STERLING & WILSON

August 14, 2024

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 **Scrip Code: 542760**	**National Stock Exchange of India Limited** Exchange Plaza Bandra Kurla Complex Bandra (East), Mumbai – 400 051 **Symbol: SWSOLAR**

Sub.: Annual Report of Sterling and Wilson Renewable Energy Limited ("the Company") for the Financial Year 2023-24 along with the Notice of the 7th Annual General Meeting of the Company ("7th AGM")

Ref.: Intimation under Regulations 30 and 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/ Madam,

Pursuant to Regulations 30 and 34 of the SEBI Listing Regulations, please find enclosed herewith the Annual Report of the Company for the Financial Year 2023-24along with the Notice of the 7th AGM of the Members of the Company. The Notice of the 7th AGM is given on Page Nos. 17 to 24 of the Annual Report.

Further, in accordance with all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI Listing Regulations, read with all the circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), we wish to inform you that:

1) The 7th AGM of the Company will be held on **Thursday, September 05, 2024** at **11:00 a.m. IST** through Video Conferencing ("VC")/ Other Audio -Visual Means ("OAVM");
2) The Notice of the 7th AGM along with the Annual Report for the Financial Year 2023-24 is being sent today, only by electronic mode to those Shareholders whose email address is registered with the Depository Participant(s)/ the Company/ the Company's Registrar and Share Transfer Agent; and
3) Pursuant to Regulation 44 of SEBI Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has provided e-voting facility to enable the Members to cast their votes electronically.

The Notice of the 7th AGM of the Company *inter alia* indicates the process and manner of remote e-voting/ e-voting at the 7th AGM and instructions for participation at the 7th AGM through VC/ OAVM.

The said Annual Report is also available on the website of the Company at www.sterlingandwilsonre.com

The agenda items proposed to be taken up at the 7th AGM are as follows:

Sr. No.	Agenda item	Resolution to be passed
1	To consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, and the reports of the Board and the Auditors thereon. b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and the report of the Auditors thereon.	Ordinary Resolution
2	To appoint Mr. Saurabh Agarwal (DIN: 09206293), Non-Executive Director of the Company, who retires by rotation as a Director	Ordinary Resolution
3	To approve appointment of Branch Auditors	Ordinary Resolution

Request you to take the same on records.

Thanking you.

Yours faithfully,
For **Sterling and Wilson Renewable Energy Limited**

Venkata Jagannadha Rao Chunduru
Digitally signed by Venkata Jagannadha Rao Chunduru
Date: 2024.08.14 22:47:12 +05'30'

Jagannadha Rao Ch. V.
Company Secretary
Encl.: As above

STERLING & WILSON

Growing

from strength to strength

Annual Report **2023-24**

What's Inside?

CORPORATE OVERVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS

To download this report or to read online log on to: **www.sterlingandwilsonre.com**

18 GW

Global EPC Portfolio

7.67 GW

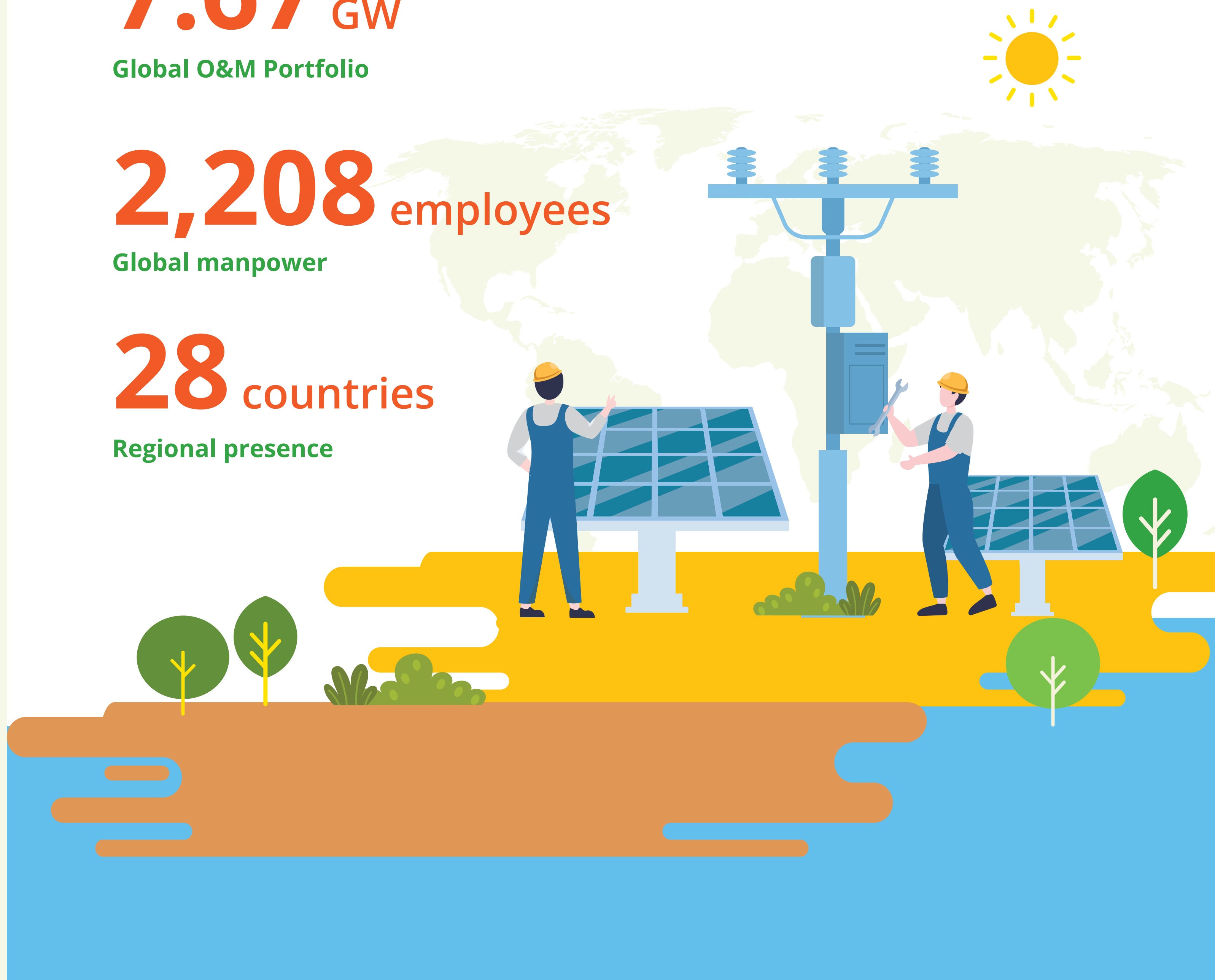
Global O&M Portfolio

2,208 employees

Global manpower

28 countries

Regional presence



Growing
from strength to strength

We are a leading pure-play global solar EPC solutions provider in the world and a major Solar O&M player globally, with rich operational experience and significant presence worldwide. We continue to dominate the solar EPC space and augment our geographical presence, while maintaining our domestic leadership position.

As a global leader in EPC services for utility-scale solar, floating solar and hybrid & energy storage solutions with a total portfolio of over 18 GW, our expertise in project management and execution stays unmatched in the industry.

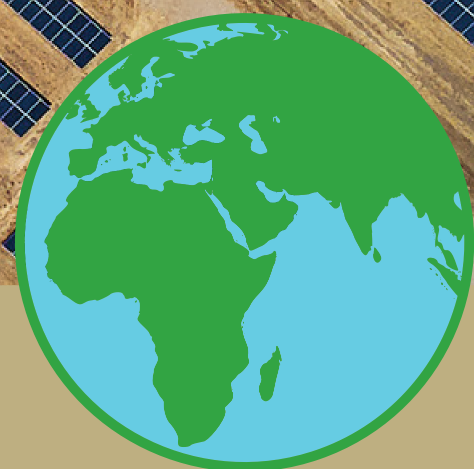
Despite continuing industry challenges, we are growing from strength to strength and have been delivering projects in the most demanding geographies including the US, Australia and Chile. Our in-depth understanding of our customers' needs, coupled with an excellent execution track record and access to cutting-edge technology, reinforces our commitment to delivering all projects successfully.

With a shared commitment to accelerating and fast-tracking the world's transition to clean energy, we look forward to continued collaboration to deliver the highest-performing, cost-efficient, and timely solutions to plant operator-owners across the globe.

We remain committed to operational excellence and our aim is to lead in the shift towards sustainable energy solutions. As the renewable energy sector continues to grow and evolve, we are navigating the company through the industry's dynamic landscape, enhancing our competitive edge, and contributing to global sustainability goals.

Going forward, with our vast experience and strategic insights anticipated to drive significant advancements in our operational efficiency, we continue making strategic moves and take positive steps to strengthen our capabilities and leadership in the renewable energy market.

Managing "world-class projects" at a global level



EPC and O&M of 1.18 GWp, one of the largest single-location PV plant in Abu Dhabi

EPC and O&M of 3+ MW NTPC in two projects

Executing one of India's largest PV plants at Khavda, Gujarat

Gaining A Strong Foothold in The Energy Market

One of India's leading solar EPC companies

We are a global pure-play, end-to-end solar EPC solutions provider from Concept to Commissioning with an asset-light business model. We provide EPC services for utility-scale solar, floating solar, and hybrid and energy storage solutions.

With a total EPC portfolio of 18 GW (including projects commissioned and under various stages of construction), we also manage an operation and maintenance (O&M) portfolio of around 7.67 GW solar power projects, including projects constructed by third-parties.

Reinforcing our position as a global EPC player

We commenced operations in 2011 and were earlier a part of our promoter Shapoorji Pallonji Group. In 2022, Reliance Industries Limited (RIL) acquired 40% stake in the Company through its subsidiary Reliance New Energy Limited (RNEL). The association with RIL has further strengthened our position as a Global EPC and a leading Solar O&M player.

Our Customised Solutions

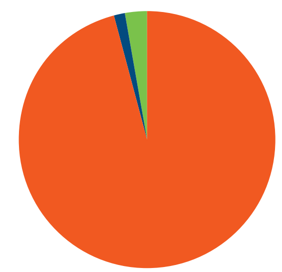
- Utility Scale
- Rooftop and Floating Solar
- Hybrid and Energy Storage
- Operations & Maintenance

Our Global Presence

Today, we have established a presence in 28 countries, and have expanded our operations in the key markets of India, Southeast Asia, the Middle East, Africa, Europe, Australia, and the Americas.

Global EPC Portfolio

Active EPC Bid Pipeline: 30.0 GW



- 83.5% India
- 1.2% MENA
- 2.3% Others

Turnkey EPC Services

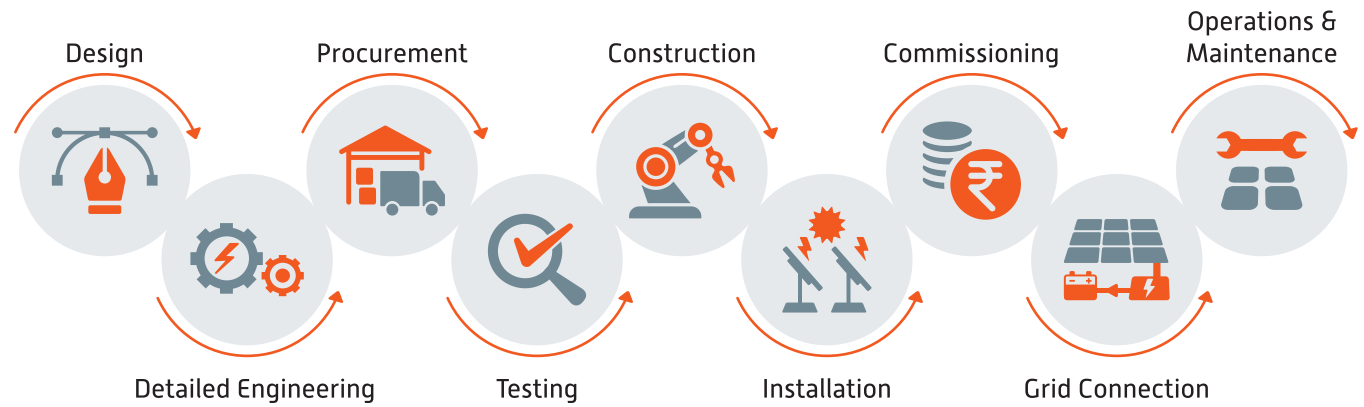
- Utility Scale
- Floating Solar
- Solar and Energy Storage
- Operations & Maintenance

EPC Portfolio Bid Pipeline (Projected for FY2025)

- **24.5 GW** India
- **2.5 GW** ME, Africa, CIS and SEA combined
- **3.8 GW** Europe

Providing End-to-End Solar Energy Solutions for Sustainable Growth

Concept to Commissioning – Managing all aspects of Project Execution



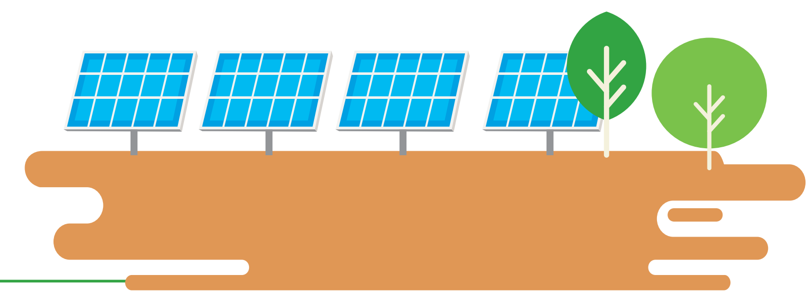
Presence Across the Globe

Offices in
28 countries

Projects in
20 countries

As of March 31, 2024

Map not to scale. For illustrative purposes only.



Key Differentiators

01 Experience
Strong track record of executing complex & large-scale EPC projects leading to high customer retention and repeat business

02 Strong relationships
A bankable player with strong relationships with customers and other key stakeholders

03 Global presence
One of the only global pure-play solar EPC players with a significant presence and operational experience across geographies

04 Expeditious
Quick decision-making and well-defined internal processes leading to timely execution

05 Talent pool
Strong inhouse design and engineering team providing customised solutions

06 Cost effective
Leveraging the low-cost India base for global execution providing cost competitive solutions

Chairman's Message to Shareholders

Delivering Projects. Growing Stronger.

Our extensive portfolio of EPC projects, totalling 18 GWp of capacity, coupled with a noteworthy O&M portfolio of 7.6 GWp, clearly indicates our strong project management capabilities, global expertise and the trust placed in us by our esteemed shareholders.

Dear Shareholders,

It gives me great pleasure to present to you the annual report for your Company for the financial year 2023-24. Standing out as one of India's leading solar EPC companies, Sterling and Wilson Renewable Energy (SWREL) continued to maintain its position as a dominant player in the industry. Our extensive portfolio of EPC projects, totalling 18 GWp of capacity, coupled with a noteworthy O&M portfolio of 7.6 GWp, clearly indicates our strong project management capabilities, global expertise and the trust placed in us by our esteemed shareholders.

Industry overview

Growing consistently for the past two decades, the global renewable energy industry is well-poised to add approximately 3,700 GW of new renewable capacity between 2023 and 2028. The growth shall be driven by improving economics and favourable policy implementations in over 130 countries, in addition to the sector's ability to diversify energy resources, transform energy security and combat climate change. India, apart from being the third-largest energy consumer in the world, also stands out for its renewable energy capacity. Ranking fourth in its installed capacity for renewables, it is geared to ensure that at least half of its energy needs by 2030 is met through renewable sources. Driven by government initiatives, low-cost finance, declining solar power costs, open-access solar project expansion, and increasing rooftop installations, India stands at a unique vantage point to become a key global player in solar energy production.

Our industry-leading capabilities and project management skills position us perfectly to seize and contribute immensely to this emerging potential and serve as frontrunners in India's journey of becoming a renewable-powered economy.

Growing from strength to strength

Despite the headwinds, the Company has shown remarkable strength in successfully delivering projects in some of the most demanding geographies, including the United States, Australia and Chile, South America. Our excellent execution track record, supported by cutting-edge technologies, stands out as a testament to our commitment for on-schedule project deliveries.

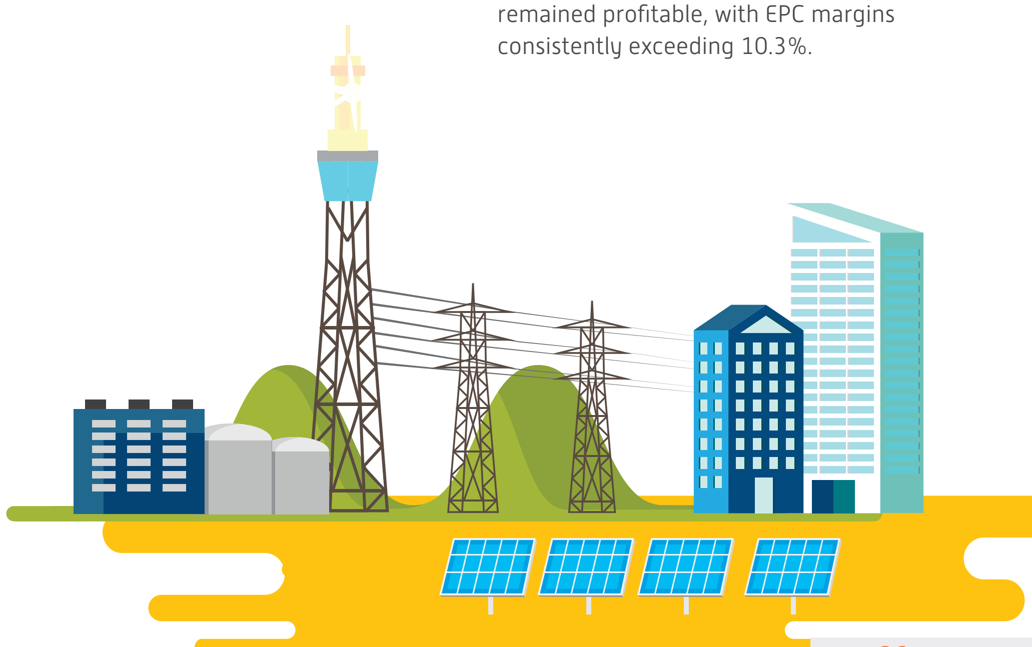
Growing from strength to strength, SWREL achieved many prestigious project wins in FY2024. One amongst them is securing our third solar EPC contract from NTPC REL in Khavda RE Power Park of Gujarat. The contract price, including three-year operation and maintenance, is ₹ 1,535 crore (around US$ 185 million). We continue to win repeat projects from our existing customers in India who are themselves on a large expansion drive and see our Company as a significant and preferred partner in achieving success.

In another significant milestone, we bagged our first international orders in Europe from Plentitude in Spain and Enfinity in Italy. Both these customers have large project pipelines and the successful execution of these projects will help us expand in the lucrative European market. The MoU signed between our partners Sun Africa, The Federal Republic of Nigeria and ourselves (SWREL) has seen substantial progress in the past few months. The final terms and conditions of the contract have been negotiated and we look forward to signing the historic contract in the near future.

We foresee profound opportunities as the addressable market for solar EPC is set to grow at 14-15% per annum. As an industry leader, reputed for strong project delivery, quick project management capabilities and competence to handle large volumes, we are advantageously placed to leverage this growth and ensure continued success.

Performance in FY2024

Our Consolidated Revenues in FY2024 increased by 51% YoY at ₹ 3,035 crore vis-à-vis ₹ 2,015 crore in the earlier fiscal year. The surge in revenues served a crucial role in successfully navigating back to positive consolidated EBITDA, ending the year at ₹ 54 crore. Despite challenging times, the domestic EPC business remained profitable, with EPC margins consistently exceeding 10.3%.



Our sustained efforts helped us to rationalise overheads at ₹ 333 crore this year, compared with ₹ 382 crore a year earlier.

With high interest expense affecting our bottom line, we ended the year with a Net Loss, which narrowed to ₹ 210.79 crore, compared with ₹ 1,174.96 crore in FY2023.

A key achievement this year was to significantly deleverage our balance sheet. Our Net Debt as of March 2024 was ₹ 116 crore, considerably lower than ₹ 1,966 crore a year ago. With no debt repayments due till Q3-FY2025, we are better placed in terms of liquidity.

Strong emphasis was placed on strengthening our O&M portfolio, which grew to 7.6 GW as of March 2024. The Revenue from O&M business stood at ₹ 210.41 crore vis-à-vis ₹ 189.9 crore in the earlier year. It constituted 9.4% of total revenue, compared with 9.5% in the earlier year. O&M gross margins stood at 16.01%. We expect this business to swell further as the growing EPC pipeline is estimated to continue feeding a larger portfolio of O&M projects over the next 12-18 months.

The QIP placement

In another strategic development, we successfully raised ₹ 1,500 crore through a Qualified Institutional Placement (QIP) of equity shares, involving issuance and allotment of 43.2 million shares at an issue price of ₹ 347 per share. We received an excellent response from domestic as well as international investors with the issue being over-subscribed by over 10 times. We have significantly enhanced our shareholder base with an excellent set of domestic and international institutions becoming our shareholders. Utilising a major portion of these funds to reduce debt has significantly strengthened our balance sheet, empowering us to tap into the immense potential of the rapidly expanding solar EPC markets in India and worldwide.

We had a number of customers who were keen to work with us once our balance sheet issues were resolved, and post this QIP, there has been a significant order inflow from our repeat as well as new customers.

EPC orders gaining momentum

In FY2024, we experienced a strong momentum in order booking, ending the year with ₹ 6,023 crore order inflows, totalling ~3.3 GW, compared to ₹ 4,387 crore a year ago. The Unexecuted Order Value (UOV), which largely comprised domestic orders and was a key driver of our performance, increased to ₹ 8,084 crore as of March 2024, 65% higher than ₹ 4,913 crore in the previous year. This was due to a significant inflow in domestic EPC orders, bolstered by a robust and expanding bid pipeline, both in India and overseas.

As mentioned earlier, in a significant achievement, we won two international BOS orders worth EUR 132 million from Plentitude in Spain and Enfinity in Italy, marking our first international orders after a gap of three years. These orders are in line with our revised risk matrices and are helping the Company mitigate the risk of module price exposure.

Future pipeline

Our active order pipeline is extremely robust and comprises projects with high visibility. Given our leadership and competencies, we are confident of our ability to maintain a strong win ratio in the future bids.

Currently, the Company is actively pursuing projects totalling 25 GW in India and 5 GW in the international geographies. We also aim to expand our O&M portfolio further, with increased focus on third-party O&M in international markets.

Resolution of our balance sheet related concerns and becoming a nearly 'net debt free' Company has reinstated customer trust and encouraged enquiries from our marquee customers, reinforcing our ability to sustain future growth momentum. This improved financial position has inspired us to explore new territories, expand into new businesses like round-the-clock renewable energy projects with battery storage and focus on large solar PV + BESS projects.

Improving share in Clean Energy

As we take significant strides into the rapidly-growing renewable energy space, green energy solutions are a natural progression for us, helping us become a diversified renewables company. With a shared mission to fast-track clean energy for the planet, we look forward to entering into further collaborations to deliver the highest-performing, cost-efficient, and timely solutions to plant operator-owners across the globe. We will continue leveraging our strong relationships with all stakeholders to increase our market share in Battery Storage, Green Hydrogen, and other renewable energy projects.

We continue to expand our offerings to include EPC solutions for hybrid energy power plants and Energy Storage. By capitalising on these opportunities, we aim to deepen our relationships with customers and provide comprehensive solutions to meet the renewable energy requirements.

Ensuring holistic and sustainable value creation

With IPPs extensive plans for global capacity additions, the solar industry is well-poised to flourish. Propelling the global landscape forward, India stands 4th globally in Renewable Energy Installed Capacity and has set an enhanced target at the COP26 of 500 GW of non-fossil fuel-based energy by 2030.

Bolstered by a decrease in module prices and supported by lower LCOEs, the time is ripe for more projects to become operational, translating into more orders for EPC players like us. As a Company having adequate resources, expertise and experience to seize this enormous opportunity, we are positioned for boundless growth and success.

We are projecting an increase in our international business, besides expecting further growth in our India and MENA businesses. Going forward, we aim to expand our business in margin-accretive regions and place strategic focus on markets with conducive solar power policies and high solar resources.

To deliver further stakeholder value, we are significantly enhancing our team by hiring and attracting the top talent. Our talented team, which is distinguished by remarkable productivity, creativity and potential leadership qualities forms the bedrock of our business operations and brings exceptional value to the organisation by pushing the boundaries of innovation, positively influencing our workplace culture and demonstrating high potential for future growth.

Thank you, Stakeholders

On behalf of our Board of Directors, I take this opportunity to express my sincere gratitude and appreciation for our stakeholders, employees, and partners for their continued support and patience. Your unwavering belief and guidance has always been crucial in laying the foundation for an exciting future, focussed on environmental responsibility, technology investments, and infrastructure development.

The upcoming year is anticipated to be promising for SWREL and I look forward to sharing many more milestones with you in our journey to a resilient and sustainable future.

Warm Regards,

Khurshed Daruvala

Chairman

> We continue to expand our offerings to include EPC solutions for hybrid energy power plants and Energy Storage. By capitalising on these opportunities, we aim to deepen our relationships with customers and provide comprehensive solutions to meet the renewable energy requirements.

Our Diverse and Experienced Board

Mr. Khurshed Daruvala

Chairman, Non-Executive, Non-Independent Director

Khurshed Daruvala holds a Bachelor's degree in Commerce from the University of Mumbai and is an Associate Member of the Institute of Chartered Accountants of India (ICAI). He has been part of the Sterling and Wilson Group for almost 27 years. He has been on the board of Sterling and Wilson Renewable Energy Limited since April 25, 2018.

Mr. Umesh Khanna

Non-Executive, Non-Independent Director

Umesh Khanna is the Group Head - Co-ordination at Shapoorji Pallonji and Company Private Limited. With over four decades of experience, Umesh began his career with BHEL rising to the role of Regional Head - Southeast Asia & AGM - International operations based out of Jakarta, Indonesia.

He worked on deputation from BHEL in the Ministry of Heavy Industry, GoI. Prior to joining Shapoorji Pallonji, he was CEO, Director on Board at Bharat Forge NTPC Energy Systems Limited. He completed his M. Tech in Systems Engineering from IIT Roorkee, formerly known as University of Roorkee post which he did his MBA from the University of Hull, United Kingdom.

Currently, he facilitates forging synergies across group companies, bringing valuable insights on technology, business and market expansion, commercial and contracts management, and strategic alliances.

Mr. Balanadu Narayan

Non-Executive, Non-Independent Director

Balanadu Narayan has done Master's in Chemical Engineering from IIT – Madras. He has a rich and varied work experience of nearly 5 decades, out of which over 4 decades are with Reliance Group. He is well recognised as an industry stalwart in his domain. His experience spans project management and procurement of process technologies, engineering services, and capital equipment. He was closely involved with the implementation of polyester, petrochemicals, elastomers, and refinery projects of Reliance Industries Limited at Patalganga, Silvassa, Hazira, and Jamnagar. In his current role as the Chief Procurement Officer, he is leading a team of procurement professionals in cost optimisation, new initiatives in manufacturing, and implementation of digital solutions for procurement and contracting functions. He has been on the board of Sterling and Wilson Renewable Energy Limited since April 07, 2022.

Mr. Saurabh Agarwal

Non-Executive, Non-Independent Director

Saurabh Agarwal has done his Bachelor's in Mechanical Engineering from IIT – Roorkee. He has a rich and varied work experience of 27 years with Reliance Group. His experience spans various senior positions in fibres, petrochemicals, refining and marketing, and exploration and production businesses of Reliance. He has been on the board of Sterling and Wilson Renewable Energy Limited since April 07, 2022.

Ms. Rukhshana Mistry

Non-Executive, Independent Director

Rukhshana Mistry is a practising Chartered Accountant with over 31 years of experience. She has been on the Board of Sterling and Wilson Renewable Energy Limited since March 27, 2019.

Mr. Cherag Balsara

Non-Executive, Independent Director

Cherag Balsara completed his Bachelor of Commerce from the Sydenham College of Commerce and Economics in 1989. Thereafter, he completed Bachelor of Laws in 1992 and enrolled at the Bar in 1992. He also completed his Master's in law in 1994. He is practicing as a Counsel specialising in civil litigation, mainly in the Bombay High Court, Supreme Court, and the National Company Law Tribunal. During his career spanning 31 years, he has litigated a large number of commercial and corporate disputes, handled several commercial arbitration matters, and numerous redevelopment projects in the city of Mumbai. He has been on the board of Sterling and Wilson Renewable Energy Limited since March 29, 2022.

Ms. Naina Krishna Murthy

Non-Executive, Independent Director

Naina Krishna Murthy is a seasoned corporate lawyer and the Founding Partner of K Law, a leading full-service law firm in India. She began her career with Arthur Anderson and later served as in-house counsel at Biocon.

With over 28 years of expertise, Naina specialises in corporate commercial law, with a focus on mergers and acquisitions, joint ventures, collaborations, and private equity/venture capital investments. She is recognised as a trusted legal advisor, representing prominent Indian and international clients in their operations both within India and globally.

In her role as an independent director, Naina serves on the boards of several esteemed companies, including Den Networks Limited, IndoStar Capital Finance Limited, and Bandhan Mutual Fund Trustee Limited. She has been a board member of Sterling and Wilson Renewable Energy Limited since April 7, 2022.

Additionally, Naina holds the position of Vice Chair (Membership) for the South Asia/Oceania & India Committee at the American Bar Association (ABA), further underscoring her significant influence and leadership in the legal field.

Mr. Rahul Dutt

Non-Executive, Independent Director

Rahul Dutt is a Partner in the M&A and Private Equity Practice Group in Khaitan & Company (Mumbai Office). He specialises in mergers & acquisitions, joint ventures, franchising, technology licensing, infrastructure and commercial contracts across sectors including retail, refining, petrochemicals, telecommunications, security solutions, and general corporate law advisory. Dutt has also worked for a year (2004 - 2005) for law firm Michael Wilson & Partners in Almaty, Kazakhstan. He has been on the board of Sterling and Wilson Renewable Energy Limited since March 26, 2024.

A Healthy Balance Between Risk and Value-Accretive Growth

Key Financial Highlights, FY 2023-24

Revenue from Operations

(₹ Crore)

FY2020	5,575
FY2021	5,081
FY2022	5,199
FY2023	2,015
FY2024	3,035

Core Working Capital

(₹ Crore)

FY2020	178
FY2021	-530
FY2022	-302
FY2023	38
FY2024	-585

Gross Margin

	(₹ Crore)	(%)
FY2020	715	12.8
FY2021	83	1.60
FY2022	-456	-8.77
FY2023	-745	-36.97
FY2024	313	10.3

Net Cash Flow generated from Operating Activities

(₹ Crore)

FY2020	417
FY2021	262
FY2022	-1,690
FY2023	-1,829
FY2024	538.4

Operating EBITDA and EBITDA Margin

	(₹ Crore)	(%)
FY2020	383	6.9
FY2021	-363	-7.1
FY2022	-859	-16.5
FY2023	-1,024	-50.8
FY2024	53.68	1.77

Domestic Gross Margin

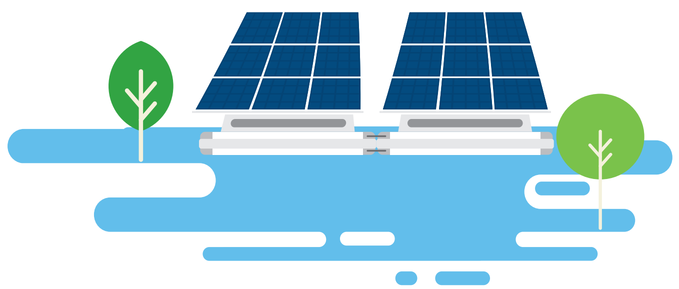
Turning profitable in challenging times

(%)

FY2023	9.7
FY2024	10.4

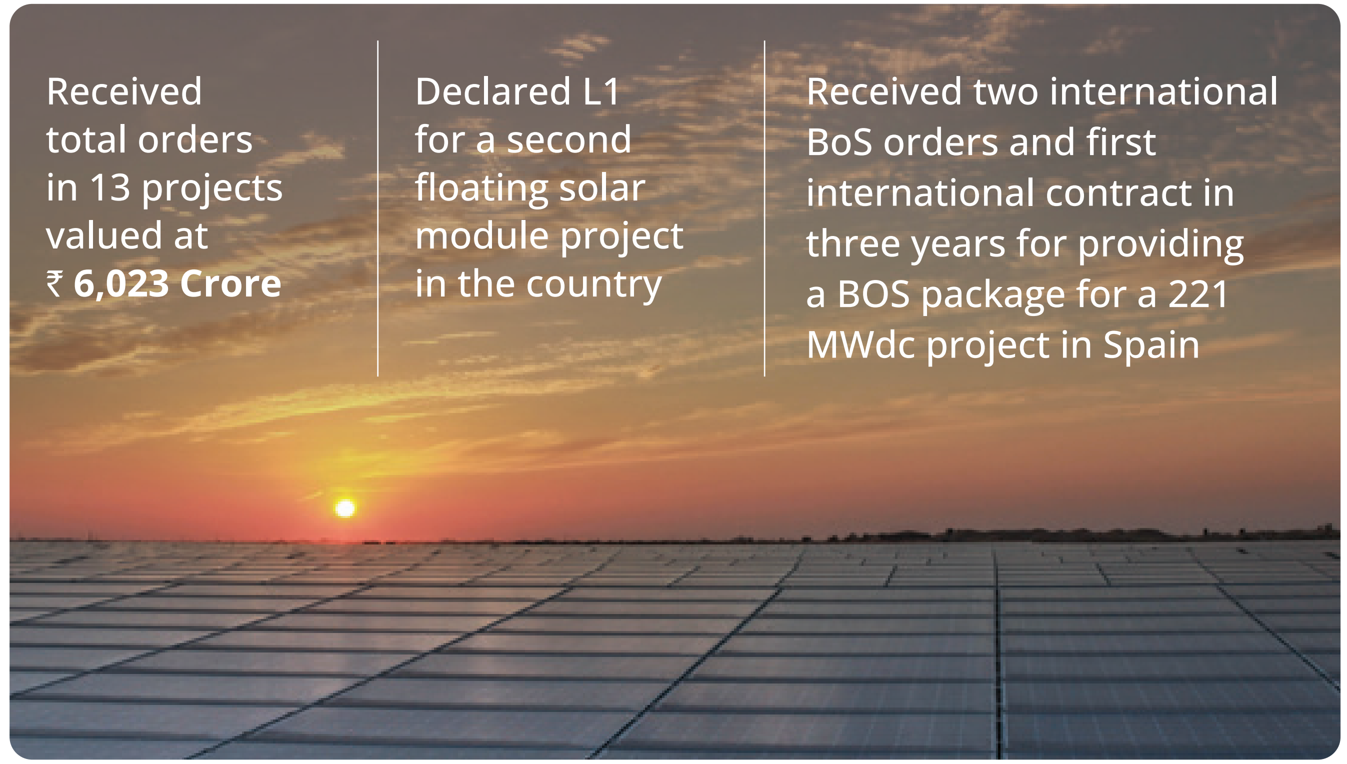
Profit Before Tax and PBT Margin

	(₹ Crore)	PBT Margin (%)
FY2020	399	7.1
FY2021	-340	-6.7
FY2022	-910	-17.5
FY2023	-1,179	-58.5
FY2024	-172.3	-5.6



All numbers as at March 31, 2024

Key Operational Highlights, FY 2023-24



Received total orders in 13 projects valued at **₹ 6,023 Crore**

Declared L1 for a second floating solar module project in the country

Received two international BoS orders and first international contract in three years for providing a BOS package for a 221 MWdc project in Spain

Improving Order Inflows

(₹ Crore)

FY2020	4,783
FY2021	6,774
FY2022	719
FY2023	4,387
FY2024	6,023

Order Break-up

(₹ Crore)

	India	International
FY2022	713	Nil
FY2023	4,387	Nil
FY2024	4,854	1,169

Gross Unexecuted Order Value

(₹ Crore)

FY2023	4,913
FY2024	8,084

All numbers as at March 31, 2024

Corporate Information

Board of Directors

Mr. Khurshed Daruvala
Chairman, Non-Executive,
Non-Independent Director

Mr. Umesh Khanna
Non-Executive,
Non-Independent Director

Mr. Balanadu Narayan
Non-Executive,
Non-Independent Director

Mr. Saurabh Agarwal
Non-Executive,
Non-Independent Director

Ms. Rukhshana Mistry
Non-Executive, Independent Director

Mr. Cherag Balsara
Non-Executive, Independent Director

Ms. Naina Krishna Murthy
Non-Executive, Independent Director

Mr. Rahul Dutt
Non-Executive, Independent Director

Key Management Team

Mr. Amit Jain
Global CEO

Mr. Chandra Kishore Thakur
Manager & CEO - Asia, Africa, Latin America and Europe

Mr. Bahadur Dastoor
Chief Financial Officer

Mr. Jagannadha Rao Ch. V.
Company Secretary &
Compliance Officer

Mr. Rajneesh Shrotriya
Chief Technology Officer

Mr. Shiv Shankar Pandey
Director – International Projects

Mr. Vipin Gupta
Director – International Projects

Mr. Mohammad Rehan Akhtar
Director – Projects, (India - North & East, Middle East & KSA)

Mr. Sanjay Kumar
Director – International Projects

Mr. Rohit Bhandari
Head – Business Development & Sales, (India & SAARC)

Mr. Jetty C
Head – Operations (Khavda Projects)

Mr. Arvind Kumar Pandey
Head – Domestic Projects

Mr. Madhu T
Head – Projects, (India -South & West (Excluding Khavda)

Mr. P V N Sai
Head – Operations &
Maintenance and Wind

Mr. Sunil Kumaran
Chief Procurement Officer

Mr. Basavarajappa C
Head – Human Resource

Registered Office

9th Floor, Universal Majestic,
P. L. Lokhande Marg, Chembur (W),
Mumbai - 400 043, Maharashtra, India

Statutory Auditor

Kalyaniwalla & Mistry LLP

Deloitte Haskins & Sells LLP

Registrar and Transfer Agent

Link Intime India Pvt. Ltd.

