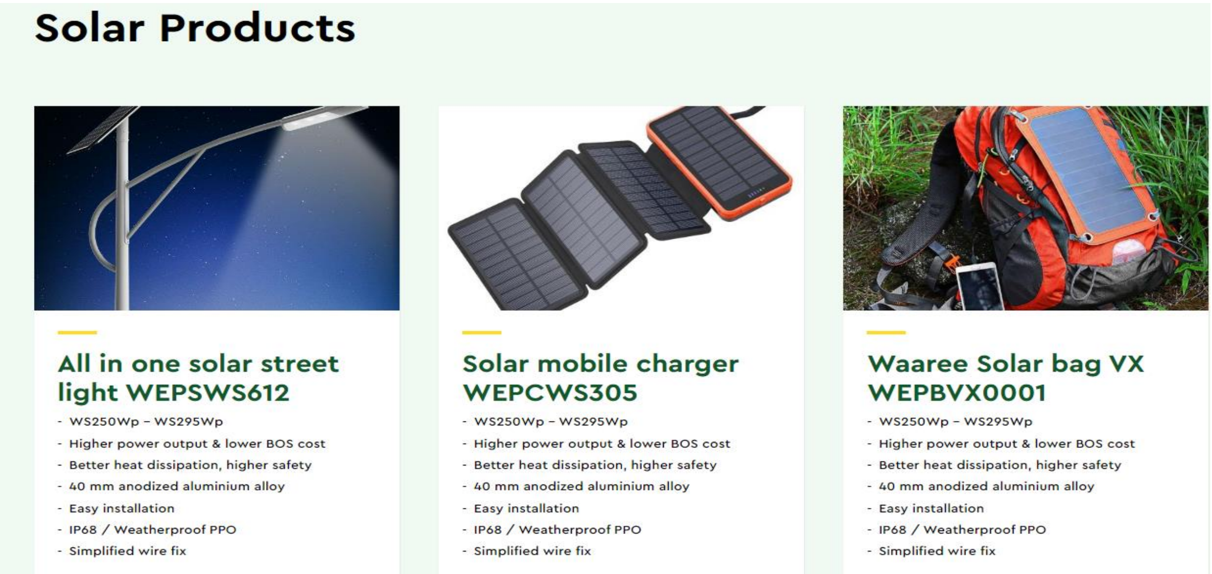
We believe that our strategy of scaling our operations through entering into new businesses is expected to be a key driver of our growth going forward. By leveraging our expertise, diversifying our revenue streams, mitigating risks, capturing synergies, and leveraging our brand reputation, we are well-positioned to maximize our financial performance and create long-term sustainable growth.

OUR BUSINESS OPERATIONS

Product Portfolio

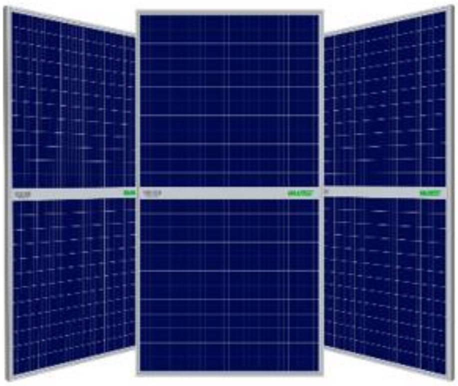
Our solar PV modules are currently manufactured using multicrystalline cell technology, monocrystalline cell technology and emerging technologies such as Tunnel Oxide Passivated Contact ("**TOPCon**") which helps reduce energy loss and enhances overall efficiency. Our portfolio of solar energy products consists of the following PV modules: (i) multicrystalline modules; (ii) monocrystalline modules; and (iii) TOPCon modules, comprising flexible modules, which includes bifacial modules (Mono PERC) (framed and unframed), and building integrated photo voltaic (BIPV) modules.

We manufacture and sell our PV modules under the "*Waaree*" brand. Our products are differentiated on the basis of module technology and type as well as cell size and sold across different ranges.

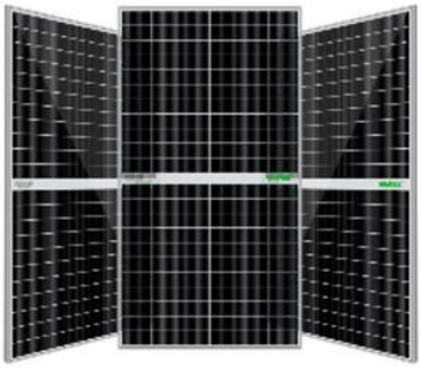


PV Modules

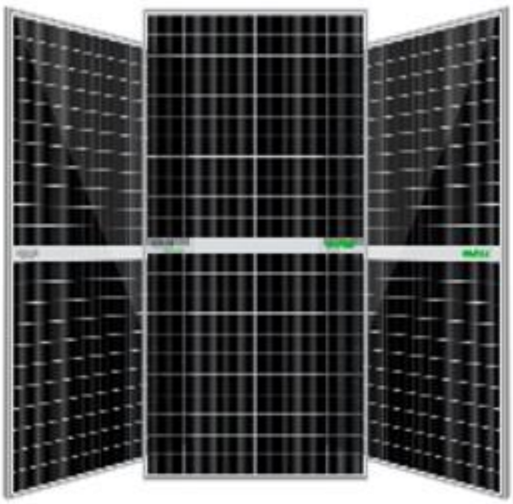
Poly Aditya Series 250Wp-350 Wp



Mono Perc Arka Series 315 Wp-400 Wp



Bifacial AHNAY Series Bi-25-380 to Bi-68-665



PV Module. Photo-voltaic ("**PV**") module or solar module is an assembly of solar or photo-voltaic cells mounted in a framework for installation. Solar panels use sunlight as a source of energy to generate direct current electricity.

Our PV modules are currently manufactured using multicrystalline, monocrystalline and TopCon technologies.

Multicrystalline technology. Multicrystalline technology is the process of using multiple crystals in a single solar cell, which are essentially silicon wafers formed by making very thin slices of silicon boules or ingots.

Monocrystalline technology. Monocrystalline technology is an advanced technology used to increase the efficiency of standard solar modules. The electrons that form an electric current have greater room to move because the cells are made up on a single crystal. As a result, they are significantly more efficient. They are also regarded as a high-end solar product, is space efficient and long lasting, and has a more streamlined appearance. Some of our products rely on monocrystalline passivated emitter and rear cell (Mono PERC) technology.

TOPCon technology: TOPCon technology is a significant improvement in the manufacture of solar PV cells. This involved incorporation of a thin tunnel oxide layer, which passivates the surface, limiting recombination losses and increasing the efficiency of the solar cell. By minimizing carrier recombination at the contact surface, TOPCon technology contributes to higher conversion efficiencies which helps in improvement of solar cell performance.

While currently our product mix is a majority multicrystalline and monocrystalline technology based products, we intend to increase production of monocrystalline modules and TOPCon driven by market demand and expect to completely upgrade our module manufacturing to TOPCon in the future.

- ***Monofacial modules (Multicrystalline and Mono PERC)***

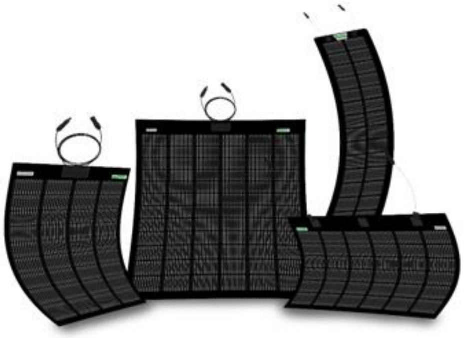
Monofacial modules have only one side of solar cells collecting and converting light to electricity. They do not require reflective surfaces and special mounting equipment in its installation, and it is sufficient that the solar cells are facing the sun. It is more cost-effective at latitudes below 40° for low solar reflectivity. We manufacture monofacial modules with both multicrystalline or mono PERC technology in different sizes and wattage. Mono PERC modules are made by adding a passivated layer in the rear of the cell. In doing so, the passivated layer of the cell is able to reflect the sun's photons back at the solar panel rather than allowing the same to pass through the panels, allowing more light to be absorbed by the panels thereby leading to increased efficiency.

- ***Building integrated photo voltaic (BIPV) modules (Mono PERC)***

Building integrated photo voltaic (BIPV) modules are used to replace conventional building materials in parts of the building envelope such as the roof, skylights or facades and we manufacture them with Mono PERC technology and are ideal for green building applications. The module allows for maintained illumination level of light, active noise cancellation and controlled thermal gain lowering its heating and cooling requirement.

BIPV 390 Wp-400 Wp Customized Wp

- ***Flexible modules***



We also manufacture flexible panels for sale to domestic and global customers.

The following tables sets forth certain information relating to our current product range, module type and technology, outpower power and cell size:

Module Wp and Type	Output Power (in Watt) & Number of Cells	Cell Size (in units mm)
FLW-70W, 2X12 Configuration FX24L	70-75W, 24 Cells	83x166 (mm) Half Cut of M6 Mono Perc
FLW-105W, 2X18 Configuration, FX36L	105-110W, 36 Cells	83x166 (mm) Half Cut of M6 Mono Perc
FLW-105W, 6X6 Configuration, FX36S	105-110W, 36 Cells	83x166 (mm) Half Cut of M6 Mono Perc
FLW-105W, 4X9 Configuration, FX36	105-110W, 36 Cells	83x166 (mm) Half Cut of M6 Mono Perc
FLW-140W, 12X4 Configuration, FX48L	140-150W, 48 Cells	83x166 (mm) Half Cut of M6 Mono Perc
FLW-210W, 12X6 Configuration, FX72L	210-225W, 72 Cells	83x166 (mm) Half Cut of M6 Mono Perc
FLW-315W, 18X6 Configuration, FX108L	315-325W, 108 Cells	83x166 (mm) Half Cut of M6 Mono Perc
FLW-350W, 10X6 II 10X6 Configuration, FX120L	350-360W, 120 Cells	83x166 (mm) Half Cut of M6 Mono Perc
FLW-420W, 12X6 II 12X6 Configuration, FX144L	420-430W, 144 Cells	83x166 (mm) Half Cut of M6 Mono Perc

Module Technology and Type	Output Voltage (in Watt) & Number of Cells	Cell Size (in units mm)
Small modules – Multicrystalline/ Mono PERC	40-90 W	Cut cell
	100 - 235 W	
	60 W; 72 cells	
	60 W; 48 cells	
	40 W; 48 cells	
Monofacial modules – Multicrystalline	250-295 W; 60 cells	157 x 157
	320-350 W; 72 cells	157 x 157
	325-350 W; 144 cells	157 x 157
Monofacial modules – Mono PERC	315-330 W; 60 cells	158.75 x 158.75 (G1)
	380-395 W; 72 cells	158.75 x 158.75 (G1)
	380-400 W; 144 cells	158.75 x 158.75 (G1)
	420-455 W; 144 cells	83 x 166 (mm) Half cut of M6 Mono PERC
	395-415 W; 132 cells	83 x 166 (mm) Half cut of M6 Mono PERC
	350-380 W; 120 cells	83 x 166 (mm) Half cut of M6 Mono PERC
	520-550 W; 144 cells	91 x 182 (mm)

Module Technology and Type	Output Voltage (in Watt) & Number of Cells	Cell Size (in units mm)
		Half cut of M10 Mono PERC
	470-500 W; 132 cells	91 x 182 (mm) Half cut of M10 Mono PERC
	425-450 W; 120 cells	91 x 182 (mm) Half cut of M10 Mono PERC
	380-410 W; 108 cells	91 x 182 (mm) Half cut of M10 Mono PERC
	580-600 W; 120 cells	105 x 210 (mm) Half cut of M12 Mono PERC
	645-665 W; 132 cells	105 x 210 (mm) Half cut of M12 Mono PERC
Bifacial Modules – Mono PERC	380-395 W; 72 cells	158.75 x 158.75 (M2.5)
	380-400 W; 144 cells	79.375 x 158.75 (mm) Half cut of M2.5 Mono PERC
	420-455 W; 144 cells	83 x 166 (mm) Half cut of M6 Mono PERC
	395-415 W; 132 cells	83 x 166 (mm) Half cut of M6 Mono PERC
	350-380 W; 120 cells	83 x 166 (mm) Half cut of M6 Mono PERC
	560-590 W; 156 cells	91 x 182 (mm) Half cut of M10 Mono PERC
	520-550 W; 144 cells	91 x 182 (mm) Half cut of M10 Mono PERC
	470-500 W; 132 cells	91 x 182 (mm) Half cut of M10 Mono PERC
	425-450 W; 120 cells	91 x 182 (mm) Half cut of M10 Mono PERC
	380-410 W; 108 cells	91 x 182 (mm) Half cut of M10 Mono PERC
	580-600 W; 120 cells	105 x 210 (mm) Half cut of M12 Mono PERC
	645-665 W; 132 cells	105 x 210 (mm) Half cut of M12 Mono PERC
Monofacial modules – TopCon	605-635 W; 156 cells	91 x 182 (mm) Half cut of M10 TOPCon
	560-590 W; 144 cells	91 x 182 (mm) Half cut of M10 TOPCon
	515-540 W; 132 cells	91 x 182 (mm) Half cut of M10 TOPCon
	465-490 W; 120 cells	91 x 182 (mm) Half cut of M10 TOPCon
	415-440 W; 108 cells	91 x 182 (mm) Half cut of M10 TOPCon
	670-700 W; 132 cells	105 x 210 (mm) Half cut of M12 TOPCon
	610-630 W; 120 cells	105 x 210 (mm) Half cut of M12 TOPCon
Bifacial modules – TopCon	605-635 W; 156 cells	91 x 182 (mm) Half cut of M10 TOPCon
	560-590 W; 144 cells	91 x 182 (mm) Half cut of M10 TOPCon
	515-540 W; 132 cells	91 x 182 (mm) Half cut of M10 TOPCon
	465-490 W; 120 cells	91 x 182 (mm) Half cut of M10 TOPCon
	415-440 W; 108 cells	91 x 182 (mm) Half cut of M10 TOPCon
	670-700 W; 132 cells	105 x 210 (mm) Half cut of M12 TOPCon
	610-630 W; 120 cells	105 x 210 (mm) Half cut of M12 TOPCon
Bifacial modules – HJT	685-715 W; 132 cells	105 x 210 (mm)

Module Technology and Type	Output Voltage (in Watt) & Number of Cells	Cell Size (in units mm)
		Half cut of M12 HJT
	620-650 W; 120 cells	105 x 210 (mm) Half cut of M12 HJT

EPC and O&M Solutions

Leveraging our expertise in manufacturing high quality solar modules and substantial experience in the solar industry, we provide EPC solutions as a contractor. Our EPC solutions include setting up of ground mount, rooftop and floating solar projects across our network in association with other Indian and international partners. We have over 10 years of experience as an EPC contractor with a track record of 1.1 GW of projects commissioned, including over 178 rooftop projects commissioned and 1.2 GW of projects under execution, as of June 30, 2023.

Some of our commercial and industrial ground mount solutions have been provided for various Indian and global customers. Similarly, we have also provided solar PV systems, that allow panels to be installed on unused areas such as over water, converting unutilized areas in profitable generators of renewable energy, to reputable government companies. We have provided rooftop solar solutions for residential, commercial and industrial and institutional projects across India. Further, we are also involved in the O&M space by undertaking maintenance and repair of solar power plants.

Manufacturing Facilities

We currently operate four manufacturing facilities in India: the Surat Facility, the Tumb Facility, the Nandigram Facility, and the Chikhli Facility, all in Gujarat, India. All of our manufacturing facilities are supported by infrastructure for storage of raw materials, manufacture of our products (PV modules), storage of finished goods, together with quality control mechanisms. Our module manufacturing lines can produce both multicrystalline and monocrystalline modules. As of June 30 2023, our aggregate installed manufacturing capacity for PV modules was 12 GW. Our existing manufacturing facilities at Surat, Tumb and Nandigram are equipped to manufacture all our PV modules. We have recently commissioned our facility at Chikhli for PV modules based on latest technologies for higher efficiency large-sized PV silicon wafer (G1, M6, M10, M12). The power requirements for our manufacturing facilities are met through the local state power grid, and power back-ups, while water is procured from the municipality, industrial estate authorities and water tankers.

The following table sets forth the installed capacity information relating to the Company's facilities for the periods indicated:

Manufacturing Facility	Number of production lines as on June 30, 2023	Installed capacity as on March 31,*			Installed capacity as on June 30, 2023[4]
		2021[1]	2022[2]	2023[3]	
Surat Facility	1	0.50	0.50	0.23	0.23
Tumb Facility	3	1.00	1.00	1.00	1.00
Nandigram Facility	2	0.50	0.50	1.28	1.11
Chikhli Facility	13	-	2.00	6.49	9.66
Total	**19**	**2.00**	**4.00**	**9.00**	**12.00**

**As certified by M.R. Prajapati, Chartered Engineer, by certificate dated December 26, 2023.*

Notes:

[1] Our Company completed, with effect from March 2021 through business acquisition on a slump sale basis, acquisition of 0.5 GW PV module manufacturing capacity in Nandigram, Gujarat, from SGP Industrial Infrastructure Private Limited (formerly known as Waaree Renewables Private Limited), a member of Promoter Group and Group Company, to increase the total installed capacity from 1.5 GW to 2 GW.

[2] Our Company added 2 GW PV module manufacturing capacity at the Chikhli facility by adding four new production lines with effect from March 19, 2022, thereby increasing the total installed capacity from 2 GW to 4 GW.

[3] Our Company rerated our capacity for four new production lines at Chikhli (considering increase in wattage of modules from 545 watt peak to 750 watt peak) and one production line at Nandigram (considering increase in wattage of modules from 475 watt peak to 550 watt peak) taking its capacity from 4 GW to 4.73 GW as on April 1, 2022. The Company added 1.37 GW PV solar module manufacturing capacity at the Chikhli facility by adding two new production lines on July 31, 2022 thereby increasing the installed capacity to 6.10 GW. Subsequently, the Company added three production lines of 2.38 GW capacity on December 1, 2022, thereby increasing the installed capacity to 8.48 GW. Subsequently on December 30, 2022, we closed one factory at Surat and rerated one production line at Surat (considering increase in wattage of modules from 475 watt peak to 550 watt peak), resulting in decrease in capacity from 0.50 GW to 0.23 GW. Accordingly, there was a decrease in total installed capacity from 8.48 to 8.21 GW as on January 1, 2023. In addition, our Company added 0.79 GW PV module manufacturing capacity at the Nandigram facility by adding a new production line on March 1, 2023, thereby increasing the total installed capacity as on March 31, 2023 to 9 GW.

[4] The installed capacity in the Nandigram facility decreased from 1.28 GW to 1.11 GW as on April 1, 2023 (reduction in the installed capacity of line 1 from 0.48 GW as on March 31, 2023 to 0.31 GW as on April 1, 2023) on account of refurbishment of old production line and rerating in wattage of modules from 550 watt peak to 560 watt peak for the said line. Accordingly, the total installed capacity reduced from 9 GW as on March 31, 2023 to 8.83 as on April 1, 2023. In addition, our Company added 3.17 GW PV solar module manufacturing capacity at the Chikhli facility by adding four new production lines on June 24, 2023, thereby increasing the installed capacity of Chikhli facility to 9.66 GW capable of manufacturing PV solar module at 750 watt peak. This resulted in an increase of our total installed capacity to 12 GW as on June 30, 2023.

Capacity and Capacity Utilization

The following table sets forth certain information relating to the Company's historical capacity utilization of their manufacturing facilities for PV modules, calculated on the basis of effective installed capacity for the relevant fiscal period and actual production in such periods as calculated below:

Location	Installed capacity, Effective Installed Capacity, Actual Production and Capacity Utilization for															
	As on / For the three months ended June 30, 2023				As on / For the Financial Year ended March 31, 2023				As on / For the Financial Year ended March 31, 2022				As on / For the Financial Year ended March 31, 2021			
	Installed Capacity (GW)[4]	Effective Installed Capacity (GW)[5]	Actual Production (GW)	Utilization(%)[6]	Installed Capacity (GW)[3]	Effective Installed Capacity (GW)[5]	Actual Production (GW)	Utilization(%)[6]	Installed Capacity (GW)[2]	Effective Installed Capacity (GW)[5]	Actual Production (GW)	Utilization(%)[6]	Installed Capacity(GW)[1]	Effective Installed Capacity (GW)[5]	Actual Production (GW)	Utilization(%)[6]
Surat, Tumb, Nandigram and Chikhli Facilities	12.00	2.37	1.16	48.95%	9.00	6.50	2.63	40.46%	4.00	2.08	0.96	46.15%	2.00	1.54	0.81	52.59%

Total	**12.00**	**2.37**	**1.16**	**48.95%**	**9.00**	**6.50**	**2.63**	**40.46%**	**4.00**	**2.08**	**0.96**	**46.15%**	**2.00**	**1.54**	**0.81**	**52.59%**

**As certified by M.R. Prajapati, Chartered Engineer, by certificate dated December 26, 2023.*

(1) At commencement of Fiscal 2021, the Company had 1.5 GW PV module manufacturing installed capacity in Surat and Tumb facilities. The Company completed, with effect from March 5, 2021, business acquisition on a slump sale basis, of 0.50 GW PV module manufacturing capacity in Nandigram, Gujarat, from SGP Industrial Infrastructure Private Limited (formerly known as Waaree Renewables Private Limited), a member of Promoter Group and Group Company, to increase the aggregate installed capacity from 1.50 GW to 2.00 GW. The effective installed capacity for Fiscal 2021 has been calculated on the basis of (a) installed capacity of 1.50 GW available for manufacturing for the period between April 1, 2020 to March 5, 2021; and (b) the installed capacity of 2.00 GW available for manufacturing for the period between March 6, 2021 to March 31, 2021; and other assumptions and estimates set out in (5) below.

(2) At commencement of Fiscal 2022, the Company had 2.00 GW PV module manufacturing installed capacity in Surat, Nandigram and Tumb facilities. The Company added 2 GW PV module manufacturing capacity at the Chikhli facility by adding four new production lines with effect from March 19, 2022, thereby increasing the total installed capacity from 2 GW to 4 GW. The effective installed capacity for Fiscal 2022 has been calculated on the basis of (a) installed capacity of 2 GW available for manufacturing for the period between April 1, 2021 to March 18, 2022; and (b) the installed capacity of 4 GW available for manufacturing for the period between March 19,2022 to March 31, 2022; and other assumptions and estimates set out in (5) below.

(3) At commencement of Fiscal 2023, our Company had 4.0 GW PV module manufacturing installed capacity in Surat, Nandigram, Tumb and Chikhli facilities. The Company rerated its capacity for four new production lines at Chikhli (considering increase in wattage of modules from 545 watt peak to 750 watt peak) and one production line at Nandigram (considering increase in wattage of modules from 475 watt peak to 550 watt peak) taking its capacity from 4 GW to 4.73 GW as on April 1, 2022. Our Company added 1.37 GW PV solar module manufacturing capacity at the Chikhli facility by adding two new production lines on July 31, 2022 thereby increasing the installed capacity to 6.10 GW. Subsequently, our Company added three production lines of 2.38 GW capacity on December 1, 2022, thereby increasing the installed capacity to 8.48 GW. Subsequently on December 30, 2022, we closed one factory at Surat and rerated one production line at Surat (considering increase in wattage of modules from 475 watt peak to 550 watt peak), resulting in decrease in capacity from 0.50 GW to 0.23 GW. Accordingly, there was decrease in total installed capacity from 8.48 to 8.21 GW as on January 1, 2023. In addition, the Company added 0.79 GW PV module manufacturing capacity at the Nandigram facility by adding a new production line on March 1, 2023, thereby increasing the total installed capacity as on March 31, 2023 to 9 GW. The effective installed capacity for Fiscal 2023 has been calculated on the basis of (a) rerating of capacities of production lines at Surat and Nandigram facilities as explained above on April 01, 2022; (b) installed capacity of 4.73 GW available for manufacturing for the period between April 1, 2022 to July 30, 2022; (c) the installed capacity of 6.10 GW available for manufacturing for the period between July 31, 2022 to November 30, 2022; (d) the installed capacity of 8.48 GW available for manufacturing for the period between December 1, 2022 to December 30, 2022; (e) the installed capacity of 8.21 GW available for manufacturing as on December 30, 2022 due to closure of one factory at Surat from December 30, 2022; and (f) the installed capacity of 9.00 GW available for manufacturing for the period between January 1, 2023 to March 31, 2023 and other assumptions and estimates set out in (5) below.

(4) The installed capacity in the Nandigram facility decreased from 1.28 GW to 1.11 GW as on April 1, 2023 (reduction in the installed capacity of line 1 from 0.48 GW as on March 31, 2023 to 0.31 GW as on April 1, 2023) on account of refurbishment of old production line and rerating in wattage of modules from 550 watt peak to 560 watt peak for the said line. Accordingly, the total installed capacity reduced from 9 GW as on March 31, 2023 to 8.83 in April 01, 2023. In addition, the Company added 3.17 GW PV solar module manufacturing capacity at the Chikhli facility by adding four new production lines on June 24, 2023, thereby increasing the installed capacity of Chikhli facility to 9.66 GW capable of manufacturing PV solar module at 750 watt peak. This resulted in an increase of our total installed capacity to 12 GW as on June 30, 2023. The effective installed capacity for three months ended June 30, 2023 has been calculated on the basis of (a) installed capacity of 8.83 GW available for manufacturing for the period between April 1, 2023 to June 24, 2023 which have been further presented on a pro rata basis and hence the effective installed capacity is unannualized for the manufacturing facilities; and (b) the installed capacity of 12.00 GW available for manufacturing for the period between June 24, 2022 to June 30, 2023 which have been further presented on a pro rata basis and hence the effective installed capacity is unannualized for the manufacturing facilities and other assumptions and estimates set out in (5) below.

(5) The information relating to the effective installed capacity of the manufacturing facilities for the periods indicated are based on various assumptions and estimates that have been taken into account by the Company for calculation of the effective installed capacity. These assumptions and estimates include standard capacity calculation practice in the PV module industry, including with respect to the period during which the manufacturing facilities operate in such period and the average efficiency of PV modules to be manufactured during such period. Specific assumptions include: (i) number of solar modules manufactured per day; (ii) watt peak of the solar modules being manufactured, i.e., 475 watt peak, 550 watt peak and 750 watt peak; and (iii) available days per year for manufacturing purposes. For capacity added during the relevant period / year, the remaining available days during the period in which the facility was operational with the increased capacity have been considered for calculation. In the table above, for the three months ended June 30, 2023, we have presented the unannualized effective installed capacity, actual production and capacity utilization of the manufacturing facilities.

(6) Capacity utilization has been calculated on the basis of actual production during the relevant period divided by the effective installed capacity of the manufacturing facilities for the relevant period as calculated in (1) and (5) above. In the table above, for the three months ended June 30, 2023, the capacity utilization have been calculated on the basis of unannualized effective installed capacity, and actual production and hence should not be indicative of our actual production and capacity utilization on a full year basis. Actual production levels and utilization rates vary depending on the kind of modules manufactured i.e. efficiency levels of the modules manufactured, size of the modules and processes undertaken.

Proposed Expansion Plans

We intend to follow an expansion strategy of executing regular capacity additions, as well as continuous upgradation of our manufacturing technology and processes driven by demand and with a focus on incorporating Mono PERC, large size silicon wafer technology as well as other new emerging technologies. Set forth below are our proposed capacity expansion measures:

- We are implementing capacity expansion for backward integration into solar cell manufacturing with addition of 5.4 GW capacity at our Chikhli Facility which is expected to be operational by Fiscal 2025.

- We are in the process of expanding our solar PV module manufacturing capabilities outside India with the establishment of up to 1.6 GW facility in Houston, Texas in the United States of America which can be further expanded to 3 GW of solar module manufacturing by Fiscal 2026 and 5 GW of solar module manufacturing by Fiscal 2027, subject to market conditions and customer requirements.

- We have recently been provided with an outlay of ₹ 19,232.40 million under the PLI Scheme awarded by the GoI and are in the process of enhancing our backward integration capabilities, by setting-up a fully integrated 6 GW facility for the manufacture of ingots, wafer, solar cells and PV modules in Odisha which is expected to commence commercial operations in the Fiscal 2027.

- In addition, pursuant to our acquisition of Indosolar, we have access to Indosolar's currently non-operational facility at Gautam Budh Nagar, Uttar Pradesh where we intend to add 1 GW of installed solar module manufacturing capacity which is expected to commence commercial operations in Fiscal 2025.

- Further, subject to market conditions, we may expand our presence by establishing a 5 GW solar cell manufacturing facility by Fiscal 2027 to supply solar cells for the manufacture of solar modules to receive incentives under the Inflation Reduction Act. While we have not identified any land or prepared a feasibility study, our Board has passed such a resolution for an expansion in the United States.

We are in the process of implementing the following expansion and backward integration projects in parts. The table below sets forth details of our ongoing and proposed capacity expansion plans as on the date of this Draft Red Herring Prospectus:

Particulars	**Existing**	**Phase – I (Ongoing)**	**Phase-II (Proposed)**		**Total**
			Domestic	**United States**	
Solar PV module capacity (GW)	12	-	7(1)	1.6(2)	20.60
Solar cell capacity (GW)	-	5.4	6	-(3)	11.4
Ingot-Wafer capacity (GW)	-	-	6	-	6
Commencement / Expected date of commercial operations	-	Fiscal 2025	Fiscal 2027	Fiscal 2025	-

(1) 7 GW of proposed module capacity includes fully integrated 6 GW facility for the manufacture of ingots, wafers, solar cells and solar PV modules and I GW of Indosolar facility.
(2) Could be further expanded to 3 GW of solar module manufacturing facility by Fiscal 2026 and 5 GW of solar module manufacturing facility by Fiscal 2027.
(3) Subject to market conditions, we may expand our presence by establishing a 5 GW solar cell manufacturing facility by Fiscal 2027 to supply solar cells for the manufacture of solar modules to receive incentives under the Inflation Reduction Act. While we have not identified any land or prepared a feasibility study, our Board has passed such a resolution for an expansion in the United States.

The information on our proposed expansion plans is indicative and remain subject to the potential problems and uncertainties that expansion projects face including cost overruns or delays. We are in the process of obtaining various consents, approvals and acknowledgements from regulatory authorities that are routine in nature in relation to the proposed expansion of our manufacturing capacities*. Also see, "Objects of the Offer" and "Risk Factors – Risks related to our financial position - Our business has grown rapidly in recent periods, and we may not be able to sustain our rate of growth in the future."*, and *"Government and Other Approvals" on* pages 128, 47 and 467, respectively.

Procurement of Raw Materials and Components and Inventory Control

PV Module. PV module or solar module is an assembly of solar or photo-voltaic cells mounted in a framework for installation. Solar panels use sunlight as a source of energy to generate direct current electricity.

Our PV modules are currently manufactured using multicrystalline, monocrystalline and TopCon technologies.

Solar Cells. A solar cell or photovoltaic cell is an electrical device that converts the energy of light directly into electricity by the photovoltaic effect, which is a physical and chemical phenomenon. It is a form of photoelectric cell, defined as a device whose electrical characteristics, such as current, voltage, or resistance, vary when exposed to light. Individual solar cell devices are often the electrical building blocks of photovoltaic modules.

The primary raw materials and components used in the manufacture of our PV modules are solar cells which we currently procure primarily from South East Asia and China. We intend to begin manufacturing solar cells as part of our backward integration strategy and expect to rely less on external suppliers. We are also in the process of enhancing our backward integration capabilities by setting-up a fully integrated 6 GW facility for the manufacture of ingots, wafer, solar cells and solar PV modules which is expected to commence commercial operations in the Fiscal 2027. Once we commence our solar cell production we would need to procure additional raw materials which would include wafers, silver paste, aluminium paste as well as certain other gases and chemicals.

Backsheet. A backsheet provides for mechanical strength, electrical isolation, moisture resistance and internal reflection. It forms a DC insulation layer between the solar cell and the installers and provides protection against shock. It is also impervious to UV rays and moisture and acts as a barrier to external temperature and humidity changes which could affect the solar cells, and diminish the performance of the solar module. Further the innermost surface of the backsheet ensures that in order to give the photons the ability to generate electricity, they are reflected back towards the cell. In addition, it adheres to the encapsulant and holds the entire cell assembly in place for prolonged periods.

Encapsulant. The encapsulant helps in transmittance of light; holding the cell assembly together; and adhering to glass and backsheet. The transmittance of all light that falls on it is essential to ensure that the cell assembly inside gets adequate photons to generate power output. It also holds the cell assembly together in manner that the solar cells do not touch each other and get short-circuited through the use of gel content (for elastomers) and also helps limit shrinkage. Gel content of the encapsulant ensures that they have adequate intermolecular strength which could hold the module together. Encapsulants generally have a tendency to shrink at high laminating temperatures which needs to be limited to ensure that there are no misalignments of strings and/or cell short circuiting. In addition, it is also important there they adhere adequately to the glass on front side and backsheet at the back side of solar module and are stable at elevated temperatures and high UV exposure for prolonged periods.

Glass and other auxiliary products. The glass in the PV modules enables transmission while minimizing reflection, provides mechanical strength and rigidity as well as compositional stability. It is the first surface that the light interacts with and therefore it is extremely important that it transmits the light to maximum level while lowering the reflection off its surface. In its natural form, the glass reflects four to ten percent of the incident light on it, which may lead to notable loss of power output. Therefore the glass is coated over the front surface with an anti-reflective coating which ensures that such reflection is minimized to as low as 1% in many cases. In addition, the glass is tempered and expected to provide mechanical strength and rigidity to the solar module against external weather, shocks, etc. It is important that only solar glass with specific components be used in PV modules so it can stable for its lifetime. In addition to solar cells, other raw materials or components required for the manufacture of PV modules include the backsheet, the encapsulant and the glass as well as aluminium frames, ribbon and junction box.

We typically plan our production and inventory levels based on our forecasts of customer demand, which may be unpredictable and can fluctuate over time. The current global economic downturn and market instability make it increasingly difficult for us to accurately forecast future product demand trends.

The table below provides details of our cost of materials consumed as a percentage of our total expenses for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Total Expenses (%)	Amount (₹ million)	Percentage of Total Expenses (%)	Amount (₹ million)	Percentage of Total Expenses (%)	Amount (₹ million)	Percentage of Total Expenses (%)
Cost of materials consumed	12,512.85	65.15%	17,938.54	63.44%	58,973.24	95.70%	25,354.47	85.73%

We source raw materials from a number of international suppliers as well as from vendors in India. The table below sets forth our cost of imported materials, as a percentage of our total purchases for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Total Purchases (%)	Amount (₹ million)	Percentage of Total Purchases (%)	Amount (₹ million)	Percentage of Total Purchases (%)	Amount (₹ million)	Percentage of Total Purchases (%)
Cost of Imported Materials	12,200.63	70.27%	21,400.10	85.88%	67,942.97	92.80%	21,020.59	95.24%

The table below provides details of our cost of materials consumed from our top five and top 10 suppliers as a percentage of our total expenses for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Total Expenses (%)	Amount (₹ million)	Percentage of Total expenses (%)	Amount (₹ million)	Percentage of Total Expenses(%)	Amount (₹ million)	Percentage of Total Expenses (%)
Top 5	7,104.95	36.79%	8,375.97	29.57%	35,932.12	80.05%	14,104.77	59.08%
Top 10	10,225.46	52.95%	12,850.27	45.37%	49,330.46	58.31%	17,472.38	47.69%

We do not have long-term purchase commitments or guaranteed purchase quantities with our suppliers. There are no contractual commitments other than those set out in the purchase orders. Our key suppliers generally grant us a credit period of between 30 days to 90 days. We typically purchase raw materials based on the historical levels of sales, actual sales orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices and delivery delay. Raw materials are primarily transported to the manufacturing facilities by air, shipping and road.

Information on Waaree Renewable Technologies Limited, Indosolar Limited and Waaree Technologies Limited

We have two listed subsidiaries, Waaree Renewable Technologies Limited ("**WRTL**"), Indosolar Limited and one listed group company, Waaree Technologies Limited. For certain details regarding these three entities, please see "*Our Subsidiaries*" and "*Group Companies*" on pages 253 and 470, respectively.

Manufacturing Process

Solar PV Module Manufacturing

The manufacturing process for the various types of modules are conceptually similar, although different equipment are used for different types of our products. Solar modules are produced by interconnecting multiple solar cells into desired electrical configurations through soldering. The interconnected solar cells are laid out and laminated in a vacuum with optimized process conditions. Through these processes and designs, the solar modules are weather-sealed, and thus are able to withstand high levels of ultraviolet radiation, moisture, wind, transportation damage and sand. Assembled solar modules are framed in a protective aluminium frame prior to testing.

Solar Cell Manufacturing

We intend to commence solar cell manufacturing for use in the manufacture of our solar PV modules. Towards this, we have commenced installing capacity at our Chikhli Facility which is expected to be operational by Fiscal 2025.

Solar cell manufacturing process starts with an ultrasonic cleaning process to remove grease and particles from the wafer surface, followed by chemical cleaning and texturing in wet benches to remove organic and metallic contaminate, as well as to create suede-like or pyramid-like topograph, depending on multi- or mono-crystalline wafer used, on the wafer surface. This rough surface could reduce the optical loss of solar cells due to lowering light reflection and creating longer optical path beneficial for light absorption. The wafer then receives a high temperature diffusion process to form p-n junction, which is the heart of solar cell to separate light generated carriers. An edge isolation process is adapted to electrically isolate diffused front and rear surfaces, followed by an anti-reflection coating process to deposit a thin layer of silicon nitride on the sunward side of the wafer to further enhance the light absorption. Metallization is then applied by screen printed metal paste on both sides of the wafer, followed by a high temperature co-firing process through a belt furnace to form ohmic-contact electrodes. The finished solar cells are tested and sorted, and ready for the solar module manufacturing process.

Quality Control, Testing and Certifications

We also conduct various tests on our products in-house including outdoor exposure test, damp heat test, static mechanical load test, hail test, humidity freeze and thermal cycling test, salt mist corrosion test, ignitability test, peel test, cut susceptibility test, dry heat conditioning test, module breakage test, potential induced degradation test, light induced degradation test and UV preconditioning. These tests are designed to ensure that any defects are identified and rectified before the product is shipped. Moreover, as we do not have to send the product out to third-party testing sites or organisations, we can also ensure that our operational costs are low and our products are competitive.

Our quality policy is focused on fulfilling customer requirements through reliable products and services aimed at meeting all regulatory requirements and through continual improvement of our quality management systems. Our products undergo a qualification process throughout the entire value chain to ensure that quality products are being provided to customers. Our quality control programs at all of our manufacturing facilities involve subjecting the manufacturing processes and quality management systems to periodic reviews and observations for various periods.

Our testing laboratory accredited by NABL

We possess various national and international certifications. For instance, our manufacturing facilities at Tumb and Surat are certified with ISO 9001:2015 for manufacture, marketing, and supply of solar photovoltaic modules. Our manufacturing facility at Tumb is certified with ISO 45001:2018 for manufacture, marketing, supply and installation of solar photovoltaic modules. Our Tumb Facility is also certified with ISO 14001:2015 for manufacture, marketing, supply and installation of solar photovoltaic modules. Our Chikhli Facility is certified with ISO 45001:2018, ISO 9001:2015 and ISO 14001:2015 for manufacture, marketing, and supply of solar photovoltaic modules as well as IEC System for mutual recognition of test certificates for electrical equipment CB scheme received from UL Solutions, USA, certificate of compliance for UL standard for safety for PV module safety, BIS standard IS 14286 : 2010 / IEC 61215:2005, IS/IEC 61730 (Part 1) : 2004 & IS / IEC 61730 (Part 2) for our crystalline silicon terrestrial PV modules (si wafer based) manufactured at the Chikhli facility. Further, our solar PV modules manufactured at all of our four manufacturing facilities have been provided a certificate of conformity by Eurotech Assessment and Certification Services Limited to meet the European Council & Standards according to the European Union Council Directive 2014/35/EU. In addition, our solar PV modules have been also awarded a certificate of RoHS compliance in accordance with RoHS directive 2011/65/EU Annex II, recasting 2022/95/EC which restrict use of hazardous substance in electrical and electronic equipment. In addition, our modules are insured by external parties, which requires us to maintain high standards for insurance approval. We have consistently received Tier-1 rating from Bloomberg New Energy Finance all the years between Fiscal 2018 and Fiscal 2023. Further, our laboratory is also accredited by NABL.

Repair and Maintenance

We schedule regular repair and maintenance programs for our manufacturing facilities to maximize production efficiency and avoid unexpected interruption of our operations. We also have periodic scheduled shutdowns for maintenance. Our equipment and repair teams carry out day-to-day maintenance and repair of the facilities and equipment on an as-required basis. In addition, our manufacturing facilities are also periodically inspected in respect of critical equipment by independent inspection agencies.

Pricing

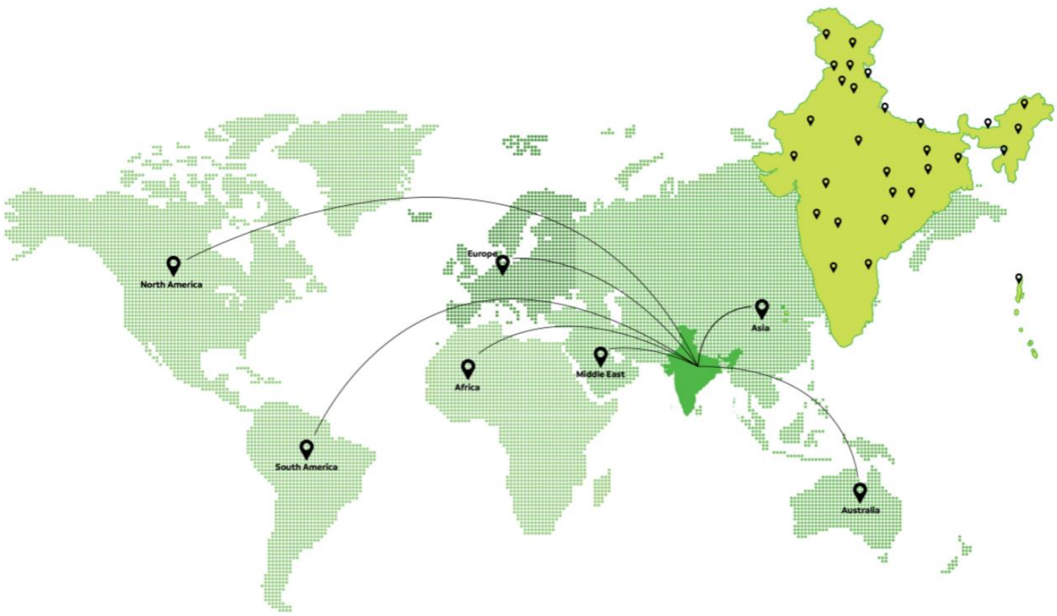
The pricing of our products depends on a variety of factors including market demand, raw material costs, our production capacity, transportation costs, inventory levels, competitors' prices and credit terms, as well as nature of customers. Prices for different regions are also affected by local regulations and tax policies. A minimum price level is set for each type of product. Our sales team also helps evaluate the factors affecting our selling price on a regular basis and adjusts our minimum prices when appropriate and also determines the various schemes, offers and discounts applicable on our products. We are generally responsible for shipping costs and include such costs in the sales price.

Logistics

We transport raw materials and finished products primarily by air, shipping or road. We outsource the delivery of our products to third-party logistics companies. We rely on freight forwarders to deliver our products from our manufacturing facilities to franchisee outlets or customers. We have long-term contractual relationships with our freight forwarders or carriers.

Distribution, Sales and Customers

Our Global Presence*



** States and Union Territories in India where we have franchisee network as of June 30, 2023 and jurisdictions served for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023*

[Map not to scale]

Our sales and revenue channels include: (i) Direct Sales to Utilities and Enterprises; (ii) Export Sales; (iii) Retail Sales (comprising Franchisee Sales); and (iv) Other Revenue from Operations. We have an adept in-house sales and marketing team of 132 employees, as of June 30, 2023, that specialise in the different areas of sales and marketing. As of June 30, 2023, our products were distributed across India, and around 20 countries globally. Finished products are dispatched from our manufacturing facilities to individual customers or franchisees.

Direct Sales to Utilities and Enterprises

We have a dedicated sales team who handle key accounts with utilities and enterprises for solar PV module sales which involve long sales cycles, multiple decision makers and a higher level of risk. Further, they are regularly in contact with our clients to understand their evolving needs as well as market trends. Our clients belong to diverse sectors and industries and primarily relate to private projects and large rooftop instalments. Some of our key clients or customers in this business vertical include customers in India and as well global customers across jurisdictions.

The table below provides details of our Direct Sales to Utilities and Enterprises for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Three months ended June 30, 2023	
	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)
Direct Sales to Utilities and Enterprises	8,144.38	41.70%	15,963.38	55.93%	13,168.13	19.51%	6,781.73	20.38%

Export Sales

We were the largest player in the solar module export market in India for Fiscal 2023. *(CRISIL Report*) Export/international sales of our modules and services form a significant part of our revenue. We have successfully developed a global customer base, including customers in the United States, Canada, Italy, Turkey, Hong Kong and Vietnam. We have supplied our products to global customers including certain Fortune 500 companies. We have a dedicated sales team of specializing in export sales.

The table below provides details of our Export Sales for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Three months ended June 30, 2023	
	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)
Export Sales	4,809.10	24.62%	6,578.22	23.05%	46,165.39	68.38%	24,412.07	73.35%

Retail Sales (comprising franchisee sales)

We have a pan-India retail network consisting of franchisees. As of March 31, 2021, 2022 and 2023 and as of June 30, 2023, our retail network consisted of 290, 373, 253 and 284 franchisees across India. Retail Sales typically includes module sales through our extensive retail network focused on rooftop and MSME customer business verticals as well as retail EPC revenue, i.e., revenue from EPC services derived through our franchisees.

The table below provides details of our Retail Sales for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Three months ended June 30, 2023	
	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)
Retail Sales	3,887.60	19.91%	5,825.23	20.41%	6,724.90	9.96%	1,975.40	5.94%

Franchisee arrangement

We grant our franchisees the exclusive right to open, maintain and operate a store offering our products and services under our trademarks. During the term of the franchise arrangement, we sub-licence certain trademarks to the franchisee, such as the "Waaree" brand name. We conduct routine inspections to ensure the quality, cleanliness, service, health and authorized product line of the franchise stores. We supply our franchisees with our products and services, as well as marketing and promotional materials.

Our franchisees are expected to meet certain sales targets for the store within a fixed duration. In addition, our franchisees are required to: operate the franchisee business; maintain, advertise and promote the store, such as by displaying advertising boards for our products at their stores to attract consumers; maintain adequate inventory stock; employ engineers and train their staff required, who will be on the franchisee's payroll; manage its finances and working capital, and maintain accurate accounting records of the sales and operations; make timely payments to us for their purchase orders; keep us informed of market developments in the region and of any material plans or developments which could have an effect beneficial or adverse upon the operation of the store and its business. In particular, our franchisees are only allowed to sell the range of products and services permitted or specified by us, which we may modify at any time. Our franchisees are bound by confidentiality obligations relating to any proprietary information, customer information, trade secrets, research and developments, processes, methodologies, know-hows, financial information, business plans that may be provided in the course of the franchise relationship.

Our franchise agreements with our franchisees typically last for a term of three years with an option for renewal. For two years after the expiry or termination of the franchise agreement, our franchisees are not allowed to compete with us, solicit or induce any of our employees, client, contacts, vendors, or agents to terminate their relationship with us, or circumvent us by using confidential information obtained during the franchisee relationship to derive any benefits.

We also provide supply chain facilities to our franchisees through banks, financial institutions, and NBFCs through which our franchisees' receive credit lines for procuring products from our Company which helps them to increase their customer size and their operations that eventually helps increase our sales. Further, we have signed-up with a large public sector bank under "*Surya Shakti Scheme*" for end customer financing wherein small businesses/MSME/business organization get long term funding on their rooftop solar or captive solar power plant from the public sector bank. We also have a back-end office to help generate and transfer leads to our franchisees'.

In addition, we provide our franchisees with staff training, and guidance and advice on store operations and the general solar business. We also consistently engage with our franchisees as well as the local electrician community that support installation and maintenance assistance required by customers. We are in the process of identifying and training a large community of local electricians and construction / installation contractors that can efficiently support our franchisees. Termed as "*Waaree Experts*", these electricians support installation, commissioning, real time troubleshooting and other servicing needs of customers. These engagements offer insights on emerging rooftop and MSME customer trends that we then leverage to strategically focus on particular regions or communities.

We have also launched a programme called "*Waaree Prime*" which rewards our franchisees for their contribution to increase our sales which fosters a service eco-system, and enhances customer satisfaction.

Online Sales

We have also recently launched an online store www.shop.waaree.com which offers a comprehensive one-stop shop for solar solutions. It provides an opportunity to customers to purchase a variety of solar kits with convenient financing options from across all major lenders.

Other Revenue from Operations Channels

Other Revenue from Operations, which includes EPC services for domestic utilities and enterprise customers, O&M services, trading in ancillary products, export incentives, generation of electricity from renewable resources and scrap sale. The table below provides details of our other revenue from operations for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Three months ended June 30, 2023	
	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)
Other Revenue from Operations	2,689.31	13.77%	175.82	0.62%	1,450.31	2.15%	113.72	0.34%

Brand Building and Marketing

We have invested in the promotion of the "Waaree" brand. The table below provides details of our business promotion expenses as a percentage of revenue from operations for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Three months ended June 30, 2023	
	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)
Business Promotion Expenses	64.88	0.33%	91.94	0.32%	205.73	0.30%	20.68	0.06%

We believe this investment in advertising and promotion of the WAAREE brand along with efforts to provide quality products are key factors that have enabled us to build awareness, grow our network of franchisees and expand successfully across multiple regions, and that we will continue to benefit from these historical brand recognition as we execute our future growth plans. We utilise a number of avenues to promote the "Waaree" brand and products, including traditional media outlets, and our network of franchisees. We also adapt our advertising campaigns by adjusting to local languages and customs in order to appeal to more targeted and relevant demographics within specific markets. Further, we work with media companies to acquire optimal advertising slots in order to maximise the impact of our advertising campaigns.

Awards

Our Company has received the following key awards, accreditations and recognitions:

Calendar Year	Key Awards/ Accreditations
2017	Solar PV EPC company of the year at the India Solar Week Excellence 2017 awarded by Solar Quarter
	Leadership in the category of Solar PV EPC Company of the Year Utility Scale (50 MW – 100 MW) at the India Solar Week Excellence Awards 2017 awarded by Solar Quarter
	Leadership in the category of Solar Module Company of the Year Utility Scale (Domestic Manufacturer) at the India Solar Week Excellence Awards 2017 awarded by Solar Quarter
	Consumer choice award by Solar Quarter in the category of rooftop application, flexible modules (Waaree Merlin Modules)
	Dun and Bradstreet Everest Industries Limited award for Metro RESCO Solar PV Project
2018	Solar Module company of the year in solar sector at the CSR Leadership Awards by ET Now
	Solar Module company of the Year (Monocrystalline Technology) Domestic at the Indian Solar PV Module TECH India Awards 2018 awarded by Solar Quarter
	Top- 30 Evergreen in India for solar rooftop power plant ((i) Indian oil fuel retail outlet, Madhya Pradesh; (ii) Reliance Mumbai Metro; and (iii) Swaminarayan Temple, Gujarat) Awards by SKOCH
2019	Best Green Product manufacturer of the year at the Green India Awards 2019
	Leading Solar Module manufacturer award at the Renewable Energy India Awards by Informa Market
	Rooftop EPC company of the year in industrial category for 5 KW – 150 KW by EQ International at Suryacon Chandigarh 2019

Calendar Year	Key Awards/ Accreditations
2021	Best brand 2021 by the Economic Times
2022	One of the top performers of 2022 in the PV Module Reliability Scorecard
	Indian module company of year for the state of Maharashtra at the Suryacon Pune Conference
	Leading renewable energy manufacturer – solar modules at the Renewable Energy India Awards 2022
2023	Most preferred workplace – manufacturing 2022-23 by Marksmen Network
	Best performing domestic modules of the year for the state of Tamil Nadu at the Suryacon Coimbatore Conference 2023
	Most preferred solar panel for rooftops in Maharashtra at the Suryacon Pune Conference
	Winner of the renewable energy – manufacturer- solar category by the Indian Chamber of Commerce 2023
	RE brand of the year at the RenewX Awards 2023
	Energy company of the year (Renewables) by the Economic Times at the Energy Leadership Awards 2023
	EPC company of the year for large scale projects – platinum category at the Suryacon Coimbatore Conference 2023 to Waaree Renewable Technologies Limited

Information Technology

Information technology has emerged as a key business enabler for us and plays an important role in improving our overall productivity, customer service and risk management. We have stable and secure IT infrastructure and applications such as SAP supporting our business and strategic initiatives. We continue to implement automation initiatives on top of our core applications to streamline our procurement of raw materials, manufacturing process, sale of finished goods, payments to vendors and suppliers, and receivables from customers or franchisees.

Competition

Some of our key competitors across our business business verticals include Vikram Solar Limited, Mundra Solar Private Limited (Adani), Premier Energies Limited, RenewSys India Private Limited, Emmvee Photovoltaic Power Private Limited and Alpex Solar Private Limited. (*Source: CRISIL Report*)

Over the past decade, there has been a significant geographical transformation in solar PV manufacturing capacity and production. (*Source: CRISIL Report*) To reach out to the end users such as residential, commercial, and industrial consumers, various module manufacturers have their distributor network or have appointed franchisee. (*Source: CRISIL Report*) Retail consumers are relatively price-sensitive when it comes to solar installations due to smaller project sizes, expected shorter payback period and more competition. (*Source: CRISIL Report*)

Availability of local contact is very important for these consumers while accepting the solar products. With increased awareness, more and more consumers are showing interest in solar installations. (*Source: CRISIL Report*) The distribution channel partner help in reaching out to consumers as well as for informing them about the new technology. (*Source: CRISIL Report*) Due to diverse geographical presence, local support and to build customer relationship, a strong distribution network become essential. (*Source: CRISIL Report*)

Further, the end user generally does not have technical knowledge of complex products such as modules and hence have very little say in selection. (*Source: CRISIL Report*) However, through a known partner, the consumers can be convinced to a large extent and such network can be utilized for enhancing the consumer reach. (*Source: CRISIL Report*) By addressing price sensitivity and leveraging their distribution networks, module suppliers can increase their market share in the retail segment. (*Source: CRISIL Report*)

We believe we are well-positioned to compete with these companies given our strategy of backward integration into solar cell manufacturing and proposed expansion into wafers and ingots, while at the same time offering a complete range of PV modules across India and increasingly in international markets, as well as our extensive franchisee network and brand recognition. With over 16 years of operating history in the solar energy space and the quality of our products, our product development capability and our range of PV modules, we aim to compete effectively with our industry peers. For further information on the competition we face in the markets in which we operate, see "*Risk Factors – Other risks - We face intense competition in our markets, and we may lack sufficient financial or other resources to maintain or improve our competitive position.*" and "*Industry Overview*" on pages 67 and 152, respectively.

Health, Safety and Environment

Our activities are subject to the environmental laws and regulations of India. For information regarding applicable health, safety and environmental laws and regulations, see "*Key Regulations and Policies*" on page 238.

We consider environmental issues to be an important factor in our operations and we take various measures to ensure that our operations do not negatively impact the environment. We have adopted an integrated management system policy. Our integrated management system policy aims to provide innovative solutions to the growing challenges of the modern energy industry, enhance customer satisfaction, and create a safe and healthy working environment by continual improvement, organisational excellence through employee skill development and technology upgradation and further, provides for protection of environment by adopting best practices. In recognition of our efforts, we have been awarded the *National Excellence Award* in 2016 by the Ministry of New and Renewable Energy, GoI for rooftop solar power projects.

Insurance

Our operations are subject to hazards inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We maintain ongoing insurance policies in order to manage the risk of losses from potentially harmful events, including: (i) marine sales turnover policy; (ii) industrial all risk insurance covering fire, material damages to machinery, breakdown, electronic equipment; (iii) fire and special perils policy covering, among others, stocks and stocks in process at our depots; (iv) product liability insurance; and (v) office package insurance covering, among others, burglary, fire, money insurance and electronic equipment.

The table below provides details of our insurance cover for the year/period indicated:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	For the three months ended June 30, 2023
Insurance cover for property, plant and equipment, and inventory (₹ million)	7,017.50	31,396.10	47,345.67	189,690.94
Gross block of property, plant and equipment including solar power plant, CWIP and inventory (₹ million)	5,859.99	12,112.57	42,896.84	41,769.66
Insurance cover as a percentage of gross block of property, plant and equipment including solar power plant, CWIP and inventory (%)	119.75	259.20	110.37	454.14

In addition, our modules are typically sold with a 12-year warranty for product manufacturing defects and with a 30-year warranty relating to output performance of our modules. If a manufacturing defect is discovered during the relevant warranty period, we are required to either repair or replace the solar module or refund the purchase price of the module without interest or any charge. The table below provides details of our warranty expenses and provision for warranty as a percentage of our revenue from operations the year/period indicated:

Particulars	As at March 31/ For Fiscal 2021		As at March 31/ For Fiscal 2022		As at March 31/ For Fiscal 2023		As at June 30/ For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)
Warranty Expense	72.31	0.37%	136.69	0.48%	286.22	0.42%	164.40	0.49%

Provisions for Warranty	304.00	1.56%	412.02	1.44%	689.52	1.02%	835.58	2.51%

We believe our insurance coverage is on comparable terms to that generally carried by companies engaged in similar businesses in India. We may, however, not be insured fully against all the risks associated with our business either because insurance is not available in India or because premiums for some coverage are prohibitive.

Human Resources

As of June 30, 2023, we had 1,019 full-time employees. In addition, we contract with third party manpower and services firms for the supply of contract labour for, amongst others, production, material and product handling, EPC, O&M and other miscellaneous works at our facilities and sites. As of June 30, 2023, we had engaged 6,862 contract labour. The number of contract labourers varies from time to time based on the nature and extent of work contracted to independent contractors.

Our human resource practices are aimed at recruiting talented individuals, ensuring continuous development and addressing their grievances, if any, in a timely manner. We conduct training workshops for our employees to develop a variety of skill sets and organize modules at regular intervals to promote teamwork and personal growth of employees. We train all our employees in our manufacturing operations, including machine utilization, operations flow, quality management and work safety. Our employees are not unionised into any labour or workers' unions and we have not experienced any major work stoppages due to labour disputes or cessation of work in the last three fiscal years. For further information, see "*Risk Factors – Other risks - We may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business, cash flows and results of operations.*" on page 64.

Intellectual Property

Our success depends in part on our ability to protect our technology and intellectual property. In the course of our business, we use various financial, business, scientific, technical, economic and engineering information, formulas, designs, methods, techniques, processes and procedures, all of which is confidential and proprietary information. We primarily rely on a combination of trademarks and other intellectual property laws and non-disclosure agreements to establish and protect our intellectual property rights. We also share some of our technology and know-how with our vendors in connection with the supply of equipment for the development of our products, and therefore we need to ensure that we obtain adequate safeguards against any potential intellectual property infringement by our vendors.

As on the date of this Draft Red Herring Prospectus, we have four trademarks and one patent registered in the name of our Company relating to our various brands including our logo and patent for roof top mount for racking PV solar panels, which we use for marketing and branding our business, two trademark in the name of our Subsidiaries on an exclusive basis, and have made seven trademarks applications which are pending in India under different classes for our logo (in green colour). Out of the seven pending applications, while one application has been accepted and advertised, objections have been received against the remaining applications. In addition, we have also applied one trademark in the United States which is pending. Further, our Promoters are interested in the use of trademarks such as "Waaree" to promote, advertise, distribute and sell products in India. Further, while we do not have a formal arrangement or a brand or a trade licensing agreement, the Waaree brand name is also used by our Subsidiaries as well as Promoter Group and Group Companies. For further information see "*Risk Factors – Risks relating to our business - We may not be able to adequately protect or continue to use our intellectual property. In addition, the use of the brand "Waaree" or similar trade names by third parties could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows.*" on page 40.

Corporate Social Responsibility

We have constituted a corporate and social responsibility ("**CSR**") committee of our Board of Directors (the "**CSR Committee**") and have adopted and implemented a CSR policy, pursuant to which we carry out various CSR activities. Our CSR activities are primarily focused on, amongst others educational and training activities for students, health care, relief fund, and rural development.

Certain of our corporate social responsibility initiatives in Fiscal 2023 included:

- Co-partnered with a non-governmental organization to raise health awareness in rural areas and carry out free medical check-ups in rural areas;
- Collaborated with the Gujarat Labour Welfare Board to provide regular general health checks to employees and unorganized workers that extended to their spouses and children; and
- Collaborated with teaching institutes such as ITI Bilimora, Anil Naik Training Institute Kharel and S.S. Agarwal College (Navsari) to prepare students for their first job. Through these collaborations, our intention is to provide guidance and equip these students with professional skills.

We seek to integrate our business values and operations in an ethical and transparent manner to improve our initiatives related to quality management, environment preservation and social awareness. We believe that corporate social responsibility is an integral part of our business strategy and purpose. For Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, our corporate social responsibility expenses were ₹ 11.04 million, ₹ 12.38 million, ₹ 16.56 million and ₹ 13.11 million, respectively. For further information, see "*Our Management - Corporate Governance*" on page 272.

Property

Our Registered and Corporate Office is located at 602, 6th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India and is operated by us on a leasehold basis. We have leased the premises for our Registered and Corporate Office from Chimanlal Tribhovandas Doshi, one of the members of Promoter Group, under a lease agreement which is valid until May 2025.

As of the date of this Draft Red Herring Prospectus, we operate two manufacturing facilities at Tumb, and Nandigram in Gujarat, India which are located on land held on leasehold basis. Further, our Surat Facility, is located in Surat SEZ on sub-leasehold basis with an option to renew the lease in every 15 years up to the end of July 2085. Our new manufacturing facility at Chikhli in Gujarat, India is on land owned by us. In relation to the 6 GW capacity ingot-wafers, solar cells and modules manufacturing facility at Odisha, we have been allotted land on a long-term leasehold basis by IDCO which can be further sub-leased to the Project Company. While we have made full payments for such land, we are yet to enter into a formal lease agreement in relation to such land acquisition. For further information, see *"Risk Factors - Our registered office, corporate office and some of our manufacturing facilities are located on leased premises. There can be no assurance that such lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on the same or similar commercial terms."* on page 61.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company.

The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Taxation statutes such as the Income Tax Act, 1961, the Customs Act 1962, the relevant goods and services tax legislation and applicable shops and establishments' statutes apply to us as it does to any other company. For details of government approvals obtained by our Company, see "Government and Other Approvals" on page 467.

Industry specific laws

The Electricity Act, 2003 ("Electricity Act")

The Electricity Act is a central legislation and provides for, *inter alia*, generation, transmission, distribution, trading and use of electricity. Under the Electricity Act, the transmission, distribution, and trade of electricity are regulated activities which require licenses from the Central Electricity Regulatory Commission ("**CERC**"), the State Electricity Regulatory Commissions ("**SERC**s") or a joint commission (constituted by an agreement entered into between two or more state governments or the central government in relation to one or more state governments, as the case may be).

Under the Electricity Act, the appropriate commission, guided by, *inter alia,* the methodologies specified by the CERC with the aim of promotion of co-generation and generation of electricity from renewable sources of energy, shall specify the terms and conditions for the determination of tariff.

The Electricity Act requires the GOI to prepare the national electricity policy and tariff policy, from time to time, in consultation with the state governments and Central Electricity Authority. The Draft Electricity (Amendment) Bill, 2022 ("**Draft EAA**") was proposed by the Ministry of Power which seeks to amend certain provisions of the Electricity Act. Among others, the amendment proposes that on the issuance of license to more than one distribution licensee in an area of supply, the power and associated costs from the existing power purchase agreements with the existing distribution licensee, as on the date of issuing license to another distribution licensee, shall be shared among all the distribution licensees in the area of supply as specified by the State Commission. Further, it also proposes that in case of distribution of electricity in the same area of supply by two or more distribution licensees, the appropriate Commission, for promoting competition among such distribution licensees, will fix the maximum ceiling of tariff and the minimum tariff for retail sale of electricity. The Draft EAA also provides that a distribution licensee may use distribution systems of other licensees in the area of supply for supplying power through the system of non-discriminatory open access on payment of wheeling charges.

Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2017 ("Tariff Regulations")

The Central Electricity Regulatory Commission has announced the Tariff Regulations, which prescribes the criteria that may be taken into consideration by the relevant electricity regulatory commissions while determining the tariff for the sale of electricity generated from renewable energy sources which include, *inter alia*, return on equity, interest on loan and working capital, operations and maintenance expenses, cost of capital and depreciation. Pursuant to the National Tariff Policy, the CERC is required to determine the rate of return on equity which may be adopted by the relevant electricity regulatory commissions to determine the generic tariff, keeping in view the overall risk and prevalent cost of capital, which factors are also to be taken into consideration by relevant electricity regulatory commissions while determining the tariff rate. The Tariff Regulations prescribe that the normative return on equity will be 14%, to be grossed up by the prevailing Minimum Alternate Tax ("**MAT**") as on April 1st of the previous year for the entire useful life of the project.

The Tariff Regulations also provide the mechanism for sharing of carbon credits from approved clean development mechanism projects between renewable energy generating companies and the concerned beneficiaries.

Under the Tariff Regulations, the project developer is entitled to retain 100% of the gross proceeds on account of clean development mechanism project benefit in the first year after the date of commercial operation of the generating station. Subsequently, in the second year, the share of the beneficiaries will then be progressively increased by 10% every year until it reaches 50% after which the clean development mechanism project proceeds are to be shared equally between the generating company and the beneficiaries. The Draft Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2020 ("**Draft Tariff Regulations**") was proposed by the Central Electricity Regulatory Commission to regulate the revised tariff of Generating Companies which are based on renewable sources of energy.

Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019 ("ALMM Order")

To ensure the quality of solar cells, solar modules, used in solar PV power plants, the Ministry of New and Renewable Energy ("**MNRE**") issued the ALMM Order on January 2, 2019. The ALMM Order provides that the government will enlist eligible models and manufacturers of solar PV power plants complying with the applicable BIS standard, and publish a list titled the "Approved List of models and manufacturers" ("**ALMM**"). Only the models and manufacturers included in the ALMM would be eligible for use in government / government assisted projects under government schemes and programmes installed in the country, including the projects set-up for sale of electricity to the government under the "Guidelines for Tariff Based Competitive Bidding Process for Procurement of Power from Grid Connected Solar PV Power Projects" dated August 3, 2017 and the amendments thereof (collectively, the "**Applicable Projects**"). The ALMM will consist of List I, specifying models and manufacturers of solar PV modules and List II specifying models and manufacturers of solar PV cells. Further with respect to the Applicable Projects, solar PV module manufacturers from List I would have to mandatorily source PV solar cells only from manufacturers in List II. For being eligible to be included in List-I, the manufacturers are required to obtain a BIS certification in accordance with the Compulsory Registration Order. Manufacturers are required to make an application to the MNRE for registration, and if enlisted, such enlistment shall be valid for a two-year period and can be renewed by submitting necessary documents and satisfactory performance of products. Prior to inclusion in the ALMM, a team of MNRE will inspect the manufacturing facility of the applicant. Enlisted models and manufacturers will be subjected to random quality tests and failure or non-compliance will lead to removal from ALMM. The ALMM Order will not apply to projects for which bids have been finalised before the issuance of the ALMM Order. Thereafter, the MNRE has also issued the Guidelines for enlistment under the ALMM Order on March 28, 2019 which provides a procedural framework for the implementation of the ALMM Order. Further, the Ministry of New and Renewable Energy has amended the ALMM Order in January 2022 to include open access and net metering projects under its ambit. However, with effect from March 10, 2023, the ALMM Order has been kept in abeyance for one financial year, i.e., FY 2023-24. Thus, projects commissioned by March 31, 2024 will be exempted from the requirement of procuring solar PV modules from the ALMM.

Bureau of Indian Standards Act, 2016 (the "BIS Act") and the Solar Photovoltaics, Systems, Devices and Components Goods (Requirements for Compulsory Registration) Order, 2017 ("Compulsory Registration Order")

The Bureau of Indian Standards Act, 2016 provides for the establishment of bureau for the standardisation, marking and quality certification of goods. Functions of the bureau include, *inter alia*, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service confirms to an Indian Standard.

The Compulsory Registration Order issued by MNRE was published on August 30, 2017 and was scheduled to come into effect on the expiry of one year from the date of such publication. In terms of the Compulsory Registration Order, any manufacturer who, *inter alia,* manufactures, stores for sale, sells or distributes; (a) utility interconnected photovoltaic inverters, (b) power converters for use in PV power system, (c) PV modules (wafer and thin film) (d) thin film terrestrial PV modules; and (e) crystalline silicon terrestrial PV modules (collectively the "**Goods**") would require registration from the Bureau of Indian Standards for use of the Standard Mark as specified in the Schedule of the Compulsory Registration Order. The Compulsory Registration Order seeks to prohibit the manufacture or storage for sale, import, or distribution of the Goods which do not conform to the standard specified under the Compulsory Registration Order. However, pursuant to the notifications of MNRE dated April 16, 2018 and October 12, 2018, considering the time taken for tests and the framing of the guidelines for such tests, manufacturers of SPV modules and inverters were permitted in the interim to continue operations by submitting a self-certification that their products conform to the relevant Indian standards or their IEC counterparts along with proof of submission of samples to laboratories with the expected date of completion of testing. With respect to SPV modules ((c), (d) and (e) above), the timeline for submission of such self-certification together with samples for a test lab recognised by BIS pending results was January 1, 2019. However, pursuant to a subsequent notifications of the MNRE, manufacturers of inverters ((a) and (b) above) had been permitted to continue operations by only submitting self-certification by June 30, 2023 without submission of samples to test labs till the series guidelines for submission of samples was under preparation, provided that the manufacturers have valid IEC corresponding to the Indian Standard. However, in view of the availability of limited test facilities and providing more time for compliance, the MNRE *vide* its notification dated July 27, 2023, extended the timeline from June 30, 2023 to December 31, 2023.

Public Procurement (Preference to Make in India) Order for Renewable Energy Sector, 2018 ("Make in India Renewable Energy Order")

Pursuant to the Public Procurement (Preference to Make in India) Order, 2017 dated June 15, 2017 issued by the DIPP (the "**Make in India Order**") to promote the manufacture and production of goods and services in India, the MNRE has issued the Make in India Renewable Energy Order, directing all departments / attached offices / subordinate offices of the MNRE or autonomous bodies controlled by the GoI or government companies (as defined under the Companies Act) to adhere to the Make in India Order with respect to all of their procurements. For grid connected solar power projects, apart from civil construction, central ministries, departments, and central public sector undertakings, are required to give preference to domestically manufactured components, with solar modules required to be 100% locally manufactured and other components such as invertors required to be at least 40% locally manufactured. With respect to off grid / decentralised solar power, the requirement of local content in solar streetlights, solar home lighting systems, solar power packs / micro grid, solar water pumps, inverters, batteries, and any other solar PV balance of system is at least 70%.

Renewable Purchase Obligations

The Electricity Act promotes the development of renewable sources of energy by requiring the relevant electricity regulatory commission to ensure grid connectivity and the sale of electricity generated from renewable sources. In addition, it requires the relevant electricity regulatory commission to specify a percentage of the total consumption of electricity within the area of a distribution licensee, for the purchase of electricity from renewable sources, which are known as renewable purchase obligations ("**RPOs**"). Pursuant to this mandate, most of the relevant electricity regulatory commission have specified solar and non-solar RPOs in their respective states. RPOs are required to be met by obligated entities i.e., distribution licensees, captive power plants and open access consumers, by purchasing renewable energy, either by entering into power purchase agreements with renewable energy power producers or by purchasing renewable energy certificates.

Pursuant to the order dated June 14, 2018 (no. 23/03/2016-R&R) issued by the Ministry of Power, Government of India (the "**MoP**"), the MoP has notified the long-term growth trajectory of renewable purchase obligations for solar and non-solar, uniformly for all states/Union Territories for a period of three years i.e., Fiscal 2020 to 2022. This long-term growth trajectory has also been revised to include Large Hydropower Projects commissioned after March 8, 2019 pursuant to an order dated January 29, 2021 by the Ministry of Power, Government of India. Subsequently, the MoP, through an order dated July 22, 2022 (F. No. 09/13/2021-RCM) notified the renewable purchase trajectory for a period of 8 years i.e., Fiscal 2023 to Fiscal 2030. It includes trajectory for wind renewable purchase obligations, hydro power renewable purchase obligations and other renewable purchase obligations.

National Electricity Policy

The GoI approved the National Electricity Policy on February 12, 2005, in accordance with the provisions of the Electricity Act. The National Electricity Policy lays down the guidelines for development of the power sector, including renewable energy, and aims to accelerate the development of the sector by providing supply of electricity to all areas and protecting interests of consumers and other stakeholders. The National Electricity Policy provides that the SERCs should specify appropriate tariffs in order to promote renewable energy, until renewable energy power producers relying on non-conventional technologies can compete with conventional sources of energy.

The SERCs are required to ensure progressive increase in the share of generation of electricity from non-conventional sources and provide suitable measures for connectivity with grid and sale of electricity to any person. Further, the SERCs are required to specify, for the purchase of electricity from renewable energy sources, a percentage of the total consumption of electricity in the area of a distribution licensee. Furthermore, the National Electricity Policy provides that such purchase of electricity by distribution companies should be through a competitive bidding process. The National Electricity Policy permits the SERCs to determine appropriate differential prices for the purchase of electricity from renewable energy power producers, in order to promote renewable sources of energy. The Ministry of Power has revised the existing National Electricity Policy and proposed the Draft National Electricity Policy, 2021 that aims to expand the availability of electricity in households across the country, while supplying efficient and quality power at specified standards.

Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan Scheme 2019 ("PM-KUSUM")

The PM-KUSUM scheme was implemented by the MNRE in 2019 with three components: (i) Component A - For setting up of 10,000 MW of decentralised grid connected renewable energy power plants on barren land. Under this component, renewable energy-based power plants (REPP) of capacity 500 KW to 2 MW will be set up by individual farmers / group of farmers / cooperatives / panchayats / farmer producer organisations (FPO) / water user associations (WUA) on barren land. The power generated will be purchased by state electricity distribution companies (DISCOMs) at pre-fixed tariff; (ii) Component B - For installation of 17.50 lakh standalone solar agriculture pumps. Individual farmers will be supported to install standalone solar agriculture pumps of capacity upto 7.5 HP for replacement of existing diesel agriculture pumps / irrigation systems in off-grid area, where grid supply is not available; and (iii) Component C - For solarisation of 10 lakh grid connected agriculture pumps. Under this component, individual farmers having grid connected agriculture pumps will be supported to solarise pumps. The farmers will be able to use the generated solar power to meet their irrigation needs and excess power will be sold to DISCOMs at pre-fixed tariff.

The scope of this scheme was expanded in 2021, with 20 lakh farmers to now be provided with assistance to install standalone solar pumps, and another 15 lakh farmers to be assisted with solarising their grid-connected pump sets. The scheme aimed to add solar and other renewable energy capacity of 25,750 MW by 2022. The MNRE vide its order dated August 1, 2022, extended the scheme till December 31, 2026 along with certain amendments to the implementation guidelines of the PM-KUSUM scheme.

Grid Connected Solar Rooftop Programme

The aim of this initiative is to achieve a cumulative capacity of 40,000 MW from the rooftop solar projects by 2022. Phase-II of the Grid Connected Solar Rooftop Programme was approved by the Cabinet Committee on Economic Affairs ("**CCEA**") and provides for central financial assistance for residential rooftop solar installations upto 40% for rooftop systems up to a capacity of 3 kW and 20% for those with a capacity of 3-10 kW. The Phase-II also focuses on increasing the incentives for DISCOMs based on achievement of certain installed capacity.

Renewable Energy Research and Technology Development Programme

This initiative by the Ministry of New and Renewable Energy ("**MNRE**") provides grants for research and development ("**R&D**") / technology development projects for renewable energy. As per the terms and conditions, approval of the R&D / technology development project and the grant is released for the specific project sanctioned and the grant is to be exclusively spent on the project within the approved time duration. The grantee organisation is not permitted to seek or utilise funds from any other organisation (government, semi-government, autonomous and private bodies) for the research project, unless specifically approved for joint funding. Under this programme, the assets acquired in the project shall be shared proportionately between the Government of India and the grantee organisation in accordance with the cost sharing pattern of the project.

Production linked incentive scheme ("PLI scheme")

The aim of the PLI scheme is to boost domestic manufacturing and cut down on import bills. The PLI scheme provides companies incentives on incremental sales from products manufactured in domestic units. Along with inviting foreign companies to set up shops in India, the PLI scheme also aims to encourage local companies to set up or expand existing manufacturing units. The PLI scheme was initially rolled out for mobile and allied equipment, pharmaceutical ingredients, and medical devices manufacturing. The government aims to expand the ambit of the PLI scheme to include as many as ten more sectors, such as food processing and textiles.

In the union budget 2021-22, the government has introduced provisions for renewable energy sector. The government has committed nearly 1.97 lakh crores, over a period of five years starting financial year 2021-22 for, *inter alia,* high efficiency solar PV modules. Further, the MNRE has enacted the National Programme on High Efficiency Solar PV Modules' ("**the Program**") for achieving manufacturing capacity of giga watt (GW) scale in High Efficiency Solar PV modules and thus reducing the import dependence in the area of Renewable Energy. The Program aims to bring cutting edge technology to India for manufacturing high efficiency modules which will promote setting up of integrated plants for better quality control and competitiveness. This will thus develop an ecosystem for sourcing of local material in solar manufacturing.

Special Economic Zones Act, 2005, rules and amendments thereof ("SEZ Act")

The SEZ Act provides for the establishment, development and management of the special economic zones for the promotion of exports and for other connected matters. The SEZ Act provides various incentives in duties, tariffs and applicability of commercial laws, mainly to encourage investment and create employment. In a special economic zone, the economic laws are more liberal than the typical application of such economic laws in the country, to purport development, promote rapid economic growth by providing tax and business incentives. Such incentives are governed by the provisions of the SEZ Act.

As one of our existing manufacturing facilities is within a special economic zone, we are governed by the provisions of the SEZ Act and receive various incentives and subsidies within it.

National Tariff Policy

The GoI notified the revised National Tariff Policy effective from January 28, 2016. Among others, the National Tariff Policy seeks to ensure availability of electricity to consumers at reasonable and competitive rates, financial viability of the sector and attract investments and promote generation of electricity from renewable sources. The National Tariff Policy mandates that SERCs must reserve a minimum percentage for purchase of solar energy equivalent to 8% of total consumption of energy by March 2022.

Integrated Energy Policy 2006

The Integrated Energy Policy, 2006, (the "**Policy**") is a report of an expert committee constituted by the Government of India, to explore alternative technologies and possible synergies that would increase energy system efficiency and meet the requirement for energy services. The aims and objectives of this Policy include, amongst others, providing appropriate fiscal policies to take care of externalities, tax measures, transparent and targeted subsidies, promoting energy efficiency, providing incentive for renewable energy production by linking the incentive to not just the outlay but also the output. The Policy also provides for the respective power regulators to mandate feed-in-laws for renewable energy, as may be appropriate and as provided under the Electricity Act.

State solar policies

Our Company's operations are also subject to the solar policies framed in the states in which the solar power projects are implemented, and we supply our products to such projects. Such policies typically provide a framework for the governance of the solar power industry and projects, procedures for undertaking of bids, terms of the renewable purchase obligations, connectivity to grid lines and the measures to be taken to promote the development of solar power in the state, including incentives to manufacturer such as grants of concessions on certain taxes, research and development initiatives. For example, we have been granted incentives under the Electronics Policy (2016-2021) of the Government of Gujarat, wherein we have been granted capital subsidy, reimbursement of stamp duty and registration fees, interest subsidy and power tariff incentives.

Draft National Renewable Energy Act, 2015 ("Draft NRE Act")

The Draft NRE Act has been formulated by the Ministry of New and Renewable Energy ("**MNRE")** with the aim to promote the production of energy through use of renewable energy sources. The Draft NRE Act seeks to provide a framework to facilitate and promote the use of renewable energy. It aims to address issues with respect to renewable energy such as the principles of grid planning and operation and the concept of national targets and its compliance by utilities. It proposes the creation of a framework for governance of renewable energy at the national and state level by creating a national renewable energy committee and a national renewable energy advisory group. It also requires states to establish a state-level implementing agency responsible for implementing renewable projects. The Draft NRE Act would require the MNRE to prepare and publish a national renewable energy policy in consultation with the state governments, from time to time, to formulate and implement a state level renewable energy policy, and renewable energy plan taking into consideration the applicable national renewable energy policy and national renewable energy plan.

Among other things, the Draft NRE Act proposes to empower the GoI and State Governments to establish national renewable energy funds and state green funds, respectively, to meet the expenses incurred for implementing the national renewable energy policy and national renewable energy plan. Further, unlike the Electricity Act, no license is required for supply of electricity, if generated from renewable energy sources under the provisions of the Draft NRE Act.

Electricity (Promoting Renewable Energy Through Green Energy Open Access) Rules, 2022 ("Electricity Rules 2022)

The Ministry of Power ("**MoP**") has notified the Electricity Rules 2022. The Electricity Rules 2022 provide for generation, purchase and consumption of green energy, including the energy from waste-to-energy plants. It provides in detail for renewable purchase obligation (RPO), green energy open access, nodal agencies, procedure for the grant of green energy open access, green certificate, banking, charges to be levied on open access and cross-subsidy surcharge. It also provides for tariff for green energy which shall be determined by the appropriate commission. It shall comprise of the average pooled power purchase cost of the renewable energy, cross-subsidy charges, if any, and service charges covering the prudent cost of distribution licensee for providing the green energy.

Framework for Promotion of Decentralized Renewable Energy Livelihood Applications ("DRE Policy")

The Ministry of New and Renewable Energy issued the DRE Policy in February 2022 with the objective of facilitating the development of an enabling ecosystem for widespread access to DRE applications for promoting sustainable livelihoods in the country, including in rural and remote areas. The DRE policy aims to enable a market-oriented ecosystem to attract the private sector for the development and deployment of DRE based livelihood applications. It will ensure a strong monitoring and evaluation framework for long-term performance sustainability of DRE based livelihood solutions and to assess their impact on different populations including marginalized groups and women. Further, it will promote skill development for strengthening the service infrastructure at the local level and encourage innovation and research and development to develop efficient and cost-effective DRE livelihood applications.

Industrial Policy Resolution 2022

The Industrial Policy Resolution (IPR) 2022 is a policy framework formulated with the prime objective of accelerating broad-based and regionally balanced industrial growth, generating large-scale employment opportunities and making Odisha a preferred investment destination through investment promotion, investment facilitation, industrial infrastructure development and incentive framework. Under the IPR 2022, industries were classified into four categories namely, priority sectors, thrust sectors, negative sectors and all other sectors.

Our Company was granted land at Neulapoi, Dhenkanal district with land size of 1,075 acres under the thrust sector category as per the IPR 2022 *vide* letter dated August 28, 2023, issued by the Industries Department, Government of Odisha. The following thrust sector incentives were available to our Company from the Government of Odisha, subject to fulfilment of the eligibility criteria and conditions of the IPR 2022: (i) Land at concessional industrial rate plus reimbursement of 50% of land cost, post commercial production and employment of 1,000 Odisha domiciled employees; (ii) 100% reimbursement of the stamp duty; (iii) 30% Capital Investment Subsidy on investment in plant and machinery with no upper limit; (iv) Power tariff reimbursement at ₹2 per unit for 10 years; (v) 100% exemption of electricity duty for 10 years; (vi) 100% reimbursement of SGST capped at 200% of total capital expenditure in plant and machinery, without any time limit; and (vii) Reimbursement of ESI/EPF for 7 years for Odisha domiciled employees.