(Unit: Sterling and Wilson Renewable Energy Limited)

C-101, 1st Floor, 247 Park, L.B.S Marg,
Vikhroli (West),
Mumbai - 400 083, Maharashtra

Bankers

Union Bank of India

State Bank of India

Export-Import Bank of India

IDBI Bank Limited

IndusInd Bank Limited

Yes Bank Limited

DBS Bank India Limited

RBL Bank Limited

Axis Bank Limited

ICICI Bank Limited

IDFC First Bank Limited

STERLING & WILSON

Sterling and Wilson Renewable Energy Limited
Regd. Office: Universal Majestic, 9th Floor, P. L. Lokhande Marg, Chembur (W), Mumbai – 400 043
Phone: (91-22) 25485300 | Fax: (91-22) 25485331 | CIN: L74999MH2017PLC292281
Email: ir@sterlingwilson.com | Website: www.sterlingandwilsonre.com

NOTICE OF 7th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7th Annual General Meeting ("7th AGM") of the Members of Sterling and Wilson Renewable Energy Limited is scheduled to be held on **Thursday, September 05, 2024** at **11.00 a.m. IST**, through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact, the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:

   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, and the reports of the Board and the Auditors thereon.

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and the report of the Auditors thereon and in this regard, to consider and pass the following resolutions as **Ordinary Resolutions:**

      a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

      b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Saurabh Agarwal (DIN: 09206293), Non-Executive Director of the Company, who retires by rotation as a Director and in this regard, to consider and pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Saurabh Agarwal (DIN: 09206293) who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

3. To approve appointment of Branch Auditors and in this regard, to consider and pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors or the Audit Committee of the Company in consultation with the Company's Statutory Auditors be and is hereby authorised to appoint any person(s)/ firm(s) qualified to act as Branch Auditor as the Branch Auditor(s) of any branch office of the Company outside India, whether existing or which may be opened/ acquired hereafter, in terms of the provisions of Section 143(8) of the Act to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration."

By Order of the Board of Directors
For Sterling and Wilson Renewable Energy Limited

Place: Mumbai
Date: April 20, 2024

Jagannadha Rao Ch. V.
Company Secretary

Registered Office:
Sterling and Wilson Renewable Energy Limited
Universal Majestic, 9th Floor, P. L. Lokhande Marg
Chembur (W), Mumbai – 400 043
Phone: (91-22) 25485300
CIN: L74999MH2017PLC292281
Website: www.sterlingandwilsonre.com

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), which sets out the material facts relating to Special Business to be transacted at the 7th Annual General Meeting ("AGM"), is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued from time to time, latest being No. 09/2023 dated September 25, 2023 ("MCA Circulars") has permitted Companies to conduct the AGM through Video Conferencing ("VC") and Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue. In terms of the MCA Circulars, the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") the AGM of the Members is to be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participating in the meeting through VC/ OAVM is annexed herewith and also available at the Company's website i.e., www.sterlingandwilsonre.com. The deemed venue for the AGM shall be the Registered Office of the Company.

3. **As per the Act, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.

4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. Members who desire a change/ correction in the bank account details, should intimate the same to their concerned depository participants ("DPs") and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company or its Registrar and Share Transfer Agent, i.e. M/s. Link Intime India Private Limited ("RTA"), will not be able to entertain any direct request from Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs.

6. SEBI, vide its various circulars, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) which is also available on the Company's website i.e. www.sterlingandwilsonre.com.

7. Pursuant to the circulars issued by the MCA and SEBI, the Notice of this AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members who have registered their e-mail address(es) with their respective DPs or the Company/ RTA. The Members are requested to register their e-mail address with their respective DP by following the procedure prescribed by the DP.

8. Members may note that the Notice and Annual Report will also be available on the Company's website i.e. www.sterlingandwilsonre.com, websites of the Stock Exchanges i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and also on the website of National Securities Depository Limited ("NSDL") i.e. www.evoting.nsdl.com.

9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company is availing the services of NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL. The Board has appointed Mr. Mannish Ghia, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the process of e-voting. The Company has received the consent from M/s. Manish Ghia & Associates to act as a Scrutinizer.

10. The voting results will be declared within 2 (Two) working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.sterlingandwilsonre.com and on the website of NSDL e-voting i.e. www.evoting.nsdl.com and the same shall also be communicated to BSE and NSE, where the equity shares of the Company are listed.

11. Shareholders are requested to read the "General Shareholder Information" section of the Annual Report for useful information.

12. The Audited Financial Statements of the Company and its subsidiary companies are available on the Company's website i.e. www.sterlingandwilsonre.com.

13. Non-resident Indian Members are requested to inform the concerned DPs, immediately:

    a) the change in the residential status on return to India for permanent settlement.

    b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.

14. Members are requested to make all correspondence in connection with shares held by them by writing directly to the Company or its RTA, quoting their DP ID-Client ID.

15. In terms of Section 152 of the Act, Mr. Saurabh Agarwal, Non-Executive Director of the Company, retires by rotation at this AGM. The Board of Directors recommend his appointment as Director of the Company liable to retire by rotation. Mr. Agarwal is interested in the Ordinary Resolution set out at Item No. 2 of the Notice. The relatives of Mr. Agarwal may be deemed to be interested in the Resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

    Save and except the above, none of the Director(s) and/ or Key Managerial Personnel of the Company and/ or their relatives are in any way concerned or interested, financially or otherwise, except to the extent of their equity holding in the Company, if any, in the Ordinary Business set out under Item No. 2 of the Notice.

    Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings, the details of the Director seeking appointment at this Meeting is provided in Annexure 1 to the Notice.

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the Certificate from the Secretarial Auditors in respect of the Company's Employee Stock Option Scheme will be available electronically for inspection by the Members during the AGM. All the documents referred to in the Notice and Explanatory Statement, shall also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to ir@sterlingandwilson.com.

17. Members, desirous of obtaining any information/ clarification on the accounts and operations of the Company, are requested to address their communication to the Company at its registered office or on ir@sterlingwilson.com, so as to reach at least one week before the date of the AGM, so that the required information can be made available at the Meeting, to the extent possible.

PARTICIPATION AT THE AGM AND VOTING

1. Members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under Shareholders/ Members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in Shareholder/ Members login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for NSDL e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (i.e. holding 2% or more shareholding in the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered E-mail ID mentioning their full name, DP ID/ Client ID, PAN, mobile number at ir@sterlingwilson.com between **09:00 a.m. IST on Wednesday, August 28, 2024 and 05:00 p.m. IST on Sunday, September 01, 2024**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

4. The Members who do not wish to speak during the AGM but have queries on accounts or any matter to be placed at the AGM may send the same latest by **Thursday, August 29, 2024,** mentioning their full name, DP ID/ Client ID, PAN, mobile number at ir@sterlingwilson.com. These queries will be replied suitably either at the AGM or by e-mail.

5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to auditteam@mgconsulting.in with a copy marked to ir@sterlingandwilson.com and evoting@nsdl.co.in.

6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

7. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

The remote e-voting period begins at 09:00 a.m. IST on Monday, September 02, 2024 and ends at 05:00 p.m. IST on Wednesday, September 04, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Thursday, August 29, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Master Circular on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab. Then, use your existing my easi username & password. 2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing the Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile number & Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

How to Login to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you login to NSDL e-Services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email id is not registered.**

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** option available on www.evoting.nsdl.com.

   b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ir@sterlingwilson.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

2. Alternatively the shareholder/member may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for Members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

2. Only those members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

In line with its global aspirations, the Company has set-up several branches outside India for the execution of several projects awarded to the Company in various countries. Further, the Company may also open new branches outside India in future. For carrying out the audit of the accounts of such branches, it is necessary to appoint Branch Auditors.

The Members are requested to authorise the Board of Directors/ Audit Committee of the Company to appoint Branch Auditor(s), in consultation with the Statutory Auditors of the Company, to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Director(s) and/ or Key Managerial Personnel of the Company and/ or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Ordinary Resolution, except to the extent of their equity holding in the Company, if any.

Annexure 1

Details of the Director seeking re-appointment in the AGM pursuant to the provisions of Regulation 36 of SEBI Listing Regulations, as amended and Clause 1.2.5 of Secretarial Standards on General Meetings are as under:

Name of Director	Mr. Saurabh Agarwal
Director Identification Number	09206293
Date of Birth/ Age	December 25, 1973/ 51 years
Date of First Appointment on Board	April 07, 2022
Brief resume including Qualification, Experience and expertise in specific functional area	Mr. Saurabh Agarwal has done his bachelor's in mechanical engineering from IIT – Roorkee. He has a rich and varied work experience of 28 years with Reliance Group. His experience spans in various senior positions in fibres, petrochemicals, refining & marketing and exploration & production businesses of Reliance.
Terms and conditions of appointment/ re-appointment	Appointment as Director of the Company, liable to retire by rotation
Shareholding in the Company as on March 31, 2024[1]	Nil
Past remuneration drawn from the Company	₹ 6,00,000 towards sitting fees for the financial year 2023-24
Remuneration sought to be paid	Remuneration proposed to be paid to him by the Company would comprise of sitting fees for attending the meetings of the Board of Directors and/ or its Committees wherever he is a member and Commission, if any, as a % of the net profits of the Company for the relevant financial year as may be approved by the Board.
Relationship with the other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Board Meetings attended during the financial year 2023-24	6 out of 6
List of other Indian Public Limited Companies in which Directorships held	1. Reliance Power Electronics Limited 2. Reliance New Energy Power Electronics Limited 3. Reliance New Energy Limited 4. Reliance Carbon Fibre Cylinder Limited 5. Reliance New Power Electronics Limited 6. Reliance New Energy Battery Storage Limited 7. Kutch New Energy Projects Limited
Listed Companies from which the Director has resigned in the past three years	Nil
Chairman/ Member of Committee(s) of Board of Directors of the Company [2]	Nil
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairman [2]	Nil

Notes:

(1) This includes shareholding as a beneficial owner.

(2) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees viz. Audit Committee and Shareholders/ Stakeholders Relationship Committee of Public Limited Companies are considered.

DIRECTORS' REPORT

Dear Members,

Your Directors' are pleased to present the 7th (Seventh) Annual Report along with the Audited Financial Statements (Consolidated and Standalone) of the Company for the Financial Year ended March 31, 2024 ("financial year under review").

FINANCIAL HIGHLIGHTS

(₹ in Crore)

Particulars	Consolidated		Standalone	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Revenue from Operations	3,035.37	2,015.01	2,706.16	1,457.91
EBITDA	53.68	(1,023.51)	137.86	(285.37)
Less:				
Depreciation	16.65	14.70	9.46	6.69
Finance Cost	218.52	144.91	192.39	141.10
Add:				
Interest Income	9.17	4.38	187.45	86.19
(Loss)/ Profit before tax	(172.32)	(1,178.74)	123.46	(346.97)
Provision for tax including (deferred tax)	38.47	(3.78)	36.21	8.05
(Loss)/ Profit after tax	(210.79)	(1,174.96)	87.25	(355.02)

On a consolidated basis, the revenue from operations for the Financial Year 2023-24, stood at ₹ 3,035.37 Crore as compared to ₹ 2,015.01 Crore in the Financial Year 2022-23. The consolidated loss after tax amounted to ₹ (210.79) Crore in the Financial Year 2023-24 as against a loss of ₹ (1,174.96) Crore in the Financial Year 2022-23.

On a standalone basis, the revenue from operations for the Financial Year 2023-24, stood at ₹ 2,706.16 Crore as compared to ₹ 1,457.91 Crore in the Financial Year 2022-23. The standalone profit after tax amounted to ₹ 87.25 Crore in the Financial Year 2023-24 as against a loss of ₹ (355.02) Crore in the Financial Year 2022-23.

Business Overview

The Company is a global pure-play, end-to-end solar engineering, procurement and construction ("EPC") solutions provider. The Company provides EPC services primarily for utility-scale solar power projects with a focus on project design and engineering and manages all aspects of project execution from conceptualizing to commissioning. The Company also provides operations and maintenance ("O&M") services, including for projects constructed by third parties.

The Company's operations are supported by a competent and sizable design and engineering team which is responsible for designing solutions that it believes are innovative and cost effective, with an aim to increase the performance ratio of solar power projects. The Company believes that its design and engineering solutions, coupled with robust quality compliance checks on PV modules helps it achieve more than the contractually agreed performance ratio for the solar power projects it constructs.

The Company uses its subsidiaries and branch offices globally for its operations. The Company leverages these offices to strategically tap solar opportunities in those markets. The Company strategically focuses on markets that have conducive solar power policies and high solar resources and invests in geographies having long term solar opportunities. The Company also adopts a disciplined expansion strategy that it customizes for each market with a view to enhancing its bidding abilities in these geographies.

SHARE CAPITAL

Employees Stock Options

The Shareholders of the Company by way of Special Resolution(s) via Postal Ballot on May 30, 2021 had approved the Sterling and Wilson Solar Limited - Employees Stock Options Plan ("SWSL ESOP Plan"). As authorized by the Shareholders, the Nomination and Remuneration Committee ("NRC") at its meeting held on August 14, 2021 had approved the grant of 13,01,213 Options out of the total 16,03,600 Options to the eligible employees exercisable into not more than 13,01,213 Equity Shares of face value of ₹ 1/- each fully paid-up of the

Company. The said Options would vest in 4 (Four) equal annual instalments after 1 (One) year from the date of grant, i.e. July 16, 2021 at a grant price of ₹ 238/- per share.

During the financial year under review, out of 13,01,213 Options granted, 3,20,983 Options have been vested and 2,81,319 Equity Shares have been allotted as on March 31, 2024. The said allotted Equity Shares are listed and admitted for trading on BSE Limited and National Stock Exchange of India Limited as on the date of this report.

Qualified Institutional Placement

During the financial year under review, the Company had allotted 4,32,27,665 Equity Shares to eligible qualified institutional buyers at the issue price of ₹ 347/- per Equity Share, i.e. at a premium of ₹ 346/- per Equity Share, (which included a discount of ₹ 18.02/- (4.94% of the floor price) to the floor price of ₹ 365.02/- per Equity Share) aggregating to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore), pursuant to the Issue.

As on March 31, 2024, the Company has utilized the entire proceeds of the Issue for the purpose which was stipulated in the Offer Document, i.e. repayment / pre-payment, in part or in full, of certain outstanding borrowings (including interest thereon) availed by our Company and Sterling and Wilson International Solar FZCO, wholly owned subsidiary of the Company and for general corporate purposes.

Consequent to the above issuances, as on March 31, 2024, the issued, subscribed and paid-up equity share capital of the Company stood at ₹ 23,32,02,317 comprising of 23,32,02,317 Equity Shares of ₹ 1/- each fully paid.

TRANSFER TO RESERVES

No amount has been transferred to general reserves for the Financial Year ended March 31, 2024.

DIVIDEND

The Directors do not recommend any dividend for the financial year under review.

In terms of the provisions of Regulation 43A of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations), the Company has formulated and adopted a Dividend Distribution Policy. The Policy is available on the Company's website and can be accessed at https://www.sterlingandwilsonre.com/pdf/reg/dividend-distribution-policy.pdf.

EMPLOYEE STOCK OPTIONS PLAN

There has been no material change in the SWREL ESOP Plan during the Financial Year 2023-24 and the scheme is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations").

The disclosures as required under Regulation 14 of SBEB Regulations have been placed on the website of the Company and can be accessed at https://www.sterlingandwilsonre.com/pdf/ESOP-Disclosure-FY-2023-24.pdf

A certificate from Manish Ghia & Associates, Secretarial Auditors of the Company, certifying that the SWREL ESOP Plan has been implemented in accordance with SBEB Regulations pursuant to the resolution(s) passed by the Members will be available for inspection electronically at the 7th Annual General Meeting.

SUBSIDIARIES

The Company has 24 (Twenty Four) subsidiaries as on March 31, 2024 comprising of 5 (Five) direct subsidiaries and 19 (Nineteen) step down subsidiaries. The Company also has a share in a partnership firm in India.

In accordance with the SEBI Listing Regulations, the Company has formulated a policy on determining material subsidiaries. The said Policy is available on the Company's website and can be accessed at https://www.sterlingandwilsonre.com/pdf/reg/policy-on-material-subsidiaries.pdf.

As on March 31, 2023, the Company had 2 (Two) material subsidiaries, namely Sterling and Wilson International Solar FZCO and Sterling and Wilson Solar Solutions Inc. As on March 31, 2024, none of the subsidiaries of the Company qualify to be considered as a material subsidiary as per the SEBI Listing Regulations and Company's policy on determining material subsidiary.

The Audit Committee/ Board reviews the Financial Statements, significant transactions and investments of all the subsidiary companies. The minutes of the subsidiary companies are also placed before the Board of the Company at its meetings.

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of Financial Statements of the Company's subsidiaries in Form AOC-1 is attached to the Financial Statements of the Company. The said Form also highlights the financial performance of each of the subsidiaries of the Company included in the Consolidated Financial Statements pursuant to Rule 8(1) of the Companies (Accounts) Rules, 2014.

Further, pursuant to the provisions of Section 136 of the Act, the Standalone and Consolidated Financial Statements of the Company along with relevant documents and separate audited Financial Statements in respect of subsidiaries, are available on the website of the Company and can be accessed at https://www.sterlingandwilsonre.com/investor-relations/financials

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Act, the SEBI Listing Regulations read with Ind AS 110 – Consolidated Financial Statements, the Audited Consolidated Financial Statements of the Company forms part of this Annual Report.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITIES

The loans given, investments made and guarantees given and securities provided, if any, during the financial year under review, are in compliance with the provisions of Section 186 of the Act and Rules made thereunder and details thereof are given in the notes to the Standalone Financial Statements.

DIRECTORS & KEY MANAGERIAL PERSONNEL

As on March 31, 2024, the Board comprises of 4 (Four) Non-Executive Directors and 4 (Four) Non-Executive Independent Directors, including 2 (Two) women Directors. Names and profiles, including the qualifications of each Director are stated in detail at the 'Directors' Profile' section on page nos. 12 and 13 of this Annual Report.

Induction to the Board

Based on the recommendation of the NRC, the Board, appointed Mr. Rahul Dutt (DIN: 08872616), as an Additional Director, designated as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years commencing with effect from March 26, 2024 to March 25, 2029, subject to the approval of the shareholders of the Company.

Also, the shareholders of the Company approved the appointment of Mr. Rahul Dutt (DIN: 08872616), as a Non-Executive Independent Director of the Company, for a period of 5 (Five) consecutive years commencing with effect from March 26, 2024 to March 25, 2024 (both days inclusive) via Postal ballot on June 23, 2024.

Re-appointment

The shareholders of the Company approved the re-appointment of Ms. Rukhshana Mistry (DIN: 08398795) as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from March 27, 2024 to March 26, 2029 via Postal Ballot on March 24, 2024.

Director retiring by rotation

Pursuant to the provisions of Section 152(6) of the Act and the Articles of Association of the Company, Mr. Saurabh Agarwal (DIN: 09206293), Non-Executive Non-Independent Director of the Company is liable to retire by rotation in the ensuing 7th Annual General Meeting ("7th AGM").

The Board recommends the re-appointment of Mr. Saurabh Agarwal (DIN: 09206293) as a Non-Executive Director of the Company for your approval.

In compliance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2, the brief resume, expertise and other details of Mr. Saurabh Agarwal are given in the Notice convening the ensuing 7th AGM.

Cessation

Mr. Keki Elavia ceased to be an Independent Director of the Company, from the close of business hours on March 26, 2024, on the expiration of his term of 5 years. The Board placed on record its sincere appreciation for the valuable contribution and services rendered by Mr. Keki Elavia during his tenure as an Independent Director of the Company.

Declaration by Independent Directors

The Company has, *inter alia*, received the following declarations from all the Independent Directors confirming that:

- they meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedule and Rules issued thereunder, and the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- they have registered their names in the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience, expertise and hold the highest standards of integrity.

During the financial year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, for attending the Board/ Committee meetings of the Company.

None of the Directors of the Company are disqualified to act as a Director under Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Remuneration to Directors

The details of sitting fees paid for attending the Board/ Committee meeting(s) during the financial year under review are as follows:

Name of Director	Designation	Sitting Fees paid during the F.Y. 2023-24[1] (In ₹)
Mr. Khurshed Yazdi Daruvala	Non-Executive Director	14,20,000
Mr. Balanadu Narayan	Non-Executive Director	6,00,000
Mr. Cherag Sarosh Balsara	Independent Director	6,00,000
Mr. Keki Elavia	Independent Director	14,00,000
Ms. Naina Krishna Murthy	Independent Director	2,00,000
Mr. Pallon Mistry[2]	Non-Executive Director	1,00,000
Mr. Rahul Dutt	Independent Director	N.A.[3]
Ms. Rukhshana Mistry	Independent Director	13,45,000
Mr. Saurabh Agarwal	Non-Executive Director	6,00,000
Mr. Umesh Khanna	Non-Executive Director	4,95,000
Total		**67,60,000**

Note(s):

(1) Gross amount (before deducting TDS).

(2) Mr. Pallon Mistry ceased to be a Director of the Company effective July 13, 2023.

(3) Mr. Rahul Dutt has been appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from March 26, 2024.

Key Managerial Personnel

During the financial year under review, there were no changes in the Key Managerial Personnel of the Company.

Pursuant to the provisions of Section 2(51) and Section 203 of the Act read with the Rules framed thereunder, the following persons are Key Managerial Personnel of the Company as on March 31, 2024:

1. Mr. Chandra Kishore Thakur, Manager;
2. Mr. Bahadur Dastoor, Chief Financial Officer; and
3. Mr. Jagannadha Rao Ch. V., Company Secretary.

During the financial year under review, the Members of the Company at their 6th Annual General Meeting held on July 13, 2023, have approved the appointment and remuneration of Mr. Chandra Kishore Thakur, Manager of the Company for a term of 2 (Two) years with effect from September 01, 2023.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

As a practice, periodic presentations are made by the senior management at the Board and Committee meetings on business and performance updates of the Company, business strategy and risks involved. The details of familiarization programmes imparted to Independent Directors during the Financial Year 2023-24 are available at the Company's website and can be accessed at https://www.sterlingandwilsonre.com/pdf/familiarization-programme-for-independent-directors.pdf

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The NRC has laid down the manner in which the formal annual evaluation of the performance of the Board, its Committee(s) and individual Directors including the Chairman has to be made. The criteria are based on the Guidance Note on Board Evaluation issued by the SEBI on January 05, 2017. In order to have a fair and unbiased view of all the Directors, the Company engaged the services of an external agency to facilitate the evaluation process. The Directors were provided with an electronic platform to record their views and a consolidated report was generated by the agency based on the views expressed by each of the Directors. The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

In a separate meeting of Independent Directors of the Company held on March 20, 2024, the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, considering the views of the Non-Executive Directors.

In the Board meeting held on April 20, 2024, the performance of the Board and its Committees was discussed. The Chairman of the Company interacted with each Director individually, for evaluation of performance of the individual Directors.

The Chairman and other members of the Board discussed upon the performance evaluation and concluded that they were satisfied with the overall performance of the Directors and that the Directors generally met their expectations of performance.

SECRETARIAL STANDARDS

The Company has followed the applicable Secretarial Standards, with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act and to the best of their knowledge and belief and according to the information and explanations obtained from the operating management, Directors of the Company state that:-

1. in the preparation of the Annual Financial Statements for the Financial Year ended on March 31, 2024, the applicable Accounting Standards have been followed and no material departures have been made from the same;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the Financial Year ended on March 31, 2024;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts for the Financial Year ended on March 31, 2024 are prepared on a going concern basis;
5. they have laid down internal financial controls and the same have been followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MEETINGS OF THE BOARD OF DIRECTORS

The Board meets at regular intervals to discuss and decide on the Company's performance and strategies. During the financial year under review, 6 (Six) Board meetings were held. For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this Annual Report.

All the information that is required to be made available to the Directors in terms of the provisions of the Act and the SEBI Listing Regulations, so far as applicable to the Company, is made available to the Board.

COMMITTEES OF THE COMPANY

The Company has constituted the following Committees:

1. Audit Committee;
2. Corporate Social Responsibility Committee;
3. Management Committee;
4. Nomination and Remuneration Committee;
5. Risk Management Committee; and
6. Stakeholders' Relationship Committee.

The details with respect to the composition, meetings held during the year, roles and responsibilities, etc. are provided in the Corporate Governance Report, which is a part of this Annual Report.

The minutes of the Meetings of all Committees are circulated to the Board for discussion and noting. All the recommendations made by the Committee(s) during the year, were accepted by the Board of your Company.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Board has adopted a Nomination and Remuneration Policy in terms of the provisions of Section 178(3) of the Act and the SEBI Listing Regulations, dealing with appointment and remuneration of Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel ("SMP"). The Policy provides for the criteria and qualification in evaluating the suitability for appointment as Director, KMP and SMP that are relevant for the Company's operations. There has been no change in the said Policy during the financial year under review. The said Policy is annexed to this Report as *Annexure A* and is also available on the website of the Company and can be accessed at https://www.sterlingandwilsonre.com/investor-relations/corporate-governance.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Financial Controls are an integrated part of the risk management process, addressing financial risks and financial reporting risks. The Board has adopted policies and procedures for ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Audit Committee of the Board of Directors approves the annual internal audit plan and periodically reviews the progress of audits as per approved audit plans along with critical internal audit findings presented by internal auditors, status of implementation of audit recommendations, if any, and adequacy of internal controls.

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which is a part of this Annual Report.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2024 is available on the Company's website and can be accessed at https://www.sterlingandwilsonre.com/investor-relations/financials

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

In accordance with the SEBI Listing Regulations, the Business Responsibility and Sustainability Report describing the initiatives taken by the Company from an environmental, social and governance perspective, forms part of this Annual Report.

REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE

The Report on Corporate Governance, as stipulated under the SEBI Listing Regulations forms part of this Annual Report. The Report on Corporate Governance also contains certain disclosures required under the Act.

During the financial year under review, the Company complied with the provisions relating to corporate governance as provided under the SEBI Listing Regulations. A certificate from Manish Ghia & Associates, Secretarial Auditors of the Company confirming compliance with the requirements of corporate governance as stipulated under the SEBI Listing Regulations, is annexed to this Report.

CREDIT RATING

The Company has obtained credit rating for the facilities availed/ being availed by the Company. For the details on the same, please refer to the Corporate Governance Report, which is a part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as required in terms of Regulation 34 of the SEBI Listing Regulations forms part of this Annual Report. It, *inter alia*, provides details about the Indian and Global economy, business performance review of the Company's various businesses and other material developments during the Financial Year 2023-24.

AUDITORS & REPORTS

Statutory Auditors

The Shareholders at their 4th AGM held on September 30, 2021, approved the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of 4th AGM till the conclusion of 9th AGM.

Further, the Shareholders at their 5th AGM held on September 30, 2022, approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of 5th AGM till the conclusion of 10th AGM, in addition to the existing Statutory Auditors of the Company, i.e. M/s. Kalyaniwalla & Mistry LLP.

The Statutory Auditors have confirmed that they are not disqualified from continuing as the Auditors of the Company. The Statutory Auditors of the Company have issued Audit Reports on the Standalone and Consolidated Annual Financial Statements of the Company with unmodified opinion.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Manish Ghia & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the Financial Year 2023-24.

Statutory Auditor's report and Secretarial Audit Report

The report of the Statutory Auditors and the Secretarial Auditor for the Financial Year 2023-24 do not contain any qualifications, reservations, or adverse remarks or disclaimer. The Secretarial Audit Report for the Financial Year ended March 31, 2024 is annexed herewith as *Annexure B* to this Report.

Reporting of Frauds by Auditors

During the financial year under review, neither the Statutory Auditors nor the Secretarial Auditors have reported to the Audit Committee under Section 143(12) of the Act, any instances of fraud committed against your Company by its officers and employees, details of which would need to be mentioned in this Report.

Branch Auditors

In terms of provisions of Section 143(8) of the Act read with Rule 12 of the Companies (Audit and Auditors) Rules, 2014, the audit of the accounts of the branch offices of the Company located outside India is required to be conducted by the person(s) or firm(s) qualified to act as Branch Auditors in accordance with laws of that country. The Board of Directors seek approval of the Members at the ensuing 7th AGM to authorise the Board of Directors/ Audit Committee to appoint Auditors for the branch offices of the Company and also to fix their remuneration. The Board recommends to the Members the resolution, as stated in Item No. 3 of the Notice convening the ensuing 7th AGM.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All contracts/ arrangements/ transactions entered into by the Company during the financial year with its related parties were reviewed and approved by the Audit Committee from time to time and the details of same are disclosed as part of the Financial Statements of the Company for the financial year under review, as per the applicable provisions of the Act.

All contracts/ arrangements/ transactions entered by the Company during the financial year under review with related parties were in the ordinary course of business and on arms' length basis and do not have potential conflict with interest of the Company at large. Further, during the financial year under review, there were no transactions which require a disclosure of related party transactions in Form AOC-2 as per Section 134(3)(h) of the Act.

The Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at https://www.sterlingandwilsonre.com/investor-relations/corporate-governance

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Your Company promotes ethical behavior in all its business activities and your Company has adopted a Policy on Vigil Mechanism and Whistle Blower in terms of Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations for receiving and redressing complaints from Employees, Directors and other Stakeholders to report concerns about unethical behaviour, actual or suspected fraud, violation of applicable laws and regulations.

Your Company's Whistle Blower Policy encourages its Directors and Employees and also its Stakeholders to bring to your Company's attention, instances of illegal or unethical conduct, actual or suspected incidents of fraud, actions that affect the financial integrity of your Company, or actual or suspected instances of leak of unpublished price sensitive information that could adversely impact your Company's operations, business performance and/or reputation. The Policy requires your Company to investigate such incidents, when reported, in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. It is your Company's Policy to ensure that no complainant is victimised or harassed for bringing such incidents to the attention of your Company.

The whistleblowers have access to the Chairperson of the Audit Committee, whenever required. The Policy is available on the Company's website at https://www.sterlingandwilsonre.com/pdf/whistle-blowerpolicy.pdf. During the financial year under review, no instance under the Whistle Blower Policy was reported.

CODE FOR PREVENTION OF INSIDER TRADING

In compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, ("PIT Regulations") as amended, the Company has formulated and adopted the Internal Code of Conduct to regulate, monitor and report trading by Insiders ("the Insider Trading Code"). The Insider Trading Code prohibits dealing in securities of the Company by the designated persons and their immediate relatives, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the trading window is closed.

The Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI") ("the Code of Fair Disclosure") in line with the PIT Regulations and formulated a Policy for determination of 'legitimate purposes' as a part of the Code of Fair Disclosure. The Code of Fair Disclosure also includes policy for procedures of inquiry in case of leak of UPSI and aims at preventing misuse of UPSI. The Code of Fair Disclosure is available on the Company's website at https://www.sterlingandwilsonre.com/investor-relations/corporate-governance

Pursuant to the above, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility ("CSR") policy formulated by the CSR Committee and approved by the Board remains unchanged. The CSR policy is available on the Company's website and can be accessed at https://www.sterlingandwilsonre.com/investor-relations/corporate-governance

The Annual Report on CSR activities for the Financial Year 2023-24 is set out in *Annexure C* of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

POLICY ON CODE OF BUSINESS ETHICS AND SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a Code on Business Ethics Policy ("Code") setting out the guiding fundamentals for the organization to conduct its business. The Code provides for the matters related to governance, compliance, ethics and other matters. The Code makes sure that all businesses conducted by the Company in any capacity are done in an ethical and sustainable manner while being beneficial to all our stakeholders. To raise awareness of the Code amongst employees, the Company conducts regular awareness workshops right from the induction stage to periodic courses on a mandatory basis for all employees.

The Company has always believed in providing a safe and harassment free workplace for every individual working in any office through various interventions and practices. The Company endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. In accordance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has adopted a Policy on Prevention of Sexual Harassment at Workplace ("the Policy") to ensure prevention, prohibition and redressal of sexual harassment at workplace. The Policy has been formed to prohibit, prevent and deter the commission of the acts of sexual harassment at workplace and to provide the procedure for redressal of complaints pertaining to sexual harassment. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. During the year, the Company also conducted an awareness workshop for all the employees. No complaint of any nature was received during the year.

HUMAN RESOURCES

The Company understands that people are its most valuable asset and recognizes talent as the primary source of competitive edge. Realizing the criticality of talent, the Company continues to focus on capability building through dedicated talent pipelines and competency upgradation through behavioural, technical, functional, and digital learning and development initiatives.

The Board places on record its sincere appreciation for the valuable contribution made by the employees across all levels whose enthusiasm, team efforts, devotion and sense of belonging has always made the Company proud.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company consciously makes all efforts to conserve energy across its operations. In terms of the provisions of Section 134(3)(m) of the Act read with the Companies (Accounts) Rules 2014, the report on conservation of energy, technology absorption, foreign exchange earnings and outgo is annexed herewith as *Annexure D* to this Report.

PARTICULARS OF EMPLOYEES

Disclosure with respect to remuneration of Directors and employees as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("said Rules") is annexed herewith as *Annexure E* to this Report.

Details of employee remuneration as required under provisions of Section 197 of the Act and Rule 5(2) and 5(3) of the above said Rules shall be made available to the Members by writing to the Company at ir@sterlingwilson.com

RISK MANAGEMENT

The Board of Directors of the Company has a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Committee periodically validates, evaluates, and monitors key risks and reviews the measures taken for risk management and mitigation.