Production Linked Incentive Scheme formulated by the MNRE

The Production Linked Incentive Scheme 'National Programme on High Efficiency Solar PV Modules' was issued by the MNRE on April 28, 2011. The aim of the scheme was to promote manufacturing of high efficiency solar PV modules in India and thus reduce import dependence in the area of renewable energy. The objectives of the scheme were to (a) to build up solar PV manufacturing capacity of high efficiency modules; (b) to bring technology to India for manufacturing high efficiency modules; (c) to promote setting up of integrated plants for better quality control and competitiveness; (d) to develop an ecosystem for sourcing of local material in solar manufacturing; and (e) employment generation and technological self-sufficiency. The MNRE decided to implement the scheme through the Indian Renewable Energy Development Agency ("**IREDA**") as the implementing agency and allocated an amount of ₹45,000 million to be spent over a period of five years. The selection of beneficiaries was carried out through a bidding process and applications were shortlisted after consideration of parameters such as the extent of integration, manufacturing capacity and minimum module performance. However, in order to qualify for the bid, the applicant manufacturer was required to undertake to set up a manufacturing plant of minimum 1,000 MW capacity (1,000 MW each for all individual stages included in the manufacturer's proposal). Subsequent to shortlisting based on the aforesaid parameters, the shortlisted bidders were assigned marks, for determining their inter-se position based on certain criteria.

The Production Linked Incentive Scheme (Tranche II) under the 'National Programme on High Efficiency Solar PV Modules' was issued by the MNRE on September 30,2022 with an additional objective of encouraging sustainable manufacturing practices and adoption of circular eonomy approaches. The outlay for this PLI Scheme was initially ₹45,000 million (Tranche I), however, in order to establish a larger manufacturing base for solar PV modules, an additional allocation of ₹195,000 million for manufacture of high efficiency modules was made. The PLI Scheme (Tranche-II) has been implemented by the MNRE with the Solar Energy Corporation of India Limited ("**SECI**") as the implementing agency. Bidders were selected on the basis of parameters such as extent of integration, manufacturing capacity proposed to be set up (in GW), year-wise percentage of local value addition and year-wise performance parameters of manufactured modules. However, in order to qualify for the bid, the applicant manufacturer was required to undertake to set up a manufacturing plant of minimum 1,000 MW capacity (1,000 MW each for all individual stages included in the manufacturer's proposal). The manufacturing units sanctioned under the programme were eligible for availing funds on an annual basis on sale of high efficiency solar PV modules for five years from commissioning or five years from scheduled commissioning date, whichever was earlier. Consequently, in case of delayed commissioning, the PLI period would reduce from five years by the period of the delay in commissioning.

Our Company was selected as a manufacturer under the Production Linked Incentive Scheme (Tranche II) *vide* letter of award dated April 18,2023 under the National Programme on High Efficiency Solar PV Modules for setting up of a manufacturing facility having manufacturing capacity of 6,000 MW as a greenfield project over a period of 5 years, for a PLI amount of ₹19,232.40 million.

Environmental laws

The Environment (Protection) Act, 1986 ("EPA"), read with Environment Protection Rules, 1986 (the "EP Rules") and the Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emit any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.
Further, the EP Rules specifies, *inter alia*, the standards for emission or discharge of environmental pollutants, prohibitions and restrictions on the location of industries as well as on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the relevant state pollution control boards. Under the Water Act, any individual, industry or institution discharging industrial or domestic waste into water must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control and abatement of air pollution. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant.

Labour laws

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Contract Labour (Regulation and Abolition) Act, 1970, the Shops and Establishments Act, 1953, the Maternity Benefit Act, 1961 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) **Code on Wages, 2019**, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, Professional Tax Act, 1975 and the Equal Remuneration Act, 1976. It regulates, *inter alia*, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.

(b) **Industrial Relations Code, 2020**, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes and simplifies the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

(c) **Code on Social Security, 2020**, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, *inter alia* including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(d) **The Occupational Safety, Health and Working Conditions Code, 2020**, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020.

These codes shall become effective on the day that the Government shall notify for this purpose.

Intellectual Property Laws

The Trade Marks Act, 1999 ("Trademarks Act")

The Trademarks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement. The Trademarks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying for trademarks.

The Patents Act, 1970 ("Patents Act")

The Patents Act provides for the application and registration of new inventions of products or processes for granting exclusive rights to the holder of such a patent and obtaining relief in case of infringement. Under the Patents Act, the registration is granted for a fixed period and after the expiry of the term of the patent, it becomes available in the public domain for use without having to pay any fee / royalty to the inventor of the product or process.

Other laws

Insolvency and Bankruptcy Code, 2016 ("IBC")

The IBC was enacted with the objective of consolidating and amending the laws relating to reorganization and insolvency resolution of corporate persons, partnership firms and individuals in a time bound manner for maximization of the value of assets of such persons, to promote entrepreneurship, availability of credit and balance the interests of all the stakeholders, including alteration in the priority of payment of Government dues and to establish an Insolvency and Bankruptcy Fund, and matters connected therewith or incidental thereto. The IBC provides for designating the NCLT and the Debts Recovery Tribunal ("**DRT**") as the adjudicating authorities for corporate persons, firms and individuals for resolution of insolvency, liquidation and bankruptcy. Section 31 of the IBC provides that a resolution plan approved by the NCLT is binding on the corporate debtor, its employees, creditors, members, government authorities and other relevant stakeholders involved in the plan. Further, Section 32A of the IBC, provides immunity to the corporate debtor in respect of offence committed prior to the date of approval of resolution plan and the corporate debtor shall not be prosecuted for such an offence from the date of approval of resolution plan. It further provides that no action shall be taken against the property of corporate debtor in relation to offence committed prior to the commencement of the corporate insolvency resolution process.

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, tax related legislations and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations.

Foreign Investment Regulations

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("**FEMA Rules**") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("**Consolidated FDI Policy**"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. Under the Consolidated FDI Policy, 100% foreign direct investment under the automatic route, i.e., without requiring prior governmental approval, is permitted in the manufacturing sector. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e., direct foreign investment and indirect foreign investment) in an Indian company.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as 'Anmol Fluid Connectors Private Limited' at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 18, 1990, issued by the RoC. The name of our Company was changed to 'Waaree Solar Private Limited', pursuant to a fresh certificate of incorporation issued by the RoC on April 25, 2007. The name of our Company was further changed to 'Waaree Energies Priave Limited', pursuant to a fresh certificate of incorporation issued by the RoC on October 15, 2007. The name of our Company was further changed to 'Waaree Energies Private Limited', pursuant to a fresh certificate of incorporation issued by the RoC on December 12, 2007. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders held on March 8, 2013, and consequently the name of our Company was changed to its present name i.e., 'Waaree Energies Limited', pursuant to a fresh certificate of incorporation issued by the RoC on May 2, 2013.

Changes in the registered office

Except as disclosed below, there have been no changes in our registered office since our incorporation:

Effective date of change	Details of change	Reason(s) for change
April 14, 2000*	The registered office of our Company was changed from "233, Arun Chambers Tardeo Road, Mumbai 400 034" to "36/37 Damji Shyamji Ind Complex, Mahakali Caves Road, Andheri (East), Mumbai 400 093, Maharashtra"	Administrative and operational convenience
October 1, 2011	The registered office of our Company was changed from "36/37 Damji Shyamji Ind Complex, Mahakali Caves Road, Andheri (East), Mumbai 400 093, Maharashtra" to "602, 6th Floor, Western Edge - I, Western Express Highway, Borivali (East), Mumbai 400 066, Maharashtra"	Administrative and operational convenience

**We have been unable to trace filings with the RoC for the change in the registered office. The details of this change has been determined on the basis the minutes of the meetings of the board maintained by our Company. Also see, "Risk Factors – Legal and Regulatory Risk - Some of our corporate records relating to changes in the share capital of our Company, allotments made by our Company, and transfers and acquisitions of Equity Shares made by our Promoters, not traceable" on page 58.*

Changes in the name of our Company

Except as disclosed below, there have been no changes in the name of our Company since incorporation:

Effective date of change	Details of change	Reason(s) for change
April 25, 2007	The name of our Company was changed from 'Anmol Fluid Connectors Private Limited' to 'Waaree Solar Private Limited'	To align with the group company name
October 15, 2007	The name of our Company was changed from 'Waaree Solar Private Limited' to 'Waaree Energies Priave Limited'	To reflect changes in the objects of the Company and add the word 'Energies' to the existing name
December 12, 2007	The name of our Company was changed from 'Waaree Energies Priave Limited' to 'Waaree Energies Private Limited'	To correct the typographical error in name from 'Priave' to 'Private'
May 2, 2013	The name of our Company was changed from 'Waaree Energies Private Limited' to 'Waaree Energies Limited'	Pursuant to conversion from private limited to public limited company

Main objects of our Company

The main objects contained in our Memorandum of Association are as mentioned below:

"To carry on the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging or otherwise dealing in all aspects of Thermal, Hydro, Nuclear, Solar, Wind power and power generated through Non-conventional / Renewable Energy sources including construction, generation, operation and maintenance, renovation and modernization of Power Stations, Gas Turbine, Wind Farms Projects and also to undertake the business of other allied / ancillary industries

including those for utilization / sale / supply of steam and ash generated at power stations and other by-products and install, operate and manage all necessary plants, items equipment, cables, wires, lines, establishments and works."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

For details of key products or services launched by our Company, capacity/ facility creation, location of plants, entry into new geographies or exit from existing markets to the extent applicable, see "*Our Business*" on page 205.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' Resolution	Particulars
January 31, 2018	Clause V of our Memorandum of Association was substituted to reflect the increase in the authorized share capital of our Company, from ₹100,00,00,000 comprising 10,00,00,000 equity shares of ₹10 each to ₹500,00,00,000 comprising 50,00,00,000 equity shares of ₹10 each
September 1, 2021	Clauses III and IV of our Memorandum of Association were amended to comply with the requirements of the Companies Act, 2013.

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Calendar year	Particulars
2007	Entered the solar energy sector with a 30 MW module manufacturing line
2014	Started a joint venture with North Eastern Electric Power Corporation Limited ("**NEEPCO**") for implementation of solar power project in Sehore, Madhya Pradesh
2017	Acquired 40% shares in Waaneep Solar Private Limited from NEEPCO pursuant to which Waaneep Solar Private Limited became our wholly owned subsidiary
2018	Commissioned solar photovoltaic modules plant having capacity of 1,000MW
	Divested Waaneep Solar Private Limited to Hero Solar Energy Private Limited in tranches
2019	Commissioned international EPC project of 49.5 MWp ground mounted Song Giang solar power project in Vietnam
2021	Acquired 500 MW Solar Module manufacturing facility to take total installed capacity to 2GW
	Initiated construction activities for a solar cell manufacturing unit
2023	Increased capacity to 12GW
	Selected as a manufacturer under the PLI Scheme for setting up a manufacturing facility of 6GW as a greenfield project

Key awards, accreditations or recognitions

Our Company has received the following key awards, accreditations and recognitions:

Calendar Year	Key Awards/ Accreditations
2017	Solar PV EPC company of the year at the India Solar Week Excellence 2017 awarded by Solar Quarter
	Leadership in the category of Solar PV EPC Company of the Year Utility Scale (50 MW – 100 MW) at the India Solar Week Excellence Awards 2017 awarded by Solar Quarter
	Leadership in the category of Solar Module Company of the Year Utility Scale (Domestic Manufacturer) at the India Solar Week Excellence Awards 2017 awarded by Solar Quarter
	Consumer choice award by Solar Quarter in the category of rooftop application, flexible modules (Waaree Merlin Modules)
	Dun and Bradstreet Everest Industries Limited award for Metro RESCO Solar PV Project
2018	Solar Module company of the year in solar sector at the CSR Leadership Awards by ET Now
	Solar Module company of the Year (Monocrystalline Technology) Domestic at the Indian Solar PV Module TECH India Awards 2018 awarded by Solar Quarter

Calendar Year	Key Awards/ Accreditations
	Top- 30 Evergreen in India for solar rooftop power plant ((i) Indian oil fuel retail outlet, Madhya Pradesh; (ii) Reliance Mumbai Metro; and (iii) Swaminarayan Temple, Gujarat) Awards by SKOCH
2019	Best Green Product manufacturer of the year at the Green India Awards 2019
	Leading Solar Module manufacturer award at the Renewable Energy India Awards by Informa Market
	Rooftop EPC company of the year in industrial category for 5 KW – 150 KW by EQ International at Suryacon Chandigarh 2019
2021	Best brand 2021 by the Economic Times
2022	One of the top performers of 2022 in the PV Module Reliability Scorecard
	Indian module company of year for the state of Maharashtra at the Suryacon Pune Conference
	Leading renewable energy manufacturer – solar modules at the Renewable Energy India Awards 2022
2023	Most preferred workplace – manufacturing 2022-23 by Marksmen Network
	Best performing domestic modules of the year for the state of Tamil Nadu at the Suryacon Coimbatore Conference 2023
	Most preferred solar panel for rooftops in Maharashtra at the Suryacon Pune Conference
	Winner of the renewable energy – manufacturer- solar category by the Indian Chamber of Commerce 2023
	RE brand of the year at the RenewX Awards 2023
	Energy company of the year (Renewables) by the Economic Times at the Energy Leadership Awards 2023
	EPC company of the year for large scale projects – platinum category at the Suryacon Coimbatore Conference 2023 to Waaree Renewable Technologies Limited

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Subsidiaries, associates or joint ventures

For details with respect to our Subsidiaries, see "*Our Subsidiaries*" on page 253.

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associates.

Time/cost overrun

There have been no time/cost overruns in relation to implementation of our projects since incorporation.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/banks

As on the date of this Draft Red Herring Prospectus, there have been no defaults, restructuring or rescheduling of borrowings availed by our Company from financial institutions or banks.

Details of material acquisition or divestments in the last 10 years

Except as stated below, our Company has not undertaken a material acquisition or divestment of any business/undertaking in the 10 years preceding the date of this Draft Red Herring Prospectus:

1. Pursuant to the share purchase agreement dated July 11, 2018, as amended, along with the amended share purchase agreement dated December 31, 2018 executed between Hero Solar Energy Private Limited ("**Purchaser**"), Waaree Energies Limited, Hitesh Chimanlal Doshi, Viren Chimanlal Doshi and Waaneep Solar Private Limited ("**Waaneep Share Purchase Agreement**"), the Purchaser acquired 100% of the issued, subscribed and paid-up equity share capital of Waaneep Solar Private Limited along with the solar power project located in Andhra Pradesh ("**Nagari Project**") for which it paid an aggregate purchase consideration of ₹2,264.30 million and ₹67.30 million, respectively, aggregating to ₹2,331.60 million. Pursuant to letter dated November 9, 2018, the long stop date under the terms of the Waaneep Share Purchase Agreement was extended upto December 31, 2018 or such other later date as mutually agreed between the parties. Additionally, as per the terms of the Waaneep Share Purchase Agreement, an amount of ₹484.17 million is withheld by the Purchaser which will be remitted on closure of pending litigations and obligations in Waaneep

Solar Private Limited. Accordingly, Waaneep Solar Private Limited ceased to be a subsidiary of our Company.

2. Pursuant to the shareholders agreement dated July 10, 2018 executed between Aditya Birla Renewables Limited ("**Purchaser**"), Waaree Renewable Technologies Limited ("**Seller**"), and Waacox Energy Private Limited ("**Waacox**"), the Purchaser acquired 51% of the issued, subscribed and paid-up equity share capital of Waacox held by the Seller, thereby acquiring 100% shares of Waacox, for a consideration of ₹416.04 million. Accordingly, Waacox ceased to be a step-down subsidiary of our Company with effect from July 5, 2021.

3. Pursuant to the securities transfer form dated August 11, 2021 ("**SH-4 Securities Transfer Form**") executed between our Company and our Group Company, SGP Industrial Infrastructure Private Limited (*formerly known as Waaree Renewables Private Limited*), our Company transferred its entire shareholding of 10,000 equity shares of face value ₹10 each in Saswata Solar Private Limited to SGP Industrial Infrastructure Private Limited (*formerly known as Waaree Renewables Private Limited*) for an aggregate consideration of ₹0.10 million. Accordingly, Saswata Solar Private Limited ceased to be a subsidiary of our Company.

4. Our Company was allotted 1,08,00,000 equity shares of face value ₹10 each in Waaree Renewable Technologies Limited ("**Target Company**") by way of preferential allotment at a price of ₹18.50 per share, including premium of ₹8.50 per share, representing 51.89% of the Target Company's total paid-up equity share capital. This triggered an open offer requirement in terms of Regulations 3(1) and 3(2) of the SEBI Takeover Regulations. Thereafter, our Company made an open offer of upto 54,12,700 equity shares, representing 26% of the equity shares. Pursuant to the open offer, our Company acquired 78,841 fully-paid equity shares of face value ₹10 each for cash at a price of ₹18.50 per share, aggregating to ₹1.46 million, representing 0.38% of the emerging voting share capital of the Target Company on a fully diluted basis. The aggregate consideration for the transaction amounted to ₹201.26 million. The total post-offer shareholding of our Company in the Target Company is 52.27%.

5. Pursuant to the business transfer agreement dated March 5, 2021 ("**Business Transfer Agreement**") executed between SGP Industrial Infrastructure Private Limited (*formerly known as Waaree Renewables Private Limited*) ("**Seller**") and our Company, our Company acquired the solar business undertaking, having manufacturing capacity of 0.50 GW, owned by the Seller as a going concern and free from all encumbrances, on a slump sale basis for a lumpsum consideration of ₹20.93 million (net of liabilities), such that, after the proposed transaction, the valve business undertaking shall be carried out by the Seller exclusively and the solar business undertaking shall be housed, managed, and carried out by the Purchaser exclusively.

6. Upon the completion of the corporate insolvency resolution process and pursuant to the NCLT Order, the Indosolar Resolution Plan was effected from April 21, 2022, in accordance with which, post completion of certain regulatory filings with the Stock Exchanges, our Company acquired 40,000,000 equity shares ₹ 10 each of Indosolar Limited ("**Indosolar**"), aggregating to 96.15% of the paid-up share capital of Indosolar Limited. Further, in accordance with the Indosolar Resolution Plan, our Company has appointed six directors, namely Hitesh Chimanlal Doshi, Viren Chimanlal Doshi, Hitesh Pranjivan Mehta, Anita Jaiswal, Jayesh Dhirajlal Shah and Rajender Mohan Malla on the board of directors of Indosolar Limited. The equity shares of Indosolar Limited are listed on the Stock Exchanges. However, the equity shares are currently suspended from trading on the Stock Exchanges due to non-compliance with the minimum public shareholding requirement prescribed under the SEBI Listing Regulations. In relation to the suspension, Indosolar and Our Company (collectively, "**Applicants**") have filed an interlocutory application before the NCLT, New Delhi removal of difficulties in implementation of resolution plan and to allow listing and recommencement of trading of equity shares of Indosolar ("**NCLT Application**"). For further details in relation to the NCLT Application, see "*Outstanding Litigation and Other Material Developments - Litigation involving our Subsidiaries - Civil proceedings by our Subsidiary*" on page 464.

7. Our Company acquired 4,212,225 equity shares of Waaree Renewable Technologies Limited ("**WRTL**"), by way of an inter-se transfer by Nipa Viren Doshi, Hitesh Chimanlal Doshi, Binita H Doshi, Pankaj Chimanlal Doshi, Pujan Pankaj Doshi, Kirit Chimanlal Doshi and Bindiya Kirit Doshi (collectively, the "**Sellers**") in terms of SEBI Takeover Regulations on September 5, 2022, for an acquisition price of ₹ 353 per share, constituting 20.24% of the total share capital of WRTL. Consequently, our Company holds 74.51% of the total share capital of WRTL. Pursuant to such acquisition, our Company filed an exemption application before SEBI under Regulation 10(1)(a)(ii) of the SEBI Takeover Regulations stating that the acquisition was in compliance with Regulation 10(1)(a)(ii) of the SEBI Takeover Regulations as the Sellers were part of the

promoter group of WRTL. For further details, see "*Outstanding Litigation and Other Material Developments Litigation involving our Company - Actions by statutory or regulatory authorities*" on page 463.

Material mergers or amalgamation in the last 10 years

Our Company has not undertaken any material mergers or amalgamation in the 10 years preceding the date of this Draft Red Herring Prospectus.

Revaluation of assets in the last 10 years

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Red Herring Prospectus.

Details of shareholders' agreements

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholder's agreements among our shareholders *vis-a-vis* our Company.

Other agreements

Neither our Promoters nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

Our Company has not entered into any other subsisting material agreement, other than in the ordinary course of business.

There are no inter-se agreements/ arrangements to which the Company or any of its Promoters or Shareholders are a party to and there are no clauses/ covenants which are material and which needs to be disclosed, and that there are no other clauses / covenants which are adverse / prejudicial to the interest of the minority / public shareholders of the Company. Further, there are no other agreements, deed of assignments, acquisition agreements, shareholder agreements, inter-se agreements or agreements of like nature.

Significant financial and/or strategic partners

Our Company does not have any significant financial and/or strategic partners as of the date of filing this Draft Red Herring Prospectus.

Details of guarantees given to third parties by our Promoter Selling Shareholder

As on the date of this Draft Red Herring Prospectus, Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)*, our Promoter Selling Shareholder, has issued the following guarantee to third parties. This guarantee is in the nature of corporate guarantees and has been issued towards contractual obligations in respect of loans availed by our Company.

Name of lender	Name of borrower(s)	Type of borrowing/facility	Amount Guaranteed (in ₹ million)	Amount outstanding as on November 30, 2023 (in ₹ million)
Consortium lending - State Bank of India, Bank of Maharashtra, IndusInd Bank and HSBC Bank[1]	Our Company	Working capital facilities	5,000.00	2,768.17

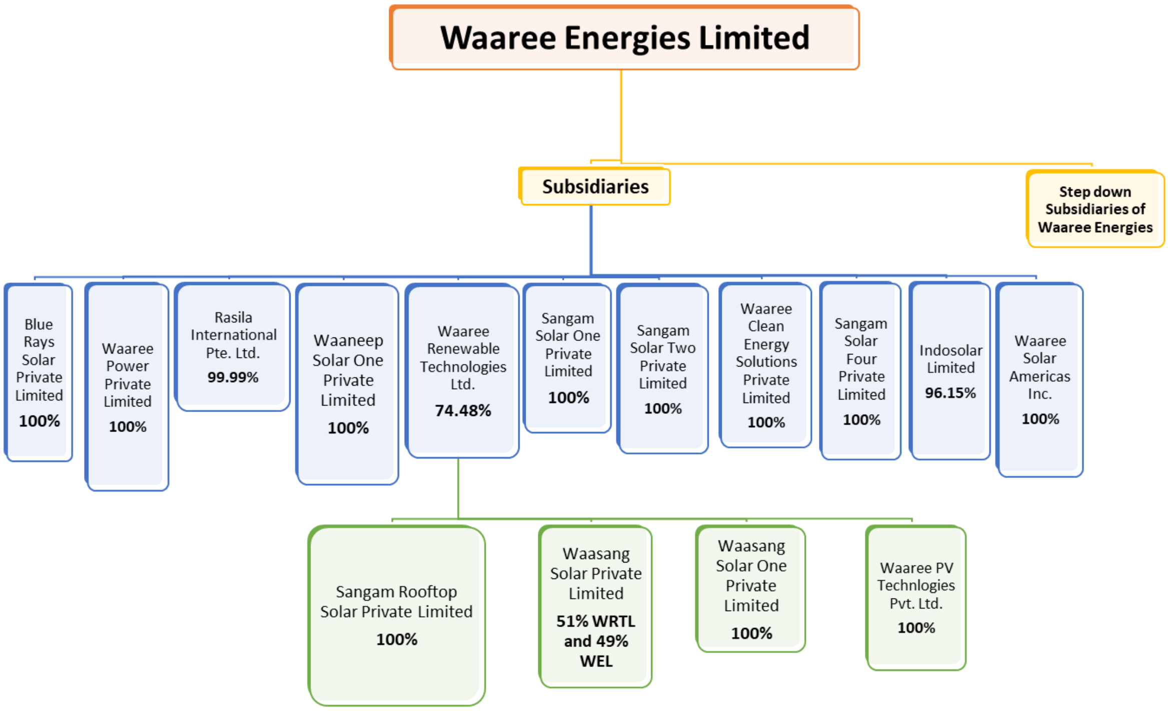
**As certified by SGCO & Co LLP, Chartered Accountants, pursuant to their certificate dated December 28, 2023.*

[1] Guarantee was issued by Waaree Sustainable Finance Private Limited (formerly known as Mahavir Thermoequip Private Limited), along with certain of our Promoters and members of Promoter Group.

The abovementioned guarantee is typically effective for a period till the underlying loan is repaid by the respective borrower. The financial implications in case of default by the relevant borrower would entitle the lenders to invoke the corporate guarantee by our corporate Promoter to the extent of outstanding loan amount. For details of security provided by the borrowers, see, "*Financial Indebtedness - Principal terms of the borrowings availed by us*" on page 458.

OUR SUBSIDIARIES

As on the date of this Draft Red Herring Prospectus, our Company has eleven direct Subsidiaries and four step-down Subsidiaries, details of which are provided below.



Set out below are details of our Subsidiaries.

1. Waaree Clean Energy Solutions Private Limited ("WCESPL")

Corporate Information

WCESPL was incorporated as 'Sangam Solar Three Private Limited' on February 4, 2020, as a private limited company under the Companies Act, 2013. The name was subsequently changed to 'Waaree Clean Energy Solutions Private Limited' pursuant to a fresh certificate of incorporation issued by the RoC on December 26, 2023. Its CIN is U28195MH2020PTC337134 and its registered office is situated at 602, 6th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai – 400066.

Nature of Business

WCESPL is currently engaged in the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging, or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power and power generated through non-conventional / renewable energy sources.

Capital Structure

The capital structure of WCESPL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	1,000,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of WCESPL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Energies Limited	9,999	99.99
2.	Pujan Pankaj Doshi (Nominee of Waaree Energies Limited)	1	*Negligible*
Total		**10,000**	**100.00**

2. Waaree Power Private Limited ("WPPL")

Corporate Information

WPPL was incorporated as a private limited company on December 17, 2019, under the Companies Act, 2013. Its CIN is U40108MH2019PTC334568 and its registered office is situated at 602, 6th Floor, Western Edge- I, Western Express Highway, Borivali (East), Mumbai – 400066.

Nature of Business

WPPL is currently engaged in the business of carrying out the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power and power generated through non-conventional / renewable energy sources.

Capital Structure

The capital structure of WPPL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	40,000,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of WPPL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Energies Limited	9,999	99.99
2.	Hitesh Chimanlal Doshi (Nominee of Waaree Energies Limited)	1	*Negligible*
Total		**10,000**	**100.00**

3. Waaneep Solar One Private Limited ("WSPL One")

Corporate Information

WSPL One was incorporated as a private limited company on June 16, 2018, under the Companies Act, 2013. Its CIN is U40300MH2018PTC310819 and its registered office is situated at 602, 6th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai – 400066.

Nature of Business

WSPL One is currently engaged in the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging, or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power and power generated through non-conventional / renewable energy sources.

Capital Structure

The capital structure of WSPL One as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	10,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of WSPL One as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Energies Limited	9,999	99.99
2.	Hitesh Pranjivan Mehta (Nominee of Waaree Energies Limited)	1	*Negligible*
Total		**10,000**	**100.00**

4. Sangam Solar One Private Limited ("SSPL One")

Corporate Information

SSPL One was incorporated as a private limited company on February 4, 2020, under the Companies Act, 2013. Its CIN is U40300MH2020PTC337130 and its registered office is situated at 602, 6th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai – 400066.

Nature of Business

SSPL One is currently engaged in the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging, or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power and power generated through non-conventional / renewable energy sources.

Capital Structure

The capital structure of SSPL One as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	10,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of SSPL One as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Energies Limited	9,999	99.99
2.	Pujan Pankaj Doshi (Nominee of Waaree Energies Limited)	1	*Negligible*
Total		**10,000**	**100.00**

5. **Sangam Solar Two Private Limited ("SSPL Two")**

Corporate Information

SSPL Two was incorporated as a private limited company on February 4, 2020, under the Companies Act, 2013. Its CIN is U40106MH2020PTC337132 and its registered office is situated at 602, 6th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai – 400066.

Nature of Business

SSPL Two is currently engaged in the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging, or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power and power generated through non-conventional / renewable energy sources.

Capital Structure

The capital structure of SSPL Two as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	10,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of SSPL Two as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Energies Limited	9,999	99.99
2.	Pujan Pankaj Doshi (Nominee of Waaree Energies Limited)	1	*Negligible*
Total		**10,000**	**100.00**

6. **Sangam Solar Four Private Limited ("SSPL Four")**

Corporate Information

SSPL Four was incorporated as a private limited company on February 4, 2020, under the Companies Act, 2013. Its CIN is U40100MH2020PTC337133 and its registered office is situated at 602, 6th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai – 400066.

Nature of Business

SSPL Four is currently engaged in the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging, or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power and power generated through non-conventional / renewable energy sources.

Capital Structure

The capital structure of SSPL Four as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	10,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of SSPL Four as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Energies Limited	9,999	99.99
2.	Pujan Pankaj Doshi (Nominee of Waaree Energies Limited)	1	*Negligible*
Total		**10,000**	**100.00**

7. Blue Rays Solar Private Limited ("BRSPL")

Corporate Information

BRSPL was incorporated as a private limited company on October 3, 2010, under the Companies Act, 1956. Its CIN is U40106MH2010PTC208561 and its registered office is situated at 602, 6th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai – 400066.

Nature of Business

BRSPL is currently engaged in the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging, or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power and power generated through non-conventional / renewable energy sources.

Capital Structure

The capital structure of BRSPL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	12,000,000
Issued, subscribed and paid-up share capital	11,784,000

Shareholding Pattern

The shareholding pattern of BRSPL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Energies Limited	1,17,83,999	99.99
2.	Viren Chimanlal Doshi (Nominee of Waaree Energies Limited)	1	*Negligible*
Total		**1,17,84,000**	**100.00**

8. Rasila International Pte. Limited ("RIPL")

Corporate Information

RIPL is a foreign subsidiary of our Company and was incorporated as a private limited company on October 19, 2011, under the Companies Act, (Cap.50) and the laws of Singapore. Its Company No. is 2011-31273-H and its registered office is situated at 7500A, Beach Road, #08-313., The Plaza, Singapore – 199591.

Nature of Business

RIPL is currently engaged in the business of trading in all types of commodities such as metals, minerals, agricultural products, textiles, chemicals and other commodities with persons, corporations, partnerships, firms and associations.

Capital Structure

The capital structure of RIPL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of ordinary shares of face value of $ 1 each
Authorised share capital	10,001
Issued, subscribed and paid-up share capital	10,001

Shareholding Pattern

The shareholding pattern of RIPL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of ordinary shares (of $ 1 each) held	Percentage of total capital (%)
1.	Waaree Energies Limited	10,000	99.99
2.	Kalyanasundaram Maran	1	*Negligible*
Total		**10,001**	**100.00**

9. Waaree Renewable Technologies Limited ("WRTL")

WRTL was incorporated as 'Sangam Advisors Private Limited' on June 22, 1999, as a private limited company under the Companies Act, 1956. The name was subsequently changed to 'Sangam Advisors Limited' pursuant to conversion to a public limited company and a fresh certificate of incorporation issued by the RoC on November 18, 2011. The name was further changed to 'Sangam Renewables Limited', pursuant to a fresh certificate of incorporation issued by the RoC on May 3, 2018. Subsequently, the name was changed to its present name, Waaree Renewable Technologies Limited, pursuant to a fresh certificate of incorporation issued by the RoC on July 19, 2021. Its CIN is L93000MH1999PLC120470 and its registered office is situated at 504, 5th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai – 400066.

The equity shares of WRTL are currently listed on BSE (Scrip code: 534618). The board of directors have, in their meeting held on October 26, 2023, approved the unaudited financial results of WRTL for the quarter and half year ended September 30, 2023 and pursuant to the requirement of the SEBI Listing Regulations disclosed said quarterly results to BSE vide an intimation dated October 26, 2023.

Nature of Business

WRTL is currently engaged in the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, transmitting, distributing, supplying, exchanging or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power and power generated through non-conventional / renewal energy sources.

Capital Structure

The capital structure of WRTL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	21,000,000
Issued, subscribed and paid-up share capital	20,829,853

Shareholding Pattern

In accordance with the SEBI Listing Regulations, WRTL is required to submit to the stock exchange(s) the shareholding pattern on a quarterly basis, within 21 days from the end of the end of each quarter. Accordingly, last available shareholding pattern of WRTL as on September 30, 2023 (as submitted to BSE) is as follows:

Category of shareholder	Nos. of sharehol ders	No. of fully paid-up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	Number of equity shares held in dematerialized form
(A) Promoter and promoter group	1	15,510,049	15,510,049	74.48	15,510,049	74.48	15,510,049
(B) Public	24,843	5,315,091	5,315,091	25.52	5,315,091	25.52	5,315,091
(C1) Shares underlying depository receipts	-	-	-	0.00	-	0.00	-
(C2) Shares held by employee trust	-	-	-	0.00	-	0.00	-
(C) Non promoter-non public	-	-	-	0.00	-	0.00	-
Grand Total	**24,844**	**20,825,140**	**20,825,140**	**100.00**	**20,825,140**	**100.00**	**20,825,140**

10. Waaree Solar Americas Inc. ("Waaree Americas")

Corporate Information

Waaree Americas is a foreign subsidiary and was incorporated on April 21, 2021, under the General Corporation Law of the State of Delaware in the USA. Its Company File No. is 5861021 and its registered office is situated at 16192 Coastal Highway, Lewes, Sussex – 19958.

Nature of Business

Waaree Americas is incorporated to carry on the business of engaging in any lawful act or activity for which corporations may be organised under the general corporation law of Delaware.

Capital Structure

The capital structure of Waaree Americas as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of shares of face value of $ 1 each
Authorised share capital	1,000,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of Waaree Americas as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of shares (of $ 1 each) held	Percentage of total capital (%)
1.	Waaree Energies Limited	10,000	100.00
Total		**10,000**	**100.00**

11. Indosolar Limited ("Indosolar")

Indosolar was incorporated as a public limited company on April 8, 2005 under the Companies Act, 1956. Its CIN is L18101DL2005PLC134879 and its registered office is situated at C-12, Friends Colony (East), New Delhi – 110065.

Our Company acquired Indosolar as a subsidiary through the corporate resolution insolvency process under the Insolvency and Bankruptcy Code, 2016.

The equity shares of Indosolar are currently listed on BSE (Scrip code: 533257) and NSE (Symbol: INDOSOLAR). However, the equity shares are currently suspended from trading on the Stock Exchanges. For further details, see "*Outstanding Litigation and Material Developments*" on page 462, respectively. The board of directors have, in their meeting held on November 6, 2023, approved the unaudited financial results of Indosolar for the quarter and half year ended September 30, 2023 and pursuant to the requirement of the SEBI Listing Regulations disclosed said quarterly results to the Stock Exchanges vide an intimation dated November 6, 2023.

Nature of Business

Indosolar is authorised to *inter alia* carry on the business in the online value chain of solar energy systems processing, casting, cell manufacturing, module manufacturing and system installation. It is currently not engaged in any business activity.

Capital Structure

The capital structure of Indosolar as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	**No. of equity shares of face value of ₹10 each**
Authorised share capital	500,000,000
Issued, subscribed and paid-up share capital	41,603,691

Shareholding Pattern

In accordance with the SEBI Listing Regulations, Indosolar is required to submit to the stock exchange(s) the shareholding pattern on a quarterly basis, within 21 days from the end of the end of each quarter. Accordingly, last available shareholding pattern of Indosolar as on September 30, 2023 (as submitted to the Stock Exchanges) is as follows:

Category of shareholder	**Nos. of shareholders**	**No. of fully paid-up equity shares held**	**Total nos. shares held**	**Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)**	**No. of Voting Rights**	**Total as a % of Total Voting right**	**Number of equity shares held in dematerialized form**
(A) Promoter and promoter group	1	40,000,000	40,000,000	96.15	40,000,000	96.15	40,000,000
(B) Public	60,867	1,603,691	1,603,691	3.85	1,603,691	3.85	1,603,691
(C1) Shares underlying depository receipts	-	-	-	0.00	-	0.00	-
(C2) Shares held by employee trust	-	-	-	0.00	-	0.00	-
(C) Non promoter-non public	-	-	-	0.00	-	0.00	-
Grand Total	**60,868**	**41,603,691**	**41,603,691**	**100.00**	**41,603,691**	**100.00**	**41,603,691**

12. Sangam Rooftop Solar Private Limited ("SRSPL")

Corporate Information

SRSPL was incorporated as '8M Solar Fund Private Limited' on September 14, 2016, under the Companies Act, 2013. The name was subsequently changed to its present name, Sangam Rooftop Solar Private Limited, pursuant to a fresh certificate of incorporation issued by the RoC on July 3, 2019. Its CIN is U74999MH2016PTC315380 and its registered office is situated at 504, 5th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai- 400066.

Nature of Business

SRSPL is currently engaged in the business of operating and managing any type of renewable or conventional energy power stations, promoting research and development, selecting suitable sites for solar power stations and ancillary facilities of every kind and description, and ensuring proper evacuation of power from such stations by providing for associated transmission facilities required for the purpose.

Capital Structure

The capital structure of SRSPL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	250,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of SRSPL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of ordinary shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Renewable Technologies Limited	9,999	99.99
2.	Pujan Pankaj Doshi (Nominee of Waaree Renewable Technologies Limited)	1	*Negligible*
Total		**10,000**	**100.00**

Our Company, indirectly through our Subsidiary, Waaree Renewable Technologies Limited, holds shares in SRSPL.

13. Waasang Solar Private Limited (“WSPL”)

Corporate Information

WSPL was incorporated as a private limited company on July 18, 2018, under the Companies Act, 2013. Its CIN is U40106MH2018PTC312031 and its registered office is situated at 504, 5th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai- 400066.

Nature of Business

WSPL is currently engaged in the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging, or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power and power generated through non-conventional / renewable energy sources.

Capital Structure

The capital structure of WSPL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	10,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of WSPL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of ordinary shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Renewable Technologies Limited	9,999	99.99

Sr. No.	Name of the shareholder	Number of ordinary shares (of ₹10 each) held	Percentage of total capital (%)
2.	Pujan Pankaj Doshi (Nominee of Waaree Renewable Technologies Limited)	1	*Negligible*
Total		**10,000**	**100.00**

Our Company, indirectly through our Subsidiary, Waaree Renewable Technologies Limited, holds shares in WSPL.

14. Waaree PV Technologies Private Limited ("WPTPL")

Corporate Information

WPTPL was incorporated as 'Anelec Engineering Private Limited' on October 24, 1985, under the Companies Act, 1956. The name was subsequently changed to its present name, Waaree PV Technologies Private Limited, pursuant to a fresh certificate of incorporation issued by the RoC on December 10, 2015. Its CIN is U40300MH1985PTC333383 and its registered office is situated at 504, 5th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai – 400066.

Nature of Business

WPTPL is currently engaged in the business of processing, fabricating, assembling, manufacturing, buying, importing, exporting, selling and dealing, both as wholesaler and retailer, in all kinds of electrical and electronic goods, apparatus, components, parts, devices, instruments, tools and accessories for any scientific, commercial, industrial, household or personal use or for any other purpose.

Capital Structure

The capital structure of WPTPL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	50,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of WPTPL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of ordinary shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Renewable Technologies Limited	9,999	99.99
2.	Pujan Pankaj Doshi (Nominee of Waaree Renewable Technologies Limited)	1	*Negligible*
Total		**10,000**	**100.00**

Our Company, indirectly through our Subsidiary, Waaree Renewable Technologies Limited, holds shares in WPTPL.

15. Waasang Solar One Private Limited ("WSOPL")

Corporate Information

WSOPL was incorporated as a private limited company on August 29, 2018, under the Companies Act, 2013. Its CIN is U40300MH2018PTC313194 and its registered office is situated at 504, 5th Floor, Western Edge-I, Western Express Highway, Borivali (East), Mumbai- 400066.

Nature of Business

WSOPL is currently engaged in the business of generating, trading, purchasing, marketing, selling, importing, exporting, producing, manufacturing, transmitting, distributing, supplying, exchanging or otherwise dealing in all aspects of thermal, hydro, nuclear, solar, wind power generated through non-conventional/renewal energy sources.

Capital Structure

The capital structure of WSOPL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	10,000
Issued, subscribed and paid-up share capital	10,000

Shareholding Pattern

The shareholding pattern of WSOPL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of ordinary shares (of ₹10 each) held	Percentage of total capital (%)
1.	Waaree Renewable Technologies Limited	5,100	51.00
2.	Waaree Energies Limited	4,900	49.00
Total		**10,000**	**100.00**

Our Company, indirectly through our Subsidiary, Waaree Renewable Technologies Limited, also holds shares in WSOPL.

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company.

Interest in our Company

Except as provided in "*Our Business*" and "*Related Party Transactions*" on pages 205 and 404, respectively, none of our Subsidiaries have any business interest in our Company.

Common pursuits

None of our Subsidiaries is in the same line of business as that of our Company and accordingly, none of our Subsidiaries have any common pursuits with our Company. As disclosed in "*Objects of the Offer – Details of objects of the Offer*" on page 130, the Project shall be housed in our Company's wholly owned Subsidiary, Sangam Solar One Private Limited, pursuant to which, Sangam Solar One Private Limited will be in the same line of business as that of our Company. This being a strategic business decision by our Company, our Company does not anticipate any conflict situations. Further, as disclosed in "*Our Business – Business Strategies - Maintain leadership position in the utility and enterprise modules sales market with continued capacity expansion in India and abroad*" on page 214, pursuant to installation solar module manufacturing capacity at the Indosolar facility and establishment of a new facility in the United States, Indosolar Limited and Waaree Solar Americas Inc. will also be in the same line of business as that of our Company. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

Other confirmations

Except Waaree Renewable Technologies Limited whose equity shares are listed on BSE and Indosolar Limited whose equity shares are listed on BSE and NSE, none of our Subsidiaries have their securities listed on any stock exchange in India or abroad. Further, except as disclosed in "*Risk Factors - In the past, one of our Group Companies had failed to meet certain legal requirements of SEBI and the Stock Exchanges. Further, in the past our Subsidiaries, Waaree Renewable Technologies Limited and Indosolar Limited, had failed to meet certain legal requirements of SEBI and the Stock Exchanges*." on page 54, Waaree Renewable Technologies Limited and Indosolar Limited have not failed to meet the listing requirements of any stock exchange in India or abroad, to the extent applicable. Further, none of our Subsidiaries have been refused listing of their securities by any stock exchange in India or abroad.

OUR MANAGEMENT

Board of Directors

The Articles of Association of our Company require that our Board shall comprise of not less than three Directors and not more than fifteen Directors.

As on the date of filing this Draft Red Herring Prospectus, we have eight Directors on our Board, of whom four are Independent Directors including one woman independent director. Our Company is in compliance with the corporate governance laws prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Hitesh Chimanlal Doshi *Designation*: Chairman and Managing Director *Date of birth*: February 22, 1967 *Address*: Near Jain Temple, 93, Mahagiri, Ashok Nagar, Kandivali (East), Mumbai - 400 101, Maharashtra *Occupation*: Business *Current term*: For a period of five years, with effect from May 2, 2019 till May 1, 2024. Re-appointed for a further term of five years, with effect from May 2, 2024 till May 1, 2029. *Period of directorship*: Since February 16, 2007 *DIN*: 00293668	56	*Indian companies* 1. All India Solar Industries Association; 2. Indosolar Limited; 3. Jito Digital Connect Limited; 4. Jito Education Assistance Foundation; and 5. Shravak Unnati Foundation. *Foreign companies* 6. RCD Europe Limited
Viren Chimanlal Doshi *Designation*: Whole-time Director *Date of birth*: November 6, 1968 *Address*: Near Jain Temple, 93, Mahagiri, Ashok Nagar, Kandivali (East), Mumbai - 400 101, Maharashtra *Occupation*: Business *Current* term: For a period of five years, with effect from May 2, 2019 till May 1, 2024, liable to retire by rotation. Re-appointed for a further term of five years, with effect from May 2, 2024 till May 1, 2029. *Period of directorship*: Since November 26, 2007 *DIN*: 00207121	55	*Indian companies* 1. Blue Rays Solar Private Limited; 2. Indosolar Limited; 3. Omntec Waaree ATG Private Limited; 4. Waaneep Solar One Private Limited; 5. Waaree Infrastructure & Agritech Private Limited; 6. Waaree Power Private Limited; 7. Waaree Solar Private Limited; and 8. Waaree Renewable Technologies Limited. *Foreign companies* Nil
Hitesh Pranjivan Mehta *Designation*: Whole-time Director and Chief Financial Officer *Date of birth*: July 29, 1965 *Address*: F 202, Krishna Residency, Sundar Nagar, Near Dalmia College, Malad West, Mumbai - 400 064, Maharashtra	58	*Indian companies* 1. Blue Rays Solar Private Limited; 2. Indosolar Limited; 3. Sangam Rooftop Solar Private Limited; 4. Saswata Solar Private Limited. 5. Waaneep Solar One Private Limited; 6. Waaree PV Technologies Private Limited; 7. Waaree Renewable Technologies Limited; 8. Waasang Solar One Private Limited; and 9. Waasang Solar Private Limited.

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Occupation: Business *Current* term: For a period of five years, with effect from May 2, 2019 till May 1, 2024, liable to retire by rotation. Re-appointed for a further term of five years, with effect from May 2, 2024 till May 1, 2029. *Period of directorship*: Since April 1, 2011 *DIN*: 00207506		*Foreign companies* 1. Waaree Solar Americas Inc.
Dr. Arvind Ananthanarayanan *Designation*: Non-Executive Director *Date of birth*: May 28, 1982 *Address*: L-7/56, Tilak Vrundavan CHS, Chembur, Tilak Nagar, Mumbai – 400 069, Maharashtra *Occupation*: Business *Current* term: Liable to retire by rotation *Period of directorship*: Since May 16, 2023 *DIN*: 10164194	41	*Indian companies* Nil *Foreign companies* Nil
Sujit Kumar Varma *Designation*: Independent Director *Date of birth*: January 6, 1961 *Address*: A-20, Sterling Apartment, Pedder Road, Mumbai 400 026, Maharashtra *Occupation*: Professional *Current* term: For a period of five years, with effect from February 25, 2021 till February 24, 2026, not liable to retire by rotation *Period of directorship*: Since February 25, 2021 *DIN*: 09075212	62	*Indian companies* 1. Capri Global Asset Reconstruction Private Limited; 2. Evyavan Assets Management Limited; 3. L&T Metro Rail (Hyderabad) Limited; 4. Prime Securities Limited; 5. Tata Asset Management Private Limited; 6. Tata Capital Housing Finance Limited; 7. Tata Cleantech Capital Limited; 8. Tata Pension Management Limited; and 9. Uflex Limited. *Foreign companies* Nil
Rajender Mohan Malla *Designation*: Independent Director *Date of birth*: May 15, 1953 *Address*: C- 4/19, Safdarjung Development Area, Hauz Khas, South-West, Delhi - 110 016 *Occupation*: Professional *Current* term: For a period of five years, with effect from January 16, 2019 till January 15, 2024, not liable to retire by rotation *Period of directorship*: Since January 16, 2019 *DIN*: 00136657	70	*Indian companies* 1. Adani Airports Holdings Limited; 2. Adani Capital Private Limited; 3. Centillion Finance Private Limited; 4. Filatex Fashions Limited; 5. Indosolar Limited; 6. IOL Chemicals and Pharmaceuticals Limited; 7. Metro Tyres Limited; 8. Mumbai International Airport Limited; 9. Navi Mumbai International Airport Private Limited; 10. NextGen Telesolutions Private Limited; 11. Share Microfin Limited; 12. Srifin Credit Private Limited; and 13. Waaree Technologies Limited. *Foreign companies* Nil

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Jayesh Dhirajlal Shah *Designation*: Independent Director *Date of birth*: May 27, 1965 *Address*: D/203, Panchsheel Heights, Mahavir Nagar, Dahanukar Wadi, Kandivali (West), Mumbai - 400 067, Maharashtra *Occupation*: Business *Current* term: For a period of five years, with effect from March 26, 2020 till March 25, 2025, not liable to retire by rotation *Period of directorship*: Since March 26, 2015 *DIN*: 00182196	58	*Indian companies* 1. Blue Rays Solar Private Limited; 2. Indosolar Limited; and 3. Waaree Technologies Limited. *Foreign companies* Nil
Richa Manoj Goyal *Designation*: Independent Director *Date of birth*: January 8, 1975 *Address*: 501, Prakruti Apartment, Opposite Uma Bhavan, Bhatar Road, Surat - 395 017, Gujarat *Occupation*: Practicing Company Secretary *Current* term: For a period of five years, with effect from August 30, 2021 till August 29, 2026, not liable to retire by rotation *Period of directorship*: Since August 30, 2021 *DIN*: 00159889	48	*Indian companies* 1. Ami Organics Limited; 2. Bikaji Foods International Limited; 3. Jainam Broking Limited; 4. Shahlon Silk Industries Limited; 5. Shree Ambaji Fibres Private Limited; and 6. Steamhouse India Limited (*Formerly known as Ankleshwar Eco Energy Limited*). *Foreign companies* Nil

Brief profiles of our Directors

Hitesh Chimanlal Doshi is the Chairman of our Board and Managing Director of our Company. He holds a bachelor's degree in commerce from the University of Mumbai. He also holds a doctorate in professional entrepreneurship in business project management from the European Continental University. He has been associated with our Company since October 1999 and is currently responsible for, *inter alia,* overseeing our Company's financial performance, investments and other business ventures, providing strategic advice to the Board, developing and executing our Company's business strategies and establishing policies and legal guidelines. He has over 22 years of experience in the engineering industry. Further, he has been awarded the "*India's most powerful solar leaders – 2023*" by Solar Quarter Power 100 India, "*Dr R P Parnerkar Poornawad Award for Excellence in Engineering and Technology- 2021 for excellent contribution in solar engineering*" by the Poornawad Institute of Life Engineering and "*Visionary CleanTech Disruptor (Tony Seba Distinction)"* by World CleanTech Awards, 2021.

Viren Chimanlal Doshi is the Whole-time Director of our Company. He has passed the higher secondary exams from the Maharashtra State Board of Secondary and Higher Secondary Education. He has been associated with our Company since November 26, 2007 and is currently responsible for overseeing the engineering, procurement and construction of the solar projects of our Company, its Subsidiaries and other companies within the group. He has over 15 years of experience in the engineering industry.

Hitesh Pranjivan Mehta is the Whole-time Director of our Company. He holds a bachelor's degree in commerce from the University of Bombay and has been admitted to the Institute of Chartered Accountants of India as a member. He has been associated with our Company since April 1, 2011 as the director in Waaree Group. He is currently responsible for, *inter alia,* leading our Company's short and long-term strategy and setting strategic goals. He has over 23 years of experience in the field of engineering, solar and oil industries and was previously associated with Waaree Instruments Limited as director.

Dr. Arvind Ananthanarayanan is the Non-Executive Director of our Company. He holds a master's degree of science in physics and a doctorate in philosophy (science) from University of Mumbai. He has been associated with our Company since May 16, 2023. He was previously associated with Bhabha Atomic Research Centre as a scientific officer. He has over 18 years of experience in applied physics.

Sujit Kumar Varma is an Independent Director of our Company. He holds a bachelor's degree in arts from the Ranchi University. He has been associated with our Company since 2021. He has been associated with the State Bank of India in various capacities since 1987. He has over 35 years of experience in the banking industry and has held board positions in several banks, such as State Bank of India as the deputy managing director, SBI, New York branch as the chief executive officer, SBI Mauritius Limited and SBI UK Limited as director.

Rajender Mohan Malla is an Independent Director of our Company. He holds a bachelor's degree in commerce and a master's degree in business administration from the University of Delhi. He is also a certified associate of Indian Institute of Bankers. He has been associated with our Company since 2019. He has previously held the position of a director in various companies, such as SIDBI Venture Capital Limited, IDBI Capital Markets and Securities Limited and IDBI Asset Management Limited.

Jayesh Dhirajlal Shah is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Mumbai. He is a practising chartered accountant and a fellow member of the Institute of Chartered Accountants of India. He has been associated with our Company since 2015. He is the founding partner of J.D. Shah Associates, Chartered Accountants in 1988. He has over 34 years of experience in the field of taxation, audit, project finance and compliance services.

Richa Manoj Goyal is an Independent Director of our Company. She holds a bachelor's degree in commerce from H.A. Commerce College and a bachelor's degree in law from Gujarat University and is a practising company secretary. She has been associated with our Company since 2021. She is certified trademarks agent and she is currently the managing partner of the law firm 'Richa Goyal and Associates'.

Confirmations

Except Hitesh Chimanlal Doshi and Viren Chimanlal Doshi, Hitesh Pranjivan Mehta, Jayesh Dhirajlal Shah and Rajender Mohan Malla who are directors in Indosolar Limited, whose shares are currently suspended from trading due to non-compliance with the minimum public shareholding requirement prescribed under the SEBI Listing Regulations, none of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors is, or was a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

Except Hitesh Chimanlal Doshi and Viren Chimanlal Doshi who are brothers, none of our Directors are related to each another.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Directors have been identified as wilful defaulters as defined under the SEBI ICDR Regulations.

None of our Directors have been declared a Fugitive Economic Offender.

Arrangement or understanding with major Shareholders, customers, suppliers or others

There are no arrangements or understandings with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors was appointed or selected as a director.

Service contracts with Directors

Our Company has not entered into any service contracts with any Director, which provide for benefits upon termination of employment.

Terms of appointment of our Executive Directors:

1. **Hitesh Chimanlal Doshi**

   Our Board at their meeting held on April 18, 2019 approved the re-appointment of Hitesh Chimanlal Doshi as Managing Director for a period of five years. The Shareholders at their extra-ordinary general meeting held on May 2, 2019 have approved the re-appointment of Hitesh Chimanlal Doshi for a period five years with effect from May 2, 2019. The Shareholders at their extra-ordinary general meeting held on November 30, 2023 have approved the re-appointment of Hitesh Chimanlal Doshi for a further period five years with effect from May 2, 2024. Our Board at their meeting held on September 17, 2021 approved the appointment of Hitesh Chimanlal Doshi as Chairman. The following table sets forth the terms of appointment of Hitesh Chimanlal Doshi as approved by our Shareholders at their meeting held on November 30, 2023.

Sr. No.	Particulars	Remuneration
1.	Salary	Gross remuneration within overall limit not exceeding ₹100 million per annum, including payment of such basic salary, bonus, commission, allowances, perquisites, performance incentives and ex-gratia as per the rules of our Company
2.	Perquisites and allowances	• contribution by our Company to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under Income Tax Act,1961; • gratuity payable at a rate not exceeding half a month's salary for each completed year of service; • encashment of leave at the end of the tenure; and • reimbursement of all out-of-pocket expenses which may be incurred by him for and in the course of business of our Company.

2. **Viren Chimanlal Doshi**

   Our Board at their meeting held on April 18, 2019 approved the re-appointment of Viren Chimanlal Doshi as Whole-time Director for a period of five years. The Shareholders at their extra-ordinary general meeting held on May 2, 2019 have approved the re-appointment of Viren Chimanlal Doshi for a period five years with effect from May 2, 2019. The Shareholders at their extra-ordinary general meeting held on November 30, 2023 have approved the re-appointment of Viren Chimanlal Doshi for a further period five years with effect from May 2, 2024. The following table sets forth the terms of appointment of Viren Chimanlal Doshi as approved by our Shareholders at their meeting held on November 30, 2023.

Sr. No.	Particulars	Remuneration
1.	Salary	Gross remuneration within overall limits not exceeding ₹70.00 million per annum including payment of such basic salary, bonus, commission, allowances, perquisites, performance incentives and ex-gratia as per the rules of our Company
2.	Perquisites and allowances	• contribution by our Company to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under Income Tax Act,1961; • gratuity payable at a rate not exceeding half a month's salary for each completed year of service; • encashment of leave at the end of the tenure; and • reimbursement of all out-of-pocket expenses which may be incurred by him for and in the course of business of our Company.

3. **Hitesh Pranjivan Mehta**

Our Board at their meeting held on April 18, 2019 approved the re-appointment of Hitesh Pranjivan Mehta as a Whole-time Director for a period of five years. The Shareholders at their extra-ordinary general meeting held on May 2, 2019 have approved the re-appointment of Hitesh Pranjivan Mehta for a period five years with effect from May 2, 2019. The Shareholders at their extra-ordinary general meeting held on November 30, 2023 have approved the re-appointment of Hitesh Pranjivan Mehta for a further period five years with effect from May 2, 2024. The following table sets forth the terms of appointment of Hitesh Pranjivan Mehta as approved by our Shareholders at their meeting held on November 30, 2023.

Sr. No.	Particulars	Remuneration
1.	Salary	Gross remuneration within overall limits not exceeding ₹ 75.00 million per annum including payment of such basic salary, bonus, commission, allowances, perquisites (including the vesting and exercise of ESOPs as granted by the Nomination and Remuneration Committee), performance incentives and ex-gratia as per the rules of our Company
2.	Perquisites and allowances	• contribution by our Company to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under Income Tax Act,1961; • gratuity payable at a rate not exceeding half a month's salary for each completed year of service; • encashment of leave at the end of the tenure; and • reimbursement of all out-of-pocket expenses which may be incurred by him for and in the course of business of our Company.

Terms of appointment of our Independent Directors

Pursuant to the Board resolution dated August 30, 2021 each Independent Director, is entitled to receive sitting fees of ₹50,000 per meeting for attending meetings of the Board and of the respective committees of the Board, within the limits prescribed under the Companies Act, 2013, and the rules made thereunder.

Payments or benefits to Directors

Our Company has not entered into any contract appointing or fixing the remuneration of a Director in the two years preceding the date of this Draft Red Herring Prospectus.

In Fiscal 2023, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors (including contingent or deferred compensation) other than the remuneration paid to them for such period. The remuneration paid to our Directors in Fiscal 2023 is as follows:

1. **Executive Directors**

The details of the remuneration paid to our Executive Directors in Fiscal 2023 is as set out below:

Name of Director	Designation	Remuneration (in ₹ million)
Hitesh Chimanlal Doshi	Chairman and Managing Director	20.03
Viren Chimanlal Doshi	Whole time Director	12.98
Hitesh Pranjivan Mehta	Whole time Director and Chief Financial Officer	19.54

2. **Independent Directors**

Other than as disclosed below, none of our Independent Directors were paid any sitting fees in Fiscal 2023:

Name of Director	Designation	Sitting Fees (in ₹ million)
Rajender Mohan Malla	Independent Director	1.05
Jayesh Dhirajlal Shah	Independent Director	0.75
Sujit Kumar Varma	Independent Director	0.45
Richa Manoj Goyal	Independent Director	1.05

Remuneration paid by our Subsidiaries

Except (i) Hitesh Pranjivan Mehta who was paid a remuneration of ₹ 0.56 million by Waaree Renewable Technologies Limited; (ii) Viren Chimanlal Doshi who was paid a remuneration of ₹ 0.20 million by Waaree Renewable Technologies Limited; (iii) Rajender Mohan Malla who was paid a negligible sitting fee (of ₹ 10,000) by Indosolar Limited; and (iv) Jayesh Dhirajlal Shah who was paid sitting fee of ₹ 0.01 million by Indosolar Limited, none of our Directors have received or were entitled to receive any remuneration, sitting fees or commission from any of our Subsidiaries in Fiscal 2023.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares.

The table below sets forth details of Equity Shares held by the Directors, as on date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)
1.	Hitesh Chimanlal Doshi	14,104,082	5.39
2.	Viren Chimanlal Doshi	10,954,007	4.19
3.	Hitesh Pranjivan Mehta	650,000	0.25
4.	Jayesh Dhirajlal Shah	25,500	0.01
5.	Dr. Arvind Ananthanarayanan	8,500	*Negligible*
6.	Richa Manoj Goyal	4,444	*Negligible*

Borrowing Powers

Pursuant to our Articles of Association, the applicable provisions of the Companies Act, 2013, and a resolution passed by our Shareholders at their extra-ordinary general meeting held on November 30, 2022, our Board has been authorized to borrow money, as and when required, from, including without limitation, any bank and/or other financial institution and/or foreign lender and/or any body corporate- / entity / entities and/or Directors, other person and/or authority / authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of ₹ 40,000 million notwithstanding that the money so borrowed together with the monies already borrowed by our Company, if any (apart from temporary loans obtained from the Company's bankers in ordinary course of business), may exceed the aggregate of the paid-up share capital of our Company and its free reserves.

Further, our Board has also been authorised to pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable properties of our Company and the whole or part of the undertaking of our Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of our Company and the whole of the undertaking of our Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with the interest, charges, costs, expenses and all other monies payable by our Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of our Company does not exceed a sum of ₹ 40,000 million.

Bonus or profit-sharing plan for our Directors

Our Company does not have any performance linked bonus or a profit-sharing plan for our Directors.

Contingent and deferred compensation payable to Directors

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Interest of Directors

All of our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and/or committees thereof as approved by our Board, the reimbursement of expenses payable to them, and commission as approved by our Board.

Our Executive Directors may be deemed to be interested to the extent of the remuneration payable to each of them by our Company as Directors of our Company. For further details, please see "*Our Management - Terms of appointment of our Executive Directors*" on page 268.

Our Directors may be interested to the extent of Equity Shares, if any, held by them, their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, promoters, directors, proprietors, members or trustees, and any dividend and other distributions payable in respect of such Equity Shares. Further, Hitesh Pranjivan Mehta may also be interested to the extent of any employee stock options granted to him under the ESOP Scheme.

Our Directors may also be interested to the extent of their shareholding in our Subsidiaries, and to the extent of any dividend payable to them and other distributions in respect of such shareholding. Hitesh Pranjivan Mehta and Viren Chimanlal Doshi may also be deemed to be interested to the extent of remuneration payable to them by our Subsidiary, Waaree Renewable Technologies Limited. Further, Rajender Mohan Malla and Jayesh Dhirajlal Shah may also be deemed to be interested to the extent of sitting fee payable to them by our Subsidiary, Indosolar Limited. The table below sets forth details of equity shares held by the Directors in our Subsidiaries, as on date of this Draft Red Herring Prospectus:

No.	Name of the Director	Name of the Subsidiary	Number of equity shares held
1.	Hitesh Chimanlal Doshi	Waaree Power Private Limited	1*
2.	Viren Chimanlal Doshi	Blue Rays Solar Private Limited	1*
3.	Hitesh Pranjivan Mehta	Waaneep Solar One Private Limited	1*
		Waaree Renewable Technologies Limited	3,00,000

**Equity shares held in the capacity of nominee of our Company.*

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners.

No sum has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as members in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or otherwise for services rendered by such Directors or by such firms or companies in connection with the promotion or formation of our Company.

Other than as disclosed herein and in "*Related Party Transactions*" on page 404, our Directors are not interested in our Company. For further details, refer to related party transactions in "*Related Party Transactions*" on page 404.

Other than Hitesh Chimanlal Doshi and Viren Chimanlal Doshi, none of our Directors have any interest in the promotion or formation of our Company.

Other than the indirect interest of our Directors, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi (on account of their respective shareholding in SGP) with respect to the acquisition of the land situated at Chikhli, Gujarat by our Company from SGP, our Directors do not have any interest (direct or indirect) in any property acquired by our Company in the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building and supply of machinery. For further details see, "*Group Companies – Nature and extent of interest of Group Companies- In transactions for acquisition of land, construction of building and supply of machinery, etc*" and "*Risk Factors - The land on which our Chikhli facility in Gujarat is located was acquired from SGP Industrial Infrastructure Private Limited (Formerly known as Waaree Renewables Private Limited), which is a Group Company*." on pages 472 and 61, respectively.

Changes to our Board in the last three years

Name	Date of appointment/ cessation	Designation (at the time of appointment/cessation)	Reason
Dr. Arvind Ananthanarayanan	May 16, 2023	Non-Executive Director	Appointment
Modesto Volpe	September 26, 2021	Non-Executive Director	Resignation
Richa Manoj Goyal	August 30, 2021	Independent Director	Appointment
Binita Hitesh Doshi	August 30, 2021	Non-Executive Director	Resignation
Samir Surendra Shah	January 5, 2021	Non-Executive Director	Resignation
Sujit Kumar Varma	February 25, 2021	Independent Director	Appointment

Note: The table above does not include certain changes including regularisation or change in designations.

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of the Board and committees thereof.

As on the date of filing this Draft Red Herring Prospectus, we have eight Directors on our Board, of whom four are Independent Directors (including one woman independent director).

Committees of our Board

Our Board may constitute committees to delegate certain powers as permitted under the Companies Act, 2013.

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

1. ***Audit Committee***

The Audit committee was last re-constituted by a resolution of our Board dated August 30, 2021. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Rajender Mohan Malla	Chairman	Independent Director
Hitesh Pranjivan Mehta	Member	Whole-time Director and CFO
Richa Manoj Goyal	Member	Independent Director

The Company Secretary of our Company shall serve as the secretary of the Audit Committee.

The scope and function of the Audit committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

The roles and responsibilities of the Audit Committee include the following:

(i) The Audit Committee shall have powers, which should include the following:

(a) To investigate any activity within its terms of reference;

(b) To seek information from any employee of the Company;

(c) To obtain outside legal or other professional advice;

(d) To secure attendance of outsiders with relevant expertise, if it considers necessary; and

(e) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations, each as amended.

(ii) The role of the Audit Committee shall include the following:

(a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;

(c) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

(i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub- section 3 of section 134 of the Companies Act;

(ii) Changes, if any, in accounting policies and practices and reasons for the same;

(iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;

(iv) Significant adjustments made in the financial statements arising out of audit findings;

(v) Compliance with listing and other legal requirements relating to financial statements;

(vi) Disclosure of any related party transactions; and

(vii) Qualifications / modified opinion(s) in the draft audit report.

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(i) Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.

(j) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(k) Scrutiny of inter-corporate loans and investments;

(l) Valuation of undertakings or assets of the company, wherever it is necessary;

(m) Evaluation of internal financial controls and risk management systems;

(n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(o) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(p) Discussion with internal auditors of any significant findings and follow up there on;

(q) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(r) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(s) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(t) Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(u) Reviewing the functioning of the whistle blower mechanism;

(v) Approval of the appointment of the Chief Financial Officer of the Company ("**CFO**") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

(w) Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws;

(x) To formulate, review and make recommendations to the Board to amend the Audit Committee's terms of reference from time to time;

(y) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances; and

(z) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(aa) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;

(bb) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and

(cc) Such roles as may be prescribed under the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations and other applicable laws or by any regulatory or statutory.

(iii) The Audit Committee shall mandatorily review the following information:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(c) Internal audit reports relating to internal control weaknesses;

(d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

(e) Statement of deviations:

i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

ii. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations; and

iii. review the financial statements, in particular, the investments made by any unlisted subsidiary.

The Audit Committee is required to meet at least four times in a year, with not more than 120 days elapsing between two meetings.

2. ***Nomination and Remuneration Committee ("NR Committee")***

The NR Committee was last re-constituted by a resolution of our Board dated August 30, 2021. The current constitution of the NR Committee is as follows:

Name of Director	Position in the Committee	Designation
Richa Manoj Goyal	Chairperson	Independent Director
Jayesh Dhirajlal Shah	Member	Independent Director
Rajender Mohan Malla	Member	Independent Director

The scope and function of the NR Committee is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

(a) To be responsible for identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairman of the Board and the Chief Executive Officer;

(b) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

The NR Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(c) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

(d) To devise a policy on diversity of board of directors;

(e) To regularly review the Board structure, size, composition and make recommendations to the Board of adjustments that are deemed necessary, in order to ensure an adequate size and a well-balanced composition of the Board and further to make determinations regarding independence of members of the Board;

(f) To consider succession and emergency planning, taking into account the challenges and opportunities facing the Company and the skills and expertise therefore needed on the Board, reporting to the Board regularly;

(g) To keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the market place;

(h) To formulate criteria for evaluation of performance of independent directors and the board of directors;

(i) To decide on whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;

(j) To analyse, monitor and review various human resource and compensation matters;

(k) Annual performance evaluation of the Chairman of the Company and all Directors including Managing and other Executive Director with respect to their roles as Directors;

(l) To ensure that on appointment to the Board, Non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;

(m) To recommend to the Board whether to reappoint a Director/Independent Director at the end of their term of office;

(n) To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provision of the law and their service contract;

(o) To identify and recommend Directors who are to be put forward for retirement by rotation;

(p) Before appointment is made by the Board, to evaluate the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;

(q) To ensure the development of guidelines for selecting candidates for election or re-election to the Board, or to fill vacancies on the Board;

(r) To consider any other matters as may be requested by the Board;

(s) To frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, by the Company and its employees, as applicable including:

    (i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

    (ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and

    (iii) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

The duties of the Committee in relation to its remuneration function shall be:

(t) To consider and determine, based on their performance and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board and the Key Managerial Personnel, namely,

(i) base salary (the Committee shall also consider the pension consequences of basic salary increases);

(ii) bonuses and performance-related payments (including profit-sharing schemes);

(iii) discretionary payments;

(iv) pension contributions;

(v) benefits in kind; and

(vi) share options and their equivalents

(u) To approve the remuneration of other members of the senior management of the Company;

(v) To review and approve compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(w) In relation to the above, the Committee shall at all times give due regard to published or other available information relating to pay, bonuses and other benefits of executives in companies which are comparable to the Company;

(x) To perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(y) To administer the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:

(i) Determining the eligibility of employees to participate under the ESOP Scheme;

(ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

(iii) Date of grant;

(iv) Determining the exercise price of the option under the ESOP Scheme;

(v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

(vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

(vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

(viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

(ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

(x) The grant, vest and exercise of option in case of employees who are on long leave;

(xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;

(xii) The procedure for cashless exercise of options;

(xiii) Forfeiture/ cancellation of options granted;

(xiv) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- ➢ The number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;

- ➢ For this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and

- ➢ The vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(z) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(aa) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

(ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended,

by the Company and its employees, as applicable;

(bb) Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority;

(cc) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations; and

(dd) To make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board. The committee is authorised by the Board to:

(a) investigate any activity within its terms of reference;

(b) seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee; and

(c) call any director or other employee to be present at a meeting of the Committee as and when required.

If the Committee considers it necessary so to do it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.

The NR Committee shall meet at least once a year.

3. ***Corporate Social Responsibility Committee ("CSR Committee")***

The CSR Committee was reconstituted by a resolution of our Board dated August 30, 2021. The current constitution of the CSR Committee is as follows:

Name of Director	Position in the Committee	Designation
Hitesh Chimanlal Doshi	Chairman	Chairman and Managing Director
Hitesh Pranjivan Mehta	Member	Whole-time Director and CFO
Jayesh Dhirajlal Shah	Member	Independent Director

The terms of reference of the CSR Committee framed in accordance with Section 135 of the Companies Act, 2013, are as follows:

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(c) To recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(d) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(e) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and

(f) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act.

4. ***Stakeholders Relationship Committee ("SR Committee")***

The SR Committee was re-constituted by a resolution of our Board dated September 28, 2021. The current constitution of the SR Committee is as follows:

Name of Director	Position in the Committee	Designation
Sujit Kumar Varma	Chairman	Independent Director
Hitesh Pranjivan Mehta	Member	Whole-time Director and CFO
Viren Chimanlal Doshi	Member	Whole-time Director

The scope and function of the SR committee is in accordance with Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

(a) To redress and resolve the grievances of the security holders and investors of the Company including complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report, balance sheet, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

(b) To consider and look into various aspects of interest of shareholders, debenture holders and other security holders;

(c) To review of measures taken for effective exercise of voting rights by shareholders;

(d) To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(e) To give effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(f) To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent of the Company and to recommend measures for overall improvement in the quality of investor services;

(g) To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

(h) To carry out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

The committee is authorised by the Board to:

(a) investigate any activity within its terms of reference;

(b) seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee; and

(c) call any director or other employee to be present at a meeting of the committee as and when required.

If the committee considers it necessary so to do it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.

The Stakeholders Relationship Committee shall meet at least once a year.

5. **Risk Management Committee**

The Risk Management Committee was constituted by a resolution of our Board dated August 30, 2021. The current constitution of the Risk Management Committee is as follows:

Name of Director	Position in the Committee	Designation
Hitesh Pranjivan Mehta	Chairman	Whole-time Director and CFO
Rajender Mohan Malla	Member	Independent Director
Sujit Kumar Varma	Member	Independent Director

The scope and function of the Risk Management Committee is in accordance with Regulation 21 of the SEBI Listing Regulations and its terms of reference are as follows:

(a) To periodically review the Risk Management Policy at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(b) To formulate a detailed Risk Management Policy covering risk across functions and plan integration through training and awareness programmes. The Policy shall include:

(i) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;

(ii) Measures for risk mitigation including systems and processes for internal control of identified risks.

(iii) Business continuity plan.

(c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(e) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(f) To consider the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

(g) Seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

(h) Coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

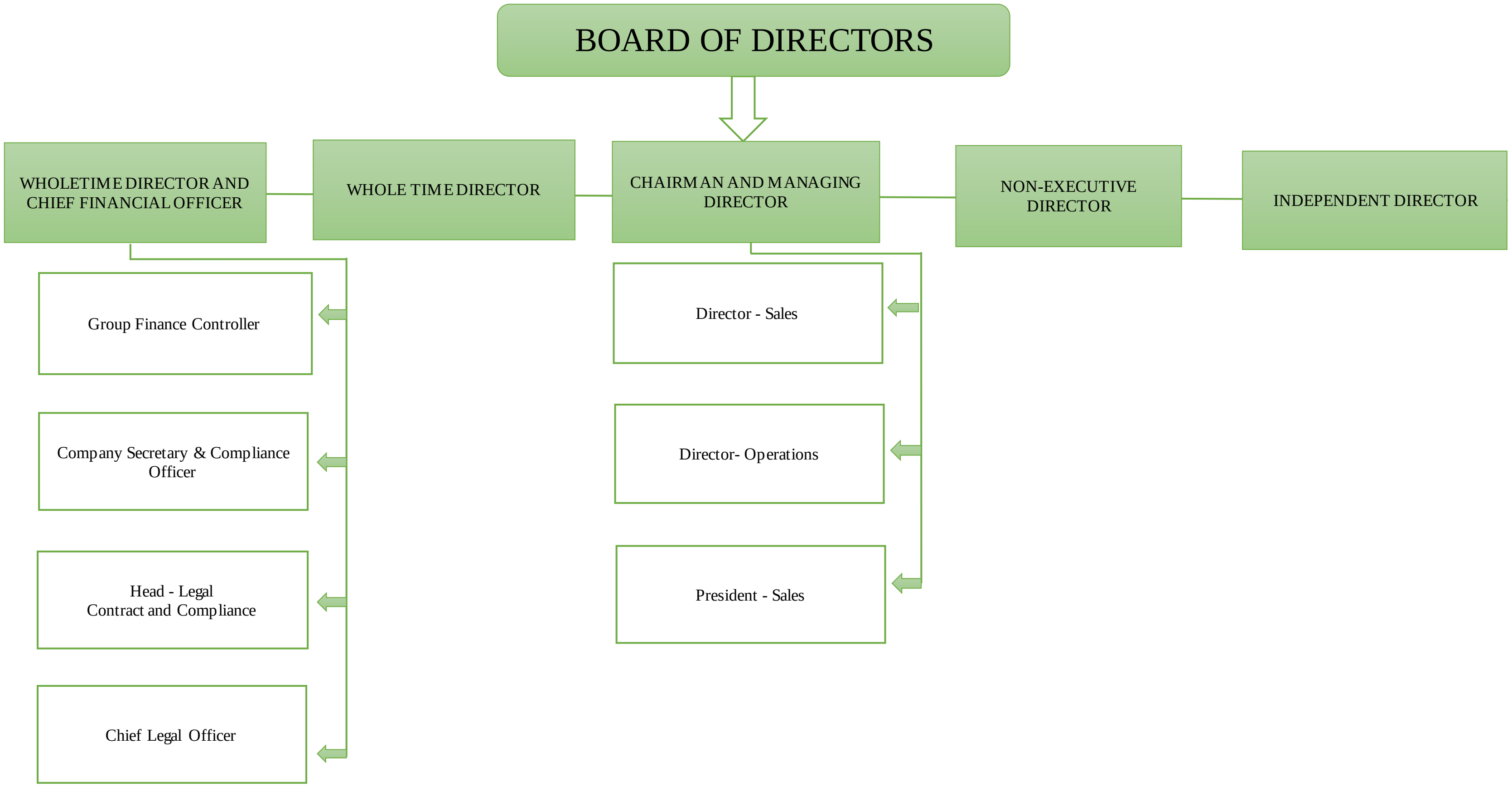
(i) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

(j) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and

(k) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee.

The Risk Management Committee shall meet at least twice a year.

Management organization chart



Key Managerial Personnel

In addition to Hitesh Chimanlal Doshi, our Chairman and Managing Director, Viren Chimanlal Doshi, our Whole-time Director and Hitesh Pranjivan Mehta, our Whole-time Director and Chief Financial Officer whose details are provided in "*Our Management - Brief profiles of our Directors*" on page 266, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as set forth below:

Rajesh Ghanshyam Gaur is the Company Secretary and Compliance Officer of our Company. He holds a bachelor's degree in commerce from the University of Mumbai and is a member of the institute of Company Secretaries of India. He has been associated with our Company since May 19, 2023 and is currently responsible for corporate secretarial and compliance functions of the Company. He was previously associated with Ambuja Cements Limited as a manager in the secretarial function. Since he joined our Company on May 19, 2023, he has not received any remuneration in Fiscal 2023.

Senior Management

In addition to Hitesh Pranjivan Mehta, our Chief Financial Officer and Rajesh Ghanshyam Gaur, our Company Secretary and Compliance Officer, who are also our Key Managerial Personnel and whose details are mentioned above, the details of our Senior Management as on the date of this Draft Red Herring Prospectus are as set forth below:

Manoj Patil is the Head - Legal Contract and Compliance of our Company. He holds a bachelor's degree in law from the Shivaji University, Kolhapur and is also a member of the Institute of Company Secretaries of India. He has been associated with our Company since June 14, 2021 and is currently responsible for overseeing the legal functions of the Company, its subsidiaries and other companies within the group. He was previously associated with Zuari Indian Oil Tanking Limited, Vizag General Cargo Berth Private Limited, Varroc Engineering Limited, Sarjan Realities Private Limited, South West Port Limited and Danieli India Limited in various legal and secretarial capacities. In Fiscal 2023, he has received a remuneration of ₹3.83 million from our Company.

Jignesh Rathod is the Director Operations of our Company. He holds a bachelor's degree of engineering from the Gujarat University and a post graduate diploma in business management from SVKM's NMIMS deemed-to-be University. He also holds a master's degree business administration for working executives from SVKM's NMIMS deemed-to-be University. He has been associated with our Company since November 28, 2007. He is currently responsible for overseeing the operational functions at the factories of the Company. In Fiscal 2023, he received a remuneration of ₹17.02 million from our Company.

Abhishek Pareek is the Group Finance Controller of our Company. He holds a bachelor's degree of commerce from the University of Delhi. He is also a member of the Institute of Chartered Accountants of India. He has been associated with our Company since September 25, 2017 and is currently responsible for overseeing finance functions of the Company, its subsidiaries and other companies within the group. He was previously associated with Shubhalakshmi Polyesters Limited as chief financial officer and with Bothra Metals & Alloys Limited. In Fiscal 2023, he received a remuneration of ₹7.15 million from our Company.

Sunil Rathi is the Director- Sales of our Company. He holds a bachelor's degree in electronics engineering from the Amravati University. He also holds a master's degree in business administration from the Institute for Technology and Management. He has been associated with our Company since September 1, 2015 and is currently responsible for overseeing the sales functions of the Company and its subsidiaries and other companies within the group. He was previously associated with Vikram Solar limited. In Fiscal 2023, he received a remuneration of ₹47.28 million from our Company.

Manoj Sinsinwar is the Chief Legal Officer of our Company. He holds a bachelor's degree in science from M.S.J. College, Bharatpur and a master's degree of law in contracts including mercantile law from Annamalai University. He has been associated with our Company since September 18, 2023 and is currently responsible for the legal functions of our Company. He was previously associated with Sasan Power Limited, Indus Towers Limited, Sistema Shyam Teleservices Limited, The MobileStore Limited and GSL (India) Limited in various capacities. Since he joined our Company on September 18, 2023, he was not paid any remuneration in Fiscal 2023.

Pankaj Vassal is the President- Sales of our Company. He holds a bachelor's degree of commerce and a master's degree in management studies from the University of Mumbai. He has been associated with our Company since

August 14, 2023 and is currently responsible for overseeing the retail sales of the franchise business of our Company. He was previously associated with Havells India Limited, Amway India Enterprises Private Limited, Reliance Broadcast Network Limited, Pidilite Industries Limited, Motorola India Private Limited, Asian Paints Limited and Essel Packaging Limited in various capacities. Since he joined our Company on August 14, 2023, he was not paid any remuneration in Fiscal 2023.

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Retirement and termination benefits

Except applicable statutory benefits, none of our Key Managerial Personnel or Senior Management are entitled to receive any benefits on their retirement or on termination of their employment with our Company.

Family relationships between Directors and Key Managerial Personnel or Senior Management

Other than Hitesh Chimanlal Doshi and Viren Chimanlal Doshi who are brothers, none of our Directors or Key Managerial Personnel or Senior Management are related to each another.

Arrangements and Understanding with Major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Managerial Personnel and Senior Management

Except as below, none of our Key Managerial Personnel or Senior Management hold any Equity Shares as on date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Key Managerial Personnel / Senior Management	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)
1.	Hitesh Chimanlal Doshi	14,104,082	5.39
2.	Viren Chimanlal Doshi	10,954,007	4.19
3.	Hitesh Pranjivan Mehta	650,000	0.25
4.	Rajesh Ghanshyam Gaur	500	*Negligible*
5.	Sunil Rathi	6,000	*Negligible*
6.	Abhishek Pareek	15,285	0.01
7.	Manoj Patil	4,098	*Negligible*

Service Contracts with Key Managerial Personnel or Senior Management

Our Key Managerial Personnel or Senior Management have not entered into any service contracts with our Company pursuant to which our Key Managerial Personnel or Senior Management are entitled to benefits upon termination / retirement of employment. Except for statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company, including Key Managerial Personnel and Senior Management, is entitled to any benefit upon termination of employment.

Contingent and deferred compensation payable to Key Managerial Personnel or Senior Management

There is no contingent or deferred compensation payable to Key Managerial Personnel and Senior Management, which does not form part of their remuneration.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Except for the payment of a bonus as per the provisions of the Bonus Act, 1965, our Company does not have any bonus or profit sharing plan.

Interest of Key Managerial Personnel and Senior Management

For details of the interest of our Executive Directors in our Company, see "*Our Management – Interest of Directors*" on page 271.

None of our Key Managerial Personnel (other than our Directors) and Senior Management are interested in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. Rajesh Ghanshyam Gaur, Sunil Rathi, Abhishek Pareek and Manoj Patil may also be interested to the extent of their shareholding in our Company, and to the extent of any dividend payable to them and other distributions in respect of such shareholding. Further, our Key Managerial Personnel and Senior Management may be regarded as interested to the extent of the options granted by our Company under its employee stock option scheme. For details of our Company's ESOP Scheme and grant of options made thereunder, see "*Capital Structure – Employee Stock Option Scheme*" on page 122.

Changes in the Key Managerial Personnel and Senior Management in last three years:

For details of the changes in our Executive Directors, see "*Our Management – Changes to our Board in the last three years"* on page 272. The changes in our Key Managerial Personnel (other than our Directors) and Senior Management in the three years preceding the date of this Draft Red Herring Prospectus is as mentioned below:

Name	Designation	Date of Change	Reason
Vivek Srivastava	Chief Executive Officer	November 30, 2023	Resignation
Manoj Sinsinwar	Chief Legal Officer	September 18, 2023	Appointment
Pankaj Vassal	President- Sales	August 14, 2023	Appointment
Kirankumar Jain	Company Secretary and Compliance Officer	January 11, 2023	Resignation
Rajesh Ghanshyam Gaur	Company Secretary and Compliance Officer	May 19, 2023	Appointment
Vivek Srivastava	Chief Executive Officer	August 30, 2021	Appointment
Hitesh Pranjivan Mehta	Chief Financial Officer	June 29, 2021	Appointment
Manoj Patil	Head- Legal#	June 14, 2021	Appointment
Abhishek Pareek	Chief Financial Officer*	June 29, 2021	Resignation as the chief financial officer of our Company

**Redesignated as the Group Finance Controller of our Company on June 29, 2021.*
#Redesignated as the Head - Legal Contract and Compliance of our Company on September 18, 2023.