The Company's Risk Management Policy outlines guidelines in identification, assessment, measurement, monitoring, mitigating, and reporting of key business risks associated with the activities conducted. The risk management mechanism forms an integral part of the business planning and review cycle of the Company.

The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this Report.

GENERAL

The Directors state that no disclosures or reporting is required in respect of the following items, as the same is either not applicable to the Company or relevant transactions/events have not taken place during the financial year under review:

- Details relating to deposits covered under Chapter V of the Act.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impacts the going concern status and the Company's operations in future.
- There is no plan to revise the Financial Statements or Directors' Report in respect of any previous financial years.
- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.
- The Company has not issued shares (including sweat equity shares) to employees under any scheme save and except Employees Stock Options schemes referred to in this report.
- No material changes and commitments have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of the report affecting the financial position of the Company.
- In the absence of any amounts required to be transferred to the Investor Education and Protection Fund (IEPF) under Section 125(1) and Section 125(2) of the Act, the Company was not required to transfer any such sum to the IEPF.
- Maintenance of cost records as specified by the Central Government under Section 148(1) of the Act, is not required to be done by the Company. Accordingly, such accounts and records are not prepared nor maintained by the Company.
- No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of

the financial year is not applicable. There was no instance of onetime settlement with any Bank or Financial Institution.
- There was no deviation or variation in the use of proceeds of qualified institutional placement from the objects stated in the offer document/ explanatory statement to the notice for the general meeting and the actual utilization of fund.
- There has been no change in the nature of business of the Company.
- There are no agreements defined under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations that are binding on the Company.

ACKNOWLEDGEMENT

The Directors take this opportunity to express their appreciation for the support and co-operation extended by our Customers, Partners, Bankers, Vendors, Suppliers, Sub-Contractors and Members and all other stakeholders.

The Directors gratefully acknowledge the ongoing co-operation and support provided by all Statutory and Regulatory Authorities.

The Board also places on record its appreciation for the committed services by the Company's employees at all levels. Your Directors also appreciate and acknowledge the confidence reposed in them by the Members of the Company.

For & on behalf of the Board of
Sterling and Wilson Renewable Energy Limited

Place: Mumbai
Date: April 20, 2024

Khurshed Daruvala
Chairman & Non-Executive Director

Annexure A

NOMINATION AND REMUNERATION POLICY

1. Introduction:

1.1 This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

1.2 This Policy is guided by the principles and objectives as enumerated in Section 178 (3) of the Companies Act, 2013 and the rules made thereunder, each as amended (the **"Act"**) and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company. The Board has constituted a nomination and remuneration committee (the **"NR Committee"**) which is in compliance with the requirements of The Companies Act, 2013.

2. Objectives of the NR Committee:

2.1 The NR Committee shall:

i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees;

ii. Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors;

iii. Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;

iv. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel;

v. Devise a policy on diversity of Board of Directors;

vi. 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;

vii. Ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; and

viii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

3. Effective Date:

3.1 The following policy has been formulated by the NR Committee and adopted by the Board of Directors at its meeting held on June 11, 2019.

3.2 This policy shall be operational with immediate effect.

4. Definitions:

4.1 **"Board":** - Board means Board of Directors of the Company.

4.2 **"Director":** - Director means Director of the Company appointed in accordance with the Companies Act, 2013.

4.3 **"NR Committee":** - NR Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.

4.4 **"Company":** - Company means Sterling and Wilson Renewable Energy Limited.

4.5 **"Independent Director":** - As defined under the Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any amendments thereto.

4.6 **"Key Managerial Personnel":** - Key Managerial Personnel ('KMP') means-

(i) the Chief Executive Officer or the Managing Director or the Manager;

(ii) the Company Secretary;

(iii) the Whole-Time Director;

(iv) the Chief Financial Officer;

(v) Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board and

(vi) Such other officer as may be prescribed under the applicable statutory provisions / regulations.

4.7 **"Senior Management":** - The expression "Senior Management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

5. Applicability:

The Policy is applicable to -

a. Directors (Executive and Non-Executive)

b. Key Managerial Personnel

c. Senior Management Personnel

6. Constitution of the NR Committee:

6.1 The Board has the power to constitute/ re-constitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement. At present, the NR Committee comprises of following Directors:

Name of the Director	Category	Designation
Rukhshana Mistry	Non-Executive and Independent Director	Chairperson
Khurshed Yazdi Daruvala	Non-Executive Director	Member
Cherag Balsara	Non- Executive and Independent Director	Member

7. General Appointment Criteria:

7.1 The NR Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.

7.2 The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.

7.3 The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, and any other enactment for the time being in force which is applicable to the Company.

8. Additional Criteria for Appointment of Independent Directors:

8.1 The NR Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of Section 149 of the Companies Act, 2013 (as amended from time to time).

9. Term/Tenure:

i. Managing Director/Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time or as may be prescribed under the Act. No re-appointment shall be made earlier than one year before the expiry of term.

ii. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

iii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the NR Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

iv. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

10. Removal:

10.1 Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations or any other reasonable ground, the NR Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Companies Act, rules and regulations.

11. Criteria for Evaluation of Independent Director and the Board:

11.1 Following are the Criteria for evaluation of performance of Independent Directors and the Board.

The Directors including Independent Directors shall be evaluated on the basis of the following criteria i.e. whether they:

(a) act objectively and constructively while exercising their duties;

(b) exercise their responsibilities in a bona fide manner in the interest of the company;

(c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;

(d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

(e) refrain from any action that would lead to loss of his independence;

(f) inform the Board immediately when they lose their independence;

(g) assist the company in implementing the best corporate governance practices;

(h) strive to attend all meetings of the Board of Directors and the Committees;

(i) participate constructively and actively in the committees of the Board in which they are members;

(j) strive to attend the Board, Committee and general meetings of the company;

(k) keep themselves well informed about the company and the external environment in which it operates;

(l) do not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(m) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest;

(n) abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

12. Board Diversity:

12.1 The Board of Directors may have the combination of Director from the different areas / fields like production, Management, Quality Assurance, Finance, Legal, Sales and Marketing, Supply chain, Research and Development, Human Resources etc. or as may be considered appropriate.

13. Remuneration:

13.1 The NR Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director and KMP to the Board for their approval.

13.2 The level and composition of remuneration so determined by the NR Committee shall be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be made clear and should meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

13.2.1 Managing Director/Whole-time Director

a. The compensation paid to the Executive Directors (including managing director) will be within the scale approved by the shareholders. The elements of the total compensation, approved by the NR Committee will be within the overall limits specified under the Companies Act, 2013.

b. Besides the above Criteria, the Remuneration/ compensation/ commission etc. to be paid to Managing Director/Whole-time Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

c. The remuneration payable by the Company to the executive directors shall be subject to the conditions specified in the Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

13.2.2 Non-executive Directors

a. The Non- Executive Director may receive sitting fees for attending meetings of Board or NR Committee thereof. The remuneration/ commission/ compensation to the Non-Executive Directors will be determined by the NR Committee and recommended to the Board for its approval.

b. The remuneration payable by the Company to Non-Executive Directors shall be subject to the conditions specified in the Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

13.2.3 KMPs / Senior Management Personnel etc.

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

13.2.4 Directors' and Officers' Insurance

Where any insurance is taken by the Company on behalf of its Directors, KMPs/ Senior Management Personnel etc. for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel unless otherwise specifically provided under the Act.

14. Chairperson:

14.1 Chairperson of the NR Committee shall be an Independent Director.

14.2 Chairperson of the Company may be appointed as a member of the NR Committee but shall not be a Chairman of the NR Committee.

14.3 In the absence of the Chairperson, the members of the NR Committee present at the meeting shall choose one amongst them to act as Chairperson.

14.4 Chairperson of the NR Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

15. Frequency of Meetings:

15.1 The meeting of the NR Committee shall be held at such regular intervals as may be required.

16. NR Committee Members Interest:

16.1 A member of the NR Committee is not entitled to participate in the discussions when his/her own remuneration is discussed at a meeting or when his/her performance is being evaluated.

16.2 The NR Committee may invite such executives, as it considers appropriate, to be present at the meetings of the NR Committee.

17. Secretary:

17.1 The Company Secretary of the Company shall act as Secretary of the NR Committee.

18. Voting:

18.1 Matters arising for determination at NR Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the NR Committee.

19. Adoption, Changes and Disclosure of Information:

19.1 This Policy and any changes thereof will be approved by the Board based on the recommendation(s) of the NR Committee.

19.2 This policy may be reviewed at such intervals as the Board or NR Committee may deem necessary.

19.3 Such disclosures of this Policy as may be required under the Act and SEBI Listing Regulations may be made.

20. Dissemination Policy:

20.1 A copy of this Policy shall be handed over to all Directors within one month from the date of approval by the Board. This Policy shall also be posted on the website of the Company and the details of this Policy, including the evaluation criteria, shall be mentioned in the annual report of the Company.

Annexure B

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sterling and Wilson Renewable Energy Limited
9th Floor, Universal Majestic,
P. L. Lokhande Marg, Chembur (W),
Mumbai – 400 043

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sterling and Wilson Renewable Energy Limited** (L74999MH2017PLC292281) and having its registered office at 9th Floor, Universal Majestic, P.L. Lokhande Marg, Chembur West, Mumbai- 400043 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the audit period);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period); and**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

(vi) There are no laws that are specifically applicable to the Company based on their sector/ industry.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India ('ICSI');

We further report that

The Board of Directors of the Company is duly constituted with required number of Independent Directors; all Directors on the Board are Non-Executive. Further, the executive function/ substantial powers of management are entrusted with a Manager (as defined under Section 2(53) of the Act) duly appointed in terms of Section 203 of the Act. The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except few Board Meetings of the Company during the year under review held at a shorter notice with the consent of the Directors; and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. However, in the minutes of the meetings of Board and its Committees, for the period under review, no dissents were noted and hence we have no reason to believe that decisions by the Board were not approved by all the Directors present.

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

We further report that during the audit period:

1. Company has raised funds by way of issue of 2000 Listed, Rated, Commercial Paper having a face value of ₹ 5,00,000/- each at issue price of ₹ 4,72,798/- each aggregating to ₹ 94,55,96,000/- (Rupees Ninety Four Crores Fifty Five Lakhs Ninety Six Thousand) on June 15, 2023; the above-mentioned Commercial Paper were redeemed on January 1, 2024; and

2. Company had allotted 4,32,27,665 Equity Shares of face value of ₹ 1/- each, which were issued by way of Qualified Institutional Placement at an issue price of ₹347/- (including a premium of ₹ 346/-) per share and the above issue price included a discount of ₹ 18.02 (4.94% of the floor price) to the floor price of ₹365.02 per equity share on December 14, 2023.

3. The Company allotted 2,81,319 Equity shares of face value of ₹ 1/- each at an exercise price of ₹ 238/- to the option grantees pursuant to exercise of stock options under the Sterling and Wilson Renewable Energy Limited Employee Stock Option Plan on various dates during the review period.

This report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report.

For **Manish Ghia & Associates**
Company Secretaries
(Unique ID: P2006MH007100)

CS Mannish L. Ghia
Partner
M. No. FCS 6252 C.P. No. 3531
PR 822/2020

Place: Mumbai
Date: April 20, 2024
UDIN: F006252F000164718

'Annexure A'

To,
The Members,
Sterling and Wilson Renewable Energy Limited
9th Floor, Universal Majestic
P. L. Lokhande Marg, Chembur (W)
Mumbai – 400 043

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

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of Management. Our examination was limited to the verification of procedures on the test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Manish Ghia & Associates**
Company Secretaries
(Unique ID: P2006MH007100)

CS Mannish L. Ghia
Partner
M. No. FCS 6252 C.P. No. 3531
PR 822/2020

Place: Mumbai
Date: April 20, 2024
UDIN: F006252F000164718

Annexure C

Annual Report on Corporate Social Responsibility ("CSR") Activities for the Financial Year 2023-24

1. Brief outline on CSR Policy of Company :

CSR Vision: "Creating a Sustainable and Responsible business"

Sterling and Wilson Renewable Energy Limited ("SWREL" or "the Company") is committed to enriching people's lives. We take pride in being socially and environmentally responsible to our employees, stakeholders, vendors, and the world at large. Every precious resource utilized by us is accounted for and used optimally keeping in mind the greater good of the society. For us, business is as much about integrating societal, economic, and environmental obligations as it is about creating value for our esteemed customers. In our own humble way, we strive to be the change we want to see.

CSR Objectives:

This Policy sets out the framework that would guide all CSR initiatives and activities undertaken by the Company. This Policy is framed in accordance with the provisions of Section 135 of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder. Any project or program that is exclusively for the benefit of SWREL's employees would not be considered as CSR initiative, program, project or activity. The surplus arising out of the CSR projects, initiatives or programs or activities shall not form part of the business profit of SWREL.

The Policy is guided by SWREL's vision to create a sustainable and responsible business.

Scope & Focus Area:

The Company may carry out any one or more of the CSR activities, notified under the Section 135 of the Act read with Schedule VII, *interalia* the following:

- **Improve Quality of Life:** Providing Safe Drinking Water, Sanitation, & Overall Health
- **Environmental Preservation:** Reducing Our Carbon Footprint, Increasing Green Cover & Promote Bio-Diversity
- **Education and Skills Training:** Facilitating Underprivileged Children and Young Adults from Tribal Communities with Education and Skills Training
- **Inclusion:** Training and Earning Opportunity to Differently Challenged Youth, Alleviation of Poverty, Financial Inclusion for Migrant Labour Force

Further, the Company will review the sectors/ activities from time to time and make additions/ deletions/ modifications to the above sectors/activities.

CSR Operational Framework:

CSR Committee

The Board of Directors of the Company has constituted a CSR Committee in accordance with the requirements of the Act and the Rules made thereunder. The details of the composition are available on the Company's website at www.sterlingandwilsonre.com.

This Committee will be responsible for the following:

(a) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) To identify corporate social responsibility partners and corporate social responsibility policy programmes;

(c) To review and 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 the CSR policy, corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(f) To formulate and recommend to the Board (including any revisions thereto), an annual action plan in pursuance of the CSR policy and have an oversight over its implementation;

(g) To review the impact assessment carried out for the projects of the Company, if applicable, as per the requirements of the law; and

(h) To perform such other duties and functions as the Board may require the CSR Committee to undertake to promote the CSR 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 Act.

		CSR Governance: Every year, the CSR Committee will place for the approval of the Board of Directors of the Company, an annual action plan giving the CSR Programmes to be carried out during the Financial Year, including the budgets thereof, their manner of execution, implementation schedules, modalities of utilisation of funds, and monitoring & reporting mechanism for the CSR Programmes. The Board will consider and approve the annual action plan with such modification that may be deemed necessary. The CSR Plan may also be modified by the Board, on the recommendation of the CSR Committee.
2.	Composition of CSR Committee as on March 31, 2024	see table below

Sr. No.	Name of Director	Designation/ Nature of Directorship	No. of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Khurshed Daruvala	Chairman of CSR Committee and Non-Executive Director	3	3
2.	Mr. Rahul Dutt	Member of CSR Committee and Independent Director	3	N.A. [1]
3.	Mr. Umesh Khanna	Member of CSR Committee and Non-Executive Director	3	2

3.	Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company	https://www.sterlingandwilsonre.com/investor-relations/corporate-governance https://www.sterlingandwilsonre.com/investor-relations/reg-46-of-lodr
4.	Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable	N.A.
5.	(a) Average net profit of the company as per Section 135(5)	N.A.
	a. Two percent of average net profit of the Company as per Section 135(5)	N.A.
	b. Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years	Nil
	c. Amount required to be set off for the Financial Year, if any	Nil
	d Total CSR obligation for the Financial Year (5b+5c-5d)	N.A.

[1] *Mr. Rahul Dutt was appointed as a Director of the Company w.e.f. March 26, 2024. No meeting of the CSR Committee was held post his appointment.*

6.	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	N.A.
	(b) Amount spent in Administrative Overheads	Nil
	(c) Amount spent on Impact Assessment, if applicable	Nil
	(d) Total amount spent for the Financial Year (6a+6b+6c)	N.A.
	(e) CSR amount spent or unspent for the Financial Year	see table below

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (₹ In Crore)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(f) Excess amount for set off, if any

Sr. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per Section 135(5)	N.A.
(ii)	Total amount spent for the Financial Year	N.A.
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7	(a) Details of Unspent CSR amount for the preceding three Financial Years	Please refer below mentioned table

8

Whether any Capital Assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
N.A.							

9.	Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5)	N.A.

1. **Details of Unspent CSR amount for the preceding three Financial Years:**

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (₹ in Crore)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (₹ in Crore)	Amount spent in the reporting Financial Year (₹ in Crore)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (₹ In Crore)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1.	2022-2023	0.54	0.54	0.53	N.A.		0.01	N.A.
2.	2021-2022	3.20	0.81	0.81	N.A.		-	N.A.
3.	2020-2021	4.56	0.76	0.76	N.A.		-	N.A.

Place: Mumbai
Date: April 20, 2024

Khurshed Daruvala
Chairman and Non- Executive Director
Chairman of the CSR Committee

Annexure D

Report on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for The Financial Year 2023-24

(A) Conservation of energy

(i) The steps taken or impact on conservation of energy:

- **Prefabricated system components:** The system components of utility scale projects and roof top systems division job are prefabricated, and hence only mechanical assembly and electrical terminations are required. This leads to minimization of usage of power tools at sites and thereby minimizes usage of energy. Usage of Diesel Generator (DG) sets at construction site is eliminated, this eliminates the sound, air pollution along with conservation of fuel.
- **LED Design:** All solar plant lighting design is based on LED (which typically uses approx. 25-80% lesser energy and lasts approx. 3-25 times longer) either during construction or Operation & Maintenance (O&M) stages.
- **Water Treatment Plant:** On site, we are treating the sewage water and using it for dust control purposes.

(ii) The steps taken by the company for utilizing alternate sources of energy:

- **Solar powered inverters:** The electrification of our construction site office setup, site stores and Labour colony are done using Solar powered Inverters (capacity around 12 kW). This is an ongoing effort in all construction sites, due to which the fuel consumption and dependence on Diesel Generator (DG) is reduced drastically, leaving DG only as a back-up source.
- **Semi / fully Automatic Robots:** Usage of semi/ fully automatic robots for PV module cleaning. The semi/ fully automatic robot functions using battery which is charged by the electricity generated from solar plant. By using semi/ fully automatic robot, the Company has reduced the water consumption by 50% of actual consumption compared to other alternatives such as mounted water tank/ module cleaning pipelines etc. Robot cleaning will also reduce the consumption of water and electricity.
- **Solar lighting for auxiliary work:** Solar Lighting system is used for auxiliary consumption of Solar Plants during the night.

(iii) The capital investment on energy conservation equipment:

In renewable energy exhibition, we have introduced mobile testing lab for the PV module testing with all latest equipment that are calibrated according to the latest standards. Using this facility, the PV modules can be tested for their performance at construction sites itself rather than taking the modules too far away. We thereby increase efficiency of testing cycles and conserve lot of energy which may get spent on logistics, co-ordination and transportation.

(B) Technology absorption-

(i) The efforts made towards technology absorption.

The following key components and their implementation efforts in various projects are highlighted below:

- **Implementation of the robot module cleaning system**

  Solar plants are often installed at sites that have water scarcity & are generally dusty such as barren land, deserts etc. In such cases, cleaning of modules becomes very difficult thereby hampering the plant performance. With implementation of robots (dry cleaning) have helped cleaning of the modules at such kind of sites. Moreover, it reduces the manpower efforts in cleaning of larger scale power plants.

- **Wind tunnel study**

  Module mounting structure (MMS) is designed by following suitable IS/ IEC /AS / UL codes without considering the factor of wind shadowing. With the help of wind tunnel study, the concept of wind shadowing effect is practically adopted, i.e., by segregating MMS into boundary and inner structures, which results in overall optimization of MMS.

- **Tracker system**

  The Solar Tracker is a device that orients the solar panels based on the movement of the Sun. In Solar power plants, trackers are used to maximize the utilization of Direct Horizontal Irradiation by minimizing the angle of incident light on the Solar Modules.

  This eventually increases the amount of energy produced, from a fixed amount of installed generating capacity as compared to that of fixed tilt with the same installed Capacity. We use various trackers according to the project specific needs.

- **Bifacial Modules**

  The technology of bifacial modules has PV cells installed on both the sides of the Module. This technology is basically used at sites with higher ground reflection coefficient (Albedo)/ diffused irradiation. For example, sand, water, snow etc. have tendency to reflect maximum incident light rays and the same can be utilized to generate power. We have successfully executed projects using Bifacial modules.

- **Wireless string combiner boxes**

  The wireless combiner box technology has replaced the conventional type that used multiple communication and power cables running from each combiner box to respective inverter station. With wireless technology, the combiner box data or health status is monitored remotely. We have implemented projects using this technology, thereby providing savings on copper cables and civil works related to the same.

- **DC earth fault detection techniques like pulse based online/offline**

  Strength of SWREL are being used to serve Project owners and make Company as a credible-Reliable Solar O&M Company as well because of our large knowledge base/ experience. In addition to other technologies and tools for various monitoring systems, we are also going to use latest technologies for DC earth fault detection techniques like pulse based online/offline to increase the system availability and enhance the LCOE.

- **RE development**

  Company is implementing GW scale Solar project in completely non usable barren, high corrosive land in Rann of Kuchh Gujarat with use of innovative & optimum technologies thus which is paving way for RE development in such difficult areas.

- **Low discharge BESS system**

  Indian Grid Code is getting revised for withdrawal of present net metering facility available in ISTS (Inter State Transmission System) connected projects. Many states have already withdrawn this facility and non-Solar hour energy is being charged at Commercial rates. This drives a future business case of long duration (i.e. 12 hours) low discharge BESS system to make the plant 100% RE driven self-reliant even in non-solar hour. Company has initiated action to make this self-reliant Storage facility and its integration with the existing system in future.

- **Floating system**

  Floating solar plants are installed on the water bodies like ponds, reservoirs, back waters etc. The reason for higher performance of floating power plants as compared to ground mounted plants, are minimal shading losses, cooler ambient temperature and negligible soiling loss. Moreover, it has other environmental, economic and social benefits such as minimal water evaporation, utilization of unused spaces into profitable areas and preserving valuable land. We have started implementing floating solar projects on a small scale.

  Company will participate in large scale Floating Solar Projects (>500MW) which are instrumental in saving of precious land and considerable reduction of water evaporation thus its contribution towards environment.

- **RFID based Asset Tracking and Management**

  The PV panels are considerably high value in nature, and they form the core value of the assets of a utility scale PV plant.

  By using embedded Radio Frequency Identification (RFID) chips of each module and tracking it to the location where it is installed, we provide asset visibility to the last mile. It simplifies the process of managing the assets. Also, latest Robotic Process Automation (RPA) based programs and GPS technology are used in implementing the system, thereby ensuring quality installation and accurate tracking of Asset performance. Its application is specific to user country guidelines.

- **Intelligent camera for monitoring of construction works.**

  Intelligent camera uses software programs to analyse the images and activities in order to recognize humans, vehicles, objects and events. Implementing the same at sites widely help in monitoring of activities during construction and provide alerts in case of any mis-happenings, as a part of surveillance system.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

- A reliable method/protocol developed for "Soiling Measurement" for a tracker-based system.
- An improved understanding of various string connection layouts on multi-plane system (2P or more) benchmarked and implemented.
- Usage of 1500V Modules of Higher wattage up to 500Wp+ coupled with bifacial technology have helped lower the Balance of Systems (BOS) cost thereby providing an edge in acquisition of orders. This will reduce the land requirements, other BOS systems and thus indirectly conserve energy.
- Invertor station concept (purpose built) in many projects has been helping in achieving improved efficiencies in project execution.
- 16.9 MVA and 12.5 MVA 5 winding transformers , 8 MVA 3 winding transformers utilized to optimize BOS efficiency.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Recognized Soft Tools are absorbed in design and engineering for unique, accurate and specific solutions. As every bid and project is unique in nature, the solution is also tailor made based on output of these tools. It provides a consistent edge to the Company in a competitive market for providing optimal solutions.

(a) The details of technology imported: We are using software as detailed in following table for detailed design and engineering, simulations and arriving at more accurate solutions.

Sr. No	Standard Software being used by SWREL Design & Engineering	Software Version	User
1	AutoCAD - including specialized toolsets	Auto Cad 2023	Electrical, Civil, MEP,SCADA
2	PVsyst	Ver 7.4.1	Electrical
3	Metronome / Solar GIS	2024	Electrical
4	Sketchup Pro	2022	Electrical
5	ETAP	Ver 22.5	Electrical
6	PSSE	Ver 35.2.0	Electrical
7	PV case	Ver 2.39.1.51.(64 bit)	Electrical, Civil
8	CYMCAP	2022	Electrical
9	Civil 3D 2024	Auto Desk Civil 3D 2024	civil
10	STAAD PRO V8i	Connect 2023	civil
11	Infraworks 360	2022	civil
12	Revit	2024	civil
13	L-Pile	Ver 2019.11.02	civil
14	SAM (NREL)	2023.12.17	Electrical

(b) The year of import: Every year we are renewing the Codes and standards subscription software based on annual subscription charge applicable with service providers.

(c) whether the technology been fully absorbed; Yes.

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Not Applicable

(iv) the expenditure incurred on Research and Development: Nil

(C) Foreign Exchange Earnings and Outgo:

(i) Foreign exchange earnings for the year under review: ₹ 57.28 Crore

(ii) Foreign exchange outgo for the year under review: ₹ 41.13 Crore

ANNEXURE E

Information required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	Mr. Khurshed Daruvala	Non-Executive Director	1.79
	Mr. Balanadu Narayan	Non-Executive Director	0.76
	Mr. Cherag Balsara	Independent Director	0.76
	Mr. Keki Elavia	Independent Director	1.77
	Ms. Naina Krishna Murthy	Independent Director	0.25
	Mr. Pallon Mistry[1]	Non-Executive Director	0.13
	Mr. Rahul Dutt[2]	Independent Director	N.A.
	Ms. Rukhshana Mistry	Independent Director	1.70
	Mr. Saurabh Agarwal	Non-Executive Director	0.76
	Mr. Umesh Khanna[3]	Non-Executive Director	0.63
The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year[4]	Mr. Khurshed Daruvala	Non-Executive Director	1.79
	Mr. Balanadu Narayan	Non-Executive Director	20.00
	Mr. Cherag Balsara	Independent Director	9.09
	Mr. Keki Elavia	Independent Director	1.82
	Ms. Naina Krishna Murthy	Independent Director	-33.33
	Mr. Pallon Mistry[1]	Non-Executive Director	-78.72
	Mr. Rahul Dutt[2]	Independent Director	N.A.
	Ms. Rukhshana Mistry	Independent Director	0.00
	Mr. Saurabh Agarwal	Non-Executive Director	20.00
	Mr. Umesh Khanna[3]	Non-Executive Director	100.00
	Mr. Chandra Kishor Thakur	Manager	15.93
	Mr. Bahadur Dastoor	Chief Financial Officer	37.29
	Mr. Jagannadha Rao Ch. V.	Company Secretary	14.29
The percentage increase in the median remuneration of employees in the financial year	1.54%		
The number of permanent employees on the rolls of Company	786 as on March 31, 2024		
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase made in the salaries of employees other than the managerial personnel during the Financial Year 2023-24 was 13.30%, whereas the increase in the managerial remuneration(s) for the same financial year was 15.45%. The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress and also as per the market trend. Further, there are no exceptional circumstances for increase in the managerial remuneration during the year under review.		
Affirmation that the remuneration is as per the remuneration policy of the Company	It is hereby confirmed that the remuneration paid to the employees is as per the remuneration policy of the Company		

Notes(s):

1. *Mr. Pallon Mistry ceased to be a Director of the Company on July 13, 2023*
2. *Mr. Rahul Dutt is appointed as a Director on March 26, 2024. No Board/ Committee meeting(s) was held post his appointment. Accordingly, no remuneration was paid to him during the Financial Year 2023-24*
3. *Mr. Umesh Khanna was appointed as a Director of the Company on July 13, 2023*
4. *Percentile increase shall vary depending on the number of Board/ Committee meeting(s) held in the financial Year for the Directors*
5. *Managerial remuneration includes the remuneration of Manager*

Certificate on Corporate Governance

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

To
The Members
Sterling and Wilson Renewable Energy Limited
9th Floor, Universal Majestic
P. L. Lokhande Marg, Chembur (W)
Mumbai – 400 043

We have examined the compliance of conditions of Corporate Governance by **Sterling and Wilson Renewable Energy Limited**, for the year ended on March 31, 2024 as stipulated under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Listing Regulations.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in relevant regulation(s) of above-mentioned Listing Regulations.

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

For **Manish Ghia & Associates**
Company Secretaries
(Unique ID: P2006MH007100)

CS Mannish L. Ghia
Partner
M. No. FCS 6252, C.P. No. 3531
PR 822/2020

Place: Mumbai
Date: April 20, 2024
UDIN: F006252F000164839

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members
Sterling and Wilson Renewable Energy Limited
9th Floor, Universal Majestic,
P L Lokhande Marg,
Chembur – West,
Mumbai-400043

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Sterling and Wilson Renewable Energy Limited** having CIN: L74999MH2017PLC292281 and having registered office at 9th Floor, Universal Majestic, P L Lokhande Marg, Chembur – West, Mumbai-400043 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment in Company
1	Khurshed Yazdi Daruvala	00216905	25/04/2018
2	Rukhshana Jina Mistry	08398795	27/03/2019
3	Cherag Sarosh Balsara	07030974	29/03/2022
4	Balanadu Narayan	00007129	07/04/2022
5	Naina Krishna Murthy	01216114	07/04/2022
6	Saurabh Agarwal	09206293	07/04/2022
7	Umesh Narain Khanna	03634361	13/07/2023
8	Rahul Yogendra Dutt	08872616	26/03/2024

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Manish Ghia & Associates**
Company Secretaries
(Unique ID: P2006MH007100)

CS Mannish L. Ghia
Partner
M. No. FCS 6252, C.P. No. 3531
PR 822/2020

Place: Mumbai
Date: April 20, 2024
UDIN: F006252F000164806

MANAGEMENT DISCUSSION & ANALYSIS

ECONOMIC REVIEW

Global Economy

In 2023, the global economy demonstrated significant resilience, even as inflation trended downward. The economic strength was evident in steady employment and growing incomes, fuelled by robust demand, which was further driven by increased government spending, rising household consumption, and a broader labour force participation rate. According to the International Monetary Fund (IMF), the global economy is expected to grow by 3.2% in 2023 and is estimated to maintain a similar pace in 2024 and 2025. The estimated economic growth rate has grown at a modest rate over the previous years. A major reason for the slower global economic growth in 2023 has been fiscal tightening, as governments looked to raise taxes and reduce spending to address budget issues. Other factors that affected economic growth include the risk of price increases from geopolitical tensions and the overall decline in inflation rates in major economies.

The advanced economies registered a growth rate of 1.6% in 2023, indicating a stable and modest pace of expansion. The emerging markets and developing economies registered significant growth, achieving a robust rate of 4.3%. The growth patterns reflected a mixed global economic environment, where advanced economies experienced subdued demand, while emerging markets benefitted from stronger economic activity and increasing investment.

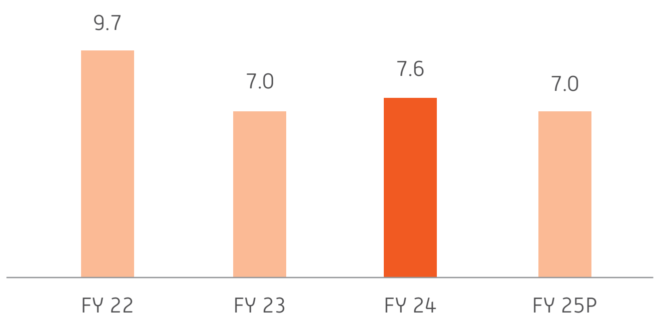
Outlook

In 2024 and 2025, advanced economies are expected to grow by 1.7% and 1.8% respectively. Emerging markets and developing economies are anticipated to maintain steady growth at around 4.2% for both 2024 and 2025. The outlook indicates a balanced risk environment, with challenges like geopolitical tensions, fluctuating inflation rates, and high government debt. However, strategic policy measures and international cooperation are expected to reduce these risks and promote economic growth.

Indian Economy

India possesses the most promising structural growth narrative among other large economies across the world. In FY 2023-24, the Indian economy has experienced significant growth momentum, backed by positive macroeconomic indicators and factors such as improved labour market conditions, heightened urban demand, and government focus on capital expenditure. The National Statistics Organisation (NSO) has projected that the Indian economy will grow by 7.3% in FY 2023-24, surpassing the 7.2% growth recorded in the previous FY 2022-23.

India's GDP (Gross Domestic Product) Growth (%)[1]



Inflation has been on a downward trend during FY 2023-24. Core inflation, excluding food and fuel, has softened across goods and services, reflecting the impact of monetary policy actions and declining commodity prices. The headline inflation moderated to an average of 5.5% during April-December 2023 from 6.7% during FY 2022-23. The RBI's commitment lies in maintaining headline inflation at 4%, with an estimated inflation rate of 5.4% for FY 2023-24. The RBI's MPC maintained a steady policy repo rate of 6.5% throughout FY 2023-24, adhering to its 'withdrawal of accommodation' stance.

The government's interim Union Budget for FY 2024-25 is in perfect alignment with the vision for a technologically advanced and innovative India, marking a corpus of ₹ 1 lakh crore for technology financing. Under the budget, the infrastructure capex target has been set at ₹ 11.1 lakh crore for FY 2024-25, marking an 11% increase, and comprising 3.4% of GDP. Capital expenditure by the Government has demonstrated a robust compound annual growth rate (CAGR) of 27% over the past five years, with significant emphasis on sectors such as housing, roads, railways, defence, and solar. This escalated capital outlay is poised to boost credit growth in the infrastructure sector. In addition, India's services exports have experienced robust growth, driven by the rapid expansion of Global Capability Centers (GCC) established by multinational corporations. India hosts approximately 40% of these GCCs worldwide, with a workforce of 1.7 million employed solely within them.

Outlook

Amid an uneven and uncertain global economic recovery, the Indian economy has exhibited resilience and robustness. The strength of the Indian economy, along with recent reforms, have established a sturdy groundwork for sustained long-term growth. According to the RBI, the country's GDP is expected to attain a growth rate of 7% in FY 2024-25. Significant advancements in key high-frequency indicators, such as automobile sales and Goods and Services Tax (GST) revenues, consistently indicate significant progress, reflecting an optimistic outlook for the Indian economy. With the combination of political stability and supportive government policies, India has gained and maintained a favourable position for strong growth in the future.

The strength of the Indian economy, along with recent reforms, have established a sturdy groundwork for sustained long-term growth.

INDUSTRY OVERVIEW

Global Energy Review[2]

According to the International Energy Agency (IEA), the economic rebound following the Covid-19 pandemic, along with responses to global energy challenges, has spurred remarkable investments in clean energy. Clean energy investments have outpaced fossil fuels during 2023, reflecting a robust shift towards sustainable solutions. According to IEA (International Energy Agency), the total energy investments in 2023 stood at US$ 2.8 trillion, with over US$ 1.7 trillion allocated to clean energy. The remaining portion, of approximately US$ 1.1 trillion, was directed towards fossil fuel extraction and power generation, with around 15% designated for coal and the rest 85% for oil and gas.

The surge in clean energy investments is particularly evident amid the volatility in fossil fuel markets triggered by events such as Russia's invasion of Ukraine and the conflict in the Red Sea area. Such circumstances have accelerated the adoption of diverse clean energy technologies. Simultaneously, there has been a proactive rush to secure oil and gas supplies, further emphasising the urgency and momentum behind the clean energy transition.

Global energy demand is projected to grow at an average annual rate of 0.7% until 2030 and is further expected to continue rising until 2050. The energy demand might stabilise thereafter due to enhanced efficiency and the increasing adoption of electric-powered technologies.

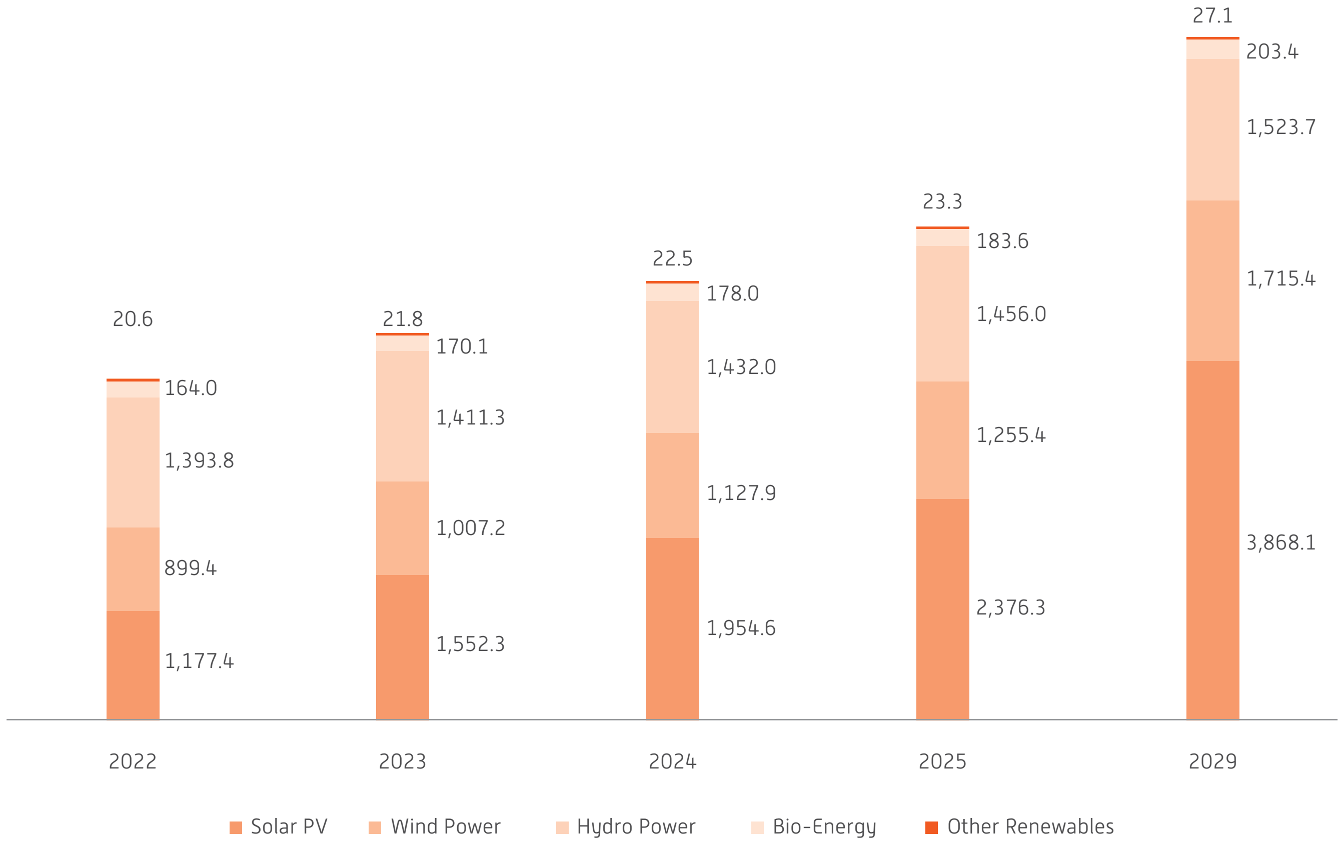
Global Renewable Energy Industry

The global renewable energy sector achieved a significant milestone by adding over 500 gigawatts (GW) of capacity, setting a new worldwide record in 2023. There was a significant increase in annual renewable capacity additions, reaching nearly 508 GW in 2023. This surge led to a cumulative renewable capacity of 4,163 GW, marking the fastest growth rate witnessed in the last two decades. This achievement marks the 22nd consecutive year of reaching new milestones in renewable capacity additions. The Net Zero Roadmap outlined by IEA stresses that reaching the target of keeping global warming to 1.5°C is challenging, but still possible.

An upward trend in solar PV capacities is expected to be observed over the years, with capacities steadily increasing from 1,552.3 GW in 2023 to 3,869.1 GW by 2029. Wind power capacities are also expected to register steady growth, rising from 1,007.2 GW in 2023 to 1,715.4 GW in 2029. The capacities for hydro power range from 1,411.3 GW in 2023 to 1,523.7 GW in 2029, highlighting the importance of hydroelectricity in the renewable energy mix. Bio-energy capacities experience gradual growth throughout the period, from 170.1 GW in 2023 to 203.4 GW in 2029. Capacities from other renewable sources also see incremental growth, reaching 27.1 GW by 2029 from 21.8 GW in 2023.

65 MW solar power plant commissioned by Sterling and Wilson Renewable Energy Limited for Energon in Telangana

Global Cumulative Renewable Electricity Capacity (GW)



Source: https://www.iea.org/reports/renewables-2023/executive-summary

[1] Source: NSO estimates dated 29th February 2024; RBI (Reserve Bank of India) MPC (Monetary Policy Committee) report dated 8th February 2024

[2] Source: https://www.iea.org/reports/world-energy-investment-2023/overview-and-key-findings

By 2028, it is projected that solar PV and wind additions will more than double compared to 2022, persistently setting new records throughout the forecast period and reaching nearly 710 GW. However, during the same period, hydropower and bioenergy capacity additions are expected to decline compared to the previous five years, particularly due to decelerated development in emerging economies like China.

The world is well-positioned to install more renewable capacity in the next five years. Approximately, 3,700 GW of new renewable capacity has been projected to come online between 2023 and 2028, driven by supportive policies implemented in over 130 countries. Solar PV and wind energy are expected to contribute to 95% of the global renewable expansion, benefiting from their lower generation costs compared to both fossil and non-fossil fuel alternatives.

China is expected to contribute nearly 60% of global renewable capacity by 2028. Solar PV and onshore wind installations in the United States (US), EU, India, and Brazil will more than double in the next five years, driven by supportive policies and improving economics. Rooftop solar PV growth in the EU and Brazil will surpass large-scale installations due to cost concerns. In the US, the Inflation Reduction Act is boosting renewable additions despite supply chain issues. In India, accelerated growth is anticipated through expedited auctions and improved finances. The Middle East and North Africa are also seeing renewable expansion due to policy incentives, but sub-Saharan Africa's growth still lags its potential and electrification needs.

As per the IEA, several significant milestones in renewable energy are anticipated over the next five years:

- In 2024, global electricity generation from solar PV and wind is expected to surpass that from hydropower.[1]
- In 2025, renewables are forecasted to overtake coal as the primary source of electricity generation.
- Both wind and solar PV are expected to exceed nuclear electricity generation in 2025 and 2026, respectively.
- By 2028, renewable energy sources are anticipated to account for over 42% of global electricity generation, with the combined proportion of wind and solar PV doubling to 25%.[2]

Empowering a Secure Future through Renewable Energy

Renewable energy stands as a beacon of hope in shaping a secure future for the planet. By harnessing the power of sources like solar, wind, hydro, and geothermal, the world is not only reducing its dependence on finite fossil fuels but also mitigating the risks associated with their extraction, transportation, and consumption. This shift towards renewables enhances energy security by diversifying the energy sources and making people less vulnerable to disruptions caused by geopolitical tensions or resource scarcity. Moreover, the decentralised nature of renewable energy infrastructure empowers communities and nations to take control of their energy destiny, promoting resilience and self-sufficiency.

40 MW (AC) Hindupur Solar Park commissioned by Sterling and Wilson Renewable Energy Limited

[1] Source: https://www.iea.org/reports/electricity-mid-year-update-july-2024/executive-summary.

[2] Source: Renewables 2023 IEA report

By significantly reducing greenhouse gas emissions and air pollution, renewables help combat climate change and its associated threats, such as extreme weather events, rising sea levels, and disruptions to ecosystems and biodiversity. Additionally, the deployment of renewable energy technologies creates new economic opportunities, driving innovation, job creation, and investment in clean energy sectors. In 2023, renewable electricity capacity additions surged to an estimated 507 GW, nearly 50% higher than the previous year. This remarkable increase was driven by sustained policy support across countries, marking a substantial shift in the global growth trajectory for renewable energy.[1]

The New Era of Renewable Energy – Key Challenges[2]

As per industry reports, the key challenges in the renewable energy industry are being mentioned as follows:

Grid Integration: The intermittent nature of renewable energy sources presents a unique challenge for integrating them into the existing power grid. Fluctuations in energy supply due to weather conditions require advanced energy storage solutions and upgrades to grid infrastructure to accommodate distributed generation.

High Initial Cost: One of the primary challenges in the renewable energy industry is achieving cost competitiveness with traditional fossil fuel-based energy sources. Despite significant declines in the costs of technologies in solar and wind segment, the initial investment for installation has remained high. Continued support for research and development is essential to drive down costs, improve efficiency, and encourage widespread adoption of renewables.

Continuous Technological Upgrade: Constant research and development are vital for overcoming technological limitations in the renewable energy sector. Innovations in solar panel design, wind turbine technology, and energy storage systems can enhance efficiency and reliability, making renewables more viable.

Lack of Skilled Workforce: The renewable energy industry faces a shortage of skilled workers with expertise in technologies, grid integration, and policy development. Collaborative efforts between governments, educational institutions, and industry organisations are required to promote training programmes and initiatives to build a capable workforce.

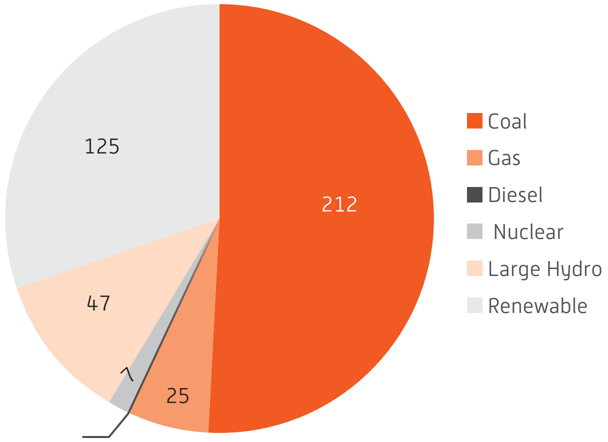
Global Renewable Energy Targets[3]

More than 100 world leaders unveiled the Global Pledge on Renewables and Energy Efficiency during the World Climate Action Summit of COP28 in Dubai on December 2, 2023. This pledge aims to triple global renewable energy capacity to at least 11,000 GW by 2030 and double the rate of energy efficiency improvements to over 4%. Despite the existing policy and market challenges, projections indicate that global renewable capacity is on track to reach 7,300 GW by 2028. Moreover, in an accelerated scenario, global cumulative capacity is expected to double to 8,130 GW by 2028, signalling significant progress towards fulfilling the global tripling pledge. These combined efforts will reduce the deployment of new fossil fuel capacities and align to limit global warming to 1.5°C. This positive trajectory underscores the transformative potential of clean energy in shaping a more sustainable and secure world for future generations.

India Maps Out its Renewable Energy Future

Despite being the world's third-largest energy consumer, India distinguishes itself in renewable energy, ranking fourth globally in installed capacity for renewables, wind, and solar power. The total installed capacity in the country increased from 125.17 GW in FY 2022-23 to 136.57 GW by the end of the eleven months in FY 2023-24.

Total Cumulative Installed Capacity (GW) as of March 2023[4]



[1] Source: Renewables 2023 IEA report

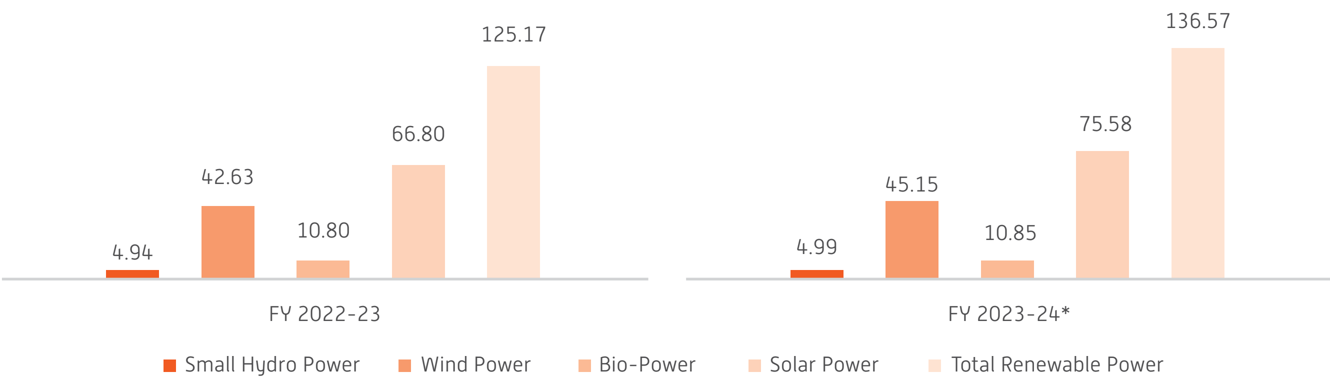
[2] https://www.linkedin.com/pulse/what-major-challenges-being-faced-renewable-industry-today/; https://www.linkedin.com/pulse/what-major-challenges-being-faced-renewable-industry-today#:~:text=However%2C%20it%20faces%20various%20challenges,transition%20to%20renewable%20energy%20sources.

[3] Source: Renewables 2023 IEA report

[4] Source: CRISIL MIA Report

The installed capacity of small hydro power remained relatively stable, showing a slight increase from 4.94 GW in FY 2022-23 to 4.99 GW in the eleven months ending FY 2023-24. India witnessed significant growth in wind power installations, with capacities rising from 42.63 GW in FY 2022-23 to 45.15 GW by February 2024. During the same period, the capacity for bio-power generation also experienced a marginal increase from 10.80 GW to 10.85 GW, reflecting the ongoing efforts to harness biomass resources for energy production. Solar energy demonstrated remarkable growth, with installed capacities surging from 66.80 GW in FY 2022-23 to 75.58 GW in the eleven months ending FY 2023-24. This notable expansion underscores India's strong emphasis on solar energy as a pivotal component of its renewable energy strategy.

India's Cumulative Renewable Energy Capacities (in GW)[1]



* FY 2023-24: Data is for eleven months ended February 2024

The nation has initiated numerous strategic programmes and commitments to strengthen its renewable energy sector. They have been enumerated as follows:

- The National Green Hydrogen Mission was launched to initiate the process. The mission aims to establish Green Hydrogen Production Facilities totalling 4.5 lakh tonnes in India.
- About 49 lakh pumps to be installed/solarised as per revised targets under the Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan (PM KUSUM) Scheme.
- In September 2023, a revised strategy for offshore wind energy projects was issued, aiming for the installation of 37 GW capacity for various wind energy projects. The central transmission utility completed planning for transmission infrastructure for an initial 10 GW offshore wind power capacity, split evenly between Gujarat and Tamil Nadu coasts.
- As of November 30, 2023, the Ministry approved 50 solar parks with a combined capacity of around 37,490 Megawatts (MW) across 12 states in India.
- From January to November 2023, approximately 741 MW capacity was installed under the grid-connected rooftop solar programme, with an additional 2.77 GW capacity installed across various sectors.
- About 105-megawatt equivalent (MWeq) capacity of Bioenergy Projects, including Biomass and Waste to Energy projects, was installed during the year ended December 2023.
- About 12,693 small Biogas Plants and 1.107 MWeq of medium-size biogas plants were installed, with an annual target of 46,000 small biogas plant installations allocated for FY 2023-24.
- As per the Ministry of New and Renewable Energy, bids for 50 GW per annum Renewable Energy capacity, including at least 10 GW per annum wind power capacity, are scheduled to be issued each year from 2023-24 to 2027-28.[2]

Achieving India's Net Zero target by 2070

India is poised to accomplish its short-term and long-term objectives outlined in the 'Panchamrit' action plan. These targets include reaching a non-fossil fuel energy capacity of 500 GW by 2030 and ensuring that at least half of its energy needs are met through renewable sources by the same year. Additionally, the plan aims to reduce CO_2 emissions by 1 billion tonnes by 2030, lower carbon intensity to below 45% by 2030, and ultimately pave the path towards achieving a Net-Zero emission target by 2070.

[1] Source: https://mnre.gov.in/physical-progress/ https://mnre.gov.in/year-wise-achievement/

[2] https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1992732

India's energy-mix strategies include a significant transition towards cleaner energy alternatives, promoted by expanded manufacturing capacities and a heightened focus on energy use efficiency. India is focussing on hydrogen adoption through policies like production-linked incentives, alongside exploring various emerging technologies such as 2G ethanol pilot and hydrogen valleys to advance its energy objectives. India stands at a unique vantage point to ascend as a key global player in solar energy production. The comprehensive framework positions India as a frontrunner in the race towards a renewables-powered economy.[1]

India's National Wind-Solar Hybrid Policy: Promoting Synergy in Renewable Energy Development[2]

As per the Ministry of New and Renewable Energy, as the government prioritises renewable energy, it must ensure a stable grid to fully capitalise on this investment. This necessitates adopting hybrid energy systems, which integrate two or more renewable energy sources with storage solutions to enhance the balance and reliability of energy supply. The government of India introduced the National Wind-Solar Hybrid Policy in 2018, with the primary aim of facilitating the development of large grid-connected wind-solar PV hybrid systems to optimise the use of wind and solar resources, transmission infrastructure, and land. The policy also encourages the adoption of new technologies and methods for the combined operation of wind and solar PV plants.

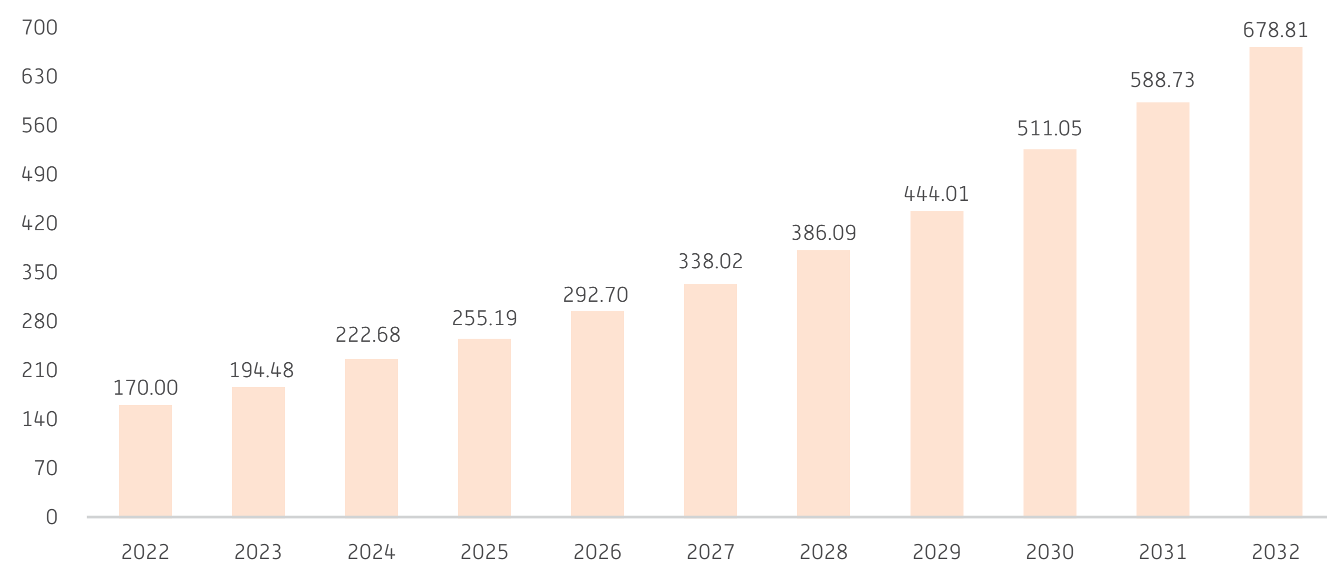
The policy includes features like combining fixed-speed and variable-speed wind turbines with solar PV systems and determining the sising of hybrid plants based on resource characteristics. It also allows current wind or solar projects to add more solar PV plants or wind turbine generators to benefit from hybrid projects. Moreover, the policy permits the addition of battery storage to hybrid projects to reduce output variability, increase energy output, and ensure firm power availability. Renewable Energy Implementing Agencies have issued tenders for various types of hybrid projects, with around 1.44 GW of hybrid projects already commissioned as of December 31, 2023.

Global Solar Power Industry – An Overview

Solar Energy – Futuristic Energy Source

Solar energy can be captured through a variety of technologies, including PV cells, which directly transforms sunlight into electricity, and concentrated solar power systems, which utilise solar heat to generate electricity or supply hot water for diverse applications. The global solar energy market was valued at US$ 170 billion in 2022 and is anticipated to surge to around US$ 678.81 billion by 2032, exhibiting a CAGR of 14.90% during the forecast period from 2023 to 2032.

Global Solar Power Market Size in US$ billion[3]



[1] Source: https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1961797; https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1945472

[2] Source: https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2004187; https://energy.economictimes.indiatimes.com/news/renewable/the-rise-of-hybrid-renewable-energy-solutions-in-india-and-why-it-matters-for-energy-transition/101705569

[3] Source: https://www.precedenceresearch.com/solar-power-market

North America is expected to experience significant growth during the forecast period, with the U.S. leading in solar power consumption in the region. Factors such as increased purchasing power, enhanced access to digital technologies, higher internet penetration, and greater adoption of smart devices have fuelled the growth of the North American solar power market.

The Asia Pacific solar power market reached US$ 57.80 billion in 2022. It is projected to grow to around US$ 230.79 billion by 2032, with China, Japan, South Korea, and India leading the way as top solar power-utilising countries, owing to the region's large consumer base and substantial population.

Government incentives, tax rebates, and rising environmental concerns drive the solar energy market growth, while the reduced water footprint associated with solar energy systems has further boosted demand, particularly in power generation sectors. The rise in rooftop installations and architectural applications has driven demand for solar cells, while concentrated solar power systems are expected to witness increased demand, fuelled by the utilisation of solar power towers and parabolic troughs in electricity generation. Additionally, the growth in global solar power market is driven by escalating fossil fuel prices, growing environmental awareness regarding greenhouse gases and carbon emissions, and government initiatives aimed at mitigating the adverse effects of toxic gas emissions as stated by Precedence Research.[1]

The New Age of Renewable Energy – Key Challenges

Land Availability: Securing land for renewable energy projects is increasingly challenging in densely populated areas due to limited space. Urbanisation further complicates the search for suitable parcels, necessitating careful planning and innovative solutions. In countries like France, Germany, and Italy, meeting Europe's wind and solar PV capacity targets will need a considerable amount of land, particularly because these three countries are expected to host about half of the EU's renewable energy installations. By 2040, meeting these capacity targets would necessitate an extra 23,000 to 35,000 square kilometres of land, comparable in size to Belgium. Hence, balancing renewable energy development with conservation efforts becomes imperative amidst diminishing land resources.

Supply Chain Optimisation and Energy Integration Issues: A primary challenge within the renewable energy supply chain is the disparity between demand and supply, as sources like solar, wind, and hydro rely on fluctuating natural elements. Consequently, the companies may struggle to consistently meet consumer demands, particularly during peak periods. To address this, integrating renewable energy with other sources like fossil fuels, nuclear, or biomass, and employing storage methods such as batteries, pumped hydro, or hydrogen becomes essential. However, implementing these solutions entails further infrastructure, investment, and coordination, leading to heightened complexity and costs within the supply chain.

Financial Challenges and Oversupply in the Solar PV Industry: [2]

According to McKinsey, the solar PV sector faces challenges related to costs and financing. While developers are concerned by elevated borrowing expenses, the primary issue arises from the significant surplus in manufacturing capacity, which diminishes profitability across the solar PV supply chains.

India Solar Energy Market

The solar energy industry in India contributed 38.8% of the renewable energy basket as of March 2023, showing robust growth over the last five years. Between FY 2017-18 and FY 2022-23, the solar power sector added 54.8 GW capacity, with a CAGR of approximately 25.27%. In FY 2022-23, solar capacity additions reached approximately 12.78 GW, with about 2.2 GW from rooftop solar projects driven by state-level incentives, and the rest from utility scale. In FY 2022-23, the momentum in solar capacity additions remained modest, due to cost pressures stemming from supply chain disruptions. However, in the expected scenario of capacity growth and reduced supply chain pressures, FY 2023-24 is forecasted to see an addition of 16-17 GW. This increase will include 1-1.5 GW from solar installations due to the demand for green hydrogen and will be aided by stabilising raw material costs. The first five months of FY 2023-24 have already seen the addition of 4 GW, with expectations for a pickup in the second half of the year.

Growth Drivers

- **Government Initiatives and Strategic Focus:** India is turning to solar as a sustainable and reliable energy source amidst growing environmental concerns and energy security challenges, prioritising a shift towards cleaner alternatives. Government support for the solar sector is evident through initiatives like the National Solar Mission, central-level allocations, and operational assistance for solar projects. The establishment of solar parks has been instrumental in mitigating construction risks, with 25 states actively preparing land banks for such parks.
- **Easy Financing:** The government has implemented various measures to ensure the availability of low-cost finance for solar projects. These include funding from government lending institutions such as PTC India Financial Services Limited (PFS), Rural Electrification Corporation (REC), and Indian Renewable Development Agency (IREDA). Additionally, IREDA's refinance scheme refinances a portion of the total loan disbursed by scheduled commercial banks to project developers at concessional interest rates. Furthermore, India has developed a green bond market, with guidelines published by SEBI, allowing investments in green energy projects. Domestic banks remain a primary source of finance for solar projects, offering credit lines at 10-12% interest rates for 15-18 years, while non-banking financial companies like IREDA and PFC also actively lend to the solar power market, with revised lending rates introduced in 2023.
- **Declining Solar Power Costs:** Technological advancements and economies of scale are making solar power increasingly cost-competitive with traditional fossil fuels, paving the way for widespread adoption of renewable energy. Advancements in storage technology and smart grids are enhancing the efficiency and reliability of solar power, revolutionising the renewable energy landscape. The average module prices were expected to stay within the range of US$ 0.15-0.16 per watt-peak in 2023 for mono-crystalline, marking a decrease from 2022 prices. This decline is attributed to several factors, including a sharp drop in module prices, stabilisation of raw material prices and logistics costs, a supply surplus of components like wafers and cells, and the introduction of new capacities in China, all contributing to the sustained low module prices.
- **Enhanced Scope in Energy Generation:** The increasing project pipeline, is likely to support the scale-up in capacity addition by 25 GW in FY 2024-25, mainly driven by the solar power segment, marking a significant milestone in India's renewable energy journey. The upcoming coal power plants are projected to add capacities of 7-8 GW by FY 2027-28. These plants are obligated to establish renewable generating capacity on a minimum of 40% of their generating capacity. This obligation will apply to plants commissioned from April 2023 onwards.
- **Expansion of Open-Access Solar Projects:** About 11-13 GW of open-access solar projects (under capex and opex modes) are expected to be commissioned by FY 2027-28. Higher growth is expected to be propelled by the Green Energy Open Access Rules 2022, corporate consumers' sustainability initiatives, renewable energy targets, favourable tariff structures and policies in states such as Uttar Pradesh and Karnataka.
- **Green Hydrogen Production:** Moreover, the push for green hydrogen production is anticipated to commence from FY 2025-26, with expected production of 0.5-1 million tonnes. This will lead to solar capacities being added from FY 2023-24 onwards. As the government aims to achieve a production target of 5 million tonnes of green hydrogen by 2030, an additional 30-34 GW of solar capacities are expected to be commissioned by FY 2027-28 to cater to the demand for producing 2-2.5 million tonnes of green hydrogen.
- **Increasing Rooftop Solar Installations:** In 2023, rooftop solar capacity additions experienced a 6.25% growth, reaching 1.7 GW, while cumulative rooftop solar installations reached 10.5 GW by the end of December 2023. Rooftop solar tenders totalling 1.2 GW

1,177 MWp Noor Abu Dhabi Solar Power Plant, the largest plant built by Sterling and Wilson Renewable Energy Limited

[1] Source: https://www.precedenceresearch.com/solar-power-market

[2] Source: https://www.mckinsey.com/industries/electric-power-and-natural-gas/our-insights/land-a-crucial-resource-for-the-energy-transition

A 50 MW solar power plant installed by Sterling and Wilson Renewable Energy Limited for Giriraj Enterprises in Virudhunagar, Tamil Nadu

were issued in 2023, reflecting a 45.7% decrease year-on-year. The state of Gujarat had the highest number of installations, accounting for 27.3% of cumulative solar rooftop installations, followed by Maharashtra and Rajasthan with shares of 13.3% and 8.1%, respectively. Between 2023 and 2032, the residential solar EPC sector is set to rapidly expand due to favourable regulations and technological advancements, focussing on installing solar systems in homes to lower energy bills and carbon footprints. About 18-22 GW of rooftop solar projects are expected to be installed by FY 2027-28, driven by commercial tariffs and decreasing energy costs, requiring infrastructure improvements and regulatory support for sustained growth as per CRISIL and Business Standard.[1]

Global Solar EPC Industry[2]

According to CRISIL, in 2023, higher capacity additions were anticipated due to increased emphasis on renewable energy, declining costs of renewable technologies, supportive policies, a maturing renewable energy industry, and spillover of old capacity affected by COVID-19 disruptions. However, sustained growth may face challenges in the future, such as rising commodity prices, supply chain disruptions such as caused by floods in China, Ukraine war etc., and economic slowdowns in developed economies.

The global renewable Engineering, Procurement and Construction (EPC) market for Wind and Solar is projected to reach ₹ 35.5-35.6 trillion by 2027, driven by rising demand for renewable energy, government backing for renewable projects, and decreasing costs of renewable energy technologies. Rising environmental concerns and stringent regulatory mandates to curb greenhouse gas emissions are driving the expansion of the solar EPC market. Key growth drivers include favourable government initiatives like investment tax credits, tax rebates, and Feed-in Tariffs (FiT). Additionally, increasing demand from various end-user sectors including commercial, residential, industrial, utility, and institutional is expected to further boost the solar EPC industry.

Geography-wise Outlook

Europe

According to GM Insights, Europe's Solar EPC Market was valued at US$ 79.1 million in 2023 as compared to US$ 55.2 million in 2022 and is further projected to grow at a CAGR of 5.3% from 2024 to 2032. Continued policy frameworks, technological advancements, and environmental considerations are poised to enhance market dynamics in Europe's solar energy sector. The EU's ambitious renewable energy targets, aiming for a minimum of 32% of final energy consumption from renewable sources by 2030,

[1] Source: https://www.business-standard.com/industry/news/rooftop-solar-installations-rise-6-25-to-1-7-gw-in-2023-mercom-capital-124030300221_1.html; CRISIL MIA Report

[2] Source: CRISIL MIA Report

underscore the region's commitment. Additionally, European countries are leveraging competitive auctions to procure solar energy capacity, supporting a competitive landscape. Ongoing collaborations with EPC companies are ensuring project competitiveness and successful execution are expected to further push product demand, driving market growth.[1]

Asia-Pacific[2]

In 2022, the Asia-Pacific Solar EPC market reached US$ 121.5 billion. Going forward, efforts to enhance the integration of renewables in the energy mix will drive regional growth. Governments in the region have devised strategic roadmaps and initiatives to promote solar power integration across remote and urban areas, creating lucrative revenue opportunities for the market. Furthermore, the region is experiencing a rise in collaborations among leading contractors to execute utility-scale solar projects aimed at achieving clean energy targets according to GM Insights.

Middle East and North Africa (MENA)[3]

Market research firm Univdatos states that the collective energy objectives of numerous countries in the MENA region are anticipated to result in approximately 80 GW of renewable capacity by 2030, contingent upon the successful realisation of these commitments. Moreover, adopting renewable energy has the potential to diversify economies traditionally reliant on oil and gas, thereby promoting economic diversification. Additionally, addressing climate change and air pollution through the adoption of clean energy solutions remains a significant environmental priority. Strong government incentives, subsidies, and policies aimed at promoting renewable energy are driving the transition towards cleaner sources of energy. With abundant solar resources, solar power generation emerges as a feasible and sustainable option for fulfilling the region's energy requirements. These factors collectively fuel the growth of renewable energy in the MENA region and are expected to sustain market expansion in the forecast period.

India[4]

According to CRISIL's MIA report, the EPC market for solar and wind in India is projected to reach approximately ₹ 2,570-2,580 billion by FY 2027-28, up from ₹ 770-780 billion in FY 2022-23. EPC companies in India play a crucial role in conducting feasibility analyses, obtaining necessary clearances, identifying suitable locations, and securing project finance for developers. India's clean energy sector has experienced remarkable growth, with numerous EPC projects being awarded in the past six months, indicating a robust trajectory for the industry.

In India, EPC companies collaborate closely with project developers, government agencies, and stakeholders to plan and implement solar power projects of various sizes. Their responsibilities include feasibility studies, site selection, permit acquisition, and securing finances. Once projects are approved, these firms procure essential components like solar panels, inverters, and mounting structures for seamless execution. The solar EPC process involves precise engineering to maximise energy output and ensure the longevity of the solar power plant. It demands thorough planning and expertise in integrating cutting-edge solar technologies, including bifacial panels, tracking systems, and energy storage solutions.

In India, key factors driving market expansion include the rapid proliferation of solar and wind power parks, increased investment in research and development, ongoing technological advancements, and the emergence of new renewable power sources. However, overcoming challenges associated with land acquisition, financing, and skill development is crucial to sustain and expedite this growth trajectory. As India increasingly adopts solar energy, the solar EPC industry will play a pivotal role in transitioning the nation into a greener and more environmentally conscious powerhouse.

United States (US)[5]

According to SEIA, in 2023, the US solar industry experienced unprecedented growth, installing 32.4 gigawatts-direct current (GWdc) of capacity, marking a remarkable 51% increase over 2022 and surpassing the 30 GWdc milestone for the first time in its history.

Except for community solar, every segment set annual installation records, with the residential sector experiencing a 12% growth. Commercial solar surged by 19%, largely fuelled by increased activity in California, while community solar saw a modest 3% growth, coping with interconnection delays and permitting hurdles despite promising pipelines in several states. Notably, utility-scale installations experienced a substantial spike, reaching 22.5 GWdc, a 77% surge over 2022, with photovoltaic (PV) solar accounting for over half of all new electricity-generating capacity additions for the first time. Throughout the year, efforts to ensure compliance

[1] Source: https://www.gminsights.com/industry-analysis/europe-solar-epc-market

[2] Source: https://www.gminsights.com/industry-analysis/solar-epc-market#:~:text=Governments%20are%20also%20rolling%20out,USD%20121.5%20billion%20in%202022.

[3] Source: https://univdatos.com/report/mena-renewable-energy-market/#:~:text=The%20MENA%20Renewable%20energy%20market,region%20due%20to%20several%20factors.

[4] Source: CRISIL MIA Report, https://renewablewatch.in/2023/08/27/upward-trend-overview-of-the-solar-epc-market-in-india/

[5] Source: https://www.seia.org/us-solar-market-insight

with the Uyghur Forced Labor Prevention Act (UFLPA) and a temporary moratorium on anticircumvention tariffs contributed to stability in the solar supply chain, with import volumes increasing steadily.