Payment or Benefit to officers of our Company (non-salary related)

Apart from salaries, no amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of the Company, including our directors, Key Managerial Personnel and Senior Management.

Employee Stock Option

For details of our Company's ESOP Scheme and grant of options made thereunder, see "*Capital Structure – Employee Stock Option Scheme*" on page 122.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Hitesh Chimanlal Doshi, Viren Chimanlal Doshi, Pankaj Chimanlal Doshi and Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)*. As on the date of this Draft Red Herring Prospectus, Hitesh Chimanlal Doshi holds 14,104,082 Equity Shares, Viren Chimanlal Doshi holds 10,954,007 Equity Shares, Pankaj Chimanlal Doshi holds 24,604,384 Equity Shares and Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)* holds 57,324,311 Equity Shares, representing 5.39%, 4.19%, 9.40% and 21.90%, respectively, of the pre-Offer issued, subscribed and paid-up equity share capital of our Company. For details, please see the section titled "*Capital Structure – Build-up of the Promoters' shareholding in our Company*" on page 111.

Details of our Promoters are as follows:

Individual Promoters

1. Hitesh Chimanlal Doshi

Hitesh Chimanlal Doshi, aged 56 years, is our Promoter and is also the Chairman and Managing Director on our Board.

Date of Birth: February 22, 1967

Address: Near Jain Temple, 93, Mahagiri, Ashok Nagar, Kandivali (East), Mumbai - 400 101, Maharashtra

Permanent Account Number: AABPD0625P

For the complete profile of Hitesh Chimanlal Doshi, along with details of his educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 264.

2. Viren Chimanlal Doshi

Viren Chimanlal Doshi, aged 55 years, is our Promoter and is also the Whole-time Director on our Board.

Date of Birth: November 6, 1968

Address: Near Jain Temple, 93, Mahagiri, Ashok Nagar, Kandivali (East), Mumbai - 400 101, Maharashtra

Permanent Account Number: AABPD0626Q

For the complete profile of Viren Chimanlal Doshi, along with details of his educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 264.

3. **Pankaj Chimanlal Doshi**

Pankaj Chimanlal Doshi, aged 61 years, is our Promoter.

Date of Birth: October 25, 1962

Address: Near Jain Temple, 131, Mahagiri, Ashok Nagar, Kandivali (East), Mumbai - 400 101, Maharashtra

Permanent Account Number: AACPD8490P

He holds an SSC degree from Maharashtra State Board of Secondary and Higher Secondary Education. He has been associated with Jain Education and Empowerment Trust since 2006 and is currently the secretary of the trust. He is also a director in SGP Industrial Infrastructure Private Limited (*formerly known as Waaree Renewables Private Limited*), Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*), Patan Solar Private Limited, Waaree PV Technologies Private Limited and Waaree ESS Private Limited.

Our Company confirms that the permanent account number, bank account number(s), passport number, Aadhar card number and driving license number of Hitesh Chimanlal Doshi, Viren Chimanlal Doshi and Pankaj Chimanlal Doshi shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Corporate Promoter

4. **Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)* ("WSFPL")**

WSFPL was originally incorporated as "Mahavir Thermoequip Private Limited" on February 9, 1994 as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai. It was renamed as "Waaree Sustainable Finance Private Limited", and a fresh certificate of incorporation was issued on August 24, 2022 by the RoC.

The registered office of WSFPL is situated at 602, Western Edge-I, Off Western Express Highway, Borivali (East), Mumbai 400 066, Maharashtra. The company identification number of WSFPL is U65100MH1994PTC076496. As on the date of this Draft Red Herring Prospectus, WSFPL is a company with an 'active' status as per the records of the RoC.

WSFPL is primarily engaged in the business of manufacturing, assembling, fabricating, dealing and trading of engineering, mechanical, electrical, scientific, hydraulic, pneumatic, electronic, thermal, computers, electronic surveying equipment and instruments. There have been no changes to the primary business activities undertaken by WSFPL.

Board of directors of WSFPL

The board of directors of WSFPL as on the date of this Draft Red Herring Prospectus is as follows:

1. Pankaj Chimanlal Doshi
2. Ankit Hitesh Doshi
3. Rushabh Pankaj Doshi

Capital Structure

The capital structure of WSFPL as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	Number of equity shares of face value of ₹10 each
Authorised share capital	2,000,000
Issued, paid-up and subscribed share capital	200,000

Shareholding Pattern

The shareholding pattern of WSFPL as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of Shareholders	No of equity shares of face value of ₹10 each	% shareholding
1.	Kirit Chimanlal Doshi	43,231	21.62
2.	Viren Chimanlal Doshi	42,261	21.13
3.	Binita Hitesh Doshi	30,434	15.22
4.	Hitesh Chimanlal Doshi	19,566	9.78
5.	Pankaj Chimanlal Doshi	18,000	9.00
6.	Pujan Pankaj Doshi	16,000	8.00
7.	Rushabh Pankaj Doshi	16,000	8.00
8.	Nipa Viren Doshi	7,739	3.87
9.	Bindiya Kirit Doshi	6,769	3.38
Total		**2,00,000**	**100.00**

Promoters of WSFPL

As per the annual return filed by WSFPL for Fiscal 2023 the following persons have been identified as promoters of WSFPL:

(i) Binita Hitesh Doshi; (ii) Hitesh Chimanlal Doshi; (iii) Bindiya Kirit Doshi; (iv) Kirit Chimanlal Doshi; (v) Pankaj Chimanlal Doshi; (vi) Pujan Pankaj Doshi; (vii) Rushabh Pankaj Doshi; (viii) Nipa Viren Doshi; and (ix) Viren Chimanlal Doshi.

Change in control

There has been no change in the control of WSFPL during the last three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number(s), company registration number and address of the registrar of companies where WSFPL is registered shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change in control of our Company

Pursuant to a Board resolution dated December 22, 2023, our Company has identified Hitesh Chimanlal Doshi, Viren Chimanlal Doshi, Pankaj Chimanlal Doshi and WSFPL as the Promoters of our Company. Consequently, our Company has also identified Pankaj Chimanlal Doshi as a Promoter of our Company in the annual return for the Fiscal 2023, filed by our Company. However, there has been no change in control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Other ventures of our Promoters

Other than as disclosed in this section and in "*Our Management – Board of Directors- Other Directorships*" on page 264, our Promoters are not involved in any other ventures.

Interests of our Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding in our Company and the dividends payable and any other distributions in respect of their shareholding in our Company. For further details, see "*Capital Structure - Build-up of the Promoters' shareholding in our Company*" on page 111. Additionally, our Promoters may also be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters. For further details, please see *"Related Party Transactions"* on page 404.

Further, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi are also interested in our Company as the Chairman and Managing Director and Whole-time Director of the Board, respectively, and may be deemed to be interested in the terms of their appointment as such, including in relation to benefits, remuneration, reimbursement of expenses, etc. For further details, see "*Our Management*" on page 264. Our Promoters are also interested to the extent of providing personal/corporate guarantees (as applicable) for some of the loans availed by our Company. For further details in relation to a corporate guarantee provided by the Promoter Selling Shareholder, see "*History and Certain Corporate* Matters" on page 247.

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise, by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firm or company, in connection with the promotion or formation of our Company. Other than our Subsidiaries, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Interest in property, land, construction of building and supply of machinery

Other than the indirect interest of our individual Promoters (on account of their respective shareholding in SGP Industrial Infrastructure Private Limited (*Formerly known as Waaree Renewables Private Limited*) ("**SGP**")) with respect to the acquisition of the land situated at Chikhli, Gujarat by our Company from SGP, our Promoters do not have any interest (direct or indirect) in any property acquired by our Company in the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land construction of building and supply of machinery. For further details see, "*Group Companies – Nature and extent of interest of Group Companies- In transactions for acquisition of land, construction of building and supply of machinery, etc*" and "*Risk Factors - The land on which our Chikhli facility in Gujarat is located was acquired from SGP Industrial Infrastructure Private Limited (Formerly known as Waaree Renewables Private Limited), which is a Group Company*." on pages 472 and 61, respectively.

Interest in Intellectual property

Our Promoters are interested in the use of trademarks such as "Waaree" to promote, advertise, distribute and sell products in India.

Payment or Benefits to Promoters or Promoter Group

Except as disclosed herein and as stated in "*Related Party Transactions*" on page 404, there have been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Disassociation by Promoters in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of this Draft Red Herring Prospectus:

Name of the Promoter	Name of the company/ firm	Reasons and circumstances of disassociation	Date of disassociation
Pankaj Chimanlal Doshi	Centauri Encap Private Limited	Dis-investment of shareholding	March 31, 2021

Material Guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, are as follows:

Name of Promoter	Name of member of the Promoter Group	Relationship with the Promoter
Hitesh Chimanlal Doshi	Rasila Chimanlal Doshi	Mother
	Chimanlal Tribhovandas Doshi	Father
	Kiritkumar Chimanlal Doshi	Brother
	Viren Chimanlal Doshi	Brother
	Pankaj Chimanlal Doshi	Brother
	Binita Hitesh Doshi	Spouse
	Ankit Hitesh Doshi	Son
	Chaitali Hitesh Doshi	Daughter
	Bhartiben Vinaykant Shah	Spouse's mother
	Kashmira Divyang Shah	Spouse's sister
	Rupal Pritesh Shah	Spouse's sister
	Kaushik Vinaykant Shah	Spouse's brother
Viren Chimanlal Doshi	Rasila Chimanlal Doshi	Mother
	Chimanlal Tribhovandas Doshi	Father
	Kiritkumar Chimanlal Doshi	Brother
	Hitesh Chimanlal Doshi	Brother
	Pankaj Chimanlal Doshi	Brother
	Nipa Viren Doshi	Spouse
	Maitri Viren Doshi	Daughter
	Kushboo Palak Shah	Daughter
	Pragnaben Anantrai Shah	Spouse's mother
	Amish Anantrai Shah	Spouse's brother
	Sonal T Ramani	Spouse's sister
	Swati S Shah	Spouse's sister
Pankaj Chimanlal Doshi	Rasila Chimanlal Doshi	Mother
	Chimanlal Tribhovandas Doshi	Father
	Kiritkumar Chimanlal Doshi	Brother
	Hitesh Chimanlal Doshi	Brother
	Viren Chimanlal Doshi	Brother
	Pujan Pankaj Doshi	Son
	Rushabh Pankaj Doshi	Son
	Hemant Shah	Spouse's brother
	Smita Shah	Spouse's sister

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group, other than our corporate Promoter, are as follows:

Sr. No.	Entity
1.	Arham India (Proprietorship of Kaushik Vinaykant Shah)
2.	Chimanlal Tribhuvandas Doshi Family Charitable Trust
3.	Chimanlal Tribhovandas Doshi HUF
4.	Dhari Solar Park Private Limited
5.	Dhumketu Solar LLP
6.	Dinkar Solar LLP
7.	Doshi Family Master Trust
8.	Evershine Solar LLP
9.	Hitesh C Doshi Family Trust
10.	Hitesh Chimanlal Doshi HUF
11.	ITEC Measures Private Limited
12.	Kirit C Doshi Family Trust
13.	Kiritkumar Chimanlal Doshi HUF
14.	Metafin Cleantech Finance Private Limited
15.	Omntec Waaree ATG Private Limited
16.	Pankaj C Doshi Family Trust
17.	Pankaj Chimanlal Doshi HUF

Sr. No.	Entity
18.	Saswata Solar Private Limited
19.	SGP Industrial Infrastructure Private Limited *(Formerly known as Waaree Renewables Private Limited*)
20.	Sunbless Solar LLP
21.	Vedaang Energies LLP
22.	Viren C Doshi Family Trust
23.	Viren Chimanlal Doshi HUF
24.	Waa Mall LLP
25.	Waa Motors & Pumps Private Limited
26.	Waaree ESS Private Limited
27.	Waaree Infrastructure & Agritech Private Limited
28.	Waaree PV Power LLP
29.	Waaree Qatar WLL
30.	Waaree Solar Private Limited
31.	Waaree Solar Thermal LLP
32.	Waaree Surya Power LLP
33.	Waaree Technologies Limited

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by our Board and approved by our Shareholders, at their discretion and subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend distribution policy of our Company was adopted by way of a resolution dated September 17, 2021, passed by our Board of Directors.

The Board shall, *inter alia*, consider certain financial, internal and external parameters before declaring dividend including financial performance and profitability; liquidity position of the Company during the financial year; and accumulated reserves available for the distribution of dividend. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into, to finance our fund requirements for our business activities. For details, see "*Financial Indebtedness*" on page 458.

Our Company has not paid any dividend on the Equity Shares during the last three Fiscals and the three months period ended June 30, 2023, and from July 1, 2023 till the date of this Draft Red Herring Prospectus.

The amount of dividend paid in the past is not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid in the future on the Equity Shares. For details of risks in relation to our capability to pay dividend, see "*Risk Factors – Our Company cannot assure payment of dividends on the Equity Shares in the future*" on page 61.

SECTION VI – FINANCIAL INFORMATION

RESTATED CONSOLIDATED SUMMARY STATEMENTS

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Independent Auditors' Examination Report on the Restated Consolidated Summary Statements of Assets and Liabilities as at June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 and Restated Consolidated Summary Statements of Profits and Losses (including other comprehensive income), Restated Consolidated Summary Statement of Cash Flows and Restated Consolidated Summary Statement of Changes in Equity, the Summary Statement of Material Accounting Policies and other explanatory information for the three month period ended June 30, 2023 and each of the years ended March 31, 2023, March 31, 2022 and March 31, 2021 of Waaree Energies Limited (collectively, the "Restated Consolidated Summary Statements")

To
The Board of Directors
Waaree Energies Limited,
602, Western Edge-1
Western Express Highway,
Borivali (E),
Mumbai, 400 066

Dear Sirs:

1. We, S R B C & CO LLP, Chartered Accountants ("we" or "us" or "SRBC") have examined the attached Restated Consolidated Summary Statements of Waaree Energies Limited ("the Company") and its subsidiaries (the Company, its subsidiaries together referred as "the Group") as at and for the three months period ended June 30, 2023 and for each of the years ended March 31, 2023, March 31, 2022 and March 31, 2021 annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") proposed to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") and the Registrar of Companies, in connection with its proposed Initial Public Offer of equity shares of face value of Rs. 10 each of the Company (the "Offering"). The Restated Consolidated Summary Statements, which have been approved by the Board of Directors of the Company at their meeting held on December 04, 2023, have been prepared in accordance with the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act 2013 (the "Act");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

Management's Responsibility for the Restated Consolidated Summary Statements

2. The preparation of the Restated Consolidated Summary Statements, which are to be included in the DRHP is the responsibility of the Management of the Company. The Restated Consolidated Summary Statements have been prepared by the management of the Company on the basis of preparation stated in Note B(I) of Annexure V to the Restated Consolidated Summary Statements. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated

Summary Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and Guidance Note. The Board of Directors of the respective subsidiaries are also responsible for identifying and ensuring that those subsidiaries complies with the Act, ICDR Regulations and Guidance Note, as may be applicable.

Auditors' Responsibilities

3. We have examined such Restated Consolidated Summary Statements taking into consideration:

   a) the terms of reference and terms of our engagement agreed with you vide our engagement letter dated June 27, 2023, requesting us to carry out the assignment, in connection with the proposed Offering of the Company;

   b) the Guidance Note. The Guidance Note also requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI;

   c) concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Consolidated Summary Statements; and

   d) the requirements of Section 26 of the Act and the ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Offering.

Restated Consolidated Summary Statements

4. These Restated Consolidated Summary Statements have been compiled by the management of the Company from:

   a) Audited interim consolidated financial statements of the Group as at and for the three month period ended June 30, 2023, prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards 34 “Interim Financial Reporting” as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, which have been approved by the Board of Directors at their meeting held on December 04, 2023.

   b) Audited consolidated financial statements of the Group as at and for the year ended March 31, 2023 prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (referred to as "Ind AS") specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, which have been approved by the Board of Directors at their meeting held on July 15, 2023.

   c) Audited consolidated financial statements of the Group as at and for the years ended March 31, 2022 and March 31, 2021 prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (referred to as "Ind AS") specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, which have been approved by the Board of Directors at their meeting held on July 06, 2022 and July 23, 2021 respectively.

5. For the purpose of our examination, we have relied on:

a) Auditors' reports issued by us dated December 04, 2023 and July 15, 2023 on the interim consolidated financial statements of the Group as at and for the three month period ended June 30, 2023 and on the consolidated financial statements of the Group as at and for the year ended March 31, 2023, respectively as referred in Paragraph 4(a) and 4(b) above.

b) As indicated in our audit reports mentioned in the para 5 (a) above, we did not audit the financial statements of the subsidiaries as at and for the three month period ended June 30, 2023 and as at and for the year ended March 31, 2023 whose financial statements reflect total assets, total revenues and net cash inflow/ (outflow), as tabulated below:

(Rs. In millions)

Particulars	**June 30, 2023**	**March 31, 2023**
Number of subsidiaries	13 (including 4 stepdown subsidiaries)	13 (including 4 stepdown subsidiaries)
Total assets	4,636.19	4,109.23
Total revenue	1,309.61	3,580.90
Net cash inflow / (outflow)	(4.26)	(90.81)

These financial statements have been audited by other firms of Chartered Accountants as listed in Annexure 1, whose reports have been furnished to us by the Company's management and our opinion on the historical interim consolidated financial statements and consolidated financial statements, in so far as it relates to the amounts and disclosures in respect of such subsidiaries as referred in Paragraph 4(a) and 4(b) above are based solely on the report of the other auditors.

c) As indicated in our audit reports mentioned in the para 5 (a) above, the accompanying consolidated financial statements include unaudited financial statements and other unaudited financial information in respect of 2 subsidiaries (listed in Annexure 2) for the three month period ended June 30, 2023 and as at and for the year ended March 31, 2023, whose financial statements reflect total assets, total revenues and net cash inflow/ (outflow), as tabulated below:

(Rs. In millions)

Particulars	**June 30, 2023**	**March 31, 2023**
Number of subsidiaries	2	2
Total assets	19.56	60.62
Total revenue	269.18	67.24
Net cash inflow / (outflow)	(3.57)	3.91

These unaudited financial statements and other unaudited financial information have been furnished to us by the management and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub section 3 of section 143 of the Act in so far as it related to the aforesaid subsidiaries, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

d) Examination reports issued by the Shah Gupta & Co and S G C O & Co LLP, ("Shah Gupta & Co" and "S G C O & Co LLP" are together referred as the "Predecessor Auditors") dated December 04, 2023 and December 04, 2023 on the Restated consolidated financial information of the Group as at and for the years ended March 31, 2022 and March 31, 2021 respectively, are as referred to in paragraph 4(c) above. The predecessor auditors in their examination report have stated following other matters:

As at and for the year ended March 31, 2022:

"We did not audit financial statements and other financial information, in respect of thirteen subsidiaries (including four stepdown subsidiaries) whose financial statements include total assets of Rs. 2,290.17 millions as at March 31, 2022, and total revenue of Rs. 1,841.62 millions and net cash inflows of Rs. 121.47 millions for the year ended on that date. These financial statements and other financial information and auditors' reports have been furnished to us by the management.

The accompanying consolidated financial statements include unaudited financial statements and other unaudited financial information in respect of two subsidiary (including one stepdown subsidiary), whose financial statements and other financial information reflect total assets of Rs. 0.00 millions as at March 31, 2022, and total revenues of Rs. 30.71 millions and net cash outflows of Rs. 0.64 millions for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management."

As at and for the year ended March 31, 2021:

"The financial statements / financial information of 14 subsidiaries (including 5 step down subsidiaries), whose financial statements / financial information reflect total assets of Rs. 2,618.46 millions as at March 31, 2021, total revenues of Rs. 129.78 millions and net cash inflow / (outflows) of Rs. (262.24) millions for the year ended on that date, as considered in the consolidated financial statements, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors, whose reports have been furnished to us by the Management.

The financial statements / financial information of 1 subsidiary, whose financial statements / financial information reflect total assets of Rs. 0.00 millions as at March 31, 2021, and total revenues of Rs. 42.76 millions and net cash inflows / (outflows) amounting to Rs. (0.12) millions for the year ended on that date, as considered in the consolidated financial statements, whose financial statements / financial information are unaudited and have been furnished to us by the Management."

6. The auditor's report on the consolidated financial statements of the Group issued by us for the year ended March 31, 2023 included an Emphasis of Matter paragraph, which does not require any corrective adjustment in the Restated Consolidated Summary Statements, and is reproduced below:

"We draw attention to Note 59 to the consolidated financial statements (Note 4 (ii) to Annexure VII) of the Restated consolidated summary statements) which describes the impact of the adjustment related to accounting for government grant in earlier years leading to restatement of the financial statements as at and for the year ended March 31, 2022 and as at April 1, 2021. Our opinion is not modified in respect of this matter."

7. The audit for the financial year ended March 31, 2022 and March 31, 2021 of the Group was conducted by the Company's Predecessor Auditors and accordingly reliance has been placed;

   i. on the examination report dated December 04, 2023 on the restated consolidated statement of assets and liabilities as at March 31, 2022 and the restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and restated consolidated statement of cash flow for the financial year ended March 31, 2022, the summary statement of material accounting policies, and other explanatory information (the "2022 Restated Consolidated Summary Statements") and examined by Shah Gupta & Co for the said year.

   ii. on the examination report dated December 04, 2023 on the restated consolidated statement of assets and liabilities as at March 31, 2021 and the restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and restated consolidated statement of cash flow for the financial year ended March 31, 2021, the summary statement of material accounting policies, and other explanatory information (the "2021 Restated Consolidated Summary Statements") and examined by S G C O & Co LLP for the said year.

   Our examination report included for the said period is based solely on the examination report submitted by the Predecessor Auditors. The respective Predecessor Auditors have also confirmed that the 2022 Restated Consolidated Summary Statements and 2021 Restated Consolidated Summary Statements:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed for the three month period ended June 30, 2023;

   b) do not contain any qualifications requiring adjustments; and

   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. As mentioned in Paragraph 5(b) above, (i) the audit of the Company's subsidiaries for the three month period ended June 30, 2023 and for the financial year ended March 31, 2023 was conducted by other auditors as listed in Annexure 1(A) and accordingly reliance has been placed on the examination report on restated statement of consolidated assets and liabilities and the restated statements of consolidated profit and loss (including other comprehensive income), restated statement of consolidated cash flow and restated statements of consolidated changes in equity, the summary statement of material accounting policies and other explanatory information of the subsidiaries examined by them for the said periods dated December 04, 2023 ; (ii) the audit of the Company's subsidiaries for the three month period ended June 30, 2023 and for the financial year

ended March 31, 2023 was conducted by other auditors as listed in Annexure 1(B) and accordingly reliance has been placed on the examination report on restated statement of assets and liabilities and the restated statements of profit and loss (including other comprehensive income), restated statement of cash flow and restated statements of changes in equity, the summary statement of material accounting policies and other explanatory information, (together referred as the "Restated Summary Statements") of the subsidiaries examined by them for the said periods dated December 04, 2023. Our opinion on the Consolidated Restated Summary Statements, in so far it relates to the amounts and disclosure included in respect of said subsidiaries is based solely on the examination reports submitted by the other auditors. The Other Auditors have also confirmed that Restated Summary Statements:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three-month period ended June 30, 203;

b) do not contain any qualifications requiring adjustments; and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. Based on our examination and according to the information and explanations given to us, and also as per the reliance placed on the examination report submitted by the Predecessor Auditors and Other Auditors for respective years, we report that the Restated Consolidated Summary Statements of the Group:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three-month period ended June 30, 2023;

b) there are no qualifications in the auditors' reports on the audited consolidated financial statements of the Company as at and for the three-month period ended June 30, 2023, and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 which require any adjustments to the Restated Consolidated Summary Statements. However, qualifications in Annexures to the auditors’ report issued under Companies (Auditor’s Report) Order, 2020 as applicable to the financial statements for the year ended March 31, 2023 and March 31, 2022 and Companies (Auditor’s Report) Order 2016 as applicable to the financial statements for the year ended March 31, 2021, which do not require any adjustments in the Restated Consolidated Summary Statement of the Group, have been disclosed in Note 4 (iii) of Annexure VII to the Restated Consolidated Summary Statements of the Group.

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

10. We have not audited or reviewed any financial statements of the Group as of any date or for any period subsequent to June 30, 2023. Accordingly, we express no opinion on the financial position, results of operations, cash flows and changes in equity of the Group as of any date or for any period subsequent to June 30, 2023.

11. The Restated Consolidated Summary Statements do not reflect the effects of events that occurred subsequent to the respective dates of reports on the audited consolidated financial statements mentioned in paragraph 4 (a), 4(b) and 4(c) above.

12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. Our report is intended solely for use of the Board of Directors of the Company for inclusion in DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited and the Registrar of Companies in connection with the proposed Offering. Our report should not be used, referred to, or distributed for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm registration number: 324982E/E300003

per Pritesh Maheshwari
Partner
Membership No: 118746
UDIN : 23118746BGYNWT1121
Place: Mumbai
Date: December 04, 2023

Annexure 1 (A)

Sr. No.	Name	Independent Auditor	Date of Examination report
1	Waaree Technologies Renewables Limited (Consolidated*)	KKC & CO LLP	November 20. 2023

* consolidated for following Stepdown subsidiaries

1. Sangam Rooftop Solar Private Limited
2. Waa sang Solar Private Limited
3. Waaree PV Technologies Private Limited
4. Waasang Solar One Private Limited

Annexure 1 (B)

Sr. No.	Name	Independent Auditor	Date of Examination report
1	Waaree Power Private Limited	Vishal Surti & Associates	October 27, 2023
2	Waaneep Solar One Private Limited	Vishal Surti & Associates	October 18, 2023
3	Sangam Solar One Private Limited	M. N. Sheth & Associates	October 18, 2023
4	Sangam Solar Two Private Limited	M. N. Sheth & Associates	October 18, 2023
5	Sangam Solar Three Private Limited	M. N. Sheth & Associates	October 18, 2023
6	Sangam Solar Four Private Limited	M. N. Sheth & Associates	October 18, 2023
7	Blue Rays Solar Private Limited	M. N. Sheth & Associates	October 18, 2023
8	Indosolar Limited	S G C O & Co. LLP	December 02, 2023

Annexure 2

Sr. No.	Name
1	Rasila International Pte. Ltd.
2	Waaree Solar Americas Inc.

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure I :- Restated Consolidated Summary Statement of Assets and Liabilities
Amount in ₹ Millions unless otherwise stated

Particulars	Annexure VI Note No.	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Assets					
Non-current assets					
(a) Property, plant and equipment	2 (a)	11,913.48	9,912.16	5,648.32	2,320.67
(b) Capital work-in-progress	2 (b)	5,712.47	5,370.43	1,226.64	11.69
(c) Right of use assets	2 (c)	976.08	1,001.90	465.19	480.84
(d) Investment property	2 (d)	3.48	3.48	3.48	3.48
(e) Intangible assets	2 (e)	70.56	71.69	65.78	62.14
(f) Intangible assets under development	2 (f)	1.48	1.47	10.95	15.19
(g) Goodwill on consolidation	2 (g)	63.43	63.43	63.43	70.31
(h) Financial assets					
(i) Investments	3	-	-	100.00	820.00
(ii) Trade receivables	4	-	-	44.85	51.66
(iii) Security deposit	5	101.29	98.98	54.18	48.29
(iv) Other financial assets	6	2,023.16	1,574.07	360.50	345.00
(i) Deferred tax assets	23	502.64	142.77	180.25	37.72
(i) Income tax assets (net)	7	1.14	0.70	14.81	32.78
(j) Other non-current assets	8	1,643.86	1,128.71	693.95	928.55
Total non-current assets		**23,013.07**	**19,369.79**	**8,932.33**	**5,228.32**
Current assets					
(a) Inventories	9	22,735.55	27,088.67	5,381.66	3,680.02
(b) Financial assets					
(i) Currrent investments	10	5,557.63	310.59	1,331.56	334.44
(ii) Trade receivables	11	5,159.38	3,126.13	925.24	1,182.41
(iii) Cash and cash equivalents	12	1,073.45	2,536.53	1,391.86	128.20
(iv) Bank balances other than cash and cash equivalents (iii) above	13	18,975.49	14,827.64	2,271.81	973.88
(v) Loans	14	133.97	136.67	160.60	479.25
(vi) Other financial assets	15	691.47	534.91	456.09	248.53
(c) Other current assets	16	4,284.37	6,200.30	1,522.84	676.58
(d) Assets held for Sales	17	67.97	67.97	-	-
Total current assets		**58,679.28**	**54,829.41**	**13,441.66**	**7,703.31**
Total Assets		**81,692.35**	**74,199.20**	**22,373.99**	**12,931.63**
Equity and liabilities					
Equity					
(a) Equity share capital	18	2,532.24	2,433.66	1,971.38	1,971.38
(b) Other equity	19	24,645.65	15,950.44	2,305.10	1,554.39
Equity attributable to owners of the holding company		**27,177.89**	**18,384.10**	**4,276.48**	**3,525.77**
(c) Non controlling interest		256.24	234.44	122.06	401.72
Total equity		**27,434.13**	**18,618.54**	**4,398.54**	**3,927.49**
Liabilities					
Non-current liabilities					
(a) Financial liabilities					
(i) Borrowings	20	1,299.42	1,458.27	1,889.71	1,887.86
(ii) Lease liabilities	21	358.74	380.50	426.97	443.70
(b) Long-term provisions	22	842.91	692.62	414.25	325.50
(c) Deferred tax liabilities (net)	23	797.39	479.44	264.09	88.02
(d) Other non-current liabilities	24	894.98	3,277.47	4.10	13.77
Total non-current liabilities		**4,193.44**	**6,288.30**	**2,999.12**	**2,758.85**
Current liabilities					
(a) Financial liabilities					
(i) Borrowings	25	1,033.64	1,276.53	1,241.12	924.42
(ii) Lease Liabilities	26	88.06	87.42	76.28	59.33
(iii) Trade payables					
- Total outstanding dues of micro enterprises and small enterprises	27	583.58	657.13	96.18	117.22
- Total outstanding dues of creditors other than micro enterprises and small enterprises		10,041.15	13,659.11	5,251.43	3,454.28
(iv) Supplier's credit / Letter of credit - acceptances	27A	6,346.84	5,857.80	577.14	765.41
(v) Other financial liabilities	28	3,634.91	2,986.64	881.10	211.36
(b) Provisions	29	1,782.11	278.97	16.45	1.84
(c) Other current liabilities	30	25,141.26	23,634.71	6,639.37	578.07
(d) Current tax liabilities (net)	31	1,413.23	854.05	197.26	133.36
Total current liabilities		**50,064.78**	**49,292.36**	**14,976.33**	**6,245.29**
Total equity and liabilities		**81,692.35**	**74,199.20**	**22,373.99**	**12,931.63**

Summary of Material accounting policies , key accounting estimates and judgements — Annexure V
See accompanying notes to the restated consolidated summary statements — Annexure VI

As per our report of even date attached

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pritesh Maheshwari
Partner
Membership No. 118746

Place: Mumbai
Date: December 4, 2023

For and on behalf of the Board of Directors of Waaree Energies Limited

Hitesh C Doshi
Chairman & Managing Director
DIN 00293668
Place: Dubai
Date: December 4, 2023

Viren C. Doshi
Whole Time Director
DIN 00207121
Place: Mumbai

Hitesh P Mehta
Director & CFO
DIN 00207506
Place: Mumbai

Rajesh Gaur
Company Secretary & Compliance Officer
ACS-A34629
Place: Mumbai

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure II- Restated Consolidated Summary Statement of Profit and Loss
Amount in ₹ Millions unless otherwise stated

Particulars	Annexure VI Note No.	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1) Income					
(a) Revenue from operations	32	33,282.92	67,508.73	28,542.65	19,530.39
(b) Other income	33	867.06	1,094.91	915.86	299.70
Total income		**34,149.98**	**68,603.64**	**29,458.51**	**19,830.09**
2) Expenses					
(a) Cost of materials consumed	34	25,354.47	58,973.24	17,938.54	12,512.85
(b) Purchases of stock-in-trade	35	711.59	2,606.66	4,592.38	4,226.26
(c) Changes In inventories of finished goods, stock-in-trade and work-in-progress	36	362.95	(10,069.01)	635.95	(730.82)
(d) Other manufacturing and Engineering, Procurement and construction project expenses	37	619.55	1,652.58	717.33	544.72
(e) Employee benefits expense	38	322.83	1,237.88	569.05	480.92
(f) Sales, administration and other expenses	39	1,235.63	4,760.95	2,979.94	1,538.97
(g) Finance costs	40	400.67	822.70	408.85	309.33
(h) Depreciation and amortization expense	41	568.67	1,641.34	432.74	322.97
Total expenses		**29,576.36**	**61,626.34**	**28,274.78**	**19,205.20**
3) Restated profit before tax and Exceptional items (1-2)		**4,573.62**	**6,977.30**	**1,183.73**	**624.89**
4) Add/(less) : Exceptional items	42	-	(205.80)	-	40.56
5) Restated profit before tax (3+4)		**4,573.62**	**6,771.50**	**1,183.73**	**665.45**
6) Tax expense	23				
(i) Current tax		1,231.00	1,677.07	338.95	201.00
(ii) Tax for earlier years		-	(2.62)	0.45	8.27
(iii) Deferred tax		(40.11)	94.28	47.83	0.13
Total tax expense		**1,190.89**	**1,768.73**	**387.23**	**209.40**
7) Restated profit for the year/period (5-6)		**3,382.73**	**5,002.77**	**796.50**	**456.05**
8) Restated Other comprehensive income					
Items that will be reclassified to statement of profit or loss					
(i) Foreign currency translation reserve (FCTR)		(0.01)	0.20	-	-
(ii) Income tax effect on (i) above		0.00	(0.05)	-	-
Items that will not be reclassified to statement of profit or loss					
(i) Remeasurement of the net defined benefit liability / asset		(9.66)	(11.19)	2.95	1.61
(ii) Income tax effect on (i) above		2.43	2.82	(0.74)	(0.36)
Restated total other comprehensive income		**(7.24)**	**(8.22)**	**2.21**	**1.25**
9) Restated total comprehensive income for the period / year (after tax) (7+8)		**3,375.49**	**4,994.55**	**798.71**	**457.30**
10) Restated net profit for the period / year attributable to					
(a) Owners of the company		3,360.27	4,827.60	756.39	465.94
(b) Non-controlling interest		22.46	175.17	40.11	(9.89)
		3,382.73	**5,002.77**	**796.50**	**456.05**
11) Restated other comprehensive income for the period / year attributable to					
(a) Owners of the company		(6.76)	(8.26)	1.93	1.17
(b) Non-controlling interest		(0.48)	0.04	0.28	0.08
		(7.24)	**(8.22)**	**2.21**	**1.25**
12) Restated total comprehensive income for the period / year attributable to (10 +11)					
(a) Owners of the company		3,353.51	4,819.34	758.32	467.11
(b) Non-controlling interest		21.98	175.21	40.39	(9.81)
		3,375.49	**4,994.55**	**798.71**	**457.30**
Restated Earnings per equity share of ₹ 10/- each: (EPS for the three months ended June 30, 2023 not annualised)					
(i) Basic	43	13.78	21.82	3.84	2.36
(ii) Diluted		13.64	21.57	3.84	2.36

Summary of Material accounting policies , key accounting estimates and judgements — Annexure V
See accompanying notes to the restated consolidated summary statements — Annexure VI
As per our report of even date attached

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

For and on behalf of the Board of Directors of Waaree Energies Limited

per Pritesh Maheshwari
Partner
Membership No. 118746

Place: Mumbai
Date: December 4, 2023

Hitesh C Doshi	**Viren C. Doshi**	**Hitesh P Mehta**	**Rajesh Gaur**
Chairman & Managing Director	Whole Time Director	Director & CFO	Company Secretary & Compliance Officer
DIN 00293668	DIN 00207121	DIN 00207506	ACS-A34629
Place: Dubai	Place: Mumbai	Place: Mumbai	Place: Mumbai
Date: December 4, 2023			

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure III : Restated Consolidated summary statement of cashflow
Amount in ₹ Millions unless otherwise stated

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
A. Cash flow from operating activities :				
Restated Profit before tax	4,573.62	6,771.50	1,183.73	665.45
Add / (Less) : adjustments for				
Depreciation and amortisation	568.67	1,641.34	432.74	322.97
Interest expense (including interest expense on lease liability)	337.36	579.94	336.24	246.19
Interest on income tax	9.09	114.48	24.59	12.69
Remeasurement of defined benefit plans	-	-	2.95	1.61
Interest income	(312.30)	(509.04)	(93.35)	(172.97)
Interest received on financial assets carried at amortised cost	(1.04)	-	-	(2.15)
Employee ESOP expenses	27.97	366.81	-	-
Capital-work-in-progress written off	-	-	-	0.53
Net foreign exchange differences (unrealised)	(121.53)	(17.35)	(19.56)	(0.93)
(Gain)/loss on disposal of property, plant and equipment	1.80	11.69	0.03	(2.38)
Profit on sale of subsidary	-	-	(104.17)	(10.16)
(Gain)/loss on disposal of current investment	(10.86)	(66.16)	(5.46)	(0.57)
Gain on change in fair value of investment	(22.09)	(4.66)	(0.95)	(3.14)
Provision for doubtful debt	53.78	6.74	-	2.75
Provision for doubtful deposits and other recievebles	-	2.81	-	10.50
Provision for doubtful advances	-	42.76	-	-
Provision for warranty	164.40	286.22	136.69	72.31
Allowance for credit losses on financial assets	49.99	(23.32)	30.10	17.27
Provision for dimunition in investment	-	100.00	-	-
Provision for raw materials	-	105.80	-	-
Operating profit before working capital changes	**5,318.86**	**9,409.56**	**1,923.58**	**1,159.97**
Add / (Less) : adjustments for change in working capital				
(Increase) / decrease in inventory	4,353.13	(21,707.02)	(1,701.64)	(986.49)
(Increase) / decrease in trade receivables	(2,076.60)	(2,145.09)	214.75	208.95
(Increase) / decrease in other current financial assets	(130.57)	49.33	(204.04)	206.15
(Increase) / decrease in other current assets & non current assets	1,916.92	(5,680.75)	(856.59)	(69.89)
(Increase) / decrease in security deposits	(2.31)	-	(6.66)	(27.18)
Increase / (decrease) in provision	1,478.54	(5.25)	(33.32)	(0.31)
Increase / (decrease) in trade payables	(3,593.06)	10,730.98	1,806.66	501.45
Increase/(decrease) in suppliers buyers credit	384.69	5,280.61	(188.19)	333.23
Increase / (decrease) in other current financial liabilities	369.37	524.39	797.41	(58.34)
Increase / (decrease) in other liabilities	(875.97)	20,149.06	5,515.75	(336.13)
Cash generated from operations	**7,143.00**	**16,605.82**	**7,267.71**	**931.41**
Add / (Less):-Direct taxes paid (net of refunds)	(669.82)	(1,003.54)	(259.15)	(214.73)
Net Cash Inflow from operating activities	**6,473.18**	**15,602.28**	**7,008.56**	**716.68**
B. Cash flow from investing activities :				
Acquisition of property, plant and equipment and intangible assets (including capital advances given).	(3,124.71)	(8,654.35)	(4,964.66)	(1,978.96)
Proceeds from sale of property, plant and equipment	-	36.53	7.85	49.19
Loans received back during the period / year	5.56	268.60	367.70	225.03
Loan granted during the period / year	(2.86)	(244.67)	(48.99)	(132.79)
Proceeds from sale of subsidiary	-	-	416.14	2.38
Fixed deposits opened	(15,551.03)	(36,446.27)	(5,915.32)	(2,280.16)
Fixed deposits matured	10,986.32	22,714.96	4,594.78	1,775.96
Proceeds from sale of current investment	3,205.06	1,091.79	306.31	208.00
Purchase of Current Investment	(8,419.16)	-	(1,605.71)	(504.17)
Interest received	255.14	295.19	93.35	172.97
Investment in subsidiary	-	-	-	(18.74)
Slump sale consideration	-	-	-	(20.93)
Net cash inflow / (outflow) from investing activities	**(12,645.68)**	**(20,938.22)**	**(6,748.55)**	**(2,502.22)**
C. Cash flow from financing activities :				
Repayment of borrowings	(986.37)	(1,671.95)	(312.65)	(361.25)
Proceeds from borrowings	584.58	163.95	1,719.68	2,011.75
Proceeds from issue of equity share (net of share issue expenses)	5,421.76	10,401.21	-	-
Acquisiton of Non Controlling Interest	-	(1,486.92)	-	-
Equity share issue expenses	(9.60)	(207.61)	-	-
Repayment of lease liabilities	(26.66)	(116.54)	(138.15)	144.87
Dividend paid	-	(2.65)	(4.76)	-
Interest paid	(337.92)	(654.71)	(278.93)	(222.04)
Net cash inflow / (outflow) from financing activities	**4,645.79**	**6,424.78**	**985.19**	**1,573.33**
Net increase / (decrease) in cash and cash equivalents (A +B + C)	**(1,526.71)**	**1,088.84**	**1,245.20**	**(212.21)**
Add: Cash and cash equivalents at the beginning of year / period	2,536.53	1,391.86	128.20	339.47
Add/(less): on acquisition / (cessation) of subsidiary	-	(0.23)	(1.10)	-
Less : Effect of Foreign Exchange in Cash and Cash Equivalent	63.63	56.06	19.56	0.94
Cash and cash equivalents at the end of period / year	**1,073.45**	**2,536.53**	**1,391.86**	**128.20**

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure III : Restated Consolidated summary statement of cashflow
Amount in ₹ Millions unless otherwise stated

Components of cash and cash equivalents considered only for the purpose of cash flow statement

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance with banks	1,073.25	1,972.50	477.42	63.00
Cash on hand	0.20	0.22	0.15	0.16
Fixed deposit with original maturity of less than 3 months	-	563.81	914.29	65.04
Cash and cash equivalents (closing) (refer note 12)	**1,073.45**	**2,536.53**	**1,391.86**	**128.20**

Non cash financing activities

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Acquistion of Right of use assets	-	687.88	66.82	35.77

Changes in liabilities arising from financing activities

Particulars	As at April 1, 2020	Cash flows	New leases	Other	As at March 31, 2021
Current Borrowings	204.42	720.00	-	-	924.42
Current Lease Liability	40.67	55.50	0.75	(37.59)	59.33
Non-current borrowings	713.19	1,174.67	-	-	1,887.86
Non-current lease liabilities	274.01	110.36	229.00	(169.67)	443.70
Total liabilities from financing activities	**1,232.29**	**2,060.53**	**229.75**	**(207.26)**	**3,315.31**

Changes in liabilities arising from financing activities

Particulars	As at April 1, 2021	Cash flows	New leases	Other	As at March 31, 2022
Current Borrowings	924.42	316.70	-	-	1,241.12
Current Lease Liability	59.33	(102.38)	7.02	112.31	76.28
Non-current borrowings	1,887.86	1.85	-	-	1,889.71
Non-current lease liabilities	443.70	-	59.82	(76.55)	426.97
Total liabilities from financing activities	**3,315.31**	**216.17**	**66.84**	**35.76**	**3,634.08**

Changes in liabilities arising from financing activities

Particulars	As at April 1, 2022	Cash flows	New leases	Other	As at March 31, 2023
Current Borrowings	1,241.12	35.41	-	-	1,276.53
Current Lease Liability	76.28	(116.55)	0.63	127.06	87.42
Non-current borrowings	1,889.71	(431.44)	-	-	1,458.27
Non-current lease liabilities	426.97	-	44.61	(91.08)	380.50
Total liabilities from financing activities	**3,634.08**	**(512.58)**	**45.24**	**35.98**	**3,202.72**

Particulars	As at April 1, 2023	Cash flows	New leases	Other	As at June 30, 2023
Current Borrowings	1,276.53	(242.89)	-	-	1,033.64
Current Lease Liability	87.42	(26.66)	-	27.30	88.06
Non-current borrowings	1,458.27	(158.85)	-	-	1,299.42
Non-current lease liabilities	380.50	-	-	(21.76)	358.74
Total liabilities from financing activities	**3,202.72**	**(428.40)**	**-**	**5.54**	**2,779.86**

Notes :
1. Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 “Statement of Cash Flows” as specified in the Companies (Indian Accounting Standards) Rules, 2015.

Summary of Material accounting policies , key accounting estimates and judgements — Annexure V
See accompanying notes to the restated consolidated summary statements — Annexure VI
As per our report of even date attached

As per our attached report of even date
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

For and on behalf of the Board of Directors of Waaree Energies Limited

per Pritesh Maheshwari
Partner
Membership No. 118746

Place : Mumbai
Date: December 4, 2023

Hitesh C Doshi	**Viren C. Doshi**	**Hitesh P Mehta**	**Rajesh Gaur**
Chairman & Managing Director	Whole Time Director	Director & CFO	Company Secretary & Compliance Officer
DIN 00293668	DIN 00207121	DIN 00207506	ACS-A34629
Place: Dubai	Place: Mumbai	Place: Mumbai	Place: Mumbai
Date: December 4, 2023			

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure IV :- Restated Consolidated Summary Statement of changes in Equity
Amount in ₹ Millions unless otherwise stated

Equity share capital :-

As at March 31, 2021

Particulars	Balance As at April 1, 2020	Changes in equity share capital during the year	Balance As at March 31, 2021
Equity share capital	1,971.38	-	1,971.38

As at March 31, 2022

Particulars	Balance As at April 1, 2021	Changes in equity share capital during the year	Balance As at March 31, 2022
Equity share capital	1,971.38	-	1,971.38

As at March 31, 2023

Particulars	Balance As at April 1, 2022	Changes in equity share capital during the year	Balance As at March 31, 2023
Equity share capital	1,971.38	462.28	2,433.66

As at June 30, 2023

Particulars	Balance As at April 1, 2023	Changes in equity share capital during the period	Balance As at June 30, 2023
Equity share capital	2,433.66	98.58	2,532.24

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure IV :- Restated Consolidated Summary Statement of changes in Equity
Amount in ₹ Millions unless otherwise stated

Other equity
As at March 31, 2021

Particulars	Reserve & Surplus					Other Comprehensive Income/Loss		Attributable to Owners of the parent	Non controlling interest	Total
	Debenture redemption reserve	Capital reserve on bargain purchase	Retained earnings	Share based payment reserve	Security Premium	Foreign currency translation reserve	Remeasurement defined liability / asset			
Balance as at April 1, 2020	**58.50**	**4.40**	**956.75**	**-**	**-**	**(1.43)**	**(0.86)**	**1,017.36**	**416.27**	**1,433.63**
Add Export Incentive	-	-	93.71	-	-	-	-	**93.71**	-	**93.71**
Restated balance as at April 1, 2020	**58.50**	**4.40**	**1,050.46**	**-**	**-**	**(1.43)**	**(0.86)**	**1,111.07**	**416.27**	**1,527.34**
Transfer to retained earnings on redemption of debentures	(58.50)	-	58.50	-	-	-	-	**-**	-	**-**
Creation of debenture redemption reserve	187.50	-	(187.50)	-	-	-	-	**-**	-	**-**
Adjustment towards business combination as per IND AS 103	-	-	(23.79)	-	-	-	-	**(23.79)**	-	**(23.79)**
Acquisition of business	-	-	-	-	-	-	-	**-**	(4.74)	**(4.74)**
Total comprehensive income for the year	-	-	465.94	-	-	-	1.17	**467.11**	(9.81)	**457.30**
Balance at the March 31, 2021	**187.50**	**4.40**	**1,363.61**	**-**	**-**	**(1.43)**	**0.31**	**1,554.39**	**401.72**	**1,956.11**

As at March 31, 2022

Particulars	Reserves and surplus					Other Comprehensive Income/Loss		Attributable to Owners of the parent	Non controlling interest	Total
	Debenture redemption reserve	Capital reserve on bargain purchase	Retained earnings	Share based payment reserve	Securites Premium	Foreign currency translation reserve	Remeasurement defined liability / asset			
Balance as at April 1, 2021	**187.50**	**4.40**	**1,363.61**	**-**	**-**	**(1.43)**	**0.31**	**1,554.39**	**401.72**	**1,956.11**
Transfer to retained earnings on redemption of debentures	(137.50)	-	137.50	-	-	-	-	**-**	-	**-**
Dividend paid during the year	-	-	(4.76)	-	-	-	-	**(4.76)**	-	**(4.76)**
Adjustment of NCI profit	-	-	(2.85)	-	-	-	-	**(2.85)**	2.85	**-**
Impact of loss of control in subsidiary	-	-	-	-	-	-	-	**-**	(322.90)	**(322.90)**
Total comprehensive income for the year	-	-	756.39	-	-	-	1.93	758.32	40.39	798.71
Balance at the March 31, 2022	**50.00**	**4.40**	**2,249.89**	**-**	**-**	**(1.43)**	**2.24**	**2,305.10**	**122.06**	**2,427.16**

As at March 31, 2023

Particulars	Reserves and surplus					Other Comprehensive Income/Loss		Attributable to Owners of the parent	Non controlling interest	Total
	Debenture redemption reserve	Capital reserve on bargain purchase	Retained earnings	Share based payment reserve	Securites Premium	Foreign currency translation reserve	Remeasurement defined liability / asset			
Balance as at April 1, 2022	**50.00**	**4.40**	**2,249.89**	**-**	**-**	**(1.43)**	**2.24**	**2,305.10**	**122.06**	**2,427.16**
Transfer to retained earnings	(50.00)	-	50.00	-	-	-	-	**-**	-	**-**
Addition during the year	-	-	-	-	-	0.20	-	**0.20**	-	**0.20**
Acquistion of Business	-	126.80	-	-	-	-	-	**126.80**	27.58	**154.38**
Net share premium received during the year *	-	-	-	-	9,731.31	-	-	**9,731.31**	-	**9,731.31**
Creation of Share based payment reserve during the year	-	-	-	366.81	-	-	-	**366.81**	-	**366.81**
Acqusition of stake from NCI	-	-	(1,397.40)	-	-	-	-	**(1,397.40)**	-	**(1,397.40)**
Dividend paid during the period	-	-	(2.62)	-	-	-	-	**(2.62)**	-	**(2.62)**
Adjustment of NCI profit	-	-	0.90	-	-	-	-	**0.90**	(0.90)	**-**
Ceasation of NCI	-	-	-	-	-	-	-	**-**	(89.51)	**(89.51)**
Total comprehensive income for the year	-	-	4,827.60	-	-	-	(8.26)	**4,819.34**	175.21	**4,994.55**
Balance at the March 31, 2023	**-**	**131.20**	**5,728.37**	**366.81**	**9,731.31**	**(1.23)**	**(6.02)**	**15,950.44**	**234.44**	**16,184.88**

* Expenses of ₹ 207.61 Million for issue of shares through private placement have been netted off against the share premium.

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure IV :- Restated Consolidated Summary Statement of changes in Equity
Amount in ₹ Millions unless otherwise stated

As at June 30, 2023

Particulars	Reserves and surplus					Other Comprehensive Income/Loss		Attributable to Owners of the parent	Non controlling interest	Total
	Debenture redemption reserve	Capital reserve on bargain purchase	Retained earnings	Share based payment reserve	Securites Premium	Foreign currency translation reserve	Remeasurement defined liability / asset			
Balance as at April 1, 2023	**-**	**131.20**	**5,728.37**	**366.81**	**9,731.31**	**(1.23)**	**(6.02)**	**15,950.44**	**234.44**	**16,184.88**
Net share premium received during the period**	-	-	-	-	5,313.58	-	-	**5,313.58**	-	**5,313.58**
Transferred to Retained earning on ESOP lapsed during the period	-	-	0.88	-	-	-	-	**0.88**	-	**0.88**
Addition during the period	-	-	-	-	-	(0.01)	-	**(0.01)**	-	**(0.01)**
Creation of Share based payment reserve during the period	-	-	-	27.97	-	-	-	**27.97**	-	**27.97**
Options lapsed during the period	-	-	-	(0.88)	-	-	-	**(0.88)**		**(0.88)**
Adjustment of NCI profit	-	-	0.16	-	-	-	-	**0.16**	(0.18)	**(0.02)**
Total comprehensive income for the period	-	-	3,360.27	-	-	-	(6.76)	**3,353.51**	21.98	**3,375.49**
Balance at the June 30, 2023	**-**	**131.20**	**9,089.68**	**393.90**	**15,044.89**	**(1.24)**	**(12.78)**	**24,645.65**	**256.24**	**24,901.89**

** Expenses of ₹ 9.60 Million for issue of shares through private placement have been netted off against the share premium.

Summary of Material accounting policies , key accounting estimates and judgements Annexure V
See accompanying notes to the restated consolidated summary statements Annexure VI
As per our report of even date attached

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pritesh Maheshwari
Partner
Membership No. 118746

Place: Mumbai
Date: December 4, 2023

For and on behalf of the Board of Directors of Waaree Energies Limited

Hitesh C Doshi
Chairman & Managing Director
DIN 00293668
Place: Dubai
Date: December 4, 2023

Viren C. Doshi
Whole Time Director
DIN 00207121
Place: Mumbai

Hitesh P Mehta
Director & CFO
DIN 00207506
Place: Mumbai

Rajesh Gaur
Company Secretary & Compliance Officer
ACS-A34629
Place: Mumbai

Annexure V

Notes to the Restated Consolidated Summary Statements– Summary of Material accounting policies, key accounting estimates and judgements

A. Corporate Information

Waaree Energies Limited (the "Company" or the "Parent Company") registered in India under Companies Act 1956, was incorporated in January 1990. The Parent Company and its subsidiaries (collectively referred to as the "Group") are primarily engaged in the business of manufacture of Solar Photo-voltaic Modules, setting up of Projects in solar space and sale of electricity. The registered office of the Parent Company is located at 602, 6th Floor, Western Edge - I, Western Express Highway, Borivali (East), Mumbai, Maharashtra - 400066, India with manufacturing plants located at Vapi, Nandigram, Chikili and Surat, Gujarat State of India.

B. Material Accounting Policies

I. Basis of Preparation and Presentation

The Restated Consolidated Summary statements of the group comprises of the Restated Consolidated Summary Statement of Assets and Liabilities as at June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Consolidated Summary Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Summary Statement of Cash Flows, the Restated Consolidated Summary Statement of Changes in Equity and Summary Statement of Material Accounting Policies and other explanatory information (Statement of Notes to the Restated Consolidated Financial Information) for the quarter ended June 30, 2023, and years ended March 31, 2023, March 31, 2022 and March 31, 2021 (hereinafter collectively referred to as "Restated Consolidated Summary Statements" or "financial statements").

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Summary Statements.

These Statements have been prepared by the Management for the purpose of preparation of the restated consolidated summary statements for filling by the Company with the Securities and Exchange Board of India ("SEBI"), BSE limited and National Stock exchange of India Limited (collectively the stock exchanges) and the registrar of companies in connection with its proposed Initial Public Offering (IPO) of equity shares of face value of INR 10 each of the Company comprising a fresh issue of equity shares and an offer for sale of equity shares held by the selling shareholders (collectively, the "Offering")

These Restated Consolidated Summary Statements have been prepared to comply in all material respects with the requirements of

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

b) Relevant provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") on September 11, 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

The Restated Consolidated Summary Statements have been compiled by the Management from:

a) Audited consolidated financial statements of the Group as at and for the three month ended June 30, 2023 prepared in accordance with the Indian Accounting Standards 34 "Interim financial reporting" (IND AS 34) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (hereafter referred as "Consolidated Financial Statements"), which have been approved by the Board of Directors at their meetings held on December 4, 2023..

b) Audited consolidated financial statements of the Group as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 which were prepared in accordance with the Indian Accounting Standard (referred to as "IND AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015,as amended, other accounting principles generally accepted in India, and presentation requirements of Division II of Schedule III of Companies Act, 2013, as applicable to Consolidated Financial Statements, which have been approved by the Board of Directors at their meeting held on July 15, 2023, July 6, 2022, July 23, 2021, respectively.

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Summary Statements and are consistent with those adopted in the preparation of restated Consolidated Summary Statements for the three month ended June 30, 2023.

The Group has prepared its consolidated financial statements on the basis that it will continue to operate as a going concern.

The Restated Consolidated Summary Statements are presented in Indian Rupees (₹.) and all values are rounded to the nearest millions except when otherwise indicated.

II. Basis of Consolidation

The Restated Consolidated Summary Statements incorporate the financial statements of the Parent Company and its subsidiaries. Control is achieved where the Company:

a) has power over the investee

b) is exposed to, or has rights, to variable returns from its involvement with the investee; and

c) has the ability to use its power to affect its returns

The Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Consolidation procedure:

Subsidiary

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.

c) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

d) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The Restated Consolidated Summary Statements of the Group include subsidiaries as stated in Note 55.

Associates

a) The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually. The statement of profit and loss reflects the Group's share of the results of operations of the associate. The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit and loss.

b) If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses.

c) Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

The Restated Consolidated Summary Statements of the Group include Associates as stated in Note 55.

III. Summary of Material Accounting Policies

The Restated Consolidated Summary Statements have been prepared in accordance with the historical cost basis except for certain assets and liabilities (financial instruments and share based payment) are measured at fair valued as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

c) Level 3 inputs are unobservable inputs for the asset or liability.

Current & Non-Current Classification

The Group presents assets and liabilities in the financial statement based on current / non-current classification.

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

a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle.

b) it is held primarily for the purpose of being traded;

c) it is expected to be realised within 12 months after the reporting date; or

d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

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

a) it is expected to be settled in the Group's normal operating cycle;

b) it is held primarily for the purpose of being traded;

c) it is due to be settled within 12 months after the reporting date; or the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified its operating cycle as 12 months.

Deferred tax assets and liabilities are classified as non-current only.

IV. Business Combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are recognised in Restated Consolidated Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

a) deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;

b) liabilities or equity instruments related to share based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date; and

c) assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess, after reassessment, is recognised in capital reserve through other comprehensive income or directly depending on whether there exists clear evidence of the underlying reason for classifying the business combination as a bargain purchase.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against Goodwill/capital reserve. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in Statement of Profit and Loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method.

V. Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units or groups of cash-generating units that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in the Restated Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group’s policy for goodwill arising on the acquisition of an associate is described in consolidation procedure above.

VI. Revenue Recognition

A. Sale of Goods

The Group recognises revenue when control over the promised goods or services is transferred to the customer at transaction price (net of variable consideration) that reflects the consideration to which the Group expects to receive in exchange for those goods or services.

The Group has generally concluded that it is the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, liquidated damages or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Group recognises revenue generally at the point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer. In contracts where freight is arranged by the Group and recovered from the customers, the same is treated as a separate performance obligation and revenue is recognised when such freight services are rendered.

In revenue arrangements with multiple performance obligations, the Group accounts for individual products and services separately if they are distinct – i.e. if a product or service is separately identifiable from other items in the arrangement and if a customer can benefit from it. The consideration is allocated between separate products and services in the arrangement based on their stand-alone selling prices. Revenue from sale of by products are included in revenue.

There is no significant financing component in revenue recognition. In case of any such financing component is there in revenue arrangements, the Group adjusts the transaction price for financing component, if any and the adjustment is accounted in finance cost.

B. Construction contracts

When the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentives payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract cost incurred that it is probable will be recoverable. Contract costs are recognised as an expense in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

There is no significant financing component in revenue recognition. In case of any such financing component is there in revenue arrangements, the Group adjusts the transaction price for financing component, if any and the adjustment is accounted in finance cost.

C. Sale of Electricity

Revenue from contracts with customers is recognised when control of the goods (power) or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services having regard to the terms of the Power Purchase Agreements, relevant tariff regulations and the tariff orders by the regulator, as applicable, and contracts for services.

D. Contract balances

i. Contract assets

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

ii. Trade receivables

A receivable is recognised at transaction price when the performance obligations are satisfied and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

iii. Contract liabilities

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

iv. Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer including volume rebates and discounts. The Group updates its estimates of refund liabilities at the end of each reporting period.

VII. Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets if recognition criteria are met and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised if the recognition criteria are satisfied.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any 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 recognised in Statement of Profit and Loss.

Assets in the course of construction are capitalised in the assets under Capital work in progress net of accumulated impairment loss if any. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and present value of any obligatory decommissioning costs are capitalised in the asset when the recognition criteria for provisions are satisfied. Revenue (net of cost) generated from production during the trial period is capitalised.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the consolidated financial statement at cost less accumulated depreciation and accumulated impairment losses, if any.

The Group has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the consolidated financial statements on transition to Ind AS measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

In case of certain class of assets, the Company uses different useful lives than those prescribed in Schedule II of Companies Act, 2013. The useful live has been assessed based on technical assessment, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

The useful lives adopted by the Group is given below:

Asset	**Useful lives**
Computer and Printers	3 Years
Building	30 Years
Plant and Machinery	3 to 10 Years
Electrical Installations	10 Years
Furniture and Fixtures	10 Years
Leasehold Improvements	5 to 9 Years
Office Equipment	5 Years
Vehicles	8 to 10 Years

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Freehold land and leasehold land where the lease is convertible to freehold land under lease agreements at future dates at no additional cost, are not depreciated.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Group reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

VIII. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following the initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The Group has elected to continue with carrying value of all its intangible assets recognised as on transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

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

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Estimated useful lives of the intangible assets are as follows:

Class of Assets	Years
Service concession arrangement	25 Years
Computer Software	4 Years

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

IX. Investment Property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of derecognition from the derecognition of investment properties the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Fair value as disclosed in notes are calculated based on the guideline rates prescribed by the Government.

Transfers are made to (or from) investment property only when there is a change in use.

X. Assets classified as held for Sale

Non-Current assets are classified for sale if their carrying amount will be recovered principally through continuous use and sale is considered highly probable. They are measured at the lower of the carrying amount and fair value less cost to sell. Non-Current assets are not depreciated or amortised while they are classified as held for sale. Non-Current assets classified as held for sale are presented separately from other assets in the balance sheet as net of liabilities of a disposal group classified as held for sale.

XI. Inventories

Inventories are stated at the lower of cost and net realisable value.

a) Cost of raw materials include cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

b) Cost of finished goods and work in progress include cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average basis.

c) Cost of traded goods include purchase cost and inward freight. Costs is determined on weighted average basis.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

XII. Service Concession arrangements

Service Concession arrangements are based on the nature of consideration and arising from the power generation business.

Revenue

The Group recognises revenue when services are provided to the customer at transaction price that reflects the consideration to which the Group expects to receive in exchange for those services. Revenue from power generation business is accounted on the basis of billings to the power off takers and includes unbilled revenue accrued upto the end of accounting year. Power off takers are billed as per tariff rate, agreed in purchase power agreement. Operating or service revenue is recognised in the period in which services are rendered by the Group.

Financial assets

The Group recognises a financial asset arising from a service concession arrangement when it has an unconditional contractual right to receive cash or another financial asset from or at the discretion of the grantor for the construction. Such financial assets are measured at fair value at initial recognition and classification as loans and receivables. Subsequent to initial recognition, the financial asset is measured at amortised cost.

Intangible assets

The Group recognises an intangible asset arising from a service concession arrangement when it has right to charge for usage of the concession infrastructure. An intangible asset received as consideration for providing construction services in service concession arrangement is measured at cost, less accumulated amortisation, and accumulated impairment losses, if any. Internal technical team or user assess the useful lives of intangible asset. Management believes that assigned useful lives of 25 years of service concession arrangement projects are reasonable.

Determination of fair value

The fair value of intangible assets is determined by contract price paid for construction of service concession arrangement.

XIII. Leases

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

The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

The right-of-use assets are subject to impairment. Refer accounting policy related to Impairment of Non-Financial Asset. The recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term is as follows:

Class of Assets	Years
Leasehold Land	80 Years
Factory Premises	As per Lease term
Office Premises	As per Lease term

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The lease payments includes fixed payments (including in substance fixed payments less any incentives receivable variable lease payments and amount payable under residual value guarantees). After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low value assets

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

XIV. Employee Benefit Expenses

a) Short term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages, salaries and annual leaves in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

b) Long term employee benefits:

Liabilities recognised in respect of long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

The Group operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

i) The date of the plan amendment or curtailment, and
ii) The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
ii) Net interest expense or income

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

c) Termination benefits:

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

d) Defined contribution plans:

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state managed retirement benefit plans are accounted for as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

e) Defined benefit plans:

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurements comprising actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on plan assets (excluding interest) are recognised immediately in the balance sheet with a charge or credit to other comprehensive income in the period in which they occur. Remeasurements recognised in other comprehensive income are not reclassified. Actuarial valuations are being carried out at the end of each annual reporting period for defined benefit plans.

The retirement benefit obligation recognised in the consolidated financial statement represents the deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation/ superannuation. The gratuity is paid @ 15 days salary for each completed year of service as per the Payment of Gratuity Act, 1972.

XV. Share-based payments

Share based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 62.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting year, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of options, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an options, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an option and lead to an immediate expensing of an option unless there are also service and/or performance conditions.

No expense is recognised for options that do not ultimately vest because non-market performance and/or service conditions have not been met. Where options include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled options are modified, the minimum expense recognised is the grant date fair value of the unmodified option, provided the original vesting terms of the option are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an option is cancelled by the entity or by the counterparty, any remaining element of the fair value of the option is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

XVI. Government Grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Consolidated Statement of Profit and Loss on a systematic basis over the years in which the Group recognises as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Government grants and subsidies whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet which is disclosed as deferred grant receivable and transferred to the Statement of profit and loss on a systematic basis over the expected useful life of the related assets. Government grants and subsidies related to the income are deferred which is disclosed as deferred revenue arising from government grant in the balance sheet and recognized in the statement of profit and loss as an income in the period in which related obligations are met.

XVII. Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except Trade Receivables, which are recognised at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Consolidated Statement of Profit and Loss.

1. Financial assets

a) Recognition and initial measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

b) Classification of financial assets

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

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

i. The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

ii. 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.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL;

iii. The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

iv. 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.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI). However, the Group recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the Consolidated Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Consolidated Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by -instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Consolidated Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated Statement of Profit and Loss.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting year, with any gains and losses arising on remeasurement recognised in consolidated statement of profit and loss. The net gain or loss recognised in consolidated statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the other income line item. Dividend on financial assets at FVTPL is recognised when:

i. The Group's right to receive the dividends is established,
ii. It is probable that the economic benefits associated with the dividends will flow to the entity,
iii. The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

c) Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

d) Impairment

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous year but determines at the end of a reporting year that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous year, The Group again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, The Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet. The Group has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets.

e) Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter year, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in the consolidated statement of profit and loss and is included in the “Other income” line item.

2. Financial liabilities and equity instruments

a) Classification as debt or equity Debt and equity

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

b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Consolidated Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

c) Financial liabilities

Financial liabilities are classified as either financial liabilities at “FVTPL” or “other financial liabilities”.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

i. It has been incurred principally for the purpose of repurchasing it in the near term; or
ii. on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
iii. it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

i. such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
ii. the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group’s documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
iii. it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Consolidated Statement of Profit and Loss. The net gain or loss recognised in Consolidated Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the Consolidated Statement of Profit and Loss. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI.

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

d) Other financial liabilities:

The Group enters into arrangements whereby banks and financial institutions make direct payments to suppliers for raw materials and project materials. The banks and financial institutions are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled within twelve months. The economic substance of the transaction is determined to be operating in nature and these are recognised as supplier's credit / letter of credit - acceptances and disclosed on the face of the balance sheet. Interest expense on these are recognised in the finance cost. Payments made by banks and financial institutions to the operating vendors are treated as a non cash item and settlement of due to supplier's credit / letter of credit - acceptances by the Group is treated as an operating cash outflow reflecting the substance of the payment.

e) Derecognition of financial liabilities:

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

XVIII. Impairment of Non-Financial Asset

At the end of each reporting year, the Company reviews the carrying amounts of its tangible assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). 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. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

XIX. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Board of directors of the Company has been identified as the Chief Operating Decision Maker which reviews and assesses the financial performance and makes the strategic decisions.

XX. Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

i. Current tax

Current tax is the amount of expected tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

ii. Deferred tax

Deferred tax liabilities are recognised for all taxable temporary differences, except:

a) When the deferred tax liability arises from the initial recognition of goodwill

b) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognised deferred tax assets are re-assessed 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. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

iii. Current and deferred tax for the year

Current and deferred tax are recognised in profit and loss, except when they are relating to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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

XXI. Foreign Currency

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian National Rupee (₹).

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

According to Appendix B of Ind AS 21 "Foreign currency transactions and advance consideration", purchase or sale transactions must be translated at the exchange rate prevailing on the date the asset or liability is initially recognized. In practice, this is usually the date on which the advance payment is paid or received. In the case of multiple advances, the exchange rate must be determined for each payment and collection transaction.

Exchange differences on monetary items are recognised in statement of profit and loss.

XXII. Derivative instruments and Hedge Accounting

i. Derivative financial instruments

The Group enters into a variety of derivative financial instruments such as forward and option contracts to manage its exposure to foreign exchange rates. The Group holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or an exchange.

ii. Financial assets or financial liabilities, at fair value through profit or loss

This category includes derivative financial assets or liabilities which are not designated as hedges. Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

iii. Cash flow hedge

When the Group designates a derivative as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedge reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the Statement of Profit and Loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedge reserve till the period the hedge was effective remains in cash flow hedge reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedge reserve is transferred to the net profit in the Statement of Profit and Loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedge reserve is reclassified to net profit in the Statement of Profit and Loss.

XXIII. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

The Group gives a warranty between 25 to 30 years on solar modules designed, manufactured and supplied by the Group. In order to meet the expected outflow of resources against future warranty claims, the Group makes a provision for warranty. This provision for warranty represents the expected future outflow of resources against claims for performance shortfall on account of manufacturing deficiencies over the assured warranty life.

XXIV. Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. However, before a separate provision for an onerous contract is established, the Company recognises any write down that has occurred on assets dedicated to that contract. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

XXV. Cash and Cash Equivalent

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalent consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

XXVI. Earnings per Share

Basic earnings per share is computed by dividing the profit and loss after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit or loss after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares by weighted average number of equity shares considered for deriving basic earning per share and weighted average number of equity shares which could have been issued on the conversion of dilutive potential equity shares.

C. Significant judgements and estimates:

In the course of applying the policies outlined in all notes under section b above, the Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future year, if the revision affects current and future year.

i) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. This reassessment may result in change in depreciation and amortisation expected in future periods. The useful lives of property, plant and equipment are reviewed at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets, and also their likely economic lives based on various internal and external factors including relative efficiency, the operating conditions of the asset, anticipated technological changes, historical trend of plant load factor, historical planned and scheduled maintenance. It is possible that the estimates made based on existing experience are different from the actual outcomes and could cause a material adjustment to the carrying amount of property, plant and equipment.

ii) Provisions and Contingencies:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

In the normal course of business, contingent liabilities arise from litigations and claims. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such contingent liabilities are disclosed in the notes but are not recognised.

iii) Income Taxes:

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. In assessing the realizability of deferred tax assets arising from unused tax credits, the management considers convincing evidence about availability of sufficient taxable income against which such unused tax credits can be utilized. The amount of the deferred income tax assets considered realizable, however, could change if estimates of future taxable income changes in the future.

iv) Defined benefit plans:

The present value of defined benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations and mortality rates etc. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

v) Impairment of goodwill:

Determining whether goodwill is impaired requires an estimation of the “value in use” of the cash-generating units to which goodwill has been allocated. In considering the value in use, the management has made assumptions relating to useful lives of the cash generating units, plant availability, and plant load factor, useful life of the asset, additional capacity and capital cost approval from the regulators, expected renewals / extension of power purchase agreement / implementation agreement, input cost escalations operational margins and discount rates. Any subsequent changes to the cash flows due to changes in the above mentioned factors could impact the carrying value of the goodwill.

vi) Impairment of non-financial assets:

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group.

vii) Expected credit loss:

The measurement of expected credit loss on financial assets is based on the evaluation of collectability and the management's judgement considering external and internal sources of information. A considerable amount of judgement is required in assessing the ultimate realization of the loans having regard to, the past collection history of each party and ongoing dealings with these parties, and assessment of their ability to pay the debt on designated dates.

D. <u>Applicability of new and amended standards</u>

The Group has adopted, with effect from April 1, 2022, the following new and revised standards and interpretations. Their adoption has not had any significant impact on the amounts reported in the financial statements.

i) Amendment to Ind AS 37 regarding costs that an entity needs to include when assessing whether a contract is onerous or loss-making.

ii) Amendment to Ind AS 109 Financial Instrument regarding inclusion of fees in the "10 per cent' test for derecognition of financial liabilities.

iii) Amendment to Ind AS 103 Business Combination, Reference to the Conceptual Framework for Financial Reporting.

iv) Amendment to Ind AS 12 Income Taxes with reference to initial recognition exception for transactions that give rise to equal taxable and deductible temporary differences.

v) Amendment to Ind AS 1 Presentation of financial statements requires disclosure of material accounting policies rather than significant accounting policies;

vi) Amendment to Ind AS 8 Accounting Policies, Change in Accounting Estimates and Errors replaces definition of "change in accounting estimates" with the definition of "accounting estimate"

WAAREE ENERGIES LIMITED
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Annexure VI : Consolidated Summary Statement of notes and other Explanatory Information forming part of Restated Consolidated Summary Statements
Amount in ₹ Millions unless otherwise stated

Note 2 (a) : Property, plant and equipment

Particulars	Land - freehold	Factory building	Building	Plant & machinery	Electrical installations	Computer & printers	Office equipments	Furniture & fixture	Vehicles	Leasehold improvements	Solar power plant*	Total
As at March 31, 2021												
Gross carrying amount												
Balance as at April, 1, 2020	59.01	61.45	4.32	1,294.97	37.62	31.14	11.72	20.82	25.50	52.74	252.65	1,851.94
Additions	-	-	46.23	158.00	11.53	0.65	2.54	2.67	5.62	5.75	1,171.31	1,404.30
Disposals / adjustments	-	-	-	(56.13)	-	(8.98)	(0.13)	(0.08)	-	-	-	(65.32)
Transfers	-	-	-	-	-	(0.04)	(0.00)	-	-	-	-	(0.04)
Balance as at March 31, 2021	**59.01**	**61.45**	**50.55**	**1,396.84**	**49.15**	**22.77**	**14.13**	**23.41**	**31.12**	**58.49**	**1,423.96**	**3,190.88**
Accumulated depreciation												
Balance as at April 1, 2020	-	21.73	0.23	479.92	12.02	24.39	6.69	8.92	11.05	37.54	15.32	617.81
Depreciation charge during the year	-	2.05	0.38	235.15	3.32	3.38	1.64	1.83	2.69	4.62	15.86	270.92
Disposals / adjustments	-	-	-	(9.51)	-	(8.98)	(0.03)	0.00	-	-	-	(18.52)
Balance as at March 31, 2021	**-**	**23.78**	**0.61**	**705.56**	**15.34**	**18.79**	**8.30**	**10.75**	**13.74**	**42.16**	**31.18**	**870.21**
Net carrying amount as at March 31, 2021	**59.01**	**37.67**	**49.94**	**691.28**	**33.81**	**3.98**	**5.83**	**12.66**	**17.38**	**16.33**	**1,392.78**	**2,320.67**
As at March 31, 2022												
Gross carrying amount												
Balance as at April 1, 2021	59.01	61.45	50.55	1,396.84	49.15	22.77	14.13	23.41	31.12	58.49	1,423.96	3,190.88
Additions	1,439.76	584.76	-	2,194.38	168.72	10.80	18.22	33.09	1.80	1.50	58.94	4,511.97
Disposals / adjustments	-	-	-	(0.02)	-	(1.63)	-	-	-	-	(8.11)	(9.76)
Less : Adjustment on account of sale of subsidiary	-	-	(50.55)	-	-	-	-	-	-	-	(801.44)	(851.99)
Balance as at March 31, 2022	**1,498.77**	**646.21**	**-**	**3,591.20**	**217.87**	**31.94**	**32.35**	**56.50**	**32.92**	**59.99**	**673.35**	**6,841.10**
Accumulated depreciation												
Balance as at April 1, 2021	-	23.78	0.61	705.56	15.34	18.79	8.30	10.75	13.74	42.16	31.18	870.21
Depreciation charge during the year	-	2.79	0.44	285.10	5.14	4.12	2.23	2.66	3.48	5.41	35.34	346.71
Disposals / adjustments	-	-	-	(0.00)	-	(1.62)	-	-	-	-	(0.25)	(1.87)
Less : Adjustment on account of sale of subsidiary	-	-	(1.05)	-	-	-	-	-	-	-	(21.22)	(22.27)
Balance as at March 31, 2022	**-**	**26.57**	**(0.00)**	**990.66**	**20.48**	**21.29**	**10.53**	**13.41**	**17.22**	**47.57**	**45.05**	**1,192.78**
Net carrying amount as at March 31, 2022	**1,498.77**	**619.64**	**0.00**	**2,600.54**	**197.39**	**10.65**	**21.82**	**43.09**	**15.70**	**12.42**	**628.30**	**5,648.32**
As at March 31, 2023												
Gross carrying amount												
Balance as at April 1, 2022	1,498.77	646.21	-	3,591.20	217.87	31.94	32.35	56.50	32.92	59.99	673.35	6,841.10
Acquistion of Subsidiary (Note 59)	-	73.57	320.93	159.20	-	-	-	-	-	-	-	553.70
Additions*	1,416.78	189.17	-	3,564.31	59.06	9.01	14.25	34.23	3.70	0.76	-	5,291.27
Disposals / adjustments	-	-	-	(23.74)	(1.58)	-	-	-	-	-	(33.18)	(58.50)
Balance as at March 31, 2023	**2,915.55**	**908.95**	**320.93**	**7,290.97**	**275.35**	**40.95**	**46.60**	**90.73**	**36.62**	**60.75**	**640.17**	**12,627.57**
Accumulated depreciation												
Balance as at April 1, 2022	-	26.57	(0.00)	990.66	20.48	21.29	10.53	13.41	17.22	47.57	45.05	1,192.78
Depreciation charge during the period	-	48.00	10.06	1,393.80	23.55	6.00	7.30	6.88	3.77	5.53	28.03	1,532.92
Disposals / adjustments	-	-	-	(7.40)	(0.40)	-	-	-	-	-	(2.49)	(10.29)
Balance as at March 31, 2023	**-**	**74.57**	**10.06**	**2,377.06**	**43.63**	**27.29**	**17.83**	**20.29**	**20.99**	**53.10**	**70.59**	**2,715.41**
Net carrying amount as at March 31, 2023	**2,915.55**	**834.38**	**310.87**	**4,913.91**	**231.72**	**13.66**	**28.77**	**70.44**	**15.63**	**7.65**	**569.58**	**9,912.16**

Note 2 (a) : Property, plant and equipment

Particulars	Land - freehold	Factory building	Building	Plant & machinery	Electrical installations	Computer & printers	Office equipments	Furniture & fixture	Vehicles	Leasehold improvements	Solar power plant*	Total
As at June 30, 2023												
Gross carrying amount												
Balance as at April 1, 2023	2,915.55	908.95	320.93	7,290.97	275.35	40.95	46.60	90.73	36.62	60.75	640.17	12,627.57
Additions	-	245.48	-	2,216.71	59.21	1.75	7.43	13.77	0.50	-	-	2,544.85
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-	(2.05)	(2.05)
Balance as at June 30, 2023	**2,915.55**	**1,154.43**	**320.93**	**9,507.68**	**334.56**	**42.70**	**54.03**	**104.50**	**37.12**	**60.75**	**638.12**	**15,170.37**
Accumulated depreciation												
Balance as at April 1, 2023	-	74.57	10.06	2,377.06	43.63	27.29	17.83	20.29	20.99	53.10	70.59	2,715.41
Depreciation charge during the period	-	9.39	4.77	504.51	6.85	1.77	2.15	2.21	0.94	1.41	7.74	541.74
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-	(0.26)	(0.26)
Balance as at June 30, 2023	**-**	**83.96**	**14.83**	**2,881.57**	**50.48**	**29.06**	**19.98**	**22.50**	**21.93**	**54.51**	**78.07**	**3,256.89**
Net carrying amount as at June 30, 2023	**2,915.55**	**1,070.47**	**306.10**	**6,626.11**	**284.08**	**13.64**	**34.05**	**82.00**	**15.19**	**6.24**	**560.05**	**11,913.48**

* Refer note 61 for assets acquired as part of business transfer arrangement which includes plant and machinery of Nil (March 31, 2023 : ₹ 239.42 Million, March 31, 2022 : ₹ Nil, March 31, 2021 ₹ Nil) and freehold land of Nil (March 31, 2023 : ₹ 62.24 Million, March 31, 2022 : ₹ Nil, March 31, 2021 ₹ Nil).

Certain property, plant & equipment are pledged against borrowings, the details relating to which have been disclosed in note 20 & 25

For year ended March 31, 2021

Particulars	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since	Reason for not being in the name of the company.
Land - Freehold	Land at survey no. 39 (bearing 2.00 hectares), survey no. 43 (bearing 0.490 hectares), and survey no. 44 (bearing 1.60 hectares) and located at Bid Pipalya, Tehsil Susner, District Agar, Madhya Pradesh.	2.99	Haet Energies (Partnership firm)	NA	September 1, 2015	The same has been registered in the name of the parent company on June 28, 2021.

For year ended March 31, 2023

Particulars	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since	Reason for not being in the name of the company.
Land - freehold	Land at survey Numbers 183, 184, 185, 186, 187/1, 187/2 & 188(bearing 7.14 hectares), 189/1(bearing 0.90 hectares), 189/2(bearing 1.07 hectares), 176/1 & 176/2/A (bearing 3.86 hectares), 176/2/B(bearing 1.94 hectares), 177/2(bearing 1.94 hectares), 180/2(bearing 1.64 hectares) located at Akkalkot, Dist: Solapur, Maharastra.	62.24	Shree Swami Samarth Solar Park Private Limited	NA	September 29, 2022	Land parcels are acquired during the year through business transfer agreement. The parent company is in process of transferring title in the name of company.

For period ended June 30, 2023

Particulars	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since	Reason for not being in the name of the company.
Land - freehold	Land at survey Numbers 183, 184, 185, 186, 187/1, 187/2 & 188(bearing 7.14 hectares), 189/1(bearing 0.90 hectares), 189/2(bearing 1.07 hectares), 176/1 & 176/2/A (bearing 3.86 hectares), 176/2/B(bearing 1.94 hectares), 177/2(bearing 1.94 hectares), 180/2(bearing 1.64 hectares) located at Akkalkot, Dist: Solapur, Maharastra.	62.24	Shree Swami Samarth Solar Park Private Limited	NA	September 29, 2022	Land parcels are acquired during the previous year through business transfer agreement. The parent company is in process of transferring title in the name of company.

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Annexure VI : Consolidated Summary Statement of notes and other Explanatory Information forming part of Restated Consolidated Summary Statements
Amount in ₹ Millions unless otherwise stated

Note 2 (b) : Capital work-in-progress

Particulars	Total
As at March 31, 2021	
Gross carrying amount	
Balance as at April 1, 2020	373.13
Additions	343.58
Disposals / adjustments	(0.53)
Capitalized during the year	(704.49)
Gross carrying amount as at March 31, 2021	**11.69**
As at March 31., 2022	
Gross carrying amount	
Balance as at April 1, 2021	11.69
Additions	3,895.42
Disposals / adjustments	-
Capitalized during the year	(2,680.47)
Gross carrying amount as at March 31, 2022	**1,226.64**
As at March 31, 2023	
Gross carrying amount	
Balance as at April 1, 2022	1,226.64
Additions on account of acquisition of Subsidiaries	265.31
Additions	7,243.68
Disposals / adjustments	(52.01)
Capitalized during the period	(3,313.19)
Gross carrying amount as at March 31, 2023	**5,370.43**
As at June 30, 2023	
Gross carrying amount	
Balance as at April 1, 2023	5,370.43
Additions	2,869.04
Disposals / adjustments	-
Capitalized during the period	(2,527.00)
Gross carrying amount as at June 30, 2023	**5,712.47**

Capital work-in-progress ageing schedule:
As at March 31, 2021

Capital work-in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	11.69	-	-	-	11.69
Projects temporarily suspended	-	-	-	-	-
Total	**11.69**	**-**	**-**	**-**	**11.69**

Note : All capital work in projects are running as per schedule and no project has been delayed.

As at March 31, 2022

Capital work-in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,226.64	-	-	-	1,226.64
Projects temporarily suspended	-	-	-	-	-
Total	**1,226.64**	**-**	**-**	**-**	**1,226.64**

Note : All capital work in projects are running as per schedule and no project has been delayed.

As at March 31, 2023

Capital work-in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	5,016.68	353.75	-	-	5,370.43
Projects temporarily suspended	-	-	-	-	-
Total	**5,016.68**	**353.75**	**-**	**-**	**5,370.43**

Note : All capital work in projects are running as per schedule and no project has been delayed.

As at June 30, 2023

Capital work-in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	5,299.85	412.62	-	-	5,712.47
Total	**5,299.85**	**412.62**	**-**	**-**	**5,712.47**

Note : All capital work in projects are running as per schedule and no project has been delayed.

Capital work-in-progress completion schedule

As at March 31, 2021

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Chikili Manufacturing Plant	11.15	-	-	-	11.15
Nandigram Plant	0.54	-	-	-	0.54
Total	**11.69**	**-**	**-**	**-**	**11.69**

As at March 31, 2022

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Chikili Manufacturing Plant	1,226.64	-	-	-	1,226.64
Total	**1,226.64**	**-**	**-**	**-**	**1,226.64**

As at March 31, 2023

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Chikili module manufacturing plant	2,766.65	344.40	-	-	3,111.05
Chikili cell manufacturing plant	1,219.33	9.35	-	-	1,228.68
Tumb module manufacturing plant	159.62	-	-	-	159.62
Nandigram module manufacturing plant	2.74	-	-	-	2.74
Surat SEZ plant	30.32	-	-	-	30.32
Murtizapur Power Plant	368.84	-	-	-	368.84
Yavatmal Power plant	431.70	-	-	-	431.70
Greater Noida plant	37.48	-	-	-	37.48
Total	**5,016.68**	**353.75**	**-**	**-**	**5,370.43**

As at June 30, 2023

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Chikili module manufacturing plant	721.37	73.16	-	-	794.53
Chikili cell manufacturing plant	3,758.53	339.46	-	-	4,097.99
Tumb module manufacturing plant	204.26	-	-	-	204.26
Nandigram module manufacturing plant	101.48	-	-	-	101.48
Surat SEZ plant	31.67	-	-	-	31.67
Yavatmal Power plant	444.27	-	-	-	444.27
Greater Noida plant	38.27	-	-	-	38.27
Total	**5,299.85**	**412.62**	**-**	**-**	**5,712.47**

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Note 2 (c) : Right of use assets

Particulars	Lease hold Land	Factory Premises	Office and other premises	Total
As at March 31, 2021				
Gross carrying amount				
Balance as at April 1, 2020	25.26	233.75	95.46	354.47
Additions	-	229.75	-	229.75
Transfers	-	-	(8.21)	(8.21)
Balance as at March 31, 2021	**25.26**	**463.50**	**87.25**	**576.01**
Accumulated amortisation				
Balance as at April 1, 2020	0.37	32.03	21.49	53.89
Amortisation charge during the year	0.37	33.75	15.37	49.49
Transfers	-	-	(8.21)	(8.21)
Balance as at March 31, 2021	**0.74**	**65.78**	**28.65**	**95.17**
Net carrying amount as at March 31, 2021	**24.52**	**397.72**	**58.60**	**480.84**
As at March 31, 2022				
Gross carrying amount				
Balance as at April 1, 2021	25.26	463.50	87.25	576.01
Additions	-	12.80	54.02	66.82
Transfers	-	-	-	-
Balance as at March 31, 2022	**25.26**	**476.30**	**141.27**	**642.83**
Accumulated amortisation				
Balance as at April 1, 2021	0.74	65.78	28.65	95.17
Amortisation charge during the year	0.36	63.97	18.14	82.47
Balance as at March 31, 2022	**1.10**	**129.75**	**46.79**	**177.64**
Net carrying amount as at March 31, 2022	**24.16**	**346.55**	**94.48**	**465.19**
As at March 31, 2023				
Gross carrying amount				
Balance as at April 1, 2022	25.26	476.30	141.27	642.83
Additions on acquisition of Subsidiary (Refer note 59)	611.07	-	-	611.07
Additions	-	-	76.80	76.80
Transfers	-	-	(146.20)	(146.20)
Balance as at March 31, 2023	**636.33**	**476.30**	**71.87**	**1,184.50**
Accumulated amortisation				
Balance as at April 1, 2022	1.10	129.75	46.79	177.64
Amortisation charge during the year	9.34	30.75	64.31	104.40
Transfers/adjustments	-	-	(99.44)	(99.44)
Balance as at March 31, 2023	**10.44**	**160.50**	**11.66**	**182.60**
Net carrying amount as at March 31, 2023	**625.89**	**315.80**	**60.21**	**1,001.90**
As at June 30, 2023				
Gross carrying amount				
Balance as at April 1, 2023	636.33	476.30	71.87	1,184.50
Additions	-	-	-	-
Balance as at June 30, 2023	**636.33**	**476.30**	**71.87**	**1,184.50**
Accumulated amortisation				
Balance as at April 1, 2023	10.44	160.50	11.66	182.60
Amortisation charge during the period	2.32	16.03	7.47	25.82
Transfers/adjustments	-	-	-	-
Balance as at June 30, 2023	**12.76**	**176.53**	**19.13**	**208.42**
Net carrying amount as at June 30, 2023	**623.57**	**299.77**	**52.74**	**976.08**

Refer Note 48 for Leases

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Note 2 (d) : Investment property

Following are the changes in the carrying value of investment property :

Particulars	**Land**
As at March 31, 2021	
Gross carrying amount	
Balance as at April 1, 2020	3.48
Additions / (Deletions)	-
Balance as at March 31, 2021	**3.48**
Accumulated Depreciation	
Balance as at April 1, 2020	-
Depreciation for the year	-
Balance as at March 31, 2021	-
Net carrying amount as at March 31, 2021	**3.48**
As at March 31, 2022	
Gross carrying amount	
Balance as at April 1, 2021	3.48
Additions / (Deletions)	-
Balance as at March 31, 2022	**3.48**
Accumulated Depreciation	
Balance as at April 1, 2021	-
Depreciation for the year	-
Balance as at March 31, 2022	-
Net carrying amount as at March 31, 2022	**3.48**
As at March 31, 2023	
Gross carrying amount	
Balance as at April 1, 2022	3.48
Additions / (Deletions)	-
Balance as at March 31, 2023	**3.48**
Accumulated Depreciation	
Balance as at April 1, 2022	-
Depreciation for the year	-
Balance as at March 31, 2023	-
Net carrying amount as at March 31, 2023	**3.48**
As at June 30, 2023	
Gross carrying amount	
Balance as at April 1, 2023	3.48
Additions / (Deletions)	-
Balance as at June 30, 2023	**3.48**
Accumulated Depreciation	
Balance as at April 1, 2023	-
Depreciation for the period	-
Balance as at June 30, 2023	-
Net carrying amount as at June 30, 2023	**3.48**

i) Investment property represents the land held in Tamil Nadu for purpose of capital appreciation and there is no income generated and expenses incurred towards the said land during the period or year ended June 30, 2023, March 31,2023, March 31,2022 and March 31, 2021.

ii) Fair value

Particulars	**Valuation technique**	**As at June 30, 2023**	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Investment properties	Stamp duty reckoner rate	3.46	3.46	2.32	2.32

iii)Estimation of fair value :

The fair value taken as at June 30, 2023, as at March 31, 2023, as at March 31, 2022 and as at March 31 , 2021 is based on the ready reckoner rates prescribed by the Government of Tamil Nadu. The fair value measurement is categorised in level 2 fairvalue hierarchy.

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Note 2 (e) : Intangible assets

Particulars	Sercive concession arrangement*	Computer software	Total
As at March 31, 2021			
Gross carrying amount			
Balance as at April 1, 2020	58.62	20.50	79.12
Additions during the year	13.90	0.82	14.72
Disposal / adjustments	-	(6.06)	(6.06)
Balance as at March 31, 2021	**72.52**	**15.26**	**87.78**
Accumulated amortisation and impairment			
Balance as at April 1, 2020	8.71	20.43	29.14
Amortisation charge for the year	2.44	0.12	2.56
Disposal / adjustments	-	(6.06)	(6.06)
Balance as at March 31, 2021	**11.15**	**14.49**	**25.64**
Net carrying amount as at March 31, 2021	**61.37**	**0.77**	**62.14**
As at March 31, 2022			
Gross carrying amount			
Balance as at April 1, 2021	72.52	15.26	87.78
Additions during the year	7.09	0.11	7.20
Balance as at March 31, 2022	**79.61**	**15.37**	**94.98**
Accumulated amortisation and impairment			
Balance as at April 1, 2021	11.15	14.49	25.64
Amortisation charge for the year	3.22	0.34	3.56
Balance as at March 31, 2022	**14.37**	**14.83**	**29.20**
Net carrying amount as at March 31, 2022	**65.24**	**0.54**	**65.78**
As at March 31, 2023			
Gross carrying amount			
Balance as at April 1, 2022	79.61	15.37	94.98
Additions during the year	7.76	2.17	9.93
Balance as at March 31, 2023	**87.37**	**17.54**	**104.91**
Accumulated amortisation and impairment			
Balance as at April 1, 2022	14.37	14.83	29.20
Amortisation charge for the year	3.54	0.48	4.02
Balance as at March 31, 2023	**17.91**	**15.31**	**33.22**
Net carrying amount as at March 31, 2023 -	**69.46**	**2.23**	**71.69**
As at June 30, 2023			
Gross carrying amount			
Balance as at April 1, 2023	87.37	17.54	104.91
Deletion during the period	(0.02)	-	(0.02)
Balance as at June 30, 2023	**87.35**	**17.54**	**104.89**
Accumulated amortisation and impairment			
Balance as at April 1, 2022	17.91	15.31	33.22
Amortisation charge for the period	0.94	0.17	1.11
Balance as at June 30, 2023	**18.85**	**15.48**	**34.33**
Net carrying amount as at June 30, 2023 -	**68.50**	**2.06**	**70.56**

*The Service concession arrangement pertains to solar power plants:- (1) 0.5 MW solar power plant located in the state of Madhya pradesh awarded under tender and power purchase agreement (PPA) with State electricity company. (2) 400 KW solar roof top power plants at 16 different locations on Government buildings / institutions in the state of Delhi.

Note 2 (f) : Intangible assets under development

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening balance at the period / year	1.47	10.95	15.19	29.09
Additions during the period / year	0.01	0.19	2.06	-
Capitalized during the period / year	-	(9.67)	(6.30)	(13.90)
Closing gross carrying amount	**1.48**	**1.47**	**10.95**	**15.19**

Intangible assets under development ageing schedule :

As at March 31, 2021

Intangible assets under development	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.05	0.34	14.79	0.01	15.19
Total	**0.05**	**0.34**	**14.79**	**0.01**	**15.19**

As at March 31, 2022

Intangible assets under development	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress*	2.06	0.16	8.73	0.00	10.95
Total	**2.06**	**0.16**	**8.73**	**0.00**	**10.95**

(*0.00 indicates value less than ₹ 0.01 million)

As at March 31, 2023

Intangible assets under development	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.47	-	-	-	1.47
Total	**1.47**	**-**	**-**	**-**	**1.47**

As at June 30, 2023

Intangible assets under development	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.48	-	-	-	1.48
Total	**1.48**	**-**	**-**	**-**	**1.48**

Note 2 (g) : Goodwill on consolidation

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at beginning	63.43	63.43	70.31	56.31
On acquisition	-	-	-	14.00
On cessation	-	-	(6.88)	-
Balance at period / year end	**63.43**	**63.43**	**63.43**	**70.31**

The Group performs its impairment testing on goodwill annually. The Group considers the relationship between its market capitalisation and its book value, among other factors, when reviewing for indicators of impairment. As at June 30, 2023 the market capitalisation of the Group was above the book value of its equity, indicating there is no impairment of goodwill.

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Note 3 : Investments

Particulars	As at June 30, 2023		As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	Number	Amount in ₹	Number	Amount in ₹	Number	Amount in ₹	Number	Amount in ₹
I. Investments valued at cost, fully paid up, unquoted, unless otherwise stated								
a) Investments in equity shares:								
i) In associate								
Shalibhadra Energies Private Limited	-	-	-	-	-	-	2,778	0.03
Share of loss in associate		-	-	-		-	-	(0.03)
	-	**-**	**-**	**-**	**-**	**-**	**2,778**	**-**
b) Investments in preference shares:								
i) Investment In other companies								
(Face value of ₹ 10 each, unless otherwise stated)								
Waaree Renewables Private Limited	-	-	-	-	-	-	60,000	720.00
	-	**-**	**-**	**-**	**-**	**-**	**60,000**	**720.00**
c) Investments in compulsory convertible debentures:								
i) In other companies								
Taxus Infrastructure and Power Projects Private Limited	1,00,000	100.00	1,00,000	100.00	1,00,000	100.00	1,00,000	100.00
Less : Provision for diminution in Investment (Refer note 42)	1,00,000	100.00	1,00,000	100.00	-	-	-	-
(Face value of ₹ 1000 each)								
	-	**-**	**-**	**-**	**1,00,000**	**100.00**	**1,00,000**	**100.00**

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Details:				
Aggregate of non-current investments:				
Aggregate book value of quoted investments	-	-	-	-
Aggregate market value of quoted investments	-	-	-	-
Aggregate amount of unquoted investments	-	-	100.00	820.00
Aggregate amount of impairment in value of investments	-	-	-	-

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Note 4 : Trade receivables

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good	-	-	44.85	51.66
	-	**-**	**44.85**	**51.66**

The credit period on sales of goods ranges from 0 to 90 days with or without security

Trade receivable have been given as collateral towards borrowings, the details relating to which has been described in note 25

Trade receivables to the extent, covered under letter of credit bill discounting arrangements have been derecognized by the Group, as it has transferred the contractual right and substantially transferred all risks and rewards of ownership of these receivables to the bank. Also, the Group does not have any continuing involvement in these receivables.

Credit risk management regarding trade receivables has been described in note 52 (B) (ii) (a)

Trade receivables ageing schedule
As at March 31, 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	-	-	-	-	51.66	51.66
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-
Unbilled dues	-	-	-	-	-	-
Less: Allowance for expected credit loss	-	-	-	-	-	-
	-	**-**	**-**	**-**	**51.66**	**51.66**

As at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	-	-	-	-	44.85	44.85
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-
Unbilled dues	-	-	-	-	-	-
Less: Allowance for expected credit loss	-	-	-	-	-	-
	-	**-**	**-**	**-**	**44.85**	**44.85**

Note 5 : Security deposit

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Security deposits				
Related party*	19.00	19.00	19.00	19.00
Others	82.29	79.98	35.18	29.29
	101.29	**98.98**	**54.18**	**48.29**

* Refer note 47 for related party disclosures

Note 6 : Other non-current financial assets

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Fixed deposits having more than 12 months maturity	1,947.67	1,530.82	355.34	330.44
Accrued interest on fixed deposits	75.49	43.25	5.16	14.51
Others	-	-	-	0.05
	2,023.16	**1,574.07**	**360.50**	**345.00**

Note 7 : Income tax assets (net)

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advance tax & Tax deducted at source (net of provision for tax)	1.14	0.70	14.81	32.78
	1.14	**0.70**	**14.81**	**32.78**

Note 8 : Other non-current assets

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Considered good				
Capital Advances	1,628.10	1,111.96	671.06	903.12
Deferred portion of financial assets carried at amortized cost	15.76	16.75	20.39	23.93
Prepaid expense	-	-	2.50	1.50
	1,643.86	**1,128.71**	**693.95**	**928.55**

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Note 9 : Inventories
(Valued at lower of cost or net realisable value)

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Raw materials and components (including goods-in-transit of June 30, 2023 : ₹ 5,673.70 Million, March 31,2023 : ₹ 10,155.23 Million, March 31, 2022: ₹ 2,357.90 Million, March 31, 2021: ₹ 1,517.84 Million)	12,380.33	16,374.23	4,741.70	2,404.95
Packing materials	15.30	11.57	6.10	5.24
Work-in-process	899.88	599.34	175.94	236.91
Finished goods (including goods-in-transit of June 30, 2023 ₹ 5,337.52 Million, March 31,2023 : ₹ 7512.00 Million, March 31, 2022 : ₹ 57.51 Million and March 31, 2021 : ₹ 267.54 Million)	8,179.39	9,601.65	388.45	1,005.00
Stock-in-trade (including goods-in-transit of June 30, 2023 : ₹ 819.09 Million, March 31, 2023: Nil March 31, 2022 : Nil , March 31, 2021 : Nil)	1,260.65	501.88	69.47	27.92
	22,735.55	**27,088.67**	**5,381.66**	**3,680.02**

(a) Inventory have been pledged as security against bank borrowings, details relating to which have been given in note 25.

(b) During the period ended June 30, 2023 ₹ 16.87 Million (March 31, 2023: ₹ 136.59 Million , March 31, 2022: ₹ 14.13 Million, March 31, 2021 : Nil) was recognized as an expense for inventories carried at net realisable value.

(c) Raw materials inventory includes ₹ Nil (March 31, 2023: ₹ 20.97 Million) relating to a inventory recovered and lying under custody of court and will be released to the company after submission of required documents. Further the Company has also made a provision of ₹ 126.77 Million (March 31, 2023: ₹ 105.80 Million March 31, 2022 : Nil , March 31, 2021 : Nil) towards loss of Raw material inventory.

Note 10 : Currrent investments

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Investment in mutual funds				
Quoted				
HDFC liquid fund (No of Units June 30, 2023 : 0.21 , March 31, 2023 : 0.21 , March 31, 2022 : 0.21, March 31, 2021 : 1,882.20) of ₹ 1,000 each *	0.00	0.00	0.00	7.56
HDFC Cash Management fund (No of units June 30, 2023 : 3,19,795.40 , March 31, 2023 : 3,19,795.40 , March 31, 2022 : 3,19,795.40 , March 31, 2021 : Nil) of ₹ 10 each	15.99	15.70	14.97	-
HDFC low duration fund (No of units June 30, 2023 : 2,23,270 ,March 31, 2023 : 2,23,270 , March 31, 2022 : 2,23,270 , March 31, 2021 : 5,78,340.39) of ₹ 10 each	11.17	10.96	10.45	26.03
SBI liquid fund - direct growth (No of Units June 30, 2023: Nil, March 31, 2023: Nil , March 31, 2022 : 3,90,188.08 , March 31, 2021 : Nil) of ₹ 1,000 each	-	-	1,300.53	-
SBI Overnight Fund Direct Growth (No of Units June 30, 2023: Nil, March 31, 2023: Nil, March 31, 2022 : 1,620.85 , March 31, 2021 : Nil) of ₹ 1,000 each	-	-	5.61	-
SBI FMP Series 82 regular growth (No of Units June 30, 2023: Nil, March 31,2023: 2,00,00,000, March 31, 2022: Nil, March 31, 2021 : 2,44,464.27) of ₹ 10 each	-	200.00	-	80.50
SBI Liquid fund regular growth (No of Units June 30, 2023 Nil, March 2023: 24,007.90, March 31, 2022 :Nil, March 31, 2021 : 3,45,253.90) of ₹ 1,000 each	85.35	83.93	-	100.95
HDFC money manager fund - regular plan growth (No of Units June 30, 2023: Nil , March 31,2023: Nil , March 31, 2022 :Nil , March 31, 2021 : 8,802.26) of ₹ 1,000 each	-	-	-	38.63
SBI Liquid fund-direct growth (No of Units June 30, 2023: 15,43,304.65 , March 31, 2023: Nil , March 31 2022: Nil , March 2021: Nil) of ₹ 1,000 each	5,445.12	-	-	-
HDFC money manager fund - regular plan growth (No of Units June 30, 2023: Nil , March 31,2023: Nil , March 31, 2022 :Nil , March 31, 2021 : 25,133.48) of ₹ 1,000 each	-	-	-	80.77
	5,557.63	**310.59**	**1,331.56**	**334.44**

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Note 11 : Trade receivables

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured				
Disputed having significant increase in credit risk	-	-	60.07	57.57
	-	**-**	**60.07**	**57.57**
Unsecured				
Considered good-from related party	-	-	0.06	25.79
Considered good-from others	5,159.39	3,126.13	865.11	1,096.55
Disputed having significant increase in credit risk.	-	-	-	2.50
Credit impaired	181.78	78.02	94.60	65.28
	5,341.17	**3,204.15**	**959.77**	**1,190.12**
Less: Allowance for doubtful debts	(60.52)	(6.74)	-	-
Less: Allowance for expected credit loss	(121.27)	(71.28)	(94.60)	(65.28)
	5,159.38	**3,126.13**	**925.24**	**1,182.41**

The credit period on sales of goods ranges from 0 to 90 days with or without security
Trade receivable have been given as collateral towards borrowings, the details relating to which has been described in note 25
Trade receivables to the extent, covered under letter of credit bill discounting arrangements have been derecognized by the Group, as it has transferred the contractual right and substantially transferred all risks and rewards of ownership of these receivables to the bank. Also, the Group does not have any continuing involvement in these receivables.
Credit risk management regarding trade receivables has been described in note 52 (B) (ii) (a)
Trade receivables from related parties has been disclosed in note 47

Movement in expected credit loss allowance of trade receivable

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the period / year	71.28	94.60	65.28	48.00
Additions / (reversal) during the period / year (Refer Note 39)	49.99	(23.32)	29.32	17.28
Balance at the end of the period / year	**121.27**	**71.28**	**94.60**	**65.28**

Trade Receivables ageing schedule
As at March 31, 2021

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed trade receivables - considered good-from others (includes unbilled dues)	392.88	20.61	114.46	311.43	254.65	1,094.03
(ii) Undisputed trade receivables - considered good-from related party	25.81	-	-	-	-	25.81
(iii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iv) Undisputed trade receivables - credit impaired	-	-	-	-	-	-
(v) Disputed trade receivables - considered good	-	-	-	-	-	-
(vi) Disputed trade receivables - which have significant increase in credit risk	-	-	-	2.50	60.07	62.57
(vii) Disputed trade receivables - credit impaired	0.74	1.90	13.00	33.98	15.66	65.28
	419.43	**22.51**	**127.46**	**347.91**	**330.38**	**1,247.69**

Trade Receivables ageing schedule
As at March 31, 2022

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed trade receivables - considered good-from others (includes unbilled dues)	677.71	139.86	24.02	12.12	11.41	865.12
(ii) Undisputed trade receivables - considered good-from related party	0.06	-	-	-	-	0.06
(iii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iv) Undisputed trade receivables - credit impaired	-	-	-	-	-	-
(v) Disputed trade receivables - considered good	-	-	-	-	-	-
(vi) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	60.07	60.07
(vii) Disputed trade receivables - credit impaired	0.48	16.43	7.78	7.04	62.86	94.59
	678.25	**156.29**	**31.80**	**19.16**	**134.34**	**1,019.84**

Trade receivables ageing schedule
As at March 31, 2023

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed trade receivables - considered good-from others (includes unbilled dues)	2,354.64	546.51	205.05	3.21	16.72	3,126.13
(ii) Undisputed trade receivables - considered good-from related party	-	-	-	-	-	
(iii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iv) Undisputed trade receivables - credit impaired	-	-	-	-	-	-
(v) Disputed trade receivables - considered good	-	-	-	-	-	-
(vi) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vii) Disputed trade receivables - credit impaired	6.58	0.74	3.43	24.55	42.72	78.02
	2,361.22	**547.25**	**208.48**	**27.76**	**59.44**	**3,204.15**

Trade receivables ageing schedule
As at June 30, 2023

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed trade receivables - considered good-from others (includes unbilled dues)	4,814.74	208.14	36.11	42.58	57.82	5,159.39
(ii) Undisputed trade receivables - considered good-from related party	-	-	-	-	-	-
(iii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iv) Undisputed trade receivables - credit impaired	105.22	13.97	1.99	20.05	40.55	181.78
(v) Disputed trade receivables - considered good	-	-	-	-	-	-
(vi) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vii) Disputed trade receivables - credit impaired	-	-	-	-	-	-
	4,919.96	**222.11**	**38.10**	**62.63**	**98.37**	**5,341.17**

Note 12 : Cash and cash equivalents

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balances with banks				
In current accounts	1,073.25	1,972.50	477.42	63.00
Cash on hand	0.20	0.22	0.15	0.16
Fixed deposits with banks with original maturity of less than three months *	-	563.81	914.29	65.04
	1,073.45	**2,536.53**	**1,391.86**	**128.20**

* Held as margin money or security against borrowings, guarantees, other commitments.

Note 13 : Bank balances other than cash and cash equivalents

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Fixed deposits with banks (having maturity at inception for more than 3 months but less than 12 months)*	20,923.16	16,358.45	2,627.15	1,304.32
Less: Fixed deposit with original maturity of more than one year (Refer note no. 6)	1,947.67	1,530.81	355.34	330.44
	18,975.49	**14,827.64**	**2,271.81**	**973.88**

* Out of the above ₹ 20,923.16 Million for the period ended June 30, 2023 (March 31, 2023 : ₹ 16,293.96 Million , March 31, 2022 : ₹ 2,627.14 Million and March 31, 2021 : ₹ 1,304.32 Million) held as margin money or security against borrowings, gurantees, other commitments.

Note 14 : Loans
(Unsecured, considered good)

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Loans and advances				
Loans to related parties	133.97	131.11	122.95	437.29
Loans to others	-	5.56	37.65	41.96
	133.97	**136.67**	**160.60**	**479.25**

Note : Loan to others includes loan given to a party whose principal business is financing / advancing loans. Since the party is in the business of financing / advancing loans, ultimate beneficiary can not be determined nor company have any understanding to further advance loan to any specific entity / person.
Refer Note 47 for related party disclosure

Loans & advances to related parties includes :

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Considered good				
Companies / LLP where directors are interested	133.97	131.11	122.95	437.29

As at March 31, 2021

Type of Borrower	Amount of loan	% to total loans and advances
Companies / LLP where directors are interested	437.29	91%

Note : These loans are given on various dates to Waaree Renewables Private Limited for general business purpose.
Refer Note 47 for related party disclosure

As at March 31, 2022

Type of Borrower	Amount of loan	% to total loans and advances
Companies / LLP where directors are interested	122.95	77%

Note : These loans are given on various dates to Waaree Renewables Private Limited for general business purpose.
Refer Note 47 for related party disclosure

As at March 31, 2023

Type of Borrower	Amount of loan	% to total loans and advances
Companies / LLP where directors are interested	131.11	96%

Note : These loans are given on various dates to Waaree Renewables Private Limited for general business purpose.
Refer Note 47 for related party disclosure

As at June 30, 2023

Type of Borrower	Amount of loan	% to total loans and advances
Companies / LLP where directors are interested	133.97	100%

Note : These loans are given on various dates to Waaree Renewables Private Limited for general business purpose.
Refer Note 47 for related party disclosure

Note 15 : Other current financial assets

Unsecured, considered good

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Security deposit	30.22	19.85	10.41	26.47
Less: Provision for doubtful deposits	(2.81)	(2.81)	-	(10.50)
	27.41	**17.04**	**10.41**	**15.97**
Accrued interest	211.88	185.91	10.14	16.02
Escrow account balances	-	-	0.02	0.02
Government grant receivable	14.89	9.93	10.57	11.86
Refund receivable from government authorities	314.28	225.95	260.74	49.54
Advance to staff	0.91	0.32	-	-
Derivative assets	60.94	44.03	-	-
Others receivable	99.40	89.97	164.21	155.12
Less: Provision for doubtful other receivables	(38.24)	(38.24)	-	-
	61.16	**51.73**	**164.21**	**155.12**
	691.47	**534.91**	**456.09**	**248.53**

Refer Note 47 for related party disclosure

Note 16 : Other current assets

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advance to suppliers	2,250.79	4,203.72	915.62	224.32
Less: Allowance for doubtful advances	(13.20)	(13.20)	(8.68)	(8.68)
	2,237.59	**4,190.52**	**906.94**	**215.64**
Prepaid expenses	195.69	128.04	88.97	59.04
Balances with government authorities	1,844.43	1,866.28	514.49	400.73
Gratuity	-	0.07	-	-
Other	6.66	15.39	12.44	1.17
	4,284.37	**6,200.30**	**1,522.84**	**676.58**

Note 17 : Non Current Assets held for sale

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Plant and Machinery	67.97	67.97	-	-
	67.97	**67.97**	**-**	**-**

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Note 18 : Equity share capital
a. Details of authorised, issued and subscribed share capital

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Authorised capital				
50,00,00,000 (March 31, 2023 : 50,00,00,000 , March 31, 2022 : 50,00,00,000 , March 31, 2021 : 50,00,00,000) equity shares of ₹ 10/- each	5,000.00	5,000.00	5,000.00	5,000.00
Issued capital, subscribed and paid up				
25,32,23,808 (March 31, 2023 : 24,33,66,071, March 31, 2022 : 19,71,38,492, March 31, 2021 : 19,71,38,492) equity shares of ₹ 10/- each	2,532.24	2,433.66	1,971.38	1,971.38
	2,532.24	**2,433.66**	**1,971.38**	**1,971.38**

b. Terms & Conditions

The Company has only one class of equity shares having a face value of ₹ 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

c. Movement in respect of equity share capital is given below :

As at March 31,2021

Particulars	Balance as at April 1, 2020	Changes in Equity share capital during the year	Balance as at March 31, 2021
Equity Share Capital	1,971.38	-	1,971.38

As at March 31, 2022

Particulars	Balance as at April 1, 2021	Changes in Equity share capital during the year	Balance as at March 31, 2022
Equity Share Capital	1,971.38	-	1,971.38

As at March 31, 2023

Particulars	Balance as at April 1, 2022	Changes in Equity share capital during the year	Balance as at March 31, 2023
Equity Share Capital	1,971.38	462.28	2,433.66

As at June 30, 2023

Particulars	Balance as at April 1, 2023	Changes in Equity share capital during the period	Balance as at June 30, 2023
Equity Share Capital	2,433.66	98.58	2,532.24

d. Shareholders having more than 5 % shareholding

Name of Shareholder	As at June 30, 2023		As at March 31, 2023	
	Number	Percentage	Number	Percentage
Waaree Sustainable Finance Private Limited	5,76,27,648	22.76%	5,76,27,648	23.68%
Bindiya Kirit Doshi	1,98,16,212	7.83%	1,98,16,212	8.14%
Pankaj Chimanlal Doshi	2,46,04,384	9.72%	2,46,04,384	10.11%
Binita Hitesh Doshi	1,59,82,944	6.31%	1,59,82,944	6.57%
Nipa Viren Doshi	1,62,02,139	6.40%	1,62,02,139	6.66%
Hitesh Chimanlal Doshi	1,41,04,082	5.57%	1,41,04,082	5.80%
Viren Chimanlal Doshi	1,09,54,007	4.33%	1,09,54,007	4.50%
Kirit Chimanlal Doshi	1,01,92,782	4.03%	1,01,92,782	4.19%

Name of Shareholder	As at March 31, 2022		As at March 31, 2021	
	Number	Percentage	Number	Percentage
Waaree Sustainable Finance Private Limited	5,78,26,867	29.33%	5,78,26,867	29.33%
Bindiya Kirit Doshi	1,92,81,212	9.78%	1,97,07,174	10.00%
Pankaj Chimanlal Doshi	2,46,16,384	12.49%	1,92,51,967	9.77%
Binita Hitesh Doshi	1,53,31,944	7.78%	1,55,87,006	7.91%
Nipa Viren Doshi	1,49,50,839	7.58%	1,51,89,901	7.71%
Hitesh Chimanlal Doshi	1,41,04,082	7.15%	1,40,43,144	7.12%
Viren Chimanlal Doshi	1,09,54,007	5.56%	1,08,93,069	5.53%
Kirit Chimanlal Doshi	1,01,92,782	5.17%	1,01,31,844	5.14%

e. Reconciliation of number of shares

Particulars	As at June 30, 2023		As at March 31, 2023	
	Number	₹	Number	₹
Shares outstanding at the beginning of the period / year	24,33,66,071	2,433.66	19,71,38,492	1,971.38
Shares issued during the period / year	98,57,737	98.58	4,62,27,579	462.28
Shares outstanding at the end of the period / year	**25,32,23,808**	**2,532.24**	**24,33,66,071**	**2,433.66**

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	19,71,38,492	1,971.38	19,71,38,492	1,971.38
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**19,71,38,492**	**1,971.38**	**19,71,38,492**	**1,971.38**

f. Shares held by promoters at the end of the year / period

Name of the Promoter	As at March 31, 2021		Percentage change during the year
	Number	Percentage of total shares	
Waaree Sustainable Finance Private Limited	5,78,26,867	29.33%	0.00%
Pankaj Chimanlal Doshi	1,92,51,967	9.77%	9.77%
Hitesh Chimanlal Doshi	1,40,43,144	7.12%	0.00%
Viren Chimanlal Doshi	1,08,93,069	5.53%	0.00%

Name of the Promoter	As at March 31, 2022		Percentage change during the year
	Number	Percentage of total shares	
Waaree Sustainable Finance Private Limited	5,78,26,867	29.33%	0.00%
Pankaj Chimanlal Doshi	2,46,16,384	12.49%	2.72%
Hitesh Chimanlal Doshi	1,41,04,082	7.15%	0.03%
Viren Chimanlal Doshi	1,09,54,007	5.56%	0.03%

Name of the Promoter	As at March 31, 2023		Percentage change during the year
	Number	Percentage of total shares	
Waaree Sustainable Finance Private Limited	5,76,27,648	23.68%	-5.65%
Pankaj Chimanlal Doshi	2,46,04,384	10.11%	-2.38%
Hitesh Chimanlal Doshi	1,41,04,082	5.80%	-1.36%
Viren Chimanlal Doshi	1,09,54,007	4.50%	-1.06%

Name of the Promoter	As at June 30, 2023		Percentage change during the period
	Number	Percentage of total shares	
Waaree Sustainable Finance Private Limited	5,76,27,648	22.76%	-0.92%
Pankaj Chimanlal Doshi	2,46,04,384	9.72%	-0.39%
Hitesh Chimanlal Doshi	1,41,04,082	5.57%	-0.23%
Viren Chimanlal Doshi	1,09,54,007	4.33%	-0.18%

g. Shares issued other than cash

The aggregate number of equity share alloted as fully paid up by way of bonus shares in immediately preceeding five years ended March 31, 2023 are 12,13,15,992 shares (Alloted during year ended March 31, 2018 is 12,13,15,992 shares)

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Note 19 : Other equity

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Debenture Redemption Reserve	-	-	50.00	187.50
Capital reserve on Bargain purchase	131.20	131.20	4.40	4.40
Share Based payment reserve	393.90	366.81	-	-
Securities premium	15,044.89	9,731.31	-	-
Retained Earnings	9,089.68	5,728.37	2,249.89	1,363.61
Other Comprehensive Income	(14.02)	(7.25)	0.81	(1.12)
	24,645.65	**15,950.44**	**2,305.10**	**1,554.39**

Debenture Redemption Reserve

Particulars	Amount
Balance as at April 1, 2020	**58.50**
Transfer to retained earnings	(58.50)
Creation of Debenture Redemption Reserve.	187.50
Balance as at March 31, 2021	**187.50**
Balance as at April 1, 2021	**187.50**
Less Transfer to Retained Earnings	(137.50)
Balance as at March 31, 2022	**50.00**
Balance as at April 1, 2022	**50.00**
Transfer to retained earnings	(50.00)
Balance as at March 31, 2023	**-**
Balance as at April 1, 2023	**-**
Transfer to retained earnings	-
Balance as at June 30, 2023	**-**

Retained Earnings

Particulars	Amount
Balance as at April 1, 2020	**956.75**
Add : Export incentive	93.71
Balance as at April 1, 2020	**1,050.46**
Transfer to retained earnings from Debenture Redemption Reserve	58.50
Creation of Debenture Redemption Reserve.	(187.50)
Adjustment towards Business Combination as per Ind As 103	(23.79)
Total Comprehensive Income for the year	465.94
Balance as at March 31, 2021	**1,363.61**
Balance as at April 1, 2021	**1,363.61**
Transfer to retained earnings from Debenture Redemption Reserve	137.50
Dividend paid during the year	(4.76)
Adjustment of NCI profit	(2.85)
Total Comprehensive Income for the year	756.39
Balance as at March 31, 2022	**2,249.89**
Balance as at April 1, 2022	**2,249.89**
Transfer to retained earnings from Debenture Redemption Reserve	50.00
Acquisition of stake of NCI	(1,397.40)
Dividend paid during the year	(2.62)
Adjustment of NCI profit	0.90
Total Comprehensive Income for the year	4,827.60
Balance as at March 31, 2023	**5,728.37**
Balance as at April 1, 2023	**5,728.37**
Transferred to ESOP reserve	0.88
Adjustment of NCI profit	0.16
Total Comprehensive Income for the period	3,360.27
Balance as at June 30, 2023	**9,089.68**

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Capital reserve on bargain purchase

Particulars	Amount
Balance as at April 1, 2020	**4.40**
Acquistion of Business	-
Balance as at March 31, 2021	**4.40**
Balance as at April 1, 2021	**4.40**
Acquistion of Business	-
Balance as at March 31, 2022	**4.40**
Balance as at April 1, 2022	**4.40**
Acquistion of Business	126.80
Balance as at March 31, 2023	**131.20**
Balance as at April 1, 2023	**131.20**
Acquisition of business	-
Balance as at June 30, 2023	**131.20**

Share based payment reserve

Particulars	Amount
Balance as at April 1, 2020	-
Creation of Share based payment reserve	-
Balance as at March 31, 2021	-
Balance as at April 1, 2021	-
Creation of Share based payment reserve	-
Balance as at March 31, 2022	-
Balance as at April 1, 2022	-
Creation of Share based payment reserve	366.81
Balance as at March 31, 2023	**366.81**
Balance as at April 1, 2023	**366.81**
Creation of Share based payment reserve	27.97
Less lapsed during the period	(0.88)
Balance as at June 30, 2023	**393.90**

Securities Premium

Particulars	Amount
Balance as at April 1, 2020	-
Net share Premium recieved during the year	-
Balance as at March 31, 2021	-
Balance as at April 1, 2021	-
Net share Premium recieved during the year	-
Balance as at March 31, 2022	-
Balance as at April 1, 2022	-
Net share Premium recieved during the year *	9,731.31
Balance as at March 31, 2023	**9,731.31**
Balance as at April 1, 2023	**9,731.31**
Net share Premium recieved during the period *	5,313.58
Balance as at June 30, 2023	**15,044.89**

* Expenses of ₹ 9.60 Million (March 31, 2023 : ₹ 207.61 Million, March 31, 2022 : ₹ Nil, March 31, 2021 : ₹ Nil) for issue of shares through private placement have been netted off against the share premium.

Other Comprehensive Income

Particulars	Amount
Balance as at April 1, 2020	(2.29)
Total Comprehensive for the year	1.17
Balance as at March 31, 2021	**(1.12)**
Balance as at April 1, 2021	**(1.12)**
Total Comprehensive for the year	1.93
Balance as at March 31, 2022	**0.81**
Balance as at April 1, 2022	**0.81**
Total Comprehensive for the year	(8.06)
Balance as at March 31, 2023	**(7.25)**
Balance as at April 1, 2023	**(7.25)**
Total Comprehensive for the period	(6.77)
Balance as at June 30, 2023	**(14.02)**

(i) Debenture redemption reserve

The company is required to create a debenture redemption reserve out of the profits which is available for the purpose of redemption of debentures. Further, during the year ended March 31, 2023 , the Company has repaid all the outstanding debentures and balance of debenture redemption reserve has been transferred back to retained earnings.

(ii) Retained Earnings

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders

(iii) Foreign Currency Translation Reserve (FCTR)

The exchange differences arising from the translation of financial stateemnts of foreign operations with functional currency other than indian rupees is presented within equity in the FCTR.

(iv) Capital Reserve on Consolidation

Reserves is created primarily on amalgmalation as per statutory requirement. This reserve is utilised in accordance with the specific provision of Companies Act, 2013

(iv) Share based payment reserve

The Parent offers ESOP, under which options to subscribe for the company's share have been granted to certain employees and senior management. The share based payment reserve is used to recognize the value of equity share based payments provided as part of the ESOP scheme

(v) Security Premium

The amount received in excess of face value of equity shares is recognized in share premium. The reserves utilized in accordance with the specific provisions of the Companies Act , 2013.

(vi) Capital gain on bargain purchase

Reserves is created primarily on acquisition as per statutory requirement. This reserve is utilised in accordance with the specific provision of Companies Act, 2013

(vii) Other Comprehensive Income

Other comprehensive income consists of remeasurement gains/ (loss) on defined benefit plans, fair value changes on derivatives designated as cashflow hedges and Capital reserves arising from acquisition of control in the subsidiary

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Note 20 : Borrowings

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured				
Non convertible debentures				
13.90% non convertible debentures - series A	-	-	100.00	350.00
Less: Amortization of transaction cost	-	-	(0.09)	(3.18)
Less: Current maturities of long term debt	-	-	(99.91)	(250.00)
	-	**-**	**-**	**96.82**
14.15% non convertible debentures - series B	-	-	400.00	400.00
Less: Amortization of transaction cost	-	-	(1.54)	(4.04)
Less: Current maturities of long term debt	-	-	(398.46)	-
	-	**-**	**-**	**395.96**
Hire purchase loans	1.76	2.36	5.23	7.94
Less: Current maturities of long term debt	(1.76)	(2.36)	(2.74)	(2.71)
	-	**-**	**2.49**	**5.23**
Payable to banks as per resolution plan	-	385.72	-	-
Less Current maturities (Refer note 59)	-	(308.56)	-	-
	-	**77.16**	**-**	**-**
Term loan from others	1,746.15	1,864.15	2,225.65	1,517.00
Less: Amortisation of transaction cost	(9.74)	(11.00)	(18.70)	(2.77)
Less: Current maturities of long term debt	(436.99)	(472.04)	(320.63)	(124.38)
	1,299.42	**1,381.11**	**1,886.32**	**1,389.85**
Unsecured				
Loan from others	-	-	0.90	-
	1,299.42	**1,458.27**	**1,889.71**	**1,887.86**

Non convertible debentures includes(secured)

(i) 13.90% non convertible debentures - Series A

13.90% secured, unlisted, senior, redeemable 350 nos of non-convertible debentures of face value ₹ 1 Million each aggregating to Nil (March 31 2023 ₹ Nil , March 31 2022 ₹ 100.00 Million March 31, 2021: ₹ 350.00 Million), secured by way of:
(i) First ranking pledge over the 51% shares of the Company held by Promoter group in terms of Pledge Agreement;
(ii) First ranking charge and hypothecation over proceeds from sale of Waneep Solar Private Limited's stake and Nagari Project;
(iii) First ranking charge and hypothecation over the Company's Designated Account and all amounts standing to the same, whether now or in the future, other than the DSR amount;
(iv) First ranking pledge over 100% sharers of the Waaree Renewables Private Limited (WRPL) held by promoters;
(v) Corporate Guarantee from WRPL;
(vi) First and exclusive charge overall fixed assets & current assets of WRPL, including the WRPL Designated Account.
(vii) First ranking and exclusive charge on the DSR Amount;
(viii) Residual charge on all the fixed and current assets of the Company;
(ix) Demand Promissory Note and Letter of Continuity from the Company; and
(x) Personal Guarantees provided by the Promoters in favour of the Debenture Trustee.
The Debentures are redeemable in 3 quarterly installments starting November 1, 2021. Further, the said loan has been fully repaid on April 30, 2022.

(ii) 14.15% non convertible debentures - Series B

14.15% Secured, Unlisted, Senior, Redeemable 400 Nos of Non-Covertible Debentures of face value ₹ 1 Million each aggregating to Nil (March 31, 2023 : ₹ Nil, March 31,2022 : ₹ 400.00 Million, March 31, 2021 : ₹ 400.00 Million), are secured by way of:
(i) First ranking pledge over the 51% shares of the Company held by Promoter group in terms of Pledge Agreement;
(ii) First ranking charge and hypothecation over proceeds from sale of Waneep Solar Private Limited's stake and Nagari Project (approximately ₹ 750 Million);
(iii) First ranking charge and hypothecation over the Company's Designated Account and all amounts standing to the same, whether now or in the future, other than the DSR amount;
(iv) First ranking pledge over 100% sharers of the Waaree Renewables Private Limited (WRPL) held by promoters;
(v) Corporate Guarantee from WRPL;
(vi) First and exclusive charge overall fixed assets & current assets of WRPL, including the WRPL Designated Account.
(vii) First ranking and exclusive charge on the DSR Amount;
(viii) Residual charge on all the fixed and current assets of the Company;
(ix) Demand Promissory Note and Letter of Continuity from the Company; and
(x) Personal Guarantees provided by the Promoters in favour of the Debenture Trustee.
The Debentures are redeemable in 4 quarterly installments starting May 1, 2022. Further, the said loan has been fully repaid on April 30, 2022.

Hire purchase loans (secured)

Hire purchase loans from banks amounting to ₹ 1.76 Million (March 31, 2023 : ₹ 2.36 Million, March 31, 2022 : ₹ 5.24 Million, March 31, 2021 : ₹ 7.94 Million) which is secured by hypothecation of vehicle financed. The said loan is repayable monthly in 36 to 60 equal instalments @ interest rate of 8.50 % p.a to 9.61 % p.a.

Term loan from others includes (secured) -

(a) Loan from Indian Renewable Energy Development Agency Limited (IREDA) amounting to ₹ 68.85 Million (March 31,2023 : ₹ 94.83 Million, March 31, 2022 : ₹ 228.93 Million, March 31, 2021 : ₹ 332.83 Million). The loan has to be repaid in 20 quarterly instalments starting from March 31, 2019 and carries interest rate of 11.00% (PY 10.80%) per annum. The loan is primarily secured by hypothecation of all movable assets of 1 GW Solar PV module manufacturing plant at Village-Tumb, Tal-Umbergaon, Dist-Valsad, Gujarat and second charge on existing movable and immovable assets of the company. The loan is also collaterally secured by fixed deposit of ₹ 104.38 Million (₹March 31, 2023 : 104.38 Million, March 31, 2022: ₹ 78.00 Million, March 31, 2021: ₹ 78.00 Million) and personal guarantee by one of the director and his relative.

(b) During the year ended March 31, 2021 the company has availed loan from Indian Renewable Energy Development Agency Limited (IREDA) the outstanding amount to which is ₹ Nil (March 31, 2023 : ₹ Nil, March 31, 2022: ₹ 31.18 Million, March 31, 2021: ₹ 45.04 Million) under the modified top up loan scheme during coronavirus pandemic. The loan has to be repaid in 15 quarterly instalments starting from April 1, 2021 and carries interest rate of 11.00% per annum. The loan is primarily secured by extension of charges on the primary security / collateral security already held for the main loan i.e hypothecation of all movable assets of 1 GW Solar PV module manufacturing plant at Village-Tumb, Tal-Umbergaon, Dist-Valsad, Gujarat and second charge on existing movable and immovable assets of the company and collaterally secured by fixed deposit of ₹ 78.00 Million and personal guarantee by one of the director and his relative. The loan has been repaid completely during June 30, 2022.

(c) During the year ended March 31, 2022 the company has received partial disbursement of loan from Indian Renewable Energy Development Agency Limited (IREDA) amounting to ₹ 1,349.40 Million (March 31, 2023:₹ 1433.73 Million, March 31, 2022: ₹ 1602.36 Million, March 31, 2021: Nil) for setting up 2 GW Solar Module Manufacturing plant at Village- Degam, Chikili, Dist-Navsari, Gujarat against the total loan sanction amount of ₹ 1686.70 Million. The loan has to be repaid in 20 quarterly instalments starting from March 31, 2023 and carries interest rate of 11.00% per annum.

(d) The group company has availed the loan from Aditya Birla Finance Limited the outstanding amount of which is ₹.Nil (March 31, 2023 : ₹.Nil, March 31, 2022 : ₹.Nil , March 31, 2021 : ₹ 432.60 million). The loan has to be repaid in 53 quarterly instalments starting from June 30, 2022 and carries interest rate of 9.65% per annum. This facility is secured as follows:
1) First and exclusive charge on all the freehold and/or leasehold rights on all immovable properties/assets, project documentation (backed by any NOC required from the lessor for the purpose of this mortgage)
2) First and exclusive charge by way of hypothecation of all present and future movable assets, but not limited to plant, machinery, spares ,etc.
3) First and exclusive charge on current assets, including but not limited to book debts, operating cash flows, receivables, commissions, revenue of whatsoever in nature and where arising present or future
4) Pari-passu charge on intangibles not including goodwill, uncalled capital, bank account including but not limited to TRA & DSRA
5) Pari-passu charge and assignment by way of security all the rights, title, interest and benefits, claims and demand whatsoever in the project documents under all clearance, to extend permissible under applicable law, both present and future.
6) Pledge of shares upto 51% of total paid up share capital, held by majority of shareholder. The share to be pledge shall be free form any restrictive covenants/ lien or any other encumbrance under any contacts.

(e) The group company has availed loan from Indian Renewable Energy Development Agency Limited (IREDA) amounting to ₹ 297.10 Million (March 31,2023 : ₹ 335.60 Million March 31,2022 : ₹ 363.17 Million, March 31,2021 : ₹ 340.88 Million). The loan has to be repaid in 48 quarterly instalments starting from March 31, 2022 and carries interest rate of 10.95% per annum. The loan is primarily secured by hypothecation of all movable assets of 10 MW Solar PV project at Polagam-Tumb, Dist-Karaikal, Pondicherry. The loan is also collaterally secured by fixed deposit of ₹ 34.30 Million and corporate guarantee by Waaree Energies Ltd and Waaree Renewable Technologies Ltd.

Loan from others (unsecured)

Unsecured loan from others amounting to Nil (March 31, 2023 : Nil, March 31, 2022 : ₹ 0.90 Million, March 31, 2021 : Nil) are repayable in three years and carries interest from 10.75% p.a.

The company has utilised all the borrowed funds for the purpose specified in the respective sanction letter.

Note 21 : Lease liabilities

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Lease liabilities (Refer note 48)	358.74	380.50	426.97	443.70
	358.74	**380.50**	**426.97**	**443.70**

Note 22 : Long-term provisions

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for warranty	835.58	689.52	412.02	304.00
Provision for employee benefits:				
Leave entitlement	4.41	3.10	2.23	20.78
Gratuity (Refer note 45)	2.92	-	-	0.72
	842.91	**692.62**	**414.25**	**325.50**

In pursuance of Ind AS 37 "Provisions, Contingent Liabilities and Assets", the provisions required have been incorporated in the books of accounts in the following manner

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening balance	689.52	412.02	304.00	236.83
Additions during the period / year	164.40	286.23	136.68	72.31
Utilized during the period / year	(18.34)	(8.73)	(28.66)	(5.14)
Closing balance	**835.58**	**689.52**	**412.02**	**304.00**

The provision for warranty represents the expected outflow of resources against claims for performance shortfall expected in future over the life of the guarantee assured.

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Note 23 : Tax expenses

(a) Income tax recognised in statement of profit and loss

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Current tax expense (A)				
Current year	1,231.00	1,677.07	338.95	201.00
Short/(Excess) provision of earlier years (B)				
Tax for earlier years	-	(2.62)	0.45	8.27
Deferred tax expense (C)				
Origination and reversal of temporary differences	(40.11)	94.28	47.83	0.13
Tax expense recognised in the income statement (A+B+C)	**1,190.89**	**1,768.73**	**387.23**	**209.40**

(b) Income tax recognised in other comprehensive income

Particulars	Year ended March 31, 2021			Year ended March 31, 2022		
	Before tax	Tax (expense)/ benefit	Net of tax	Before tax	Tax (expense)/ benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	1.61	(0.36)	1.25	2.95	(0.74)	2.21
	1.61	**(0.36)**	**1.25**	**2.95**	**(0.74)**	**2.21**

Particulars	Year ended March 31, 2023			Period ended June 30, 2023		
	Before tax	Tax (expense)/ benefit	Net of tax	Before tax	Tax (expense)/ benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	(11.19)	2.82	(8.37)	(9.66)	2.43	(7.23)
Foreign currency translation reserve	0.20	(0.05)	0.15	(0.01)	-	(0.01)
	(10.99)	**2.77**	**(8.22)**	**(9.67)**	**2.43**	**(7.24)**

(c) Reconciliation of income tax expense applicable to accounting profit before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Profit before tax	**4,573.62**	**6,771.50**	**1,183.73**	**665.45**
Tax using the company's domestic tax rate 25.168%	1,151.09	1,704.25	297.92	167.48
Adjustments in respect of current income tax of previous years	-	(2.62)	0.45	8.84
Tax effect of :				
Tax effect on non-deductible expenses	58.42	41.61	19.75	(16.73)
Indexation of land	-	(16.91)	(1.81)	49.81
Differential tax rate on subsidiaries	9.70	(0.21)	-	-
Utilisation of losses on which deferred tax asset was not recognised	6.02	16.20	-	-
Others	(34.34)	26.41	70.92	-
Tax expense as per statement of profit & loss	**1,190.89**	**1,768.73**	**387.23**	**209.40**
Effective tax rate	26.00%	26.00%	33.00%	31.00%

a) For Income tax pending litigation Refer note 44

b) Pursuant to the Taxation Law (Amendment) Ordinance, 2019 ('Ordinance') subsequently amended in Finance Act issued by Ministry of Law and Justice (Legislative Department) on September 20, 2019 which is effective April 1, 2019, domestic companies have the option to pay corporate income tax rate at 22% plus applicable surcharge and cess ('New tax rate') subject to certain conditions.

(d) Deferred tax assets / liability (net)

Particulars	Balance Sheet			
	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Deferred tax liability in relation to				
Property, plant and equipments	(636.02)	(318.07)	(264.09)	(2.49)
Employee Benefit Expenses	-	-	-	(85.53)
	(636.02)	**(318.07)**	**(264.09)**	**(88.02)**
Right of use assets	10.79	10.24	9.58	5.58
Deferred grant	222.40	22.63	139.31	5.96
Provisions	0.97	59.43	26.00	20.20
Employee benefit	234.10	27.01	4.70	-
Unearned revenue	10.80	-	-	-
MAT Credit	0.62	0.62	-	-
Unrealised profit on inventory	22.96	22.84	0.66	5.98
Deferred tax assets / (liabilities)	**502.64**	**142.77**	**180.25**	**37.72**
Business combination	(161.37)	(161.37)	-	-
Deferred tax assets / (liabilities)	**(294.75)**	**(336.67)**	**(83.84)**	**(50.30)**

As at March 31, 2021

Unused tax loss	**Within 4 years**	**4 to 8 years**	**Indefinite**
Long term capital loss	-	86.98	-
Unused business losses	0.25	79.89	-
Unabsorbed depreciation	-	-	-
	0.25	**166.87**	**-**

As at March 31, 2022

Unused tax loss	**Within 4 years**	**4 to 8 years**	**Indefinite**
Long term capital loss	86.98	-	-
Unused business losses	71.96	8.61	-
Unabsorbed depreciation	-	-	69.45
	158.94	**8.61**	**69.45**

As at March 31, 2023

Unused tax loss	**Within 4 years**	**4 to 8 years**	**Indefinite**
Long term capital loss	86.98	-	-
Unused business losses	756.15	262.66	-
Unabsorbed depreciation	-	-	5,111.33
	843.13	**262.66**	**5,111.33**

As at June 30, 2023

Unused tax loss	**Within 4 years**	**4 to 8 years**	**Indefinite**
Long term capital loss	86.98	-	-
Unused business losses	756.15	262.66	-
Unabsorbed depreciation	-	-	5,111.33
	843.13	**262.66**	**5,111.33**

Particulars	Balance Sheet			
	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Deferred tax asset	502.64	142.77	180.25	37.72
Deferred tax liability	(797.39)	(479.44)	(264.09)	(88.02)
	(294.75)	**(336.67)**	**(83.84)**	**(50.30)**

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

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Note 24 : Other non-current liabilities

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Deferred government grant	796.88	0.72	4.10	13.77
Contract liabilities	98.10	3,276.75	-	-
	894.98	**3,277.47**	**4.10**	**13.77**

Note 25 : Borrowings

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Loans repayable on demand				
Secured				
From Banks:-				
Cash credit facility	-	434.81	360.53	525.66
Current maturities of long term borrowings	438.76	782.96	821.74	377.10
Buyer's Credit - Acceptances	583.32	-	-	-
Unsecured				
Loan from related parties	0.04	0.04	16.06	0.02
Inter corporate deposits-others	7.03	54.23	38.30	21.64
Loan from directors	4.49	4.49	4.49	-
	1,033.64	**1,276.53**	**1,241.12**	**924.42**

(i) Cash credit facility (secured)

Working capital loan from Banks includes cash credit facility under consortium banking arrangement from State Bank of India (lead bank), Bank of Maharashtra, Indusind Bank and HSBC Bank amounting to ₹ Nil (March 31, 2023 :₹ 434.81 Million March 31, 2022 : ₹ 360.53 Million, March 31, 2021: ₹ 525.66 Million) is secured against:
i) Hypothecation & 1st Charge paripassu charge along with other consortium bank namely Bank of Maharastra, Indusind Bank & HSBC Bank over the company's stock of raw material, stock in process & finished goods, book debts and other current assets both present & future.
ii) Collaterally secured by mortgage of factory land & building & hypothecation of plant & machinery of the company situated at plot no 231-236, SEZ, Surat.
iii)The said facility is also secured by corporate guarantee of Waaree Sustainable Finance Private Limited (Formerly Mahavir Thermoequip Pvt. Ltd) and personal guarantee of two directors of the company.
iv) 1st charge on pari passu basis on office no. 504, 5th Floor, Western Edge – I, Western Express Highway, Borivali East, Mumbai belongs to Ms. Rasilaben Chimanlal Doshi
v) 1st Charge of pari passu basis on office no. 604, 6th Floor, Western Edge – I, Western Express Highway, Borivali East Mumbai belongs to Mr. Chimanlal Doshi
vi) Cash collateral of ₹ 130. 20 Million offered as additional collateral from promoter's account.
vii) Cash credit facility carries interest rate : (a) State Bank of India - 6 Months MCLR + 2.00 % (b) Bank of Maharashtra - 10.20 % (c) Indusind Bank Ltd - 1 year MCLR + 1.15%.

The Company has utilised all the borrowed funds for the purpose specified in the respective sanction letter

(ii) Buyer's credit - Acceptances (secured)

Buyer's credit is availed from foreign banks at an interest rate ranging from 5.70% to 5.87% (March 31, 2023 : NA , March 31, 2022 : NA , March 31, 2021 : NA) per annum. These buyer's credit are repayable within 12 months from the date of draw down. The Buyer's credit availed is backed by cash collateral.

Unsecured loans

Loan from related parties amounting to ₹ 0.04 Million (March 31,2023 : ₹ 0.04 Million, March 31, 2022 : ₹ 16.06 Million, March 31, 2021 : ₹ 0.02 Million) are repayable on demand and carries no interest.

Intercorporate deposits amounting to ₹ 7.03 Million (March 31,2023 : ₹ 54.23 Million March 31, 2022 : ₹ 38.30 Million March 31, 2021 : ₹ 21.64 Million) are repayable on demand and carries interest from 10.75% p.a. to 16% p.a.

Loan from directors amounting to ₹ 4.49 Million (March 31, 2023 : ₹ 4.49 Million , March 31, 2022 : ₹ 4.49 Million , March 31, 2021 : ₹ Nil) are repayable on demand and carries no interest.

The following is the summary of the differences between current assets declared with the bank and as per audited financial statements:

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022
Working capital limits sanctioned	4,630.00	4,630.00	5,000.00
Inventories as per declaration with the bank	24,033.91	26,785.44	5,311.87
Inventories as per financial statement	22,401.53	26,785.44	5,364.58
Difference	**1,632.38**	**-**	**(52.71)**
Trade receivables as per declaration with the bank	3,946.02	7,666.85	999.20
Trade receivables as per financial statement	5,344.44	3,206.35	804.21
Difference	**(1,398.42)**	**4,460.50**	**194.99**

Note : The differences between declared amounts vis a vis book balances were reconciled as part of financial reporting closure process. Statements for the period ended June 30, 2023 and for the year ended March 31, 2023, March 31, 2022 were subsequently revised and submitted to respective Banks which are in line with the books of accounts.

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Note 26 : Lease liabilities

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Lease liabilities (Refer note 48)	88.06	87.42	76.28	59.33
	88.06	**87.42**	**76.28**	**59.33**

Note 27 : Trade payables

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro enterprises and small enterprises	583.58	657.13	96.18	117.22
Total outstanding dues of creditors other than micro enterprises and small enterprises	10,041.15	13,659.11	5,251.43	3,454.28
	10,624.73	**14,316.24**	**5,347.61**	**3,571.50**

The average credit period on domestic purchases ranges between 30 to 90 days and import purchases ranges between 0 to 60 days. However, in few of cases Company makes advance payments and issues letter of credit.

Refer note 47 for related party disclosures
Refer note 56 for information regarding Micro Small and Medium Enterprises

Trade Payables ageing schedule
As at March 31, 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro and small enterprises	-	115.73	0.31	-	1.18	117.22
(ii) Others	-	1,990.76	41.32	21.00	28.78	2,081.86
(iii) Disputed dues - micro and small enterprises	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	6.61	6.61
Unbilled dues	1,365.81	-	-	-	-	1,365.81
	1,365.81	**2,106.49**	**41.63**	**21.00**	**36.57**	**3,571.50**

Trade Payables ageing schedule
As at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro and small enterprises	-	91.31	3.96	0.24	0.67	96.18
(ii) Others	-	2,045.98	44.86	27.18	40.29	2,158.31
(iii) Disputed dues - micro and small enterprises	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	6.61	6.61
Unbilled dues	3,086.51	-	-	-	-	3,086.51
	3,086.51	**2,137.29**	**48.82**	**27.42**	**47.57**	**5,347.61**

Trade Payables ageing schedule
As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro and small enterprises	-	613.79	35.13	0.01	8.20	657.13
(ii) Others	-	2,027.31	248.81	11.81	103.01	2,390.94
(iii) Disputed dues - micro and small enterprises	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	5.61	5.61
Unbilled dues	11,262.56	-	-	-	-	11,262.56
	11,262.56	**2,641.10**	**283.94**	**11.82**	**116.82**	**14,316.24**

Trade Payables ageing schedule
As at June 30, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro and small enterprises	95.23	480.14	5.99	1.54	0.68	583.58
(ii) Others	380.44	3,714.47	36.65	27.13	49.83	4,208.52
(iii) Disputed dues - micro and small enterprises	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	5.61	5.61
Unbilled dues	5,827.02	-	-	-	-	5,827.02
	6,302.69	**4,194.61**	**42.64**	**28.67**	**56.12**	**10,624.73**

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Note 27A : Supplier's credit / Letter of credit - acceptances

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Supplier's credit / Letter of credit - acceptances	6,346.84	5,857.80	577.14	765.41
	6,346.84	**5,857.80**	**577.14**	**765.41**

Supplier's credit / letter of credit - acceptances are availed from SBI Bank, Indus Ind Bank and HSBC Bank at an interest rate ranging from 2.00% to 6.00% (March 31, 2023 : 2.00% to 6.00% , March 31, 2022 : NA , March 31, 2021 : NA) per annum. These trade credits are largely repayable within 90 days from the date of draw down. Supplier's credit availed is backed by letter of credit issued under working capital facilities sanctioned by banks and part of these facilities are backed by cash collateral.

Note 28 : Other financial liabilities

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due on borrowings	18.47	17.80	13.21	100.59
Payables for capital goods	2,173.37	1,895.81	809.39	22.08
Insurance Payable	70.00	70.21	-	-
Unclaimed dividend	0.05	-	-	-
Derivative Contract Liability	16.71	31.32	4.52	4.50
Salaries and incentives payable	97.35	91.54	52.64	35.79
Other Customer Liability	1,258.96	879.96	1.34	48.40
	3,634.91	**2,986.64**	**881.10**	**211.36**

Refer note 56 for information regarding micro small and medium enterprises.

Note 29 : Provisions

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits:				
Leave entitlement	31.69	25.98	16.20	1.81
Gratuity (Refer note 45)	11.96	4.26	0.25	0.03
Provision - Others:				
Other Claims *	1,738.46	248.73	-	-
	1,782.11	**278.97**	**16.45**	**1.84**

* Other claims includes provision in relation to commercial and other related claims by customers.

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening balance	248.73	-	-	-
Additions during the year	1,489.73	248.73	-	-
Utilized during the year	-	-	-	-
Closing Balance	**1,738.46**	**248.73**	**-**	**-**

Note 30 : Other current liabilities

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Contract liabilities	24,738.03	23,293.33	5,936.03	522.94
Statutory dues payable	48.28	77.36	50.00	44.94
Deposits from dealer, franchisee etc.	0.76	1.36	0.94	0.35
Unearned revenue	267.38	173.29	102.95	-
Government grant	86.80	89.20	549.45	9.79
Others	0.01	0.17	-	0.05
	25,141.26	**23,634.71**	**6,639.37**	**578.07**

Movement of contract liabilities during the period ended June 30, 2023 and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening balance	26,570.08	5,936.03	522.94	857.32
Additions / (utilisation) during the period / year	(1,733.95)	20,634.05	5,413.09	(334.38)
Closing balance	**24,836.13**	**26,570.08**	**5,936.03**	**522.94**
Current	24,738.03	23,293.33	5,936.03	522.94
Non-current	98.10	3,276.75	-	-

Note 31 : Current Tax Liabilities (Net)

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for taxation (net of advance tax)	1,413.23	854.05	197.26	133.36
	1,413.23	**854.05**	**197.26**	**133.36**

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Note 32 : Revenue from operations

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Sale of products and services				
Sale of solar power products (i)	30,056.70	57,925.84	25,782.48	17,919.93
Sale of services (ii)	1,872.54	4,722.96	1,036.95	104.88
Sale - Engineering, Procurement and Construction project	1,230.29	3,304.47	1,472.00	1,331.12
Generation of electricity from renewal sources	48.51	126.87	144.97	61.83
Other operating revenue				
Export incentives and duty drawback	20.61	1,293.32	23.63	46.59
Sale of scrap	51.72	125.93	49.90	30.22
Franchisee fees	2.55	9.34	32.42	35.82
Project Management Fees	-	-	0.30	-
	33,282.92	**67,508.73**	**28,542.65**	**19,530.39**

(i) Sale of solar power products includes solar modules and other solar power products.

(ii) Includes provision towards varaible consideration for liquidated damages and other related claims amounting to ₹ 2,092.43 Million (March 31, 2023 : ₹ 861.72 Million , March 31, 2022 : ₹ Nil, March 31, 2021: ₹ Nil) netted off against revenue.

Disaggregation information of sale of products and services

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
India	8,747.46	19,787.88	21,713.21	14,546.83
Outside India	24,412.07	46,165.39	6,578.22	4,809.10
	33,159.53	**65,953.27**	**28,291.43**	**19,355.93**

Timing of revenue recognition

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Goods transferred at a point in time	30,056.70	57,925.84	25,782.48	17,919.93
Services transferred over time	3,102.83	8,027.43	2,508.95	1,436.00
	33,159.53	**65,953.27**	**28,291.43**	**19,355.93**

Contract balances

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Trade Receivables	5,159.38	3,126.13	970.09	1,234.07
Unearned Revenue	267.38	173.29	102.95	-
Contract liabilities	24,836.14	26,570.08	5,936.03	522.94

Note 33 : Other income

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Interest income	312.30	509.04	93.35	172.97
Interest received on financial assets carried at amortised cost	1.04	-	-	2.15
Government grant	7.41	30.24	32.13	38.15
Profit on sale of current investment	10.86	66.16	5.46	0.57
Gain on change in fair value of investment	22.09	4.66	0.95	3.14
Profit on foreign exchange fluctuation (net)	511.07	475.41	207.84	53.31
Profit on sale of property, plant and equipment	-	-	-	2.38
Insurance Claim receivable	-	0.29	-	-
Profit on sale of subsidiary	-	-	104.17	10.16
Miscellaneous receipts	2.29	9.11	471.96	16.87
	867.06	**1,094.91**	**915.86**	**299.70**

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Note 34 : Cost of materials consumed

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Opening stocks	16,374.23	4,741.70	2,404.95	1,887.81
Add: Purchases	21,360.57	70,605.77	20,275.29	13,029.99
Less: Closing stocks	(12,380.33)	(16,374.23)	(4,741.70)	(2,404.95)
	25,354.47	**58,973.24**	**17,938.54**	**12,512.85**

Note 35 : Purchases of stock-in-trade

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Purchases	711.59	2,606.66	4,592.38	4,226.26
	711.59	**2,606.66**	**4,592.38**	**4,226.26**

Purchase of stock in trade includes ₹ 654.53 Millions (March 31, 2023 : ₹ 1,559.48 Millions, March 31, 2022 : ₹ 538.20 Millions , March 31, 2021 : ₹ 42.56 Millions) for Engineering, Procurement and Construction project expenses.

Note 36 : Changes In inventories of finished goods, stock-in-trade and work-in-progress

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Opening inventory				
Traded goods	501.88	69.48	27.91	233.37
Finished goods	9,601.65	388.45	1,005.00	174.26
Work-in-progress	599.34	175.94	236.91	131.37
	10,702.87	**633.87**	**1,269.82**	**539.00**
Closing inventory				
Traded goods	(1,260.65)	(501.89)	(69.48)	(27.91)
Finished goods	(8,179.39)	(9,601.65)	(388.45)	(1,005.00)
Work-in-progress	(899.88)	(599.34)	(175.94)	(236.91)
	(10,339.92)	**(10,702.88)**	**(633.87)**	**(1,269.82)**
	362.95	**(10,069.01)**	**635.95**	**(730.82)**

Note 37 : Other manufacturing and Engineering, Procurement and Construction project expenses

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Manufacturing and project expenses				
Stores & spares consumption	34.61	97.85	76.16	35.92
Electricity charges	214.64	505.14	197.07	101.14
Labour charges	328.88	899.20	410.96	261.20
Job work charges	35.94	133.19	0.81	18.02
Repairs & maintenance :-				
Repairs to machinery	0.59	2.16	5.07	2.94
Repairs to building	0.28	2.27	2.41	0.92
Engineering, Procurement and Construction project expenses	4.61	12.77	24.85	124.58
	619.55	**1,652.58**	**717.33**	**544.72**

Note 38 : Employee benefits expense

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Salaries and incentives	260.84	744.38	462.03	380.39
Directors remuneration	14.65	55.70	54.46	54.37
Employee stock option plan Expenses	27.97	366.81	-	-
Contribution to Provident fund, gratuity and other funds	11.92	31.16	19.25	15.84
Staff welfare expenses	7.45	39.83	33.31	30.32
	322.83	**1,237.88**	**569.05**	**480.92**

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Note 39 : Sales, administration and other expenses

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Rent	4.52	11.07	8.73	6.42
Insurance	26.60	98.88	68.47	55.03
Rates and taxes	1.13	10.15	6.77	1.40
Legal and professional	61.47	310.22	114.18	88.62
Auditors remuneration **	5.53	5.50	3.00	3.02
Travelling and conveyance	30.24	83.40	30.19	17.96
Warranty	164.40	286.22	136.69	72.31
Business promotion expenses	20.68	205.73	91.94	64.88
Commission	0.49	18.64	34.31	34.95
Packing materials expenses	195.48	468.16	204.76	175.29
Transportation freight, duty & handling charges	562.22	2,964.56	2,142.29	893.90
Allowance for expected credit loss	49.99	(23.32)	30.10	17.28
Loss on sale of property, plant and equipment	1.80	11.69	0.03	-
Corporate social responsibility expense (Refer note 51)	13.11	16.56	12.38	11.04
Repairs and maintenance	4.00	13.31	14.80	-
Allowance for doubtful debts & deposits	-	9.55	-	-
Miscellaneous expenses *	93.97	270.63	81.30	96.35
Capital-work-in-progress written off	-	-	-	0.52
	1,235.63	**4,760.95**	**2,979.94**	**1,538.97**

* The Company has made a donation of ₹ Nil (March 31, 2023 : ₹ 0.50 Million, March 31, 2022 : Nil , March 31, 2021 : Nil) to a political party.

**** Audit remuneration :-**

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Audit fees	5.53	5.50	3.00	2.89
Tax audit	-	-	-	0.11
Other Service	-	-	-	0.02
	5.53	**5.50**	**3.00**	**3.02**

Note 40 : Finance costs

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Interest expense on borrowings	329.51	544.82	300.26	218.75
Interest on income tax	9.09	114.48	24.59	12.69
Interest expense on lease liability	7.85	35.12	35.77	21.73
Other borrowing costs	54.22	128.28	48.23	56.16
	400.67	**822.70**	**408.85**	**309.33**

Note 41 : Depreciation and amortization expense

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation on property, plant and equipment	541.74	1,532.92	346.71	270.92
Amortisation on lease assets	25.82	104.40	82.47	49.49
Amortisation on intangible assets	1.11	4.02	3.56	2.56
	568.67	**1,641.34**	**432.74**	**322.97**

Note 42 : Exceptional items

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Provision for dimunition in investment (Refer note 3)	-	100.00	-	-
Provision for raw materials	-	105.80	-	-
Gain on disposal of investment (Refer note 44 (b))	-	-	-	(40.56)
	-	**205.80**	**-**	**(40.56)**

For the year ended March 31, 2023

During the year ended March 31, 2023, an incidence of theft of raw material amounting to ₹ 157.76 Million was noticed at Chikhli plant of the Company. Such theft also included the raw materials received for Job-work. An investigation has been performed by the local police and management of the Company which identified that theft has been perpetrated by subcontractor's employees. Subsequently, police has recovered raw material amounting to ₹ 51.96 Million (comprising of raw material stock lying under judicial custody as at March 31, 2023 amounting to ₹ 20.97 Million and balance handed over to the Company). The Company has made a provision amounting to ₹ 105.80 Million towards loss of Raw material inventory (including provision towards raw material inventory received for Job work) and strengthened the internal controls related to inventory movement, physical verification and physical security at plant by installing additional CCTV cameras and other measures. The Company has submitted an insurance claim for losses for which survey and claim assessment is in process by the Insurance Company.

Note 43 : Restated Earnings per equity share:

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Basic / dilutive earnings per share				
Profit / (Loss) attributable to equity shareholders	3,360.27	4,827.60	756.39	465.94
Weighted average number of equity shares	24,38,50,213	22,12,61,331	19,71,38,492	19,71,38,492
Basic earnings per share (in ₹)	13.78	21.82	3.84	2.36
Weighted average number of equity shares used in computing diluted EPS	24,63,87,648	22,37,98,766	19,71,38,492	19,71,38,492
Diluted EPS (Face value of ₹ 10/- per share)	13.64	21.57	3.84	2.36

Reconciliation of weighted average number of equity shares

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Weighted average number of equity shares used in computing basic EPS	24,38,50,213	22,12,61,331	19,71,38,492	19,71,38,492
Add: Effect of Employee Stock Options	25,37,435	25,37,435	-	-
Weighted average number of equity shares used in computing diluted EPS	**24,63,87,648**	**22,37,98,766**	**19,71,38,492**	**19,71,38,492**

Note 44 : Contingent liabilities, contingent assets and capital commitments

a) Contingent liabilities

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Contingent liabilities not provided for:				
Claims against the parent company not acknowledged as debts	29.39	30.85	136.22	130.61
Disputed statutory liability of parent Company *	96.66	96.66	103.11	98.33
Guarantee/indemnity given by parent company to others	1,004.00	1,000.91	369.80	786.66
	1,130.04	**1,128.42**	**609.13**	**1,015.60**

* Disputed statutory liability comprises of claims towards Income tax, VAT, CST and GST authorities for which the Company has filed appeals with respective authorities. In the opinion of management, no material liability is likely to arise on account of such claims.

b) Contingent assets

For the year ended March 31, 2021

The Parent company has entered into an (EPC) Engineering, Procurement and Construction Agreement amounting to ₹ 251.00 million with Taxus Infrastructure and Power Projects Private Limited ("Taxus") in FY 2012-2013. From the total consideration payable by Taxus ₹ 60.07 million is still outstanding as on March 31, 2021 and March 31, 2022. The said amount is secured against, (1) Post Dated Cheques, (2) Pledge of Shares from Promoters of Taxus, (3) Personal Guarantee from Promoters of Taxus and (4) Demand Promissory Note.

The holding company has further invested ₹ 100 million through compulsory convertible debentures mandatorily convertible into equity shares within a period of 65 months from the date of allotment. The Company exercised its option of converting debentures into equity shares on completion of period, but Taxus did not comply with the same. The holding company initiated Arbitration Proceedings inter alia for recovery of the trade receivable as well as the debenture amounts. The court appointed sole arbitrator heard the matter after arguments of both the sides and reserved the matter for passing award as on date. In view of the management, award would be in favour of the Company.

During the FY 2018-19, the holding company has entered into Share Purchase Agreement and its amendment for sale of the investment in its wholly owned subsidiary "Waaneep Solar Private Limited". As per terms of the agreement ₹ 484.17 million is withheld by the buyer which will be remitted on closure of pending litigations and obligations in such subsidiary. The company has recognized ₹ 40.56 million on the basis of certainty and balance amount of ₹ 251.07 million will be recognized as income on successful closure of such litigations and obligations which are contingent in nature. The company continue to disclose ₹ 326.17 million as Contingent assets.

c) Capital commitments

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Estimated amount of contracts remaining to be executed on capital account (net of advance) of the group	11,981.40	11,180.67	2,812.12	1,052.64
	11,981.40	**11,180.67**	**2,812.12**	**1,052.64**

Note 45 : Disclosure pursuant to IND AS - 19 - Employee benefit expense

[A] Post Employment benefit plans:

Defined benefit plans

The Group has the following defined benefit plans

Gratuity: In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Group makes contribution to the gratuity fund administered by life Insurance Companies under their respective Group Gratuity Schemes.

The disclosure in respect of the defined Gratuity Plan are given below:

Particulars	Defined Benefit Plans			
	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Present value of funded obligations	63.52	50.58	32.90	29.43
Fair Value of Plan Assets	48.64	46.39	32.65	28.64
Net (Asset)/Liability recognised	**14.88**	**4.19**	**0.25**	**0.79**

Movements in plan liabilities

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Present value of obligation as at the beginning of the period / year:	50.58	32.89	29.39	24.45
Transfer in/(out) obligation	-	-	-	-
Current service cost	2.42	6.94	6.16	6.03
Past service cost	-	0.21	-	-
Interest Cost/(Income)	0.82	2.03	2.10	1.65
Return on plan assets excluding amounts included in net finance income/cost	-	-	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	1.68	3.43	(1.61)	0.00
Actuarial (gain)/loss arising from demographic assumptions	0.70	5.59	0.05	-
Actuarial (gain)/loss arising from experience adjustments	7.32	1.77	(1.75)	(0.46)
Employer contributions	-	-	-	-
Benefit payments	-	(2.29)	(1.44)	(2.29)
Total	**63.52**	**50.57**	**32.90**	**29.38**

Movements in plan assets

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Present value of obligation as at the beginning of the period / year:	46.39	32.65	28.64	19.53
Transfer in/(out) obligation	-	-	-	-
Current service cost	-	-	-	-
Past service cost	-	-	-	-
Interest cost / (income)	0.84	2.59	2.23	1.52
Return on plan assets excluding amounts included in net finance (income)/cost	0.04	(0.51)	(0.35)	(0.30)
Actuarial (gain) / loss arising from changes in financial assumptions	-	0.82	-	-
Actuarial (gain) / loss arising from demographic assumptions	-	-	-	-
Actuarial (gain) / loss arising from experience adjustments	-	-	-	-
Employer contributions	1.38	13.13	3.56	10.18
Benefit payments	-	(2.29)	(1.44)	(2.29)
Total	**48.65**	**46.39**	**32.64**	**28.64**

Statement of Profit and Loss

Expenses recognised in the statement of profit and loss

Employee benefit expenses :	**Period ended June 30, 2023**	**Year ended March 31, 2023**	**Year ended March 31, 2022**	**Year ended March 31, 2021**
Current service cost	2.42	6.94	6.77	6.03
Interest cost / (Income)	(0.01)	(0.24)	(0.15)	0.14
Expected return on plan assets	-	-	-	-
Total amount recognised in statement of profit and loss	**2.41**	**6.70**	**6.62**	**6.17**

Remeasurement (gains)/ losses recognised in OCI

Remeasurement of the net defined benefit liability :	**Period ended June 30, 2023**	**Year ended March 31, 2023**	**Year ended March 31, 2022**	**Year ended March 31, 2021**
Return on plan assets excluding amounts included in net finance income/(cost)	(0.04)	0.54	0.35	0.30
Change in financial assumptions	1.68	3.42	(1.61)	-
Change in demographic assumption	0.70	5.58	0.05	-
Experience gains / (losses)	7.32	1.65	(1.74)	(0.26)
Total amount recognised in other comprehensive income	**9.66**	**11.19**	**(2.95)**	**0.04**

Investment pattern for fund as on

Category of Asset	**As at June 30, 2023**	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Insurance policy	100%	100%	100%	100%
Total	**100%**	**100%**	**100%**	**100%**

Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial assumptions	**As at June 30, 2023**	**As at March 31, 2023**	**As at March 31, 2022**	**As at April 1, 2021**
Discount rate	7.20%-7.25%	7.30%-7.50%	7.30%	6.85%
Salary escalation rate	10.00% p.a for next 2 years & 8.00% p.a thereafter	6.00%, 10.00% p.a for next 2 years & 8.00% p.a thereafter	6.00%	6.00%
Withdrawal rates	20.00% p.a at all ages, 13.89% p.a.	20.00% p.a at all ages,5.00% p.a at younger ages reducing to 1.00% p.a% at older ages	5.00% at younger ages reducing to 1.00% at older ages	5.00% at younger ages reducing to 1.00% at older ages
Normal retirement age (in years)	58	58	58	58
Mortality rate	Indian assured lives mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table	Indian assured lives mortality (2012-14) Table	Indian assured lives mortality (2012-14) Table

Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	Increase/Decrease in liability	Increase/Decrease in liability	Increase/Decrease in liability	Increase/Decrease in liability
Discount rate varied by 0.5%				
0.50%	48.96	42.09	38.85	27.09
-0.50%	64.86	51.77	43.61	30.24
Salary growth rate varied by 0.5%				
0.50%	64.51	51.51	42.99	29.85
-0.50%	49.17	42.25	39.35	27.33
Withdrawal rate (W.R.) varied by 10%				
W.R.* 110%	49.68	50.43	41.36	28.77
W.R.* 90%	63.79	42.87	40.87	28.51

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

The expected future cash flows as at June 30, 2023 , March 31, 2023 , March 31, 2022 and March 31, 2021 were as follows:

Expected contribution	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Projected benefits payable in future years from the date of reporting				
1st following year	13.55	11.01	1.54	1.04
2nd following year	10.99	9.00	4.42	0.97
3rd following year	9.47	7.22	3.39	3.81
4th following year	8.10	5.85	3.30	2.98
5th following year	8.13	5.34	1.78	2.84
Years 6 to 10	23.01	18.21	14.77	7.99

[B] Current/ non-current classification

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Gratuity				
Current	11.96	4.26	0.25	0.03
Non-current	2.92	-	-	0.72
	14.88	**4.26**	**0.25**	**0.75**

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Note 46 : Segment Reporting

(i)The group has determined following reporting segments based on the information reviewed by Group's Chief Operating Decision Maker (“CODM”). As per CODM, the group is engaged in the business of “Solar Photovoltaic Modules and Engineering, Procument and Construction contract of Solar Power Plants”. Based on the business activities during the financial year, the Company has identified the following business segments :
a) Solar Photovoltaic Modules
b) Generation of Power.
c) Engineering, Procument and Construction contract (EPC)

(ii)The above business segment has been identified considering (a) the nature of products and services (b) the differing risk and returns (c) the internal organization and management structure, and (d) the internal financial reporting systems.