Australia[1]

In 2023, renewable energy significantly contributed to Australia's electricity supply, reaching a record 39.4%, with wind at 13.4%, rooftop solar at 11.2%, solar farms at 7%, and hydropower at 6.5%. The solar photovoltaic (PV) sector, particularly in states like Queensland, New South Wales, and Western Australia, is poised to lead due to abundant solar irradiance and foreign direct investments. Despite a slowdown in large-scale plant investments, rooftop solar and battery investments showed strong growth, with over 7,80,000 homes and businesses in Queensland generating about 4,500 MW of clean energy during the year. By the end of 2023, 56 renewable energy projects were under construction. In 2024, the solar energy market is projected to generate 15.61 billion kilowatt-hours (KWh) of electricity, with an annual growth rate of 2.68% according to the Guardian.

Global Solar Operations and Maintenance (O&M) Industry[2]

The escalating global adoption of solar energy highlights the critical importance of O&M services, emphasising their indispensable role in maintaining sustained, efficient, and reliable operations of solar power plants. With the global solar PV installed capacity projected to reach approximately 2,350 GW by 2027, a surge in demand for O&M services is expected to range between ₹ 1,000 billion and ₹ 1,100 billion, up from an estimated ₹ 480-490 billion in 2022. Similarly, the global wind energy generation is forecasted to reach around 1,500 GW of installed capacity by 2027. Consequently, the demand for wind generation O&M services is expected to follow a similar trajectory, reaching between ₹ 490 billion and ₹ 500 billion by 2027. As compared to solar PV, wind generators entail higher maintenance costs due to the continuous wear and tear of movable parts, necessitating more frequent equipment replacements.

North America emerged as a dynamic solar O&M hub driven by government initiatives and increasing solar installations, especially in the United States. Technological innovations like data analytics and IoT solutions are gaining traction, positioning the region as a key player in the solar O&M industry.

Similarly, Europe leads in the renewable energy transition, with ambitious targets driving demand for effective O&M services. Regulatory frameworks like the Clean Energy Package promote a conducive environment, particularly in countries like Germany and Spain, emphasising proactive maintenance and smart technologies in the competitive O&M market.

India Solar O&M market[3]

Solar energy news magazine, Saur Energy, states that India's total installed solar capacity reached 67.07 GW by March 2023, while wind capacity stood at 42.8 GW. Wind projects primarily rely on Original Equipment Manufacturers (OEMs) for O&M services, with around 90% of O&M handled through long-term contracts. Consequently, about 10% of the market, equivalent to 4.26 GW, was available for third-party O&M providers in the wind sector.

In the Indian solar market, third-party O&M accounted for about 16.67 GW (25%) of the total solar capacity, with 50% of projects self-managed and 25% under EPC contracts. The average annual O&M expenses for each MW of a solar plant amount to approximately ₹ 3.5 lakh. Currently, the market for third-party O&M in India is valued at ₹ 5.83 billion for 16.76 GW of capacity. Most industry players anticipate this market to reach ₹ 50 billion, driven by increased outsourcing by private developers to complement PSU energy majors. By 2030, India's total solar capacity is projected to reach 292 GW, resulting in an O&M market of around ₹ 2,550 crore at the current rate of outsourcing. The trend towards outsourcing is fuelled by the growing role of specialists and evolving technologies in the industry, prompting many developers to follow PSU examples and eventually outsource their O&M needs.

CATEGORY	FY 2022-23	FY 2029-30
Solar Capacity	67.07 GW	292 GW
Average O&M Cost/Megawatt	₹ 3.5 lakh	₹ 3.5 lakh
Estimated O&M market for 3rd Party	16.76 GW	73 GW
Estimated Market size	₹ 5.83 billion	₹ 25.5 billion

[1] Source: https://www.theguardian.com/environment/2024/mar/13/australian-renewable-sector-recorded-alarming-slowdown-in-2023-energy-body-finds

[2] Source: https://www.prnewswire.com/news-releases/global-solar-power-plant-operation--maintenance-om-market-is-projected-to-grow-at-a-cagr-of-12-8-through-2030--302066008.html; CRISIL MIA Report

[3] Source: https://www.saurenergy.com/solar-energy-articles/indias-solar-om-market-a-tale-of-increased-domination-of-new-evolving-technologies

Key Challenges[1]

Competition: A major challenge in the solar energy industry is the fiercely competitive market, characterised by intense bidding wars among numerous players. This aggressive bidding often leads to thin profit margins for EPC companies, leaving little room to cover unforeseen costs or allocate funds for research and development. Additionally, the pressure to offer competitive prices can sometimes compromise the quality of components and installations. Thus, maintaining a balance between affordability and quality becomes crucial in this competitive landscape.

Limited Skilled Workforce: Limited profit margins also restrict the ability of EPC firms to invest in workforce training and skill development. The rapid growth of the solar sector demands a skilled workforce proficient in handling advanced technologies and intricate installations. However, constrained margins impede the capacity to offer extensive training programmes and retain seasoned employees.

Bureaucratic Hurdles: The complexity of subsidy structures and the involvement of multiple agencies like MNRE (Ministry of New & Renewable Energy), IREDA (Indian Renewable Energy Development Agency Limited), SNA (State Nodal Agency), electricity boards, and electricity regulatory commissions pose significant obstacles. Navigating through these bureaucratic processes makes it challenging to initiate and complete solar PV projects efficiently. In the solar energy market, the main challenges lie in the lengthy procedures involved in land allotment and signing power purchase agreements (PPAs). These processes, especially under the Generation Based Incentive scheme, take too much time. This prolonged timeline leads to delays and uncertainties, making it harder to ensure the success of solar energy projects.

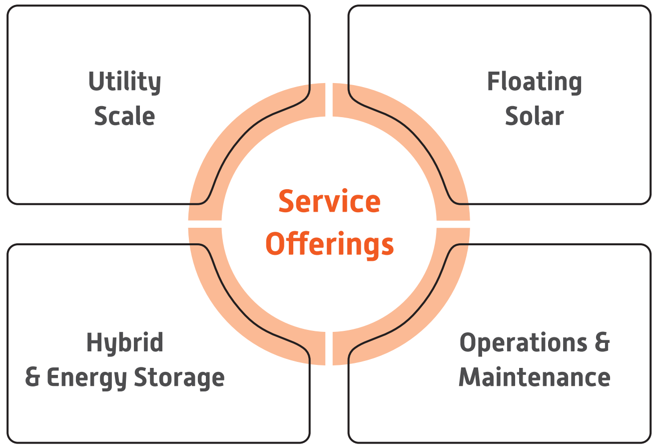
Industry-Government Collaboration: Closer cooperation between the solar industry and the government is lacking, hindering the scale-up of solar technology. Collaborative efforts are essential to address industry-specific challenges and drive technological advancements. There is a pressing need for focussed, collaborative, and goal-driven research and development (R&D) initiatives to boost India's position as a technology leader in solar energy industry. Investing in R&D will drive innovation, improve efficiency, and enhance the competitiveness of solar products in the global market.

COMPANY OVERVIEW

Sterling and Wilson Renewable Energy Limited (hereafter referred to as 'SWREL' or 'the Company') is a global player in renewable energy solutions, offering comprehensive engineering, procurement, and construction (EPC) services worldwide. SWREL extends Operations & Maintenance (O&M) support for both its own projects and those developed by external parties.

SWREL's extensive international presence reinforces its status as a significant contributor in the renewable energy sector, spread across India, South-east Asia, the Middle East, Africa, Europe, Australia, and the Americas. SWREL has a regional presence in 28 countries and is currently developing over 5 GW of augmented solar capacity, strengthening its industry position.

The primary focus of the Company lies in project design, engineering, and seamless project execution from inception to completion. The Company's services offerings include the following:



End-to-End Solutions Provider for Solar requirements

The Company is poised to emerge as one of the leading EPC solutions provider globally, thanks to its unmatched global reach and presence, deeply-rooted relationships with customers and lenders, and extensive experience in project execution.

[1] Source: https://www.saurenergy.com/solar-energy-articles/indias-solar-om-market-a-tale-of-increased-domination-of-new-evolving-technologies;

https://eninrac.com/press-releases/what-are-the-key-challenges-for-solar-power-development-in-india-amidst-the-current-context-

Key Offerings

Design & Engineering	Procurement	Inspection and Audit	Construction	Field Quality Monitoring	O&M Services
Cutting-edge, streamlined, and cost-effective solutions delivered by a skilled team of more than 135 specialists	Top-tier quality standards are maintained through a meticulous quality management system including strict vendor selection process	Delivers top-notch solar components through a robust three-stage audit of the vendor's facility, coupled with pre-shipment inspections	Thorough final inspection and testing of constructed plants ensure the implementation of robust designs adhering to the highest safety standards	Centralised monitoring of all plants under construction facilitates the delivery of best-in-class quality and ensures timely completion	Reliable operations, prompt corrective actions, and high-yield output assured. Dedicated to providing long-term O&M services for both internal and third-party projects

Key Market Differentiators

The Company's comprehension of customers' requirements, coupled with a stellar track record in execution, along with top-tier technology and proficiency in O&M, sets us apart from other EPC providers in the market.

Cost-Effective

Utilising India's cost-effective base for global operations to offer competitively priced solutions

Strong International Foothold

As one of the few global pure-play solar EPC companies, we possess substantial presence and operational expertise across various geographical locations

Deep-Rooted Relationships

A reliable player with robust relationships with customers and other essential stakeholders

Skilled Talent

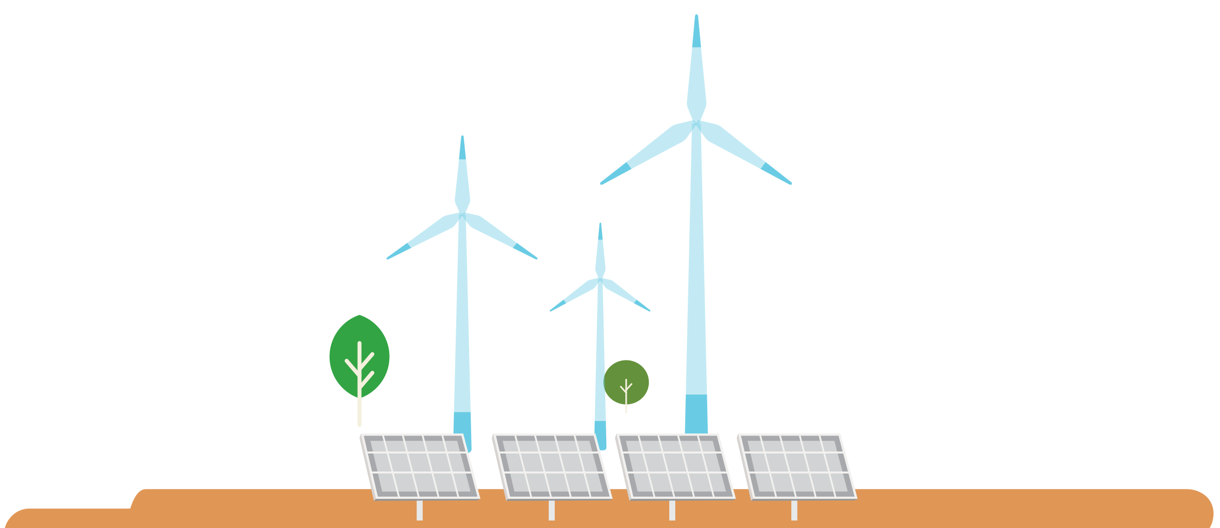
A robust in-house design and engineering team offering tailored solutions

Experience

Proven expertise in successfully delivering intricate and large-scale EPC projects, resulting in exceptional customer retention and recurring business

Effective Execution Capabilities

Swift decision-making and clearly defined internal processes result in timely execution



Complete control over the project lifecycle

Market evaluation	• Preparation for bidding on new projects • Conducting market research • Initiating preliminary verbal agreements with local suppliers and subcontractors
Bidding evaluation, report preparation and bid submission	• Utilisation of a risk assessment matrix • Approval of growth-accretive projects • Pursuing feasible projects to ensure business continuity
Selection of suppliers and sub-contractors	• High-quality standards • Strong financial position • Established market reputation • Thorough background checks
Approval and finalisation of design	• Obtain regulatory approval and permits • Finalise designs based on contractually agreed performance ratios • Enhance performance, mitigate potential risks, and optimise costs
Procurement	• Approval facilitated through a three-step quality management process • Utilisation of high-quality components
Construction, inspection and commissioning	• Adherence to standardised construction • Implementation of cost-effective and efficient construction methods • Supervision of work-in-progress • Adherence to safety protocols • Final inspection to ensure agreed performance objectives are met • Handover of the plant following testing by the commissioning team

Business Segments

The Company's two main business segments are Engineering Procurement and Construction (EPC) and Operations and Maintenance (O&M).

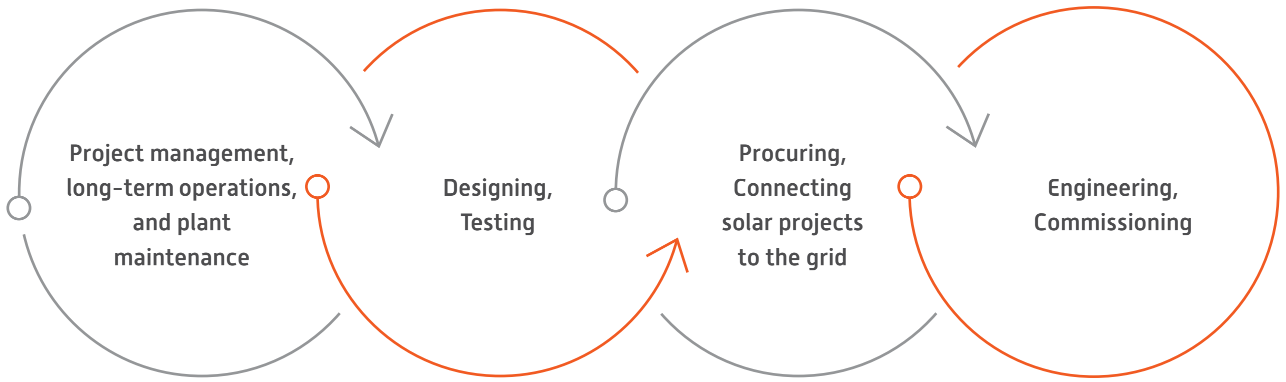
EPC Business

The Company offers a comprehensive array of EPC solutions and end-to-end services, with a current EPC portfolio of 18 GW. It stands as a prominent solar EPC player in India, Africa, the Middle East, Australia, and Latin America, while also consolidating its presence in Europe and the United States. With a core focus on project design and engineering, it adeptly manages all aspects of project execution, from conceptualisation to commissioning.

Utility-Scale Solar

SWREL has extensive experience in providing a variety of comprehensive tailored solutions, including Turnkey, Balance of Systems (BoS), and packaged BoS. Through the successful execution of numerous remarkable projects worldwide, the Company has showcased its exceptional EPC capabilities. The Company also offers solar plus storage solutions. SWREL's turnkey EPC solutions cover the design, engineering, procurement, construction, project management, testing, supply, installation, commissioning, operation, maintenance, and grid connection of solar power projects. All project design and execution services include BoS solutions, excluding module and component procurement. The Company has extensive experience with various technologies, including crystalline and single-axis tracker string inverters.

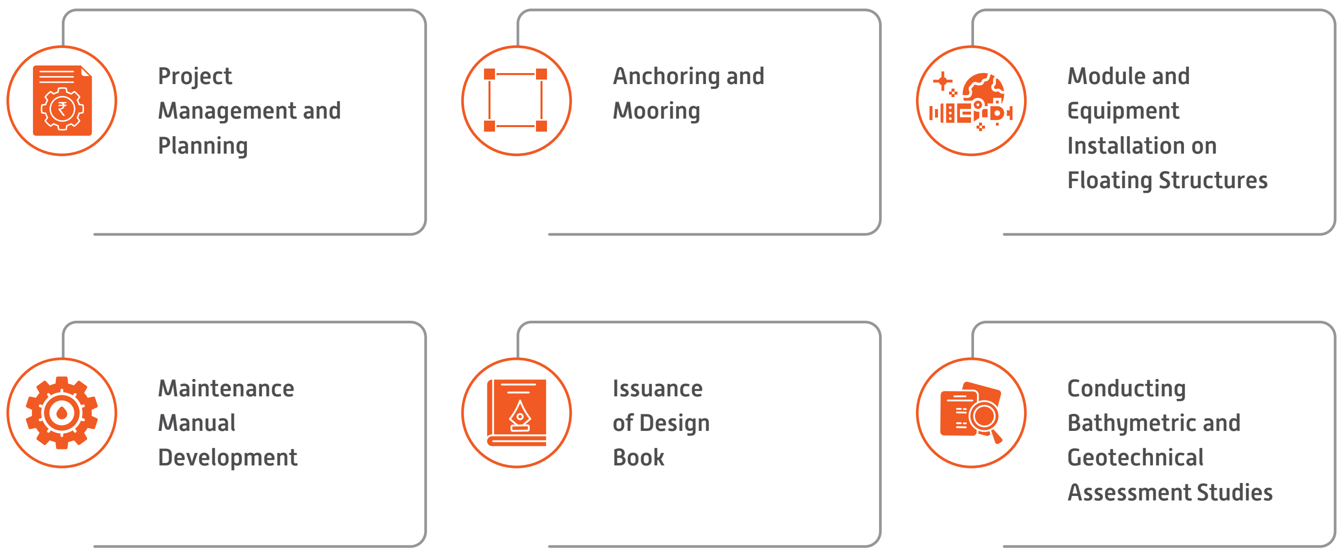
Expertise in Utility-Scale Solar



Floating Solar

SWREL is among the pioneers in the floating solar sector. It is poised to undertake larger projects, having acquired significant technological expertise in this area.

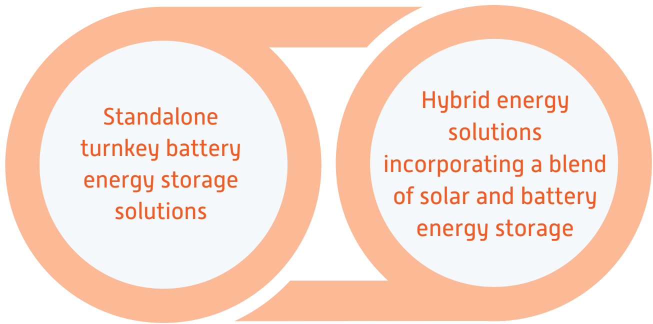
Expertise in Floating Solar



Hybrid and Energy Storage

With the surge in solar installations, the Company has developed a skilled and committed BESS (Battery Energy Storage System) team with extensive experience in Storage Solutions. Through collaboration with leading battery manufacturers and energy storage solution providers, the Company has acquired in-house expertise in designing energy storage solutions. This enables SWREL to efficiently and effectively meet customers' requirements and deliver optimal technological solutions. SWREL is well-placed to take advantage of the growth opportunities presented by the renewable energy industry.

Key Offerings



O&M Business

SWREL stands as a global leader in O&M and asset management solutions, delivering high-quality services to both existing EPC projects and third-party clients. The O&M division is experiencing significant growth, holding a portfolio of 7.67 GW with advanced technologies, nearly doubling in size over the past five years. The Company's O&M projects have maintained a track record of delivering high return projects for its customers.

With its annuity-based contracts, this segment provides a stable income stream for the Company, while also offering opportunities for improved gross and net profit margins. SWREL utilises insurance and warranty provisions in the O&M segment, by leveraging its strong EPC portfolio and client relationships.

Performance of O&M Business in FY 2023-24

- O&M Revenue increased by 11.8% to ₹ 210.41 crore.
- The Company secured contracts for O&M services covering 2.42 GW across 35 sites, including third-party projects.
- This segment now accounts for 9.4% of Total Revenue, compared to 9.5% in FY 2022-23.
- The Gross Margin for the O&M business increased to 16% from 4.8% in FY 2022-23.

Approximately, 32% of SWREL's O&M portfolio consists of third-party contracts. The Company is expanding its third-party O&M contracts into new-energy ventures, including projects such as hybrid solar and wind (incorporating battery storage and generation).

R&D proficiencies

SWREL's O&M division possesses a significant advantage with its outstanding technical team, featuring in-house R&D expertise, further reinforced by the Design Engineering team. It enables the Company to boost strong relationships with global IPPs (Independent Power Producer) while managing over 164 solar plants under O&M, including various locations and time zones. SWREL could expand its O&M business further in these markets, particularly as the Defect Liability Period (DLP) ends at old plants maintained by other EPC operators, and hence we get a chance to bid for them in the future. SWREL diligently monitors such contracts to capitalise on anti-incumbency sentiments and optimise revenue opportunities.

Reaching New Heights

The Company's O&M segment is consistently expanding year-on-year, leveraging its strong presence in emerging markets as well as in regions with historically established solar plants. The Company aims to further enhance its O&M portfolio ensuring robust revenue visibility. The Company's O&M segment is consistently expanding year-on-year, leveraging its strong presence in emerging markets as well as in regions with historically established solar plants. The Company aims to further enhance its O&M portfolio by increasing the share of third-party contracts in the overall O&M portfolio by identifying lucrative opportunities in international markets through global customer mapping and leveraging strategic partnerships with global IPPs.

Capitalising on O&M opportunities throughout the value chain

- Wind and Hybrid
- Battery Storage + Solar + Digisets
- Utilising advanced and forward-looking satellite-based site monitoring systems with geo-tagging capabilities

Value-added services

The NABL-certified mobile module testing lab in India, along with cutting-edge technological expertise, enables SWREL to seize O&M opportunities. The lab conducts module testing on-site, saving time and transportation costs. In addition, SWREL's performance and due diligence team analyses plant performance and recommends measures for optimal operation.

SWREL offers drone thermography, robust analytics, and predictive maintenance solutions, as well as an underground cable fault finder. Additionally, it provides services aimed at maximising and optimising plant generation performance, continually striving to surpass generation targets. The Company capitalises on the expanding O&M market with its skilled team of engineers, managers, and data analysts, supported by an in-house R&D team and a centralised monitoring platform with a computerised maintenance management system. SWREL offers flexibility to developers by offering both short-term and long-term O&M contracts.

Technology-driven and state-of-the-art systems

SWREL focusses on technological automation by utilising an expert team and internal resources to offer a variety of

A drone monitoring a site location and collecting aerial imagery

services independently to maintain a competitive advantage in the market. The Company invests in various technologies to enhance its predictive and preventive maintenance capabilities, engaging different devices for fault detection. For large-scale projects, manual module installation has been replaced with robotic automation, and cable laying has been automated. Technology-driven O&M is essential for maximising the Levelised Cost of Energy (LCOE).

AI (Artificial Intelligence)/ML (Machine Learning) serves as a crucial differentiator, enabling the Company to predict generation targets from the onset. The downtime for maintenance can be accurately predicted by leveraging AI to extract data from SCADA (Supervisory Control and Data Acquisition) systems and employing ML algorithms.

Technological Innovations in FY 2023-24

- **Implementation of the robot module cleaning system**

  Solar plants are often installed at sites that have water scarcity & are generally dusty such as barren land, deserts etc. In such cases, cleaning of modules becomes very difficult thereby hampering the plant performance. Robotic module cleaning systems at these kind of sites reduces the manpower efforts in cleaning of larger scale power plants.

- Wind tunnel study

  Module mounting structure (MMS) is designed by following suitable IS/IEC/AS/UL codes without considering the factor of wind shadowing. With the help of wind tunnel study, the concept of wind shadowing effect is practically adopted, i.e., by segregating MMS into boundary and inner structures, which results in overall optimisation of MMS.

- Tracker system

  The Solar Tracker is a device that orients the solar panels based on the movement of the Sun. In Solar power plants, trackers are used to maximise the utilisation of Direct Horizontal Irradiation by minimising the angle of incident light on the Solar Modules. This eventually increases the amount of energy produced, from a fixed amount of installed generating capacity as compared to that of fixed tilt with the same installed capacity. We use various trackers according to the project specific needs.

- Bifacial Modules

  The technology of bifacial modules has PV cells installed on both the sides of the Module. This technology is basically used at sites with higher ground reflection coefficient (Albedo)/ diffused irradiation. For example, sand, water, snow etc. have tendency to reflect maximum incident light rays and the same can be utilised to generate power. We have successfully executed projects using Bifacial modules.

- Wireless string combiner boxes

  The wireless combiner box technology has replaced the conventional type that used multiple communication and power cables running from each combiner box to respective inverter station. With wireless technology, the combiner box data or health status is monitored remotely. SWREL has implemented projects using this technology, thereby providing savings on copper cables and civil works related to the same.

- DC earth fault detection techniques like pulse-based online/offline

  The strength of SWREL is being used to serve project owners and make the Company as a credible-Reliable Solar O&M Company as well because of its large knowledge base/experience. In addition to other technologies and tools for various monitoring systems, it is also going to use the latest technologies for DC earth fault detection techniques like pulse-based online/offline to increase the system availability and enhance the LCOE.

- RE development

  The Company's implementation of GW scale Solar project in completely non-usable barren, high corrosive land in Rann of Kutch, Gujarat with the use of innovative & optimum technologies is paving the way for RE development in such difficult areas.

- Low discharge BESS system

  Indian Grid Code is getting revised for withdrawal of present net metering facility available in ISTS (Inter State Transmission System) connected projects. Many states have already withdrawn this facility and non-Solar hour energy is being charged at Commercial rates. This drives a future business case of long duration (i.e. 12 hours) low discharge BESS system to make the plant 100% RE driven self-reliant even in non-solar hour. Company has initiated action to make this self-reliant Storage facility and its integration with the existing system in future.

- Floating system

  Floating solar plants are installed on the water bodies like ponds, reservoirs, back waters etc. The reason for higher performance of floating power plants as compared to ground-mounted plants, are minimal shading losses, cooler ambient temperature, and negligible soiling loss. Moreover, it has other environmental, economic, and social benefits such as minimal water evaporation, utilisation of unused spaces into profitable areas and preserving valuable land. We have started implementing floating solar projects on a small scale. Company will participate in large scale Floating Solar Projects (>500MW) which are instrumental in saving of precious land and considerable reduction of water evaporation thus its contribution towards environment.

- RFID-based Asset Tracking and Management

  The PV panels are considerably high value in nature, and they form the core value of the assets of a utility scale PV plant. By using embedded Radio Frequency Identification (RFID) chips of each module and tracking it to the location where it is installed, we provide asset visibility to the last mile. It simplifies the process of managing the assets. Also, latest Robotic Process Automation (RPA) based programs and GPS technology are used in implementing the system, thereby ensuring quality installation and accurate tracking of Asset performance. Its application is specific to user country guidelines.

- Intelligent camera for monitoring of construction works

  Intelligent camera uses software programs to analyse the images and activities to recognise humans, vehicles, objects and events. Implementing the same at sites widely help in monitoring of activities during construction and provide alerts in case of any mis-happenings, as a part of surveillance system.

Key Operational Highlights in FY 2023-24

- The Company has made significant progress in expanding its renewable energy portfolio, securing four distinct projects in India, and securing its first significant overseas order in three years.
- SWREL secured an order for a 375-megawatt project in Khavda, Gujarat from NTPC during FY 2023-24. This marks the third order from NTPC and strategic positions between the two projects announced earlier in FY 2022-23. The project entails turnkey EPC services, including module supply. The Company also secured its first ever order from Gujarat Industrial Power Company Limited (GIPCL) for a 750-megawatt DC project situated in the Khavda region of Gujarat. This project's scope of work only includes BOS. Together with the NTPC projects, SWREL has secured and will be undertaking nearly 4.2 gigawatts of projects in the Khavda region of Gujarat, including both NTPC and GIPCL ventures.
- SWREL secured its first international contract in three years for providing a BOS package for a 221 MWdc project in Spain. This achievement marks a significant milestone for SWREL in the European solar market. The project's scope of work includes design, engineering, supply (excluding PV modules and transformers), construction, erection, testing, and commissioning.
- SWREL has secured two new contracts in India for Solar EPC from its existing clients, for projects situated in Bikaner, Rajasthan, and Jhansi, Uttar Pradesh, respectively.
- In the domestic market, SWREL attained a significant milestone by securing a 220-megawatt DC floating solar project, marking one of the largest floating solar blocks awarded in the country so far. The project includes both module provision and EPC services and is situated in the state of Jharkhand.
- SWREL successfully raised ₹ 1,500 crore through a Qualified Institutional Placement (QIP), garnering significant interest from domestic mutual funds and global FIIs. Additionally, the Company received inflows from promoter indemnity

payments and customer settlements. These funds have been utilised to substantially reduce debt during the year. Following the successful QIP, the Company's balance sheet has significantly strengthened, positioning it to actively pursue opportunities in the rapidly expanding solar EPC markets both in India and abroad.

Business Review

During FY 2023-24, Total Revenue from Operations amounted to ₹ 3,035.4 crore, compared to ₹ 2,015.0 crore in FY 2022-23, representing an increase of 50.6%. The EPC business accounted for 93.1% of SWREL's total revenue, while the O&M business contributed about 6.93%. The Company has taken significant steps to reduce and streamline overhead costs while improving operational efficiency. As of March 31, 2024, the unexecuted order book stood at ₹ 8,084 crore, while the total order inflow was ₹ 6,023 crore, compared to ₹ 4,387 crore in FY 2022-23. Customer concentration, in terms of contribution to total revenue, increased to 68.22% in FY 2023-24, up from 44.34% in FY 2022-23.

SWREL's revenue increased by more than 50%, with the company achieving positive EBITDA, showing a clear recovery in financial performance in FY 2023-24 as compared to the previous year. The expanded unexecuted order backlog indicates a promising outlook for continued growth. Additionally, SWREL significantly reduced its net debt, ending the year in profit while maintaining gross margins above 10% throughout the year.

Particulars (₹ Crore)	FY 2023-24	FY 2022-23
Revenue from Operations	3,035.4	2,015.0
Other Income	85.4	110.9
Total Income	3,120.8	2,125.9
EBITDA	53.7	(1,023.5)
EBITDA Margin (%)	1.77%	(50.8%)
EBIT	37.1	(1,038.2)
EBIT Margin (%)	1.22%	(51.5%)
Net Profit	(210.8)	(1,174.9)
Net Profit Margin (%)	(6.94%)	(58.3%)
Cash generated from operating activities	538.4	(1,829.2)
Earnings Per Share (₹)	(10.4)	(61.7)

Sterling and Wilson Renewable Energy Limited commissioned 195 MW Solar Power Plant for Softbank in Kurnool, Andhra Pradesh

EPC Business

SWREL's EPC business revenue increased to ₹ 2,824.7 crore in FY 2023-24 from ₹ 1,823.5 crore in FY 2022-23. The demand for solar energy globally is expected to persist, supported by robust policy backing from governments, favourable regulations for renewable sectors, and ambitious climate objectives set forth during COP26.

O&M Business

The O&M business accounted for 6.93% of total revenue, amounting to ₹ 210.40 crore, compared to 9.5% at ₹ 189.9 crore in FY 2022-23. The EBIT margin stood at 16.01% in FY 2023-24, up from 4.8% in FY 2022-23.

Key Ratios

Particulars (₹ Crore)	FY 2023-24	FY 2022-23
Debtors Turnover Ratio	3.57	2.56
Interest Coverage Ratio	0.29	(7.03)
Current Ratio	1.35	1.10
Debt-Equity Ratio	0.50	(8.95)
EBITDA Margin	1.77%	(50.8%)
Net Profit Margin	(6.94%)	(58.31%)
Return on Net Worth	(21.75%)	(339.74%)

Key Strategies for Growth

- **Early Engagement:** To offer added value to customers by engaging early in the process.
- **Capitalise on Large Markets:** To address the growing opportunities in large markets by strategically positioning the Company.
- **Aggressive Pursuit of Energy Storage and O&M Opportunities:** Pursue opportunities for energy storage and O&M business with existing customers aggressively.
- **Strategic Supplier Tie-ups:** For mega projects, form strategic partnerships with suppliers to improve efficiency and reliability.
- **Nearest Sourcing Avenues:** Move towards the nearest sourcing avenues to optimise costs and streamline supply chains.
- **Focus on Digitalisation:** Enhance project execution and O&M efficiency through digitalisation initiatives.
- **Strengthen SWREL Brand:** Further strengthen the "SWREL" brand to strengthen market presence and reputation.

Management Outlook

SWREL aims to deepen its relationships with customers globally by expanding its EPC offerings in the renewable space, capitalising on the increasing demand for green energy solutions and positioning itself as a diversified renewables Company. SWREL observes the emergence of several gigawatt field projects in countries like Saudi Arabia, UAE, and Oman, among others, expected to be tendered in future. Despite short-term challenges such as PV module supply concerns and supply chain disruptions, the market is expected to grow in FY 2024-25, driven by the rising demand for green hydrogen and the resilience of the solar industry.

With an Unexecuted Order Value of ₹ 6,540.52 crore as of March 31, 2024, and a robust bid pipeline for FY 2024-25, SWREL is poised for growth, with a focus on large EPC markets and renewable energy expansion. The Company is committed to sustainable practices, aiming to support India's efforts in reducing carbon emissions while expanding its operations and supporting solar manufacturing initiatives in the country.

SWREL is committed to advancing its projects and building a stronger presence in the market. The Company aims to lead solar EPC projects to support RIL's initiatives and aims to maintain its position as the world's largest solar EPC player by expanding into new businesses and growing its O&M portfolio.

Risk Management

In alignment with the nature of its business operations, the Company has developed a comprehensive risk management framework. This framework rigorously monitors both internal and external risk factors through clearly defined internal processes. It includes well-crafted strategies aimed at prudently mitigating or containing potential risk factors.

The Risk Management team conducts thorough assessments and analysis of risks based on factors such as geographical footprint, market size, future opportunities, and geopolitical considerations. Corresponding measures are then implemented to safeguard business continuity.

Industry Risk	As a participant in the EPC industry, the Company's expansion is directly tied to the performance of the global solar sector. Any fluctuations in demand for PV installations impact the earnings of the entire EPC industry.	India's ambitious goal of achieving 500 GW of renewable energy capacity by 2030 positions the Company for future growth. Government support through financial incentives has propelled India to the forefront of the clean energy landscape. The outlook for new solar installations appears promising, aligning with the broader surge in clean energy. Factors such as declining capital costs, technological advancements, competitive tariffs, and political commitment to address climate change have made solar energy the preferred choice for incremental capacity worldwide.
Supplier Concentration Risk	The dominance of a few Chinese suppliers in the solar market poses a significant risk to the entire industry if there are delays or shortages in key raw material supplies, leading to increased project competition and costs.	The Company mitigates this risk by maintaining strong relationships with global suppliers, implementing a rigorous vendor selection process, conducting periodic supplier audits, and closely monitoring the market throughout the entire supply chain. With the evolving landscape of the global solar industry, including substantial investments from leading Indian corporations and increased government support, India is poised to capture the entire solar value chain. Leveraging its strong domestic relationships, the Company aims to emerge as a global leader in the solar EPC industry.
Geopolitical Risk	Geopolitical Risk refers to the potential threat to the Company's earnings arising from adverse economic, regulatory, social, and political developments that impact the countries in which it operates.	To mitigate this risk, an expert team vigilantly monitors regulatory, environmental, safety, health, llabour, and other relevant business regulations in target markets for expansion. By carefully assessing market conditions, the Company can devise strategic responses to any developments affecting its operations. Given its extensive global presence, the Company faces minimal geographical concentration risk.
Rivalry Risk	An unparalleled increase in competition poses a risk for the Company, attributed to the substantial growth of the solar industry amid heightened global environmental awareness and commitments to reducing carbon emissions.	The Company stands out as one of the select globally recognised EPC players, boasting extensive experience, strong brand equity, unique innovative and technologically advanced offerings, comprehensive end-to-end solutions, competitive pricing, and widespread global operations. These attributes empower the Company to sustain its competitive advantage.