As at March 31, 2021

Particulars	Solar Photovoltaic Modules	Generation of power	EPC	Total Segment	Adjustment and Elimination	Consolidated
Revenue						
External Customer	18,137.45	61.83	1,331.12	**19,530.40**	-	**19,530.40**
Inter segments	556.96	-	-	**556.96**	(556.96)	**-**
Total Revenue	**18,694.41**	**61.83**	**1,331.12**	**20,087.36**	**(556.96)**	**19,530.40**
Segment expenses	**18,064.69**	**56.30**	**451.92**	**18,572.91**	**-**	**18,572.91**
Segment result	**629.72**	**5.53**	**879.20**	**1,514.45**	**(556.96)**	**957.49**
Less : Depreciation	256.58	15.28	1.62	**273.48**	-	**273.48**
Less : Amortisation on ROU assets						49.49
Less : Finance costs						309.33
Add : Other Income						299.70
Add/(less) : Exceptional items						40.56
Profit before tax						**665.45**
Total Assets	**6,612.20**	**1,616.85**	**54.80**	**8,283.85**	**(53.47)**	**8,230.38**
Total Liabilities	**6,837.90**	**1,120.45**	**36.12**	**7,994.47**	**(298.78)**	**7,695.69**

As at March 31, 2022

Particulars	Solar Photovoltaic Modules	Generation of power	EPC	Total Segment	Adjustment and Elimination	Consolidated
Revenue						
External Customer	26,925.68	144.97	1,472.00	**28,542.65**	-	**28,542.65**
Inter Segment	784.77	-	0.82	**785.59**	(785.59)	-
Total Revenue	**27,710.45**	**144.97**	**1,472.82**	**29,328.24**	**(785.59)**	**28,542.65**
Segment Expenses	**26,747.62**	**107.72**	**1,363.44**	**28,218.78**	**(785.59)**	**27,433.19**
Segment Result	**962.83**	**37.25**	**109.38**	**1,109.46**	**-**	**1,109.46**
Less : Depreciation	318.30	17.09	14.88	**350.27**		**350.27**
Less : Amortisation on ROU assets						82.47
Less : Finance costs	339.46	-	69.39	**408.85**	**-**	408.85
Add : Other Income						915.86
Profit / (loss) before exceptional items						**1,183.72**
Add/(less) : Exceptional items						-
Profit before tax						**1,183.72**
Total Assets	**13,006.90**	**832.39**	**441.75**	**14,281.04**	**(303.06)**	**13,977.98**
Total Liability	**14,095.64**	**1,104.42**	**747.88**	**15,947.94**	**(299.84)**	**15,648.10**

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As at March 31, 2023

Particulars	Solar Photovoltaic Modules	Generation of power	EPC	Total Segment	Adjustment and Elimination	Consolidated
Revenue						
External Customer	64,077.39	126.87	3,304.47	**67,508.73**	-	**67,508.73**
Inter Segment	1,440.47	-	29.13	**1,469.60**	(1,469.60)	-
Total Revenue	**65,517.86**	**126.87**	**3,333.60**	**68,978.33**	**(1,469.60)**	**67,508.73**
Segment Expenses	**57,838.99**	**43.76**	**2,657.92**	**60,540.67**	**(1,378.37)**	**59,162.30**
Segment Result	**7,678.87**	**83.11**	**675.68**	**8,437.66**	**(2,847.97)**	**8,346.43**
Less : Depreciation	1,504.94	29.07	2.93	**1,536.94**		1,536.94
Less : Amortisation on ROU assets						104.40
Less : Finance costs	769.68	-	53.02	**822.70**	**-**	822.70
Add : Other Income						1,094.91
Profit / (loss) before exceptional items						**6,977.30**
Add/(less) : Exceptional items						(205.80)
Profit before tax						**6,771.50**
Total Assets	**44,207.86**	**2,281.44**	**956.00**	**47,445.30**	**(759.30)**	**46,686.00**
Total Liability	**50,212.61**	**511.69**	**912.99**	**51,637.29**	**(766.49)**	**50,870.80**

As at June 30, 2023

Particulars	Solar Photovoltaic Modules	Generation of power	EPC	Total Segment	Adjustment and Elimination	Consolidated
Revenue						
External Customer	32,004.12	48.51	1,230.29	**33,282.92**	-	**33,282.92**
Inter Segment	747.38	-	-	**747.38**	(747.38)	-
Total Revenue	**32,751.50**	**48.51**	**1,230.29**	**34,030.30**	**(747.38)**	**33,282.92**
Segment Expenses	**27,477.51**	**3.15**	**1,126.36**	**28,607.02**		**28,607.02**
Segment Result	**5,273.99**	**45.36**	**103.93**	**5,423.28**	**(747.38)**	**4,675.90**
Less : Depreciation	534.61	8.07	0.17	**542.85**	**-**	**542.85**
Less : Amortisation of ROU assets						25.82
Less : Finance costs	393.47	-	7.20	**400.67**	**-**	**400.67**
Add : Other Income						867.06
Profit / (loss) before exceptional items						**4,573.62**
Add/(less) : Exceptional items						**-**
Profit before tax						**4,573.62**
Total Assets	**43,463.33**	**2,357.92**	**1,467.96**	**47,289.21**	**(64.72)**	**47,224.49**
Total Liability	**46,157.49**	**339.06**	**1,792.70**	**48,289.25**	**-**	**48,289.25**

Reconciliation to the numbers appearing in financial statements

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Segment assets	**47,224.49**	**46,686.00**	**13,977.98**	**8,230.38**
Add: Unallocable assets				
Right of use assets (Note 2(c))	976.08	1,001.90	465.19	480.84
Goodwill on consolidation (Note 2(g))	63.43	63.43	63.43	70.31
Investments (Note 3) & (Note 10)	5,557.63	310.59	1,431.56	1,154.44
Security deposit (Note 5)	101.29	98.98	54.18	48.29
Other financial assets(Note 6) & (Note 15)	2,714.63	2,108.98	816.59	593.53
Deferred tax assets (Note 23)	502.64	142.77	180.25	37.72
Income tax assets (net) (Note 7)	1.14	0.70	14.81	32.78
Other non-current assets (excluding capital advances) (Note 8)	15.76	16.75	22.89	25.43
Cash and cash equivalents (Note 12) & (Note 13)	20,048.94	17,364.16	3,663.67	1,102.08
Loans (Note 14)	133.97	136.67	160.60	479.25
Other current assets (Note 16)	4,284.37	6,200.30	1,522.84	676.58
Assets held for sale(Note 17)	67.97	67.97	-	-
Total	**81,692.35**	**74,199.20**	**22,373.99**	**12,931.63**

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Segment Liability	**48,289.25**	**50,870.80**	**15,648.10**	**7,695.69**
Add: Unallocable liabilities				
Lease liabilities (Note 21) & (Note 26)	446.80	467.92	503.25	503.03
Provisions (Note 22) & (Note 29)	886.56	722.86	430.70	327.34
Deferred tax liabilities (net) (Note 23)	797.39	479.44	264.10	88.02
Other financial liabilities (Note 28)	2,375.95	2,106.68	881.10	211.36
Other current liabilities (excluding deferred grant and advances from customers) (Note 30)	49.04	78.90	50.94	45.34
Current tax liabilities (net) (Note 31)	1,413.23	854.05	197.26	133.37
Total	**54,258.22**	**55,580.65**	**17,975.45**	**9,004.15**

(iii) Further, from two external customers the Group has revenue of ₹ 11,590.82 Million (March 31, 2023: two external customer with revenue of ₹ 19,234.80 Million ,March 31, 2022: one external customer with revenue of ₹ 6,466.37 Million, March 31, 2021: one external customer with revenue of ₹ 2,747.56 Million) more than 10% of the total revenue from operations.

(iv) Information about Geographical revenue and non-current assets

(a) Revenue from operations

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
India	8,870.85	21,343.34	21,964.43	14,721.29
Outside India	24,412.07	46,165.39	6,578.22	4,809.10
	33,282.92	**67,508.73**	**28,542.65**	**19,530.39**

(b) All non-current assets of the company are located in India.

Note 47 : DISCLOSURE PURSUANT TO IND AS - 24 "RELATED PARTY DISCLOSURES"

a. List of related parties

i) Key Managerial Persons

Mr. Hitesh Doshi	Chairman and Managing Director
Mr. Viren Doshi	Whole time Director
Mr. Hitesh Mehta	Whole time Director / CFO
Ms Binita Doshi (Upto August 30, 2021)	Non Executive Director
Mr. Samir Shah (Upto January 5, 2021)	Non Executive Director
Mr. Modesto Volpe (Up to September 26, 2021)	Non Executive Director
Mr. Jayesh Shah	Independent Director
Mr. Rajender Malla	Independent Director
Mr. Sujit Kumar Varma (from February 25, 2021)	Independent Director
Ms.Richa Manoj Goyal (from August 30, 2021)	Independent Director
Mr. Arvind Ananthanarayanan (from May 16, 2023)	Non Executive Director
Mr. Kiran Jain (till January 11, 2023)	Company Secretary
Mr. Rajesh Gaur (from May 8, 2023)	Company Secretary & Compliance Officer
Mr. Vivek Srivastava (till November 30, 2023)	Chief Executive Officer
Mr. Abhishek Pareek (from September 4, 2020 to June 29,2021)	Chief Financial Officer

ii) Relative of Directors

Mr. Chimanlal Tribhuvandas Doshi
Ms. Rasila Chimanlal Doshi
Mr. Ankit Hitesh Doshi
Ms. Riddhi Ankit Doshi
Ms. Chaitali Hitesh Doshi
Mr. Pankaj Chimanlal Doshi
Mr. Kirit Chimanlal Doshi
Ms. Nipa Viren Doshi
Ms. Khusboo Palak Shah
Ms. Palak Shah
Ms. Maitri Viren Doshi
Ms. Chetna Hitesh Mehta
Mr. Mukesh Pranjivan Mehta
Mr. Manish Pranjivan Mehta
Ms. Rekha Mehta

iii) Subsidiary

Blue Rays Solar Private Limited
Saswata Solar Private Limited (converted from LLP to Private Limited from April 16,2021) (Subsidiary up to August 11, 2021)
Rasila International Pte. Ltd.
Waaneep Solar One Private Limited
Waaree Renewable Technologies Limited (Formerly Sangam Renewables Limited)
Waaree Power Private Limited (from January 3, 2020)
Indosolar Limited (from May 18, 2022)
Sangam Solar One Private Limited
Sangam Solar Two Private Limited
Sangam Solar Three Private Limited
Sangam Solar Four Private Limited
Waaree Solar Americas Inc.

iv) Step down subsidiary

WaaCox Energy Private Limited (till July 4, 2021)
Sangam Rooftop Solar Private Limited (Formerly 8M Solar Fund Private Ltd.)
Waasang Solar Private Limited
Waasang Solar One Private Limited
Waaree PV Technologies Private Limited

v) Associate firm

Shalibhadra Energies Private Limited (till September 27,2021)

vi) Enterprises owned or significantly influenced by Key Management Personnel and / or their Relatives

Waaree Sustainable Finance Private Limited (Formerly Mahavir Thermoequip Private Limited)
Waaree Renewables Private Limited (Formerly Cesare Bonetti India Private Limited)
Saswata Solar Private Limited (converted from LLP to Private Limited from April 16,2021) (From August 12, 2021)
Waa Cables Private Limited (till December 16, 2020)
Waaree Technologies Limited
Waaree ESS Private Limited
Waa Motors And Pumps Private Limited
Dhari Solar Park Private Limited
Omntec Waaree ATG Private Limited
Waaree Solar Thermal LLP
Waaree Surya Power LLP
Waa Mall LLP
ITEC Measures Pvt.Ltd
Jain Education and Empowerment Trust (JEET)

b. Transactions with Related Parties :

Name of Party	Nature of Transaction	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31 , 2021
Mr. Hitesh Doshi	Remuneration	5.01	20.59	20.03	20.03
	Loan from Director	-	-	117.50	-
	Loan Repaid	-	-	117.50	-
	Interest expenses	-	-	1.90	-
	Purchase of Investment	-	-	0.00	-
Mr. Viren Doshi	Remuneration	3.29	13.18	12.98	12.98
	Loan from Director	-	-	178.80	-
	Loan Repaid	-	-	178.80	-
	Interest expenses	-	-	3.57	-
Mr. Hitesh Mehta	Remuneration	5.74	19.54	23.11	20.28
	ESOP	7.18	233.39	-	-
Ms. Mitul Mehta	Director Sitting Fees	0.04	0.23	-	-
Ms. Anita Jaiswal	Director Sitting Fees	0.06	0.42	-	-
Ms. Chaitali Doshi	Salary	0.15	0.53	-	-
Mr. Pujan Doshi	Salary	0.60	2.40	-	-
Mr. Jayesh Shah	Director's sitting fees	0.32	0.85	0.40	0.35
Mr Samir Shah	Director's sitting fees	-	-	-	0.25
Mr. Rajender Malla	Director's sitting fees	0.41	1.06	1.45	0.35
Ms.Richa Manoj Goyal	Director's sitting fees	0.25	1.05	0.30	-
Mr. Sujit Kumar Varma	Director's sitting fees	0.10	0.45	0.40	-
Nilesh Gandhi	Director Sitting Fees	0.03	0.31	-	-
Mr. Rajesh Gaur	Salary	0.34	-	-	-
Mr. Kiran Jain	Salary	-	1.74	2.04	1.52
Mr. Abhishek Pareek	Salary	-	-	1.44	2.19
Mr.Vivek Srivastava	Salary	4.44	17.76	9.36	-
	ESOP	2.25	16.77	-	-
Mr. Ankit Doshi	Purchase of Land	-	8.00	-	-
	Salary	-	-	1.96	1.18
Waa Cables Private Limited	Purchase	-	2.02	-	-
Mr. Chimanlal Doshi	Rent paid	4.69	22.14	15.58	13.20
	Reimbursement of Expenses	0.38	2.95	2.15	-
Ms. Rasila Doshi	Rent paid	2.14	10.17	7.79	6.60
	Reimbursement of Expenses	0.17	1.39	1.03	0.70
Waaree Technologies Limited	Sales	0.67	1.69	-	-
	Loan Granted	-	-	-	1.00
	Loan Received back	-	-	-	1.00
	Interest Income	-	-	-	0.06
Waaree ESS Private Limited	Sales	-	1.94	2.14	40.88
	Capital sales	-	-	-	49.19
	Capital Purchases	-	17.99	-	-
	Purchases	-	0.02	2.35	-
Waa Motors And Pumps Private Limited	Capital Purchases	0.53	0.23	-	2.16
	Sales	3.20	16.31	30.02	-
Shalibhadra Energies Private Limited	Reversal of provision for dimunition in investment	-	-	0.03	-

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b. Transactions with Related Parties :

Name of Party	Nature of Transaction	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31 , 2021
Waaree Renewables Private Limited	Loan Received back	-	0.67	327.33	-
	Slump purchase	-	-	-	20.93
	Rent paid	-	-	-	2.44
	Purchases	-	-	-	2,172.53
	Loan Taken	-	47.20	767.52	-
	Acquisition of Land	-	1,220.51	1,247.95	-
	Capital Work in Progress (Building)	-	-	332.78	-
	Acquisition of Building	-	791.22	558.44	-
	Capital Advance given	171.00	1,713.47	1,891.71	669.39
	Sales	-	-	-	2,210.45
	Jobwork charges	-	-	-	18.03
	Interest Income	2.62	9.81	15.74	-
	Advance for/Reimbursement of Expense	-	-	0.00	-
Omntec Waaree ATG Private Limited	Purchases	-	-	-	178.77
Waaree Solar Thermal LLP	Purchases				0.88
Waaree PV Power LLP	Loan Granted	-	-	-	30.70
	Loan Received back	-	-	-	125.58
	Interest Income	-	-	-	9.78
	Interest Paid	-	-	-	-
	Capital Purchases	-	0.54	-	0.09
	Purchases	-	11.23	213.49	10.67
	Sales	-	0.26	20.24	225.62
Waaree Surya Power LLP	Sales	-	-	0.27	0.01
	Purchases	-	-	-	35.79
ITEC Measures Pvt.Ltd	Purchases	-	-	0.10	-
	Capital Purchases	0.01	-	1.80	-
Saswata Solar Private Limited	Reduction in Investment converted to loan	-	-	-	738.40
	Interest Income	-	-	-	13.92
Jain Education and Empowerment Trust (JEET)	Corporate Social Responsibility Expense	-	11.45	6.83	6.22
Dhari Solar Park Private Limited	Sale of Goods & Services	593.35	-	-	-

c. Following related parties have given personal guarantees or securities towards borrowings availed from banks and other financial institutions on behalf of the Company.

Mr. Hitesh Chimanlal Doshi
Mr. Kirit Chimanlal Doshi
Mr. Chimanlal Tribhuvandas Doshi
Ms. Rasila Chimanlal Doshi

d. Balance Outstanding of Related Parties :

Name of Party	Receivable / Payable	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Mr. Hitesh Doshi	Salary and Reimbursements Payable	1.01	1.50	3.74	0.53
Mr. Viren Doshi	Salary and Reimbursements Payable	0.71	0.91	2.31	2.19
Mr. Pujan Doshi	Salary and Reimbursements Payable	0.05	0.05	-	-
Mr. Hitesh Mehta	Salary and Reimbursements Payable	1.26	0.46	0.66	0.87
Mr. Rajesh Gaur	Salary and Reimbursements Payable	0.16	-	-	-
Mr. Kiran Jain	Salary and Reimbursements Payable	-	-	0.12	0.10
	Notice pay receivable	-	0.07	-	-
Mr. Abhishek Pareek	Salary and Reimbursements Payable	-	-	-	0.25
Mr. Vivek Srivastava	Salary and Reimbursements Payable	0.91	0.78	0.73	-
Mr. Ankit Doshi	Salary and Reimbursements Payable	-	-	0.04	0.09
Chaitali H Doshi	Salary and Reimbursements Payable	0.05	0.08	-	-
Mrs. Anita Jaiswal	Director's sitting fees payable	0.02	-	-	-
Mr. Jayesh Shah	Director's sitting fees payable	0.02	0.09	0.09	-
Mr. Rajender Malla	Director's sitting fees payable	0.01	0.14	0.14	-
Ms. Richa Manoj Goyal	Director's sitting fees payable	-	0.14	0.14	-
Mr. Sujit Kumar Varma	Director's sitting fees payable	-	0.05	0.05	-
Mr. Chimanlal Doshi	Security Deposits	13.00	13.00	13.00	13.00
	Trade Payables	-	-	4.82	2.37
Ms. Rasila Doshi	Security Deposits	6.00	6.00	6.00	6.00
	Trade Payables	-	-	1.31	0.78
Rasila Doshi	Office Rent	-	0.03	-	-
Waaree Technologies Limited	Other Receivables	0.12	-	0.06	0.06
Shalibhadra Energies Private Limited	Trade Payables	-	-	-	0.81
Waaree Renewables Private Limited	Loan payable	-	47.20	-	-
	Trade Receivables	-	-	0.01	-
	Loan recievebles	-	-	-	437.29
	Capital Advance	303.73	132.73	430.99	669.39
	Loans & Advances Receivable	133.73	131.11	122.95	-
	Financial liability payable	-	-	-	24.96
	Trade Payables	-	-	-	2.25
Waaree ESS Private Limited	Trade Receivables	-	-	0.05	1.15
Waa Motors And Pumps Private Limited	Advances from customers	-	0.06	0.00	-
	Payable for capital goods	0.53	-	-	-
Waaree PV Power LLP	Other Receivables	-	-	-	9.05
	Trade Receivables	-	-	0.00	20.63
Waaree Surya Power LLP	Trade Receivables	-	-	-	3.98
Dhari Solar Park Private Limited	Trade Receivables	593.35	-	-	-
ITEC Measures Pvt.Ltd	Trade Receivables	0.01	-	-	0.03

(*0.00 indicates value less than ₹ 0.01 million)

e. Compensation to Key Management Personnel:

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31 , 2021
Short-term benefits	19.24	75.73	68.97	54.83
ESOP	9.43	250.16	-	-
Post-employment benefits	-	-	-	-
Sitting Fees	1.20	4.37	2.55	0.95
Commission to Directors	-	-	-	-

The above figures does not include provisions for gratuity, group mediclaim, group personal accident and compensated absences as the same is determined at the group level and is not possible to determine for select individuals.

Terms and conditions:

Sales of products and services:

Sales of products and services to related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Sale of products and services related transactions are based on prevailing price lists. For the period ended June 30,2023, the group has not recorded any impairment of receivables relating to amounts owed by related parties.

Purchases:

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Purchase transactions are made on normal commercial terms and conditions and market rates.

WAAREE ENERGIES LIMITED
Annexure VI : Consolidated Summary Statement of notes and other Explanatory Information forming part of Restated Consolidated Summary Statements
CIN No. U29248MH1990PLC059463
Amount in ₹ Millions unless otherwise stated

f. Transaction eliminated on Consolidation

Waaree Energies Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Renewable Technologies Limited	Sales of Product	(463.77)	(1,318.46)	(785.42)	(556.96)
	Dividend Income	-	(7.76)	(5.65)	-
	Sale of O and M service	-	-	-	(0.77)
	Acquisition of Equity shares	-	1,486.92	-	-
	Purchase of O & M service	4.64	3.90	0.82	-
	Interest Income	-	-	(0.31)	(1.99)
	Fixed assets	-	29.13	5.00	-
Wasang Solar One Private Limited	Interest Income	-	(0.01)	-	-
Indosolar Limited	Investments	-	400.00	-	-
	Interest Income	(10.50)	(9.97)	-	-
	Purchase of Product	-	0.38	-	-
Blue rays Solar Private Limited	Sale of product	(17.93)	(55.37)	-	-
	Interest Income	-	-	(6.20)	(22.26)
Waaree Solar Americas LLC	Sale of product	(261.04)	(62.36)	-	-
Saswata Solar Private Limited	Interest Income	-	-	(16.78)	(13.92)
Waneep Solar Private One Limited *	Interest Income	(0.00)	-	(0.01)	(0.00)

(*0.00 indicates value less than ₹ 0.01 million)

Waaree Renewable Technologies

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Purchase of product	463.77	1,318.46	785.42	7.96
	Dividend Expenses	-	7.76	5.65	-
	Purchase of PPE	-	-	-	549.00
	Other Equity		(1,397.40)	-	-
	Non Controlling Interest	-	(89.52)	-	-
	Purchase of O and M service	-	-	-	0.77
	Sale of O and M service	(4.64)	(3.90)	(0.82)	-
	Sale of Product / services	-	(29.13)	(5.00)	-
	Interest Expenses	-	-	0.31	1.99

Wasang Solar One Private Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Interest Expenses	-	0.01	-	-

Indosolar Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Interest Expenses	10.50	9.97	-	-
	Sale of Product	-	(0.38)	-	-
	Share Capital	-	(400.00)	-	-

Blue rays solar Private Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Purchase of Product	17.93	55.37	-	
	Interest Expenses	-	-	6.20	22.26

Waaree Solar Americas LLC

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Purchase of Product	261.04	62.36	-	-

Saswata Solar Private Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Interest Expenses	-	-	16.78	13.92

Waneep Solar Private Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited*	Interest Expenses	0.00	-	0.01	0.00

(*0.00 indicates value less than ₹ 0.01 million)

g. Balance eliminated on Consolidation
Waaree Energies Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Renewable Technologies Limited	Trade Recievebles	1,194.07	689.32	299.74	53.47
	Loan granted	-	-	-	10.35
Indosolar Limited	Loan granted	707.44	226.32	-	-
Blue rays Solar Private Limited	Loan granted				298.78
	Trade Recievebles	6.51	4.71	-	-
Waaree Americas Solar LLC	Advance from Customer	-	(56.23)	-	-
	Advance to suppliers	18.66	-	-	-
Waaree Power Private Limited	Advance to suppliers	7.00	7.00	7.00	7.00
Saswata Solar Private Limited	Loan granted	0.24	-	-	751.27
Waneep Solar Private Limited	Loan granted	-	0.12	0.11	0.03

Waaree Renewable Technologies

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Trade payable	(936.73)	(481.08)	(299.74)	(53.47)
	Payable for Capital goods	(257.34)	(208.24)	-	-

Waaree Power Private Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Advance from Customers	(7.00)	(7.00)	(7.00)	(7.00)

Indosolar Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Loan taken	(707.44)	(226.32)	-	-

Blue rays solar Private Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Loan taken	-	-	-	(298.78)
	Trade payables	(6.51)	(4.71)	-	-

Waaree Solar Americas LLC

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Advance to suppliers	-	56.23	-	-
Waaree Energies Limited	Advance from customer	(18.66)	-	-	-

Waneep Solar One Private Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Loan taken	(0.24)	(0.12)	(0.11)	(0.03)

Saswata Solar Private Limited

Name of Party	Nature of Transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Waaree Energies Limited	Loan taken	-	-	-	(751.27)

Note 48 : Leases

Effective April 1, 2019, the company has adopted Ind AS 116, Leases, using modified restrospective approach. On adoption of the new standard IND AS 116 resulted in recognition of 'right of use' assets and a lease liability. The cumulative effect of applying the standard, has been debited to retained earnings. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

Following are the changes in the carrying value of right of use assets

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening Carrying value of right of use assets	1,001.90	465.19	480.84	300.58
Addition	-	76.80	66.82	229.75
Addition on account of acquisition of Subsidiary	-	611.07	-	-
Transfer or adjustment	-	(46.76)	-	-
Amortisation	(25.82)	(104.40)	(82.47)	(49.49)
Closing Carrying value of right of use assets	**976.08**	**1,001.90**	**465.19**	**480.84**

The following is the break-up of current and non-current lease liabilities

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current lease liabilities	88.06	87.42	76.28	59.33
Non-Current lease liabilities	358.74	380.50	426.97	443.70
Total	**446.80**	**467.92**	**503.25**	**503.03**

The following is the movement in lease liabilities during the period / year:

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening Balance of Lease Liabilities	467.92	503.25	503.03	314.68
Addition	-	45.23	66.83	229.75
Finance cost accrued during the period	7.85	35.98	35.77	21.74
Transfer	-	-	-	-
Payment of lease liabilities	(28.97)	(116.54)	(102.38)	(63.14)
Closing Balance of lease liabiliites	**446.80**	**467.92**	**503.25**	**503.03**

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis :

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
- Less than one year	113.10	113.97	109.20	59.33
- Later than one year but not later than five years	362.48	376.60	403.99	293.60
- Later than five years	30.05	44.04	103.80	150.10
	505.63	**534.61**	**616.99**	**503.03**

Rent expense represents lease charges for short term leases. Refer Note 39.

Note 49 : Disclosure regarding income from Engineering, procurement and construction contracts (EPC)

Particulars	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
i) The amount of contract revenue recognised during the period / year of all contract in progress at period / year end	1,232.32	3,304.47	1,472.00	642.69
ii) The aggregate amount of cost incurred and recognised profits upto the close of the year of all contract in progress at year end	1,088.23	2,657.92	1,293.48	545.39
iii) The amount of advances received of all contract in progress at period / year end	154.55	65.75	91.74	-
iv) Amount due from customer of all contract in progress at period / year end	153.92	411.44	-	55.88
v) Amount due to customer of all contract in progress at period / year end	-	-	-	-

Note 50 : Disclosures with regards to section 186 of the Companies Act, 2013

For Investments, Refer note 3

For Corporate guarantees given, Refer note 44

For Loan given:

The compay has granted unsecured loan to certain parties for general corporate purpose

Particulars	Period endedJune 30, 2023		Year ended March 31, 2023	
	Rate of interest	Amount	Rate of interest	Amount
a) Loans to related parties	0% to 12%	133.97	0% to 12%	131.11
b) Loans to others	12%	-	12%	5.56

Particulars	Year ended March 31, 2022		Year ended March 31, 2021	
	Rate of interest	Amount	Rate of interest	Amount
a) Loans to related parties	0% to 12%	122.95	0% to 12%	437.29
b) Loans to others	12%	37.65	8% to 12%	41.96

Note 51 : Corporate social responsibility

The gross amount required to be spent by the group towards corporate social responsibility as per Sec.135 (5) of the Companies Act, 2013 was June 30, 2023 ₹ 13.11 Million (March 31, 2023 :₹ 16.48 Million March, 31, 2022 ₹ 12.38 Million March 31, 2021: ₹ 10.85 Million)

S.No	Particulars	Period ended June 30, 2023	Year Ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
1	Amount required to be spent by the company during the period	13.11	16.48	12.38	10.85
2	Amount of expenditure incurred	13.11	16.56	12.38	11.04
3	Shortfall at the end of the year / period	-	-	-	-
4	Total of previous years shortfall	-	-	-	-
5	Reason for shortfall	-	-	-	-
6	**Nature of CSR activities**				
	a) Construction / acquisition of any assets	-	-	-	-
	b) On purpose other than 1 above	13.11	16.56	12.38	11.04
7	Amount yet to be spent / paid	-	-	-	-
8	Details of related party transactions	-	11.45	-	6.22
9	Liability incurred by entering into contractual obligations	-	-	-	-

Note 52 : Financial instruments – fair values and risk management

A. Accounting classification and fair values

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at March 31, 2021

Particulars	Non current	current	Total	Routed through profit & loss				Routed through OCI				Carried at amortised cost	Total amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
Financial assets													
Investments	820.00	334.44	1,154.44	334.44	-	-	334.44	-	-	-	-	820.00	1,154.44
Trade receivables	51.66	1,182.41	1,234.07	-	-	-	-	-	-	-	-	1,234.07	1,234.07
Other financial assets	345.00	248.53	593.53	-	-	-	-	-	-	-	-	593.53	593.53
Other assets													
Cash and cash equivalents	-	128.20	128.20	-	-	-	-	-	-	-	-	128.20	128.20
Bank balances other than cash and cash equivalents	-	973.88	973.88	-	-	-	-	-	-	-	-	973.88	973.88
Loans	-	479.25	479.25	-	-	-	-	-	-	-	-	479.25	479.25
	1,216.66	**3,346.71**	**4,563.37**	**334.44**	**-**	**-**	**334.44**	**-**	**-**	**-**	**-**	**4,228.93**	**4,563.37**
Financial liabilities													
Borrowings	1,887.86	924.42	2,812.28	-	-	-	-	-	-	-	-	2,812.28	2,812.28
Other financial liabilities	-	211.36	211.36	-	-	-	-	-	-	-	-	211.36	211.36
Lease liability	443.70	59.33	503.03	-	-	-	-	-	-	-	-	503.03	503.03
Trade payables	-	3,571.50	3,571.50	-	-	-	-	-	-	-	-	3,571.50	3,571.50
Supplier's credit / Letter of credit - acceptances	-	765.41	765.41	-	-	-	-	-	-	-	-	765.41	765.41
	2,331.56	**5,532.02**	**7,863.58**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**7,863.58**	**7,863.58**

As at March 31, 2022

Particulars	Non current	current	Total	Routed through profit & loss				Routed through OCI				Carried at amortised cost	Total amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
Financial assets													
Investments	100.00	1,331.56	1,431.56	1,331.56	-	-	1,331.56	-	-	-	-	100.00	1,431.56
Trade receivables	44.85	925.24	970.09	-	-	-	-	-	-	-	-	970.09	970.09
Other financial assets	360.50	456.09	816.59	-	-	-	-	-	-	-	-	816.59	816.59
Other assets													
Cash and cash equivalents	-	1,391.86	1,391.86	-	-	-	-	-	-	-	-	1,391.86	1,391.86
Bank balances other than cash and cash equivalents	-	2,271.81	2,271.81	-	-	-	-	-	-	-	-	2,271.81	2,271.81
Loans	-	160.60	160.60	-	-	-	-	-	-	-	-	160.60	160.60
	505.35	**6,537.16**	**7,042.51**	**1,331.56**	**-**	**-**	**1,331.56**	**-**	**-**	**-**	**-**	**5,710.95**	**7,042.51**
Financial liabilities													
Borrowings	1,889.71	1,241.12	3,130.83									3,130.83	3,130.83
Other financial liabilities	-	881.10	881.10	-	-	-	-	-	-	-	-	881.10	881.10
Lease liability	426.97	76.28	503.25									503.25	503.25
Trade payables	-	5,347.61	5,347.61	-	-	-	-	-	-	-	-	5,347.61	5,347.61
Supplier's credit / Letter of credit - acceptances		577.14	577.14	-	-	-	-	-	-	-	-	577.14	577.14
	2,316.68	**8,123.25**	**10,439.93**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**10,439.93**	**10,439.93**

As at March 31, 2023

Particulars	Non current	current	Total	Routed through profit & loss				Routed through OCI				Carried at amortised cost	Total amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
Financial assets													
Investments	-	310.59	310.59	310.59	-	-	310.59	-	-	-	-	-	310.59
Trade receivables	-	3,126.13	3,126.13	-	-	-	-	-	-	-	-	3,126.13	3,126.13
Other financial assets	1,574.07	534.91	2,108.98	-	-	-	-	-	-	-	-	2,108.98	2,108.98
Other assets													
Cash and cash equivalents	-	2,536.53	2,536.53	-	-	-	-	-	-	-	-	2,536.53	2,536.53
Bank balances other than cash and cash equivalents	-	14,827.64	14,827.64	-	-	-	-	-	-	-	-	14,827.64	14,827.64
Loans	-	136.67	136.67	-	-	-	-	-	-	-	-	136.67	136.67
	1,574.07	**21,472.47**	**23,046.54**	**310.59**	**-**	**-**	**310.59**	**-**	**-**	**-**	**-**	**22,735.95**	**23,046.54**
Financial liabilities													
Borrowings	1,458.27	1,276.53	2,734.80	-	-	-	-	-	-	-	-	2,734.80	2,734.80
Lease liability	380.50	87.42	467.92	-	-	-	-	-	-	-	-	467.92	467.92
Other financial liabilities	-	2,986.64	2,986.64	-	-	-	-	-	-	-	-	2,986.64	2,986.64
Trade payables	-	14,316.24	14,316.24	-	-	-	-	-	-	-	-	14,316.24	14,316.24
Supplier's credit / Letter of credit - acceptances	-	5,857.80	5,857.80									5,857.80	5,857.80
	1,838.77	**24,524.63**	**26,363.40**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**26,363.40**	**26,363.40**

Refer note specified below para 43 (b) with respect to investments in compulsory convertible debenture - Taxus Infrastructure and Power Projects Private Limited

As at June 30, 2023

Particulars	Non current	current	Total	Routed through profit & loss				Routed through OCI				Carried at amortised cost	Total amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
Financial assets													
Investments	-	5,557.63	5,557.63	5,557.63	-	-	5,557.63	-	-	-	-	-	5,557.63
Trade receivables	-	5,159.38	5,159.38	-	-	-	-	-	-	-	-	5,159.38	5,159.38
Other financial assets	2,023.16	691.47	2,714.63	-	-	-	-	-	-	-	-	2,714.63	2,714.63
Other assets													
Cash and cash equivalents	-	1,073.45	1,073.45	-	-	-	-	-	-	-	-	1,073.45	1,073.45
Bank balances other than cash and cash equivalents	-	18,975.49	18,975.49	-	-	-	-	-	-	-	-	18,975.49	18,975.49
Loans	-	133.97	133.97	-	-	-	-	-	-	-	-	133.97	133.97
	2,023.16	**31,591.39**	**33,614.55**	**5,557.63**	**-**	**-**	**5,557.63**	**-**	**-**	**-**	**-**	**28,056.92**	**33,614.55**
Financial liabilities													
Borrowings	1,299.42	1,033.64	2,333.06	-	-	-	-	-	-	-	-	2,333.06	2,333.06
Lease liability	358.74	88.06	446.80	-	-	-	-	-	-	-	-	446.80	446.80
Other financial liabilities	-	3,634.91	3,634.91	-	-	-	-	-	-	-	-	3,634.91	3,634.91
Trade payables	-	10,624.73	10,624.73	-	-	-	-	-	-	-	-	10,624.73	10,624.73
Supplier's credit / Letter of credit - acceptances	-	6,346.84	6,346.84									6,346.84	6,346.84
	1,658.16	**21,728.18**	**23,386.34**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**23,386.34**	**23,386.34**

Note :-
1. Discounted cashflow - future cashflow are based on terms of preference share discounted at a rate that reflects market risks
2. Inputs other than quoted prices included within level 1 that are observable for assets or liability, either directly (i.e as prices) or indirectly (derived from prices)
3. The Mutual funds are valued using the closing NAV

Note 52 : Financial instruments – Fair values and risk management (continued)

B. Financial Risk Management

B.i. Risk management framework

The group activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

B.ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Group periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

(a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

The Group measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors such as credit ratings from credit rating agencies, financial condition, ageing of accounts receivable and the group's historical experience for customers.

The management do not expect any credit risk for the matter refered to in Note 43 b as the receivable amounting to ₹ 60.07 Million are secured and in respect to investment amounting to ₹ 100 Million, in view of the management award is in favour of the Company. The compay has not provided for any expected credit loss for the same.

Ageing of accounts receivables :

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
0 - 6 months	4,919.96	2,361.22	678.25	419.43
6 - 12 months	222.11	547.25	156.29	22.51
Beyond 12 months	199.10	295.68	230.14	857.41
Total	**5,341.17**	**3,204.15**	**1,064.68**	**1,299.35**

Financial assets are considered to be of good quality and there is no significant increase in credit risk

The movement of the allowance for lifetime expected credit loss is stated below:

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening allowance	71.28	94.60	65.28	48.00
Add : additional allowance made / (reversed)	49.99	(23.32)	29.32	17.28
Closing provisions	**121.27**	**71.28**	**94.60**	**65.28**

(b) Cash and cash equivalents and other bank balances

The Company held cash and cash equivalents and other bank balances of ₹ 1,073.45 Million (March 31, 2023: ₹ 2,536.55 Million, March 31, 2022: ₹ 1,391.86 Million, March 31, 2021: ₹ 128.20 Million). The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.

Note 52 : Financial instruments – fair values and risk management (continued)

B.iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Group through effective fund management of the group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

Maturity analysis of significant financial assets and liabilities

As at March 31, 2021	Total	On demand	Upto 6 Months	6-12 Months	More than 12 Months
Non-current borrowings	1,887.86	-	-	-	1,887.86
Current Borrowings	924.42	547.32	309.76	67.34	-
Lease liabilities	503.03	-	30.53	28.80	443.70
Trade payables	3,571.50	-	3,571.50	-	-
Suppliers buyers Credit	765.41	-	765.41	-	-
Other current financial liabilities	211.36	-	211.36	-	-

As at March 31, 2022	Total	On demand	Upto 6 Months	6-12 Months	More than 12 Months
Non-current borrowings	1,889.71	-	-	-	1,889.71
Current Borrowings	1,241.12	419.39	575.79	245.94	-
Lease liabilities	503.25	-	26.27	50.01	426.97
Trade payables	5,347.61	-	5,347.61	-	-
Suppliers buyers Credit	577.14	-	577.14	-	-
Other current financial liabilities	881.10	-	881.10	-	-

As at March 31, 2023	Total	On demand	Upto 6 Months	6-12 Months	More than 12 Months
Non-current borrowings	1,458.27	-	-	-	1,458.27
Borrowings	1,276.53	493.57	575.80	207.16	-
Lease liabilities	467.92	-	43.98	43.44	380.50
Trade payables	14,316.24	-	14,316.24	-	-
Suppliers buyers Credit	5,857.80	-	5,857.80	-	-
Other current financial liabilities	2,986.64	-	2,986.64	-	-

As at June 30, 2023	Total	On demand	Upto 6 Months	6-12 Months	More than 12 Months
Non-current borrowings	1,299.42	-	-	-	1,299.42
Borrowings	1,033.64	-	812.50	221.14	-
Lease liabilities	446.80	-	44.62	43.44	358.74
Trade payables	10,624.73	-	10,624.73	-	-
Suppliers buyers Credit	6,346.84	-	6,346.84	-	-
Other current financial liabilities	3,634.91	-	3,634.91	-	-

B.iv. 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 risk comprises three types of risk: currency risk, interest rate risk and other price risk.

Annexure VI : Consolidated Summary Statement of notes and other Explanatory Information forming part of Restated Consolidated Summary Statements

Amount in ₹ Millions unless otherwise stated

Note 52 : Financial instruments – fair values and risk management (continued)

B.iv.a Currency risk

The Group is exposed to currency risk on account of its operating and financing activities. The functional currency of the group is Indian Rupee. Our exposure are mainly denominated in U.S. dollars (USD) and European (EUR). The group's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The group has put in place a financial risk management policy to identify the most effective and efficient ways of managing the currency risks.

Exposure to currency risk

The currency profile of financial assets and financial liabilities as at June 30, 2023, March 31, 2023, March 31, 2022, and March 31, 2021 are as below:

As at March 31, 2021	**₹**	**EUR**	**₹**	**USD**	**₹**	**CHF**
Financial assets						
Trade receivables	-	-	149.31	2.04	-	-
Cash and cash equivalents	0.00	0.00	0.01	0.00	-	-
Net exposure for assets	**0.00**	**0.00**	**149.32**	**2.04**	**-**	**-**
Financial liabilities						
Trade payables	-	-	1,762.07	24.12	-	-
Net exposure for liabilities	**-**	**-**	**1,762.07**	**24.12**	**-**	**-**
Net exposure (assets - liabilities)	**0.00**	**0.00**	**(1,612.75)**	**(22.08)**	**-**	**-**

As at March 31, 2022	**₹**	**EUR**	**₹**	**USD**	**₹**	**CHF**
Financial assets						
Trade receivables	-	-	122.50	1.62	-	-
Cash and cash equivalents	-	-	79.03	1.04	-	-
Net exposure for assets	**-**	**-**	**201.53**	**2.66**	**-**	**-**
Financial liabilities						
Trade payables	-	-	1,965.20	25.92	0.05	0.00
Net exposure for liabilities	**-**	**-**	**1,965.20**	**25.92**	**0.05**	**0.00**
Net exposure (assets - liabilities)	**-**	**-**	**(1,763.67)**	**(23.26)**	**(0.05)**	**(0.00)**

As at March 31, 2023	**₹**	**EUR**	**₹**	**USD**	**₹**	**CHF**
Financial assets						
Trade receivables	-	-	1,793.41	21.81	-	-
Cash and cash equivalents	-	-	1,377.70	16.76	-	-
Net exposure for assets	**-**	**-**	**3,171.11**	**38.57**	**-**	**-**
Financial liabilities						
Trade payables	3.45	0.04	3,562.26	43.33	-	-
Supplier's credit / Letter of credit - acceptances	-	-	5,857.80	71.25	-	-
Net exposure for liabilities	**3.45**	**0.04**	**9,420.06**	**114.58**	**-**	**-**
Net exposure (assets - liabilities)	**(3.45)**	**(0.04)**	**(6,248.95)**	**(76.01)**	**-**	**-**

As at June 30, 2023	**₹**	**EUR**	**₹**	**USD**	**₹**	**CHF**
Financial assets						
Trade Receivables	-	-	3,569.49	43.51	-	-
Loans	-	-	-	-	-	-
Cash and cash equivalents	-	-	257.32	3.14	-	-
Net exposure for assets	**-**	**-**	**3,826.81**	**46.65**	**-**	**-**
Financial liabilities						
Trade Payables	1.39	0.02	4,461.47	54.38	-	-
Suppliers Credit	-	-	6,346.85	77.36	-	-
Buyers credit			583.32	7.11		
Net exposure for liabilities	**1.39**	**0.02**	**11,391.64**	**138.85**	**-**	**-**
Net exposure (Assets - Liabilities)	**(1.39)**	**(0.02)**	**(7,564.83)**	**(92.20)**	**-**	**-**

*0.00 Value indicates value less than ₹ 0.01 million

Annexure VI : Consolidated Summary Statement of notes and other Explanatory Information forming part of Restated Consolidated Summary Statements

Amount in ₹ Millions unless otherwise stated

Sensitivity analysis

A reasonably possible strengthening / (weakening) of the Indian Rupee against US (USD) dollars and European (EUR) at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. In cases where the related foreign exchange fluctuation is capitalised to fixed assets or recognised directly in reserves, the impact indicated below may affect the group's income statement over the remaining life of the related fixed assets or the remaining tenure of the borrowing respectively.

Impact of movement on profit or (loss) and equity :

	Profit or (loss) and Equity	
Effect in INR (before tax)	**Strengthening**	**Weakening**
For the year ended March 31, 2021		
1% movement		
USD	16.13	(16.13)
EUR	(0.00)	0.00
CHF	-	-
	16.13	(16.13)

	Profit or (loss) and Equity	
Effect in INR (before tax)	**Strengthening**	**Weakening**
For the year ended March 31, 2022		
1% movement		
USD	17.64	(17.64)
EUR	-	-
CHF	-	-
	17.64	**(17.64)**

	Profit or (loss) and Equity	
Effect in INR (before tax)	**Strengthening**	**Weakening**
For the year ended March 31, 2023		
1% movement		
USD	62.49	(62.49)
EUR	0.03	(0.03)
CHF	-	-
	62.52	**(62.52)**

	Profit or (loss) and Equity	
Effect in INR (before tax)	**Strengthening**	**Weakening**
For the period ended June 30, 2023		
1% movement		
USD	75.64	(75.64)
EUR	0.01	(0.01)
	75.65	**(75.65)**

Derivative financial instruments

The holding company holds derivative financial instruments such as foreign currency forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for this contracts is generally a bank. This derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place.

The details in respect of outstanding foreign currency forward and option contracts are as follows.

Particulars	As at June 30, 2023			As at March 31, 2023		
	No.of contracts	USD	INR	No.of contracts	USD	INR
Forward contracts through Banks - Import	17	7,06,49,601	5,796.29	21	9,56,00,000	7,859.94
Forward contracts through Banks - Export	17	6,30,00,000	5,168.70	20	6,94,70,652	5,711.66
Option Contracts through Exchange - Import	-	-	-	-	-	-
Option Contracts through Exchange - Export	-	-	-	-	-	-
		13,36,49,601	**10,964.99**		**16,50,70,652**	**13,571.60**

Particulars	As at March 31, 2022			As at March 31, 2021		
	No.of contracts	USD	INR	No.of Contracts	USD	INR
Forward contracts through Banks - Import	3	1,12,34,100	851.62	6	27,16,311	198.40
Forward contracts through Banks - Export	5	93,00,000	705.01		43,10,085	314.81
Option Contracts through Exchange - Import	12	80,00,000	606.46	8	35,00,000	255.64
Option Contracts through Exchange - Export	3	30,00,000	227.42		50,00,000	365.20
		3,15,34,100	**2,390.51**		**1,55,26,396**	**1,134.05**

Note 52 : Financial instruments – fair values and risk management (continued)

B.iv.b Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Group manages its interest rate risk by monitoring the movements in the market interest rates closely.

Exposure to interest rate risk

Group's interest rate risk arises primarily from borrowings. The interest rate profile of the Group's interest-bearing financial instruments is as follows.

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Variable rate borrowings	1,408.51	1,952.37	2,204.30	2,487.93
Fixed rate borrowings	924.55	782.44	926.52	324.35
Total borrowings	**2,333.06**	**2,734.81**	**3,130.82**	**2,812.28**

Cash flow sensitivity analysis for variable-rate instruments

The sensitivity analysis below have been determined based on the exposure to interest rates for financial instruments at the end of the reporting period / year and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates :

Cash flow sensitivity (net)	**Profit or loss**	
INR	**50 bp increase**	**50 bp decrease**
March 31, 2021		
Variable-rate loan instruments	(1.62)	1.62
Cash flow sensitivity (net)	**(1.62)**	**1.62**
March 31, 2022		
Variable-rate loan instruments	(11.02)	11.02
Cash flow sensitivity (net)	**(11.02)**	**11.02**
March 31, 2023		
Variable-rate loan instruments	(9.76)	9.76
Cash flow sensitivity (net)	**(9.76)**	**9.76**
June 30, 2023		
Variable-rate loan instruments	(7.04)	7.04
Cash flow sensitivity (net)	**(7.04)**	**7.04**

B.iv.c Other price risk

The Group invests its surplus funds in various equity and debt instruments . These comprise of mainly liquid schemes of mutual funds (liquid investments), equity shares, debentures and fixed deposits. This investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

Note 53 : Capital management

The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders Management monitors the return on capital as well as the debt equity ratio and make necessary adjustments in the capital structure for the development of the business. The capital structure of the company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day - to - day needs. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total debts	2,779.86	3,202.73	3,634.08	3,315.30
Total equity	27,434.13	18,618.54	4,398.54	3,927.49
Total debts to equity ratio (gearing ratio)	0.10	0.17	0.83	0.84

Note : For the purpose of computing total debt to total equity ratio, total equity includes equity share capital and other equity and total debt includes long term borrowings, short term borrowings, long term lease liabilities and short term lease liabilities.

WAAREE ENERGIES LIMITED
Annexure VI : Consolidated Summary Statement of notes and other Explanatory Information forming part of Restated Consolidated Summary Statements
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Note 54 : Additional Information, as required under Division II of Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiaries / associate as at June 30, 2023 March 31, 2023 , March 31, 2022 and March 31, 2021.

For the year ended March 31, 2021

Name of the enterprise	Net assets i.e. total assets minus total liabilities		Share in profit & loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)
Parent								
Waaree Energies Limited	55.16%	2,166.58	104.63%	466.83	77.70%	0.98	109.23%	467.80
Subsidiaries								
Indian								
Blue Rays Solar Private Limited	10.69%	419.71	1.82%	8.14	0.00%	-	1.90%	8.14
Waaree Solar Energy Private Limited		-	4.29%	19.12	0.00%	-	0.00%	
Saswata Solar LLP	18.77%	737.13	-3.12%	(13.93)	0.00%	-	-3.25%	(13.93)
Waaneep Solar One Pvt. Ltd.	0.00%	(0.02)	-0.01%	(0.03)	0.00%	-	-0.01%	(0.03)
Waaree Renewable Technologies Limited (formerly known as Sangam Renewables Limited)	5.24%	205.63	-5.37%	(23.96)	15.12%	0.19	-5.55%	(23.77)
Sangam Solar One Private Limited	0.00%	0.10	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Sangam Solar Two Private Limited	0.00%	0.09	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Sangam Solar Three Private Limited	0.00%	0.08	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Sangam Solar Four Private Limited	0.00%	0.09	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Waaree Power Private Limited	-0.09%	(3.62)	-0.02%	(0.08)	0.00%	-	-0.02%	(0.08)
Foreign		-			0.00%	-	0.00%	
Rasila International Pte Limited	0.00%	0.00	0.00%	-	0.00%	-	0.00%	-
Net total		**3,525.77**		**456.05**		**1.17**		**438.09**
Minority interest in all subsidiaries	10.23%	401.72	-2.22%	(9.89)	6.38%	0.08	-2.29%	(9.81)
Total	**100.00%**	**3,927.49**	**100.00%**	**446.16**	**99.20%**	**1.25**	**100.00%**	**428.28**

For the year ended March 31, 2022

Name of the enterprise	Net assets i.e. total assets minus total liabilities		Share in profit & loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)
Parent								
Waaree Energies Limited	84.15%	3,701.36	91.28%	690.41	82.65%	1.59	91.25%	692.01
Subsidiaries								
Indian								
Blue Rays Solar Private Limited	2.89%	127.31	0.84%	6.37	0.00%	-	0.84%	6.37
Saswata Solar LLP	0.00%	-	1.88%	14.24	0.00%	-	1.88%	14.24
Waaneep Solar One Pvt. Ltd.	0.00%	(0.05)	-0.01%	(0.11)	0.00%	-	-0.01%	(0.11)
Waaree Renewable Technologies Limited (formerly known as Sangam Renewables Limited)	10.17%	447.42	11.75%	88.91	31.96%	0.62	11.81%	89.53
Sangam Solar One Private Limited	-0.02%	(1.10)	-0.16%	(1.20)	0.00%	-	-0.16%	(1.20)
Sangam Solar Two Private Limited	-0.01%	(0.52)	-0.08%	(0.61)	0.00%	-	-0.08%	(0.61)
Sangam Solar Three Private Limited	-0.01%	(0.41)	-0.06%	(0.49)	0.00%	-	-0.06%	(0.49)
Sangam Solar Four Private Limited	-0.02%	(0.87)	-0.13%	(0.96)	0.00%	-	-0.13%	(0.96)
Waaree Power Private Limited	0.08%	3.38	-0.01%	(0.06)	0.00%	-	-0.01%	(0.06)
Foreign								
Rasila International Pte Limited	0.00%	0.00	0.00%	-	0.00%	-	0.00%	-
Net total		**4,276.52**		**796.50**		**2.21**		**798.71**
Minority interest in all subsidiaries	2.77%	122.06	-5.30%	(40.11)	-14.61%	(0.28)	-5.33%	(40.39)
Total	**100.00%**	**4,398.58**	**100.00%**	**756.39**	**100.00%**	**1.93**	**100.00%**	**758.32**

WAAREE ENERGIES LIMITED

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For the year ended March 31, 2023

Name of the enterprise	Net assets i.e. total assets minus total liabilities		Share in profit & loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)
Parent								
Waaree Energies Limited	86.22%	16,053.30	94.54%	4,564.18	101.58%	(8.34)	94.53%	4,555.84
Subsidiaries								
Indian								
Blue Rays Solar Private Limited	0.71%	131.77	0.09%	4.46	0.00%	-	0.09%	4.46
Saswata Solar Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Waaneep Solar One Pvt. Ltd.	0.00%	(0.28)	0.00%	(0.13)	0.00%	-	0.00%	(0.13)
Waaree Renewable Technologies Limited (formerly known as Sangam Renewables Limited)	7.48%	1,392.97	10.18%	491.23	-2.13%	0.17	10.20%	491.41
Sangam Solar One Private Limited	-0.01%	(1.11)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Sangam Solar Two Private Limited	0.00%	(0.52)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Sangam Solar Three Private Limited	0.00%	(0.41)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Sangam Solar Four Private Limited	0.00%	(0.88)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Waaree Power Private Limited	0.00%	(0.49)	-0.05%	(2.60)	0.00%	-	-0.05%	(2.60)
Indosolar Limited	4.62%	860.66	-1.23%	(59.47)	0.00%	-	-1.23%	(59.47)
Foreign								
Waaree Solar America INC	-0.27%	(50.91)	0.11%	5.11	0.00%	-	0.11%	5.11
Rasila International Pte Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Net total		**18,384.10**		**5,002.77**		**(8.17)**		**4,994.61**
Minority interest in all subsidiaries	1.25%	234.44	-3.64%	(175.17)	0.55%	(0.04)	-3.64%	(175.21)
Total	**100.00%**	**18,618.54**	**100.00%**	**4,827.60**	**100.00%**	**(8.21)**	**100.00%**	**4,819.40**

For the period ended June 30, 2023

Name of the enterprise	Net assets i.e. total assets minus total liabilities		Share in profit & loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)	As % of consolidated profit & loss	Amount (in ₹)
Parent								
Waaree Energies Limited	87.11%	23,865.76	98.75%	3,312.79	79.14%	(5.34)	98.79%	3,307.45
Subsidiaries								
Indian								
Blue Rays Solar Private Limited	0.49%	133.33	0.05%	1.57	0.00%	-	0.05%	1.57
Waaneep Solar One Pvt. Ltd.	0.00%	(0.06)	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Waaree Renewable Technologies Limited (formerly known as Sangam Renewables Limited)	6.98%	1,911.46	2.73%	91.71	27.99%	(1.89)	2.68%	89.82
Sangam Solar One Private Limited	0.00%	(1.11)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Sangam Solar Two Private Limited	0.00%	(0.52)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Sangam Solar Three Private Limited	0.00%	(0.41)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Sangam Solar Four Private Limited	0.00%	(0.88)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Waaree Power Private Limited	0.00%	(0.50)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Indosolar Limited	4.51%	1,234.39	-0.86%	(28.80)	0.00%	-	-0.86%	(28.80)
Foreign								
Rasila International Pte Limited	0.00%	-	-	-	0.00%	-	0.00%	-
Waaree Solar America INC	0.13%	36.43	0.16%	5.48	0.00%	-	0.16%	5.48
Net total	**99.07%**	**27,141.45**	**100.67%**	**3,377.25**	**107.14%**	**(7.23)**	**100.66%**	**3,370.02**
Minority interest in all subsidiaries	0.94%	256.24	-0.67%	(22.46)	-7.14%	0.48	-0.66%	(21.98)
Total	**100.01%**	**27,397.69**	**100.00%**	**3,354.79**	**100.00%**	**(6.75)**	**100.00%**	**3,348.04**

Note 55 : The list of subsidiaries and associates in the consolidated financial statements are as under :

Name of the enterprise	Country of incorporation	Principal activity of business	Proportion of ownership interest			
			Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Subsidiaries						
Blue Rays Solar Private Limited *	India	Trading business	100.00%	100.00%	100.00%	100.00%
Waa Cables Private Limited (Upto 17th December 2020)	India		0.00%	0.00%	0.00%	0.00%
Rasila International Pte Limited	Singapore	Trading business	99.99%	99.99%	99.99%	99.99%
Waaree Solar Americas LLC	USA	Trading business	100.00%	100.00%	0.00%	0.00%
Saswata Solar Private Limited (Upto 12th August 2021) **	India	Trading business	0.00%	0.00%	0.00%	99.99%
Waaneep Solar One Private Limited *	India		100.00%	100.00%	100.00%	100.00%
Waaree Renewables Technologies Limited	India	Solar IPP, developer and EPC business	74.51%	74.51%	54.28%	54.28%
Waaree Power Private Limited	India	SPV for solar PV and cell manufacturing	100.00%	100.00%	74.00%	74.00%
Sangam Solar One Private Limited *	India	Solar IPP and developer business	100.00%	100.00%	100.00%	100.00%
Sangam Solar Two Private Limited *	India	Solar IPP and developer business	100.00%	100.00%	100.00%	100.00%
Sangam Solar Three Private Limited *	India	Solar IPP and developer business	100.00%	100.00%	100.00%	100.00%
Sangam Solar Four Private Limited *	India	Solar IPP and developer business	100.00%	100.00%	100.00%	100.00%
Indosolar Limited(From 18th May 2022)	India	Manufacture of Solar Modules	96.15%	96.15%	-	-
Step down subsidiaries through Sangam Renewables Limited						
Sangam Rooftop Private Limited *	India	Solar IPP and developer business	100.00%	100.00%	100.00%	100.00%
Waasang Solar Private Limited *	India	Solar IPP and developer business	100.00%	100.00%	100.00%	100.00%
Waasang Solar One Private Limited *	India	Solar IPP and developer business	100.00%	100.00%	100.00%	100.00%
Waacox Private Limited (from 14th May, 19)	India	Solar IPP and developer business	0.00%	0.00%	51.00%	51.00%
Waaree PV Technogies Private Limited (from 14th May, 19) *	India	Solar IPP and developer business	100.00%	100.00%	100.00%	100.00%
Associate						
Shalibhadra Energies Private Limited (upto September 27,2021)	India	Trading business	0.00%	0.00%	0.00%	25.00%

* Includes nominee shares

** During the year ended March 31, 2021 for corporatisation of Saswata Solar LLP the capital has been reduced from ₹ 738.50 Million to ₹ 0.10 Million by converting the same to loan bearing interest @ 8 % p.a. Subsequently on April 16th 2021, Saswata Solar LLP has been converted to Saswata Solar Private Limited.

Note 56 :

The information regarding micro small and medium enterprises has been determined on the basis of information available with the company .

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
The principal amount remaining unpaid to any supplier as at the end of accounting year;	583.59	657.13	96.18	117.22
The interest due and remaining unpaid to any supplier as at the end of accounting year;	24.17	33.29	0.29	0.44
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed date during each accounting year;	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	24.17	33.29	0.29	0.44
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006.	-	-	-	-

Interest paid / payable by the company on the aforesaid principal amount has been waived by the concerned supplier.
Refer note 27

Note 57 :

Summarised financial information of Group's subsidiary having non controlling interest :

Waaree Renewable Technologies Limited (formerly knows as Sangam Renewables Limited)

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
% of NCI	**25.49%**	**25.49%**	**45.72%**	**45.72%**
Balance at beginning of the period / year	209.27	123.22	402.87	417.53
Impact of additional stake purchase	-	(54.13)	(322.93)	(4.75)
Share of profit/(loss) for the period / year	22.70	140.18	43.28	(9.91)
Balance at end of the period / year	**231.97**	**209.27**	**123.22**	**402.87**

Waaree Power Private Limited

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
% of NCI	**0.00%**	**0.00%**	**26.00%**	**26.00%**
Balance at beginning of the period / year	-	(1.21)	(1.19)	(1.30)
Impact of additional stake purchase	-	1.21	-	-
Share of profit/(loss) for the period / year	-	-	(0.02)	0.11
Balance at end of the period / year	**-**	**-**	**(1.21)**	**(1.19)**

Indosolar Limited

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
% of NCI	**3.85%**	**3.85%**	**0.00%**	**100.00%**
Balance at beginning of the period / year	25.12	-	-	-
Acqusitions during the year	-	27.58	-	-
Impact of loss of control in subsidiary	-	(2.46)	-	-
Share of profit/(loss) for the period / year	(0.92)	-	-	-
Balance at end of the period / year	**24.20**	**25.12**	**-**	**-**

Note 58 : Note on service concession arrangement

Particulars	Haet Energies (solar power plant, bid pipliya)	Indraprastha Power Generation Co., Ltd	Nashik smart city
Parties	1) M/s Haet Energies 2) MP Power Management Company Limited 3) West Discom 4) Central Discom	1) Waaree Energies Limited 2) Ramesh Nagar -SBV (Indraprastha Power Generation company Ltd) Government Organisation.	1) Nashik Mumnicipal Corporation 2) Waasang Solar One Private Limited
Period	25 Years	25 Years	25 Years
Commission date	October 7, 2014	January 22, 2019	January 5, 2019
Tariff	As mutually Agreed between the Company and Third Party with written Intimation to MPPMCL and Commission	As mutually Agreed between the Company and Indraprastha Power Generation Co. Ltd - A govt og NCT of Delhi Undertaking	As mutually agreed between Nashik Mumnicipal Corporation & Waasang Solar One Private Limited
Option to purchase free power	Not applicable	Not applicable	Not applicable

Obligation for overhaul:

Operation & maintenance of solar photovoltaic power plant would include wear, tear, overhauling, machine breakdown, insurance, and replacement of defective modules, invertors/ power conditioning unit (PCU), spares, consumables & other parts.

Renewal /Termination options: NA

Operation & maintenance of rooftop solar PV system for 25 years

Classification of service concession arrangement in the consolidated financial statements:

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Gross carrying amount	87.35	87.37	79.61	72.52
Net carrying amount	68.50	69.46	65.24	61.37

Note 59 : Pursuant to the Corporate insolvency resolution process under the Insolvency Bankruptcy Code, the resolution plan submitted by the Company for Indosolar Limited was approved, by the Hon'ble National Company Law Tribunal (NCLT), New Delhi, by its order dated April 21, 2022. As per Resolution Plan, the total planned infusion towards acquisition of Indosolar Limited is ₹1897.93 Million (₹ 945.83 Million payable towards CIRP cost, financial creditors, operational creditors, workmen & employees and others dues and ₹ 952.10 million is payable as fresh infusion towards capex and working capital for stabilizing & improving operations).

During the previous year, the Company had infused ₹ 400.00 Million through equity and ₹ 217.30 Million through loan towards payment of CIRP cost, financial creditors, operational creditors, workmen & employees dues and accounted acquisition as per the terms of said resolution plan. During the period ended June 30, 2023, the Company had infused through loan ₹ 480.66 Million towards payment to financial creditors amounting to ₹ 308.58 million and towards working capital and capital expenditure amounting to ₹ 172.08 million. Indosolar has fully paid the financial creditors as per resolution plan. Further as per the approved Resolution plan, the company has commitment to infuse ₹ 780.02 Million (March 31, 2023 ₹ 952.10 Million) towards capex and working capital, which will be infused in due course as and when required.

Subsequent to June 30, 2023, the Company had filed a petition with NCLT for removal of difficulties in implementation of resolution plan which includes prayer for resumption of trading of equity shares of Indosolar Limited on Stock Exchanges of India, which is pending for hearing.

Further, the Group is evaluating business plans to be commenced in IndoSolar and is evaluating legal course of action with authorities in relation to certain incentives receivables as per the approved resolution plan and related ongoing litigation.

The fair value of the Identifiable net assets and liabilities of Indosolar Limited on the date of acquisition and purchase Consideration is as below. The resulting differential has been accounted as Capital Reserve.

Particulars	**Amount (₹)**
Non-current assets	
Property, Plant & Equipment	614.70
Right-of-use assets	611.07
(i) Other Financial assets	36.09
(ii) Cash and cash equivalents	400.23
(iii) Bank balances other than cash & cash equivalents	42.73
Total assets	**1,704.82**
Liabilities	
Lease liabilities	26.36
Current liabilities	
(i) Borrowings	900.00
(ii) Trade payables	19.58
(iii) Other financial liabilities	43.44
Total Liability	**989.38**
Total Net assets	**715.44**
Less: NCI	27.27
Less: Purchase Consideration	400.00
Capital reserve on Bargain purchase	**288.17**
Less: Adjustment on account of Deferred tax arising on account of difference in book value and fair value	161.37
Net capital reserve on Bargain purchase	**126.80**

Analysis of Cashflow on acquisition

Particulars	**Amount (₹)**
Purchase consideration	400.00
Less: Net cash acquired with the subsidiary (included in cash flows from investing activities)	(400.23)
Net cashflow on acquisition	**(0.23)**

Note 60 : Acquisition of additional interest in Subsidiaries

(i) Waaree Renewable Technologies Limited

On September 5, 2022 the parent company acquired addition 20.23% interest in the voting shares of Waaree Renewable Technologies Limited increasing its ownership to 74.51% Consideration of ₹ 1486.92 Million was paid to the Non controlling shareholders.

Following is the schedule of additional interest acquired in Waaree Renewable Technologies Limited

Particulars	**Amount (₹)**
Cash Consideration paid to NCI	1,486.92
Carrying value of additional interest	90.79
Difference recognised in retained earning within equity	**1,396.13**

(ii) Waaree Power Private Limited

On May 5, 2022 the parent company acquired addition 26% interest in the voting shares of Waaree power private Limited increasing its ownership to 100% Consideration of ₹ 0.03 Million was paid to the Non controlling shareholders.

Following is the schedule of additional interest acquired in Waaree Power Private Limited

Particulars	**Amount (₹)**
Cash Consideration paid to NCI	0.03
Carrying value of additional interest	(1.28)
Difference recognised in retained earning within equity	**1.31**

Note 61 : During the financial year 2022-23, the parent company entered into a Business Transfer Agreement dated September 29, 2022 with Shree Swami Samarth Solar Part Private Limited (Seller) to purchase a Solar Plant comprising of operating Solar power project and land connected thereto. The Company has paid cash of ₹ 164.70 Million and acquired liabilities of ₹ 438.41 Million, thus total consideration aggregating to ₹ 603.11 Million. Such acquisition is accounted as asset acquisition by the Company under Property Plant and Equipment and being amortised over the remaining useful life of the asset. Out of the acquired liabilities of ₹ 438.41 Million, ₹ 438.17 Million were payable to a related party of the Company, who had setup the Solar Power Project for the seller.

Particulars	**₹ in Million**
Land - freehold	62.24
Plant, machinery and office equipment	239.42
Capital work-in-progress	296.91
Trade Receivables	3.97
Current Assets	0.57
Total assets acquired (A)	**603.11**
Trade Payables	438.40
Statutory Liabilities	0.01
Total liabilities acquired (B)	**438.41**
Net consideration (A - B)	**164.70**

Seller has executed long term power sale agreement with certain customers. Income from sale of power has been recognised amounting to ₹ 25.45 Million (March 31, 2023: ₹ 28.10 Million).

Note 62 : The group has implemented Waaree Employee Stock Option Plan 2021 ("ESOP 2021"/ "Plan") for all the eligible employee(s) pursuant to the resolution passed by the Nomination and Remuneration Committee ("NRC") and Board of Directors at its meeting dated August 30, 2021 and pursaunt to the special resolution passed by the shareholder in the extra-ordinary general meeting dated September 1, 2021. This plan provides for issuance up to 1,00,00,000 (ten Million) options to the eligible employee(s) of the company as recommended by NRC Committee.

Further amendment to the Plan was considered and approved pursuant to the resolution passed by the NRC and Board of Directors at its meeting dated March 30, 2022 and by special resolution passed by the shareholder in the extra-ordinary general meeting dated March 31, 2022, whereby the limit of maximum number of options that may be granted to any employee(s) in any year and in aggregate under the Plan, was increased from 97,000 options to 15,00,000 options for the financial year 2022-23.

Further the grant of options under the plan was considered and approved pursuant to the resolution passed by the NRC at its meeting dated April 1, 2022 and May 05, 2022.

As at March 31, 2023

Particulars	**ESOP 2022**			
	1st Grant	**2nd Grant**	**3rd Grant**	**4th Grant**
Date of Grant	**April 1, 2022**	**April 1, 2022**	**May 5, 2022**	**Feb 27, 2023**
Share Price on date of grant	224.80	224.80	224.80	224.80
Average fair value on date of grant	216.30	171.44	174.05	174.83
Outstanding as on April 1, 2022	9,89,583	19,80,420	19,368	1,55,196
Transfer in	-	-	-	-
Transfer out	-	-	-	-
Forfeited during the period	-	3,57,970	2,817	-
Lapsed during the period	-	-	-	-
Exercised during the period	-	-	-	-
Outstanding as on March 31, 2023	**9,89,583**	**16,22,450**	**16,551**	**1,55,196**
Vested outstanding options	9,89,583	4,05,613	-	-
Unvested outstanding options	-	12,16,838	16,551	1,55,196
Vesting Period	100% options will vest at the end of 1 st year i.e on 31 March 2023.	25% options will vest at the end of each year till 4 years.	25% options will vest at the end of each year till 4 years.	25% options will vest at the end of each year till 4 years.
Exercise Period	4 years from vesting date	4 years from vesting date	4 years from vesting date	4 years from vesting date
Weighted average remaining contract life	4 years from vesting date	4 years from vesting date	4 years from vesting date	4 years from vesting date
Exercise Price	10.00	70.00	70.00	70.00
Weighted average share price for shares exercised during the year	-	-	-	-
Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are
Expected volatility	The volatility used for valuation is 24.96% p. a. for options with Four year vesting period.	The volatility used for valuation is 24.96% p. a. for options with Four year vesting period.	The volatility used for valuation is 24.96% p. a. for options with Four year vesting period.	The volatility used for valuation is 24.96% p. a. for options with Four year vesting period.
Dividend Yield	0% p. a.	0% p. a.	0% p. a.	0% p. a.
Risk-free interest rates	The rate used for the calculation is 5.41% p.a	The rate used for the calculation is 5.41% p.a,5.85% p. a.,6.2% p. a.,6.48% p. a. for the 1st, 2nd, 3rd and 4th year respectively.	The rate used for the calculation is 6.76% p. a. , 7.16% p. a., 7.3% p. a. , 7.42% p. a. for the 1st, 2nd, 3rd and 4th year respectively.	The rate used for the calculation is 7.48% p. a. , 7.56% p. a., 7.57% p. a. , 7.58% p. a. for the 1st, 2nd, 3rd and 4th year respectively.
The method used and the assumptions made to incorporate the effects of expected early exercise	Black-Scholes Options pricing model	Black-Scholes Options pricing model	Black-Scholes Options pricing model	Black-Scholes Options pricing model
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	The following factors have been considered: a) Share price (b) Exercise prices (c) Historical volatility (d) Expected option life e) Dividend Yield	The following factors have been considered: a) Share price (b) Exercise prices (c) Historical volatility (d) Expected option life e) Dividend Yield	The following factors have been considered: a) Share price (b) Exercise prices (c) Historical volatility (d) Expected option life e) Dividend Yield	The following factors have been considered: a) Share price (b) Exercise prices (c) Historical volatility (d) Expected option life e) Dividend Yield

The Company has granted 1,15,730 options to its eligible employees in ESOS Schemes, details are as under:

Employee Stock Option Scheme (ESOP 2022) including Stock options :

Particulars	Tranche I	Tranche II
Nos. of Options	97,910	17,820
Vesting Plan	4 years in 4 installment of 25% in each year from options grant	4 years in 4 installment of 25% in each year from options grant
Exercise Period	1 year	1 year
Grant Date	22-Jul-22	28-Mar-23
Exercise price (₹ per share)	112	112
Fair Value on the date of Grant of Option (₹ per share)	210	658
Method of Settlement	Equity	Equity

Movement of Options Granted along with weighted average exercise price (WAEP):

Particulars	As at June 30, 2023		As at March 31, 2023	
	Nos.	WAEP (₹)	Nos.	WAEP (₹)
Outstanding at the beginning of the period / year	1,11,140.00	112.00	-	-
Granted during the period / year	-	-	1,15,730.00	112.00
Exercised during the period / year	-	-	-	-
Forfeited during the period / year	-	-	(4,590.00)	112.00
Expired during the period / year	-	-	-	-
Outstanding at the end of the period / year	1,11,140.00	112.00	1,11,140.00	112.00
Options exercisable at the end of the period / year	1,11,140.00	112.00	1,11,140.00	112.00

Fair Valuation:

No share options were granted during the period. Weighted Average Fair value of the options granted during the period is ₹ Nil . (March 31, 2023 ₹ 279 per share)
The fair value of option has been done by an independent firm of Chartered Accountants on the date of grant using the Black-Scholes Model.
The Key assumptions in the Black-Scholes Model for calculating fair value as on the date of grant are as under:
Risk Free Rate: 6.55% (Tranche I), 7.3% (Tranche II)
Option Life: Weighted Average 3 Years
Expected Volatility*: 40% p.a.
Expected Growth in Dividend: 0% Dividend
*Expected volatility on the company's stock price on Bombay Stock Exchange based on data commensurate with the expected life of the options up to the date of grant.

As at June 30, 2023

Particulars	**ESOP 2022**				
	1st Grant	**2nd Grant**	**3rd Grant**	**4th Grant**	**5th Grant**
Date of Grant	**April 1, 2022**	**April 1, 2022**	**May 5, 2022**	**February 27, 2023**	**June 16, 2023**
Share Price on date of grant	224.80	224.80	224.80	224.80	547.81
Average fair value on date of grant	216.30	171.44	174.05	174.83	491.07
Outstanding as on April 1, 2023	**9,89,583**	**16,22,450**	**16,551**	**1,55,196**	**-**
Granted during the year	-	-	-	-	17,170
Transfer in	-	39,660	220	-	-
Transfer out	-	-	-	-	-
Forfeited during the period	-	3,650	-	71,116	10,100
Lapsed during the period	-	-	-	-	-
Exercised during the period	-	-	-	-	
Outstanding as on June 30, 2023	**9,89,583**	**16,58,460**	**16,771**	**84,080**	**7,070**
Vested outstanding options	9,89,583	4,14,615	4,193	-	-
Unvested outstanding options	-	12,43,845	12,578	84,080	7,070
Vesting Period	100% options will vest at the end of 1 st year i.e on March 31, 2023.	25% options will vest at the end of each year till 4 years.	25% options will vest at the end of each year till 4 years.	25% options will vest at the end of each year till 4 years.	25% options will vest at the end of each year till 4 years.
Exercise Period	4 years from vesting date	4 years from vesting date	4 years from vesting date	4 years from vesting date	4 years from vesting date
Weighted average remaining contract life	4 years from vesting date	4 years from vesting date	4 years from vesting date	4 years from vesting date	4 years from vesting date
Exercise Price	10.00	70.00	70.00	70.00	154.00
Weighted average share price for shares exercised during the year	-	-	-	-	-
Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are	The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are
Expected volatility	The volatility used for valuation is 24.96% p. a. for options with Four year vesting period.	The volatility used for valuation is 24.96% p. a. for options with Four year vesting period.	The volatility used for valuation is 24.96% p. a. for options with Four year vesting period.	The volatility used for valuation is 24.96% p. a. for options with Four year vesting period.	The volatility used for valuation is 24.96% p. a. for options with Four year vesting period.
Dividend Yield	0% p. a.	0% p. a.	0% p. a.	0% p. a.	0% p. a.
Risk-free interest rates	The rate used for the calculation is 5.41% p.a	The rate used for the calculation is 5.41% p.a,5.85% p. a.,6.2% p. a.,6.48% p. a. for the 1st, 2 nd, 3rd and 4 th year respectively.	The rate used for the calculation is 6.76% p. a. , 7.16% p. a., 7.30% p. a. , 7.42% p. a. for the 1st, 2 nd, 3rd and 4 th year respectively.	The rate used for the calculation is 7.48% p. a. , 7.56% p. a., 7.57% p. a. , 7.58% p. a. for the 1st, 2 nd, 3rd and 4 th year respectively.	The rate used for the calculation is 7.00% p. a. , 7.00% p. a., 7.10% p. a. , 7.10% p. a. for the 1st, 2 nd, 3rd and 4 th year respectively.
The method used and the assumptions made to incorporate the effects of expected early exercise	Black-Scholes Options pricing model	Black-Scholes Options pricing model	Black-Scholes Options pricing model	Black-Scholes Options pricing model	Black-Scholes Options pricing model
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The following factors have been considered: a) Share price (b) Exercise prices (c) Historical volatility (d) Expected option life e) Dividend Yield	The following factors have been considered: a) Share price (b) Exercise prices (c) Historical volatility (d) Expected option life e) Dividend Yield	The following factors have been considered: a) Share price (b) Exercise prices (c) Historical volatility (d) Expected option life e) Dividend Yield	The following factors have been considered: a) Share price (b) Exercise prices (c) Historical volatility (d) Expected option life e) Dividend Yield	The following factors have been considered: a) Share price (b) Exercise prices (c) Historical volatility (d) Expected option life e) Dividend Yield
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition					

Note 63 - Other additional regulatory information :

1. During the period ended June 30, 2023 and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 the company has not announced any dividend.
2. No proceeding has been initiated, nor any case is pending against the group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
3. The holding company has not been declared by any bank or financial institution or any other lender as wilful defaulter.
4. No charges or satisfaction is pending to be registered with ROC beyond its statutory period.
5. During the period/year ended holding company has received assessment orders for AY 2013-14 to AY 2019-20 and Company has not been assessed for any undisclosed income under Income Tax Act, 1961
6. The holding company is in compliance with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of layers) rules, 2017.
7. The holding company has not traded, nor invested in any crypto currency or virtual currency during the period ended June 30, 2023, year ended March 31, 2023, March 31, 2022 and March 31, 2021.
8. There is no scheme of arrangements has been approved by the competent authority in terms of sections 230 to 237 of the Companies Act, 2013 during the period ended June 30, 2023, for year ended March 31, 2023, March 31, 2022 and March 31, 2021
9. The holding company has no outstanding balances with any struck off company.

Name of the struck off Company	Nature of transaction	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Vani Private Limited	Trade payables	-	-	-	0.35
Sika India Pvt. Limited		-	-	-	0.00
Simplex Castings Limited		-	-	-	0.31
Sumitron Exports Private Limited		-	-	-	0.79
United Gensets Pvt Ltd	Other current liabilities	-	0.01	0.01	0.01
Future Natural Energy Solutions Private Limited		-	0.00	0.00	0.25
System Level Solutions (India) Pvt. Ltd		-	-	-	0.00

Note 64 : Subsequent events
As at and for the year ended March 31, 2021 :
There are no subsequent events

As at and for the year ended March 31, 2022 :
There are no subsequent events

As at and for the year ended March 31, 2023 :
Subsequent to the year ended March, 31, 2023, the Board of Directors of the Group and shareholders of the Group has approved issue of equity shares for an amount upto ₹ 10,000 Million through a private placement. Such money when received shall be utilised towards capital expansion plans, general corporate purpose and acquisition/investments.

As at and for the period ended June 30, 2023:
Subsequent to the period ended June 30, 2023 except stated elsewhere in these restated consolidated summary financial statements:

(i) The Board of Directors of the Company and shareholders of the parent company has approved issue of equity shares for an amount upto ₹ 4,578.24 Million through a private placement. Such money when received shall be utilised towards capital expansion plans, general corporate purpose and acquisition/investments.

(ii) In July 2023, there was a fire incident at manufacturing unit situated at Special Economic Zone (SEZ), Surat causing damage to assets worth ₹ 38.80 Million.The parent company is in the process of filling the insurance claim and believes it is fully recoverable.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Pritesh Maheshwari
Partner
Membership No. 118746

Place: Mumbai
Date: December 4, 2023

For and on behalf of the Board of Directors of Waaree Energies Limited

Hitesh C Doshi
Chairman & Managing Director
DIN 00293668
Place: Dubai

Viren C. Doshi
Whole Time Director
DIN 00207121
Place: Mumbai

Hitesh P Mehta
Director & CFO
DIN 00207506

Rajesh Gaur
Company Secretary & Compliance Officer
ACS-A34629

Place: Mumbai
Date: December 4, 2023

Place: Mumbai

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure VII : Statement of adjustments to Restated Consolidated Summary Statement
Amount in ₹ Millions unless otherwise stated

(1) Material regrouping

Appropriate re-groupings have been made in the restated consolidated summary statement of assets and liabilities, restated consolidated summary statement of profit and loss and restated consolidated summary statement of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Ind AS financial information of the Group for the period ended June 30, 2023 respectively prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	Remarks
Trade payables	-	-	(577.14)	(765.41)	Reclassification of Suppliers credit from Trade payables.
Suppliers / Letter of Credit - Acceptances	-	-	577.14	765.41	
Other Income	-	-	(50.07)	(106.24)	Reclassification of forex (gain) / loss from Other income to Cost of materials consumed
Cost of materials consumed	-	-	(50.07)	(106.24)	
Interest expense (including interest expense on lease liability)	-	-	35.77	21.73	Reclassification of Interest expense Lease liability from operating activity to financing activity
Repayment of lease liabilities	-	-	(35.77)	(21.73)	
Interest expense (including interest expense on lease liability)	-	-	(10.34)	(3.29)	Reclassification of amortisation of borrowing cost from operating activity to financing activity
Interest paid	-	-	10.34	3.29	
Trade payable	-	-	-	(35.79)	Reclassification of salaries payable from trade payable to other financial liabilities.
Other Financial Liability	-	-	-	35.79	
Other financial assets	-	-	4.52	-	Reclassification of Derivative assets and Derivative liabillities
Other financial Liability	-	-	4.52	-	
Trade payable	-	-	-	(4.50)	Reclassification of derivative contract liability from trade payable to other financial liability
Other Financial liability	-	-	-	4.50	
Other Non Current Assets	-	-	-	(5.97)	Reclassification of MAT credit from Other Non Current to Deferred tax liability.
Deferred tax Liability	-	-	-	(5.97)	
Income tax assets	-	-	-	5.19	Reclassification of Advance tax and TDS from Current tax liability to Income tax assets.
Current tax Liability	-	-	-	5.19	
Other financial Liability	-	(119.65)	-	-	Reclassification of advance from customers from other financial liability to other current liability.
Other Current Liability	-	119.65	-	-	
Other Non Current Assets	-	(308.58)	-	-	Reclassification of other recievable and deferred consideration payable.
Other financial liability	-	(308.58)	-	-	
Finance cost	-	-	-	12.69	Reclassification of interest on income tax from Current tax to finance cost
Current tax	-	-	-	(12.69)	

WAAREE ENERGIES LIMITED
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Annexure VII : Statement of adjustments to Restated Consolidated Summary Statement
Amount in ₹ Millions unless otherwise stated

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	Remarks
Trade payable	-	(1,123.65)	-	-	Reclassification of liquidated damages and other claims from trade payable to short term provision and other financial liability.
Short term provision	-	248.73	-	-	
Other financial liability	-	874.92	-	-	
Borrowings- Non Current	-	-	-	(83.43)	Reclassification of interest accrued but not due from borrowings to Other financial liability.
Other Financial Liability	-	-	-	83.43	
Capital work in progress	-	-	-	(1.50)	Reclassification of Prepaid expenses from Capital work in progress to other non current assets.
Other non Current assets	-	-	-	1.50	
Acquisition of Non controlling interest (Cash flow from Investing activity)	-	(1,486.92)	-	-	Reclassification of acquisition of NCI from cashflow from investing activity to financing
Acquisition of Non controlling interest (Cash flow from Financing activity)	-	1,486.92	-	-	
Borrowings Current	-	-	-	377.10	Reclassification of Current maturities from other financial liability to Borrowings Current.
Other Financial Liability	-	-	-	(377.10)	
Short term provision	-	-	-	(133.34)	Reclassification of Provision of tax from short term provision to current tax liability.
Current Tax Liability	-	-	-	133.34	
Deferred tax assets	-	-	180.25	37.72	Reclassification of Deferred tax assets from Deferred tax liability.
Deferred tax liability	-	-	180.25	37.72	
Long term Provisions	-	-	(14.64)	(19.76)	Reclassification of leave entitlement from long term provision to short term provision.
Short Term Provision	-	-	14.64	19.76	

2) Reconciliation of total comprehensive income as per audited consolidated financial statements and as per Restated Consolidated Summary Statements of profit and loss

Particulars	Note	Period ended June 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
(A) Total Comprehensive Income for the period / year as per audited Consolidated financial statements		3,375.49	4,994.55	810.59	476.45
(B) Adjustment for:-					
Increase / (Decrease) in Depreciation	Note (a)	-	-	(41.51)	(36.60)
Increase / (Decrease) in Revenue	Note (a)	-	-	-	2.63
Increase / (Decrease) in Deferred tax	Note (b)	-	-	29.63	15.73
Increase / (Decrease) in Amortisation of Right of use assets	Note (c)	-	-	-	(0.33)
Increase / (Decrease) in Other expenses	Note (d)	-	-	-	(0.58)
Total adjustments		**-**	**-**	**(11.88)**	**(19.15)**
Total Comprehensive Income for the period / year as per restated consolidated financial statements (A + B)		**3,375.49**	**4,994.55**	**798.71**	**457.30**

3) Reconciliation of total other equity as per audited Consolidated financial statements and as per Restated Consolidated Summary Statements of assets and liabilities

Particulars	Note 1	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(A) Total Equity for the period / year as per audited consolidated financial statements		24,645.65	15,950.44	2,242.40	1,479.81
(B) Restatement adjustment :-					
Increase / (Decrease) in Opening retained earnings	Note (a)	-	-	74.58	93.71
Increase / (Decrease) in Profit / (loss)		-	-	(11.88)	(19.13)
Total adjustments		**-**	**-**	**62.70**	**74.58**
Total Equity for the year as per restated consolidated financial statements (A + B)		**24,645.65**	**15,950.44**	**2,305.10**	**1,554.39**

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure VII : Statement of adjustments to Restated Consolidated Summary Statement
Amount in ₹ Millions unless otherwise stated

Note (a)

The Company has accounted the export promotion capital goods (EPCG) received on Property, plant and equipment (PPE) procured in earlier years in accordance with Ind AS 20, which resulted in restatement of depreciation, revenue from operation and impact on opening retained earnings.

Note (b)

Based on the afore-mentioned adjustments for EPCG, the consequent impact of deferred taxes was also appropriately restated.

Note (c)

The subsidiary has accounted for impact on application of Ind AS 116 which has resulted in restatement of amortisation of Right of use assets

Note (d)

The subsidiary has accounted for prior period expenses.

(4) Audit qualifications for the respective years, which do not require any adjustments in the restated consolidated summary statements are as follows :-

(i) There are no audit qualification in auditor's report for the Period ended June 30, 2023 , and for the financial year ended March 31, 2023 , March 31, 2022 and March 31, 2021.

(ii) Emphasis of Matter

For the year ended March 31, 2023

We draw attention to Note 51 to the consolidated financial statements which describes the impact of the adjustment related to accounting for government grant in earlier years leading to restatement of the consolidated financial statements as at and for the year ended March 31, 2022 and as at April 1, 2021. Our opinion is not modified in respect of this matter.

(iii) Other audit qualifications included in the Annexure to the auditors' reports issued under Companies (Auditor's Report) Order, 2020 on the consolidated financial statements for the year ended March 31, 2023, March 31, 2022 and audit qualifications included in the Annexure to the auditors' reports issued under Companies (Auditor's Report) Order, 2016 as amended on the consolidated financial statements for the year ended March 31, 2021 :

As at for the year ended March 31, 2021

Clause vii b

According to the information and explanations given to us, disputed dues of income tax, sales tax, service tax, goods and service tax, duty of custom, duty of excise, and value added tax which have not been deposited on account of disputes with the related authorities are as under:

Nature of Liability	Amount	Amount Paid	Period to which matter pertains	Forum at which dispute is pending
Gujarat Vat	14.73	1.47	FY 2014-15	Gujarat value added tax tribunal, Ahmedabad
Gujarat Vat & CST	37.69	3.04	FY 2015-16	Jt. Commissioner State tax appeal
Gujarat CST	6.27	0.65	FY 2016-17	Deputy Commissioner State tax appeal
Gujarat CST	2.19	0.23	FY 2017-18	Deputy Commissioner appeal Surat
Madhya Pradesh VAT	4.93	1.78	FY 2014-15	Additional commissioner of commercial tax Bhopal
Madhya Pradesh CST	15.46	2.32	FY 2014-15	Deputy Commissioner commercial tax division 1
Rajasthan VAT & CST	0.06	-	FY 2017-18	Commercial tax officer Bikaner Work tax
Rajasthan VAT & CST	3.25	-	FY 2015-16	Commercial tax officer Bikaner Work tax
Maharashtra CST	2.12	1.08	FY 2015-16	Joint Commissioner- Appeal
Maharashtra CST	4.86	-	FY 2016-17	Joint Commissioner- Appeal
Income Tax	6.62	-	FY 2014-15 to FY 2017-18	Asst. Commissioner Income Tax

WAAREE ENERGIES LIMITED
CIN No. U29248MH1990PLC059463
Annexure VII : Statement of adjustments to Restated Consolidated Summary Statement
Amount in ₹ Millions unless otherwise stated
As at for the year ended March 31, 2022
Clause vii b

According to the Information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to provident fund, employees state Insurance, income-tax, cess, goods and service tax, value added tax, excise duty, custom duty and other material statutory dues which have not been deposited as at March 31, 2022 on account of any dispute, except as mentioned below:

Nature of Liability	Nature of dues	Amount	Period to which matter pertains	Forum at which dispute is pending
Income Tax Act 1961	Income Tax	0.57	FY 2014-15	DY, Commissioner Income Tax
		2.92	FY 2016-17	
		0.15	FY 2017-18	
Gujarat VAT Act	Sales Tax	14.73	FY 2014-15	Sales Tax Tribunal
		33.43	FY 2015-16	Commercial Tax Commissioner Appeals
Gujarat CST Act	Sales Tax	4.26	FY 2015-16	Commercial Tax Commissioner Appeals
		2.19	FY 2017-18	
Gujarat GST Act	GST	16.08	FY 2017-18 & 2018-19	Additional Commissioner CGST Audit
Maharashtra CST Act	Sales Tax	2.12	FY 2015-16	Jt. Commissioner Appeals
		4.87	FY 2016-17	
		1.14	FY 2017-18	
Maharashtra VAT Act	Sales Tax	0.69	FY 2017-18	Jt. Commissioner Appeals
Madhya Pradesh CST Act	Sales Tax	15.47	FY 2014-15	Dy. Commissioner Commercial Tax
Madhya Pradesh VAT Act	Sales Tax	4.49	FY 2014-15	Dy. Commissioner Commercial Tax

As at for the year ended March 31, 2023

Clause i (c)

The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in the favour of the lessee) disclosed in note 2(a) to the financial statements are held in the name of company except for seven land parcels for value of ₹ 62.23 million acquired on September 29 , 2022 from Shri Swami Solar Park Private Limited, for which transfer of title deeds are in process.

Clause ii (b)

As disclosed in Note 24 to the consolidated financial statements,the company has been sanctioned working capital limits in excess of ₹ 50 million in aggregate from banks and financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the audit of financial statements, the quarterly returns/statements filed by the Company with such banks and financial institutions are not in agreement with the unaudited books of accounts of the Company and the details are as follows:

Quarter Ending	Value per books of account	Value per Quarterly return/statement	Discrepancy and reason thereof in the Financial Statements
Trade Receivables :			
June 30, 2022	455.09	865.98	410.89
September 30, 2022	1,100.21	1,216.47	116.26
December 31, 2022	142.57	2,900.32	2,757.75
March 31, 2023	3,206.35	7,666.85	4,460.50

Clause vii a

Undisputed statutory dues including goods and service tax, provident fund, employees' stateinsurance, duty of custom, cess and other statutory dues have generally been regularly deposited with the appropriate auhorities though there has been serious delays in a few cases relating to Income Tax. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amount payable in repect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

Clause vii b
The dues of income-tax, sales tax, entry tax (et), value added tax(VAT) and cess on account of any dispute, are as follows:

Name of the Statue	Nature of the Dues	Amount	Period to which the amount Relates	Forum where the dispute is pending
Sales Tax Act	Central Sales Tax	23.59	2015-16	Deputy Commissioner Commercial tax office, Andhra Pradesh
	Value added tax	4.49	2014-15	Deputy Commissioner Sales Tax department of Madhya Pradesh
	Entry Tax	0.00*	2014-15	
	Central Sales Tax	15.47	2014-15	
	Value added tax	19.22	2015-16	Joint Commissioner Commercial State Tax Appeals
	Value added tax	14.73	2014-15	Gujarat VAT tribunal
Income Tax Act	Income Tax	3.07	2016-2017 and 2017-18	Deputy Commissioner Income Tax

*₹ 430.

Clause 11.a

According to the information and explanation given to us and based on the audit procedures performed by us, no fraud by the company has been noticed or reported and no material fraud on the company has been noticed during the year except that we have been informed that a theft of raw material inventory amounting to ₹. 105.80 million (net of recovery amounting to ₹ 51.96 million)

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

For and on behalf of the Board of Directors of Waaree Energies Limited

per Pritesh Maheshwari
Partner
Membership No. 118746

Place: Mumbai
Date: December 4, 2023

Hitesh C Doshi
Chairman & Managing Director
DIN 00293668
Place: Dubai
Date: December 4, 2023

Viren C. Doshi
Whole Time Director
DIN 00207121
Place: Mumbai

Hitesh P Mehta
Director & CFO
DIN 00207506
Place: Mumbai

Rajesh Gaur
Company Secretary & Compliance Officer
ACS-A34629
Place: Mumbai

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., *Ind AS 24 - 'Related Party Disclosures*' read with SEBI ICDR Regulations, for the three month period ended June 30, 2023, for the years ended March 31, 2023, March 31, 2022, and March 31, 2021 and as reported in the Restated Consolidated Summary Statements, see "*Restated Consolidated Summary Statements – Note 47 – Disclosure pursuant to Ind AS - 24 "Related Party Disclosures*" on page 375.

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from Restated Consolidated Summary Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹ million, except otherwise stated)

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Three month period ended June 30, 2023*
Basic earnings per Equity Share (2a) (in ₹)	2.36	3.84	21.82	13.78
Diluted earnings per Equity Share (2a) (in ₹)	2.36	3.84	21.57	13.64
EBITDA (4) (in ₹ million)	1,257.19	2,025.32	9,441.34	5,542.96
Net worth (3) (in ₹ million)	3,522.49	4,271.27	18,260.15	27,060.71
Return on net worth (%)(2c)	13.23	17.71	26.44	12.42
Net asset value per Equity Share(2d)	17.87	21.67	75.03	106.86

**Not annualized*

Notes:

1. The figures disclosed above is based on Restated Financial Statements.

2. The above ratios are calculated as under:

a) Basic and Diluted earnings per share (₹) = Net Profit/(loss) after tax attributable to equity shareholders, as restated divided by Weighted average number of equity share outstanding during the period.

c) Return on net worth (%) = Profit/ (Loss) for the year attributable to equity shareholders of the company divided by Net Worth at the end of the periods.

d) Net asset value per share (₹) = Net worth, as restated, at the end of the period/year divided by Number of equity shares outstanding at the end of the period.

3. "Net Worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

4. EBITDA means Restated profit for the year before exceptional items and taxes plus finance cost, depreciation and amortization.

Other financial statements

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company and Material Subsidiary for Fiscals 2021, 2022 and 2023 ("**Audited Financial Statements**"), respectively, are available on our website at www.waaree.com/ipo.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements of our Company and Material Subsidiary and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

The Audited Financial Statements and the reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Summary Statements on page 293. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023 included herein is derived from the Restated Consolidated Summary Statements , included in this Draft Red Herring Prospectus, which have been derived from our audited consolidated financial statements and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. For further information, see "Restated Consolidated Summary Statements" on page 293.

Unless the context otherwise requires, in this section, references to "we", "us", "the Group" or "our" refers to Waaree Energies Limited on a consolidated basis and references to "the Company" or "our Company" refers to Waaree Energies Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Solar Power Market in India dated December 2023 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, appointed by us on June 13, 2023 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report is available on the website of our Company at https://www.waaree.com/ipo. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Further, the reference to "segments" in this section derived from CRISIL Report refers to end-use sectors and does not constitute segment classification under Ind AS. For more information, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such purpose." on page 62. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 18.*

OVERVIEW

We are the largest manufacturer of solar PV modules in India with the largest aggregate installed capacity of 12 GW, as of June 30, 2023. (*Source: CRISIL Report*) For Fiscal 2023, we had the second best operating income among all the domestic solar PV module manufacturers in India. (*Source: CRISIL Report*) We commenced operations in 2007 focusing on solar PV module manufacturing with an aim to provide quality, cost-effective sustainable energy solutions across markets, and aid in reducing carbon foot-print paving the way for sustainable energy thereby improving quality of life. Over the years, we have significantly expanded our aggregate installed capacity from 2 GW in Fiscal 2021 to 9 GW, as of March 31, 2023 which further increased to 12 GW as of June 30, 2023, as evidenced by our ability to quickly complete our expansion plans efficiently.

Our solar PV modules are currently manufactured using multicrystalline cell technology, monocrystalline cell technology and emerging technologies such as Tunnel Oxide Passivated Contact ("**TopCon**") which helps reduce energy loss and enhances overall efficiency. Our portfolio of solar energy products consists of the following PV modules: (i) multicrystalline modules; (ii) monocrystalline modules; and (iii) TopCon modules, comprising flexible modules, which includes bifacial modules (Mono PERC) (framed and unframed), and building integrated photo voltaic (BIPV) modules.

As of June 30, 2023, we operated four manufacturing facilities in India spread over an area of 136.30 acres. We operate one factory each, located at Surat ("**Surat Facility**"), Tumb ("**Tumb Facility**"), Nandigram ("**Nandigram Facility**") and Chikhli ("**Chikhli Facility**") in Gujarat, India.

In addition, our solar PV modules warranties are insured by external parties, which requires us to maintain high standards for insurance approval. We have consistently received a tier-1 PV module maker rating from the Bloomberg New Energy Finance for all years between Fiscal 2018 and Fiscal 2023. Our laboratory is accredited by the National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") which tests our solar PV modules for quality check. Further, we ensure that our manufacturing facilities are regularly audited by quality audit firms. We are also included under the ALMM list identified by the GoI, which enables us to participate in various government schemes aimed at developing the solar industry in India. We also manufacture semi-flexible solar panels for sale to global customers through our in-house research and development in product application.

Our sales and revenue channels include: (i) Direct Sales to Utilities and Enterprises; (ii) Export Sales, which includes solar PV module sales to international customers as well as international EPC revenue; (iii) Retail Sales (comprising Franchisee Sales), which includes solar PV module sales through our extensive franchisee network focused on rooftop and MSME customer business vertical as well as franchisee EPC revenue; and (iv) Other Revenue from Operations, which includes EPC services for domestic utilities and enterprise customers, O&M services, trading in ancillary products, export incentives, generation of electricity from renewable resources and scrap sale.

We intend to follow an expansion strategy of executing regular capacity additions, as well as continuous upgradation of our manufacturing technology and processes driven by demand and with a focus on incorporating Mono PERC, large size silicon wafer technology as well as other new emerging technologies including Topcon.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The significant factors which can affect our results of operations and financial condition are as follows:

- Our capacity expansion and backward integration plans;
- Increase in export sales;
- Regulatory and policy developments;
- Movement in the price of solar PV modules;
- Cost of materials consumed for the manufacture of our products;
- Relationship with key customers;
- Growth in our retail network of franchisees;
- Import restrictions and impot duties;
- Competition with other players in or industry; and
- Exchange rate fluctuations.

Capacity expansion and backward integration plans

Over the years, we have significantly expanded our aggregate installed capacity from 2 GW in Fiscal 2021 to 9 GW, as of March 31, 2023 which further increased to 12 GW as of June 30, 2023, as evidenced by our ability to quickly complete our expansion plans efficiently.

The following table sets forth the installed capacity information relating to the Company's facilities for the periods indicated:

Manufacturing Facility	Number of production lines as on June 30, 2023	Installed capacity as on March 31,*			Installed capacity as on June 30, 2023(4)
		2021(1)	2022(2)	2023(3)	
Surat Facility	1	0.50	0.50	0.23	0.23
Tumb Facility	3	1.00	1.00	1.00	1.00
Nandigram Facility	2	0.50	0.50	1.28	1.11
Chikhli Facility	13	-	2.00	6.49	9.66
Total	**19**	**2.00**	**4.00**	**9.00**	**12.00**

**As certified by M.R. Prajapati, Chartered Engineer, by certificate dated December 26, 2023.*
Notes:
(1) Our Company completed, with effect from March 2021 through business acquisition on a slump sale basis, acquisition of 0.5 GW PV module manufacturing capacity in Nandigram, Gujarat, from SGP Industrial Infrastructure Private Limited (formerly known as Waaree Renewables Private Limited), a member of Promoter Group and Promoter Group company to increase the total installed capacity from 1.5 GW to 2 GW.
(2) Our Company added 2 GW PV module manufacturing capacity at the Chikhli facility by adding four new production lines with effect from March 19, 2022, thereby increasing the total installed capacity from 2 GW to 4 GW.

(3) Our Company rerated our capacity for four new production lines at Chikhli (considering increase in wattage of modules from 545 watt peak to 750 watt peak) and one production line at Nandigram (considering increase in wattage of modules from 475 watt peak to 550 watt peak) taking its capacity from 4 GW to 4.73 GW as on April 1, 2022. The Company added 1.37 GW PV solar module manufacturing capacity at the Chikhli facility by adding two new production lines on July 31, 2022 thereby increasing the installed capacity to 6.10 GW. Subsequently, the Company added three production lines of 2.38 GW capacity on December 1, 2022, thereby increasing the installed capacity to 8.48 GW. Subsequently on December 30, 2022, we closed one factory at Surat and rerated one production line at Surat (considering increase in wattage of modules from 475 watt peak to 550 watt peak), resulting in decrease in capacity from 0.50 GW to 0.23 GW. Accordingly, there was a decrease in total installed capacity from 8.48 to 8.21 GW as on January 1, 2023. In addition, our Company added 0.79 GW PV module manufacturing capacity at the Nandigram facility by adding a new production line on March 1, 2023, thereby increasing the total installed capacity as on March 31, 2023 to 9 GW.

(4) The installed capacity in the Nandigram facility decreased from 1.28 GW to 1.11 GW as on April 1, 2023 (reduction in the installed capacity of line 1 from 0.48 GW as on March 31, 2023 to 0.31 GW as on April 1, 2023) on account of refurbishment of old production line and rerating in wattage of modules from 550 watt peak to 560 watt peak for the said line. Accordingly, the total installed capacity reduced from 9 GW as on March 31, 2023 to 8.83 as on April 1, 2023. In addition, our Company added 3.17 GW PV solar module manufacturing capacity at the Chikhli facility by adding four new production lines on June 24, 2023, thereby increasing the installed capacity of Chikhli facility to 9.66 GW capable of manufacturing PV solar module at 750 watt peak. This resulted in an increase of our total installed capacity to 12 GW as on June 30, 2023.

We intend to follow an expansion strategy of executing regular capacity additions, as well as continuous upgradation of our manufacturing technology and processes driven by demand and with a focus on incorporating Mono PERC, large size silicon wafer technology as well as other new emerging technologies including TopCon.

The table below sets forth details of our ongoing and proposed capacity expansion plans as on the date of this Draft Red Herring Prospectus:

Particulars	**Existing**	**Phase – I (Ongoing)**	**Phase-II (Proposed)**		**Total**
			Domestic	**United States**	
Solar PV module capacity (GW)	12	-	7[1]	1.6[2]	20.60
Solar cell capacity (GW)	-	5.4	6	-[3]	11.4
Ingot-Wafer capacity (GW)	-	-	6	-	6
Commencement / Expected date of commercial operations	-	Fiscal 2025	Fiscal 2027	Fiscal 2025	-

(1) 7 GW of proposed module capacity includes fully integrated 6 GW facility for the manufacture of ingots, wafers, solar cells and solar PV modules and I GW of Indosolar facility.

(2) Could be further expanded to 3 GW of solar module manufacturing facility by Fiscal 2026 and 5 GW of solar module manufacturing facility by Fiscal 2027.

(3) Subject to market conditions, we may expand our presence by establishing a 5 GW solar cell manufacturing facility by Fiscal 2027 to supply solar cells for the manufacture of solar modules to receive incentives under the Inflation Reduction Act. While we have not identified any land or prepared a feasibility study, our Board has passed such a resolution for an expansion in the United States.

We believe that our backward integration strategy will further enhance our operations and increase profitability by integrating each stage of the production process to achieve cost savings and improve profit margins. By increasing our backward integration measures, we will be in a position to control the quality and availability of materials which in turn will reduce reliance on external suppliers and enhance our ability to negotiate more favorable pricing from customers. By vertical integration into activities such as cell assembly and module production, we intend to focus on reducing lead time in production.

In order to reduce our dependence on imported solar cells and third-party solar cell suppliers in India, we intend to implement comprehensive backward integration measures by commencing manufacture of solar cells. Towards this, we have commenced increasing capacity at our Chikhli Facility which is expected to be operational by the end of first quarter of Fiscal 2025. All solar cells manufactured by us are intended to be utilized for captive consumption towards the manufacture of our solar PV modules. We are also in the process of enhancing our backward integration capabilities by setting-up a fully integrated 6 GW facility for the manufacture of ingots, wafer, solar cells and solar PV modules which is expected to commence commercial operations in Fiscal 2027.

Further, considering our biggest export market is in the United States, we are also in the process of expanding our manufacturing operations by establishing a new manufacturing facility in the United States as it will provide us easier access to our existing customers in the United States and to further take advantage of the (United States) Inflation Reduction Act which has allocated approximately US$ 400 billion for clean energy. *(Source: CRISIL Report)* The tax credits provide financial incentives to both domestic solar demand and supply. *(Source: CRISIL Report)* The "Section 45X Advanced Manufacturing Tax Credit" pertains to manufacturers who produce eligible components within the United States and sell them to unrelated parties. *(Source: CRISIL Report)* The credit rates for Section 45X vary and are determined based on the specific component being manufactured. *(Source: CRISIL*

Report) Similar to the PLI Scheme in India, we will benefit from incentives under the (United States) Inflation Reduction Act ("**IRA**").

For solar modules the credits are expected to include:

- Solar cells – 4 cents per W_{DC} capacity;
- Solar wafers – US$ 12 per square meter;
- Solar grade polysilicon – US$ 3 per kilogram;
- Polymeric backsheet- 40 cents per square meter; and
- Solar modules – 7 cents per W_{DC} capacity. *(Source: CRISIL Report)*

The proposed manufacturing facility will be funded partially through internal accruals, with our Company investing in our subsidiary, Waaree Solar Americas Inc. by way of equity infusion and / or inter-corporate debt. Further, we will also endeavour to source third party debt from financial institutions / lenders. As part of proposed operations, Waaree Solar Americas Inc. has entered into a five year binding framework agreement with a customer for supply of 3.75GW of solar PV modules which commences from the commissioning of the facility, currently proposed to be operational during Fiscal 2025. Pursuant to the agreement, the customer will provide certain advances against the future supply of products that will be used towards completion of the US facility. We intend to supply solar cells as part of the solar modules to be manufactured in the United States from our Chikhli Facility or the proposed 6 GW integrated facility once completed or other suppliers within South-East Asia region (except China). We are also currently in discussions with local suppliers within the United States to supply solar cells in connection with the manufacture of solar module for its operations within the United States. In addition, we may also consider establishing a 5 GW solar cell manufacturing facility in the United States in future to take advantage of credits available under the IRA and the Domestic Content Bonus Credit Guidance available to manufacturers within the United States.

We believe that our capacity expansion by way of a facility in the United States will shield us from any future tariffs that may be imposed by the United States, one of our key markets.

Our ability to profitably expand our capacities is dependent on our ability to efficiently manage our corresponding increase in expenditures and achieve timely completion and commissioning of the expanded capacities. As our existing and planned capacity additions come into greater utilization and translate into commercial production in line with increased demand for our products, it will result in an increase in our production volumes.

Increasing export sales

We were the largest player in the solar module export market in India for Fiscal 2023. *(CRISIL Report*) We have successfully developed a large customer base globally and our products are sold globally, including to customers in the United States, Canada, Hong Kong, Italy, Turkey, Hong Kong and Vietnam. Over the years, we have focused on increasing our Export Sales. Further, net PV importers such as the United States have implemented several policies throughout time to reduce their reliance on China for PV products by introducing tariff barriers such as anti-dumping duties. (*Source: CRISIL Report)* Exports from India experienced substantial growth, increasing by 11 times year-on-year in Fiscal 2023, driven by demand from the United States. (*Source: CRISIL Report)* The ban on China's region has enabled Indian module makers to fill the void by supplying approximately 2.7 GW. (*Source: CRISIL Report)* Further, on February 4, 2022, the United States extended the Section 201 tariffs imposed on the import of solar modules from China for four years which contributed as growth driver for domestic module exports. (*Source: CRISIL Report)*

On account of such policy measures, we witnessed a substantial increase in our Export Sales and our Export Sales in the same periods were ₹ 4,809.10 million, ₹ 6,578.22 million, ₹ 46,165.39 million and ₹ 24,412.07 million, which represented 24.62%, 23.05%, 68.38% and 73.35%, respectively, of our revenue from operations. Our international customers amongst others multinational corporations including certain Fortune 500 companies.

While we have a diversified customer base, however, our biggest export market in Fiscal 2021, 2022 and 2023 was the United States. While there has been a reduction in the number of countries in which we exported our products, the Export Sales to our largest export jurisdiction have been increasing year on year which negated reduction in countries in which our products are exported. We generated ₹ 4,625.79 million, ₹ 6,466.37 million,

₹ 45,549.99 million and ₹ 21,863.25 million, representing 96.19%, 98.30%, 98.67% and 89.56%, respectively of our Export Sales for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023 from the United States.

We continue to focus on managing our relationship with our existing international customers. We also intend to expand our customer base within international markets we currently export our products to, as well as in additional international markets. We may have limited or no experience in marketing and managing exports of our products to new international markets, which may require considerable management attention and resources for managing our growing business in such markets.

Regulatory and policy environment

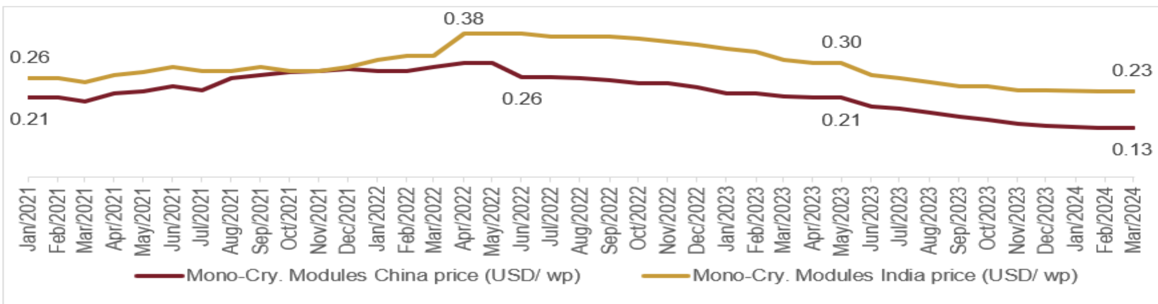
The regulatory and policy environment in which we operate is evolving and subject to change. Our business is dependent on GoI and state government policies that support renewable energy, particularly solar energy, and enhance the economic feasibility of developing solar energy projects. The GoI and several of state governments in India provide incentives that support the generation and sale of solar energy, and additional legislation is regularly being considered that could enhance the demand for solar energy and obligations to use renewable energy sources. For example, government projects are permitted to procure solar modules of certain quality and specification only from a limited number of select suppliers identified in the ALMM identified by the MNRE. In addition, regulatory policies in various states in India currently provide a favourable framework for securing attractive returns on capital invested for renewable and solar energy projects. Some of the key incentives that benefit the solar energy industry in India, and consequently our business, include preferential tariffs for solar power assets under long-term PPAs; preferential charges on transmission, wheeling and banking facilities; PLI scheme for high-efficiency solar PV modules; tax incentives; and availability of accelerated depreciation for solar power assets.

If any of these incentives or policies are adversely amended, eliminated or not extended beyond their current expiration dates, or if funding for these incentives is reduced, or if governmental support of renewable energy development, particularly solar energy, is discontinued or reduced, it could have an adverse effect on the viability of new solar energy projects based on current tariff and cost assumptions. For further information, see "*Key Regulations and Policies*" on page 238. Any changes and related uncertainties in application, interpretation or implementation of any new regulations or policies introduced require us to assess its implications on our business operations, obtain additional approvals and licences, and may require us to alter our business strategy, or implement onerous requirements and conditions on our operations. This may result in increased compliance costs as well as divert significant management time and other resources.

Pricing of solar modules

Module prices experienced a remarkable surge of 22% in Fiscal 2022 and a subsequent 7% increase in Fiscal 2023. (*Source: CRISIL Report*) However, in the first five months of Fiscal 2024, they have undergone a significant decline, dropping by 21% compared to Fiscal 2023, reaching a level of US$ 0.19 per Wp. (*Source: CRISIL Report*) This sharp decrease is primarily attributed to an oversupply of upstream components, particularly polysilicon. (*Source: CRISIL Report*)

Module prices plummeted in 2023



Source: Industry, CRISIL Consulting

Domestic module prices in India also experienced a significant drop, falling from US$ 0.30 per Wp to US$ 0.25 per Wp, primarily due to the country's reliance on imported cells. (*Source: CRISIL Report*) As of March 2023, India had approximately 39 gigawatts of module capacity, in contrast to only around 7 gigawatts of cell capacity, leading to a doubling of cell imports year-on-year between January and June 2023. (*Source: CRISIL Report*)

Going forward, it is expected that the global average module prices will remain in the range of US$ 0.15 to US$ 0.16 per Wp for Fiscal 2024. (*Source: CRISIL Report*)

While we manage significant commodity and price risk through indexed pricing mechanism with customers and vendors wherein the price fluctuations in the key materials are passed on to the end customers, however, as our business is significantly influenced by the prevailing market conditions, particularly in the pricing of the solar PV modules any further decline in the price of solar PV modules beyond our expectations may exert pressure on our profit margins and impact the realization of anticipated revenue from customer contracts.

Cost of materials consumed

Our ability to remain competitive, maintain costs and profitability depend significantly on our ability to source and maintain a stable and sufficient supply of materials and components at acceptable prices. Our major materials requirements include solar cells, glass and aluminium panels. The table below provides details of our cost of materials consumed as a percentage of our total expenses for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023:

Particulars	**Fiscal 2021**		**Fiscal 2022**		**Fiscal 2023**		**Three months ended June 30, 2023**	
	Amount (₹ million)	**Percentage of Total Expenses (%)**	**Amount (₹ million)**	**Percentage of Total Expenses (%)**	**Amount (₹ million)**	**Percentage of Total Expenses (%)**	**Amount (₹ million)**	**Percentage of Total Expenses (%)**
Cost of materials consumed	12,512.85	65.15%	17,938.54	63.44%	58,973.24	95.70%	25,354.47	85.73%

We depend on external suppliers for our materials and components required and typically purchase materials and components on a purchase order basis and place such orders with them in advance on the basis of our anticipated requirements. As a result, the success of our business is significantly dependent on maintaining good relationships with our materials and component suppliers. Further, we source raw materials from a number of international suppliers as well as from vendors in India. Our supply arrangements are subject to price volatility caused by various factors such as market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. We currently import most of our solar cell requirements from China and other south east Asian markets. Changes in import duties also impact our cost materials consumed and consequently operating margins. If we cannot fully offset increases in material prices with increases in the prices for our products, we will experience lower margins.

Relationship with key customers

We are dependent on certain key customers for our business. The table below sets forth our revenue from our top 10 customers, top five customers and our largest customer, as a percentage of our revenue from operations for the year/period indicated:

Particulars	**Fiscal 2021**		**Fiscal 2022**		**Fiscal 2023**		**For the three months ended June 30, 2023**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Top 1 Customer	2,747.56	14.07%	5,238.55	18.35%	10,768.32	15.95%	6,965.90	20.93%
Top 5 customers	5,979.16	30.61%	9,595.29	33.62%	35,196.24	52.14%	19,060.75	57.27%
Top 10 customers	7,830.33	40.09%	12,210.59	42.78%	44,486.24	65.90%	25,332.39	76.11%

The identity of our 10 largest customers and our largest customer varied between fiscal years and periods. The loss of any one of our key customers or a substantial reduction in orders from such key customers may impact our business prospects and financial performance. Further, certain of our key customer agreements include terms relating to liquidated damages and/ or idling charges per module per month, for any delay in delivery of modules, typically capped at a specified amount. In the event that we notify such customer of a delay in manufacturing of a shipment beyond a certain period of the guaranteed delivery date, such customer is entitled to cancel such shipment without liability to pay for such shipment. In the event of suspension or termination of the agreement between our customer and its end customers, our customer may also require us to cease production for delivery under such agreement. These agreements also involve:

- advance bank guarantees, typically 10% of the contract price, valid for a specified period; and
- a contract performance corporate guarantee, typically ranging between 5% to 20% of the basic order value, is also required to be furnished which is typically required to be valid for a period of upto six months subsequent to date of receipt of the last consignment.

In the event of breach of warranties, we are required to indemnify and reimburse the direct loss and damage to the customer. Such agreements can also be typically terminated in event of any default on our part with respect to the terms of such agreement. Certain of our agreements stipulate that we may not terminate such agreement without the express consent of such customer. In addition, in case of an inability on our part to obtain appropriate regulatory approvals including ALMM approvals within a specified period, the customer is entitled to terminate such agreement or reduce the contracted capacity under such agreement.

Further, certain of our agreements also stipulate the right to issue minimum order quantity, payment at reduced rates if goods/ products supplied are not according to specifications, and the right to procure the materials from any other source if such materials are not of acceptable quality and the cost and difference in cost to be borne by us. In addition, there are also most favoured customer clauses in certain agreements in the United States, whereby if any other customer situated in the United States obtains aggregate beneficial pricing with respect to the same products sold to the customer with most favoured customer clause then in such instances we have to provide products to that customer at such favourable terms. Further, our ability to negotiate pricing of our products or payment terms with such key customers is limited.

Growth of our pan-India Retail Network

We have a pan-India retail network consisting of franchisees. As of March 31, 2021, 2022 and 2023 and as of June 30, 2023, our retail network consisted of 290, 373, 253 and 284 franchisees across India.

We have made significant investment in terms of training, resources and support provided to our franchisees over the years and developed relationships with these franchisees. Our extensive franchisee network across India increases visibility and reach of our products through direct customer interaction and distribution by such franchisees. This deep penetration across metros, large cities, towns as well as rural areas developed over several years present significant entry barriers for other players in penetrating our target business verticals. Availability of local contact, through an appointed franchisee, is very important in reaching out to residential, commercial, and industrial consumers who generally lack the technical knowledge of complex products such as modules. (*Source: CRISIL Report*) We have established our franchisee network gradually and strategically through the bottom-up approach with prudent use of time, cost and resources. Our focus on supporting our franchisees succeed in their business by providing adequate training for installation, maintenance and post-sales support has enabled us to develop a large network of franchisees across India to target the local rooftop and MSME business verticals. In order to maintain long term profitability and growth, we have also taken steps to focus only on limited franchisees that have a track record of consistent sales. We have also launched a programme called "*Waaree Prime*" which rewards our franchisees for their contribution to increase our sales which fosters a service eco-system, and enhances customer satisfaction. We also provide supply chain facilities to our franchisees through banks, financial institutions, and NBFCs through which our franchisees' receive credit lines for procuring products from our Company which helps them to increase their customer size and their operations that eventually helps increase our sales. We also have a back-end office to help generate and transfer leads to our franchisees'.

Our franchisee network is also well integrated with our marketing and promotional activities, and helps in strengthening our brand image. Our franchisees display advertising boards for our products at their outlets to attract consumers. We are in the process of identifying and training a large community of local electricians and construction / installation contractors that can promptly and efficiently support our franchisees. We have a well-integrated system to manage inventory and effectively service our franchisees. These engagements offer insights that we then leverage to strategically focus on particular regions or communities. Further, our dealership network going forward will help us to assess the maturity of the market before considering the establishment of franchisees. By leveraging such a network, we can monitor the market potential, customer preferences and overall viability, which would help us to make informed decisions to open franchise stores in markets which can be profitable for our us as well as for our franchisees.

With the success of our franchisee network, we intend to significantly build out our dealer network across India. We intend to strategically focus on states with high growth potential for rooftop business verticals, particularly Delhi, Gujarat, Maharashtra, Andhra Pradesh, Telangana, Karnataka and Tamil Nadu. These states have a high industrial and commercial load, with higher distribution company tariffs, and have introduced clearly defined regulations for net/gross metering regulations, and are regions with higher potential for generating solar energy due to various factors including plant load factor and irradiance. (*Source: CRISIL Report*) The average rates for commercial and industrial, and residential business verticals are higher than the utility and enterprise sales. Commercial and industrial, and residential segment have attracted interest from players in the entire solar value chain, including module manufactures owing to falling costs and favorable regulatory policies in key states such as net metering, exemption on electricity duty, wheeling and cross-subsidy charges. (*Source: CRISIL Report*)

Import restrictions and import duties

A significant part of our materials used in the production of our modules, particularly solar cells, is imported from China and other South East Asian jurisdictions. Any restrictions, either from the GoI or any state or provincial government or governmental authority, or from restrictions imposed by any other applicable authorised bilateral or multilateral organisations, on such imports from China and other jurisdictions in which our principal suppliers are located, may adversely affect our business. We source raw materials from a number of international suppliers as well as from vendors in India. The table below sets forth our cost of imported materials, as a percentage of our total purchases for the year/period indicated:

Particulars	**Fiscal 2021**		**Fiscal 2022**		**Fiscal 2023**		**For the three months ended June 30, 2023**	
	Amount (₹ million)	**Percentage of Total Purchases (%)**	**Amount (₹ million)**	**Percentage of Total Purchases (%)**	**Amount (₹ million)**	**Percentage of Total Purchases (%)**	**Amount (₹ million)**	**Percentage of Total Purchases (%)**
Cost of Imported Materials	12,200.63	70.27%	21,400.10	85.88%	67,942.97	92.80%	21,020.59	95.24%

The GoI imposed a basic customs duty of 40% on solar modules and 25% on solar cells on April 1, 2022. (*Source: CRISIL Report*) This was done in an effort to boost domestic manufacturing of solar components and reduce India's reliance on imports. (*Source: CRISIL Report*) The BCD applies to all imports of solar modules and cells, regardless of the country of origin. (*Source: CRISIL Report*) The imposition of such high BCD on imported solar cells and modules is expected to significantly improve the competitiveness of Indian cell/ module manufacturers. (*Source: CRISIL Report*) The imposition of such high basic customs duty on imported solar cells is expected to impact our cost of materials unless we are able to implement our backward integration plan of producing our own solar cells by such time in a cost-effective manner or procure from other cost-effective and domestic producers of solar cells. In addition, additional duties on equipment we will need to import for our proposed expansion, upgradation and backward integration plans will also impact our ability to successfully implement our critical business strategy.

Competition and industry barriers

Over the past decade, there has been a significant geographical transformation in solar PV manufacturing capacity and production. (*Source: CRISIL Report*) To reach out to the end users such as residential, commercial, and industrial consumers, various module manufacturers have their distributor network or have appointed franchisee. (*Source: CRISIL Report*)Retail consumers are relatively price-sensitive when it comes to solar installations due to smaller project sizes, expected shorter payback period and more competition. (*Source: CRISIL Report*)

Availability of local contact is very important for these consumers while accepting the solar products. With increased awareness, more and more consumers are showing interest in solar installations. (*Source: CRISIL Report*) The distribution channel partner help in reaching out to consumers as well as for informing them about the new technology. (*Source: CRISIL Report*) Due to diverse geographical presence, local support and to build customer relationship, a strong distribution network become essential. (*Source: CRISIL Report*)

We believe we are well-positioned to compete with these companies given our strategy of backward integration into solar cell manufacturing and proposed expansion into wafers and ingots, while at the same time offering a complete range of PV modules across India and increasingly in international markets, as well as our extensive franchisee network and brand recognition. With over 16 years of operating history in the solar energy space and the quality of our products, our product development capability and our range of PV modules, we aim to compete effectively with our industry peers.

Increased competition will likely impact pricing of our products, margins and our market share in India and for export sales from India.

Exchange rate fluctuations

Our business operations, particularly relating to import of materials such solar cells and capital expenses relating to import of equipment, and our export sales, are impacted by exchange rate fluctuations. For Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, expenses in foreign currency were ₹ 11,400.66 million, ₹ 22,334.46 million, ₹ 68,427.52 million and ₹ 25,527.38 million, and represented 59.04%, 78.85%, 111.04% and 86.31%, respectively, of our total expenses in such periods. The exchange rate between the Indian Rupee and foreign currencies, primarily the US Dollar, has fluctuated in the past and our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. For instance, the Indian Rupee may be affected by the rising inflation rates and depreciation against the US Dollar in the last three fiscals, and we may be required to make provisions for foreign exchange differences in accordance with accounting standards. Our ability to predict future foreign currency fluctuations is limited and due to the time gap between the accounting of purchases and actual payments, the foreign exchange rate at which the purchase is recorded in the books of accounts may vary with the foreign exchange rate at which the payment is made. We enter into foreign currency hedging transactions to manage the impact of exchange rate fluctuations and mitigate exchange rate exposures.

PRESENTATION OF FINANCIAL INFORMATION

The restated consolidated summary statements comprise the restated consolidated summary statement of assets and liabilities of the Company and its subsidiaries (the "**Group**") as at June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated summary statements of profits and losses (including other comprehensive income), the restated consolidated summary statement of cash flows and the restated consolidated summary statements of changes in equity, the summary statement of material accounting policies and other explanatory information for the three month period ended June 30, 2023 and each pf the years ended March 31, 2023, March 31, 2022 and March 31, 2021.

The Restated Consolidated Summary Statements have been compiled by the management of our Company from:

- Audited interim consolidated financial statements of the Group as at and for the three month period ended June 30, 2023, prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards 34 "Interim Financial Reporting" as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended;
- Audited consolidated financial statements of the Group as at and for the year ended March 31, 2023 prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards ("**Ind AS**") specified under Section 133 of the Companies Act, read with the Companies (Indian Accounting Standards) Rules, 2015; and
- Audited consolidated financial statements of the Group as at and for the years ended March 31, 2022 and 2021 prepared in accordance with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Companies Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Acquisitions and Divestments

For details in relation to acquisitions and divestments undertaken by our Company, see "*History and Certain Corporate Matters – Details of material acquisition or divestments in the last 10 years*" on page 249.

As a consequence, our Restated Consolidated Summary Statements for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, may not be entirely comparable to each other. For further information, see "*Risk Factors – Risks related to our financial position - Our Restated Consolidated Summary Statements for the relevant* *financial reporting periods are not comparable on account of certain acquisitions and divestments made by our Company in the relevant financial reporting periods."* on page 49.

Our restated basic earnings per equity share was ₹2.36 as of March 31, 2021 , ₹3.84 as of March 31, 2022, ₹21.82 as of March 31, 2023 and ₹13.78 (not annualized) as of June 30, 2023 while our restated diluted earnings per equity was ₹2.36 as of March 31, 2021, ₹3.84 as of March 31, 2022, ₹21.57 as of March 31, 2023 and ₹13.64 (not annualised) as of June 30, 2023.

SUMMARY OF MATERIAL ACCOUNTING POLICIES

The Restated Consolidated Summary Statements have been prepared in accordance with the historical cost basis except for certain assets and liabilities (financial instruments and share based payment) are measured at fair valued as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

c) Level 3 inputs are unobservable inputs for the asset or liability.

Current & Non-Current Classification

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

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

a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle.

b) it is held primarily for the purpose of being traded;

c) it is expected to be realised within 12 months after the reporting date; or

d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

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

a) it is expected to be settled in the Group's normal operating cycle;

b) it is held primarily for the purpose of being traded;

c) it is due to be settled within 12 months after the reporting date; or the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified its operating cycle as 12 months.

Deferred tax assets and liabilities are classified as non-current only.

Business Combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are recognised in Restated Consolidated Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

a) deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;

b) liabilities or equity instruments related to share based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date; and

c) assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess, after reassessment, is recognised in capital reserve through other comprehensive income or directly depending on whether there exists clear evidence of the underlying reason for classifying the business combination as a bargain purchase.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against Goodwill/capital reserve. Measurement period adjustments are adjustments that arise from additional information obtained during the ‘measurement period’ (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in Statement of Profit and Loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method.

Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the

amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units or groups of cash-generating units that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in the Restated Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group’s policy for goodwill arising on the acquisition of an associate is described in consolidation procedure above.

Revenue Recognition

Sale of Goods

The Group recognises revenue when control over the promised goods or services is transferred to the customer at transaction price (net of variable consideration) that reflects the consideration to which the Group expects to receive in exchange for those goods or services.

The Group has generally concluded that it is the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer
Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, liquidated damages or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Group recognises revenue generally at the point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer. In contracts where freight is arranged by the Group and recovered from the customers, the same is treated as a separate performance obligation and revenue is recognised when such freight services are rendered.

In revenue arrangements with multiple performance obligations, the Group accounts for individual products and services separately if they are distinct – i.e. if a product or service is separately identifiable from other items in the arrangement and if a customer can benefit from it. The consideration is allocated between

separate products and services in the arrangement based on their stand-alone selling prices. Revenue from sale of by products are included in revenue.

There is no significant financing component in revenue recognition. In case of any such financing component is there in revenue arrangements, the Group adjusts the transaction price for financing component, if any and the adjustment is accounted in finance cost.

Construction contracts

When the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentives payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract cost incurred that it is probable will be recoverable. Contract costs are recognised as an expense in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

There is no significant financing component in revenue recognition. In case of any such financing component is there in revenue arrangements, the Group adjusts the transaction price for financing component, if any and the adjustment is accounted in finance cost.

Sale of Electricity

Revenue from contracts with customers is recognised when control of the goods (power) or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services having regard to the terms of the Power Purchase Agreements, relevant tariff regulations and the tariff orders by the regulator, as applicable, and contracts for services.

Contract balances

i. Contract assets

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

ii. Trade receivables

A receivable is recognised when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

iii. Contract liabilities

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

iv. Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer including volume rebates and discounts. The Group updates its estimates of refund liabilities at the end of each reporting period.

Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised if the recognition criteria are satisfied.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any 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 recognised in Statement of Profit and Loss.

Assets in the course of construction are capitalised in the assets under Capital work in progress net of accumulated impairment loss if any. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and present value of any obligatory decommissioning costs are capitalised in the asset when the recognition criteria for provisions are satisfied. Revenue (net of cost) generated from production during the trial period is capitalised.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the consolidated balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

The Group has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. The useful lives adopted by the Group is given below:

Asset	Useful lives
Computer and Printers	3 years
Building	30 years
Plant and Machinery	3 to 10 years
Electrical Installations	10 years
Furniture and Fixtures	10 years
Leasehold Improvements	5 to 9 years
Office Equipment	5 years
Vehicles	8 to 10 years

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Freehold land and leasehold land where the lease is convertible to freehold land under lease agreements at future dates at no additional cost, are not depreciated.
Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Group reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following the initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The Group has elected to continue with carrying value of all its intangible assets recognised as on transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

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

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Estimated useful lives of the intangible assets are as follows:

Class of Assets	Years
Service concession arrangement	25 years
Computer Software	4 years

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

Investment Property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of derecognition from the derecognition of investment properties the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Fair value as disclosed in notes are calculated based on the guideline rates prescribed by the Government.
'Transfers are made to (or from) investment property only when there is a change in use.

i. Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the Consolidated Statement of Profit and Loss in the year in which they are incurred.

ii. Inventories

Inventories are stated at the lower of cost and net realisable value.

a) Cost of raw materials include cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

b) Cost of finished goods and work in progress include cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average basis.

c) Cost of traded goods include purchase cost and inward freight. Costs is determined on weighted average basis.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

iii. Service Concession arrangements

Service Concession arrangements are based on the nature of consideration and arising from the power generation business.

Revenue

The Group recognises revenue when services are provided to the customer at transaction price that reflects the consideration to which the Group expects to receive in exchange for those services. Revenue from power generation business is accounted on the basis of billings to the power off takers and includes unbilled revenue accrued upto the end of accounting year. Power off takers are billed as per tariff rate, agreed in purchase power agreement. Operating or service revenue is recognised in the period in which services are rendered by the Group.

Financial assets

The Group recognises a financial asset arising from a service concession arrangement when it has an unconditional contractual right to receive cash or another financial asset from or at the discertion of the grantor for the construction. Such financial assets are measured at fair value at initial recognition and classification as loans and receivables. Subsequent to initial recognition, the financial asset are measured at amortised cost.

Intangible assets

The Group recognises an intangible asset arising from a service concession arrangement when it has right to charge for usage of the concession infrastructure.An intangible asset received as consideration for providing construction services in service concession arrangement is measured at cost, less accumulated amortisation and accumulated impairment losses, if any.Internal technical team or user assess the useful lives of intangible asset. Management believes that assigned useful lives of 25 years of service concession arrangement projects are reasonable.

Determination of fair value

The fair value of intangible assets is determined by contract price paid for construction of service concession arrangement.

iv. Leases

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

The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

The right-of-use assets are subject to impairment. Refer accounting policy related to Impairment of Non-Financial Asset. The recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term is as follows:

Class of Assets	Years
Leasehold Land	80 Years
Factory Premises	As per Lease term
Office Premises	As per Lease term

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

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

Short-term leases and leases of low value assets

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

Employee Benefit Expenses

***Short term employee benefits*:**

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

***Long term employee benefits*:**

Liabilities recognised in respect of long term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

The Group operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

i) The date of the plan amendment or curtailment, and
ii) The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

ii) Net interest expense or income

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present

value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market

yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

a) Termination benefits:

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

b) Defined contribution plans:

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state managed retirement benefit plans are accounted for as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

c) Defined benefit plans:

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurements comprising actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on plan assets (excluding interest) are recognised immediately in the balance sheet with a charge or credit to other comprehensive income in the period in which they occur. Remeasurements recognised in other comprehensive income are not reclassified. Actuarial valuations are being carried out at the end of each annual reporting period for defined benefit plans.

The retirement benefit obligation recognised in the consolidated balance sheet represents the deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation/ superannuation. The gratuity is paid @ 15 days salary for each completed year of service as per the Payment of Gratuity Act, 1972.

Share-based payments

Share based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting year, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of options, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an options, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an option and lead to an immediate expensing of an option unless there are also service and/or performance conditions.

No expense is recognised for options that do not ultimately vest because non-market performance and/or service conditions have not been met. Where options include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled options are modified, the minimum expense recognised is the grant date fair value of the unmodified option, provided the original vesting terms of the option are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an option is cancelled by the entity or by the counterparty, any remaining element of the fair value of the option is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share

Government Grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Consolidated Statement of Profit and Loss on a systematic basis over the years in which the Group recognises as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Government grants and subsidies whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet which is disclosed as deferred grant receivable and transferred to the Statement of profit and loss on a systematic basis over the expected useful life of the related assets. Government grants and subsidies related to the income are deferred which is disclosed as deferred revenue arising from government grant in the balance sheet and recognized in the statement of profit and loss as an income in the period in which related obligations are met.

Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except Trade Receivables, which are recognised at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Consolidated Statement of Profit and Loss.

Financial assets

a) Recognition and initial measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

b) Classification of financial assets

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

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

a) The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

b) 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.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL;

i. The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

ii. 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.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI). However, the Group recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the Consolidated Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Consolidated Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by -instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Consolidated Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated Statement of Profit and Loss.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting year, with any gains and losses arising on remeasurement recognised in consolidated statement of profit and loss. The net gain or loss recognised in consolidated statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the other income' line item. Dividend on financial assets at FVTPL is recognised when:

a) The Group's right to receive the dividends is established,

b) It is probable that the economic benefits associated with the dividends will flow to the entity,

c) The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

d) Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

e) Impairment

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous year, but determines at the end of a reporting year that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous year, The Group again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, The Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet. The Group has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter year, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in the consolidated statement of profit and loss and is included in the 'Other income' line item.

Financial liabilities and equity instruments

a) Classification as debt or equity Debt and equity

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

b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Consolidated Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

c) Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

i. It has been incurred principally for the purpose of repurchasing it in the near term; or

ii. on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

iii. it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

i. such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

ii. the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

iii. it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Consolidated Statement of Profit and Loss. The net gain or loss recognised in Consolidated Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the Consolidated Statement of Profit and Loss. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI.

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

Other financial liabilities:

The Group enters into arrangements whereby banks and financial institutions make direct payments to suppliers for raw materials and project materials. The banks and financial institutions are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled within twelve months. The economic substance of the transaction is determined to be operating in nature and these are recognised as supplier's credit / letter of credit - acceptances and disclosed on the face of the balance sheet. Interest expense on these are recognised in the finance cost. Payments made by banks and financial institutions to the operating vendors are treated as a non cash item and settlement of due to supplier's credit / letter of credit - acceptances by the Group is treated as an operating cash outflow reflecting the substance of the payment.

Derecognition of financial liabilities:

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

Impairment of Non-Financial Asset

At the end of each reporting year, the Company reviews the carrying amounts of its tangible assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). 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. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Board of directors of the Company has been identified as the Chief Operating Decision Maker which reviews and assesses the financial performance and makes the strategic decisions.

Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

i. Current tax

Current tax is the amount of expected tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

ii. Deferred tax

Deferred tax liabilities are recognised for all taxable temporary differences, except:

a) When the deferred tax liability arises from the initial recognition of goodwill

b) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognised deferred tax assets are re-assessed 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. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

iii. Current and deferred tax for the year

Current and deferred tax are recognised in profit and loss, except when they are relating to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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

Foreign Currency

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian National Rupee (INR).

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

According to Appendix B of Ind AS 21 "Foreign currency transactions and advance consideration", purchase or sale transactions must be translated at the exchange rate prevailing on the date the asset or liability is initially recognized. In practice, this is usually the date on which the advance payment is paid or received. In the case of multiple advances, the exchange rate must be determined for each payment and collection transaction

Exchange differences on monetary items are recognised in statement of profit and loss.

Derivative instruments and Hedge Accounting

i. Derivative financial instruments

The Group enters into a variety of derivative financial instruments such as forward and option contracts to manage its exposure to foreign exchange rates. The Group holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or an exchange.

ii. Financial assets or financial liabilities, at fair value through profit or loss

This category includes derivative financial assets or liabilities which are not designated as hedges. Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

iii. Cash flow hedge

When the Group designates a derivative as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedge reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the Statement of Profit and Loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedge reserve till the period the hedge was effective remains in cash flow hedge reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedge reserve is transferred to the net profit in the Statement of Profit and Loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedge reserve is reclassified to net profit in the Statement of Profit and Loss.

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

The Group gives a warranty between 25 to 30 years on solar modules designed, manufactured and supplied by the Group. In order to meet the expected outflow of resources against future warranty claims, the Group makes a provision for warranty. This provision for warranty represents the expected future outflow of resources against claims for performance shortfall on account of manufacturing deficiencies over the assured warranty life.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. However, before a separate provision for an onerous contract is established, the Company recognises any write down that has occurred on assets dedicated to that contract. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Cash and Cash Equivalent

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.
For the purpose of the Statement of cash flows, cash and cash equivalent consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Income

Our total income comprise (i) revenue from operations, and (ii) other income.

Revenue from Operations

Revenue from operations comprise (i) revenue from sale of solar power products, which primarily includes (a) sale of our solar PV modules, and (b) certain sales from EPC contracts, comprising sale of PV modules for EPC projects, designing and engineering services, construction services, equipment for construction, and certain traded products for balance of supply work including cables, structure, transformers and inverters; (ii) sale of services, primarily relating to O&M services and ancillary services provided on our EPC projects; (iii) generation of electricity from renewable sources; and (iv) other operating revenue including export incentives, revenue from sale of scrap and franchisee fees.

Other Income

Other income includes (i) interest income; (ii) interest received on financial assets carried at amortised cost; (iii) government grant; (iv) profit on foreign exchange fluctuation (net); (v) profit on sale of property, plant and equipment; (vi) profit on sale of current investment; (vii) gain on change in fair value and investment; (viii) fair value gain on financial assets measured at fair value to profit or loss; and (ix) miscellaneous receipts.

Expenses

Our expenses comprise (i) cost of materials consumed, primarily relating to cost of solar cells and other materials used in the manufacture of our modules; (ii) purchases of stock-in-trade; (iii) changes in inventories of finished goods, stock-in-trade and work-in-progress; (iv) other manufacturing and engineering, procurement and construction project expenses; (v) employee benefits expense; (vi) sales, administration and other expenses; (vii) finance costs and (viii) depreciation and amortisation expenses.

Costs of Materials Consumed

Cost of material consumed consists of materials used in the manufacture of PV modules and engineering, procurement and construction projects, primarily solar cells, glass, encapsulant, backsheets, junction box, cables, inverter, structure, transformer etc.

Purchases of Stock-in-Trade

Purchases of stock-in-trade comprises goods purchased for trading activity, including modules, solar panels, materials used in manufacture of PV modules. In addition, in March 2021, we completed the business acquisition, on a slump sale basis, of 500 MW module manufacturing capacity from a Promoter Group company, Waaree Renewables Private Limited, which included modules and materials inventory from such entity.

Other Manufacturing and Engineering, Procurement and Construction Project Expenses

Other manufacturing and EPC project expenses comprise stores and spares consumed, electricity charges, labour charges, job work changes, repairs and maintenance expenses of machinery and building and engineering, procurement and conrtcustion project expenses.

Employee Benefits Expense

Employee benefits expense primarily comprises salaries and incentives, directors remuneration, employee ESOP expenses, contribution to provident and other funds and staff welfare expenses.

Sales, Administration and Other Expenses

Other expenses include (i) rent; (ii) amortisation of deferred portion of financial asset carried at amortised cost; (iii) insurance; (iv) rates and taxes; (v) legal and professional fees; (vi) auditors remuneration; (vii) travelling and conveyance expenses; (viii) warranty; (ix) business promotion expenses; (x) commission; (xi) packing materials expenses; (xii) transportation, freight, duty and handling charges; (xiii) operation and maintenance expenses; (xiv) bad debts; (xv) provision for expected credit loss; (xvi) provision for impairment of assets; (xvii) capital-work-in-progress written off; (xviii) loss on sale/discard of property, plant or equipment; (xix) corporate social responsibility expense; and (xx) miscellaneous expenses.

Finance Costs

Finance cost refers to (i) interest expense; (ii) interest expense on lease liability; (iii) interest on income tax liability; and (iv) other borrowing costs.

Depreciation, Amortisation and Impairment Expenses

Depreciation and amortisation expenses comprise (i) depreciation on property, plant and equipment; (ii) amortisation on lease assets; and (iii) amortisation of intangible assets.

NON-GAAP MEASURES

Net Worth / Earnings before Interest, Taxes, Depreciation and Amortization Expenses ("EBITDA")/ EBITDA Margin/ Return on Capital Employed / PAT Margin / Debt to Equity Ratio/ Debt to EBITDA Ratio/ Return on Average Capital Employed / Inventory Turnover Ratio / Interest Coverage Ratio / Return on Equity / Return on Capital Employed

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance and liquidity. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures disclosed in the financial statements prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures.

Net Worth / EBITDA/ EBITDA Margin/ Return on Capital Employed / PAT Margin / Debt to Equity Ratio/ Debt to EBITDA Ratio/ Return on Average Capital Employed / Inventory Turnover Ratio / Interest Coverage Ratio / Return on Equity / Return on Capital Employed ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP.

In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative measure. Although Non-GAAP Measures is not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

Reconciliation of net worth

The table below reconciles our net worth.

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Paid-up equity share capital **(A)**	1,971.38	1,971.38	2,433.66	2,532.24
Other equity				
Add: Security Premium **(B)**	-	-	9,731.31	15,044.89
Add: Retained Earnings **(C)**	1,363.61	2,249.89	5,728.37	9,089.68
Add: Debenture Redemption Reserves **(D)**	187.50	50.00	-	-
Add: Share based payment reserves **(E)**	-	-	366.81	393.90
Total (F=A+B+C+D+E)	**3,522.49**	**4,271.27**	**18,260.15**	**27,060.71**

Note: For the purposes of the above, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

Reconciliation of Restated Profit for the year/period to EBITDA and EBITDA Margin

The table below reconciles restated profit before tax and exceptional item for the year/period to EBITDA. EBITDA is calculated as restated profit before exceptional items and tax plus finance costs plus depreciation and amortization expense, while EBITDA Margin is the percentage of EBITDA divided by total income.

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Restated Profit for the Year/Period	456.05	796.50	5,002.77	3,382.73
Add: Tax	209.40	387.23	1,768.73	1,190.89
Add: Exceptional items	(40.56)	-	205.80	-
Restated Profit before tax and exceptional items	**624.89**	**1,183.73**	**6,977.30**	**4,573.62**
Adjustments:				
Add: Finance Costs	**309.33**	**408.85**	**822.70**	**400.67**
Add: Depreciation and Amortization expense	**322.97**	**432.74**	**1,641.34**	**568.67**
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) (A)	**1,257.19**	**2,025.32**	**9,441.34**	**5,542.96**
Total Income (B)	**19,830.09**	**29,458.51**	**68,603.64**	**34,149.98**
EBITDA Margin (EBITDA as a percentage of Total Income) (A/B)	**6.34%**	**6.88%**	**13.76%**	**16.23%**

Reconciliation of Restated Profit For the Year/ Period to Profit After Tax Margin

The table below reconciles restated profit for the year / period to profit after tax margin which is calculated as restated profit after tax divided by total income. The table below provides reconciliation of profit after tax margin to total income.

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Restated Profit for Year / Period (A)	456.05	796.50	5,002.77	3,382.73
Total Income (B)	19,830.09	29,458.51	68,603.64	34,149.98
Profit After Tax Margin (C = A/B) (%)	**2.30%**	**2.70%**	**7.29%**	**9.91%***

*on an unannualized basis

Reconciliation of Debt to Equity

The table below reconciles debt to Equity. Debt / Equity is calculated as debt for the year/period divided by equity attributable to owners of the holding company.

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹ million, unless otherwise stated)			
Current Borrowings (A)	924.42	1,241.12	1,276.53	1,033.64
Non-current borrowings (B)	1,887.86	1,889.71	1,458.27	1,299.42
Current lease liabilities (C)	59.33	76.28	87.42	88.06
Non-current lease liabilities (D)	443.70	426.97	380.50	358.74
Total Debt (E=A+B+C+D)	**3,315.31**	**3,634.08**	**3,202.72**	**2,779.86**
Debt (F=E-C-D)	**2,812.28**	**3,130.83**	**2,734.80**	**2,333.06**
Shareholders' Equity				
o Equity share capital (G)	1,971.38	1,971.38	2,433.66	2,532.24
o Other equity (H)	1,554.39	2,305.10	15,950.44	24,645.65
Total equity attributable to owners of the holding company (I=G+H)	**3,525.77**	**4,276.48**	**18,384.10**	**27,177.89**
Debt to Equity Ratio (J=F/I)	**0.79**	**0.72**	**0.15**	**0.09***

**on an unannualized basis*

Reconciliation of Debt to EBITDA

The table below reconciles debt to EBITDA. Debt / EBITDA is calculated as debt for the year/period divided by EBITDA.

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Total Debt (A)	3,315.31	3,634.08	3,202.72	2,779.86
Debt (B)	2,812.28	3,130.83	2,734.78	2,333.06
EBITDA (C)	1,257.19	2,025.32	9,441.34	5,542.96
Debt / EBITDA (D=B/C)	**2.24**	**1.55**	**0.29**	**0.42***

** on an unannualized basis*

Reconciliation of Return on Average Capital Employed

The table below reconciles EBIT to return on average capital employed. Return on average capital employed is calculated as average capital employed (calculated as EBIT divided by average of opening and closing capital employed calculated as total equity (excluding non-controlling interest) plus total non-current liability).

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Earnings before interest and Taxes (EBIT) (A)	**934.22**	**1,592.58**	**7,800.00**	**4,974.29**
Average Capital				
Opening:				
Total equity	3,498.72	3,927.49	4,398.54	18,618.54
Less: Non controlling interest	(416.27)	(401.72)	(122.06)	(234.44)
Add: Total non-current liabilities	1,277.65	2,758.85	2,999.12	6,288.30
Total Opening Equity Share Capital (B)	**4,360.10**	**6,284.62**	**7,275.60**	**24,672.40**
Closing:				
Total equity	3,927.49	4,398.54	18,618.54	27,434.13
Less: Non controlling interest	(401.72)	(122.06)	(234.44)	(256.24)
Add: Total non-current liabilities	2,758.85	2,999.12	6,288.30	4,193.44

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Total Closing Equity Share Capital (C)	**6,284.62**	**7,275.60**	**24,672.40**	**31,371.33**
Average Capital Employed (D=(B+C)/2)	**5,322.36**	**6,780.11**	**15,974.00**	**28,021.87**
Return on Average Capital Employed Ratio (E=A/D)	**17.55%**	**23.49%**	**48.83%**	**17.75%***

** on an unannualized basis*

Reconciliation of EBITDA to Average Capital Employed

The table below reconciles EBITDA to average capital employed. Average capital employed is average of opening and closing capital employed calculated as total equity (excluding non-controlling interest) add total non-current liability).

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
EBITDA (A)	1,257.19	2,025.32	9,441.34	5,542.96
Average Capital employed (B)	5,322.36	6,780.11	15,974.00	28,021.87
EBITDA/Average Capital employed (C=A/B)(%)	**23.62%**	**29.87%**	**59.10%**	**19.78%**

Reconciliation of Inventory Turnover Ratio

Inventory Turnover Ratio is calculated as cost of goods sold to average inventory.

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Cost of materials consumed (A)	12,512.85	17,938.54	58,973.24	25,354.47
Purchase of stock-in trade (B)	4,226.26	4,592.38	2,606.66	711.59
Changes in inventories of finished goods, stock-in-trade and work-in-progress (C)	(730.82)	635.95	(10,069.01)	362.95
Cost of goods sold (D=A+B+C)	**16,008.29**	**23,166.87**	**51,510.89**	**26,429.01**
Opening inventory (E)	2,431.05	3,680.02	5,381.66	27,088.67
Closing Inventory (F)	3,680.02	5,381.66	27,088.67	22,735.55
Average Inventory (G=((E+F)/2)	**3,055.54**	**4,530.84**	**16,235.17**	**24,912.11**
Inventory Turnover Ratio (H=D/G)	**5.24**	**5.11**	**3.17**	**1.06***

** on an unannualized basis*

Reconciliation of Interest Coverage Ratio

Interest coverage ratio is calculated as EBIT divided by interest expenses.

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
EBIT (A)	934.22	1,592.58	7,800.00	4,974.29
Interest Expense on borrowings **(B)**	218.75	300.26	544.82	329.51
Interest on income tax **(C)**	12.69	24.59	114.48	9.09
Interest expense on lease liability **(D)**	21.73	35.77	35.12	7.85
Total Interest Expense (E=B+C+D)	253.17	360.62	694.42	346.45

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Interest Coverage Ratio (F=A/E)	**3.69**	**4.42**	**11.23**	**14.36***

** on an unannualized basis*

Reconciliation of Return on Equity Ratio

Return on equity is calculated as Restated net profit for the year / period attributable to owners of the company for the year/period divided by total equity (excluding non-controlling interest).

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Restated net profit for the year / period attributable to owners of the company (A)	465.94	756.39	4,827.60	3,360.27
Equity attributable to owners of the holding company (B)	3,525.77	4,276.48	18,384.10	27,177.89
Return on Equity Ratio (C=A/B)	**13.22%**	**17.69%**	**26.26%**	**12.36%***

* *on an unannualized basis*

Reconciliation of Return on Capital Employed

Return on capital employed is calculated as capital employed (calculated as EBIT divided by capital employed).

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million, unless otherwise stated)			
Restated profit before tax for the year/period (A)	**665.45**	**1,183.73**	**6,771.50**	**4,573.62**
Add: Finance Cost (B)	309.33	408.85	822.70	400.67
Add/(less): Exceptional items (C)	(40.56)	-	205.80	-
Earnings before interest and Taxes (EBIT) (E=A+B+C)	**934.22**	**1,592.58**	**7,800.00**	**4,974.29**
Equity share capital	1,971.38	1,971.38	2,433.66	2,532.24
Add: Other equity	1,554.39	2,305.10	1,5950.44	24,645.65
Add: Total non-current liabilities	2,758.85	2,999.12	6,288.30	4,193.44
Total Capital Employed (H=F+H)	**6,284.62**	**7,275.60**	**24,672.40**	**31,371.33**
Return on Capital Employed (I=E/H)	**14.87%**	**21.89%**	**31.61%**	**15.86%***

** on an unannualized basis*
Note:
Capital Employed = Total equity (excluding non-controlling interest) add total non-current liability.

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations on a consolidated basis for Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023:

Particulars	Fiscal 2021 (₹million)	Fiscal 2021 Percentage of total income (%)	Fiscal 2022 (₹million)	Fiscal 2022 Percentage of total income (%)	Fiscal 2023 (₹million)	Fiscal 2023 Percentage of total income (%)	Three months ended June 30, 2023 (₹million)	Three months ended June 30, 2023 Percentage of total income (%)
Income								
Revenue from operations	19,530.39	98.49	28,542.65	96.89	67,508.73	98.40	33,282.92	97.46
Other income	299.70	1.51	915.86	3.11	1,094.91	1.60	867.06	2.54
Total Income	**19,830.09**	**100.00**	**29,458.51**	**100.00**	**68,603.64**	**100.00**	**34,149.98**	**100.00**
Expenses								
Cost of materials consumed	12,512.85	63.10	17,938,54	60.89	58,973.24	85.96	25,354.47	74.24
Purchases of stock-in-trade	4,226.26	21.31	4,592.38	15.59	2,606.66	3.80	711.59	2.08
Changes in inventories and finished goods, stock-in-trade and work in progress	(730.82)	(3.69)	635.95	2.16	(10,069.01)	(14.68)	362.96	1.06
Other manufacturing and Engineering Procurement and Construction project expenses	544.72	2.75	717.33	2.44	1,652.58	2.41	619.55	1.81
Employee benefits expense	480.92	2.43	569.05	1.93	1,237.88	1.80	322.83	0.95
Sales, administration and other expenses	1,538.97	7.76	2,979.94	10.12	4,760.95	6.94	1,235.63	3.62
Finance costs	309.33	1.56	408.85	1.39	822.70	1.20	400.67	1.17
Depreciation and amortisation expense	322.97	1.63	432.74	1.47	1,641.34	2.39	568.67	1.67
Total expenses	**19,205.20**	**96.85**	**28,274.78**	**95.98**	**61,626.34**	**89.83**	**29,576.36**	**86.61**
Restated profit before tax and exceptional items	**624.89**	**3.15**	**1,183.73**	**4.02**	**6,977.30**	**10.17**	**4,573.62**	**13.39**
Add/(Less): Exceptional items	40.56	0.20	-	-	(205.80)	(0.30)	-	-
Restated profit before tax	**665.45**	**3.36**	**1,183.73**	**4.02**	**6,771.50**	**9.87**	**4,573.62**	**13.39**
Tax expenses								
Current tax	201.00	1.01	338.95	1.15	1,667.07	2.43	1,231.00	3.60
Tax for earlier years	8.27	0.04	0.45	0.00	(2.62)	-	-	
Deferred tax	0.13	0.00	47.83	0.16	94.28	0.14	(40.11)	(0.12)
Total tax expense	**209.40**	**1.06**	**387.23**	**1.31**	**1,768.73**	**2.58**	**1,190.89**	**3.49**
Restated profit for the year/period	**456.05**	**2.30**	**796.50**	**2.70**	**5,002.77**	**7.29**	**3,382.73**	**9.91**
Restated Other comprehensive income								
Items that will be reclassified to statement of profit or loss								
Foreign currency transaction reserve (FTCR)	-	-	-	-	0.20	0.00	(0.01)	0.00

Particulars	Fiscal 2021 (₹million)	Fiscal 2021 Percentage of total income (%)	Fiscal 2022 (₹million)	Fiscal 2022 Percentage of total income (%)	Fiscal 2023 (₹million)	Fiscal 2023 Percentage of total income (%)	Three months ended June 30, 2023 (₹million)	Three months ended June 30, 2023 Percentage of total income (%)
Income tax effect on above	-	-	-	-	(0.05)	(0.00)	0.00	0.00
Items that will not be reclassified to statement of profit or loss								
Remeasurement of the net defined benefit liability / asset	1.61	0.01	2.95	0.01	(11.19)	(0.02)	(9.66)	(0.03)
Income tax effect on above	(0.36)	(0.00)	(0.74)	(0.00)	2.82	0.00	2.43	0.01
Restated total other comprehensive income	**1.25**	**0.01**	**2.21**	**0.01**	**(8.22)**	**(0.01)**	**(7.24)**	**(0.02)**
Restated total comprehensive income for the period/year	**457.30**	**2.31**	**798.71**	**2.71**	**4,994.55**	**7.28**	**3,375.49**	**9.88**
Restated net profit for the period / year attributable to:								
Owners of the Company	465.94	2.35	756.39	2.57	4,827.60	7.04	3,360.27	9.84
Non-controlling interest	(9.89)	(0.05)	40.11	0.14	175.17	0.26	22.46	0.07
Total	**456.05**	**2.30**	**796.50**	**2.70**	**5,002.77**	**7.29**	**3,382.73**	**9.91**
Restated other comprehensive income for the period / year attributable to:								
Owners of the Company	1.17	0.01	1.93	0.01	(8.26)	(0.01)	(6.76)	(0.02)
Non-controlling interest	0.08	0.00	0.28	0.00	0.04	0.00	(0.48)	(0.00)
Total	**1.25**	**0.01**	**2.21**	**0.01**	**(8.22)**	**(0.01)**	**(7.24)**	**(0.02)**
Restated total comprehensive income for the period / year attributable to:								
Owners of the Company	467.11	2.36	758.32	2.57	4,819.34	7.02	3,353.51	9.82
Non-controlling interest	(9.81)	(0.05)	40.39	0.14	175.21	0.26	21.98	0.06
Total	**457.30**	**2.31**	**798.71**	**2.71**	**4,994.55**	**7.28**	**3,375.49**	**9.88**

THREE MONTHS ENDED JUNE 30, 2023

Key developments

- The installed capacity in the Nandigram facility decreased from 1.28 GW to 1.11 GW as on April 1, 2023 (reduction in the installed capacity of line 1 from 0.48 GW as on March 31, 2023 to 0.31 GW as on April 01, 2023) on account of refurbishment of old production line and rerating in wattage of modules from 550 watt peak to 560 watt peak for the said line. Accordingly, the total installed capacity reduced from 9 GW as on March 31, 2023 to 8.83 in April 1, 2023. In addition, the Company added 3.17 GW PV solar module manufacturing capacity at the Chikhli facility by adding four new production lines on June 24, 2023, thereby increasing the installed capacity of Chikhli facility to 9.66 GW capable of manufacturing PV solar module at 750 watt peak. This resulted in an increase of our total installed capacity to 12 GW as on June 30, 2023.

- Company was provided with an outlay of ₹ 19,232.40 million under the PLI Scheme awarded by the GoI and are in the process of setting-up a fully integrated 6 GW facility for the manufacture of ingots, wafers, solar cells and solar PV modules which is expected to be commence commercial operations in the Fiscal 2027.

- We initiated steps to expand our manufacturing operations in the United States through a new greenfield project.

Income

Total income for the three months ended June 30, 2023 was ₹ 34,149.98 million.

Revenue from Operations

Revenue from operations for the three months ended June 30, 2023 was ₹ 33,282.92 million.

Sale of solar power products (which includes solar modules and other solar power products) was ₹ 30,056.70 million for the three months ended June 30, 2023. Consistent with the trend of robust demand of our products in export markets in Fiscal 2023, our Export Sales in the three months ended June 30, 2023 were ₹ 24,412.07 million, which represented 73.35% of our revenue from operations.

Sale of services was ₹ 1,872.54 million for the three months ended June 30, 2023. Sale – Engineering, Procurement and Construction project amounted to ₹ 1,230.29 million for the three months ended June 30, 2023.

Generation of electricity from renewal sources was ₹ 48.51 million for the three months ended June 30, 2023.

Other operating revenue includes export incentives and duty drawback of ₹ 20.61 million for the three months ended June 30, 2023, sale of scrap of ₹ 51.72 million for the three months ended June 30, 2023, and franchisee fees of ₹ 2.55 million for the three months ended June 30, 2023.

Other Income

Other income was ₹ 867.06 million for the three months ended June 30, 2023, which includes interest income of ₹ 312.30 million, interest received in financial assets carried at amortised cost of ₹ 1.04 million, government grant of ₹ 7.41 million, profit on sale of current investment of ₹ 10.86 million, profit on foreign exchange fluctuation (net) of ₹ 511.07 million and gain on change in fair value investment of ₹ 22.09 million for the three months ended June 30, 2023.

Expenses

Total expenses was ₹ 29,576.36 million for the three months ended June 30, 2023.

Cost of materials consumed

Cost of materials consumed was ₹ 24,354.47 million for the three months ended June 30, 2023, which included purchases of ₹ 21,360.57 million less closing stocks of ₹ 12,380.33 million for the three months ended June 30, 2023.

Other Manufacturing and Engineering, Procurement and Construction project expenses

Other manufacturing and engineering, procurement and construction project expenses was ₹ 619.55 million for the three months ended June 30, 2023, primarily on account of stores and spares consumption of ₹ 34.61 million for the three months ended June 30, 2023; electricity charges of ₹ 214.64 million for the three months ended June 30, 2023, labour charges of ₹ 328.88 million for the three months ended June 30, 2023 and job work charges of ₹ 35.94 million for the three months ended June 30, 2023.

Employee Benefits Expense

Employee benefits expense was ₹ 322.83 million for the three months ended June 30, 2023 which included salaries and incentives of ₹ 260.84 million for the three months ended June 30, 2023, directors remuneration of ₹ 14.65 million for the three months ended June 30, 2023, employee stock option plan expenses of ₹ 27.97 million for the three months ended June 30, 2023, contribution to provident fund, gratuity and other funds of ₹ 11.92 million for the three months ended June 30, 2023 and staff welfare expenses of ₹ 7.45 million for the three months ended June 30, 2023.

Sales, administration, and other expenses

Sales, administration and other expenses were ₹ 1,235.63 million for the three months ended June 30, 2023, primarily on account of insurance costs of ₹ 26.60 million for the three months ended June 30, 2023, legal and professional expense of ₹ 61.47 million for the three months ended June 30, 2023, travelling and conveyance of

₹ 30.24 million for the three months ended June 30, 2023; warranty expenses of ₹ 164.40 million for the three months ended June 30, 2023; business promotion expenses of ₹ 20.68 million for the three months ended June 30, 2023; packing materials expenses of ₹ 195.48 million for the three months ended June 30, 2023, transportation freight, duty and handling charges of ₹ 562.22 million for the three months ended June 30, 2023, allowance for expected credit loss of ₹ 49.99 million for the three months ended June 30, 2023 and miscellaneous expenses of ₹ 93.97 million for the three months ended June 30, 2023.

Finance Costs

Finance costs was ₹ 400.67 million for the three months ended June 30, 2023, primarily on account of interest expense on borrowings amounting to ₹ 329.51 million for the three months ended June 30, 2023; interest on income tax of ₹ 9.09 million for the three months ended June 30, 2023 and other borrowing costs of ₹ 54.22 million for the three months ended June 30, 2023.

Depreciation and Amortization Expense

Depreciation and amortization expense for the three months ended June 30, 2023 was ₹ 568.67 million, primarily on account of depreciation on property, plant and equipment amounting to ₹ 541.74 million for the three months ended June 30, 2023; and amortisation on lease assets amounting to ₹25.82 million for the three months ended June 30, 2023.

Restated Profit before Tax and Exceptional Items

Restated Profit before Tax and Exceptional Items was ₹ 4,573.62 million for the three months ended June 30, 2023. For the three months ended June 30, 2023, exceptional items was ₹ nil.

Restated Profit before Tax

Restated profit before tax for the three months ended June 30, 2023 was ₹ 4,573.62 million.

Tax Expense

Current tax expense for the three months ended June 30, 2023 was ₹ 1,231.00 million, while tax for earlier years was ₹ nil. Deferred tax for the three months ended June 30, 2023 was ₹(40.11) million. Total tax expense for the three months ended June 30, 2023 was ₹ 1,190.89 million.

Restated Profit for the Period

For the various reasons discussed above, we recorded a restated profit for the period of ₹ 3,382.73 million for the three months ended June 30, 2023.

Restated total comprehensive income for the period

Restated total comprehensive income for the period was ₹ 3,375.49 million for the three months ended June 30, 2023.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹5,542.96 million for the three months ended June 30, 2023, while EBITDA margin (EBITDA as a percentage of our total income) was 16.23% for the three months ended June 30, 2023.

FISCAL 2023 COMPARED TO FISCAL 2022

Key developments

Our Company rerated our capacity for four new production lines at Chikhli (considering increase in wattage of modules from 545 watt peak to 750 watt peak) and one production line at Nandigram (considering increase in wattage of modules from 475 watt peak to 550 watt peak) taking its capacity from 4 GW to 4.73 GW as on April 1, 2022. The Company added 1.37 GW PV solar module manufacturing capacity at the Chikhli facility by adding two new production lines on July 31, 2022 thereby increasing the installed capacity to 6.10 GW. Subsequently, the Company added three production lines of 2.38 GW capacity on December 1, 2022, thereby increasing the installed capacity to 8.48 GW. Subsequently on December 30, 2022, we closed one factory at Surat and rerated one production line at Surat (considering increase in wattage of modules from 475 watt peak to 550 watt peak), resulting in decrease in capacity from 0.50 GW to 0.23 GW. Accordingly, there was decrease in total installed capacity from 8.48 to 8.21 GW as on January 1, 2023. In addition, the Company added 0.79 GW PV module manufacturing capacity at the Nandigram facility by adding a new production line on March 1, 2023, thereby increasing the total installed capacity as on March 31, 2023 to 9 GW.

Accordingly, the financial performance between Fiscal 2022 and Fiscal 2023 is not directly comparable.

Total Income

Total income increased significantly from ₹ 29,458.51 million for Fiscal 2022 to ₹ 68,603.64 million for Fiscal 2023, primarily due to an increase in revenue from operations and other income.

Revenue from Operations

Revenue from operations increased from ₹ 28,542.65 million for Fiscal 2022 to ₹ 67,508.73 million for Fiscal 2023.

Sale of solar power products (which includes solar modules and other solar power products) increased from ₹ 25,782.48 million in Fiscal 2022 to ₹ 57,925.84 million in Fiscal 2023 on account of an increase in Export Sales. One of the contributing factor in the increase in our Export Sales is on account of net PV importers such as the United States implementing several policies throughout time to reduce their reliance on China for PV products by introducing tariff barriers such as anti-dumping duties. (*Source: CRISIL Report)* Exports from India experienced substantial growth, increasing by 11 times year-on-year in Fiscal 2023, driven by demand from the United States. (*Source: CRISIL Report)* We were the top player in the solar module export market for Fiscal 2023. *(Crisil Report*) The ban on China's region has enabled Indian module makers to fill the void by supplying approximately 2.7 GW. (*Source: CRISIL Report)* Further, on February 4, 2022, the United States extended the Section 201 tariffs imposed on the import of solar modules from China for four years which contributed as growth driver for domestic module exports. (*Source: CRISIL Report)* On account of such policy measures, we witnessed a substantial increase in our Export Sales.