Business Continuity Risk	Operational Risk entails the Company's exposure to challenges such as inaccurately estimating costs, failing to uphold contractual quality and performance standards, and experiencing delays in project execution, all of which pose a substantial threat to earnings.	The Company effectively manages these operational risks by maintaining stringent control over each stage of the project lifecycle, encompassing design, procurement, supplier inspection, construction, field quality monitoring, and final commissioning. Robust internal processes, strong HR policies, and a comprehensive risk assessment framework also ensure operational efficiency.
Currency Risk	The Company's operations in multiple countries expose it to currency translation and transaction risks. Fluctuations in exchange rates pose a material threat to the Company's liquidity position, as it may struggle to align revenues received in foreign currencies with costs paid in the same currency.	The Company implements sufficient hedging measures during the contract stage of major projects. Utilising both derivative and non-derivative instruments allows the Company to minimise the impact of fluctuations in foreign currency.
Input Price Risk	Module Price Increase Risk arises from the dependence on polysilicon, a crucial input for cell and module manufacturers. Any surge in polysilicon prices can significantly affect the Company's earnings by driving up the cost of solar modules.	The Company manages input price risk through robust inventory management processes and long-term contracts structured with variable pricing. These strategies enable the Company to minimise the impact of price hikes in module prices or any other critical raw materials.

Human Resources

The Company's Human Resources philosophy is based on the belief that the well-being of the Company and its employees are mutually dependent. Employees are considered SWREL's most valuable asset, and the Company is steadfast in its commitment to them, focussing on the following key aspects:

- Hiring the most capable and diverse talent
- Ensuring every employee is treated with dignity, equality, respect, and fairness consistently
- Cultivating a safe, stimulating, enabling, and supportive work environment
- Encouraging and supporting employees to reach their full potential
- Embracing a continuous improvement and developmental approach for both individuals and the organisation
- Cultivating a performance-driven work culture

The success of this philosophy hinges largely on how managers and their team members fulfil their duties and obligations, strategising to achieve outcomes in key areas such as recruitment, feedback mechanisms, and leadership development:

a) **Recruitment:** The Company prioritises hiring the best candidates and invests in them. The recruitment process has evolved to effectively select external candidates suited for the role, with active participation in campus placements aiding in the development of future leaders. The Company has made efforts to thoroughly understand candidates from various perspectives, focussing on technical, behavioural, and leadership competencies and values.

b) **The 360-degree feedback initiative:** Clear and continuous feedback is crucial for human resource development. The 360-degree feedback system, incorporating input from various internal and external stakeholders, serves as a robust development tool. Managers receive training to enhance their skills, knowledge, and self-confidence, fostering a culture of openness and calculated risk-taking.

Workers at the Abu Dhabi, UAE project site

c) **Leadership Development Programs:** The Company aims to develop employees with leadership potential and nurture their intrinsic leadership qualities. While external talent may be necessary for cross-pollination within the organisation, there is also a strong emphasis on developing leaders from within. Regular leadership development programs, including Inspirational Leadership, Empowered Leadership, and others, are conducted to prepare leaders for larger roles and responsibilities.

The Company adopts a non-discrimination policy and ensures equal opportunities for all employees. The commitment, enthusiasm, and dedication of the employees contribute to SWREL's global reputation as a Great Place to Work. A culture of caring and trust is ingrained in various corporate policies, including Environment, Health & Safety (EHS) Policy, Whistle-Blower Policy, Ethics Helpline, and Meri Aawaz Suno, among others.

Information Technology

SWREL's Information Technology journey in FY 2023-24 aimed to automate and digitise various aspects of the organisation's business processes. New solutions and features were implemented in the SAP-HANA system to provide enhanced insights into project performance, overhead control, and inventory management. The cloud-based HRMS was upgraded to improve the visibility of manpower. Additionally, a customised expense management process tailored for global operations was deployed across major geographies. The IoT-based real-time solar plant performance monitoring application was further enhanced to capture plant generation and performance parameters, along with new features for Operations & Maintenance monitoring.

A vendor collaboration platform was developed to facilitate real-time information exchange throughout the procurement lifecycle, minimising information leakage and transfer delays. A state-of-the-art Security Operating Centre (SOC) was established to monitor key digital assets, users, and network activities for detecting and mitigating suspicious activities. To ensure accuracy in financial information recording and compliance with regulations, the Company strictly adheres to comprehensive procedures, systems, policies, and processes.

Several key milestones were achieved during FY 2023-24 in the IT function, including the successful implementation of a global harmonised SAP ERP system and the enhancement of the IoT-based real-time solar plant performance monitoring application to digitise maintenance workforce operations.

The IT team also delivered various digital solutions to integrate key processes and enable online access.

Recognising the growing significance of technologies like IoT, AI, and ML, the Company continues to invest in digitisation and reassess its security policies and tools to effectively combat cybercrime risks. The implementation of the Security Operating Centre (SOC) enabled proactive monitoring and response to suspicious activities. Key initiatives were identified to digitise engineering design, project management, supply chain, and project scheduling processes, aiming to enhance performance and access to critical information.

Numerous other digitisation initiatives were undertaken, including computerised remote monitoring of solar plants, maintenance management utilising IoT technology, implementation of Success Factors HRMS, travel/expense management solutions, and state-of-the-art software applications for forecasting and simulation of Solar Generation and Design Tools. The Company's comprehensive Business Continuity Planning policy ensures continuous productivity, supported by its cloud-based infrastructure, which keeps the entire value chain updated on ongoing assignments and their status.

Cautionary Statement

In the Management Discussion and Analysis, certain forward-looking statements describing the Company's objectives, projections, estimates and expectations, are subject to several risks and uncertainties. These statements are made within the meaning of applicable laws and regulations and are based on informed judgements and estimates. Actual results could materially differ from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earnings, ability to manage growth, changing competitive landscape in both domestic and international markets, ability to attract and retain highly skilled professionals, time and cost overruns on contracts, government policies and regulations, interest and other fiscal costs generally prevailing in the economy. The Company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in the future or update any forward-looking statements made from time to time by or on behalf of the Company.

A substation in Telangana

CORPORATE GOVERNANCE REPORT

In terms of Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a Report on Corporate Governance for the Financial Year ended March 31, 2024, is presented below:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The essence of Corporate Governance is about maintaining the right balance between economic, social, individual and community goals. Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. Good Corporate Governance emerges from the application of best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.

For your Company, good corporate governance is a synonym for sound management, transparency and adequate disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a company to take sound decisions. The objective of your Company is not only to meet the statutory requirements but to go beyond it by instituting such systems and procedures as are in accordance with the latest trend of making the Management completely transparent and institutionally sound.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed in this Report.

BOARD OF DIRECTORS

The Board of Directors ("Board") is at the helm of Company's Corporate Governance. The Board is responsible for the strategic supervision and overseeing the Management performance and governance of the Company on behalf of all our stakeholders. The Board plays a pivotal role in overseeing how the Management serves and protects the short and long-term interests of Members and other stakeholders. The Board is responsible for and committed to upholding sound principles of Corporate Governance in your Company. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

A. Composition of the Board

The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Board of your Company comprises highly experienced persons of repute and has an appropriate mix of Non-Executive and Independent Directors, including 2 (Two) Women Independent Directors which enables the Board to provide effective leadership, strategic guidance, objective and independent view to the Company's management. The Independent Directors of the Company continue to bring a balanced perspective to the Board deliberations including issues of strategy, risk management and overall governance by assessing the matters objectively. The composition of the Board represents an optimal mix of varied skills, experience and expertise from diverse backgrounds which enables the Board to collectively discharge its responsibilities and provide effective leadership to the business.

The composition of the Board is in conformity with provisions of Regulation 17 of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013 ("the Act").

During the year under review, Mr. Umesh Khanna was appointed as a Non-Executive Director on the Board of the Company at the 6th Annual General Meeting ("AGM") of the Company held on July 13, 2023, to fill the vacancy caused due to the retirement of Mr. Pallon Mistry as a Director at the 6th AGM of the Company. Ms. Rukhshana Mistry has been re-appointed as an Independent Director for a second term of 5 (Five) consecutive years commencing from March 27, 2024 to March 26, 2029. Further, Mr. Keki Elavia ceased to be an Independent Director of the Company with effect from the close of business hours on March 26, 2024 on expiration of his term of 5 years and Mr. Rahul Dutt was appointed as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from March 26, 2024 to March 25, 2029.

In terms of the provisions of Sections 165 and 184 of the Act and Regulations 17A and 26 of the SEBI Listing Regulations, the Directors make necessary disclosures regarding the positions held by them on the Board and/or Committees of other public and/or private companies, from time to time. On basis of such disclosures, it is confirmed that as on the date of this Report, none of the Directors of your Company:-

(a) hold directorship in more than 7 (Seven) listed companies;

(b) is a member of more than 10 (Ten) committees or chairperson of more than 5 (Five) committees (considering only Audit Committee and Stakeholders Relationship Committee) across all the public companies (listed or unlisted) in which he/ she is a Director; and

(c) are related to each other.

The Board of your Company is of the opinion that the Independent Directors fulfil the condition(s) specified in the SEBI Listing Regulations.

As on March 31, 2024, your Company's Board comprises of 8 (Eight) Directors. The details of each member of the Board along with their shareholding in your Company, directorship(s), committee membership(s)/ chairmanship(s) held in other companies as on March 31, 2024 is as follows:

Name of the Director	Category of Directorship	No. of Equity Shares held in Company	Number of other Directorships[1]	Name of other listed entities where Directorships held	Category of Directorship in other listed entities	No. of Board Committees[2] in which Chairperson/ Member	
						Chairperson	Member
Mr. Khurshed Daruvala DIN: 00216905	Promoter, Chairman and Non-Executive Director	34,43,662 (1.48%)	-	-	-	-	-
Mr. Balanadu Narayan DIN: 00007129	Non- Executive Director	-	-	-	-	-	-
Mr. Cherag Balsara DIN: 07030974	Non- Executive Independent Director	-	2	-	-	-	-
Mr. Rahul Dutt DIN: 08872616	Non-Executive Independent Director	-	6	Den Network Limited Alok Industries Limited Balkrishna Industries Limited	Independent Director	-	7
Ms. Naina Krishna Murthy DIN: 01216114	Non- Executive Independent Director	-	3	Indostar Capital Finance Limited Den Networks Limited	Independent Director	-	5
Ms. Rukhshana Mistry DIN: 08398795	Non- Executive Independent Director	-	2	-	-	1	2
Mr. Saurabh Agarwal DIN: 09206293	Non- Executive Director	-	9	-	-	-	-
Umesh Khanna DIN: 03634361	Non- Executive Director	-	1	-	-	-	2

Note(s):

(1) Excluding Directorships in private companies, foreign companies and companies which are formed under Section 25 of the Companies Act, 1956/ Section 8 of the Act.

(2) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Chairpersonship/ Membership of Committee only includes the Audit Committee and Stakeholders Relationship Committee in other Indian Public Companies (Listed and Unlisted).

Matrix highlighting core skills / expertise / competencies of the Board of Directors

The Board of your Company is structured by having the requisite level of qualifications, professional background, expertise and special skills. The Board after taking into consideration the Company's nature of business, core competencies, and key characteristics has identified the following core skills / expertise / competencies as required in the context of its business(es) for it to function effectively:

Name of Director	Skills/ Expertise/ Competence				
	Industry knowledge and experience	Expertise/ Experience in Finance & Accounts / Audit	Expertise/ Experience in Risk Management areas	Planning and Strategic expertise	Governance including legal compliance
Mr. Khurshed Daruvala	✓	✓	✓	✓	
Mr. Balanadu Narayan			✓	✓	
Mr. Cherag Balsara					✓
Ms. Naina Krishna Murthy					✓
Mr. Rahul Dutt			✓	✓	✓
Ms. Rukhshana Mistry		✓			✓
Mr. Saurabh Agarwal		✓	✓	✓	
Mr. Umesh Khanna	✓		✓	✓	

B. Detail(s) of Directors

All Directors, except the Independent Directors of the Company, are liable to retire by rotation each year at the AGM and, if eligible, offer themselves for re-election.

In compliance with Regulation 36(3) of the SEBI Listing Regulations, the details of the Director proposed to be re-appointed are given in the Notice convening the ensuing AGM.

C. Details of Meetings of Board of Directors and Annual General Meeting held during the period under review, along with attendance of Directors

The Board meets at regular intervals, to discuss and decide on strategies and policies and at least once in a quarter to consider among other businesses, quarterly performance of the Company and financial results of the Company. Additional meetings are held, if necessary, to conduct business. In case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law. The Board has accepted all the recommendations of the Committees of the Board of Directors during the Financial Year 2023-24.

Video-conferencing facilities are made available to facilitate Directors to participate in the meetings virtually. The same is conducted in compliance with the applicable laws.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director in compliance with the applicable laws.

With a view to leverage innovation and technology and reducing paper consumption, your Company has adopted a web-based application for transmitting the Board and Committee agenda and draft minutes and other meeting related documents. The Directors of the Company receive the agenda along with the relevant notes in electronic form through this application, which can be accessed through browsers or iPads. The application meets high standards of security and integrity that is required for storage and transmission of Board/ Committee agendas in electronic form.

Information placed before the Board

To enable the Board to discharge its responsibilities effectively and take informed decisions, necessary information that is required to be made available to the Directors in terms of provisions of the SEBI Listing Regulations and the Act, so far as applicable to the Company, is made available to the Board.

Action(s) taken/ status report on decisions of the previous meeting(s) are placed at the next meeting(s) of the Board for its information and further actions, if any.

Number of Board Meetings

During the Financial Year 2023-24, 6 (Six) Board Meetings were held i.e. on April 20, 2023, July 13, 2023, September 22, 2023, September 27, 2023, October 21, 2023 and January 18, 2024.

The maximum gap between any two consecutive meetings was less than one hundred and twenty days, as stipulated under Section 173(1) of the Act and Regulation 17(2) of the SEBI Listing Regulations and the Secretarial Standards -1 issued by the Institute of Company Secretaries of India. The necessary quorum was present for all the meetings.

Details of attendance of each Director at the Board meetings/ AGM held during the Financial Year 2023-24 are as follows:

Name of the Director	Attendance at	
	Board Meeting	6th AGM
Mr. Khurshed Daruvala	6 out of 6	Yes
Mr. Balanadu Narayan	6 out of 6	Yes
Mr. Cherag Balsara	6 out of 6	Yes
Mr. Keki Elavia	6 out of 6	Yes
Ms. Naina Krishna Murthy	2 out of 6	No
Mr. Pallon Mistry	1 out of 2	Yes
Ms. Rukhshana Mistry	6 out of 6	Yes
Mr. Saurabh Agarwal	6 out of 6	Yes
Mr. Rahul Dutt	NA[2]	NA[2]
Mr. Umesh Khanna	4 out of 4[1]	N.A.[1]

Notes(s):

1. *Mr. Umesh Khanna was appointed as a Non-Executive Director on the Board of the Company at the 6th AGM held on July 13, 2023, to fill the vacancy caused due to the retirement of Mr. Pallon Mistry as a Director at the 6th AGM of the Company.*
2. *Mr. Keki Elavia ceased to be an Independent Director of the Company with effect from the close of business hours on March 26, 2024 on expiration of his term of 5 years and Mr. Rahul Dutt was appointed as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from March 26, 2024 to March 25, 2029.*

D. Independent Directors

The Independent Directors bring an independent judgment to the Board and play an essential role in ensuring transparency in the working mechanism of the Company.

The Independent Directors on the Board of your Company are experienced, competent and highly respected individuals in their respective fields, which brings an ideal mixture of expertise, professionalism, knowledge, and experience to the table.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the Management. The maximum tenure of the Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

Separate meeting of Independent Directors

In compliance with Regulation 25(3) of the SEBI Listing Regulations and Schedule IV to the Act, a separate meeting of the Independent Directors of the Company was held on March 20, 2024 without the presence of Non-Independent Directors and Members of the Management. The Independent Directors, *inter alia*,

1) Reviewed the performance of:
   (a) Board as a whole;
   (b) Non-Independent Directors; and
   (c) Chairperson of the Company taking into account the views of Non-Executive Directors.
2) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present for the meeting.

E. Board Induction, Training and Familiarisation

A letter of appointment setting out the terms of appointment, role, rights, duties and responsibilities is issued to the Independent Directors at the time of their appointment along with a set of documents such as snapshot of your Company, policies adopted by the Board, Company's major activities, corporate presentations etc., which enables him/ her to have an adequate and fair idea about your Company, its Board of Directors, the Management, various Codes of Conduct and Policies applicable to your Company etc.

Your Company through its senior managerial personnel/ official(s) conducts programs/ presentations to familiarize the existing Directors as well as new Directors with the strategy, operations and functions of your Company. Such programs/ presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and helps them to understand the Company's strategy, business model, operations, markets, organization structure, finance, human resources, technology, quality, and risk management and such other areas as may arise from time to time.

The Board has adopted a Policy on Familiarization Programme for the Independent Directors which aims to provide significant insight into the business of the Company. The details of the Familiarization Programme for Independent Directors are also available on the website of the Company i.e. https://www.sterlingandwilsonre.com/investor-relations/reg-46-of-lodr.

COMMITTEES OF THE COMPANY

The Board has constituted various Committees with an optimum representation of its members and with specific terms of reference in accordance with the Act and the SEBI Listing Regulations. The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The objective is to focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees operate as the Board's empowered agents according to their charter/ terms of reference.

The Board has constituted the below mentioned Committees:

a) Audit Committee
b) Corporate Social Responsibility Committee
c) Management Committee
d) Nomination and Remuneration Committee
e) Risk Management Committee
f) Stakeholders Relationship Committee

The Committees are represented by a combination of Non-Executive and Independent Directors except for Management Committee which consists of Key Managerial Personnel ("KMP") as members of the Committee in addition to Non-Executive Director.

The Committee(s) meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. Generally, Committee meetings are held prior to the Board meeting and the Board is updated about the deliberations, recommendations, and decisions taken by the Committee. The recommendations of the Committee(s) are submitted to the Board for its approval.

Minutes of proceedings of Committee meetings are circulated to the respective Committee members for their approval/ comments as per prescribed Secretarial Standards and after the Minutes are duly approved, the Minutes are tabled at the Board Meetings for noting.

A. Audit Committee

(i) Brief description:

Audit Committee of the Board of Directors is entrusted *inter alia* with the responsibility to monitor and provide effective supervision of the financial reporting process with a view to ensuring accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The composition, quorum, powers, role and scope of the Audit Committee are in accordance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

All the members of the Audit Committee are financially literate and possess expertise in the fields of accounting and financial management.

(ii) Composition, Meetings and Attendance:

The Committee comprises of 3 (Three) Members out of which 2 (Two) are Independent Directors.

Name of Member	Category	Position held	No. of Meetings held during the Financial Year 2023-24	No. of Meetings attended during the Financial Year 2023-24
Ms. Rukhshana Mistry	Non-Executive Independent Director	Chairperson	7	7
Mr. Cherag Balsara	Non-Executive Independent Director	Member	7	N.A.[1]
Mr. Khurshed Daruvala	Chairman and Non-Executive Director	Member	7	7

Note(s):

1. *Mr. Cherag Balsara, Non-Executive Independent Director has been appointed as member of Audit Committee w.e.f. March 26, 2024.*
2. *Pursuant to the cessation of the term of Mr. Keki Elavia as an Independent Director on the Board of the Company w.e.f. close of business hours on March 26, 2024, he also ceased to be a member of the Audit Committee. Mr. Elavia attended all the 7 (Seven) meetings held during the Financial Year 2023-24.*

During the year under review, the Audit Committee met 7 (Seven) times i.e. on April 20, 2023, July 13, 2023, September 14, 2023, October 20, 2023, November 28, 2023, January 18, 2024 and March 20, 2024.

The Chief Financial Officer is invited to attend meetings of the Committee. The Committee also invites Representatives of the Statutory Auditors and Internal Auditors as and when their presence at the meeting of the Committee is considered appropriate.

Ms. Rukhshana Mistry, Chairperson of the Committee was present at the 6th AGM of your Company held on July 13, 2023, to answer the queries of the Members of the Company.

Mr. Jagannadha Rao Ch. V., Company Secretary & Compliance Officer of the Company acts as the Secretary to the Audit Committee.

(iii) Terms of Reference:

The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

The scope, functions and terms of reference of the Audit Committee *inter alia* cover the following matters:

(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.

(ii) The role of the Audit Committee shall include the following:

  (a) Oversight of the Company's financial reporting process, examination of the financial statements and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statements are 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 clause (c) 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 or rights issue, 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;
  (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) To appoint a person having such qualifications and experience as a registered valuer for valuation, if required to be made, in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a company or its liabilities, in such manner, on such terms and conditions as may be prescribed;

(x) Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations and other applicable laws;

(y) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;

(z) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(aa) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

(bb) 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;

(cc) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and

(dd) Such roles as may be prescribed under the Companies Act and SEBI Listing Regulations.

(iii) The Audit Committee shall mandatorily review the following information:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the Management of the Company;

(c) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(d) Internal audit reports relating to internal control weaknesses;

(e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

(f) 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

(g) review the financial statements, in particular, the investments made by any unlisted subsidiary.

B. Nomination and Remuneration Committee:

(i) Brief description:

The Nomination and Remuneration Committee of the Board of Directors ("NRC") *inter alia* discharges the Board's responsibilities relating to approval and evaluation of the compensation plans, policies and programmes for Directors, KMPs, senior management and other employees. It also specifies the methodology for effective evaluation of performance of the Board, its Committees and individual Directors. The Committee also plays the role of Compensation Committee and is responsible for administering the Employee Stock Option Plan of the Company.

The Composition of NRC is in accordance with the provisions of Section 178(1) of the Act and Regulation 19 of the SEBI Listing Regulations.

(ii) Composition, Meetings and Attendance:

The Committee comprises of 3 (Three) Members out of which 2 (Two) are Independent Directors.

Name of Member	Category	Position held	No. of Meetings held during the Financial Year 2023-24	No. of Meetings attended during the Financial Year 2023-24
Ms. Rukhshana Mistry	Non-Executive Independent Director	Chairperson[2]	6	6
Mr. Cherag Balsara	Non-Executive Independent Director	Member	6	N.A.[2]
Mr. Khurshed Daruvala	Chairman and Non-Executive Director	Member	6	6

Note(s):

1. *Pursuant to the cessation of the term of Mr. Keki Elavia as an Independent Director on the Board of the Company w.e.f. close of business hours on March 26, 2024, he also ceased to be the Chairman of the NRC. Mr. Elavia attended all the 6 (Six) meetings held during the Financial Year 2023-24.*
2. *Ms. Rukhshana Mistry, Non-Executive Independent Director has been appointed as the Chairperson of the NRC w.e.f. March 26, 2024 and Mr. Cherag Balsara, Non-Executive Independent Director has been appointed as member of the NRC w.e.f March 26, 2024.*

The NRC met 6 (Six) times during the Financial Year 2023-24 i.e. on April 19, 2023, June 09, 2023, September 05, 2023, January 18, 2024, February 20, 2024 and March 26, 2024.

Mr. Keki Elavia, former Chairman of the Committee was present at the 6th AGM of your Company held on July 13, 2023, to answer the queries of the Members of the Company.

Mr. Jagannadha Rao Ch. V., Company Secretary & Compliance Officer of the Company acts as the Secretary to the NRC.

(iii) Terms of Reference:

The broad terms of reference of the NRC, as approved by the Board in terms of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, *inter alia*, include the following:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

(i) For every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
- consider candidates from a wide range of backgrounds, having due regard to diversity; and
- consider the time commitments of the candidates.

(b) Formulation of criteria for evaluation of performance of independent directors and the Board;

(c) Devising a policy on Board diversity;

(d) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director). The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(e) Analysing, monitoring and reviewing various human resource and compensation matters;

(f) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

(h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(i) Determining 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) Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

(k) 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;

(l) Administering any employee stock option scheme/ plan, employee stock purchase scheme, stock appreciation rights scheme, general employee benefits scheme and retirement benefit scheme, approved by the Board and shareholders of the Company in accordance with the terms of such scheme/ plan ("ESOP Scheme");

(m) Delegating the administration and superintendence of the ESOP Schemes to any trust set up with respect to the ESOP Schemes;

(n) Formulating detailed terms and conditions for the ESOP Schemes including provisions specified by the Board of Directors of the Company in this regard;

(o) Determining the eligibility of employees to participate under the ESOP Scheme;

(p) Granting options to eligible employees and determining the date of grant;

(q) Determining the number of options to be granted to an employee;

(r) Determining the exercise price under the ESOP Scheme;

(s) 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;

(t) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

b. 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.

(u) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee; and

(v) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

(iv) Nomination and Remuneration Policy:

In terms of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, the Board of your Company had, on recommendation of NRC, adopted a Nomination and Remuneration Policy, to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

The said policy is available on the website of the Company i.e. www.sterlingandwilsonre.com

Remuneration to Directors

In terms of the provisions of the Act and in line with the Articles of Association of your Company, the Non-Executive Directors including Independent Directors are paid sitting fees on a uniform basis for attending various meetings of the Board and the Committees thereof.

Amount in ₹

Name of Director	Sitting Fees[1] paid
Mr. Khurshed Daruvala	14,20,000
Mr. Balanadu Narayan	6,00,000
Mr. Cherag Balsara	6,00,000
Mr. Keki Elavia	14,00,000
Ms. Naina Krishna Murthy	2,00,000
Mr. Pallon Mistry	1,00,000
Mr. Rahul Dutt	N.A.[2]
Ms. Rukhshana Mistry	13,45,000
Mr. Saurabh Agarwal	6,00,000
Mr. Umesh Khanna	4,95,000
Total	**67,60,000**

Note(s):

(1) Gross amount (before deducting TDS).

(2) Mr. Rahul Dutt has been appointed as Non- Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from March 26, 2024 to March 25, 2029.

The Non-Executive Directors including Independent Directors are also eligible to receive remuneration by way of commission as the Board may decide from time to time. No Commission was paid during the Financial Year 2023-24.

The criteria for making payments to Non-Executive Directors is mentioned in the Nomination and Remuneration Policy of the Company.

The Non-Executive Directors and Independent Directors do not have any material pecuniary relationship or transactions with the Company.

Disclosures with respect to remuneration:

(a) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors

In terms of the provisions of the Act and in line with the Articles of Association of the Company, the Non-Executive Directors including Independent Directors are paid sitting fees on a uniform basis for attending various meetings of the Board and the Committees thereof. The details of sitting fees paid to the Directors during the Financial Year 2023-24 are mentioned above. The Company does not have any Executive Directors. No salary, benefits, bonuses, stock options, pension etc. is paid by the Company to any of the Directors.

(b) Details of fixed component and performance linked incentives along with the performance criteria

Other than sitting fee to the Directors no fixed component or performance linked incentives have been paid to any of the Directors during the Financial Year 2023-24.

(c) Service contracts, notice period, severance fees

A separate service contract is not entered into by the Company with any of its Directors. No notice period or severance fee is payable to any Director.

(d) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

No Stock Options have been granted to any Directors.

(v) Particulars of Senior Management Personnel and changes since the close of the previous financial year:

Sr. No.	Name	Designation/Position
1	Chandra Kishore Thakur	Manager
2	Bahadur Dastoor	Chief Financial Officer
3	Jagannadha Rao Ch. V.	Company Secretary & Group - Legal Head
4	Rajneesh Shrotriya	Chief Technology Officer
5	Basavarajappa C	Head – Human Resources
6	Vipin Gupta	Director – Projects
7	Sanjay Kumar	Director – Projects
8	Sandeep Mathew	Head - Investor Relations
9	Rahul Rao[1]	Head- Corporate Communications
10	Praveen Jaiswal[2]	Head- Operations & Maintenance
9	Anurag Jain[3]	Head – Quality & HSE
10	P V N Sai[4]	Head – O&M and Wind
11	Mohammad Rehan Akhtar[5]	Director – Projects (India- North & East, Middle East & KSA)
12	Rohit Bhandari[5]	Head – Business Development & Sales, (India & SAARC)
13	Jetty Choudary[5]	Head – Operations (Khavda Projects)
14	Madhu T[5]	Head – Projects (India -South & West, excluding Khavda)
15	Ms. Shilpa Urkehar[6]	National Head – Domestic EPC

Note(s):

1. *Ceased to be an SMP w.e.f. close of business hours on August 10, 2023.*
2. *Ceased to be an SMP w.e.f. close of business hours on March 20, 2024.*
3. *Appointed as SMP w.e.f. January 02, 2024.*
4. *Appointed as SMP w.e.f. March 06, 2024.*
5. *Designated as SMP w.e.f. April 12, 2024 due to change in Reporting Matrix.*
6. *Ceased to be an SMP w.e.f. close of business hours on April 15, 2024.*

(vi) Performance evaluation criteria for Independent Directors:

The Nomination and Remuneration Policy of the Company has prescribed the following evaluation criteria for performance evaluation of Independent Directors of the Company:

(a) act objectively and constructively while exercising their duties;

(b) exercise their responsibilities in a bona fide manner in the interest of the Company;

(c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;

(d) do not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

(e) refrain from any action that would lead to loss of his independence;

(f) inform the Board immediately when they lose their independence;

(g) assist the Company in implementing the best corporate governance practices;

(h) strive to attend all meetings of the Board of Directors and the Committees;

(i) participate constructively and actively in the Committees of the Board in which they are members;

(j) strive to attend the Board, Committee and general meetings of the Company;

(k) keep themselves well informed about the Company and the external environment in which it operates;

(l) do not unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;

(m) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest;

(n) abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.

C. Stakeholders Relationship Committee:

(i) Brief description:

The Stakeholders Relationship Committee ("SRC") is *inter alia* entrusted with the responsibility of resolving the grievances of the security holders of the Company including complaints related to non-receipt of annual report, non-receipt of declared dividends, general meetings etc.

(ii) Composition, Meetings and Attendance:

The Committee comprises of 3 (Three) Members out of which 1 (One) is an Independent Director.

Name of Member	Category	Position held	No. of Meetings held during the Financial Year 2023-24	No. of Meetings attended during the Financial Year 2023-24
Mr. Khurshed Daruvala	Chairman and Non-Executive Director	Chairman	2	2
Mr. Umesh Khanna	Non-Executive Director	Member[2]	2	2
Ms. Rukhshana Mistry	Non-Executive Independent Director	Member	2	2

Note(s):

1. *Mr. Pallon Mistry, Non-Executive Director retired as a Director of the Company at the 6th AGM held on July 13, 2023 and thus he also ceased to be a member of the SRC.*
2. *Mr. Umesh Khanna has been appointed as a member of the Committee w.e.f September 22, 2023.*

During the year under review, the Committee met 2 (Two) times, i.e. on October 20, 2023 and March 20, 2024.

Mr. Khurshed Daruvala, Chairman of the Committee was present at the 6th AGM held on July 13, 2023 to answer the queries of the Members of the Company.

(iii) Terms of Reference:

In terms of the applicable provisions of the Act and Regulation 20(4) read with Part D of Schedule II of the SEBI Listing Regulations, the scope, functions and terms of reference of the Committee *inter alia* cover the following matters:

(a) Redressal of all security holders' and investors' grievances such as 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 balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., and assisting with quarterly reporting of such complaints;

(b) Reviewing of measures taken for effective exercise of voting rights by shareholders;

(c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(d) Giving 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;

(e) Reviewing 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;

(f) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services; and

(g) Carrying 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 other applicable law, or by any other regulatory authority.

(iv) Name and Designation of Compliance Officer

Mr. Jagannadha Rao Ch. V., Company Secretary is the Compliance Officer of the Company in terms of Regulation 6 of the SEBI Listing Regulations.

(v) Shareholders' complaints:

During the year under review, your Company received Nil complaints from the Shareholders. The status thereof as on March 31, 2024, is tabled herein below:

Sr. No.	Particulars	No.
1	No. of complaints pending at the beginning of the Financial Year 2023-24	Nil
2	No. of complaints received during the Financial Year 2023-24	Nil
3	No. of complaints resolved to the satisfaction of shareholders during the Financial Year 2023-24	Nil
4	No. of complaints pending to be resolved at the end of the Financial Year 2023-24	Nil
Total		**Nil**

D. Corporate Social Responsibility Committee:

(i) Brief description:

The Board of your Company has constituted a Corporate Social Responsibility Committee ("CSR Committee") in terms of the provisions of Section 135 of the Act. Its composition, quorum, powers, role and scope are in accordance with the provisions of Section 135 of the Act.

The Committee is *inter alia* entrusted with the responsibility of monitoring and implementation of the CSR projects/ programmes/ activities of your Company and also for approving the annual CSR Budget, implementation of CSR projects and other related activities.

(ii) Composition, Meeting and Attendance:

The Committee comprises of 3 (Three) Members out of which 1 (One) is an Independent Director.

Name of Member	Category	Position held	No. of Meetings held during the Financial Year 2023-24	No. of Meetings attended during the Financial Year 2023-24
Mr. Khurshed Daruvala	Chairman and Non-Executive Director	Chairman[3]	3	3
Mr. Umesh Khanna	Non-Executive Director	Member[4]	3	2
Mr. Rahul Dutt	Non-Executive Independent Director	Member[4]	3	N.A.[4]

Note(s):

1. *Mr. Pallon Mistry, Non-Executive Director retired as a Director of the Company at the 6th AGM held on July 13, 2023 and thus he also ceased to be a member of the CSR Committee.*
2. *Pursuant to the cessation of the term of Mr. Keki Elavia as an Independent Director on the Board of the Company w.e.f. close of business hours on March 26, 2024, he also ceased to be the Chairman of the CSR Committee.*
3. *Mr. Khurshed Daruvala has been appointed as the Chairman of the CSR Committee w.e.f. March 26, 2024.*
4. *Mr. Umesh Khanna and Mr. Rahul Dutt have been appointed as the members of the CSR Committee w.e.f September 22, 2023 and March 26, 2024 respectively.*

During the year under review, the CSR Committee met 3 (Three) times, i.e. on April 19, 2023, October 20, 2023 and March 20, 2024.

(iii) Terms of Reference:

The scope and functions of the CSR Committee are in accordance with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and terms of reference of CSR Committee *inter alia* includes following:

(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 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 review and 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 the corporate social responsibility policy, corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(f) To formulate and recommend to the Board (including any revisions thereto), an annual action plan in pursuance of the CSR policy and have an oversight over its implementation;

(g) To review the impact assessment carried out for the projects of the Company, if applicable, as per the requirements of the law; and

(h) To perform such other duties and functions as the Board may require the CSR 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.

E. Risk Management Committee:

(i) Brief description:

Pursuant to the provisions of Regulation 21 of the SEBI Listing Regulations, the Risk Management Committee is constituted for *inter alia* evaluating and monitoring key risks including strategic, operational, financial, cyber security and compliance risks & framing, implementing, monitoring and reviewing risk management plan, policies, systems and framework of the Company.

(ii) Composition, Meetings and Attendance:

The Committee comprises of 5 (Five) Members out of which 3 (Three) are Independent Directors.