The table below provides details of our Export Sales for Fiscal 2022 and 2023:

Particulars	**Fiscal 2022**		**Fiscal 2023**	
	Amount (₹ million)	**Percentage of revenue from operations (%)**	**Amount (₹ million)**	**Percentage of revenue from operations (%)**
Export Sales	6,578.22	23.05%	46,165.39	68.38%

In addition, our installed capacity increased from 4.00 GW of solar PV modules as of March 31, 2022 to 9.00 GW solar PV modules as of March 31, 2023 which also helped us to increase our production which contributed to an increase in revenue from operations.

Sale of services increased from ₹ 1,036.95 million in Fiscal 2022 to ₹ 4,722.96 million in Fiscal 2023 on account of an increase in value added service to customers such as freight and clearing services for domestic and export customers and local haulage in the country of export and last mile delivery at the warehouse / site of the customer. Considering an increase in Export Sales, our value added service experienced similar increase.

Sale – Engineering, Procurement and Construction project increased from ₹ 1,472.00 million in Fiscal 2022 to ₹ 3,304.47 million in Fiscal 2023.

Generation of electricity from renewal sources decreased by 12.49% to ₹ 126.87 million in Fiscal 2023 from ₹ 144.97 million in Fiscal 2022.

Other operating revenue includes export incentives and duty drawback, sale of scrap, franchisee fees and project management fees. Export incentives and duty drawback increased from ₹ 23.63 million in Fiscal 2022 to ₹ 1,293.32 million in Fiscal 2023, on account of increase in Export Sales; and sale of scrap increased from ₹ 49.90 million in Fiscal 2022 to ₹ 125.93 million in Fiscal 2023. This was partially offset by a decrease in franchisee fees to ₹ 9.34 million in Fiscal 2023 compared to ₹ 32.42 million in Fiscal 2022 on account of reduction in number of franchisees.

Other Income

Other income increased by 19.55% from ₹ 915.86 million in Fiscal 2022 to ₹ 1,094.91 million in Fiscal 2023, primarily due to an increase in interest income from ₹ 93.35 million in Fiscal 2022 to ₹ 509.04 million in Fiscal 2023 on account of an increase in interest income on fixed deposit; profit on sale of current investment from ₹ 5.46 million in Fiscal 2022 to ₹ 66.16 million in Fiscal 2023 on account of sale of units of mutual fund investment; profit on foreign exchange fluctuation (net) from ₹ 207.84 million in Fiscal 2022 to ₹ 475.41 million in Fiscal 2023 on account of increase in Export Sales.

This was partially offset by a marginal decrease in government grant by 5.88% to ₹ 30.24 million in Fiscal 2023 from ₹32.13 million in Fiscal 2022; profit on sale of subsidiary to ₹ nil in Fiscal 2023 compared to ₹ 104.17 million which was on account of profit on sale of Waacox Energy Private Limited, in Fiscal 2022; and a decrease in miscellaneous receipts to ₹ 9.11 million in Fiscal 2023 compared to ₹ 471.96 million in Fiscal 2022 on account of decrease in order cancellation charges and other miscellaneous income.

Total Expenses

Total expenses increased substantially from ₹ 28,274.78 million in Fiscal 2022 to ₹ 61,626.34 million in Fiscal 2023, primarily due to an increase in cost of materials consumed, and sales, administration and other expenses.

Cost of Materials Consumed

Cost of materials consumed increased significantly from ₹ 17,938.54 million in Fiscal 2022 to ₹ 58,973.24 million in Fiscal 2023, which included purchases of ₹ 70,605.77 million primarily due to increase in revenue from operations from ₹ 28,542.65 million for Fiscal 2022 to ₹ 67,508.73 million for Fiscal 2023 which resulted in a consequent increase in cost of materials consumed as well higher procurement cost of raw materials.

Other Manufacturing and Engineering, Procurement and Construction Project Expenses

Other manufacturing and Engineering, Procurement and Construction project expenses increased from ₹ 717.33 million in Fiscal 2022 to ₹ 1,652.58 million in Fiscal 2023 primarily due to an increase in electricity charges from ₹ 197.07 million in Fiscal 2022 to ₹ 505.14 million in Fiscal 2023; labour charges from ₹ 410.96 million in Fiscal 2022 to ₹ 899.20 million in Fiscal 2023 on account of increased in contract labour due to increase in level of operation; and job work charges from ₹ 0.81 million in Fiscal 2022 to ₹ 133.19 million in Fiscal 2023 on account of increase in outsourced manufacturing activities which included outsourcing solar PV module manufacturing to OEM manufacturers for selected module makes, as required

This was partially offset by a decrease in Engineering, Procurement and Construction project expenses to ₹12.77 million in Fiscal 2023 from ₹ 24.85 million in Fiscal 2022 on account of decrease in project expenses.

Employee Benefits Expenses

Employee benefit expenses increased substantially from ₹ 569.05 million in Fiscal 2022 to ₹ 1,237.88 million in Fiscal 2023, primarily due to an increase in salaries and incentives, by 61.11% from ₹ 462.03 million in Fiscal 2022 to ₹ 744.38 million in Fiscal 2023, on account of annual increments in salaries and wages to employees and hiring new employees; employee stock option plan expenses to ₹ 366.81 million in Fiscal 2023 compared to ₹ nil in Fiscal 2022 on account of implementation of the employee stock option plan in Fiscal 2023; contribution to provident fund, gratuity and other funds by 61.87% from ₹ 19.25 million in Fiscal 2022 to ₹ 31.16 million in Fiscal 2023; and staff welfare expenses by 19.57% from ₹ 33.31 million in Fiscal 2022 to ₹ 39.83 million in Fiscal 2023.

Sales, Administration and Other Expenses

Sales, administration and other expenses increased significantly by 59.77% from ₹ 2,979.94 million in Fiscal 2022 to ₹ 4,760.95 million in Fiscal 2023, on account of increase in:

- Insurance costs by 44.41% from ₹ 68.47 million in Fiscal 2022 to ₹ 98.88 million in Fiscal 2023, primarily on account of insurance cover procured against performance warranty extended to the customers and higher premium paid on industrial all risk cover against property, plant and equipment, as well as increase in premium paid due to additional property, plant and equipment;

- Legal and professional costs increased from ₹ 114.18 million in Fiscal 2022 to ₹ 310.22 million in Fiscal

2023;

- Transport, freight, duty and handling charges increased by 38.38% from ₹ 2,142.29 million in Fiscal 2022 to ₹ 2,964.56 million in Fiscal 2023, on account of freight outward on Export Sales.;

- Warranty costs increased from ₹ 136.69 million in Fiscal 2022 to ₹ 286.22 million in Fiscal 2023 on account of increase in sales of our solar modules;

- Business promotion expenses from ₹ 91.94 million in Fiscal 2022 to ₹ 205.73 million in Fiscal 2023 on account of participation in exhibition and seminars expenses and advertising & marketing expense to expand our brand awareness;

- Packing material expenses from ₹ 204.76 million in Fiscal 2022 to ₹ 468.16 million in Fiscal 2023 on account of increase in consumption of packing materials due to increase in sales of our solar products;

- Miscellaneous expenses from ₹ 81.30 million in Fiscal 2022 to ₹ 270.63 million in Fiscal 2023.

These increases were partly offset by a decrease in the following:

- Commission by 45.67% to ₹ 18.64 million in Fiscal 2023 from ₹ 34.31 million in Fiscal 2022 on account of reduction in orders received from respective agents; and

- Allowance for expected credit loss to ₹ (23.32) million in Fiscal 2023 from ₹ 30.10 million in Fiscal 2022.

Finance Costs

Finance costs increased from ₹ 408.85 million in Fiscal 2022 to ₹ 822.70 million in Fiscal 2023, primarily due to an increase in interest expense on borrowings by 81.45% from ₹ 300.26 million in Fiscal 2022 to ₹ 544.82 million in Fiscal 2023, due to availing short term facilities during Fiscal 2023; interest on income tax from ₹ 24.59 million in Fiscal 2022 to ₹ 114.48 million in Fiscal 2023 on account of increase in applicable interest under the Income tax Act; and other borrowing costs from ₹ 48.23 million in Fiscal 2022 to ₹ 128.28 million in Fiscal 2023 on account of availing of short term facilities during Fiscal 2023.

Depreciation and Amortization Expenses

Depreciation and amortisation expenses increased significantly from ₹ 432.74 million in Fiscal 2022 to ₹ 1,641.34 million in Fiscal 2023, primarily due to an increase in depreciation of property, plant and equipment from ₹ 346.71 million in Fiscal 2022 to ₹ 1,532.92 million in Fiscal 2023, relating primarily due to increase in capacity and expanding our manufacturing operations from 4:00 GW in Fiscal 2022 to 9 GW in Fiscal 2023; an increase in amortisation on lease assets by 26.59% from ₹ 82.47 million in Fiscal 2022 to ₹ 104.40 million in Fiscal 2023

Restated Profit before Tax and Exceptional Items

Restated profit before tax and exceptional items increased to ₹ 6,977.30 million in Fiscal 2023 compared to ₹ 1,183.73 million in Fiscal 2022. Exceptional items in Fiscal 2023 was ₹ (205.80) million in Fiscal 2023 compared to ₹ nil in Fiscal 2022 and included provision for diminution in investment of ₹ 100.00 million and provision for raw materials of ₹ 105.80 million in Fiscal 2023.

Restated Profit Before Tax

For the reasons discussed above, restated profit before tax was ₹ 6,771.50 million in Fiscal 2023 compared to ₹ 1,183.73 million in Fiscal 2022.

Total Tax Expenses

Current tax increased significantly from ₹ 338.95 million in Fiscal 2022 to ₹ 1,677.07 million in Fiscal 2023 on account of increase in revenue from operations and profitability. Tax for earlier years was ₹ 0.45 million in Fiscal 2022 while ₹ (2.62) million in Fiscal 2023. Deferred tax increased from ₹ 47.83 million in Fiscal 2022 to ₹ 94.28 million in Fiscal 2023. As a result, total tax expense amounted to ₹ 1,768.73 million in Fiscal 2023 compared to ₹ 387.23 million in Fiscal 2022.

Restated Profit for the Year/Period

For the various reasons discussed above, we recorded a restated profit for the year/period of ₹ 5,002.77 million in Fiscal 2023 compared to ₹ 796.50 million in Fiscal 2022.

Restated total comprehensive income for the year / period

Restated total other comprehensive income for the period / year was ₹ 4,994.55 million in Fiscal 2023 compared to ₹ 798.71 million in Fiscal 2022.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹9,441.34 million in Fiscal 2023 compared to EBITDA of ₹ 2,025.32 million in Fiscal 2022, while EBITDA margin (EBITDA as a percentage of our total income) was 13.76% in Fiscal 2023 compared to 6.88% in Fiscal 2022.

FISCAL 2022 COMPARED TO FISCAL 2021

Key developments

The Company added 2 GW PV module manufacturing capacity at the Chikhli facility by adding four new production lines with effect from March 19, 2022, thereby increasing the total installed capacity from 2 GW to 4 GW.

Accordingly, the financial performance between Fiscal 2021 and Fiscal 2022 is not directly comparable.

Total Income

Total income increased by 48.55% from ₹ 19,830.09 million in Fiscal 2021 to ₹ 29,458.51 million for Fiscal 2022, primarily due to an increase in revenue from operations on account of increase in Export as well as Retail Sales and other income.

Revenue from Operations

Revenue from operations increased by 46.14% from ₹ 19,530.39 million in Fiscal 2021 to ₹ 28,542.65 million for Fiscal 2022.

Sale of solar power products (which includes solar modules and other solar power products) increased by 43.88% from ₹ 17,919.93 million in Fiscal 2021 to ₹ 25,782.48 million in Fiscal 2022 as a result of resumption of normal sales due to reduce impact of COVID-19. Sale of services increased from ₹ 104.88 million in Fiscal 2021 to ₹ 1,036.95 million in Fiscal 2022 on account of an increase in value added service to customers such as freight and clearing services for domestic and export customers and local haulage in the country of export and last mile delivery at the warehouse / site of the customer. Considering an increase in Export Sales, our value added service experienced similar increase.

Particulars	Fiscal 2021		Fiscal 2022	
	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)
Export Sales	4,809.10	24.62%	6,578.22	23.05%

Sale – Engineering, Procurement and Construction project was ₹ 1,472.00 million in Fiscal 2022 compared to ₹ ₹ 1,331.12 million in Fiscal 2021.

Generation of electricity from renewal sources increased from ₹ 61.83 million in Fiscal 2021 to ₹ 144.97 million in Fiscal 2022.

Other operating revenue includes export incentives and duty drawback, sale of scrap, franchisee fees and project management fees. Export incentives and duty drawback decreased to ₹ 23.63 million in Fiscal 2022 from ₹ 46.59 million in Fiscal 2021, on account of delay and discontinuation of export incentives against export of solar modules; and franchisee fees decreased to ₹ 32.42 million in Fiscal 2022 compared to ₹ 35.82 million in Fiscal 2021 on account of more new franchisees opened in Fiscal 2021 compared to Fiscal 2022. This was offset by an increase in scrap sales by 65.12% from ₹ 30.22 million in Fiscal 2021 to ₹ 49.90 million in Fiscal 2022.

Other Income

Other income increased from ₹ 299.70 million in Fiscal 2021 to ₹ 915.86 million in Fiscal 2022, primarily due to an increase in profit on foreign exchange fluctuation (net) from ₹ 53.31 million in Fiscal 2021 to ₹ 207.84 million in Fiscal 2022 on account of increase in Export Sales ; profit on sale of subsidiary from ₹ 10.16 million in Fiscal 2021 to ₹ 104.17 million in Fiscal 2022 on account of profit on sale of Waacox Energy Private Limited, in Fiscal 2022; and miscellaneous receipts from ₹ 16.87 million in Fiscal 2021 to ₹ 471.96 million in Fiscal 2022.

This was partially offset primarily by a decrease in interest income by 46.03% to ₹ 93.35 million in Fiscal 2022 from ₹ 172.97 million in Fiscal 2021.

Total Expenses

Total expenses increased by 47.22% from ₹ 19,205.20 million in Fiscal 2021 to ₹ 28,274.78 million in Fiscal 2022, primarily due to an increase in cost of materials consumed, employee benefits expenses, finance costs, and sales, administration and other expenses.

Cost of Materials Consumed

Cost of materials consumed increased by 43.36% from ₹ 12,512.85 million in Fiscal 2021 to ₹ 17,938.54 million in Fiscal 2022, which included purchases of ₹ 20,325.36 million primarily due to increase in revenue from operations increased by 46.14% from ₹ 19,530.39 million in Fiscal 2021 to ₹ 28,542.65 million for Fiscal 2022 which resulted in a consequent increase in cost of materials consumed as well higher procurement cost of raw materials.

Other Manufacturing and Engineering, Procurement and Construction Project Expenses

Other manufacturing and engineering, procurement and construction project expenses increased by 31.69% from ₹ 544.72 million in Fiscal 2021 to ₹ 717.33 million in Fiscal 2022 primarily due to an increase in electricity charges by 94.85% from ₹ 101.14 million in Fiscal 2021 to ₹ 197.07 million in Fiscal 2022; and labour charges by 57.34% from ₹ 261.20 million in Fiscal 2021 to ₹ 410.96 million in Fiscal 2022 on account of increased in number of contract labour as a result of increase in production.

This was partially offset by a decrease in engineering, procurement and construction project expenses to ₹ 24.85 million in Fiscal 2022 from ₹ 124.58 million in Fiscal 2021 on account of decrease in project expenses; and job work charges to ₹ 0.81 million in Fiscal 2022 from ₹ 18.02 million in Fiscal 2021 on account of decrease in outsourced manufacturing activities.

Employee Benefits Expenses

Employee benefit expenses increased by 18.33% from ₹ 480.92 million in Fiscal 2021 to ₹ 569.05 million in Fiscal 2022, primarily due to an increase in salaries and incentives, by 21.46% from ₹ 380.39 million in Fiscal 2021 to ₹ 462.03 million in Fiscal 2022, on account of annual increments in salaries and wages to employees and hiring new employees; contribution to provident fund, gratuity and other funds by 21.53% from ₹ 15.84 million in Fiscal 2021 to ₹ 19.25 million in Fiscal 2022; and staff welfare expenses from ₹ 30.32 million in Fiscal 2021 to ₹ 33.31 million in Fiscal 2022.

Sales, Administration and Other Expenses

Sales, administration and other expenses increased significantly by 93.63% from ₹ 1,538.97 million in Fiscal 2021 to ₹ 2,979.94 million in Fiscal 2022, on account of increase in:

- insurance costs by 24.42% from ₹ 55.03 million in Fiscal 2021 to ₹ 68.47 million in Fiscal 2022, primarily on account of insurance cover procured against performance warranty extended to the customers and higher premium paid on industrial all risk cover against property, plant and equipment, as well as increase in premium paid due to additional property, plant and equipment;

- Legal and professional costs increased from ₹ 88.62 million in Fiscal 2021 to ₹ 114.18 million in Fiscal 2022;

- Transport, freight, duty and handling charges increased significantly from ₹ 893.90 million in Fiscal 2021 to ₹ 2,142.29 million in Fiscal 2022, on account of freight outward on export sales;

- Warranty costs by 89.03% from ₹ 72.31 million in Fiscal 2021 to ₹ 136.69 million in Fiscal 2022 on account of increase in sales of our solar modules;

- Business promotion expenses by 41.71% from ₹ 64.88 million in Fiscal 2021 to ₹ 91.94 million in Fiscal 2022 on account of increase business promotion and advertisement to expand our brand awareness;

- Packing material expenses by 16.81% from ₹ 175.29 million in Fiscal 2021 to ₹ 204.76 million in Fiscal 2022 consumption of packing materials due to increase in sales of our solar modules and higher Export Sales.

- Allowance for expected credit loss by 74.29% from ₹ 17.27 million in Fiscal 2021 to ₹ 30.10 million in Fiscal 2022.

These increases were partly offset by a decrease in the following:

- Commission marginally to ₹ 34.31 million in Fiscal 2022 from ₹ 34.95 million in Fiscal 2021; and
- Miscellaneous expenses by 15.62% to ₹ 81.30 million in Fiscal 2022 from ₹ 96.35 million in Fiscal 2021.

Finance Costs

Finance costs increased by 32.17% from ₹ 309.33 million in Fiscal 2021 to ₹ 408.85 million in Fiscal 2022, primarily due to an increase in interest expenses on borrowings by 37.26% from ₹ 218.75 million in Fiscal 2021 to ₹ 300.26 million in Fiscal 2022, due to increase in borrowings; interest on income tax from ₹ 12.69 million in Fiscal 2021 to ₹ 24.59 million in Fiscal 2022; and interest expense on lease liability by 64.61% from ₹ 21.73 million in Fiscal 2021 to ₹ 35.77 million in Fiscal 2022. This was partially offset by a decrease in other borrowing costs to ₹ 48.23 million in Fiscal 2022 from ₹ 56.16 million in Fiscal 2021 on account of availing of short term facilities during Fiscal 2021.

Depreciation and Amortization Expenses

Depreciation and amortisation expenses increased by 33.99% from ₹ 322.97 million in Fiscal 2021 to ₹ 432.74 million in Fiscal 2022, primarily due to an increase in depreciation of property, plant and equipment by 27.98% from ₹ 270.92 million in Fiscal 2021 to ₹ 346.71 million in Fiscal 2022, relating primarily due to increase in capacity and expanding our manufacturing operations; and an increase in amortisation on lease assets by 66.64% from ₹ 49.49 million in Fiscal 2021 to ₹ 82.47 million in Fiscal 2022.

Restated Profit before Tax and Exceptional Items

Restated profit before tax and exceptional items increased to ₹ 1,183.73 million in Fiscal 2022 compared to ₹ 624.89 million in Fiscal 2021. Exceptional items in Fiscal 2021 was ₹ 40.56 million compared to ₹ nil in Fiscal 2022 on account of gain on disposal of investment of ₹ 40.56 million.

Restated Profit Before Tax

For the reasons discussed above, restated profit before tax was ₹ 1,183.73 million in Fiscal 2022 compared to ₹ 665.45 million in Fiscal 2021.

Tax Expenses

Current tax increased significantly by 68.63% from ₹ 201.00 million in Fiscal 2021 to ₹ 338.95 million in Fiscal 2022 on account of increase in revenue from operations and profitability. Tax for earlier years was ₹ 0.45 million in Fiscal 2022 while ₹ 8.27 million in Fiscal 2021. Deferred tax increased by from ₹ 0.13 million in Fiscal 2021 to ₹ 47.83 million in Fiscal 2022. As a result, total tax expense amounted to ₹ 387.23 million in Fiscal 2022 compared to ₹ 209.40 million in Fiscal 2021.

Restated Profit for the Year/Period

For the various reasons discussed above, we recorded a restated profit for the year/period of ₹ 796.50 million in Fiscal 2022 compared to ₹ 456.05 million in Fiscal 2021.

Restated total comprehensive income for the year / period

Restated total comprehensive income for the year / period was ₹ 798.71 million in Fiscal 2022 compared to ₹ 457.30 million in Fiscal 2021.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 2,025.32 million in Fiscal 2022 compared to EBITDA of ₹ 1,257.19 million in Fiscal 2021, while EBITDA margin (EBITDA as a percentage of our total income) was 6.88% in Fiscal 2022 compared to 6.34 % in Fiscal 2021.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through equity issuance, debt financing and funds generated from our operations. From time to time, we may obtain loan facilities to finance our short term working capital requirements.

We proceeded to raise funds through NCDs due to non-availability of credit from banks and other financial institutions at better terms for Fiscal 2021 and 2022 at a shorter notice considering credit from banks and other financial institutions generally take more time. We required funding at a shorter notice due to increase in export order book and to supply products to customers on time. The funds from NCDs were utilised towards working capital requirements and general corporate purposes.

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	Fiscal			For the three months ended June 30, 2023
	2021	2022	2023	
	(₹million)			
Net cash inflow from operating activities	716.68	7,008.56	15,602.28	6,473.18
Net cash inflow / (outflow) from investing activities	(2,502.22)	(6,748.55)	(20,938.22)	(12,645.68)
Net cash inflow / (outflow) from financing activities	1,573.33	985.19	6,424.78	4,645.79
Net increase/ (decrease) in cash and cash equivalents	**(212.21)**	**1,245.20**	**1,088.84**	**(1,526.71)**
Cash and cash equivalents at the end of the year / period	**128.20**	**1,391.86**	**2,536.53**	**1,073.45**

Operating Activities

Three months ended June 30, 2023

For the three months ended June 30, 2023, net cash inflow from operating activities was ₹ 6,473.18 million. Restated profit before tax was ₹ 4,573.62 million for the three months ended June 30, 2023. Adjustments primarily included depreciation and amortisation of ₹ 568.67 million; interest expense (including interest expense on lease liability) of ₹ 337.36 million; interest income of ₹ (312.30) million, employee ESOP expenses of ₹ 27.97 million; net foreign exchange differences (unrealised) of ₹ (121.53) million, (gain)/loss on disposal of current investment of ₹ (10.86) million, gain on change in fair value of investment of ₹ (22.09) million, provision for warranty of ₹ 164.40 million and allowance for credit losses on financial assets of ₹ 49.99 million.

Operating profit before working capital changes was ₹ 5,318.86 million. The main working capital adjustments included decrease in inventory of ₹ 4,353.13 million, increase in trade receivables of ₹ 2,076.60 million, increase in other current financial assets of ₹ 130.57 million, decrease in other current assets and noncurrent assets of ₹ 1,916.92 million, increase in provision of ₹ 1,478.54 million on account of increase in capacity, decrease in trade payables of ₹ 3,593.06 million, increase in suppliers buyers credit of ₹ 384.69 million, increase in other current financial liabilities of ₹ 369.37 million and decrease in other liabilities of ₹ 875.97 million. Cash generated from operations was ₹ 7,143.00 million for the three months ended June 30, 2023. Direct taxes paid (net of refunds) was ₹ 669.82 million for the three months ended June 30, 2023.

Fiscal 2023

For Fiscal 2023, net cash inflow from operating activities was ₹ 15,602.28 million. Restated profit before tax was ₹ 6,771.50 million for Fiscal 2023. Adjustments primarily included depreciation and amortisation of ₹ 1,641.34 million; interest expense (including interest expense on lease liability) of ₹ 579.94 million; interest on income tax of ₹ 114.48 million, interest income of ₹ (509.04) million, employee ESOP expenses of ₹ 366.81 million; net foreign exchange differences (unrealised) of ₹ (17.35) million, (gain)/loss on disposal of current investment of ₹ (66.16) million, gain on change in fair value of investment of ₹ (4.66) million, provision for doubtful advances of ₹ 42.76 million, provision for warranty of ₹ 286.22 million, provision for diminution in investment of ₹ 100.00 million and provision for raw materials of ₹ 105.80 million.

Operating profit before working capital changes was ₹ 9,409.56 million. The main working capital adjustments included increase in inventory of ₹ 21,707.02 million, increase in trade receivables of ₹ 2,145.09 million, decrease in other current financial assets of ₹ 49.33 million, increase in other current assets and noncurrent assets of ₹ 5,680.75 million, increase in trade payables of ₹ 10,730.98 million, increase in suppliers buyers credit of ₹ 5,280.61 million, increase in other current financial liabilities of ₹ 524.39 million and increase in other liabilities of ₹ 20,149.06 million. Cash generated from operations was ₹ 16,605.82 million for Fiscal 2023. Direct taxes paid (net of refunds) was ₹ 1,003.54 million for Fiscal 2023.

Inventory increased from ₹ 5,381.66 million for Fiscal 2022 to ₹ 27,088.67 million for Fiscal 2023 on account of increased in business operations and order book and hence, accordingly we had to hold inventory.

Fiscal 2022

For Fiscal 2022, net cash inflow from operating activities was ₹ 7,008.56 million. Restated profit before tax was ₹ 1,183.73 million for Fiscal 2022. Adjustments primarily included depreciation and amortisation of ₹ 432.74 million; interest expense of ₹ 336.24 million; interest on income tax of ₹ 24.59 million, interest income of ₹ (93.35) million, net foreign exchange differences (unrealised) of ₹ (19.56) million, profit on sale of subsidiary of ₹ (104.17) million, provision for warranty of ₹ 136.69 million and allowance for credit losses on financial assets of ₹ 30.10 million.

Operating profit before working capital changes was ₹ 1,923.58 million. The main working capital adjustments included increase in inventory of ₹ 1,701.64 million, decrease in trade receivables of ₹ 214.75 million, increase in other current financial assets of ₹ 204.04 million, increase in other current assets and non-current assets of ₹ 856.59 million, increase in trade payables of ₹ 1,806.66 million, decrease in suppliers buyers credit of ₹ 188.19 million, increase in other current financial liabilities of ₹ 797.41 million and increase in other liabilities of ₹ 5,515.75 million. Cash generated from operations was ₹ 7,267.71 million for Fiscal 2022. Direct taxes paid (net of refunds) was ₹ 259.15 million for Fiscal 2022.

Fiscal 2021

For Fiscal 2021, net cash inflow from operating activities was ₹ 716.68 million. Restated profit before tax was ₹ 665.45 million for Fiscal 2021. Adjustments primarily included depreciation and amortisation of ₹ 322.97 million; interest expense of ₹ 246.19 million; interest on income tax of ₹ 12.69 million, interest income of ₹ (172.97) million, net foreign exchange differences (unrealised) of ₹ (0.93) million, profit on sale of subsidiary of ₹ (10.16) million, provision for warranty of ₹ 72.31 million and allowance for credit losses on financial assets of ₹ 17.27 million.

Operating profit before working capital changes was ₹ 1,159.97 million. The main working capital adjustments included increase in inventory of ₹ 986.49 million, decrease in trade receivables of ₹ 208.95 million, decrease in other current financial assets of ₹ 206.15 million, increase in other current assets and non-current assets of ₹ 69.89 million, increase in trade payables of ₹ 501.45 million, decrease in other current financial liabilities of ₹ 58.34 million and decrease in other liabilities of ₹ 336.13 million and an increase in supplier's buyer credit of ₹ 333.23 million. Cash generated from operations was ₹ 931.41 million for Fiscal 2021. Direct taxes paid (net of refunds) was ₹ 214.73 million for Fiscal 2021.

Investing Activities

Three months ended June 30, 2023

Net cash outflow from investing activities was ₹ 12,645.68 million for the three months ended June 30, 2023, primarily on acquisition of property, plant and equipment and intangible assets (including capital advances given) of ₹ 3,124.71 million; fixed deposits opened of ₹ 15,551.03 million; and purchase of current investment of ₹ 8,419.16 million, which was marginally offset by loans received back during the period of ₹ 5.56 million, fixed deposits matured of ₹ 10,986.32 million and interest received of ₹ 255.14 million.

Fiscal 2023

Net cash outflow from investing activities was ₹ 20,938.22 million in Fiscal 2023, primarily on acquisition of property, plant and equipment and intangible assets (including capital advances given) of ₹ 8,654.35 million; fixed deposits opened of ₹ 36,446.27 million; and loans granted during the year of ₹ 244.67 million, which was marginally offset by proceeds from sale of property, plant and equipment of ₹ 36.53 million, proceeds from sale of current investment of ₹ 1,091.79 million, loans received back during the year of ₹ 268.60 million, and interest received of ₹ 295.19 million.

Fiscal 2022

Net cash outflow from investing activities was ₹ 6,748.55 million in Fiscal 2022, primarily on acquisition of property, plant and equipment and intangible assets (including capital advances given) of ₹ 4,964.66 million; fixed deposits opened of ₹ 5,915.32 million; and purchase of current investment of ₹ 1,605.71 million, which was marginally offset by proceeds from sale of property, plant and equipment of ₹ 7.85 million, proceeds from sale of subsidiary of ₹ 416.14 million, proceeds from sale of current investment of ₹ 306.31 million, loans received back during the year of ₹ 367.70 million, fixed deposits matured of ₹ 4,594.78 million and interest received of ₹ 93.35 million.

Fiscal 2021

Net cash outflow from investing activities was ₹2.502.22 million in Fiscal 2021, primarily on acquisition of property, plant and equipment and intangible assets (including capital advances given) of ₹ 1,978.96 million; fixed deposits opened of ₹ 2,280.16 million; purchase of current investment of ₹ 504.17 million, investment in subsidiary of ₹ 18.74 million, slump sale consideration of ₹ 20.93 million and loans granted during the year of ₹ 132.79 million, which was marginally offset by proceeds from sale of property, plant and equipment of ₹ 49.19 million, loans received back during the year of ₹ 225.03 million, interest received of ₹ 172.97 million, and sale proceeds from sale of current investments, i.e., mutual fund units of ₹ 208.00 million.

Financing Activities

Three months ended June 30, 2023

Net cash inflow from financing activities was ₹ 4,645.79 million for the three months ended June 30, 2023 primarily attributable to proceeds from issue of equity share (net of share issue expenses) of ₹ 5,421.76 million and proceeds from borrowings of ₹ 584.58 million. This was partially offset by repayment of borrowings of ₹ 986.37 million and interest paid of ₹ 337.92 million.

Fiscal 2023

Net cash inflow from financing activities was ₹ 6,424.78 million in Fiscal 2023 primarily attributable to proceeds from issue of equity share (net of share issue expenses) of ₹ 10,401.21 million and proceeds from borrowings of ₹ 163.95 million. This was partially offset by repayment of borrowings of ₹ 1,671.95 million and interest paid of ₹ 654.71 million.

Fiscal 2022

Net cash inflow from financing activities was ₹ 985.19 million in Fiscal 2022 primarily attributable to proceeds of borrowings of ₹1,719.68 million. This was partially offset primarily by interest paid of ₹ 278.93 million.

Fiscal 2021

Net cash inflow from financing activities was ₹ 1,573.33 million in Fiscal 2021 primarily attributable to proceeds of borrowings of ₹ 2,011.75 million, repayment of lease liabilities ₹ 114.87 million. This was partially offset by interest paid of ₹ 222.04 million.

INDEBTEDNESS

As at June 30, 2023, our total non-current borrowings were ₹ 1,299.42 million while our current borrowings were ₹ 1,033.64 million, respectively.

The following table sets forth certain information relating to our outstanding indebtedness as at June 30, 2023, and our repayment obligations in the periods indicated:

Particulars	As at June 30, 2023 Payment due by period (₹million)		
	Total	Not later than 1 year	More than 1 year
Non-convertible debentures (secured)	-	-	-
Vehicle loan (secured)	-	-	-
Term loan from others (secured)	1,299.42	-	1,299.42
Unsecured	-	-	-
Total Non-Current borrowings (A)	**1,299.42**	**-**	**1,299.42**
Current Borrowings			
Current maturities of long term borrowings (secured)	438.76	438.76	-
Buyer's Credit – Acceptances (secured)	583.32	583.32	-
Loan from related parties (unsecured)	0.04	0.04	-
Inter corporate deposits – others (unsecured)	7.03	7.03	-
Loan from directors (unsecured)	4.49	4.49	-
Total Current Borrowings (B)	**1,033.64**	**1,033.64**	**-**
Total Borrowings (C=A+B)	**2,333.06**	**2,333.06**	**1,299.42**

The significant increase in total outstanding dues of creditors other than micro enterprises and small enterprises from ₹ 5,251.43 million as at March 31, 2022 to ₹ 13,659.11 million as at March 31, 2023 was primarily on account of increase in our business operations as a result of increased in installed capacity from 4 GW to 9 GW and increased shipment period and since most of our procurement being on FOB basis, which resulted in increased inventory and consequently increase in creditors.

CONTINGENT LIABILITIES

The following table below sets forth the principal components of our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Liabilities and Contingent Assets, as of June 30, 2023:

Particulars	Amount (₹million)
Claims against the parent company not acknowledged as debts	29.39
Disputed statutory liability of the parent company	96.66
Guarantee/Indemnity given by the parent company to others	1,004.00

CAPITAL COMMITMENTS

The table below sets forth our capital commitments disclosed as per Ind AS 16 as of June 30, 2023:

Particulars	Amount (₹million)
Estimated amount of contracts remaining to be executed on capital account (net of advance) of the Group	11,981.40

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table sets forth certain information relating to future payments due under known contractual commitments as at June 30, 2023, aggregated by type of contractual obligation:

Particulars	As at June 30, 2023			
	Payment due by period			
	Total	Less than 1 year	1-5 years	More than 5 years
	(₹million)			
Non-Current Borrowings	1,299.42	-	1,160.75	138.67
Current Borrowings	1,033.64	1,033.64	-	-
Lease liabilities	446.80	88.06	327.88	30.86
Trade payables	10,624.73	10,624.73	-	-
Other current financial liabilities	3,634.91	3,634.91	-	-
Total	**17,039.50**	**15,381.34**	**1,488.63**	**169.53**

CAPITAL EXPENDITURES

For Fiscal 2021, 2022 and 2023 and three months ended June 30, 2023, our capital expenditure towards additions to property, plant and equipment, capital work-in-progress, intangible assets, intangible assets under development excluding capital work-in-progress capitalized during the year/period and intangible assets under development capitalised during the year/period were ₹ 1,044.21 million, ₹ 5,729.88 million, ₹ 9,222.21 million and ₹ 2,886.90 million, respectively, as per table below:

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million)			
Additions to property, plant and equipment	1,404.30	4,511.97	5,291.27	2,544.85
Additions to capital work-in-progress	343.58	3,895.42	7,243.68	2,869.04
Less: Capital work-in-progress capitalised during the year / period	(704.49)	(2,680.47)	(3,313.19)	(2,527.00)
Additions to intangible assets	14.72	7.20	9.93	-
Additions to intangible assets under development	-	2.06	0.19	0.01
Less: intangible assets under development capitalised during the year / period	(13.90)	(6.30)	(9.67)	-
Total	**1,044.21**	**5,729.88**	**9,222.21**	**2,886.90**

The following table sets forth our property, plant and equipment for the year/period indicated:

Particulars	Fiscal			Three months ended June 30, 2023
	2021	2022	2023	
	(₹million)			
Property, plant and equipment	2,320.67	5,648.32	9,912.16	11,913.48
Capital Work in Progress	11.69	1,226.64	5,370.43	5,712.47
Total	**2,332.36**	**6,874.96**	**15,282.59**	**17,625.95**

RELATED PARTY TRANSACTIONS

We have entered into transactions with certain related parties, including certain former and current Directors and company secretaries, relatives of Directors, other Key Managerial Personnel of our Company, enterprises owned or influenced by such key managerial personnel, enterprises owned or significantly influenced by key managerial personnel with whom there were transactions/balance during the year, associates and subsidiary companies. In particular, we have entered into various transactions with such parties in relation to, amongst others, remuneration, professional fees, rent expense, loans, investments, security deposits and reimbursement of expenses.

For further information on our related party transactions, see "*Summary of the Offer Document – Summary of related party transactions*" and "*Related party transactions*" on pages 25 and 404, respectively.

AUDITOR'S OBSERVATIONS

Our Auditor has included an emphasis of matter in their auditors' report on our auditors financial statements as at and for the year ended March 31, 2023.

Fiscal 2023

The Auditor have drawn attention to a note of the consolidated financial statements which describes the impact of the adjustment related to accounting for government grant in earlier years leading to restatement of the consolidated financial statements as at and for the year ended March 31, 2022 and as at April 1, 2021. The opinion of our Auditor are not modified in respect of this matter.

Further, our erstwhile auditor and our current Auditor have included the following remarks in the annexure to their audit reports on the Companies (Auditors Report) Order, 2016/ Companies (Auditor's Report) Order, 2020 for the year ended March 31, 2023, March 31, 2022 and March 31, 2021:

As at and for the year ended March 31, 2021

- Disputed statutory dues including Gujarat value added tax, central sales tax, Madhya Pradesh value added tax and central sales tax, Rajasthan value added tax and central sales tax, Maharashtra central sales tax and income tax which are pending before various judicial forums.

As at and for the year ended March 31, 2022

- Disputed statutory dues including Gujarat value added tax, goods and services tax, Madhya Pradesh value added tax and central sales tax, Maharashtra value added tax and income tax which are pending before various judicial forums.

As at and for the year ended March 31, 2023

- The title deeds of immovable properties (other than properties where our Company is the lessee and the lease agreements are duly executed in the favour of the lessee) are held in the name of our Company except for seven land parcels for value of ₹ 62.24 million acquired on September 29, 2022 from Shri Swami Solar Park Private Limited, for which transfer of title deeds are in process.

- Our Company has been sanctioned working capital limits in excess ₹ 50 million in aggregate from banks and financial institutions during the year on the basis of security of current assets of our Company. Based on the records examined by our Auditor in the normal course of audit of the financial statements, the quarterly returns/statements filed by our Company with such banks and financial institutions are not in agreement with the unaudited books of accounts of our Company.
- Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, duty of custom, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a serious delays in a few cases relating to income tax. According to the information and explanations given to the Auditor and based on audit procedures performed by the Auditor, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- Disputed statutory dues including central sales tax, value added tax, entry tax and income tax under the sales tax act and the IT Act are pending before various judicial forums.

According to the information and explanations given to our Auditor, and based on the audit procedures performed by the Auditors, no fraud by our Company has been noticed or reported and no material fraud on our Company has been noticed during the year except that the Auditor have been informed that a theft of raw material inventory amounting to ₹ 105.80 million (net of recovery amounting to ₹ 51.96 million) and for which our Company has also filed an insurance claim.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our Group's activities expose us to a variety of financial risks: market risk, credit risk and liquidity risk. Our Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on our financial performance.

Credit risk

Credit risk is the risk of financial loss to our Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from our Group's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, our Group periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

Our Group measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Our Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors such as credit ratings from credit rating agencies, financial condition, ageing of accounts receivable and the group's historical experience for customers.

Cash and cash equivalents

The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.

Liquidity risk

Liquidity risk is the risk that our Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by our Group through effective fund management of the group's short, medium and long-term funding and liquidity management requirements. Our Group manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

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 risk comprises three types of risk: currency risk, interest rate risk and other price risk.

Currency risk

Exposure to Currency Risk. Our Group is exposed to currency risk on account of its operating and financing activities. The functional currency of the group is Indian Rupee. Our exposure are mainly denominated in U.S. dollars and European dollars. The group's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. Our Group has put in place a financial risk management policy to identify the most effective and efficient ways of managing the currency risks.

Sensitivity Analysis. A reasonably possible strengthening / (weakening) of the Indian Rupee against US dollars and European dollars at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. In cases where the related foreign exchange fluctuation is capitalised to fixed assets or recognised directly in reserves, the impact indicated below may affect the group's income statement over the remaining life of the related fixed assets or the remaining tenure of the borrowing respectively.

Derivative Financial Instruments. Our Company holds derivative financial instruments such as foreign currency forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for this contracts is generally a bank. This derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs thar are directly or indirectly observable in the market place.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our Group is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. Our Group manages its interest rate risk by monitoring the movements in the market interest rates closely.

Cash flow sensitivity analysis for variable-rate instrument. The sensitivity analysis below have been determined based on the exposure to interest rates for financial instruments at the end of the reporting period / year and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates.

Other price risk

Our Group invests our surplus funds in various equity and debt instruments. These comprise of mainly liquid schemes of mutual funds (liquid investments), equity shares, debentures and fixed deposits. This investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "– *Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 407 and 31, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "– *Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 407 and 31, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" on pages 31, and 205, and this section respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 205, 152 and 31, respectively, for further details on competitive conditions that we face across our various business segments.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Changes in revenue in the last three Fiscals and three months ended June 30, 2023 are as described in "– *Three Months ended June 30, 2023*", "– *Fiscal 2023 compared to Fiscal 2022*" and "– *Fiscal 2022 compared to Fiscal 2021*" above on pages 438, 440 and 444, respectively.

SEGMENT REPORTING

We have determined following reporting segments based on the information reviewed by our Chief Operating Decision Maker ("**CODM**"). As per the CODM, our Company is engaged in the business of "*Solar Photovoltaic Modules and EPC of Solar Power Plants*". Based on the business activities during the Fiscal, our Company has identified the following business segments: (a) solar photovoltaic modules; (b) generation of power; and (c) EPC.

The above business segment has been identified considering (i) the nature of products and services; (ii) the differing risk and returns; (iii) the internal organization and management structure; and (d) the internal financial reporting systems.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

Revenues from any particular customer may vary between financial reporting periods depending on the nature and term of ongoing contracts with such customer. The table below sets forth our revenue from our top 10 customers, top five customers and our largest customer, as a percentage of our revenue from operations for the year/period indicated:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		For the three months ended June 30, 2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Top 1 Customer	2,747.56	14.07%	5,238.55	18.35%	10,768.32	15.95%	6,965.90	20.93%
Top 5 customers	5,979.16	30.61%	9,595.29	33.62%	35,196.24	52.14%	19,060.75	57.27%
Top 10 customers	7,830.33	40.09%	12,210.59	42.78%	44,486.24	65.90%	25,332.39	76.11%

For further information, see "*Risk Factors – Internal Risks – Risk relating to our business - Our business is dependent on certain key customers and the loss of any of these customers or loss of revenue from sales to any key customers could have a material adverse effect on our business, financial condition, results of operations and cash flows.*" on page 31.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business is not subject to seasonality or cyclicality. For further information, see "*Risk Factors – Other Risks - While our business is not seasonal, however, our business prospects and future financial performance depend on the demand for solar power products. Any decrease in demand for such products could adversely affect our business, results of operations and cash flows.*", "*Industry Overview*" and "*Our Business*" on pages 65, 152 and 205, respectively.

SIGNIFICANT DEVELOPMENTS AFTER JUNE 30, 2023 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed below and elsewhere in this Draft Red Herring Prospectus, to our knowledge no circumstances have arisen since June 30, 2023, that could materially and adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months:

- Our Company raised equity capital of ₹ 4,578.25 million (issued 83,24,082 Equity Shares at ₹ 550 per Equity Share including ₹ 540 premium per equity share) through private placement basis to multiple investors.

- Our Company allotted 1,91,022 Equity Shares at ₹ 70 per share including premium of ₹ 60 towards exercise of ESOPs by certain employees of the Company. Total amount raised was ₹ 13.37 million.

- Our Company has been allotted land located in village Bandhunuagaon, Tehsil Dhenkanal, Ambakhal, Tehsil Gondia, Chhatia, Tehsil Gondia, Dhenkanal District, Odisha aggregating to approximately 595.39 acres by the Odisha Industrial Infrastructure Development Corporation ("**IDCO**") on leasehold basis and the Company has made advance payment of ₹ 1,385.80 million towards the said land as per the allotment letter.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at June 30, 2023, derived from our Restated Consolidated Summary Statements and as adjusted for the Offer. This table should be read in conjunction with "*Risk Factors*", "*Restated Consolidated Summary Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 293 and 406, respectively:

(in ₹ million, except ratios)

Particulars	Pre-Offer as at June 30, 2023	As adjusted for the proposed Offer*
Borrowings		
Current borrowings	1,033.64	[●]
Non-current borrowings	1,299.42	[●]
Total Borrowings (A)	**2,333.06**	[●]
Equity		
Equity share capital(1)	2,532.24	[●]
Other Equity	24,645.65	[●]
Non-controlling interest	**256.24**	**[●]**
Total Equity (B)	**27,177.89**	[●]
Debt to equity ratio (A/B)#	0.09	[●]
Non-current Borrowings / Total Equity	0.05	[●]

* *The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence have not been furnished. To be updated upon finalization of the Offer Price.*

\# *For the purpose of computing debt to equity ratio, equity includes equity share capital and other equity and debt includes non-current borrowing and current borrowing.*

(1) Subsequent to June 30, 2023, our Company has allotted:

(i) 1,681,819 Equity Shares on July 12, 2023 to Quest Portfolio Services Private Limited and Zylog Elastocomp LLP;

(ii) 2,759,533 Equity Shares on July 13, 2023 to Quest Portfolio Services Private Limited, Kiranben Girishkumar Chovatia, Cybage Software Private Limited, Goldmedal Electricals Private Limited, Kuntal Shah, Aymara Holdings, Neo Star Infraprojects Private Limited, Rajeev Jain, Sudha Damani, Hitesh Kumar Ashit Jasvantrai Dagli HUF, Chirag Manoj Kothari and Dinesh Kumar;

(iii) 2,786,366 Equity Shares on July 17, 2023 to Value Quest Scale Fund, Ravindra Dharamshi, Rupali Dharamshi, Harsha Dharamshi, Hina Dharamshi, Aparna Goenka, Urvi Piramal and Priyanka Gupta;

(iv) 841, 818 Equity Shares on July 20, 2023 to Minosha India Limited, Alpna Enterprises, Kushal J Khandwala, Gopi Hiten Shah, Duncan International India Limited, Sarjak Container Lines Private Limited and Ichraj Cottex Private Limited;

(v) 90,910 Equity Shares on August 4, 2023 to SPL Packaging LLP;

(vi) 163,636 Equity Shares on October 4, 2023 to Quest Portfolio Services Private Limited; and

(vii) 191,022 Equity Shares on October 23, 2023 pursuant to the ESOP Scheme.

FINANCIAL INDEBTEDNESS

We avail loans and borrowing facilities in the ordinary course of our business for purposes such as meeting our working capital expansion of facilities and general corporate purposes. For details of the borrowing powers of our Board, see "*Our Management - Borrowing Powers*" on page 270.

We have obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Offer, including, *inter alia*, effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents and change in the composition of our Board.

As on November 30, 2023, our outstanding borrowings (on a consolidated basis) aggregated to ₹3,625.70 million as certified by S G C O & Co LLP, Chartered Accountants, *vide* certificate dated December 28, 2023, and a brief summary of such borrowings is set forth below:

Category of borrowing	Sanctioned amount as on November 30, 2023 (in ₹ million)	Outstanding amount as on November 30, 2023 (in ₹ million)
Borrowings of our Company		
Secured borrowings		
Term loans	27,046.35	1,307.90
Working Capital Facility#	1,000.00	529.91
Vehicle loans	8.90	0.73
Total (A)	**28,055.25**	**1,838.54**
Unsecured borrowings		
Working capital facilities	-	-
Inter-corporate deposits	-	-
Total (B)	-	-
Borrowings of our Subsidiaries		
Secured borrowings		
Term loans*	369.80	320.20
Working Capital Facility#	350.00	-
Total (C)	**719.80**	**320.20**
Unsecured borrowings		
Loan from Director	1.60	1.36
Inter-corporate deposits	3,667.55	1,465.60
Total (D)	**3,669.15**	**1,466.96**
Total borrowings (A + B + C+D)	**32,444.20**	**3,625.70**

#Above details do not contain Non Fund based limits such as Bank Guarantee, Letter of Credit etc.
**Guarantees are provided by Waaree Energies Limited and Waaree Renewable Technologies Limited in favour of Indian Renewable Energy Development Agency Limited (IREDA) for the loan taken by Waaree PV Technologies Private Limited.*

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

1. ***Interest:*** In respect of the working capital facilities, the interest rate payable ranges between 8.95% per annum and 10.55% per annum, which is typically linked to a benchmark rate or the base rate of respective lender. The inter-corporate deposits bear an interest rate ranging between 10.00% per annum to 12.00% per annum. The interest rate for the term loans presently ranges between 9.40% per annum to 9.75% per annum.

2. ***Tenor:*** The working capital facilities availed by us are typically available for a period of 12 months, subject to periodic review and renewal by the relevant lender. The typical tenor of the term loans availed by us is for a period of three to twelve years.

3. ***Security:*** Our borrowings are secured by, *inter alia,* the following:

   (a) mortgage of leasehold premises;

   (b) charge and hypothecation of assets/properties (existing and future);

   (c) issuance of demand promissory notes and letters of continuity for specified amounts;

   (d) deposit of post-dated cheques;

   (e) charge on fixed/recurring deposits/bank guarantees;

   (f) residual charge on fixed and current assets;

   (g) hypothecation of vehicles which have been financed; and

   (h) corporate and personal guarantees by our Promoters.

4. ***Penal Interest:*** The borrowings availed by us contain provisions prescribing penalties for pre-payment as well as delayed payment or default in the repayment obligations, including delay in creation of the stipulated security and/or submission of documents such as annual reports and financial statements. The penal interest is typically ranges from 1.00% per annum to 5.00% per annum, over and above the applicable interest rate, on the amount outstanding.

5. ***Repayment:*** Our working capital facilities are typically repayable on demand, including the right to call for cash cover on demand for prospective and contingent liabilities. Our term loans are typically repayable in structured instalments. The ICDs availed by our Subsidiaries are required to be repaid either on demand or as a bullet payment at the end of the term of such borrowing.

6. ***Restrictive covenants*:** The financing arrangement entered into by us entail various restrictive conditions and covenants restricting certain corporate actions, and we are required to take the prior approval of the lenders before carrying out such activities. For instance, certain corporate actions for which we require the prior written consent of the lenders include:

   (a) amending or modifying the constitutional documents;

   (b) changing the constitution/composition of the board of directors;

   (c) implementing any drastic change in the management set up;

   (d) undertaking any merger, de-merger, consolidation, reorganisation, dissolution, scheme of arrangement, scheme of amalgamation or reconstruction or compromise with creditors or shareholders;

   (e) giving any loans or making any investment in any entity, including the Promoter and the group companies, by way of deposits, bonds, advances, share capital, or in any other form;

   (f) pledging of Promoters' shared with any bank/ NBFC/ institution;

   (g) business being conducted in a manner opposed to public policy or prejudicial to the lender;

   (h) effecting any change to the capital structure or shareholding pattern; and

   (i) undertaking any expansion or fresh project or acquisition of fixed assets by our Company.

7. ***Events of default:*** The term loans and other borrowing facilities availed by us contain certain standard events of default, including:

(a) failure to make payment of any principal, interest, costs or other amounts on due dates;

(b) failure to observe or comply with any of the terms and conditions of the transaction documents;

(c) any event that would likely constitute a material adverse change, as set out in the financing documents;

(d) failure to comply with security covenants;

(e) failure to provide additional security when requested by the financial institutions;

(f) change in control, management or ownership;

(g) abandonment of whole or a substantial part of our businesses;

(h) in case any step is taken against us for dissolution, winding up, liquidation and/or insolvency;

(i) in case the security is in jeopardy or ceases to have effect or becomes illegal; and

(j) in case any new current account is opened with other banks, outside the lending arrangement.

The details above are indicative and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us. Further, the right to call/treat an event as an Event of Default is an independent right, which can be exercised by the lenders independent of any other rights.

8. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, *inter alia*, are the consequences of occurrence of events of default (as defined in the relevant agreements), whereby our lenders may:

(a) withdraw or cancel the sanctioned facilities/loans;

(b) suspend further access/drawdowns, either in whole or in part, of the facility;

(c) seek immediate repayment of either whole or part of the outstanding amounts;

(d) accelerate repayments/ initiate recall of the loans;

(e) appoint a nominee director on the Board of Directors;

(f) demand prepayment of the loan in the breach of ownership covenants;

(g) review the organization of the Company and require restructuring, if business being conducted is opposed to public policy or in a manner prejudicial to the lenders;

(h) disclosure of details of borrowings and default to regulators/third parties;

(i) invocation of corporate guarantees provided;

(j) enforce their security interest which includes, among others, taking possession of charged assets and transfer of the secured assets to such other third parties by way of lease, leave and license, sale or otherwise and/or conversion of debt into fully paid-up equity shares of the Company; and

(k) application of penal rate of interest/penal charges over and above the agreed rates.

Details of the Project loan

The State Bank of India ("**SBI**") has sanctioned a loan of ₹55,180 million to our subsidiary, Sangam Solar One Private Limited ("**SSOPL**"), *vide* a sanction letter dated December 20, 2023, for the purpose of part financing the establishment of the Project (as defined in the section "*Objects of the Offer*" on page 128). The loan has been sanctioned in the form of an underwriting commitment by SBI (with a minimum SBI commitment) and is divided into three rupee term loans ("**RTLs**"), one each for the Ingot Wafer, Solar Cell and Solar PV Module manufacturing plants, as part of the Project. The RTLs are secured *inter alia* by first charge over (a) entire immovable properties, including the leasehold land, in relation to the Project, (b) all movable fixed assets owned SSOPL; and (c) all current assets of the Project. The tenor for the RTLs ranges between 61-100 months and each RTL is repayable in equal quarterly instalments after a moratorium period post the date of scheduled commercial operations, ranging between 12-20 equal quarterly instalments. Further, the penal interest for non-payment of interest or instalment ranges between 2.00-5.00% on the irregular portion or the amount outstanding, depending on the period of irregularity. The prepayment penalty on the RTLs ranges between 1.00- 2.00% on the amount prepaid, depending on certain conditions. In accordance with the terms of sanction, as a promoter of SSOPL, our Company has committed to invest through equity in SSOPL.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as disclosed below, there are no pending (i) criminal proceedings involving our Company, Subsidiaries, Directors, or Promoters; (ii) actions by statutory or regulatory authorities involving our Company, Subsidiaries, Directors, or Promoters; (iii) claims relating to direct and indirect taxes involving our Company, Subsidiaries, Directors, or Promoters; and (iv) any other material outstanding litigation involving our Company, Subsidiaries, Directors or Promoters (other than proceedings covered under (i) to (iii) above) which has been determined to be material pursuant to the Materiality Policy (as disclosed herein below).

In accordance with the Materiality Policy, all outstanding litigation/arbitration (other than outstanding criminal proceedings, actions by statutory or regulatory authorities and claims relating to direct and indirect taxes mentioned in points (i) to (iii) above):

A. involving our Company and Subsidiaries:

(i) where the aggregate monetary claim made by or against our Company and/or our Subsidiaries (individually or in aggregate), in any such pending litigation/arbitration is equal to or in excess of 5% of the average of the consolidated profit after tax of the Company for the last three fiscals, as per the Restated Consolidated Summary Statements, i.e. equal to or in excess of ₹ 104.26 million; or

(ii) where the outcome of such litigation, including any proceedings under the Insolvency and Bankruptcy Code, 2016, as amended, irrespective of any amount involved in such litigation or wherein a monetary liability is not quantifiable, which could nonetheless have a material adverse effect on the position, business, operations, performance, prospects or reputation of the Company or its Subsidiaries.

B. involving our Promoters or Directors, the outcome of which could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company, irrespective of the amount involved in such litigation, have been considered "material" and accordingly have been disclosed in this Draft Red Herring Prospectus.

Additionally, in the event the amount involved in any direct or indirect tax claim is equal to or in excess of 5% of the average of the consolidated profit after tax of the Company for the last three fiscals, as per the Restated Consolidated Summary Statements, i.e. equal to or in excess of ₹ 104.26 million, in relation to our Company and Subsidiaries, individual disclosures of such tax proceedings have been provided in this Draft Red Herring Prospectus.

Further, there are no: (i) disciplinary actions (including penalties) imposed by SEBI or a recognized stock exchange against our Promoters in the last five Fiscals immediately preceding the date of this Draft Red Herring Prospectus, including any outstanding action; and (ii) outstanding litigation involving the Group Companies, which may have a material impact on our Company.

Further, in accordance with the Materiality Policy, our Company has considered such creditors 'material' to whom the amount due is equal to or in excess of 5% of the trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Summary Statements. The trade payables of our Company as on June 30, 2023 was ₹10,624.73 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹531.24 million (being 5% of the total trade payables) as on June 30, 2023.

*For the purposes of the above, pre-litigation notices received by our Company, Subsidiaries, Promoters, Directors or Group Companies (collectively the "**Relevant Parties**") from third parties (excluding those notices issued by statutory or regulatory or governmental or taxation authorities or first information reports ("**FIRs**"), including FIRs where no cognizance has been taken by court, police complaints and notices threatening criminal action against the Relevant Parties) have not and shall not, unless otherwise decided by our Board, be considered material until such time the Relevant Party is impleaded as a defendant in litigation before any judicial or arbitral forum.*

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

A. Litigation involving our Company

Criminal proceedings against our Company

1. A first information report was registered against our Company, our Directors, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi, and certain other persons ("**Respondents**") pursuant to a complaint filed by M/s. Prem Om Group ("**Complainant**"), alleging criminal breach of trust and cheating and failure to perform the obligations under the memorandum of understanding ("**MoU**") entered between the parties ("**FIR**"). Our Company filed its written representation against the FIR denying the allegations levied against it. Thereafter, Our Company filed an arbitration application, to invoke arbitration proceedings in the dispute in terms of the MoU, before the High Court of Judicature at Bombay, pursuant to which a notice was issued to the Complainant invoking arbitration proceedings. The Complainant, in its reply to the notice, denied the existence of an arbitration provision and nomination of the sole arbitrator. Subsequently, our Company has also filed an application before the High Court of Punjab and Haryana for quashing of the FIR. The matters are currently pending.

Criminal proceedings by our Company

1. Our Company filed a criminal complaint under Section 138 of the Negotiable Instruments Act, 1881 against the M/s Prabhat Telecom (India) Limited ("**Respondent**") before the Additional Metropolitan Magistrate Court, Andheri, Mumbai claiming an amount of ₹3.50 million for dishonour of cheques and failure of payment with respect to the purchase orders placed by the Respondent for supply of solar home lighting systems and solar modules delivered by our Company. Additionally, insolvency resolution process under the Insolvency and Bankruptcy Code, 2016 has been initiated against the Respondent in separate proceedings by its creditors. Our Company has also submitted its claim of ₹2.50 million in unpaid operational debt along with interest at 24% per annum, aggregating to ₹3.11 million, before the interim resolution professional. The matters are currently pending.

2. Our Company filed a criminal complaint under Section 138 of the Negotiable Instruments Act, 1881 against the M/s. Pragat Akshay Urja Limited ("**Respondent**") before the Chief Metropolitan Magistrate Court, Esplanade Court, Mumbai, claiming an amount of ₹3.50 million for dishonour of cheques given by the Respondent as collateral towards payment of outstanding amount with respect to purchase orders placed by M/s Prabhat Telecom (India) Limited for supply of solar home lighting systems and solar modules. The matter is currently pending.

3. A first information report was registered by the Chikhli police station against certain persons ("**Accused**") in relation to theft of goods amounting to ₹ 14.02 million, from our office premises in Chikhli. Thereafter, a chargesheet was filed before the Additional Chief Judicial Magistrate, Chikhli. The matter is currently pending.

Actions by statutory or regulatory authorities

1. In relation to the acquisition of 4,212,225 equity shares of Waaree Renewable Technologies Limited ("**WRTL**"), by way of an inter-se transfer in terms of SEBI Takeover Regulations on September 5, 2022, our Company filed an exemption application before SEBI under Regulation 10(1)(a)(ii) of the SEBI Takeover Regulations stating that the acquisition was in compliance with Regulation 10(1)(a)(ii) of the SEBI Takeover Regulations as the Sellers were part of the promoter group of WRTL, despite Kirit Chimanlal Doshi (one of the sellers) not appearing as part of promoter group of WRTL in the shareholding pattern filed with the Stock Exchanges due to procedural reasons as he held negligible shareholding in WRTL. Thereafter, SEBI directed our Company to file for settlement due to non-compliance with provisions of SEBI Takeover Regulations. Subsequently, our Company has filed a settlement application with SEBI. The matter is currently pending.

2. Our Company received an order (notice) on February 28, 2022 from the Directorate of Enforcement, Mumbai Zonal Office ("**Order (Notice)**") The Notice stated that it was in relation to an investigation against our Company under the provisions of Foreign Exchange Management Act, 1999 / Prevention of Money Laundering Act, 2002. The Notice also stated that pursuant to the power granted under 37 of the Foreign Exchange Management Act read with Section 133(6) of the Income Tax Act, the Directorate of Enforcement directs our Company to furnish certain documents. Our Company responded to the Order (Notice) and

provided the documents requested therein on March 23, 2022. Our Company has not received any further communication from the Directorate of Enforcement since February 28, 2022 in the matter.

Other pending material litigation involving our Company

Civil proceedings by our Company

1. Our Company filed a statement of claim for non-payment of dues of ₹300.95 million, along with interest at 24% per annum, before the sole arbitrator ("**Arbitrator**") against Taxus Infrastructure and Power Projects Private Limited ("**Respondent**") arising out of the claims under (i) the engineering procurement construction contract entered into by and between the Respondent and our Company; (ii) The debenture subscription agreement pursuant to which our Company loaned an amount of ₹100.00 million towards financing of the project by subscribing to the issue of 0.10 million debentures at the face value of ₹1,000 each; and (iii) an equipment supply agreement ("**ESA**") for supply of equipment to the Respondent by our Company. The Respondent filed a counter-claim amounting to ₹299.93 million, along with interest, before the Arbitrator. The Arbitrator passed an award allowing our Company's claims under the engineering procurement construction contract and the debenture subscription agreement ("**Award**"). Thereafter, due to the initiation of corporate resolution insolvency proceedings against the Respondent, our Company submitted its claim amounting to ₹214.54 million as a financial creditor of the Respondent, which was rejected by the resolution professional. Our Company filed an application before the National Company Law Tribunal, Principal Bench, New Delhi, challenging the rejection of claim raised by our Company as the financial creditor of the Respondent. The Respondent has also filed a petition before the High Court of Judicature at Bombay challenging the Award ("**HC Petition**"). Our Company has filed its reply to the HC Petition. The matters are currently pending.

2. For details in relation to the NCLT Application filed by our Company and one of its Subsidiaries, see "- *Other pending material litigation involving our Subsidiaries - Civil proceedings by our Subsidiary*" on page 464.

B. Litigation involving our Subsidiaries

Criminal proceedings by our Subsidiaries

1. Sangam Rooftop Solar Private Limited, ("**Applicant**") filed a criminal complaint under Section 138 of the Negotiable Instruments Act, 1881 against Southern Batteries Private Limited ("**Respondent**"), before the Metropolitan Magistrate Court, Borivali, ("**Court**") claiming an amount of ₹6.88 million alleging failure to make payments for the solar roof top plant installed for the Respondent pursuant to the power purchase agreement ("**PPA**") executed between the Applicant and SBPL. The matter is currently pending.

Other pending material litigation involving our Subsidiaries

Civil proceedings by our Subsidiary

1. Indosolar Limited ("**Indosolar**") and our Company filed an interlocutory application before the National Company Law Tribunal, Principal Bench, New Delhi, for removal of difficulties in implementation of resolution plan and to allow listing and recommencement of trading of equity shares of Indosolar in order to inter alia comply with the minimum public shareholding norms prescribed under the SEBI Listing Regulations ("**MPS Requirement**"), on the grounds that (i) when the resolution plan was submitted, there was no limit for maintaining minimum public shareholding for companies undergoing corporate insolvency resolution process; and (ii) the practical difficulties in the subsequent compliance with MPS Requirements due to suspension of trading ("**NCLT Application**"). The matter is currently pending.

C. Litigation involving our Directors

Criminal proceedings against our Directors

For details in relation to the first information report registered against our Directors, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi, see "- *Criminal proceedings against our Company*" on page 463.

Civil proceedings against our Directors

Nil

D. Litigation involving our Promoters

Criminal proceedings against our Promoters

For details in relation to the first information report registered against our Promoters, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi, see "- *Criminal proceedings against our Company*" on page 463.

Civil proceedings against our Promoters

Nil

E. Tax proceedings

Except as disclosed below, there are no outstanding tax proceedings involving our Company, Subsidiaries, Directors or Promoters:

Nature of case	Number of cases	Amount involved (in ₹ million, to the extent quantifiable)
Company		
Direct tax	14	3.76
Indirect tax	7	186.63
Subsidiaries		
Direct tax	19	0.58
Indirect tax	Nil	Nil
Directors		
Direct tax	9	2.68
Indirect tax	Nil	Nil
Promoters		
Direct tax	10*	2.75
Indirect tax	Nil	Nil

* *Includes 9 matters involving our Directors, Hitesh Chimanlal Doshi and Viren Chimanlal Doshi, aggregating to ₹ 2.68 million.*

F. Outstanding dues to creditors

In accordance with the Materiality Policy, a creditor of our Company shall be considered 'material' ("**Material Creditors**") for the purpose of disclosure in this Draft Red Herring Prospectus, if amounts due to such creditor by our Company is equal to or in excess of 5% of the trade payables of our Company as at the end of the most recent period covered in the Restated Consolidated Summary Statements (*i.e.*, as at June 30, 2023). Accordingly, a creditor has been considered 'material' if the amount due to such creditor is equal to or exceeds ₹531.24 million as on June 30, 2023.

As of June 30, 2023, outstanding dues to Material Creditors, micro, small and medium enterprises and other creditors is as follows:

Sr. No.	Type of creditor	No. of creditors	Amount outstanding (in ₹ million)
1.	Dues to micro, small and medium enterprises*	253	583.58
2.	Dues to creditors other than micro, small and medium enterprises	527	3,601.27
3.	Dues to Material Creditor(s)	6	6,439.88
	Total	**786**	**10,624.73**

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

The details pertaining to outstanding dues to Material creditors, along with the name and amounts involved for each such Material Creditor, are available on the website of our Company at www.waaree.com/ipo.

G. Material Developments

Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations-Significant developments after June 30, 2023 that may affect our future results of operations*" and "*Capital Structure - Equity Share capital history of our Company*" on pages 455 and 97, respectively, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances, which materially and adversely affect, or are likely to affect our trading or profitability of our Company or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of all material approvals, consents, licenses, registrations and permits obtained by our Company and our Material Subsidiary, as applicable, for the purposes of undertaking their respective businesses and operations. Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures. Except as disclosed in this section, no further material approvals are required for carrying on the present business operations of our Company and Material Subsidiary. Unless otherwise stated, these material approvals are valid as on the date of this Draft Red Herring Prospectus.

We have also disclosed below the material approvals for which renewal applications have been made. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – An inability to obtain or maintain regulatory approvals and permits required for our business operations in a timely manner may adversely affect our business prospects and financial performance." on page 57.

For details in connection with the regulatory and legal framework within which our Company and Material Subsidiary operate, see "Key Regulations and Policies in India" on page 238. For Offer related approvals, see "Other Regulatory and Statutory Disclosures" on page 474 and for incorporation details of our Company and our Material Subsidiary, see "History and Certain Corporate Matters- Brief history of our Company" and "Our Subsidiaries" on pages 247 and 253, respectively.

A. Material approvals in relation to our Company

Material approvals in relation to our business and operations

Unless otherwise stated, the below mentioned approvals are valid until they are cancelled/revoked by the registering authority or surrendered by our Company:

1. Factory license issued under the Factories Act, 1948 by Directorate Industrial Safety and Health, Gujarat State in respect of our manufacturing facilities located in the state of Gujarat.

2. Relevant approvals under the Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974.

   Pursuant to notification no. B-29012/ESS(CPA)/2015-16 dated March 7, 2016, further clarified by notifications dated January 18, 2017 and November 17, 2017, issued by the Central Pollution Control Board, manufacturing units for solar modules, has been classified under the 'white category' and accordingly our Company is not required to obtain consent to establish or consent to operate, for our units manufacturing solar modules, under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981, provided that an intimation is sent to the concerned state pollution control board. Our Company has, vide letter dated September 15, 2021, sent an intimation to the Gujarat Pollution Control Board in relation to our manufacturing facilities in Tumb, Nandigram and Surat.

3. Registration under the Bureau of Indian Standards Act, 2016 issued by the Bureau of Indian Standards in respect of our products including solar modules and solar panels for our manufacturing facility in Tumb.

4. No objection certificate from the relevant state fire department. For details in relation to the validity, see "*Material Approvals for which application has been filed by our Company*" on page 468.

5. Industrial Entrepreneurs Memorandum Section Acknowledgement issued under the Industries (Development and Regulation) Act, 1951 by the Secretariat for Industrial Assistance, Ministry of Commerce and Industry, Government of India for our manufacturing facility in Tumb.

6. Certificate of importer exporter code issued by the Ministry of Commerce and Industry, Office of Zonal Director General of Foreign Trade.

7. Recognition as two-star export house, in accordance with the provisions of the Foreign Trade Policy 2015-2020, issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India.

8. Registration cum member certificate issued by Federation of Indian Export Organisations, set up by Ministry of Commerce, Government of India.

9. Letter of approval, issued by the Development Commissioner, Surat- SEZ authorizing our Company to set up its manufacturing facility in Surat.

Material labour/employment related approvals

1. Registration under applicable shops and establishments legislation for our offices, issued by the ministry or department of labour in the states of Maharashtra and Gujarat.

2. Registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, issued by the Employees' Provident Fund Organisation, for our offices and manufacturing facilities.

3. Registration under the Employees' State Insurance Act, 1948, issued by the Regional Office, Employees State Insurance Corporation for our manufacturing facilities.

4. Registration under Contract Labour (Regulation & Abolition) Act, 1970 for manufacturing facilities, wherever applicable, issued by relevant registering officer.

Tax related approvals

1. Permanent account number issued by the Income Tax Department under the Income Tax Act, 1961.

2. Tax deduction account number issued by the Income Tax Department under the Income Tax Act, 1961.

3. Goods and services tax registration issued by the Government of India in the states of Maharashtra and Gujarat, under the Goods and Service Tax Act, 2017.

4. Certificate of Registration under the Gujarat state tax on Profession, Trade, Calling and Employments Act, 1976.

Material approvals for which application has been filed by our Company

1. Our Company has filed a renewal application dated January 4, 2023 for the authorisation to carry out Electrical Installation Works in Gujarat issued by the Energy and Petrochemicals Department, Government of Gujarat.

2. In relation to our manufacturing facilities located at Tumb, Valsad, the chief officer of the notified area, GIDC, Sarigam had issued a certificate dated March 26, 2019 in relation to the requisite fire safety measures adopted by our Company ("**Fire NOC**") which expired on March 25, 2020. Our Company was unable to renew the Fire NOC due to exigencies caused by COVID-19. Subsequently, the Department of Labour and Employment, Government of Gujarat, pursuant to a notification dated November 26, 2020 ("**Notification**") have mandated all factories located in the state of Gujarat have to obtain a Fire NOC under the Gujarat Fire Prevention and Life Safety Measures Act, 2013 and the rules framed thereunder, from a "competent authority". Our Company has sought guidance, in relation to our manufacturing facility located in Tumb, from the District Collector, Valsad, Surat Municipal Corporation and Ministry of Home Affairs, Gujarat through letters dated September 3, 2021, September 16, 2021 and September 16, 2021 respectively, and in relation to our manufacturing facility located at Surat, from Surat Municipal Corporation and Ministry of Home Affairs, Gujarat through letters dated September 16, 2021, for identification of such "competent authority" with whom such application is required to be filed to obtain the Fire NOC. On receipt of necessary clarification, our Company shall undertake appropriate action in this matter.

B. Material approvals in relation to our Material Subsidiary, Waaree Renewable Technologies Limited ("WRTL")

Material approvals in relation to the business and operations of WRTL

1. Certificate of importer exporter code issued by the Ministry of Commerce and Industry, Office of Zonal Director General of Foreign Trade.

Material labour/employment related approvals of WRTL

1. Registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, issued by the Employees' Provident Fund Organisation*.

2. Registration under the Employees' State Insurance Act, 1948, issued by the Regional Office, Employees State Insurance Corporation*.

3. Registration under Contract Labour (Regulation & Abolition) (Madhya Pradesh) Rules, 1973 issued by the Labour Department, Government of Madhya Pradesh.

4. Registration under the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, issued by the Labour Department, Government of Madhya Pradesh.

5. Registration under the Maharashtra Shops and Establishments (Regulations of Employment and Conditions of Service) Act, 2017 issued by the Office of Chief Officer, Municipal Corporation of Greater Mumbai.

Tax related approvals of WRTL

1. Permanent account number issued by the Income Tax Department under the Income Tax Act, 1961.

2. Tax deduction account number issued by the Income Tax Department under the Income Tax Act, 1961*.

3. Goods and services tax registration issued by the Government of India under the Maharashtra Goods and Service Tax Act, 2017.

Material approvals for which application has been filed by WRTL

Nil

* *The name of WRTL was changed to its present name from 'Sangam Renewables Limited' pursuant to a fresh certificate of incorporation dated July 19, 2021 issued by the RoC. WRTL is in the process of completing the filing of necessary applications with the relevant authorities for reflecting the change of name.*

Intellectual property rights

For details in relation to intellectual property rights, see "*Our Business- Intellectual Property*" on page 236 and "*Risk Factors – We may not be able to adequately protect or continue to use our intellectual property. In addition, the use of the brand "Waaree" or similar trade names by third parties could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows.*" on page 40.

GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, all such companies with which our Company had related party transactions as per the Restated Consolidated Summary Statements, as covered under the relevant accounting standard (i.e., Ind AS 24) have been considered as Group Companies in terms of the SEBI ICDR Regulations.

Additionally, pursuant to the Materiality Policy, a company shall be considered material and shall be disclosed as a Group Company in this Draft Red Herring Prospectus if: (i) such company is a member of the Promoter Group; and (ii) our Company has entered into one or more transactions with such company during the last completed financial year and the most recent period of the Restated Consolidated Summary Statements, which individually or cumulatively in value exceeds 5% of the consolidated total income of our Company as per the Restated Consolidated Summary Statements of the last financial year.

Based on the above, our Group Companies are set forth below:

1. Dhari Solar Park Private Limited;
2. ITEC Measures Private Limited;
3. Omntec Waaree ATG Private Limited;
4. Saswata Solar Private Limited;
5. Shalibhadra Energies Private Limited;
6. Waa Cables Private Limited;
7. Waa Motors and Pumps Private Limited;
8. Waaree ESS Private Limited;
9. SGP Industrial Infrastructure Private Limited (*formerly known as Waaree Renewables Private Limited*); and
10. Waaree Technologies Limited.

Details of our Group Companies

The details of our Group Companies are provided below:

A. Details of our top five Group Companies

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of top five Group Companies (based on market capitalization for listed companies and on turnover in case of unlisted companies), for the last three years shall be hosted on the website of our Company and/or the respective Group Companies:

- reserves (excluding revaluation reserve);
- sales;
- profit after tax;
- earnings per share;
- diluted earnings per share; and
- net asset value.

1. Waaree Technologies Limited ("WTL")

Registered office

The registered office of WTL is situated at 602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India.

Financial information

The financial information derived from the audited financial statements of WTL for the last three financial years, as required by the SEBI ICDR Regulations, are available on https://waareetech.com/financials/.

2. SGP Industrial Infrastructure Private Limited (formerly known as Waaree Renewables Private Limited) ("SGP")

Registered office

The registered office of SGP is situated at 602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India.

Financial information

The financial information derived from the audited financial statements of SGP for the last three financial years, as required by the SEBI ICDR Regulations, are available on the website of our Company at www.waaree.com/ipo.

3. Waaree ESS Private Limited ("WESSPL")

Registered office

The registered office of WESSPL is situated at 602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India.

Financial information

The financial information derived from the audited financial statements of WESSPL for the last three financial years, as required by the SEBI ICDR Regulations, are available on https://waareeess.com/.

4. ITEC Measures Private Limited ("ITEC")

Registered office

The registered office of ITEC is situated at Plot No.397/398, Silvassa Road, Near Padam Plastics, 2nd Phase GIDC, Vapi – 396195, Gujarat, India.

Financial information

The financial information derived from the audited financial statements of ITEC for the last three financial years, as required by the SEBI ICDR Regulations, are available on the website of our Company at www.waaree.com/ipo.

5. Waa Cables Private Limited ("WCPL")

Registered office

The registered office of WCPL is situated at 602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India.

Financial information

The financial information derived from the audited financial statements of WCPL for the last three financial years, as required by the SEBI ICDR Regulations, are available on www.waacables.com/download/.

B. Details of our other Group Companies

6. Dhari Solar Park Private Limited ("DSPPL")

Registered office

The registered office of DSPPL is situated at Plot no. 32, Anand – 388 001, Gujarat, India,

7. Omntec Waaree ATG Private Limited ("Omntec Waaree")

Registered office

The registered office of Omntec Waaree is situated at 602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India.

8. Saswata Solar Private Limited ("SSPL")

Registered office

The registered office of SSPL is situated at 602, 6th Floor, Western Edge – I, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India.

9. Waa Motors and Pumps Private Limited ("WMPPL")

Registered office

The registered office of WMPPL is situated at Pl- 40, Vibrant Business Park, GIDC, Vapi, Valsad- 396 191, Gujarat, India.

10. Shalibhadra Energies Private Limited ("SEPL")

Registered office

The registered office of SEPL is situated at 9, Krishna Nagar Society, Near Purvam Dairy, Opposite Dinner Bell Restaurant-II, Memnagar, Ahmedabad- 380 052, Gujarat, India.

Nature and extent of interest of Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Except as disclosed below in "- *In transactions for acquisition of land, construction of building and supply of machinery, etc.*", none of our Group Companies are interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

Except as disclosed below, none of our Group Companies are interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Our Company and SGP Industrial Infrastructure Private Limited (*Formerly known as Waaree Renewables Private Limited*) ("**SGP**") entered into six sale deeds in July 2021 for the purchase, transfer and assignment of a parcel of land situated at Plot Number 1, Village Degam, Taluka Chikhli, District Navasari, Gujarat from SGP to the Company for an aggregate consideration of ₹1,247.95 million.

Furthermore, our Company and SGP have subsequently entered into seven sale deeds in April 2022 and February 2023 for the purchase, transfer and assignment of a parcel of land situated in Chikhli, Gujarat from SGP to the Company for an aggregate consideration of ₹1,220.51 million.

Common pursuits among the Group Companies and our Company

None of the Group Companies are involved in the same line of business as our Company and accordingly none of our Group Companies have any common pursuits with our Company.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed in "*Related Party Transactions*" on page 404, there are no related business transactions with the Group Companies.

Litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which may have a material impact on our Company.

Business interest of Group Companies

Except in the ordinary course of business and as stated in "*Related Party Transactions*" on page 404 none of our Group Companies have any business interest in our Company.

Confirmations

Except Waaree Technologies Limited, which has its equity shares listed on BSE, none of our Group Companies have any securities listed on a stock exchange. Further, except as disclosed in "*Risk Factors - In the past, one of our Group Companies had failed to meet certain legal requirements of SEBI and the Stock Exchanges. Further, in the past our Subsidiaries, Waaree Renewable Technologies Limited and Indosolar Limited, had failed to meet certain legal requirements of SEBI and the Stock Exchanges*." on page 54, Waaree Technologies Limited has not failed to meet the listing requirements of any stock exchange in India or abroad, to the extent applicable.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on June 16, 2023 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated September 29, 2023. Further, our Board has taken on record the respective approvals for the Offer for Sale by the Selling Shareholders in its meeting held on December 22, 2023.

Our Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated December 28, 2023.

The Offer for Sale has been authorised by the Selling Shareholders as follows:

Selling Shareholder	Total number of Offered Shares	Aggregate value of dilution in the Offer for Sale	Date of corporate approval	Date of consent letter
Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)	Up to 2,700,000	Up to ₹[●] million	December 04, 2023	December 22, 2023
Chandurkar Investments Private Limited	Up to 450,000	Up to ₹[●] million	September 20, 2023	December 22, 2023
Samir Surendra Shah	Up to 50,000	Up to ₹[●] million	-	December 22, 2023

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Subsidiaries, our Promoters, our Directors, the members of the Promoter Group, the Selling Shareholders, the persons in control of our Company and the persons in control of Waaree Sustainable Finance Private Limited *(formerly known as Mahavir Thermoequip Private Limited)*, our corporate Promoter are not prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Confirmation in relation to RBI Circular dated July 1, 2016

Neither our Company, nor any of our Promoters or Directors have been declared as fraudulent borrowers by the lending banks or financial institution or consortium, in terms of the Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs dated July 1, 2016, as amended, issued by the Reserve Bank of India.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, the members of the Promoter Group and each of the Selling Shareholders are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended to the extent applicable.

Directors associated with the Securities Market

Other than (A) Sujit Kumar Varma who is a director on (i) Tata Asset Management Limited, which is registered with SEBI as a portfolio manager and (ii) Prime Securities Limited, which is registered with SEBI as a merchant banker; and (B) Richa Manoj Goyal who is a director in Jainam Broking Limited, which is registered with SEBI as a stock broker, none of our Directors are, in any manner, associated with the securities market. Further, there are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which more than 50% are held in monetary assets, however, our Company has made firm commitments to utilise such excess monetary assets in its business or project;

- Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

- Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus as at, and for the last three Fiscals are set forth below:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Fiscal ended		
	March 31, 2021	**March 31, 2022**	**March 31, 2023**
Restated net tangible assets [1]	3,852.34	4,380.28	18,284.64
Restated monetary assets[2&5]	1,766.96	5,350.57	19,205.57
Monetary assets, as a percentage of net tangible assets, as restated	45.87%	122.15%	105.04%
Operating profit/ (loss), as restated[3]	675.08	676.72	6,499.29
Net worth, as restated [4]	3,522.49	4,271.27	18,260.15

Notes:

[1]Net tangible assets means the sum of all the assets of our group excluding intangible assets, right of use assets and deferred tax asset (net) reduced by sum of all the liabilities excluding lease liabilities and deferred tax liabilities (net) of the group.

[2]Monetary assets means cash and cash equivalents, other balances with banks (including Bank deposits with remaining maturity of more than twelve months) and current investment in mutual funds.

[3]Operating profit for this purpose means Profit /(Loss) before tax and exceptional items as per statement of restated profit and loss account. Further, such profit /(loss) before tax and exceptional items excludes finance cost and other income in the calculation of profit /(loss) before tax.

[4] For the purposes of the above, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation, each as applicable for the Company on a restated basis.

[5] According to Regulation 6(1) of the SEBI ICDR Regulations if the company has monetary asset which is more than 50% of the net tangible assets then it shall utilize or make firm commitments to utilise such excess monetary assets in its business or project:

Financial year ended March 31, 2023
The company has capital commitments amounting to ₹11,180.67 million as on March 31, 2023 towards its ongoing solar module and cell manufacturing facility project at Gujarat for acquisition of equipment, common utility and other project related work. With respect to this project, the Company has acquired Project assets amounting to ₹ 2,953.29 million between April 1, 2023 to November 30, 2023 and has granted capital advances amounting to ₹ 813.82 million.

Financial year ended March 31, 2022
The company has capital commitments amounting to ₹ 2,811.64 million as on March 31, 2022 towards its ongoing solar module and cell manufacturing facility project at Gujarat for acquisition of equipment, common utility and other project related work. With respect to this project, the Company has acquired Project assets amounting to ₹ 5,196.40 million for the year ended March 31, 2022 and has granted capital advances amounting to ₹ 440.90 million (net).