Name of Member	Category	Position held	No. of Meetings held during the Financial Year 2023-24	No. of Meetings attended during the Financial Year 2023-24
Mr. Khurshed Daruvala	Chairman and Non-Executive Director	Chairman	2	2
Mr. Cherag Balsara	Non-Executive Independent Director	Member	2	0
Ms. Rukhshana Mistry	Non-Executive Independent Director	Member	2	2
Mr. Umesh Khanna	Non-Executive Director	Member[3]	2	1
Mr. Rahul Dutt	Non-Executive Independent Director	Member[3]	2	N.A.[3]

Note(s):

1. *Pursuant to the cessation of the term of Mr. Keki Elavia as an Independent Director on the Board of the Company w.e.f. close of business hours on March 26, 2024, he also ceased to be a member of the Risk Management Committee. Mr. Elavia attended the 2 (Two) meetings held during the Financial Year 2023-24.*
2. *Mr. Pallon Mistry, Non-Executive Director retired as a Director of the Company at the 6th AGM held on July 13, 2023 and thus he also ceased to be a member of the Risk Management Committee.*
3. *Mr. Umesh Khanna and Mr. Rahul Dutt have been appointed as the members of the Risk Management Committee w.e.f September 22, 2023 and March 26, 2024 respectively.*

During the year under review, the Risk Management Committee met 2 (Two) times i.e. on June 09, 2023 and November 28, 2023.

(iii) Terms of Reference:

In terms of the applicable provisions of the Act and Regulation 21 of the SEBI Listing Regulations, the scope, functions and terms of reference of the Risk Management Committee *inter alia* cover the following matters:

(1) To formulate a detailed risk management policy which shall include:

a) 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.

b) Measures for risk mitigation including systems and processes for internal control of identified risks.

c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee; and

(7) The Risk Management Committee shall coordinate its activities with other Committees, instances where there is any overlap with activities of such Committees, as per the framework laid down by the Board of Directors.

F. Management Committee:

(i) Brief description:

The Board of your Company has constituted a Management Committee for the day to day business activities of the Company which includes issuance of Power of Attorneys and resolution in relation to tenders, management of projects in India and abroad, opening/closing and operation of Bank Account(s), availing financial assistance from bank(s) and / or institution(s), opening of branch offices of the Company in various geographies, investment in subsidiaries of the Company and such other miscellaneous matters.

(ii) Composition, Meetings and Attendance:

The Composition of the Committee is as follows:

Name of Member	Category	Position held	No. of Meetings held during the Financial Year 2023-24	No. of Meetings attended during the Financial Year 2023-24
Mr. Khurshed Daruvala	Chairman and Non-Executive Director	Chairman	12	12
Mr. Chandra Kishore Thakur	Manager	Member	12	12
Mr. Bahadur Dastoor	Chief Financial Officer	Member	12	12
Mr. Jagannadha Rao Ch. V.	Company Secretary	Member	12	12

(iii) Terms of Reference:

The terms of reference of Management Committee *inter alia* includes following:

1. Issue power of attorney(ies) to authorize the representatives/ employees of the Company in relation to day-to-day operations of the Company, its branch office(s) and project/ site office(s) and matters related to customs, shipping, financial, banking, taxation including income tax, service tax, GST and excise and any other Central and/ or State laws as may be applicable to the Company;

2. Approve the opening/ closure of branch office(s) and project/ site office(s) of the Company in India or outside India in connection with the business of the Company and to do all such other acts in relation to the branch office(s) and project/ site office(s) of the Company;

3. Approve and pass necessary Resolutions relating to the following matters:

   a. To open, authorize to operate, modify the operating authorities, issue necessary instructions to banks and close various Bank

Account(s) in the name of the Company as per the business requirements;

b. To transact foreign exchange swaps, options, futures, forwards and any other derivatives, as permissible by the Board of Directors, that may from time to time be used as tools to hedge the Company's interest and foreign exchange exposures arising in the ordinary course of the business of the Company and to approve policies in this regard;

c. Enter into one or more transactions/ agreements with Banks and/ or Exchange Houses in domestic and international market(s) relating to futures, forward, options, swaps etc., and combination(s) thereof, as per the requirements in the ordinary course of the business of the Company and in accordance with provisions of the Reserve Bank of India Act, 1945 and any other laws as may be applicable and guidelines, notifications, circulars, regulations or approval(s) etc. issued from time to time by any regulatory authority;

d. To approve borrowing by way of long term or short term loans, inter corporate deposits or any kind of financial assistance and fund and/ or non-fund based working capital credit facility(ies) repayable on demand / temporary or otherwise, in any currency, from bank(s) and/ or institution (s) and/ or other lenders from time to time and to create charge/ security/ mortgage on the immovable/ movable properties of the Company to secure such loans/ inter corporate deposits/ financial assistance/ credit facility (ies) as may be required in terms of each of the sanctions by the said bank(s) and/ or financial institution(s) and/ or other lenders, subject to an overall limit of ₹ 15,000 Crore (Rupees Fifteen Thousand Crore only);

e. To authorize employee(s)/ representative(s) of the Company for executing various deeds, documents, papers, undertakings as may be required for the purpose of implementing the decision for investment in the shares of subsidiary(ies) (including stepdown subsidiary(ies)) and/ or Joint Venture(s) of the Company, granting loans to them, issuing guarantees or providing any security in respect of financial assistance availed by such subsidiary(ies) (including stepdown subsidiary(ies)) and/ or Joint Venture(s), within the overall limit of ₹ 5,000 Crore (Rupees Five Thousand Crore only), subject to recommendation of the Chief Financial Officer and such other compliances and approvals as may be necessary;

f. To issue power of attorney(ies) to authorise the employee(s)/ representative(s) of the Company for the purpose of bidding and execution of the project(s) including representing the Company, obtaining necessary approvals, initiation of legal/ arbitration proceedings, settlement of issues and also to sign memorandum of understanding(s), consortium agreement(s), joint venture agreement(s), settlement agreement(s) and such other document(s)/ agreement(s)/ deed(s) required to be signed on behalf of the Company and enter into liability against the Company and/ or do any other acts or deeds on behalf of the Company as may be required for the above said purpose; and

g. Approve issuance of corporate guarantees as may be required in the ordinary course of business of the Company.

4. Approve all other matters & issues of urgent nature arising in the ordinary course of the business of the Company.

GENERAL BODY MEETINGS

A. Annual General Meetings:

Details of location, date, time and special resolutions passed in previous three Annual General Meetings of the Company, are tabled herein below:

Financial Year	AGM	Location	Date	Time	Particulars of Special Resolution(s) passed
2020-21	4th	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	September 30, 2021	04:30 p.m.	Change in name of the Company from Sterling and Wilson Solar Limited to "Sterling and Wilson Renewable Energy Limited" and consequent amendment to Memorandum and Articles of Association of the Company
2021-22	5th	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	September 30, 2022	3:00 p.m.	1. Approval for waiver of recovery of excess remuneration paid to Mr. Chandra Kishore Thakur, Manager of the Company during the Financial Year 2021-22 2. Approval to grant interest bearing loan to Shapoorji Pallonji and Company Private Limited
2022-23	6th	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	July 13, 2023	2.00 p.m.	1. Approval for waiver of recovery of excess remuneration paid to Mr. Chandra Kishore Thakur, Manager of the Company during the Financial Year 2022-23 2. Approval for re-appointment of Mr. Chandra Kishore Thakur, as the Manager of the Company

B. Extra-Ordinary General Meeting:

During the year under review, no Extra-Ordinary General Meetings of the Company were held.

C. Postal Ballot

During the year under review, Postal Ballot Notice(s) containing Resolutions together with the Explanatory Statement were sent by e-mail to all the shareholders on September 27, 2023 and February 23, 2024 respectively and the last date for members to exercise their right to vote on resolutions proposed therein through e-voting process was till 5.00 P.M. of Friday, October 27, 2023 and Sunday, March 24, 2024 respectively.

In compliance with Regulation 44 of SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the Company provided the remote e-voting facility only, to enable all its Members to cast their votes electronically instead of through physical postal ballot forms. For the purpose of remote e-voting, the Company engaged the services of National Securities Depository Limited ("NSDL"). Members were required to vote through the remote e-voting platform provided by NSDL.

Members whose names appeared in the Register of Members/ List of Beneficial Owners as on the cut-off date, were considered eligible for the purpose of remote e-voting.

Mr. Mannish L. Ghia, Partner of M/s. Manish Ghia and Associates was appointed as the Scrutinizer for conducting the postal ballot exercises in a fair and transparent manner. After completion of scrutiny of the remote e-voting, the Scrutinizer submitted his report to the Chairman of the Company. On the basis of the report of the Scrutinizer on e-voting done by the Members, the following resolutions as set out in the Postal ballot notice(s) dated September 27, 2023 and February 21, 2024 respectively were duly passed by the Shareholders of the Company with requisite majority:

Particulars	Date of passing Resolution	No. of Votes Polled	No. and % of votes polled in favour	No. and % of votes polled against
Special Resolution: Issuance of Securities for an aggregate consideration not exceeding ₹ 1500 Crore	October 27, 2023	14,27,94,568	13,92,65,328 97.53%	35,29,240 2.47%
Special Resolution: Re-appointment of Ms. Rukhshana Mistry (DIN: 08398795) as an Independent Director of the Company	March 24, 2024	16,13,95,319	15,68,43,224 97.18%	45,52,095 2.82%

MEANS OF COMMUNICATION

The Company follows a robust process of communication with its stakeholders and investors. For this purpose, it provides multiple channels of communications through dissemination of information on the on-line portal of the Stock Exchanges, Press Releases, the Annual Reports and by placing relevant information on its website.

The means of communication between the Company and the Shareholders is transparent and investor friendly and the Company takes all possible endeavours to inform its stakeholders about every material information having bearing on the performance and operations of the Company and other price sensitive information.

Financial Results: The quarterly/ half yearly / annual results alongwith the Limited Review/ Auditor's Report thereon, as applicable are filed with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). The said results are also published in the newspapers viz. The Financial Express and Navshakti. The results are also uploaded on the Company's website, i.e. www.sterlingandwilsonre.com.

Website: The Company's website i.e. www.sterlingandwilsonre.com contains a separate dedicated section 'INVESTOR RELATIONS' where shareholder information including official news releases are available. The schedule of analyst/ institutional investor meets and presentations made to them on a quarterly basis are informed to the Stock Exchanges and also displayed on the Company's website.

Corporate Filings: Information to Stock Exchanges is filed electronically on the online portals of BSE and NSE. The same are available on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com respectively and on the website of the Company at www.sterlingandwilsonre.com.

Designated email ID: The Company has a designated email ID for investor services i.e. ir@sterlingwilson.com

GENERAL SHAREHOLDER INFORMATION

Your Company has provided the details required under this as a separate section on "General Shareholder Information", which forms a part of this Annual Report.

OTHER DISCLOSURES

a. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

Except as mentioned below, there were no instances of non-compliance, penalties, strictures imposed on the Company by stock exchange(s) or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

For Financial Year	Action taken by	Details of violation	Details of action taken	Remarks
FY 2022-23	BSE and NSE	Non-maintenance of minimum public shareholding of at least 25% as required under Rule 19(2) and 19A of the Securities Contract (Regulations) Rules, 1957 read with Regulation 38 of the Listing Regulations	BSE and NSE vide Notice dated February 28, 2023 levied a penalty of ₹ 6,15,000 excluding applicable GST as detailed below: 1. BSE and NSE levied penalty of ₹ 2,10,000 each excluding applicable GST for the period August 20, 2022 to September 30, 2022. 2. BSE and NSE levied penalty of ₹ 4,05,000 each excluding applicable GST for the period October 01, 2022 to December 20, 2022.	Effective December 20, 2022 the Company is fully compliant with MPS requirements. Further, the Company has made the payment of ₹ 7,25,700 each (inclusive of GST) to BSE and NSE on March 06, 2023.

b. Policy on Related Party Transactions

In terms of the provisions of Regulation 23 of the SEBI Listing Regulations, your Company has framed a Policy on Related Party Transactions to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

The policy is also available on the website of the Company, at https://www.sterlingandwilsonre.com/pdf/policy-on-related-party-transactions.pdf

c. Details of materially significant related party transactions that may have potential conflict with the interests of the Company at large

All the Related Party Transactions ("RPTs") entered into by your Company, during the Financial Year 2023-24, were at arm's length and in the ordinary course of business of the Company. There were no material significant transactions made by the Company with its Promoters, Directors or Management, and their relatives etc. that may have potential conflict with the interest of the Company at large.

d. Vigil Mechanism/ Whistle Blower policy and affirmation that no personnel have been denied access to the Audit Committee

Your Company has in place a robust Vigil Mechanism for reporting of concerns through the Whistle Blower Policy of the Company, which is in compliance with the provisions of Section 177 of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the SEBI Listing Regulations and other SEBI Regulations. This Policy aims to provide an avenue for the Employee(s), Director(s) and Stakeholder(s) to raise their concerns that could have grave impact on the operations, performance, value and the reputation of the Company and it also empowers the Audit Committee of the Board of Directors to investigate the concerns raised by them.

The Policy provides an avenue to the whistle blower to report their concerns directly to the Compliance Officer or the Chairperson of the Audit Committee. During the year under review, none of the personnel have been denied access to the Audit Committee. The policy is available on the website of the Company, at https://www.sterlingandwilsonre.com/pdf/whistle-blower-policy.pdf

e. Policy for Determining Material Subsidiary Companies

The Company has formulated a Policy for Determining Material Subsidiaries, which is disclosed on the Company's website and can be accessed at https://www.sterlingandwilsonre.com/pdf/reg/policy-on-material-subsidiaries.pdf

As on March 31, 2023, the Company had 2 (Two) material subsidiaries, namely Sterling and Wilson International Solar FZCO and Sterling and Wilson Solar Solutions Inc. As on March 31, 2024, none of the subsidiaries of the Company qualify to be considered as a material subsidiary as per the SEBI Listing Regulations and Company's policy on determining material subsidiary.

f. Commodity Price Risk and Commodity hedging activities

Your Company does not engage in Commodity hedging activities.

g. Details of compliance with mandatory requirements and adoption of non-mandatory requirements

Your Company has complied with all the mandatory requirements of the SEBI Listing Regulations relating to Corporate Governance.

In addition to the same, your Company also strives to adhere and comply with the following discretionary requirements specified under Regulation 27(1) and Part E of the Schedule II of the SEBI Listing Regulations, to the extent applicable:

- The Company has separate persons to the post of Chairman and Manager. The Company does not have a Managing Director or CEO.
- The Chairman, being a Non-Executive Director, is entitled to maintain a Chairperson's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.
- The Internal Auditor reports directly to the Audit Committee in all matters relating to Internal Audit.

h. Details of utilization of funds raised through preferential allotment or qualified institutions placement

On December 14, 2023, your Company has issued and allotted 4,32,27,665 (Four Crore Thirty Two Lacs Twenty Seven Thousand Six Hundred and Sixty Five) equity shares of face value of ₹ 1/- each fully paid up, for cash, at a price of ₹ 347/- per equity share i.e. at a premium of ₹ 346/- per equity share, aggregating to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore only) to the eligible qualified institutional buyers.

The details of utilization of funds raised through qualified institutions placement is as follows:

Amount raised (as on December 14, 2023)	₹ 1,500 Crore
Funds Utilized	₹ 1,470 Crore[1]
Balance Funds as on March 31, 2024	**Nil**

Note(s):

1. *The gross proceeds from the Issue aggregates to ₹ 1,500 Crore. Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue of approximately ₹ 30 Crore, is approximately ₹ 1,470 Crore.*

i. A certificate from a company secretary in practice that none of the Directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority

The Company has obtained a certificate from M/s. Manish Ghia & Associates, Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority. The said certificate is enclosed separately at the end of this Report.

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

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants ("K&M") have been appointed as Statutory Auditors of the Company for a period of 5(Five) consecutive years from the conclusion of 4th AGM till the conclusion of 9th AGM on such terms and conditions as may be fixed by the Board in mutual consultation with the Statutory Auditor.

M/s. Deloitte Haskins and Sells LLP, Chartered Accountants ("Deloitte") have been appointed as Statutory Auditors of the Company for a period of 5(Five) consecutive years from the conclusion of 5th AGM till the conclusion of 10th AGM on such terms and conditions as may be fixed by the Board in mutual consultation with the Statutory Auditor.

Total fees of ₹ 2 Crore has been paid by the Company on a consolidated basis to K&M and Deloitte, Statutory Auditors and all the entities in the network firm/network entity of which the Statutory Auditors are a part, for all the services provided by them for F.Y. 2023-24.

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

Your Company has always believed in providing a safe and harassment free workplace for every individual working in any office through various interventions and practices. Your Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Committee (IC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

The details of complaints related to Sexual Harassment are provided below:-

Sr. No	Particulars	No. of Complaints
1	Number of complaints filed during the F.Y. 2023-24	Nil
2	Number of complaints disposed of during the F.Y. 2023-24	Nil
3	Number of complaints pending as on end of the F.Y. 2023-24	Nil

l. **Disclosures of Loans and advances in the nature of loans to firms/ companies in which Directors are interested**

Loan given by	Loan given to	Amount (₹ In Crore)
Sterling and Wilson International Solar FZCO	Sterling and Wilson Singapore Pte Limited	1.60
Sterling and Wilson International Solar FZCO	Sterling and Wilson Solar Spain S.L.	43.46
Sterling and Wilson International Solar FZCO	Sterling and Wilson Solar Solutions Inc.	965.86
Sterling and Wilson International Solar FZCO	GCO Solar Pty. Ltd.	157.45
Sterling and Wilson International Solar FZCO	Sterling and Wilson International LLP	1.57
Sterling and Wilson International Solar FZCO	Sterling and Wilson Solar Australia Pty. Ltd.	746.51
Sterling and Wilson International Solar FZCO	Sterling and Wilson Engineering Pty. Ltd.	28.74
Sterling and Wilson Middle East Solar Energy L.L.C.	Sterling and Wilson International Solar FZCO	1.03
Sterling and Wilson Renewable Energy Limited	Sterling and Wilson International Solar FZCO	1,968.03
Total		**3,914.24**

CEO/ CFO CERTIFICATION

As required under the provisions of Regulation 33 of the SEBI Listing Regulations, Mr. Chandra Kishore Thakur, Manager and Mr. Bahadur Dastoor, Chief Financial Officer of the Company have reviewed the Audited Financial Statement and Cash Flow Statements for the Financial Year ended March 31, 2024 and accordingly have provided a certificate, which is enclosed separately at the end of this Report.

Your Company does not have a CEO and hence the certificate is provided by the Manager of the Company.

REPORT ON CORPORATE GOVERNANCE

As required under Regulation 27 of the SEBI Listing Regulations, your Company has been duly submitting the quarterly compliance report in the prescribed format and within the required timelines to the Stock Exchanges and the same are available on their websites. The said reports are also available on the website of the Company, i.e. www.sterlingandwilsonre.com.

The Compliance Certificate received from M/s. Manish Ghia & Associates regarding compliance of Corporate Governance requirements is enclosed as an annexure to the Directors' Report.

Further, your Company has complied with the Corporate Governance requirements specified in Regulations 17 to 27, clauses (b) to (i) of Sub-regulation (2) of Regulation 46 and sub paras (2) to (10) of Part C of Schedule V of SEBI Listing Regulations and the same has been disclosed in this Report.

Manager-CFO CERTIFICATION

To the Board of Directors
Sterling and Wilson Renewable Energy Limited

(1) We have reviewed the Audited Financial Statements and the cash flow statement of Sterling and Wilson Renewable Energy Limited ("Company") for the Financial Year ended on March 31, 2024 and to the best of our knowledge and belief:

   I. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;

   II. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

(2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year ended on March 31, 2024 which are fraudulent, illegal or violative of the Code of Conduct of the Company

(3) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to be taken to rectify the deficiencies.

(4) We have indicated to the Auditors and the Audit Committee:

   I. significant changes in the Company's internal control over financial reporting, during the Financial Year ended on March 31, 2024;

   II. significant changes in accounting policies, if any, during the Financial Year ended on March 31, 2024 have been disclosed in the notes to the Financial Statements; and

   III. instances of significant fraud of which we have become aware and involvement therein, if any, of the management or other employees having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: April 20, 2024

Chandra Kishore Thakur
Manager

Bahadur Dastoor
Chief Financial Officer

DECLARATION

As provided under the provisions of Schedule II and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Directors and Senior Management Personnel of the Company have affirmed the Compliance with the Code of Conduct for the year ended March 31, 2024.

Place: Mumbai
Date: April 20, 2024

Khurshed Daruvala
Chairman

GENERAL INFORMATION ABOUT THE COMPANY

The General Shareholder Information of your Company is provided as under:

(i) Seventh Annual General Meeting:

Day and date : Thursday, September 05, 2024
Time : 11:00 a.m.
Venue : Audio-Visual Means

(ii) Financial Year:

Your Company follows April-March as the Financial Year.

Calendar of the Financial Year ended on March 31, 2024:

The meetings of Board of Directors for approval of quarterly/ half-yearly/ annual financial results for the Financial Year ended on March 31, 2024, were held on the following dates:

Sr. No.	Particulars	Date of Meetings
1.	Results for the quarter ended June 30, 2023	July 13, 2023
2.	Results for the quarter and six months ended September 30, 2023	October 21, 2023
3.	Results for the quarter and nine months ended December 31, 2023	January 18, 2024
4.	Results for the quarter and year ended March 31, 2024	April 20, 2024

Tentative Financial Calendar:

The tentative months for the quarterly meetings of the Board of Directors for consideration of quarterly/ half-yearly/ annual financial results for the Financial Year ending March 31, 2025, are as under:

Sr. No.	Particulars	Tentative Months
1.	Results for the quarter ending June 30, 2024	July 2024
2.	Results for the quarter and six months ending September 30, 2024	October 2024
3.	Results for the quarter and nine months ending December 31, 2024	January 2025
4.	Results for the quarter and year ending March 31, 2025	April 2025

Further, the tentative months for the 8th Annual General Meeting of the Company for the Financial Year ending March 31, 2025 shall be July/ August, 2025.

(iii) Dividend Payment Date:

There was no dividend paid or declared during the year under review.

(iv) Stock Exchanges where Securities of the Company are listed:

Your Company's Equity Shares are listed on the following Stock Exchanges and the necessary annual listing fees have been duly paid to both the Stock Exchanges.

Name and address of the Stock Exchange	Stock/ Scrip Code
BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	542760
National Stock Exchange of India Limited ("NSE") Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051	SWSOLAR

(v) Stock Market Price Data:

The stock market price data of the Company's share traded on BSE and NSE during the Financial Year 2023-24 is as under:

Month - Year	BSE		NSE	
	High	Low	High	Low
Apr-23	312.00	279.00	312.65	278.85
May-23	301.45	277.20	302.00	277.05
Jun-23	330.00	284.00	330.00	284.00
Jul-23	404.00	285.05	403.90	285.50
Aug-23	408.75	344.90	408.50	345.00
Sep-23	406.00	338.00	401.00	337.50
Oct-23	359.00	253.45	358.30	253.00
Nov-23	349.95	260.00	350.20	258.90
Dec-23	459.00	336.20	454.00	336.10
Jan-24	628.50	434.00	627.70	433.85
Feb-24	646.95	532.15	647.00	540.00
Mar-24	612.95	461.40	612.00	460.00

Source: BSE and NSE websites.

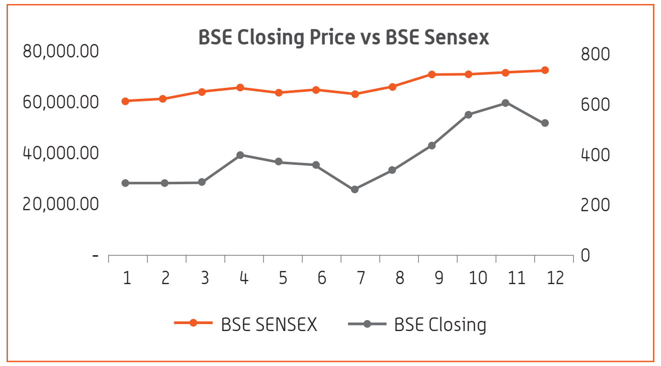
(vi) Stock Performance:

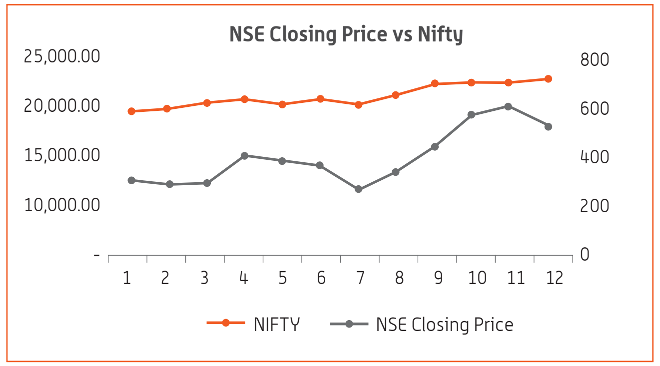
Performance in comparison to broad-based indices viz. NSE Nifty and BSE SENSEX during the Financial Year 2023-24 were as under:

Month - Year	BSE	BSE SENSEX	NSE	NSE Nifty
	Closing Price (Amount in ₹)	Closing Price (Amount in ₹)	Closing Price (Amount in ₹)	Closing Price (Amount in ₹)
Apr-23	296.90	61,112.44	297.05	18065.00
May-23	285.40	62,622.24	285.40	18534.40
Jun-23	289.10	64,718.56	289.25	19189.05
Jul-23	400.95	66,527.67	401.05	19753.80
Aug-23	376.90	64,831.41	378.30	19253.80
Sep-23	361.05	65,828.41	360.45	19638.30
Oct-23	263.85	63,874.93	263.00	19079.60
Nov-23	334.60	66,988.44	333.95	20133.15
Dec-23	432.60	72,240.26	432.35	21731.40
Jan-24	566.40	71,752.11	566.70	21725.70
Feb-24	603.00	72,500.30	604.25	21982.80
Mar-24	523.85	73,651.35	523.25	22326.90

Source: BSE and NSE websites.

Performance of Company's Equity Share price in comparison to BSE Sensex and NSE Nifty:





(vii) Distribution of Shareholding as on March 31, 2024:

Sr. No.	Range of No. of Shares Held	No. of shareholders	% of shareholders (falling under this range)	Total Shares Held (by Shareholders falling under this range)	% of shares held
1	1 to 500	1,88,122	94.24	1,27,13,043	5.45
2	501 to 1000	5,693	2.85	44,58,641	1.91
3	1001 to 2000	2,774	1.39	41,72,796	1.79
4	2001 to 3000	990	0.50	25,25,300	1.08
5	3001 to 4000	465	0.23	16,65,090	0.72
6	4001 to 5000	349	0.17	16,44,378	0.71
7	5001 to 10000	580	0.29	42,96,759	1.84
8	10001 and above	650	0.33	20,17,26,310	86.50
Total		**1,99,623**	**100.00**	**23,32,02,317**	**100.00**

Category-wise Shareholding Pattern of the Company as on March 31, 2024:

Category	No. of Shares	No. of Shareholders	% of shareholding
Promoter and Promoter Group	12,34,62,687	9	52.94
Clearing Members	645	4	0.00
Other Bodies Corporate	95,43,922	928	4.09
Hindu Undivided Family	18,18,054	3,413	0.78
Mutual Funds	1,30,05,391	44	5.58
Non-Resident Indians	9,47,881	1,565	0.41
Non-Resident (Non Repatriable)	7,77,158	1,169	0.33
Public	4,67,24,050	1,92,260	20.04
Insurance Companies	39,95,597	2	1.71
Body Corporate - Ltd Liability Partnership	5,94,738	109	0.26
Foreign Portfolio Investors (Corporate)	2,17,09,775	82	9.31
Foreign Portfolio Investors (Corporate)- II	27,10,063	7	1.16
Foreign Portfolio Investors (Individual)	59,350	2	0.03
NBFCs registered with RBI	21,000	1	0.01
Alternate Investment Funds - II	13,76,368	1	0.59
Alternate Investment Funds - III	64,46,658	19	2.76
Trust	8,980	7	0.00
TOTAL	**23,32,02,317**	**1,99,623**	**100.00**

(viii) Dematerialisation of Shares and Liquidity

As on March 31, 2024, the entire Equity Share Capital of the Company is held in dematerialised form with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") under International Securities Identification Number - INE00M201021.

(ix) Reconciliation of Share Capital Audit:

In terms of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, M/s. Manish Ghia & Associates, Practising Company Secretaries, carry out a quarterly audit for the purpose of reconciliation of the total issued capital, listed capital and the capital held by the depositories in dematerialised form, the details of changes in the Share Capital during each quarter.

Further, an audit report issued in that regard is submitted to the Stock Exchanges and the same is also placed before the Board of Directors at their meetings.

(x) Outstanding Global Depository Receipts ("GDRs")/ American Depository Receipts ("ADRs")/ Warrants or any convertible instruments, conversion date and likely impact on equity:

There are no outstanding GDRs/ ADRs/ Warrants or any convertible instruments pending for conversion as on March 31, 2024.

(xi) Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities:

Your Company does not engage in Commodity hedging activities.

(xii) Share Transfer System:

As on March 31, 2024, the entire Equity Share Capital of the Company is held in dematerialised form. Transfers in electronic form are simple and quick as the Shareholders have to approach their respective Depository Participants and the transfers are processed by NSDL/ CDSL, as the case may be, with no requirement of any separate communication to be made to the Company.

(xiii) Disclosures w.r.t. Demat Suspense Account/ Unclaimed Suspense Account

As on the date of this report there are no shares lying in the Demat Suspense Account/ Unclaimed Suspense Account.

(xiv) Company's Recommendations to the Shareholders:

a. Submit Nomination Form

Shareholders shall register their nominations with their DP to ensure that their shares are transmitted to their respective nominees without any hassles. They must ensure that nomination made is in the prescribed form.

b. Furnish/ update bank account details

Shareholders should ensure that correct and updated particulars of their bank account are available with the DP. This would facilitate in receiving direct credits of dividends, refunds etc., from companies and avoid events such as postal delays and loss in transit.

c. Intimate/ update contact details including e-mail IDs

In order to receive communications on corporate actions and other information of the Company, the Investors may consider intimating their contact details (including address) and changes therein, if any, to the Company/ RTA or to their DP.

d. Service of documents through electronic means

Pursuant to Section 101 and Section 136 of the Act, companies can serve Annual Reports and other communications through electronic mode to those Shareholders who have registered their E-mail address either with the Company or with the DPs. Accordingly, Shareholders who have not registered their e-mail addresses so far, are requested to register their E-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically. The request can be sent to the RTA or to the Company on its designated e-mail Id i.e. ir@sterlingwilson.com

(xv) List of credit ratings obtained by the Company along with any revisions thereto during FY 2023-24 are given below:

Timelines	Ratings	Instruments/Facilities	
		Long Term Facilities	Short Term Facilities
May 2023	India Ratings & Research	IND BBB+	IND A2
October 2023	India Ratings & Research	IND D	IND D
August 2023	Acuite Ratings & Research	-	ACUITE A2+
April 2024	Acuite Ratings & Research	ACUITE BB+	ACUITE A4+

Note(s):

1. *Ratings by various agencies are subject to regular revisions. Kindly refer to the respective agencies' website for periodic revisions and the latest ratings.*
2. *Kindly refer to the respective agencies' website for understanding the rating scale and the risk associated with ratings.*

(xvi) Plants of the Company with their locations:

The Company does not have any plant.

(xvii) Investor Service and Grievance Handling Mechanism:

A robust mechanism is established by your Company which ensures pro-active handling of investor correspondences and efficient redressal of grievances in an expeditious manner. Details of complaints received during the Financial Year 2023-24 along with their status as on March 31, 2024, have been disclosed separately in the Corporate Governance Report forming part of this Annual Report.

(xviii) ODR Portal:

SEBI, vide its various circulars, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) which is also available on the Company's website i.e. www.sterlingandwilsonre.com.

(xviv) Contact Address for Investors:

The Company's dedicated e-mail address for Members' Complaints and other communications is ir@sterlingwilson.com. Since all the Equity Shares of the Company are held in dematerialised mode, Shareholders are requested to address all correspondences with respect to transfer to their respective depository participants and any other correspondences relating to the shares of the Company to the below mentioned address of the Company's Registrar and Share Transfer Agent.

Registrar and Transfer Agent:
Link Intime India Pvt. Ltd.
(Unit: Sterling and Wilson Renewable Energy Limited)
C-101, 247 Park, L.B.S. Marg
Vikhroli (West), Mumbai - 400083.
Phone: +91 22 49186000
E-mail: rnt.helpdesk@linkintime.co.in

Registered Office:
Sterling and Wilson Renewable Energy Limited
9th Floor, Universal Majestic, P. L. Lokhande Marg, Chembur (W)
Mumbai - 400043.
Phone: +91 22 25485300
E-mail: ir@sterlingwilson.com
Website: www.sterlingandwilsonre.com

Business Responsibility and Sustainability Report 2023-24

Section A: General Disclosures

I. Details of the Listed Entity

Sr. No.	Determinants	Details
1.	Corporate Identity Number (CIN) of the Company	L74999MH2017PLC292281
2.	Name of the Listed Entity	Sterling and Wilson Renewable Energy Limited ("SWREL")
3.	Year of incorporation	2017
4.	Registered office address	Universal Majestic, 9th Floor, P. L. Lokhande Marg, Chembur (W), Mumbai – 400 043
5.	Corporate office address	Universal Majestic, 13th Floor, P. L. Lokhande Marg, Chembur (W), Mumbai – 400 043
6.	E-mail	ir@sterlingwilson.com
7.	Telephone	022 25485300
8.	Website	www.sterlingandwilsonre.com
9.	Financial year for which reporting is being done	April 01, 2023 – March 31, 2024
10.	Name of the stock exchange(s) where shares are listed	BSE Limited and the National Stock Exchange of India Limited
11.	Paid-up capital	INR 23,32,02,317 as on March 31, 2024
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Jagannadha Rao Ch. V. Tel no.: 022-25485300 Email Id: ir@sterlingwilson.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis
14.	Name of assurance provider	-
15.	Type of assurance obtained	Currently, Sterling and Wilson Renewable Energy Limited has not obtained any assurance

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No	Description of main activity	Description of business activity	% of turnover
1	Engineering, procurement, and construction ("EPC") solutions provider, operations and maintenance ("O&M") services	EPC solutions and O&M services provider	100%

17. Products/services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/Service	NIC Code	% of total turnover contributed
1	Construction and maintenance of power plants	42201	100%

III. Operations

18. Number of locations where operations/offices of the entity are situated:

Location	Number of project sites	Number of offices	Total
National	151 (O&M), 11 EPC	3	165
International	15 (O&M), 1 EPC	17	33

19. Markets served by the entity:

a. Number of locations:

Location	Number
National (No. of states)	17
International (No. of countries)	29

b. What is the contribution of exports as a percentage of the total turnover of the entity?

6.33%

c. A brief on types of customers

We engage with a wide array of clientele, including independent power producers (IPPs) who have expanded into renewable energy ventures from diverse sectors such as oil and gas, steel, metals, and thermal power. Our services extend to Public Sector Undertakings (PSUs) within India, serving as a pivotal EPC service provider for NTPC in its mission of building large renewable based capacities in India. In addition to above, we are also a preferred EPC partner for large Private Equity firms across the globe and have built large utility scale projects for them in both India and international markets.