Our Company has operating profits in each of the Financial Years 2021, 2022 and 2023, as disclosed above. Our average operating profit, as restated, for Fiscals 2023, 2022 and 2021 is ₹2,617.03 million.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable.

The details of our compliance with Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoters, members of our Promoter Group, our Directors or the Selling Shareholders are debarred from accessing the capital markets by SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.

(c) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.

(d) None of our Promoters or Directors has been declared a Fugitive Economic Offender.

(e) Other than options outstanding in terms of the ESOP Scheme, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(f) Our Company along with Registrar to the Offer has entered into tripartite agreements dated August 27, 2021 and August 25, 2021 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares.

(g) The Equity Shares of our Company held by the Promoters are in the dematerialised form; and

(h) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

Each of the Selling Shareholders has severally and not jointly confirmed compliance with Regulation 8 of the SEBI ICDR Regulations and approved its participation in the Offer for Sale in relation to its portion of the Offered Shares.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMs, BEING AXIS CAPITAL LIMITED, IIFL SECURITIES LIMITED, JEFFERIES INDIA PRIVATE LIMITED, NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED, SBI CAPITAL MARKETS LIMITED, INTENSIVE FISCAL SERVICES PRIVATE LIMITED AND ITI CAPITAL LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 28, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, the Directors, the Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.waaree.com would be doing so at his or her own risk. The Selling Shareholders, its respective directors, affiliates, associates and officers accept or undertake no responsibility for any statements other than those specifically undertaken or confirmed by the Selling Shareholder in relation to itself and the Offered Shares.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, employees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with SEBI, domestic financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs (under Schedule I of the FEMA NDI Rules) and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Draft Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Draft Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to Section 4(a) of the U.S. Securities Act.

We intend to rely on an exception from the definition of investment company under the U.S. Investment Company Act of 1940, as amended, in connection with this Offer.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act if such an offer for sale is made otherwise than in compliance with the available exemptions from registration under the U.S. Securities Act.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such period as may be prescribed by SEBI.

The Company and the Selling Shareholders shall refund the money raised in the Offer, together with any interest on such money as required under applicable laws, to the Bidders if required to do so for any reason under applicable laws, including due to failure to obtain listing or trading approval or pursuant to any direction or order of SEBI or any other governmental authority. Each Selling Shareholder shall be, severally and not jointly, liable to refund money raised in the Offer, only to the extent of its respective Offered Shares, together with any interest on such amount as per applicable laws. Provided that the Selling Shareholders shall not be liable or responsible to pay such interest unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder.

Each of the Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from such Selling Shareholders in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal counsel to our Company, the BRLMs, the Registrar to the Offer, lenders to our Company (wherever applicable), the Project Consultant, the Chartered Engineer and CRISIL have been obtained; and consents in writing of (b) the Syndicate Members, Monitoring Agency, Sponsor Bank, Escrow Collection Bank(s), Public Offer Account Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents obtained under (a) have not be withdrawn as on the date of this Draft Red Herring Prospectus.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated December 28, 2023 from S R B C & CO LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated December 4, 2023 on our Restated Consolidated Summary Statements; and (ii) their report dated December 27, 2023 on the Statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has also received written consent dated December 25, 2023 from Oriens Advisors LLP, independent project consultants, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the Project Report(s). Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Our Company has received written consent dated December 26, 2023 from M.R. Prajapati, Chartered Engineer, as chartered engineer to include his name, as required under Section 26 of the Companies Act, 2013, in this Draft Red Herring Prospectus and as an 'expert' under Section 2(38) of Companies Act, 2013 in respect of the certificate dated December 26, 2023. Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis objects* – public/ rights issue of listed subsidiaries/ promoters

Our listed subsidiaries, Waaree Renewable Technologies Limited and Indosolar Limited have not undertaken any public/ rights issue of its equity shares in the preceding five years. Our Company does not have any listed promoters.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares

Since this is the initial public offering of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate entities during the previous three years

Our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Except as disclosed below, our listed subsidiaries, Waaree Renewable Technologies Limited and Indosolar Limited and our listed Group Company, Waaree Technologies Limited have not undertaken any capital issue in the last three years preceding the date of this Draft Red Herring Prospectus:

Particulars	Capital issuance by Waaree Technologies Limited	Capital issuance by Indosolar Limited
Year of issue	2021	2022
Type of issue	Preferential Issue	Pursuant to Indosolar Resolution Plan
Amount of issue (in ₹ million)	85.00	400.00
Issue price (in ₹)	₹12 per equity share of face value of ₹ 10 each	₹10 per equity share
Date of closure of issue	August 11, 2021	Not applicable.
Date of allotment and credit of securities to dematerialized account of investors	August 14, 2021	July 8, 2022. The equity shares are yet to be credited
Date of completion of the project, where the object of the issue was financing the project	Project yet to commence	Not applicable
Rate of dividend paid	Not applicable	Not applicable

**Allotment was made to our Company*

Exemption under securities laws

Our Company has not been granted any exemption by SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

Price information of past issues handled by the BRLMs (during the current Fiscal and two Fiscals preceding the current Fiscal)

Track record of past issues handled by the BRLMs

1. *Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Azad Engineering Limited(1)	7,400.00	524.00	December 28, 2023	710.00	-	-	-
2	Happy Forgings Limited(2)	10,085.93	850.00	December 27, 2023	1,000.00	-	-	-
3	Muthoot Microfin Limited*(1)	9,600.00	291.00	December 26, 2023	278.00	-	-	-
4	Inox India Limited(1)	14,593.23	660.00	December 21, 2023	933.15	-	-	-
5	Flair Writing Industries Limited(2)	5,930.00	304.00	December 1, 2023	501.00	-	-	-
6	ASK Automotive Limited(2)	8,339.13	282.00	November 15, 2023	303.30	+2.73%, [+7.66%]	-	-
7	JSW Infrastructure Limited(1)	28,000.00	119.00	October 3, 2023	143.00	+41.34%, [-2.93%]	-	-
8	SignatureGlobal (India) Limited(2)	7,300.00	385.00	September 27, 2023	444.00	+35.79%, [-4.36%]	+112.43%, [+8.28%]	-
9	R R Kabel Limited^ (1)	19,640.10	1,035.00	September 20, 2023	1,179.00	+34.45%, [-1.75%]	+66.44%, [+6.76%]	-
10	TVS Supply Chain Solutions Limited(2)	8,800.00	197.00	August 23, 2023	207.05	+8.71%, [+1.53%]	+6.57%, [+1.29%]	-

Source: www.nseindia.com and www.bseindia.com
(1)BSE as designated stock exchange
(2)NSE as designated stock exchange
** Offer price was ₹ 277.00 per equity share to eligible employees*
^ Offer price was ₹ 937.00 per equity share to eligible employees

Notes:

- *a. Issue size derived from prospectus/final post issue reports, as available.*
- *b. The CNX NIFTY or S&P BSE SENSEX is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.*
- *c. Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.*
- *d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.*
- *e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-2024*	13	179,121.94	-	-	-	2	4	2	-	-	-	1	-	-
2022-2023	11	279,285.39	-	1	6	-	2	2	-	2	5	-	3	1
2021-2022	25	609,514.77	-	2	6	6	5	6	3	4	3	5	3	7

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. *Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by IIFL Securities Limited*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Senco Gold Limited*	4,050.00	317.00	July 14, 2023	430.00	+25.28%,[-0.70%]	+105.32%,[+1.26%]	N.A.
2	Netweb Technologies India Limited#	6,310.00	500.00(1)	July 27, 2023	942.50	+73.20%,[-2.08%]	+67.87%,[-2.56%]	N.A.
3	Yatharth Hospital & Trauma Care Services Limited#	6,865.51	300.00	August 7, 2023	304.00	+23.30%,[-0.26%]	+20.58%,[-2.41%]	N.A.
4	Zaggle Prepaid Ocean Services Limited*	5,633.77	164.00	September 22, 2023	164.00	+30.95%,[-0.67%]	+34.39%,[+7.50%]	N.A.
5	Yatra Online Limited#	7,750.00	142.00	September 28, 2023	130.00	-11.06%,[-2.63%]	-0.21%,[+8.80%]	N.A.
6	Updater Services Limited#	6,400.00	300.00	October 4, 2023	299.90	-13.72%,[-1.76%]	N.A.	N.A.
7	Cello World Limited*	19,000.00	648.00(2)	November 6, 2023	829.00	+21.92%,[+7.44%]	N.A.	N.A.
8	Protean eGov Technologies Limited#	4,892.02	792.00(3)	November 13, 2023	792.00	+45.21%,[+7.11%]	N.A.	N.A.
9	ASK Automotive Limited*	8,339.13	282.00	November 15, 2023	303.30	+2.73%,[+7.66%]	N.A.	N.A.
10	DOMS Industries Ltd#	12,000.00	790.00(4)	December 20, 2023	1400.00	N.A.	N.A.	N.A.

Source: www.nseindia.com and www.bseindia.com

#BSE as designated stock exchange
*NSE as designated stock exchange

(1) A discount of ₹ 25 per equity share was offered to eligible employees bidding in the employee reservation portion.
(2) A discount of ₹ 61 per equity share was offered to eligible employees bidding in the employee reservation portion.
(3) A discount of ₹ 75 per equity share was offered to eligible employees bidding in the employee reservation portion.
(4) A discount of ₹ 75 per equity share was offered to eligible employees bidding in the employee reservation portion.

Note: Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by IIFL Securities Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-22	17	3,58,549.95	-	-	5	-	4	8	-	6	4	3	1	3
2022-23	12	106,650.92	-	-	4	-	4	4	-	-	3	1	4	4
2023-24	13	1,38,826.43	-	-	3	2	4	3	-	-	-	1	-	1

Source: www.nseindia.com; www.bseindia.com, as applicable
Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.
NA means Not Applicable.

3. Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Jefferies India Private Limited

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Concord Biotech Limited	15,505.21	741.00*	August 18, 2023	900.05	+36.82% [+4.57%]	+76.23% [+2.36%]	Not Applicable
2	Mankind Pharma Limited	43,263.55	1,080.00	May 9, 2023	1,300.00	+37.61% [+2.52%]	+74.13% [+6.85%]	+64.36% [+5.28%]
3	KFin Technologies	15,000.00	366.00	December 29, 2022	367.00	-13.55% [-3.22%]	-24.56% [-6.81%]	-4.48% [+2.75%]

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
4	Global Health Limited	22.055.70	336.00	November 16, 2022	401.00	+33.23% [-0.03%]	+35.94% [-3.47%]	+61.67% [-0.52%]
5	CMS Info Systems Limited	20,000.00	216.00	December 31, 2021	220.00	+21.99% [-1.81%]	+25.35% [0.74%]	+3.75% [8.71%]
6	Star Health and Allied Insurance Company Limited	64,004.39	900.00@	December 10, 2021	845.00	-14.78% [+1.72%]	-29.79% [-6.66%]	-22.21% [-6.25%]
7	PB Fintech Limited	57,097.15	980.00	November 15, 2021	1,150.00	14.86% [-4.33%]	-20.52% [-4.06%]	-34.16% [-12.85%]

Source: www.nseindia.com

Notes:

i. ** - A Discount of ₹ 70 per equity was offered to eligible employees bidding in the employee reservation portion.*

ii. *@ - A Discount of ₹ 80 per equity share to eligible employees bidding in the employee reservation portion.*

iii. *The S&P CNX NIFTY is considered as the Benchmark Index.*

iv. *Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective Issuer at the time of the issue, as applicable. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*

v. *Not Applicable – Period not completed.*

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Jefferies India Private Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023 – 2024	2*	58,768.76	-	-	-	-	2	-	-	-	-	1	-	-
2022 – 2023	2	37.055.70	-	-	1	-	1	-	-	-	1	1	-	-
2021 – 2022	3	121,101.54	-	-	1	-	-	2	-	1	1	-	-	1

*Notes: * 180th Calendar Day details for Concord Biotech Limited is not available.*

The information for each of the financial years is based on issues listed during such financial year.

4. *Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Nomura Financial Advisory and Securities (India) Private Limited*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Protean eGov Technologies Limited	4,899.51	792[1]	November 13, 2023	792.00	+45.21% [+7.11%]	Not applicable	Not applicable
2	Avalon Technologies Limited	8,649.99	436	April 18, 2023	436.00	-10.09% [+2.95%]	+59.45% [+10.78%]	+21.32% [+11.84%]
3	Five-Star Business Finance Limited	15,885.12	474	November 21, 2022	468.80	+29.72% [+1.24%]	+19.20% [-1.19%]	+11.72% [+0.24%]
4	Life Insurance Corporation of India	205,572.31	949[2]	May 17, 2022	867.20	-27.24% [-3.27%]	-28.12% [+9.47%]	-33.82% [+13.76%]
5	MedPlus Health Services Limited	13,982.95	796[3]	December 23, 2021	1,015.00	+53.22% [+3.00%]	23.06% [+1.18%]	-6.55% [-9.98%]
6	Shriram Properties Limited	6,000.00	118[4]	December 20, 2021	90.00	-12.42% [+9.02%]	-33.39% [+4.05%]	-46.69% [-7.95%]
7	RateGain Travel Technologies Limited	13,357.35	425[5]	December 17, 2021	360.00	+11.99% [+7.48%]	-31.08% [-0.06%]	-35.24% [-7.38%]
8	Fino Payments Bank	12,002.93	577	November 12, 2021	548.00	-30.55% [-3.13%]	-34.56% [-3.66%]	-52.33% [-10.42%]
9	Sansera Engineering	12,829.78	744	September 24, 2021	811.35	+0.30% [+1.29%]	+1.57% [-5.19%]	-21.26% [-3.43%]
10	CarTrade Tech Limited	29,985.13	1,618	August 20, 2021	1,599.80	-10.31% [+6.90%]	-32.68% [+8.80%]	-61.17% [+5.48%]

Source: www.nseindia.com, www.bseindia.com

1. *Discount of ₹ 75.00 per Equity Share was offered to eligible employees bidding in the employee reservation portion*
2. *Discount of ₹ 60.00 per Equity Share was offered to eligible policyholders bidding in the Policyholder Reservation Portion, discount of ₹ 45.00 per Equity Share was offered to eligible employees and retail individual bidders bidding in the employee reservation portion and the retail portion respectively*
3. *Discount of ₹ 78.00 per Equity Share was offered to eligible employees bidding in the employee reservation portion*
4. *Discount of ₹ 11.00 per Equity Share was offered to eligible employees bidding in the employee reservation portion*
5. *Discount of ₹ 40.00 per Equity Share was offered to eligible employees bidding in the employee reservation portion*

Notes:

a. *For each issue, depending on its designated stock exchange, BSE or NSE; Sensex or Nifty50 is considered as the benchmark for each issue*
b. *For each issue, depending on its designated stock exchange, price on BSE or NSE is considered for above calculations*
c. *In case 30th/90th/180th day is not a trading day, closing price on BSE or NSE of the previous trading day has been considered*
d. *Not applicable – Period not completed*

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Nomura Financial Advisory and Securities (India) Private Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-2024	2	13,549.50	-	-	1	-	1	-	-	-	-	-	-	1
2022-2023	2	221,457.43	-	1	-	-	1	-	-	1	-	-	-	1
2021-2022	7	143,658.14	-	1	2	1	1	2	2	2	2	1	-	-

***Source**: www.nseindia.com, www.bseindia.com*
***Notes**:*
a) The information is as on the date of the document
b) The information for each of the financial years is based on issues listed during such financial year

5. *Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by SBI Capital Markets Limited*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Azad Engineering Limited	7,400.00	524.00	December 28, 2023	710.00	-	-	-
2	Muthoot Microfin Limited(1)	9,600.00	291.00	December 26, 2023	278.00	-	-	-
3	Indian Renewable Energy Development Agency Limited#	21,502.12	32.00	November 29, 2023	50.00	-	-	-
4	Updater Services Ltd@	6,400.00	300.00	October 4, 2023	299.90	-13.72%, [-1.76%]	-	-
5	JSW Infrastructure Limited@	28,000.00	119.00	October 3, 2023	143.00	+41.34% [-2.93%]	-	-
6	Yatra Online Limited@	7,750.00	142.00	September 28, 2023	130.00	-11.06% [-2.63%]	-0.21% [+8.90%]	-
7	Senco Gold Limited#	4,050.00	317.00	July 14, 2023	430.00	+25.28% [-0.70%]	105.32% [+1.26%]	-
8	Tamilnad Mercantile Bank Limited @	8,078.40	510.00	September 15, 2022	510.00	-8.43% [-3.36%]	+2.14% [+4.34%]	-15.82% [-2.83%]
9	Paradeep Phosphates Limited @	15,017.31	42.00	May 27, 2022	43.55	-10.24% [-3.93%]	+27.50% [+7.65%]	+31.19% [+11.91%]
10	Life Insurance Corporation of India (2)@	2,05,572.31	949.00	May 17, 2022	867.20	-27.24% [-3.27%]	-28.12% [+9.47%]	-33.82% [+13.76%]

Source: www.nseindia.com and www.bseindia.com
Notes:
* *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
** *The information is as on the date of the document.*
* *The information for each of the financial years is based on issues listed during such financial year.*

@ *The S&P BSE SENSEX index is considered as the benchmark index, BSE being the designated stock exchange*
# *The Nifty 50 index is considered as the benchmark index, NSE being the designated stock exchange*

1 *Price for eligible employee was ₹ 277.00 per equity share*
2 *Price for retail individual bidders and eligible employee was ₹ 904.00 per equity share and for eligible policy holders and was ₹ 889.00 per equity share*

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by SBI Capital Markets Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-24*	7	84,702.11	-	-	2	-	2	-	-	-	-	-	-	-
2022-23	3	2,28,668.02	-	1	2	-	-	-	-	1	1	-	1	-
2021-22	10	2,17,814.28	-	-	6	1	2	1	-	3	1	3	-	3

* *The information is as on the date of this Offer Document.*
# *Date of Listing for the issue is used to determine which financial year that particular issue falls into.*

6. *Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Intensive Fiscal Services Private Limited*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Yatharth Hospital & Trauma Care Services Limited	6,865.51	300	August 07, 2023	304.00	+23.30%[-0.26%]	+20.58%[-2.41%]	-
2	Bikaji Foods International Limited*	8,808.45	300	November 16, 2022	321.15	+28.65%[-0.29%]	+26.95%[-2.50%]	+24.17%[+0.08%]
3	Ami Organics Limited	5,696.36	610	September 14, 2021	902.00	+116.86% [+4.27%]	+63.94% [+0.93%]	+47.34% [-4.63%]

** A discount of ₹ 15 per equity share was offered to eligible employees bidding in the employee reservation portion.*

Notes:
a. Issue Size derived from Prospectus/final post issue reports, as available.
b. The S&P BSE SENSEX is considered as the benchmark index as per the designated stock exchange disclosed by the issuer at the time of the issue.
c. Price on BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the issuer at the time of the issue.
d. In case 30th/90th/180th day is not a trading day, closing price on of the previous trading day has been considered.

e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Intensive Fiscal Services Private Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-24*	1	6,865.51	-	-	-	-	-	1	-	-	-	-	-	-
2022-23	1	8,808.45	-	-	-	-	1	-	-	-	-	-	-	1
2021-22	1	5,696.36	-	-	-	1	-	-	-	-	-	-	1	-

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

7. *Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by ITI Capital Limited*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Suraj Estate Developers Ltd	400.00	360	December 26, 2023	343.80	-	-	-
2	Hariom Pipe Industries Limited	130.05	153.00	April 13, 2022	214.00	+26.54% [- 9.51]%	+35.95%[7.63%]	+84.97%[-0.60%]

Source: www.bseindia.com
Notes:
a. In the event, any day falls on a holiday, the price/ index of the immediately preceding working day has been considered.
b. The prices are according to trades on BSE and S&P BSE Sensex.
c. % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs Issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th / 90th / 180th calendar day from listing day.
d. Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for one of the above issue, data for same is not available.

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled ITI Capital Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-24	1	400.00	-	-	-		-	-	-	-	-	-	-	-
2022-23	1	130.05	-	-	-	-	1	-	-	-	-	1	-	-
2021-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.
Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Website for track record of the Book Running Lead Managers

For details regarding the track record of the BRLMs, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

Name	Website
Axis Capital Limited	www.axiscapital.co.in
IIFL Securities Limited	www.iiflcap.com
Jefferies India Private Limited	www.jefferies.com
Nomura Financial Advisory and Securities (India) Private Limited	www.nomuraholdings.com/company/group/asia/india/index.html
SBI Capital Markets Limited	www.sbicaps.com
Intensive Fiscal Services Private Limited	www.intensivefiscal.com
ITI Capital Limited	www.iticapital.com

For further details in relation to the BRLMs, please see "*General Information – Book Running Lead Managers*" on page 89.

Stock Market Data of Equity Shares

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Redressal of Investor Grievances

SEBI, by way of its master circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 ("**June 2023 Circular**"), circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("**March 2021 Circular**"), has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Subsequently, by way of its circular dated June 2, 2021 ("**June 2021 Circular**") and its circular dated April 20, 2022 ("**April 2022 Circular**"), SEBI modified the process timelines and extended the implementation timelines for certain measures introduced by the March 2021 Circular. Per the March 2021 Circular read with the June 2021 Circular and the April 2022 Circular, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts and invoice in the inbox by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) periodic sharing of statistical details of mandate blocks/unblocks, performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Bank to the intermediaries forming part of the closed user group vide email; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members only to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, in accordance with the March, 2021 Circular, as amended by the SEBI circular dated June 2, 2021 and SEBI master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/00094 dated June 21, 2023 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with March 2021 Circular read with June 2021 Circular and April 2022 Circular.

Further, in terms of April 2022 Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs with whom the Bid cum Application Form was submitted by the Anchor Investor. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company has obtained SCORES authentication in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 and shall comply with the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 read with the SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and SEBI circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. The Selling Shareholders have authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Our Company has also appointed Rajesh Ghanshyam Gaur, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, "*General Information- Company Secretary and Compliance Officer*" on page 88. The Selling Shareholders have authorised Kirankumar Jain, the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of their respective Offered Shares.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus.

Our listed subsidiary, Waaree Renewable Technologies Limited has received no investor complaints during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to Waaree Renewable Technologies Limited is pending as on the date of filing of this Draft Red Herring Prospectus. Waaree Renewable Technologies Limited estimates that the average time required by it or its registrar and transfer agent or the relevant Designated Intermediary, for the redressal of routine investor grievances is eight Working Days from the date of receipt of the complaint.

Additionally, Indosolar Limited has received no investor complaints during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to Indosolar Limited is pending as on the date of filing of this Draft Red Herring Prospectus. Indosolar Limited estimates that the average time required by it or its registrar and transfer agent or the relevant Designated Intermediary, for the redressal of routine investor grievances is 10 Working Days from the date of receipt of the complaint.

Further, as on date of this Draft Red Herring Prospectus, no investor complaints are pending against Waaree Technologies Limited, our listed Group Company. Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VIII - OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer – Offer Related Expenses*", on page 135.

Ranking of the Equity Shares

The Equity Shares being Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend, voting and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 530.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Description of Equity Shares and Terms of the Articles of Association"* on pages 292 and 530, respectively.

Face Value, Floor Price, Price Band and Offer Price

The face value of the Equity Shares is ₹10. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. The Offer Price, Price Band and minimum Bid Lot for the Offer will be decided by our Company in compliance with the SEBI ICDR Regulations, and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and all editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid / Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company in compliance with the SEBI ICDR Regulations, after the Bid / Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our Shareholders shall have the following rights:

The right to receive dividend, if declared;

The right to attend general meetings and exercise voting rights, unless prohibited by law;

The right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;

The right to receive offers for rights shares and be allotted bonus shares, if announced;

The right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;

The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and

Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/or consolidation / splitting, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 530.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements:

i. Tripartite agreement dated August 27, 2021, amongst our Company, NSDL and Registrar to the Offer.

ii. Tripartite agreement dated August 25, 2021, amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "*Offer Procedure*" on page 506.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "– *Bid/Offer Programme*" on page 497.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the applicant will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Bid/ Offer Programme

BID/ OFFER OPENS ON	[●][(1)]
BID/ OFFER CLOSES ON	[●][(2)(3)]

[(1)] Our Company shall, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

[(2)] Our Company shall, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

[(3)] UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than* *the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid / Offer Closing Date, or such other period as prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholder, severally and not jointly, confirm that they shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid / Offer Closing Date, or within such other period as prescribed.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs and Eligible Employees Bidding in the Employee Reservation Portion other than QIBs and NIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹500,000	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Modification of Bids by QIBs and NIB categories and modification/cancellation of Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion[#]	Only between 10.00 a.m. and up to 5.00 p.m. IST

[#] *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.*

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled / withdrawn / deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid / Offer Opening Date till the Bid / Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and are advised to submit their Bids no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period. Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to minimum 105% of the Floor Price.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion, and, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days, in compliance with the SEBI ICDR Regulations. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLMs and terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of price band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. Subject to any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be first made towards the Fresh Issue and subsequently, in respect of the Offered Shares pursuant to the Offer for Sale on a pro-rata basis in a manner proportionate to the respective portion of the Offered Shares of each Selling Shareholder.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

The Selling Shareholders shall reimburse any expenses and interest incurred by our Company on behalf of them for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders and any expenses and interest shall be paid to the extent of their respective portion of the Offered Shares.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, the Promoters' Contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 97, and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Description of Equity Shares and Terms of the Articles of Association*" at page 530.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed.

Our Company in consultation with the BRLMs, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid / Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹ [●] million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 30,000 million by our Company and an Offer of Sale of up to 3,200,000 Shares aggregating up to ₹[●] million by the Selling Shareholders.

The Offer comprises a Net Offer of up to [●] Equity Shares and the Employee Reservation Portion of up to [●]* Equity Shares.

The Offer and Net Offer shall constitute [●]% and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company.

**A discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion in accordance with the SEBI ICDR Regulations and details of which will be announced at least two Working Days prior to the Bid / Offer Opening Date.*

Particulars	**QIBs (1)**	**Non-Institutional Bidders**	**Retail Individual Bidders**	**Eligible Employees**
Number of Equity Shares available for Allotment / allocation* (2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	Up to [●] Equity Shares aggregating up to ₹[●] million
Percentage of Offer Size available for Allotment / allocation	Not more than 50% of the Net Offer size shall be allocated to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Offer, or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders was available for allocation, out of which a) one third of such portion shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000; and b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Not less than 35% of the Net Offer, or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	The Employee Reservation Portion shall constitute up to [●]% of the post-Offer paid-up equity share capital of our Company
Basis of Allotment / allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis	The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion shall not be less than the minimum application size and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹200,000 and up to ₹ 1,000,000, and	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see *"Offer*	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000 (net of Employee Discount, if any). In the event of undersubscription

Particulars	QIBs (1)	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees
	to all QIBs, including Mutual Funds receiving allocation as per (a) above c) Up to 60% of the QIP portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	(ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.	*Procedure*" on page 506.	in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000 (net of Employee Discount, if any) up to ₹500,000 (net of Employee Discount, if any) each
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000	[●] Equity Shares	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the Anchor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB Portion), subject to limits prescribed under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹500,000, less Employee Discount, if any#
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Mode of allotment	Compulsorily in dematerialised form			
Allotment Lot	A minimum of [●] Equity Shares and in multiples of [●] Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply(3)	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, eligible FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies family offices, trusts, FPIs who are individuals, corporate bodies and family offices.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta) applying for Equity Shares such that the Bid amount does not exceed ₹200,000 million in value.	Eligible Employees such that the Bid Amount does not exceed ₹500,000, net of Employee Discount, if any

Particulars	QIBs [1]	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees
	funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies, in accordance with applicable laws including FEMA Rules.			
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4] **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bidding^	ASBA only (excluding the UPI Mechanism) except for Anchor Investors	ASBA only (including UPI Mechanism for Bids up to ₹ 500,000)	ASBA only (including the UPI Mechanism)	ASBA only (including the UPI Mechanism)

Assuming full subscription in the Offer

#Our Company, in consultation with the BRLMs, offered a discount of [•]% on the Offer Price (equivalent of ₹[•] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion.

^ *SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIB, NIB and Retail and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

(1) *Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" on page 506.*

(2) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000 (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits.*

The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. For further details, please see "Terms of the Offer" on page 495.

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(4) *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 495.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.*

*Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹ 2,00,000 to ₹ 5,00,000 for all the individual investors applying in public issues.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, which came into force with effect from May 1, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for RTAs. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus.*

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application size are up to ₹0.50 million shall use the UPI Mechanism and provide their UPI ID in the Bid-cum-Application Form for bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors *(all categories).*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Further, our Company, the Selling Shareholders and the BRLMs are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Selling Shareholders and the BRLMs are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. Furthermore, up to [●] Equity Shares, aggregating up to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, net of Employee Discount, if any.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws.

In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹500,000), shall be added to the Net Offer. In the event of under-subscription in the Shareholders Reservation Portion (if any), the unsubscribed portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

(a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

(b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

(c) **Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer is being made under Phase III of the UPI (on a mandatory basis)

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLMs will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

The processing fees for application made by UPI Bidders using the UPI mechanism may be released to the remitter banks (SCSBs) only after such banks make an application to the BRLMs with a copy to the Registrar, and such application shall be made only after (i) unblocking of application amounts in the bank accounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022 .

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer bidding process.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Offer.

b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid / Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date. The Bid Cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available only at our offices and branches in India.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. Retail Individual Bidders, QIB and NIB and also for all modes through which the applications are processed.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

** Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

(3) Bid cum Application Forms for Eligible Employees shall be available at the Registered and Corporate Office of our Company.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor

Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Offer Bidding process.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. 4:00 p.m. for QIBs and Non-Institutional Bidders categories and up to 5.00 p.m. for Retail Individual and Eligible Employee Bidders categories on the initial public offer closure day;

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids;

e) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

Participation by Promoter, Promoter Group, the Book Running Lead Managers, associates and affiliates of the Book Running Lead Managers and the Syndicate Members and the persons related to Promoter, Promoter Group, Book Running Lead Managers and the Syndicate Members and Bids by Anchor Investors

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

i. mutual funds sponsored by entities which are associate of the Book Running Lead Managers;
ii. insurance companies promoted by entities which are associate of the Book Running Lead Managers;
iii. AIFs sponsored by the entities which are associate of the Book Running Lead Managers;
iv. FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers; or
v. Pension funds sponsored by entities which are associate of the Book Running Lead Managers.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLMs reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made, subject to applicable law.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Non-debt Instrument Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 528.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form / Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increase beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
(b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
(c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and
(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.
Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations, as amended prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations as amended prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a Category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.
The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans / investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Eligible Employees

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form.

(b) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000 (net of Employee Discount, if any). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹200,000 (which will be less Employee Discount). In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹200,000 (net of Employee Discount, if any), provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹500,000 (net of Employee Discount, if any).Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion and the Bidder should be an Eligible Employee as defined above.

(c) Only Eligible Employees (as defined in this Draft Red Herring Prospectus) would be eligible to apply in this Offer under the Employee Reservation Portion.

(d) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(e) Only those Bids, which are received at or above the Offer Price net of Employee Discount, if any, would be considered for Allotment under this category.

(f) Eligible Employees can apply at Cut-off Price.

(g) Eligible Employees bidding in the Employee Reservation Portion may Bid either through the UPI mechanism or ASBA (including syndicate ASBA).

(h) In case of joint bids, the First Bidder shall be an Eligible Employee.

(i) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000 up to ₹500,000 (net of Employee Discount, if any).

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date, and will be completed on the same day.

(e) Our Company in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;
- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and
- in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid / Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid / Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(i) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) can apply in the Offer under the Anchor Investor Portion.

(j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids.

(k) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he / she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and all editions of [●], a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located). Our Company shall, in the pre-Offer advertisement state the Bid / Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bid(s) until the Bid / Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID;

4. UPI Bidders Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;

9. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;

10. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

11. Ensure that they have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

12. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

13. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

14. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

15. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

16. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

20. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. UPI Bidders Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

25. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

26. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

27. In case of QIBs and NIBs (other than for Anchor Investor and UPI Bidder), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

28. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank(s), as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

29. UPI Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;

30. UPI Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;

31. UPI Bidders Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;

32. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the ASBA Account;

33. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

34. Ensure that ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

35. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid / Offer Closing Date.

36. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press releases dated June 25, 2021, and September 17, 2021.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 or in the list displayed on SEBI's website is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs) and ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion (net of Employee Discount, if any);

4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

7. Bids by HUFs not mentioned correctly as provided in "- *Bids by HUFs*" on page 513;

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

11. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

14. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

15. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

16. If you are a UPI Bidders using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

17. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;

18. Do not submit the General Index Register (GIR) number instead of the PAN;

19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

20. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids until the Bid / Offer Closing Date;

22. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

24. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

25. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

26. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

27. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

28. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

29. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;

30. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism); and

31. Do not Bid if you are an OCB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 89.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Rejection

In addition to the grounds for rejection of Bids as provided in the GID, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));

6. Bids by Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount of a value of more than ₹ 500,000 (net of Employee Discount, if any);

7. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

8. Bids submitted without the signature of the First Bidder or sole Bidder;

9. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

10. ASBA Form by the UPI Bidders by using third party bank accounts or using third party linked bank account UPI IDs;

11. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

12. GIR number furnished instead of PAN;

13. Bids by RIBs with Bid Amount of a value of more than ₹200,000 (net of retail discount);

14. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

15. Bids accompanied by stock invest, money order, postal order or cash; and

16. Bids uploaded by QIBs and by Non-Institutional Bidders after 4:00 p.m. on the Bid/ Offer Closing and Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion after 5:00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information*" on page 87.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the net offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Bidder category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 200,000 and up to ₹ 1,000,000, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"
(ii) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of a widely circulated English national daily newspaper, [●], all editions of a widely circulated Hindi national daily newspaper, [●] and Mumbai editions of a widely circulated Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located).

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated August 27, 2021, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated August 25, 2021, amongst our Company, CDSL and Registrar to the Offer.

Undertaking by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days from the Bid / Offer Closing Date or such other time as may be prescribed;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing

Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company in consultation with the BRLMs, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholders subsequently decide to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(ix) that, except for any allotment of Equity Shares to employees of our Company pursuant to exercise of stock options granted under the ESOP Scheme, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

Undertakings by the Selling Shareholders

The Selling Shareholders, severally and not jointly, undertake the following in respect of themself as the Selling Shareholders, and the Offered Shares:

(i) that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;

(ii) that they are the legal and beneficial owner of, and have clear and marketable title to the Offered Shares;

(iii) that they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

(iv) that the Equity Shares being sold by them pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law;

(v) that they shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of the Offered Shares;

(vi) that it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

(vii) that they shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and

(viii) that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"***Any person who –***

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

(b *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447*."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) ("**DPIIT**"), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. For further details, see "*Key Regulations and Policies*" on page 238.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

In terms of the FEMA Non-debt Instruments Rules and the FDI Policy, a person resident outside India may make investments into India, subject to certain terms and conditions, and further provided that an entity of a country, which shares land border with India or where the beneficial owner of an investment into India, who is situated in or is a citizen of any such country, shall invest only with the approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the above restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

Foreign Exchange Laws

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Instruments Rules, the FDI Policy issued and amended by way of press notes.

Pursuant to the resolution dated September 1, 2021, the aggregate investment limit by NRIs and OCIs was increased from 10% to 24% of the paid-up equity share capital of our Company, provided however, that the shareholding of each NRI or OCI shall not exceed 5% of the total paid-up equity capital of our Company on a fully diluted basis and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis.

Pursuant to the FDI Policy, FDI of up to 100% is permitted under the automatic route in our Company.

As per the existing policy of the Government, OCBs cannot participate in this Offer. For more information on bids by FPIs and Eligible NRIs, see "*Offer Procedure*" on page 506. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on pages 512 and 513, respectively.

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

The regulations contained in Table "F" in Schedule I to the Companies Act, 2013 shall apply to Waaree Energies Limited (the "**Company**") only to the extent that the same are not specifically provided for in these Articles of Association and are not inconsistent with these Articles of Association. In case of any inconsistency of provisions contained in Table "F" in Schedule I to the Companies Act, 2013 and these Articles of Association, the provisions of these Articles of Association will prevail, subject to provisions of the Companies Act, 2013, read with the rules framed thereunder or other applicable laws, if any.

I. DEFINITIONS AND INTERPRETATION

1. In these Articles:

(i) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company. In these Articles:

"**Act**" means Companies Act, 2013 and all rules, regulations, notifications, circulars and clarifications issued thereunder, along with any amendments, re-enactments or other statutory modifications thereof for the time being in force.

"**Annual General Meeting**" means the Annual General Meeting held in accordance with the provisions of Section 96 of the Act.

"**Articles**" means these Articles of Association of the Company as amended or altered from time to time in accordance with the Act.

"**Auditors**" shall mean and include those persons appointed under the provisions of the 'Act' or any other applicable provisions for the time being in force, as such for the time being by the Company.

"Beneficial Owner" means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996, as amended.

"**Board**" or "**Board of Directors**" means the board of Directors or collective body of the Directors of the Company as duly constituted from time to time in accordance with applicable provisions of Law, including the Act and SEBI Regulations and the terms of these Articles.

"Board Meeting" means a meeting of the Board duly called, constituted and held or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a resolution in accordance with these Articles and the Act.

"Company" – means Waaree Energies Limited.

"Chairman" or **"Chairperson"** means the chairperson of the Board of Directors for the time being of the Company or the person elected or appointed to preside over the Board or/and general meetings of the Company.

"**Depositories Act**" means the Depositories Act, 1996, as amended or any statutory modification or re-enactment thereof for the time being in force.

"**Depository**" means a depository as defined under clause (e) of sub-Section (1) of Section 2 of the Depositories Act.

"**Director**" means a director of the Board appointed or nominated from time to time in accordance with the terms of these Articles and the provisions of the Act.

"Documents" includes summons, notices, requisition, order, declaration, form and register, other legal process and registers, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

"**Equity Share Capital**" means in relation to the Company, its equity Share capital within the meaning of Section 43 of the Act, as amended from time to time.

"Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Companies Act, 2013.

"**General Meeting**" means any duly convened meeting of the Shareholders of the Company and includes an extra-ordinary general meeting.

"**Independent Director**" shall have the meaning assigned to the said term under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (as applicable).

"**INR**" or "**Rs.**" means the Indian Rupee, the currency and legal tender of the Republic of India.

"**In writing" or "written"** means and includes words printed, lithographed, represented or reproduced in any other modes in a visible form, including electronic mode as provided in the Information Technology Act, 2000 as amended from time to time.

"**Law**" includes all Indian statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, circulars, notifications, guidelines, policies, directions, determinations, directives, writs, decrees, injunctions, judgments, rulings, awards, clarifications and other delegated legislations and orders of any governmental authority, statutory authority, tribunal, board, court, stock exchange or other judicial or quasi-judicial adjudicating authority and, if applicable, foreign law, international treaties, protocols and regulations.

"Managing Director" means a director who, by virtue of these Articles or an agreement with the Company or a resolution passed in the General Meeting, or by the Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

"**Members**" means members of the Company within the meaning of sub-Section 55 of Section 2 of the Act and the Beneficial Owner(s) as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

"Memorandum" means the memorandum of association of the Company, as amended or altered from time to time in accordance with the provisions of the Act.

"**Ordinary Resolution**" shall have the meaning assigned to it in Section 114 of the Act.

"**Person**" means any individual, sole proprietorship, unincorporated association, unincorporated organization, association of persons, body corporate, corporation, partnership, unlimited or limited liability company, joint venture, governmental authority, Hindu undivided family, trust, union, organization or any other entity that may be treated as a person under applicable Law (whether registered or not and whether or not having separate legal personality).

"**Preference Share Capital**" means in relation to the Company, its preference Share capital within the meaning of Section 43 of the Act, as amended from time to time.

"**Registrar**" or "**ROC**" or "**Registrar of Companies**" means Registrar of Companies, under whose jurisdiction the registered office of the Company is situated.

"**Seal**" means the common seal, if any, of the Company.

"SEBI" means the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992 and amendment made thereof.

"SEBI Regulations" means all the regulations, rules, circulars, notifications, orders, advisory including all forms of communication and amendments, modification or re-enactment to any thereof as applicable to the Company and issued by SEBI.

"Secretary" or **"Company Secretary"** shall have the meaning assigned to it in Section 2(24) of the Act.

"**Securities**" have the meaning assigned to the term in clause (h) of section 2 of the Securities Contract (Regulation) Act, 1956, as may be amended from time to time.

"**Shares**" means a share in the Share Capital of the Company and includes stock.

"**Share Capital**" means the Equity Share Capital and Preference Share Capital of any face value together with all rights, differential rights, obligations, title, interest and claim in such Shares and includes all subsequent issue of such Shares of whatever face value or description, bonus Shares, conversion Shares and Shares issued pursuant to a stock split or the exercise of any warrant, option or other convertible security of the Company.

"**Shareholder**" shall mean a Member of the Company.

"**Special Resolution**" shall have the meaning assigned to it in Section 114 of the Act.

"Tribunal" means the National Company Law Tribunal constituted under Section 408 of the Companies Act, 2013.

(ii) The headings hereto shall not affect the construction hereof.

(iii) Any reference to a particular statute or provisions of the statute shall be construed to include reference to any rules, regulations or other subordinate legislation made under the statute and shall, unless the context otherwise requires, include any statutory amendment, modification or re-enactment thereof.

(iv) Any reference to an agreement or other document shall be construed to mean a reference to the agreement or other document, as amended or novated from time to time.

(v) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

(vi) In these Articles, words that are gender neutral or gender specific include each gender, as the context may require.

(vii) Words importing the singular number includes where the context admits or requires, the plural number and *vice versa*.

(viii) References to a person shall, where the context permits, include such person's respective successors, legal heirs and permitted assigns.

(ix) Wherever the words "include," "includes," or "including" are used in these Articles, such words shall be deemed to be followed by the words "without limitation".

(x) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the rules, the provisions of the Act and rules will prevail.

(xi) Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Regulations, shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles.

II. PUBLIC COMPANY

2. The Company is a public company limited by shares within the meaning of the Act.

III. SHARE CAPITAL AND VARIATION OF RIGHTS

3. The authorized Share Capital of the Company shall be as set out in Clause V of the Memorandum of Association with the power to increase or reduce or re-classify such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the Shares in the Share Capital for the time being into Equity Share Capital

and Preference Share Capital, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.

4. Subject to the provisions of the Act, these Articles and other applicable Law, the Shares for the time being shall be under the control of the Board, which may issue, allot or otherwise dispose of the Shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with Sections 52 and 53 and other provisions of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any Shares so allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid-up Shares. Provided that, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting. As regards all allotments, from time to time made, the Board shall duly comply with Sections 23 and 39 of the Act, as the case may be.

5. Subject to these Articles and the provisions of the Act, the Company may, from time to time, by Ordinary Resolution, increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution.

6. Subject to the provisions of the Act, the Company may from time to time by Ordinary Resolution, undertake any of the following:

(i) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;

(ii) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;

(iii) sub-divide its Shares, or any of them, into Shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; or

(iv) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act.

7. Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue any Shares with or without differential rights upon such terms and conditions and with such rights and privileges (including with regard to voting rights and dividend) as may be permitted by the Act or the applicable Law or guidelines issued by the statutory authorities and/or listing requirements and that the provisions of these Articles

8. Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue securities or shares as the case may be, on rights basis, preferential basis, private placement basis, under a scheme of employees' stock option and sweat equity shares, or in any other manner as may permitted under the Act and SEBI Regulations.

9. Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by Special Resolution determine.

10. The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under the Act.

11. Where at any time, it is proposed to increase its subscribed Share Capital by the issuance/allotment of further Shares either out of the unissued Share Capital or increased authorised Share Capital:

(a) Such further Shares shall be offered to the persons who, at the date of the offer, are holders of the Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid-up on those Shares at that date, in accordance with applicable law;

(b) The offer aforesaid shall be made by a notice specifying the number of Shares offered and limiting a time not being less than such time, as required by applicable law, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (b) shall contain a statement of this right;

(d) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.

(e) Notwithstanding anything contained in Clause 11 (a) to (d), such further Shares may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (11) hereof) in any manner whatsoever, if so authorized by way of a Special Resolution.

Nothing in sub-clause (c) of (11) hereof shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

Such further Shares, as referred to in Article 11, may be offered to the persons who are:

(i) employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or

(ii) any Persons, whether or not those Persons include the Persons referred to in (i) or (ii) above, either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a registered valuer as required under applicable Law, subject to compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed, if a Special Resolution to this effect is passed by the Company in a General Meeting.

(iii) The notice referred to in Article above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue.

12. Nothing in Article 11 above shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company or to subscribe for Shares in the Company; *provided that* the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution adopted by the Company in a General Meeting.

13. Save as otherwise provided in the Articles, the Company shall be entitled to treat the registered holder of the Shares in records of the depository as the absolute owner thereof as regards receipt of dividend or bonus or service of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction, or as by Law required, be bound to recognize any equitable or other claim to or interest in such Shares on the part of any other Person.

14. Any Debentures, debenture-stock or other Securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a Special Resolution and subject to the provisions of the Act.

15. The Company shall, subject to the applicable provisions of the Act, compliance with all the Laws, consent of the Board, and consent of its Shareholders' by way of Special Resolution, have the power to issue American Depository Receipts or Global Depository Receipts on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of American Depository Receipts or Global Depository Receipts, including without limitation, exercise of voting rights in accordance with the directions of the Board.

16. If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the Shares of that class. To every such separate General Meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply.

17. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

18. Subject to the provisions of the Act, the Company may issue bonus Shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.

19. Subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act or any other Law for the time being in force, the Company shall have the power to buy-back its own Shares or other Securities, as it may consider necessary.

20. The Board of the Company may recommend an employee shares or security option scheme or plan from time to time.

21. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws.

22. The Company may from time to time by special resolution, subject to confirmation by the Tribunal and subject to the provisions of Sections 52 and 66 of the Companies Act, 2013 and other applicable provisions including applicable rules and SEBI Regulations, if any, reduce its share capital in any manner and in particular may –

(a) Extinguish or reduce the liability on any of its shares in respect of the share capital not paid-up; or

(b) either with or without extinguishing or reducing the liability on any of its shares, -

(i) cancel any paid up share capital which is lost or is unrepresented by available assets;

(ii) Pay off any paid up share capital which is in excess of the wants of the Company.

Further, subject to the provisions of the Act, the Company may, from time to time, by Special Resolution and subject to confirmation by the Tribunal and subject to the provisions of Sections 52, 55 and 66 of the Companies Act, 2013 and other applicable provisions including applicable rules and SEBI Regulations, if any reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:

(i) the Share Capital;

(ii) any capital redemption reserve account; or

(iii) any securities premium account.

IV. NOMINATION BY SECURITIES HOLDERS

23. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

24. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.

25. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

26. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

27. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

V. BUY BACK OF SHARES

28. Notwithstanding anything contained in these Articles, the Company may purchase its own shares or other securities, and the Board of Directors may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions and subject to such approvals as required under the Act, SEBI Regulations or any other competent authority, as may be permitted by law.

VI. CAPITALISATION OF PROFITS

29. The Company in General Meeting may, upon the recommendation of the Board, resolve –

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in Article 30 below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

30. The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 31 below, either in or towards:

(i) paying of any amounts for the time being unpaid on any Shares held by such Members respectively; or

(ii) paying up in full, un-issued Shares of the company to be allotted and distributed, credited as fully paid, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in Article 30(i) and partly in that specified in Article 30(ii);

(iv) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, only be applied in the paying up of un-issued Shares to be issued to Members of the Company as fully paid bonus Shares.

(v) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

31. Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares, if any; and

(ii) Generally do all acts and things required to give effect thereto.

32. The Board shall have power to:

(i) make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares or Debentures becoming distributable in fractions; and

(ii) authorise any Person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing Shares.

33. Any agreement made under such authority shall be effective and binding on such Members.

VII. COMMISSION AND BROKERAGE

34. The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 or any other provision of the Act or other applicable Law, provided that the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

35. The rate or amount of the commission shall not exceed the rate or amount prescribed under the applicable rules.

36. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in the one way and partly in the other.

37. The Company may also, on any issue of Shares or Debentures, pay such brokerage as may be lawful.

VIII. LIEN

38. The Company shall have a first and paramount lien upon all the Shares/ Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) to the extent of monies called or payable in respect thereof, and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures. Fully paid up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/ Debentures. In case of partly-paid Shares, Company's lien shall be restricted to the monies called or payable at a fixed time in respect of such Shares. Provided that

the Board may at any time declare any Shares/ Debentures wholly or in part to be exempt from the provisions of this Article.

39. Subject to the provisions of the Act, the Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien. *Provided that* no sale shall be made -

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.

40. A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien.

41. (i) To give effect to any such sale, the Board may authorise some Person to transfer the Shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the Shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

42. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the Person entitled to the Shares at the date of the sale.

IX. CALLS ON SHARES

43. Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members in respect of any money unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call.

44. Each Member shall, subject to receiving at least 14 (fourteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.

45. A call may be revoked or postponed at the discretion of the Board.

46. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

47. The joint-holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.

48. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the Person from whom the sum is due shall pay interest thereof from the day appointed for payment thereof to the time of actual payment at 10% (ten per cent) per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.

49. Any sum which by the terms of the issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue, such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these

Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

50. The Board may, if it thinks fit, subject to the provisions of the Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at twelve per cent per annum. *Provided that* money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced.

The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

The provisions of these Articles shall *mutatis mutandis* apply to any calls on Debentures of the Company.

X. DEMATERIALIZATION OF SECURITIES

51. The Company shall be entitled to treat the Person whose name appears on the register of Members as the holder of any Share or whose name appears as the Beneficial Owner of Shares in the records of the Depository, as the absolute owner thereof.

Provided however that provisions of the Act or these Articles relating to distinctive numbering shall not apply to the Shares of the Company, which have been dematerialized.

52. Notwithstanding anything contained herein but subject to the provisions of Law, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act and offer its Shares, Debentures and other Securities for subscription in a dematerialized form. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in material and dematerialized form in any medium as permitted by Law including any form of electronic medium.

53. If a Person opts to hold his Securities in dematerialised form through a Depository, then notwithstanding anything to the contrary contained in these Articles the Company shall intimate such Depository the details of allotment of the Securities, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

54. All Securities held by a Depository shall be dematerialized and shall be in a fungible form.

(i) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Securities on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in (i) above, the Securities as the registered owner of the Securities shall not have any voting rights or any other rights in respect of Securities held by it.

55. Every Person holding Shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be the owner of such Shares and shall also be deemed to be a Shareholder of the Company. The Beneficial Owner of the Shares shall, in accordance with the provisions of these Articles and the Act, be entitled to all the liabilities in respect of his Shares which are held by a Depository.

56. Notwithstanding anything in the Act or the Articles to the contrary, where Shares are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by Law from time to time.

57. In the case of transfer of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

XI. TRANSFER OF SECURITIES

58. The Securities or other interest of any Member shall be freely transferable, *provided that* any contract or arrangement between 2 (two) or more Persons in respect of transfer of Securities shall be enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the register of Members in respect thereof. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and shall be executed by or on behalf of both the transferor and transferee and shall be in conformity with all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being and the applicable SEBI Regulations shall be duly complied with in respect of all transfers of Shares and the registration thereof.

59. Where Shares are converted into stock:

(i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the Shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; *Provided that* the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the Shares from which the stock arose.

(iii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.

60. Save as otherwise provided in the Act or any applicable Law, no transfer of a Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or certificates of Shares, and if no such certificate is in existence, then the letter of allotment of the Shares. Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee *provided that* where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, *provided that* such registration shall not be suspended for more than 30 (thirty) days at any one time or for more than 45 (forty five) days in the aggregate in any year.

61. Subject to the provisions of the Act, these Articles, the Securities Contracts (Regulation) Act, 1956, as amended, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. *Provided that* the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares or other securities.

62. Only fully paid Shares or Debentures shall be transferred to a minor acting through his/her legal or natural guardian. Under no circumstances, Shares or Debentures be transferred to any insolvent or a person of unsound mind.

63. The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register, shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.

64. The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register—

(i) the transfer of a Share, not being a fully paid Share, to a person of whom they do not approve; or

(ii) any transfer of Shares on which the company has a lien.

65. The Board may decline to recognize any instrument of transfer unless—

(i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 of the Act;

(ii) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of Shares

66. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.

67. The Company may close the register of Members or the register of debenture-holders or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at any one time, subject to giving of previous notice of at least 7 (seven days) or such lesser period as may be specified by SEBI.

XII. TRANSMISSION OF SHARES

68. On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in this Article shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.

69. Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:

(i) to be registered as holder of the Share; or

(ii) to make such transfer of the Share as the deceased or insolvent Member could have made.

All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

70. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the Share before his death or insolvency.

71. If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

72. If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.

73. A Person becoming entitled to a Share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to the General Meetings of the Company, provided that the Board may, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share, until the requirements of the notice have been complied with.

XIII. FORFEITURE OF SHARES

74. If a Member fails to pay any call, or instalment of a call or any part thereof, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

75. The notice issued under Article 74 shall:

(i) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(ii) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made will be liable to be forfeited.

76. If the requirements of any such notice as aforesaid is not complied with, any Share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

77. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

78. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

79. A Person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by the Person to the Company in respect of the Shares.

80. The liability of such Person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares.

81. A duly verified declaration in writing that the declarant is a Director, the manager or the Secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Person claiming to be entitled to the Share.

82. The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favour of the Person to whom the Share is sold or otherwise disposed of.

83. The transferee shall there upon be registered as the holder of the Share.

84. The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

85. The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified.

XIV. SHARES AND SHARE CERTIFICATES

86. The Company shall cause to be kept a register of Members in accordance with Section 88 of the Act. The Company shall be entitled to maintain in any country outside India a "foreign register" of Members or Debenture holders resident in that country.

87. A Person subscribing to Shares of the Company shall have the option either to receive certificates for such Shares or hold the Shares with a Depository in electronic form. Where Person opts to hold any Share with the Depository, the Company shall intimate such Depository of details of allotment of the Shares to enable the Depository to enter in its records the name of such Person as the Beneficial Owner of such Shares. Where a Person opts to hold any Share with the Depository, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof. Such a Person who is the Beneficial Owner of the Shares can at any time opt-out of a Depository, if permitted by the Law, in respect of any Shares in the manner provided by the Depositories Act and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required certificate of Shares.

88. Unless the Shares have been issued in dematerialized form, every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or sub-division or consolidation or renewal of any of its Shares as the case may be or within a period of six months from the date of allotment in the case of any allotment of Debenture or within such other period as the conditions of issue shall be provided –

(i) one certificate for all his Shares without payment of any charges; or

(ii) several certificates, each for one or more of his Shares, upon payment of twenty rupees for each certificate after the first.

89. Every certificate of Shares shall be under the seal of the Company, if any, and shall specify the number and distinctive numbers of Shares to which it relates and amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary. The common seal shall be affixed in the presence of the persons required to sign the certificate. Further, out of the two Directors there shall be at least one director other than managing or whole-time director, where the composition of the Board so permits. *Provided that* in respect of a Share or Shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a Share to one of several joint-holders shall be sufficient delivery to all such holders.

90. If any Share stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members of the Company shall as regards voting at General Meetings, service of notice and all or any matters connected with the Company, except the transfer of Shares and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares and for all incidents thereof according to these Articles.

91. The Board may subject to the provisions of the Act, accept from any member on such terms and conditions as they think fit, a surrender of his Shares or stock or any part thereof.

92. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under

this Article shall be issued without payment of fee if the Board so decides, or on payment of such fee (not exceeding ₹20 for each certificate) as the Directors shall prescribe. *Provided that* no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other act or rules applicable in this behalf.

The provisions of this Article shall *mutatis mutandis* apply to issue of certificates for any other Securities, including Debentures, of the Company.

93. Subject to the provisions of Section 89 of the Act, a Person whose name is entered in the register of Members of the Company as the holder of the Shares but who does not hold the beneficial interest in such Shares shall file with the Company, a declaration to that effect in the form prescribed under the Act and the Company shall make necessary filings with the Registrar as may be required, within a prescribed period as set out in the Act and the rules framed thereunder.

94. Subject to provisions of Section 90 of the Act, every individual, who acting alone or together, or through one or more persons or trust, including a trust and Persons resident outside India, holds beneficial interests, of not less than twenty-five per cent. or such other percentage as may be prescribed under the Act, in Shares of the Company or the right to exercise, or the actual exercising of significant influence or control as defined in clause (*27*) of Section 2 of the Act, over the Company shall make a declaration to the Company, specifying the nature of his interest and other particulars, in such manner and within such period of acquisition of the beneficial interest or rights and any change thereof. The Company shall maintain a register of the interest declared by such individuals and changes therein which shall include the name of individual, his date of birth, address, details of ownership in the company and such other details as may be prescribed under the Act.

95. Notwithstanding anything contained hereinabove, a Member has a right to nominate one or more persons as his/her nominee(s) to be entitled to the rights and privileges as may be permitted under the law of such member in the event of death of the said member/s subject to the provisions of the Companies Act, 2013, and other applicable laws.

XV. SHAREHOLDERS' MEETINGS

96. An Annual General Meeting shall be held each year within the period specified by the Law. Not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours on a day that is not a national holiday (declared as such by the Central Government), and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine. Every Member of the Company shall be entitled to attend every General Meeting either in person or by proxy.

97. All notices of, and other communications relating to, any General Meeting shall be forwarded to the auditor of the Company, and the auditor shall, unless otherwise exempted by the Company, attend either by himself or through his authorised representative, who shall also be qualified to be an auditor, any General meeting and shall have right to be heard at such meeting on any part of the business which concerns him as the auditor.

98. All General Meetings other than the Annual General Meeting shall be called extraordinary General Meetings.

99. Subject to the provisions of the Act, the business of an Annual General Meeting shall be the consideration of financial statements and the reports of the Board of Directors and auditors; the declaration of any dividend; the appointment of Directors in place of those retiring; the appointment of, and the fixing of

the remuneration of, the auditors; in the case of any other meeting, all business shall be deemed to be special.

100. No business shall be discussed at any General Meeting except election of a Chairperson while the chair is vacant.

101. (i) The Board may, whenever it thinks fit, call an extraordinary General Meeting.

(ii) The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.

(iii) A General Meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, *provided that* a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode (a) in the case of an Annual General Meeting, by not less than 95% (ninety-five percent) of the members entitled to vote thereat; and (b) in the case of any other General Meeting, by majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up Share Capital of the Company as gives a right to vote at such General Meeting. Provided that where any Member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those Members shall be taken into account for the purposes of this Article in respect of the former resolution or resolutions and not in respect of the latter.

(iv) Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Sections 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

(v) Any accidental omission to give notice to, or the non-receipt of such notice by, any Member or other Person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

(vi) Subject to the provisions contained under Section 115 of the Act, where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the Company by such number of Members holding not less than one per cent of total voting power or holding Shares on which such aggregate sum not exceeding five lakh rupees, has been paid-up and the Company shall immediately after receipt of the notice, give its members notice of the resolution at least 7 (seven) days before the meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same manner as it gives notice of any General Meetings.

XVI. PROCEEDINGS AT SHAREHOLDERS' MEETINGS

102. The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or shall decline to take the chair, the Directors present shall elect one of them as Chairman and if no Director be present or if the Directors present decline to take the chair, then the members present shall elect one of their members to be a Chairman. If a poll is demanded on the election of the Chairman it shall be taken forthwith in accordance with the provisions of the Act and the Chairman elected on show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected as a result of the poll he shall be the Chairman for the rest of the meeting.

103. No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

104. No business shall be transacted at any General Meeting, unless a quorum of Members is present at the time when the meeting proceeds to transact business.

105. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.

106. In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the General Meeting shall stand adjourned to the same place and time 7 (seven) days later or to such other date and such other time and place as the Board may determine, *provided that* the agenda for such adjourned General Meeting shall remain the same. The said General Meeting if called by requisitionists under Section 100 of the Act shall stand cancelled.

107. In case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than 3 (three) days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.

108. The required quorum at any adjourned General Meeting shall be the same as that required at the original General Meeting.

109. If at the adjourned meeting also a quorum is not present within 30 (thirty) minutes from the time appointed for holding such meeting, the Members present shall be the quorum and may transact the business for which the meeting was called.

110. The Chairperson may, with the consent of Members at any meeting at which a quorum is present, and shall, if so directed at the meeting, adjourn the meeting, from time to time and from place to place.

111. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

112. When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

113. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

114. Before or on the declaration of the results of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairperson of the meeting on his/her own motion and shall be ordered to be taken by him/her on a demand made in accordance with Section 109 of the Act.

115. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

116. Notwithstanding anything contained elsewhere in these Articles, the Company:

(i) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and

(ii) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot,

in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution approved by the requisite majority of the Members by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly.

117. Directors may attend and speak at General Meetings, whether or not they are Shareholders.

118. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles.

119. The Chairperson of the Board of Directors or in his absence the vice-Chairperson of the Board shall, preside as chairperson at every General Meeting, annual or extraordinary.

XVII. VOTES OF MEMBERS

120. Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(i) on a show of hands, every member present in person shall have one vote; and

(ii) on a poll, the voting rights of Members shall be in proportion to their Share in the paid-up Share Capital.

121. In the case of an equality of votes, the Chairman shall, on a poll (if any) have casting vote in addition to the vote or votes to which he may be entitled as a member.

122. A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the monies so paid by him until the same would but for such payment become presently payable.

123. No member shall exercise any voting rights in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien or which have been transferred to IEPF.

124. At any General Meeting, a resolution put to vote of the meeting shall be decided as per the provisions of the Act and applicable SEBI Regulations, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in Person or by proxy, and having not less than one-tenth of the total voting power or holding Shares on which an aggregate sum of not less than ₹5,00,000 (Rupees five lakh) or such higher amount as may be prescribed has been paid up.

125. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

126. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

127. In case of joint holders, the vote of the senior who tenders a vote, whether in Person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names are stated in the register of Members of the Company.

128. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

129. No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid.

130. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meetings at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting and whether given personally or by proxy or otherwise shall be deemed valid for all purpose. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive.

131. A declaration by the Chairperson of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

132. Any poll duly demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairperson or adjournment of the meeting) shall be taken at such time not exceeding 48 hours from the time when the demand was made, as the Chairperson may direct.

133. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.

134. Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him/her in accordance with Section 109 of the Act.

135. The Chairperson shall have power, at any time before the result of the poll is declared to remove a scrutiniser from office and to fill vacancies in the office of scrutiniser arising from such removal or from any other cause.

136. The Chairperson of the meeting shall have power to regulate the manner in which a poll shall be taken.

137. The result of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken.

138. The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.

139. On a poll taken at meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

140. Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

141. At every Annual General Meeting of the Company, there shall be laid on the table the Directors' report, audited statements of accounts, auditor's report (if not already, incorporated in the audited statements of accounts), the proxy register with proxies and the register of Directors' holdings.

142. A body corporate (whether a company within the meaning of the Act or not) may,

(a) if it is member of the Company by a resolution of its board of directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company;

(b) if it is a creditor, (including a holder of debentures of the Company) by a resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of the Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the Company.

XVIII. PROXY

143. Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting.

144. The proxy shall not be entitled to vote except on a poll.

145. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the Person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

146. An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

147. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given; *provided that* no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or the adjourned meeting at which the proxy is used.

XIX. DIRECTORS

148. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not restricted by the Act or by these Articles.

149. Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), *provided that* the Company may appoint more than 15 (fifteen) directors after passing a Special Resolution. At least one Director shall reside in India for a total period of not less than 182 (one hundred and eighty-two) days or for such number of days as may be notified by the Government from time to time in each Financial Year.

150. The Directors need not hold any qualification Shares in the Company.

151. Subject to the provisions of the Act, each Director shall be paid sitting fees for each meeting of the Board or a Committee thereof attended by him, subject to the ceiling prescribed under the Act and other applicable Law.

152. The Directors shall also be paid travelling and other expenses for attending and returning from meeting of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company, in accordance with the provisions of the Act.

153. Subject to the applicable provisions of the Act and Law, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above.

154. Subject to the provisions of Section 197 and the other applicable provisions of the Act, the remuneration of Directors may be fixed at a particular sum or a percentage of the net profits or partly by one way and partly by the other.

155. In the event that a Director is absent for a continuous period of not less than 3 (three) months from India (an "**Original Director**"), subject to these Articles, the Board may appoint another person (an "**Alternate Director**"), not being a person holding any alternate directorship for any other Director or holding directorship in the Company, for and in place of the Original Director. The Alternate Director shall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the Original Director and generally to perform all functions of the Original Director in the Original Director's absence. No Person shall be appointed as an Alternate Director to an Independent Director unless such Person is qualified to be appointed as an Independent Director of the Company. Any Person so appointed as Alternate Director shall not hold office for a period longer than that permissible to the Original Director and shall vacate the office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

156. The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar and also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting. Such Director may also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later.

157. Not less than two-thirds of the total number of Directors shall (a) be persons whose period of the office is liable to determination by retirement of Directors by rotation and (b) save as otherwise expressly provided in the Articles or the Act, be appointed by the Company in General Meeting.

158. Subject to the provisions Section 169(5) and 169(6) of the Act, at every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three the number nearest to one-third, shall retire from office. The Independent Directors and Managing Director (till such person's term ends as per applicable law or term of appointment) shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "**Retiring Director**" means a Director retiring by rotation.

159. The Directors who retire by rotation under Article 158 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between those who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.

160. At any Annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the Retiring Director who is eligible for re-election or some other Person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act.

161. No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act.

162. No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as a Director and such consent has been filed with the Registrar within 30 (thirty) days of his appointment in the manner prescribed in the Act.

163. Subject to the provisions of the Act, the Directors shall have the power, at any time and from time to time to appoint any Persons as additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for re-appointment as Director.

164. The Company, may by Ordinary Resolution, of which special notice has been given in accordance with the Section 169 of the Act, remove any Director including the Managing Director, if any, before the expiration of the period of his office. Notwithstanding anything contained in these Articles or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.

165. If the office of any Director appointed by the Company in General Meeting, is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred.

166. In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source,

while any money remains due to them or any of them the lender concerned may have and may exercise the right and power to appoint, from time to time, any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act and as permitted under applicable Law. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification Shares.

167. The Company may, subject to the provisions of the Act and Law, take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably.

XX. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

168. The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their body to the office of the managing director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

169. Subject to the provisions of any contract between him and the Company, the managing director/ whole-time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director.

170. Subject to the provisions of the Act, a Managing Director or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and party in other) as the Board may determine subject to the approval of the Shareholders at the next General Meeting and as per the applicable provisions of the Act and SEBI Regulations.

171. The Board, subject to Section 179 and any other applicable provisions of the Act, may entrust to and confer upon a Managing Director or whole time Director any of the powers exercisable by them upon such terms and conditions and with such transfers, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

XXI. MEETINGS OF THE BOARD

172. The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit, subject to the provisions of the Act and applicable SEBI Regulations.

173. A Director may, and the manager or the Secretary of the Company upon the requisition of a Director shall, at any time convene a meeting of the Board, subject to the provisions of the Act.

174. Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board.

175. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum. *Provided that* where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.

176. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.

177. If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) Persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

178. Subject to the provisions of the Act allowing for shorter notice periods, a meeting of the Board shall be convened by giving not less than 7 (seven) days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.

179. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

180. The Board may elect a Chairperson for its meetings and determine the period for which he is to hold office. The Board may likewise appoint a vice-chairman of the Board of Directors to preside over the meeting at which the chairman shall not be present. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their member to be Chairperson of the meeting.

181. In case of equality of votes, the Chairperson of the Board shall decide unanimously at Board meetings of the Company.

182. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such Member or Members of its body as it thinks fit.

183. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board and applicable under Law.

184. A committee may elect a chairperson of its meetings and may also determine the period for which he is to hold office. If no such chairperson is elected, or if at any meeting the chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairperson of the meeting.

185. A committee may meet and adjourn as it thinks fit.

186. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Directors present. The chairperson of the committee, if any, shall not have any second or casting vote.

187. Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of the Committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, *provided that* a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

188. All acts done in any meeting of the Board or of a committee thereof or by any Person acting as a Director shall, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect for disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director.

189. Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only

of such Director holding that office or of the fiduciary relations thereby established; *provided that* every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board and shall not participate in such meeting as required under Section 184 and other applicable provisions of the Act, and his presence shall not be counted for the purposes of forming a quorum at the time of such discussion or vote.

XXII. POWERS OF THE DIRECTORS

190. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these Articles are expressly directed to be exercised by the Members in the General Meeting.

191. Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers covered under Section 179(3)(d) to Section 179(3)(f) to any committee of the Board, managers, or any other principal officer of the Company as they may deem fit and may at their own discretion revoke such powers.

192. The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time.

193. Subject to the provisions of the Act, these Articles and other applicable provisions of Law, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; *provided that* the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum of Association or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

194. Subject to the provisions of the Act and any other applicable Law for the time being in force, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for and on behalf of the Company in such manner and upon such terms and conditions in all respects as they think fit and through the issue of Debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital then available.

195. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, *hundies* and bills or may authorise any other Person or Persons to exercise such powers.

196. All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

XXIII. SPECIAL NOTICE

197. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one percent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up and the Company shall give its members notice of the resolution in such manner as may be prescribed.

XXIV. BORROWING POWERS

198. Subject to the provisions of the Act and these Articles the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable Debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and Securities of the Company or by other means as the Board deems expedient.

199. The Board of Directors shall not except with the consent of the Company by way of a Special Resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up Share Capital, free reserves and securities premium of the Company.

XXV. DIVIDEND AND RESERVES

200. The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

201. Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

202. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

203. Subject to the rights of Persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares.

204. No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of these Articles as paid on the Share.

205. All dividends shall be apportioned and paid proportionately to the amounts, paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly.

206. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares.

207. Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque, demand draft or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members of the Company, or to such Person and to such address as the holder or joint holders may in writing direct.

208. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent.

209. Any one of two or more joint holders of a Share may give effectual receipts for any dividends, bonuses or other payments in respect of such Share.

210. Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the Persons entitled to Share therein in the manner mentioned in the Act.

211. No dividend shall bear interest against the Company.

212. A Shareholder can waive/forgo the right to receive the dividend (either final and/or interim) to which he is entitled, on some or all the Shares held by him in the Company. However, the Shareholder cannot waive/forgo the right to receive the dividend (either final and/or interim) for a part of percentage of dividend on Share(s).

213. Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'.

214. Any money transferred to the 'Unpaid Dividend Account' of a company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under Section 125 of the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

215. All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. Provided that any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.

216. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company.

XXVI. INSPECTION OF ACCOUNTS

217. (i) The Board shall cause proper books of account to be maintained under Section 128 and other applicable provisions of the Act.

(ii) The Board shall, from time to time, in accordance with the Act, determine whether and to what extent and at what times and places and under what conditions or regulations all books of the Company or any of them, shall be open to the inspection of Members not being Directors.

(iii) No Member (not being a Director) or other Person shall have any right of inspecting any account book or document of the Company except as conferred by Law or authorised by the Board or by the Company in General Meetings.

(iv) Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company.

XXVII. DOCUMENTS AND NOTICES

218. Service of documents or notices on members by the Company

1. A document or notice may be served by the Company on any member thereof either personally or by sending it by registered post or by speed post or by courier service or by leaving it at his registered address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notice on him or by means of such electronic or other mode as may be prescribed under the Act.

2. A document or notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.

3. A document or notice may be served by the Company on the joint holders of a share by serving it on the joint holder named first in the Register in respect of the share.

4. The signature to any document or notice to be given by the Company may be written or printed or lithographed, facsimile or through digital means.

5. Document or notice of every general meeting shall be served or given in the same manner hereinbefore authorised on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member and (c) the auditor or auditors for the time being of the Company d) any other person or authority as may be applicable under the Act or SEBI Regulations.

6. A document may be served on the Company or an officer thereof by sending it to the Company or officer at the registered office of the Company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed. Provided that where securities are held with a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic or other mode.

XXVIII. REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY

219. The Company shall keep and maintain registers, books and Documents as required by the Act or these Articles, including the following:

(1) Register of Investments made by the Company but not held in its own name, as required by Section 187(3) of the Act, and shall keep it open for inspection by any member or debenture holder of the Company without charge.

(2) Register of Charges and copies of instrument creating any charge requiring registration according to Section 85 of the Act, and shall keep them open for inspection by any creditor or member of the Company without fee and for inspection by any person on payment of a fee of rupee ten for each inspection.

(3) Register and Index of Members as required by Section 88 of the Act, and shall keep the same open for inspection during business hours, at such reasonable time on every working day as the Board may decide by any member, debenture holder, other security holder or Beneficial Owner without payment of fee and by any other person on payment of a fee of rupees fifty for each inspection.

(4) Register and Index of Debenture Holders or Security Holders under Section 88 of the Act, and keep it open for inspection during business hours, at such reasonable time on every working day as the Board may decide by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of rupees fifty for each inspection.

(5) Foreign Register, if so thought fit, as required by Section 88 of the Act, and it shall be open for inspection and may be closed and extracts may be taken therefrom and copies thereof as maybe required in the manner, mutatis mutandis, as is applicable to the Principal Register.

(6) Register of Contracts with related parties and companies and firms etc. in which Directors are interested as required by Section 189 of the Act, and shall keep it open for inspection at the registered office of the Company during business hours by any member of the Company. The Company shall provide extracts from such register to a member of the Company on his request, within seven days from the date on which such request is made upon the payment of fee of ten rupees per page.

(7) Register of Directors and Key Managerial Personnel etc., as required by Section 170 of the Act and shall keep it open for inspection during business hours and the members of the Company shall have a right to take extracts therefrom and copies thereof, on a request by the members, be provided to them free of cost within thirty days. Such register shall also be kept open for inspection at every annual general meeting of the Company and shall be made accessible to any person attending the meeting.

(8) Register of Loans, Guarantee, Security and Acquisition made by the Company as required by Section186 (9) of the Act. The extracts from such register may be furnished to any member of the Company on payment of fees of ten rupees for each page.

(9) Books recording minutes of all proceedings of meetings in accordance with the provisions of Section 118 of the Act.

(10) Copies of Annual Returns prepared under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto.

Provided that any member, debenture holder, security holder or Beneficial Owner or any other person may require a copy of any such register referred to sub-clause (3), (4) or (5), or the entries therein or the copies of annual returns referred to in this sub-clause (10) on payment of a fee of ten rupees for each page. Such copy or entries or return shall be supplied within seven days of deposit of such fee.

XXIX. COPIES OF MEMORANDUM AND ARTICLES OF ASSOCIATION TO BE SENT TO MEMBERS

220. The Company shall subject to the payment of the fee prescribed under Section 17 of the Act, or its statutory modification for the time being in force, on being so required by a member, send to him with seven days of the requirement, a copy of each of the following documents as in force for the time being.

(a) The Memorandum,
(b) The Articles, and
(c) Every agreement and every resolution referred to in sub-section (1) of Section 117 of the Act, if and in so far as they have not been embodied in the Memorandum of the Company or these Articles.

XXX. SECRECY

221. Every manager, auditor, trustee, member of a Committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Board, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all *bona fide* transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the Law of the country and except so far as may be necessary in order to comply with any of the provisions in these Articles, the provisions of the Act and the Law.

XXXI. DIRECTOR, OFFICER NOT RESPONSIBLE FOR ACTS OF OTHERS

222. Subject to the provisions of Section 197 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through

insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested, or for any loss or damages arising from insolvency or tortuous act of any person, firm or company to or with whom any monies, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgement, omission, default or oversight on his part or for any other loss, damage, or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

XXXII. WINDING UP

223. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016, as amended (to the extent applicable).

XXXIII. THE SEAL

224. (i) The Board shall provide for the safe custody of the seal, if any, of the Company.

(ii) The seal shall not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of at least 1 (one) Director or Company Secretary or any other official of the Company as the Board may decide and that 1 (one) Director or Company Secretary or such official shall sign every instrument to which the Seal of the Company is so affixed in their presence. The Share certificates will, however, be signed and sealed in accordance with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, as amended.

XXXIV. AUDIT

225. Subject to the provisions of the Act, the Company shall appoint an auditor at an Annual General Meeting to hold office from the conclusion of that Annual General Meeting until a continuous period of five years or such time as permitted under the Act and Law, and every auditor so appointed shall be informed of his appointment.

226. The Directors may fill up any casual vacancy in the office of the auditors within 30 (thirty) days subject to the provisions of Sections 139 and 140 of the Act and the rules framed thereunder.

227. The remuneration of the auditors shall be fixed by the Company in the Annual General Meeting or in such manner as the Company may in the General Meeting determine.

XXXV. NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION

228. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Directors or Managing Director or to require discovery of or any information respecting any detail of the Company’s trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Director; it would be inexpedient in the interest of the Company to disclose.

XXXVI. UNDERWRITING

229. Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at any time pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures or debenture stock in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture-stock of the Company, but so that the commission shall not exceed in the case of shares five per cent of the price at which the shares are issued and in the case of debentures two and a half percent of the price at which the debentures are issued. Such commission shall be paid either out of the proceeds of the issue or the profit of the Company or both. Subject to the provisions of the Act, any commission payable as aforesaid may be satisfied by payment of cash or by allotment of fully or partly paid shares or debentures as the case may be or partly in one way and partly in the other.

XXXVII. GENERAL AUTHORITY

230. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

XXXVIII. INDEMNITY

231. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the National Company Law Tribunal.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus filed with the Registrar of Companies, and also the documents for inspection referred to hereunder may be inspected at our Registered and Corporate Office, from 10.00 a.m. to 5.00 p.m. on Working Days and will also be available at www.waaree.com/ipo from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such documents or agreements executed after the Bid/Offer Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material contracts for the Offer

1. Offer agreement dated December 28, 2023, entered into between our Company, the Selling Shareholders and the BRLMs.

2. Registrar agreement dated December 22, 2023, entered into between our Company, the Selling Shareholders and the Registrar to the Offer.

3. Escrow and sponsor bank agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar to the Offer, Syndicate Members, the BRLMs and the Banker(s) to the Offer.

4. Share escrow agreement dated [●] entered into between the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate agreement dated [●] entered into between our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar to the Offer.

6. Monitoring agency agreement dated [●] entered into between our Company and the Monitoring Agency.

7. Underwriting agreement dated [●] entered into between our Company, the Selling Shareholders and the Underwriters.

Material documents

1. Certified copies of the Memorandum of Association and Articles of Association as amended from time to time.

2. Certificate of incorporation dated December 18, 1990.

3. Fresh certificate of incorporation pursuant to change in name dated April 25, 2007.

4. Fresh certificate of incorporation pursuant to change in name dated October 15, 2007.

5. Fresh certificate of incorporation pursuant to change in name dated December 12, 2007.

6. Fresh certificate of incorporation consequent upon conversion to public limited company dated May 2, 2013.

7. Resolution of the Board of Directors dated June 16, 2023 and resolution of the Shareholders dated September 29, 2023 in relation to the Offer and other related matters.

8. Resolution of the Board of Directors dated December 28, 2023 approving this Draft Red Herring Prospectus.

9. Resolution of the Board of Directors dated December 28, 2023 taking on record the consent from each of the Selling Shareholders.

10. Consent letters from the each of the Selling Shareholders in relation to the Offer for Sale.

11. Consent letter dated December 27, 2023 from CRISIL to rely on and reproduce part or whole of the CRISIL Report and include their name in this Draft Red Herring Prospectus.

12. Report titled "*Solar Power Market in India*" dated December 2023, prepared by CRISIL.

13. Written consent dated December 28, 2023 from S R B C & CO LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated December 4, 2023 on our Restated Consolidated Summary Statements; and (ii) their report dated December 27, 2023 on the Statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

14. Written consent dated December 25, 2023 from Oriens Advisors LLP, to include their name, as required under Section 26 of the Companies Act, 2013, in this Draft Red Herring Prospectus and as an 'expert' under Section 2(38) of Companies Act, 2013 in respect of the Project Report.

15. Written consent dated consent dated December 26, 2023 from M.R. Prajapati, Chartered Engineer, as chartered engineer to include his name, as required under Section 26 of the Companies Act, 2013, in this Draft Red Herring Prospectus and as an 'expert' under Section 2(38) of Companies Act, 2013 in respect of the certificate dated December 26, 2023.

16. The examination report dated December 4, 2023 of the Statutory Auditor on our Restated Consolidated Summary Statements.

17. The report on the statement of special tax benefits dated December 27, 2023 from the Statutory Auditor.

18. Certificate dated December 28, 2023, from S G C O & Co LLP, Chartered Accountants, regarding key performance indicators of our Company.

19. Copies of annual reports of our Company for the Fiscals 2021, 2022 and 2023.

20. Consent of the Directors, BRLMs, Syndicate Members, the legal counsel to the Company as to Indian law, Registrar to the Offer, Banker(s) to the Offer, Bankers to our Company, Company Secretary and Compliance Officer, Monitoring Agency, Project Consultant and the Chartered Engineer as referred to in their specific capacities.

21. Business transfer agreement dated March 5, 2021 executed between SGP Industrial Infrastructure Private Limited (*Formerly known as Waaree Renewables Private Limited*) and Waaree Energies Limited.

22. Share purchase agreement dated July 11, 2018, along with the amended share purchase agreement dated December 31, 2018 executed between Hero Solar Energy Private Limited, Waaree Energies Limited, Hitesh Chimanlal Doshi, Viren Chimanlal Doshi and Waaneep Solar Private Limited.

23. Shareholders' agreement dated July 10, 2018 executed between Aditya Birla Renewables Limited, Waaree Renewable Technologies Limited (formerly known as Sangam Renewables Limited) and Waacox Energy Private Limited.

24. The order of the NCLT, New Delhi dated April 21, 2022 approving the Indosolar Resolution Plan.

25. Report titled "*Capital Expenditure Report for the Proposed Project of 6GW Ingot Wafer, Solar Cell and Solar PV Module manufacturing facility In the State of Odisha, India*" dated December 25, 2023 prepared by Oriens Advisors LLP in relation to the Project.

26. Deed of guarantee dated May 22, 2023 by Waaree Sustainable Finance Private Limited (formerly known as Mahavir Thermoequip Private Limited) (as the guarantor) in favour of SBICAP Trustee Company Limited (as the security trustee).

27. Tripartite agreement dated August 27, 2021 among our Company, NSDL and the Registrar to the Offer.

28. Tripartite agreement dated August 25, 2021 among our Company, CDSL and the Registrar to the Offer.

29. Due diligence certificate dated December 28, 2023 addressed to SEBI from the BRLMs.

30. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.

31. SEBI observation letter bearing reference no. [●] and dated [●].

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government , or the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

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Hitesh Chimanlal Doshi

Chairman and Managing Director

Place: Mumbai

Date: December 28, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

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Hitesh Pranjivan Mehta

Whole-time Director and Chief Financial Officer

Place: Mumbai

Date: December 28, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

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Viren Chimanlal Doshi

Whole-time Director

Place: Mumbai

Date: December 28, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

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Dr. Arvind Ananthanarayanan

Non-Executive Director

Place: Budapest, Hungary

Date: December 28, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

____

Rajender Mohan Malla

Independent Director

Place: New Jersey

Date: December 28, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

____

Jayesh Dhirajlal Shah

Independent Director

Place: Mumbai

Date: December 28, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

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Richa Manoj Goyal

Independent Director

Place: Surat

Date: December 28, 2023

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Director of our Company

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Sujit Kumar Varma

Independent Director

Place: Mumbai

Date: December 28, 2023

DECLARATION

We, Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*), a Selling Shareholder, hereby confirm that all statements, disclosures, and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to us, as a Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Waaree Sustainable Finance Private Limited (*formerly known as Mahavir Thermoequip Private Limited*)

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Name: Ankit Doshi

Place: Mumbai

Date: December 28, 2023

DECLARATION

We, Chandurkar Investments Private Limited, a Selling Shareholder, hereby confirm that all statements, disclosures, and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to us, as a Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed by Hitesh Pranjivan Mehta (as the power of attorney holder for and on behalf of **Chandurkar Investments Private Limited**)

Name: Hitesh Pranjivan Mehta

Place: Mumbai

Date: December 28, 2023

DECLARATION

I, Samir Surendra Shah, a Selling Shareholder, hereby confirm that all statements, disclosures, and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed by Hitesh Pranjivan Mehta (as the power of attorney holder for and on behalf of **Samir Surendra Shah**)

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Name: Hitesh Pranjivan Mehta

Place: Mumbai

Date: December 28, 2023