IV. Employees

20. Details as of the end of the financial year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	786	731	93.00%	55	7.00%
2.	Other than permanent (E)	592	586	98.99%	6	1.01%
3.	Total employees (D + E)	1,378	1,317	95.57%	61	4.43%
Workers						
4.	Permanent (F)	0	0	0	0	0
5.	Other than permanent (G)	10,273	10,273	100%	0	0
6.	Total workers (F + G)	10,273	10,273	100%	0	0

b. Differently abled employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently abled employees						
1.	Permanent (D)	We do not have differently abled employees				
2.	Other than permanent (E)					
3.	Total employees (D + E)					
Differently abled workers						
4.	Permanent (F)	We do not have differently abled workers				
5.	Other than permanent (G)					
6.	Total workers (F + G)					

21. Participation/inclusion/representation of women:

	Total (A)	No. and % of females	
		No. (B)	% (B/A)
Board of Directors	8	2	25%
Key Management Personnel	3	-	0

22. Turnover rate for permanent employees and workers:

	FY 2023-24 (Turnover rate in current FY)			FY 2022-2023 (Turnover rate in previous FY)			FY 2021-2022 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	36.00%	44.00%	37.00%	25.00%	1.00%	26.00%	29.00%	1.00%	30.00%
Permanent Workers	0.00%	0.00%	0.00%	3.00%	0.00%	3.00%	2.00%	0.00%	2.00%

V. Holding, subsidiary and associate companies (including joint ventures)

23. (a) Name of holding/ subsidiary/ associate companies/ joint ventures:

Sr. No.	Name of the holding/ subsidiary/associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Esterlina Solar Engineers Private Limited	Subsidiary	100%	No, the Subsidiaries operate in different geographies and conduct their own initiatives as applicable on them.
2.	Sterling and Wilson International Solar FZCO	Subsidiary	100%	
3.	Sterling and Wilson (Thailand) Limited	Subsidiary	100%	
4.	Sterling and Wilson Saudi Arabia Limited	Subsidiary	95%	
5.	Sterling and Wilson Solar LLC	Subsidiary	70%	
6.	Sterling and Wilson Middle East Solar Energy LLC	Subsidiary	100%	
7.	Sterling and Wilson Singapore Pte Ltd	Subsidiary	100%	
8.	Sterling and Wilson Engineering (Pty) Ltd	Subsidiary	60%	
9.	Sterling and Wilson Solar Solutions LLC	Subsidiary	100%	
10.	Sterling and Wilson Solar Spain, S.L.	Subsidiary	99%	
11.	Sterling and Wilson Solar Solutions Inc	Subsidiary	100%	
12.	GCO Solar Pty. Limited	Subsidiary	100%	
13.	Sterling and Wilson Solar Australia Pty Ltd.	Subsidiary	100%	
14.	Sterling and Wilson Renewable Energy Spain S.L.	Subsidiary	100%	
15.	Sterling and Wilson Renewable Energy Nigeria Limited	Subsidiary	100%	
16.	Esterlina Solar – Proyecto Uno, S.L.	Subsidiary	99%	
17.	Esterlina Solar-Proyecto Dos, S.L.	Subsidiary	99%	
18.	Esterlina Solar – Proyecto Tres, S.L.	Subsidiary	99%	
19.	Esterlina Solar – Proyecto Cuatro, S.L.	Subsidiary	99%	
20.	Esterlina Solar – Proyecto Cinco, S.L.	Subsidiary	99%	
21.	Esterlina Solar – Proyecto Seis, S.L.	Subsidiary	99%	
22.	Esterlina Solar – Proyecto Siete, S.L.	Subsidiary	99%	
23.	Esterlina Solar – Proyecto Ocho, S.L.	Subsidiary	99%	
24.	Esterlina Solar – Proyecto Nueve, S.L.	Subsidiary	99%	

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013:

As per CSR provisions, company have to fulfil the following conditions in the preceding financial year-

1. Net worth of more than ₹ 500 Crore
2. Turnover of more than ₹ 1000 Crore
3. Net profit of more than ₹ 5 Crore

The Company meets the criteria specified above, however, due to inadequate profits, the Company was not required to spend any amount on the CSR activities for the Financial Year 2023-24.

(ii) Turnover ₹ 2,706.16 Crore

(iii) Net worth ₹ 2,680.54 Crore

VII. Transparency and disclosures compliances

25. Complaints/grievances on any of the principles (principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGBRC):

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web link for the grievance redressal policy)	Current Financial Year (FY 2023-24)			Previous Financial Year (FY 2022-23)		
		Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remarks
Communities	Yes	0	-	-	0	-	-
Investors (other than shareholders)	https://www.sterlingandwilsonre.com/investor-relations/corporate-governance	0	-	-	0	-	-
Shareholders		0	-	-	0	-	-
Employees and workers		0	-	-	0	-	-
Customers		0	-	-	0	-	-
Value chain partners		0	-	-	0	-	-
Others		0	-	-	0	-	-

26. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	The rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Governance and Business Ethics	Risk	To ensure transparency in our policies and disclosures on corporate governance and business ethics.	We adhere to stringent corporate governance standards and a comprehensive code of business ethics to ensure transparency in all our business practices.	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	The rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Occupational Health and Safety	Risk	Protecting our workforce is integral to our business strategy, essential for both employee well-being and Company success.	Dedicated to our pledge of prioritizing safety and health, we firmly believe that fostering trust, enhancing productivity, and upholding our commitment to excellence are paramount. With established policies in place, we diligently monitor every operational site to ensure adherence to these principles.	Negative
3	Climate change	Risk	Climate change events pose a risk to our operations and asset management, affecting both internal and external stakeholders. Climate risk is also significant for our customers, investors, and employees. Addressing these concerns has become crucial for stakeholders to comprehend the climate-related risks facing the Company.	Our goal is to perform climate change risk assessments for all operational sites in accordance with the GHG protocol, fulfilling Eco-Vadis requirements.	Negative
4	Avenues in renewable energy	Opportunity	India will take its non-fossil energy capacity to 500 gigawatts by 2030.	In alignment with India's Panchamrita initiative, we have achieved a renewable energy capacity of 7.2 GW in 2023. We are committed to supporting India's goal of reaching 500 GW of installed renewable energy capacity by 2030.	Positive
5	Water conservation	Opportunity	Water plays an indispensable and irreplaceable role as a fundamental natural resource. Many of our activities depend on it, and we are acutely aware of the risks posed by water shortages.	We are committed to perform water conservation activity for all operational site in accordance with climate change.	Positive
6	Vendor management	Risk	Assessment of Environmental and Social Practices, encompassing vendor Procurement Methods	We are committed to include 100% of our vendors and suppliers in the ESG Supply Chain program. Additionally, we will conduct Eco Vadis evaluations for critical and significant manufacturing suppliers.	Negative
7	Social and environmental compliance	Risk	Compliance with laws and regulations	We are committed to social and environmental compliance.	Negative
8	Community Engagement	Opportunity	Generate opportunities for local employment and foster community development.	We are dedicated to collaborating with our communities through ongoing engagement, training, and awareness programs. By providing local employment opportunities, we aim to enhance the quality of life for all.	Positive

Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC principles and core elements.

Sr. No.	Principle description
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all their stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses when engaging in influencing public and regulatory policy should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure question	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy /policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web-link of the policies, if available.	https://www.sterlingandwilsonre.com/investor-relations/corporate-governance								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/ certifications / labels /standards (e.g., Forest stewardship council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) mapped to each principle.	• ISO 14001:2015 (Environment Management System) • ISO 45001:2018 (Occupational Health and Safety Management System) • ISO 9001:2015 (Quality Management System) • IFC Performance Standards • Equator Principles • EBRD Principles • Sustainable Development Goals								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	• Reduction of greenhouse gas emissions by 25% by 2025, achieved 8% in 2023 and 2024 respectively.								
6. Performance of the entity against specific commitments, goals and targets along with reasons in case the same are not met.	• No plastic campaign in the offices across the country was successfully implemented. • Implement and maintain safety protocols to ensure zero harm to employees and contractors, resulting in no reportable injuries or fatalities. • Adopt sustainable practices and compliance measures to prevent any environmental damage, maintaining a record of zero environmental incidents. • Enhance maintenance and operational procedures to eliminate damage or loss to company property, aiming for zero property-related incidents. • Increase the no. of lives impacted by CSR projects undertaken by the Company by 25% each year – Not applicable for this year. • No case of breach of code of conduct.								

Governance, leadership, and oversight

7. Statement by the director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements

I want to emphasize our unwavering commitment to Environmental, Social, and Governance (ESG) principles. We understand that the renewable energy sector, while critical in combating climate change, faces its own set of ESG challenges. These include environmental concerns like land-use impact and responsible waste management, social issues like ensuring fair labor practices throughout the supply chain and community engagement, and strong corporate governance with transparency and anti-corruption measures. SWREL has set and is actively pursuing ambitious ESG targets. We're committed to increasing land-use efficiency by 15% by 2027 through innovative design and collaboration with conservation groups. We've already achieved a 20% reduction in construction and maintenance waste compared to 2022. On the social front, a comprehensive supplier code of conduct with regular audits ensures fair labor practices. Our community development programs have demonstrably improved livelihoods around project sites, exceeding initial engagement targets. We've bolstered our anti-corruption framework with employee training and a whistleblower hotline, and achieved a 100% board evaluation completion rate. We acknowledge that the journey towards ESG leadership is continuous. We'll keep setting ambitious targets, fostering open dialogue with stakeholders, and continuously improving our ESG performance. We believe that by working together with all stakeholders, we can build a sustainable future powered by clean energy. This report provides a deeper understanding of our ESG efforts, and we welcome your feedback and collaboration to accelerate the transition towards a sustainable energy future.

8. Details of the highest authority responsible for implementation and oversight of the business responsibility policy/policies.	Mr. Khurshed Daruvala Designation: Chairman Telephone: 022-25485300 Email: swsolarbrr@sterlingwilson.com
9. Does the entity have a specified committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes/No). If yes, provide details.	To suffice this purpose, we have an internal committee for ESG decision making consisting of HSE Team Members, Manager and GCEO.

10. Details of review of NGRBCs by the Company:

Subject for review	Indicate whether the review was undertaken by the Director/committee of the board/ any other committee									Frequency (Annually/half-yearly/quarterly any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against the above policies and follow-up action	The review of policies and follow-up actions are undertaken by ESG Committee as mentioned above and the frequency is Annual.																	
Compliance with statutory requirements of relevance to the principles, and the rectification of any non-compliances	The review of policies and follow-up action are undertaken by ESG Committee as mentioned above and the frequency is Annual.																	

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out an independent assessment/ evaluation of the working of its policies by an external agency? If (Yes/No). If yes, provide the name of the agency.	No Independent assessment of working of its policies is done by an external agency as of now.								

12. If the answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Section C: Principle-wise Performance Disclosure

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable

Essential Indicators

1. Percentage coverage by training and awareness programs on any of the principles during the financial year:

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	% of persons in the respective category covered by the awareness programs
Board of Directors	2	1. Company policies 2. Risk management policy & mitigation plan 3. Environmental sustainability	100%
Key Managerial Personnel	2	1. Organizational Performance 2. Customer Centricity 3. Human Rights 4. Code of Conduct 5. Whistle Blower Policy 6. POSH 7. Anti-corruption & anti-bribery 8. ESG & sustainability awareness	100%
Employees other than BoD & KMPs	225	1. Team building 2. Safety training programs 3. Customer Centricity 4. Human Rights 5. Code of conduct 6. Whistle Blower Policy 7. POSH 8. Anti-corruption & anti-bribery 9. Grievance redressal mechanism 10. Health & mental wellness	92%

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	% of persons in the respective category covered by the awareness programs
Workers	579	1. Safety training programs 2. Human Rights 3. Technical/functional programs 4. Whistle Blower Policy 5. POSH 6. Grievance redressal mechanism	86%

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):**

   There are no instances of fines/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions in the Financial Year 2023-24

3. **Of the instances disclosed in Question 2 above, details of the appeal/revision are preferred in cases where monetary or non-monetary action has been appealed.**

   Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.**

   Yes, the Company's Code of Business Ethics includes a clear mandate against corruption and bribery. The Company adopts a zero-tolerance approach towards bribery and corruption, committed to acting professionally, fairly, and with integrity in all its business dealings across offices. The policy prohibits improper payments related to both tangible and intangible things.

   Policy Link: https://www.sterlingandwilsonre.com/pdf/Code-of-Business-Ethics-Policy.pdf

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption.**

	FY 2023-24	FY 2022-23
Directors	NIL	
KMPs		
Employee		
Workers		

6. **Details of complaints with regard to conflict of interest:**

	Current Financial Year (FY 2023-24)		Previous Financial Year (FY 2022-23)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issue of conflict of interest of the directors	0	No complaint received	0	No complaint received
Number of complaints received in relation to issue of conflict of interest of the KMPs	0	No complaint received	0	No complaint received

7. **Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.**

   Not Applicable

8. **Number of days of accounts payables in the following format:**

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payables	234	133

9. **Open-ness of business**

   Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances and investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from	NA	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	NA	NA
	b. Number of dealers / distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NA	NA
Share of RPTs In	a. Purchases (Purchases with related parties / Total Purchases)	0.000	0.623
	b. Sales (Sales to related parties / Total Sales)	0.007	0.006
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0.995	0.998
	d. Investments (Investments in related parties / Total Investments made)	NA	NA

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve product and processes' environmental and social impacts to total R&D and capex investments made by the entity, respectively.**

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	₹ 3 Crore	NIL	We are spending approximately 3 Crore on technology software renewals for our projects which also contribute for R&D
Capex	NIL	NIL	-

2. (a) Does the entity have procedures in place for sustainable sourcing? (Yes/No)

   Yes.

   (b) If yes, what percentage of input was sourced sustainably?

   The Company upholds a Suppliers' Code of Conduct outlining clear expectations for supplier engagement. Through a sustainable sourcing procedure, both new and existing supply chain partners undergo mandatory evaluation based on environmental, health and safety (EHS), and sustainability criteria prior to integration. The suppliers/vendors Code of Conduct fosters collaborative partnerships, promoting professional and equitable business practices that prioritize human rights, business ethics, and environmental considerations. Our primary goal is to minimize adverse impact on people and the environment, while proactively managing business and reputation risks and leveraging opportunities for growth. We offer various capacity-building programs for our value chain partners. The sustainability assessment of critical suppliers encompasses evaluations across:

- Human Rights
- Environment
- Health and Safety
- Business Ethics and Governance
- Community engagement

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Our commitment to responsible waste management aligns with our environmental stewardship goals and regulatory compliance efforts.

At our project and operational sites, we responsibly manage waste in compliance with regulatory standards, ensuring both environmental stewardship and adherence to regulations. Upon the completion of each project, we take full responsibility for the proper handling and disposal of all waste generated. Our waste management practices include:

a) **Plastics (including packaging) –** Partnering with authorized recyclers, we ensure that plastics are effectively recycled.

b) **E-waste & Batteries –** We recycle e-waste and batteries through authorized recyclers or vendors, employing a buy-back mechanism for batteries. Damaged solar panels are processed through Original Equipment Manufacturers (OEMs) or recyclers to reclaim materials.

c) **Hazardous waste –** We direct hazardous waste to authorized recyclers for safe handling.

d) **Other waste –** We collaborate with vendors to recycle various other types of waste.

Our dedication to responsible waste management aligns with our environmental stewardship objectives and regulatory compliance, ensuring that every project we complete contributes to sustainability.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the EPR plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility (EPR) is not applicable as the Company does not manufacture any products.

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees.

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Daycare facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	731	730	100%	730	100%	-	-	-	-	0	0
Female	55	55	100%	55	100%	55	100%	-	-	0	0
Total	**786**	**785**	**100%**	**785**	**100%**	**55**	**100%**	**-**	**-**	**0**	**0**

*Employee Coverage difference – One Employee has joined in the end of March 2024 and his coverage starts from April 2024

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Daycare facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Other than permanent employees											
Male	586	586	100%	586	100%	-	-	-	-	0	0
Female	6	6	100%	6	100%	6	100%	-	-	0	0
Total	**592**	**592**	**100%**	**592**	**100%**	**-**	**-**	**-**	**-**	**0**	**0**

b. Details of measures for the well-being of workers:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Daycare facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	0										
Female											
Total											
Other than permanent workers											
Male	10,273	10,273	100%	10,273	100%	0	0	0	0	0	0
Female	0	-	-	-	-	0	0	0	0	0	0
Total	**10,273**	**10,273**	**100%**	**10,273**	**100%**	**0**	**0**	**0**	**0**	**0**	**0**

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY23-24 (Current Financial Year)	FY22-23 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the Company.	0.24%	0.86%

2. Details of retirement benefits.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	No	100%	100%	No
ESI	1.02%	100%	Yes	2.78%	59%	Yes
Others -please specify	NA					

3. Accessibility of workplaces- are the premises/ offices of the entity accessible to differently abled employees and workers as per the requirements of the rights of persons with disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

In accordance with the stipulations of the Rights of Persons with Disabilities Act, 2016 the Company premises are equipped with ramps, elevators, and facilities to accommodate individuals with varying abilities.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.

Yes, the Company has an Equal opportunity policy which is encompassed in HR Manual. In addition to this, the Company's Code of Business Ethics affirms its commitment to providing equal opportunity to all its employees, regardless of their race, color, religion, sex, national origin, ancestry, age, marital status, sexual orientation, or disability.

Policy Link: https://www.sterlingandwilsonre.com/pdf/Code-of-Business-Ethics-Policy.pdf

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	-	-
Female	100%	100%	-	-
Total	100%	100%	-	-

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers (Permanent workers, Other than permanent workers, Permanent employees, Other than permanent employees)? If yes, give details of the mechanism in brief.

Permanent Workers	NA
Other than Permanent Workers	Yes, there are mechanisms in place to pose inquiries encompassing both business matters and corporate human resources.
Permanent Employees	Yes, "Meri Awaaz Suno" functions as a platform that enables workers to articulate their concerns, obtain explanations regarding policies and HR affairs, voice grievances etc.
Other than Permanent Employees	Yes, there are mechanisms in place to pose inquiries encompassing both business matters and corporate human resources.

7. Membership of employees and workers in association(s) or Unions recognized by the listed entity:

There are no such employee association that is officially recognized by the Company.

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On health and Safety measures		On skill upgradation		Total (D)	On health and Safety measures		On skill upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Male	731	731	100%	257	35.16%	744	269	36.16%	368	49.46%
Female	55	55	100%	40	72.73%	62	0	0	13	20.97%
Total	**786**	**786**	**100%**	**297**	**37.79%**	**806**	**269**	**33.37%**	**381**	**47.27%**
Workers										
Male	10273	10273	100%	0	0	28	28	100%	10	35.71%
Female	0	0	0	0	0	1	0	0	0	0
Total	**10,273**	**10,273**	**100%**	**0**	**0**	**29**	**28**	**100%**	**10**	**34.48%**

9. Details of performance and career development reviews of employees and workers:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	731	632	86.45%	744	536	72.04%
Female	55	43	78.18%	62	52	83.87%
Total	**786**	**675**	**85.8%**	**806**	**588**	**72.95%**
Workers						
Male	10,273	0	0	28	20	71.43%
Female	0	0	0	1	0	0
Total	**10,273**	**0**	**0**	**29**	**20**	**68.97%**

10. Health and safety management system:

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, what is the coverage of such a system?**

We have implemented an occupational health and safety management system that encompasses all operations, including construction project sites, O&M operations, and offices. Aligned with the SWREL HSE Policy, management systems have been established in compliance with the International Standard ISO 45001:2018 for Occupational Health and Safety Management Systems. The HSE Management System outlines the essential requirements for systematic management and execution within the organization. Accredited by international certification bodies, the Company's Integrated HSE Management System ensures adherence to rigorous standards across all aspects of operations.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The Company employs a systematic risk management process to identify and mitigate hazards across routine and non-routine activities at construction project sites, O&M operations, and offices. Utilizing online tools on the Process Map software platform enables real-time monitoring and approval of the risk assessment process. Engagement in risk assessments and the subsequent risk management process involves key stakeholders such as construction engineers, design and planning engineers, EHS team members, and workers. All records are securely stored and readily accessible online via the ProcessMap platform, ensuring transparency and ease of access for relevant stakeholders.

c. **Whether you have processes for workers to report work-related hazards and to remove themselves from such risks.**

Ensuring the reporting of workplace hazards is paramount for improving Health & Safety performance. We actively encourage all personnel involved in project execution, as well as our contractor's workforce, to identify and report hazards whenever they arise. Real-time hazard reporting is facilitated through the online tool provided by the ProcessMap software. We closely monitor the process of hazard observation, reporting, and implementing corrective measures. Even top management is actively involved in overseeing this process, ensuring that necessary actions are promptly planned and executed as required.

d. **Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)**

Yes, Employees and workers are included in a Mediclaim/ESIC policy that covers non-occupational medical services.

11. Details of safety-related incidents.

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (Per one million-person hours worked)	Employee	0	0
	Worker	0.18	0
Total recordable work-related injuries	Employee	0	0
	Worker	4	0
No. of fatalities	Employee	0	0
	Worker	0	0
High-consequence work-related injury or ill-health (Excluding fatalities)	Employee	0	0
	Worker	0	0

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

Our organization operates with a robust Integrated Health, Safety, and Environment (HSE) management system on a global scale. We proudly hold certification under the ISO 45001:2018 standard, affirming the effectiveness of our safety management protocols in addressing workplace health and safety concerns. Our dedication to safe work execution is further reinforced by comprehensive protocols for Contractors' HSE management, a rigorous risk assessment process, a Permit-to-Work system, and robust Audit and Inspection protocols. As an integral component of our HSE management framework, we develop project-specific EHS plans at the outset of each new project. These plans delineate the key parameters of EHS management, identifying hazardous operations and the associated risks. Additionally, ongoing training for workers at site underscores our commitment to maintaining a safe and secure work environment.

13. **Number of complaints on the following made by employees and workers:**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working conditions	NIL					
Health & safety						

14. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working conditions	100%

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.**

Periodically, both corporate audits and site assessments are conducted. Corrective and preventive actions are put into place depending on the outcome of the audit. Every accident is thoroughly investigated to determine its root causes with preventive action, and the organization periodically distributes the lessons learned from all accidents to ensure formal compliance. Further, numerous activities and areas for improvements are taken into consideration basis the risk identified for example excavation, electrical work, work at height, work permits, material handling and road safety.

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

At SWREL, we place a strong emphasis on cultivating and maintaining positive relationships with our stakeholders to enhance long-term value creation. Our approach begins with a structured process to identify key stakeholders who play significant roles in our operations. We have included both internal and external stakeholders, like customers, employees, suppliers, shareholders, community, regulators and Investors based on their influence and impact on our business. The process involves:

1. **Stakeholder Identification:** We systematically identify stakeholders who have direct or indirect interests in our operations.
2. **Assessing Significance:** We evaluate the significance of each stakeholder's impact on our business goals and outcomes.
3. **Prioritization:** Stakeholders are prioritized based on their influence and potential to affect our operations positively or negatively.
4. **Engagement:** We engage with stakeholders proactively, tailoring our interactions to their needs and expectations.

This approach ensures that stakeholder perspectives are integrated into our decision-making processes, driving continuous improvement and maximizing mutual value creation.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder group	Whether identified as vulnerable & marginalized group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community meetings, Notice board, Website), Other	Frequency of engagement (Annually/half-yearly quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	E-Mail, Onsite and Offsite Meetings, Website	As and when required	Product quality Access and pricing
Employees	No	E-Mail, Meetings, Website, Notice Boards, Employee Engagement Activities	Monthly	Learning and development programs Occupational Health & Safety Rewards & recognition Work environment and policies Career growth
Suppliers	No	E-Mail, Onsite and Offsite Meetings, Website, Supplier Agreements	Monthly	Supply and Distribution Quality and Quantity
Shareholders	No	Meetings and E-Mails	As and when required	Risk Management Financial performance Corporate governance Entry into new markets
Community	Yes	Informal Meetings and Advertisements	As and when required	Corporate social responsibility
Industrial bodies, Regulators, Government Authorities	No	Govt Forms Filling, E-Mails and Meetings	As and when required	Policy implementation review Compliance Management
Investors	No	Meetings and E-Mails	As and when required	Risk Management Financial performance Corporate governance Entry into new markets
NGOs	No	E-Mail, Onsite and Offsite Meetings, Website	As and when required	CSR initiatives review and Implementation

Principle 5: Businesses should respect and promote human rights.

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	786	786	100%	806	806	100%
Other than permanent	592	592	100%	0	0	0%
Total employees	**1,378**	**1,378**	**100%**	**806**	**806**	**100%**
Workers						
Permanent	0	0	0	29	29	100%
Other than permanent	10,273	6,797	66.16%	1100	590	53.64%
Total employees	**10,273**	**6,797**	**66.16%**	**1129**	**619**	**54.83%**

2. **Details of minimum wages paid to employees and workers:**

Category	FY 2023-24 (Current Financial Year)				
	Total (A)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)
Employees					
Permanent	786	0	0	786	100%
Male	731	0	0	731	100%
Female	55	0	0	55	100%
Other than permanent	592	0	0	592	100%
Male	586	0	0	586	100%
Female	6	0	0	6	100%
Workers					
Permanent	0	0	0	0	-
Male	0	0	0	0	-
Female	0	0	0	0	0
Other than permanent	10,273	0	0	10,273	100%
Male	10,273	0	0	10,273	100%
Female	0	0	0	0	0

Category	FY 2022-2023 (Previous Financial Year)				
	Total (D)	Equal to minimum wage		More than minimum wage	
		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees					
Permanent	806	0	0	806	100%
Male	744	0	0	744	100%
Female	62	0	0	62	100%
Other than permanent	NA				
Male					
Female					
Workers					
Permanent	29	0	0	29	100%
Male	28	0	0	28	100%
Female	1	0	0	1	100%
Other than permanent	1,100	0	0	1,100	100%
Male	1,092	0	0	1,092	100%
Female	8	0	0	8	100%

3. **Details of remuneration/salary/wages, in the following format:**

a. Median remuneration/ wages:

	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration / salary / wages of respective category
Board of Directors (BoD)	NIL	NIL	NIL	NIL
Key Managerial Personnel	NIL	NIL	NIL	NIL
Employees other than BoD and KMP	731	INR 64,060/-	55	INR 55,100/-
Workers	10,273	INR 16,438	NA	NA

b. Gross wages paid to females as % of total wages paid by the entity, in the following format.

	FY23-24 (Current Financial Year)	FY22-23 (Previous Financial Year)
Gross wages paid to females as % of total wages	16.85%	15.9%

4. **Do you have a focal point (individual/committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, concerned team members from human resources team takes care of human rights related issues.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

We have human rights policy in place. In addition, we have human resources team and grievances redressal mechanism for employees at work place which act as internal mechanism to address grievances related to human rights.

6. **Number of complaints on the following made by employees and workers:**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual harassment	NIL					
Discrimination at workplace						
Child labor						
Forced labor/Involuntary labor						
Wages						
Other human rights-related issues						

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY23-24 (Current Financial Year)	FY22-23 (Previous Financial Year)
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	
Complaints on POSH as a % of female employees / workers		
Complaints on POSH upheld		

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

Our Whistle Blower Policy aims to assure Employees and stakeholders of confidentiality and protection to the Whistle Blower. The Policy protects Whistle Blowers against any unfair practice.

Policy Link: https://www.sterlingandwilsonre.com/pdf/whistle-blower-policy.pdf

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No).**

Yes.

10. **Assessments of the year**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labor	100%
Forced/involuntary labor	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – Please specify	NA

11. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.**

No significant risks/concerns reported.

Principle 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in GJ) and energy intensity**

Parameter	FY 2023-24	FY 2022-23
From renewable source		
Total electricity consumption (A)	253708.10	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	**253708.10**	**0**
From non-renewable source		
Total electricity consumption (D)	32618.50	226042.97
Total fuel consumption (E)	39245.73	5893.90
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	**71864.23**	**231936.88**
Total energy consumed (A+B+C+D+E+F)	**325572.33**	**231936.88**
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.00010726	0.0000159
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.00089263	0.00013240
Energy intensity in terms of physical output	132.51	109.02
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: All emission factors and NCV values of fuel were taken from Department for Energy Security and Net Zero (DRFRA), "Conversion factors 2023: condensed set (for most users) - updated 28 June 2023". In FY 2023-24, Sterling Wilson constructed and maintained 11 power plants with capacities ranging from 40 MW to 1,225 MW as EPC contractors. For intensity calculations, a 1 MW capacity power plant has been used as the standard unit of physical output. Consequently, the total physical output is considered to be 2457 MW. Similarly, in FY 2022-23, the total capacity was 2,127.5 MW.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency. No

2. **Does the entity have any sites/facilities identified as designated consumers (DCs) under the performance, achieve, and trade (PAT) scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken if any.**

Not Applicable

3. **Provide details of the following disclosures related to water:**

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source in kiloliters		
i. Surface water	-	0
ii. Groundwater	3077675	26,022
iii. Third party water	1161520	1488825
iv. Seawater / desalinated water	0	0
v. Others	0	0
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	4239195	1514850
Total volume of water consumption (in kiloliters)	3603315	1514850
Water intensity per rupee of turnover (Water consumed / Revenue from operations)	0.00118711	0.00010391
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP)	0.00987928	0.00086472
Water intensity in terms of physical output	1466.550	712.03
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment /evaluation /assurance has been carried out by any external agency? (Y/N), If yes, name of the external agency- No

4. **Provide the following details related to water discharged**

S. No.	Parameter	Unit	Current Financial Year (FY23-24)	Previous Financial Year (FY22-23)
	Water discharge by destination and level of treatment (in kiloliters)			
(i)	To Surface water	Kiloliter	0	0
	a. No Treatment	Kiloliter	0	0
	b. With treatment – please specify level of treatment	Kiloliter	0	0
(ii)	Groundwater	Kiloliter	635880	0
	a. No Treatment	Kiloliter	635880	0
	b. With treatment – please specify level of treatment	Kiloliter	0	0
(iii)	To Sea water	Kiloliter	0	0
	a. No Treatment	Kiloliter	0	0
	b. With treatment – please specify level of treatment	Kiloliter	0	0
(iv)	Sent to third parties	Kiloliter	0	0
	a. No Treatment	Kiloliter	0	0
	b. With treatment – please specify level of treatment	Kiloliter	0	0
(v)	Others			
	a. No Treatment	Kiloliter		
	b. With treatment – please specify level of treatment	Kiloliter	0	0
	Total Water Discharged (in Kiloliters)	Kiloliter	635880	0
	Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency		No	

5. **Has the entity implemented a mechanism for zero liquid discharge? If yes, provide details of its coverage and implementation.**

No

6. **Please provide details of air emissions (other than GHG emissions) by the entity:**

Parameter	Unit	FY 2023-24	FY 2022-23
NOx	g/m3	16.943	15.763
Sox	g/m3	11.169	11.258
Particulate matter (PM10)	g/m3	77.574	70.488
Persistent organic pollutants (POP)	g/m3	-	-
Volatile organic compounds (VOC)	g/m3	-	-
Hazardous air pollutants (HAP)	g/m3	-	-
Others – please specify (PM2.5)	g/m3	32.083	28.790

Note: We hereby confirm that all emissions data for NOx, SOx, and particulate matter have been calculated as the average values derived from all running sites on which SWREL has conducted tests through third party lab.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- No

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity:**

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N2O, HFCs, PFCs, SF_6, NF_3, if available)	Tonnes of CO_2 equivalent	7456.95	5,749.33
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N2O, HFCs, PFCs, SF_6, NF_3, if available)	Tonnes of CO_2 equivalent	2922.22	1,344.44
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Tonnes of CO_2 equivalent	0.00000342	0.00000049
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	Tonnes of CO_2 equivalent per Dollar	0.0000285	0.00000405
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Tonnes of CO_2 equivalent per MW	4.22	3.33
Total Scope 1 and Scope 2 emission intensity (optional)– the relevant metric may be selected by the entity	Tonnes of CO_2 equivalent	-	-

Note: All emission factors and NCV values of fuel were taken from Department for Energy Security and Net Zero (DRFRA), "Conversion factors 2023: condensed set (for most users) - updated 28 June 2023. In FY 2023-24, Sterling Wilson constructed and maintained 11 power plants with capacities ranging from 40 MW to 1225 MW as EPC contractors. For intensity calculations, a 1 MW capacity power plant has been used as the standard unit of physical output. Consequently, the total physical output is considered to be 2457 MW. Similarly, in FY 2022-23, the total capacity was 2127.5 MW.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- No

8. **Does the entity have any project related to reducing greenhouse gas emissions? If yes, then provide details.**

We are actively engaged in projects to reduce greenhouse gas emissions. We conserve energy by utilizing prefabricated system components, which minimizes the need for power tools and eliminates the use of Diesel Generators (DG) at our sites. Our solar plant lighting designs rely on LED technology, significantly reducing energy consumption. Additionally, we treat on-site sewage water for dust control purposes.

To utilize alternate energy sources, we electrify our site offices with solar-powered inverters, reducing our dependence on DGs. We employ semi/fully automatic robots for PV module cleaning, which substantially cuts water and electricity usage. Solar lighting is also used for auxiliary consumption during the night.

We have made significant capital investments in energy conservation equipment, including a mobile testing lab for PV modules. This facility allows us to test module performance on-site, improving testing efficiency and conserving energy that would otherwise be spent on logistics and transportation.

9. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
Plastic waste (A)	0	-
E-waste (B)	0	-
Bio-medical waste (C)	0.00315	0.2
Construction and demolition waste (D)	60.087	20.68
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	3.92	2.27
Other Non-hazardous waste generated (H). (Carton Box, White Paper, Book Cover Paper, Iron, Steel)	683.8	853.22
Total (A+B + C + D + E + F + G+ H)	747.81015	876.37
Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations)	0.000000246365	-
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations adjusted for PPP)	-	-
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)

Category of waste		
(i) Recycled	-	0
(ii) Re-used	Concrete waste	60.087
(iii) Other recovery operations	-	0
Total	**-**	**60.087**
For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	0
(ii) Landfilling	-	0
(iii) Other disposal operations	-	0
Total	**-**	**0**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such waste.**

We are certified with ISO 14001:2015. Before we start any work, we create a waste management plan for each project site. We hire approved vendors to recycle and treat our waste. Our 'Waste Stream Mapping' protocol gives clear instructions on how to handle waste at every step, from generating it to storing it temporarily and disposing of it. We mark and label places for separating and storing waste. We never mix different types of waste to avoid problems when recycling.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc.) where environmental approvals/clearances are required, please specify details in the following format.**

Not Applicable

12. **Details of Environmental Impact Assessments of projects undertaken by the entity based on applicable laws, in the current financial year.**

Environmental impact assessments of projects are carried out by the Clients and is not within the scope of work of the Company.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and control of pollution) Act, Air (prevention and control of pollution) Act, Environment Protection Act, and rules there under (Y/N). If not, provide details of all such non-compliances.

Sr. No.	Specify the law/regulation/ guidelines which was not compiled with	Provide details of the non-compliance	Any fines/ penalties/ actions taken by regulatory agencies such as pollution control boards or by courts	Corrective actions taken, if any
The Company is in compliance with all the environmental regulations of the country. There have been no incidents of noncompliance by the Company related to the environment during the Financial Year 2023-24.				

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.

4

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of/affiliated to.

Sr. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/ associations (State/National)
1	Bombay Chamber of Commerce and Industry	National
2	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
3	Confederation of Indian Industry	National
4	National Safety Council	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity-based on adverse orders from regulatory authorities.

In FY 2023-24, regulators found no concerns regarding anti-competitive behavior, conflicts of interest, or monopolies. No corrective actions were necessarily recorded.

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

The Company's scope of work does not extend to conducting Social Impact Assessments (SIAs) for projects, this task is delegated to our clients.

2. Provide information on the project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.

The Company's scope of work does not extend to conducting Rehabilitation and Resettlement (R&R) for projects, this task is delegated to our clients.

3. Describe the mechanisms to receive and redress the grievances of the community.

All agreements between the Company and the stakeholders, contain clauses of handling grievances, disputes etc. Few mechanisms include:

a. **Project-Level Mechanism:** We have established a dedicated grievance redressal mechanism at each project site and Operations & Maintenance (O&M) site

b. **Grievance Registers:** Each project and O&M site maintain grievance registers to systematically document and track grievances raised by stakeholders.

This integrated approach ensures grievances are handled efficiently and transparently, reinforcing trust and transparency across all our operations. Insights gathered from grievance resolutions are used to drive continuous improvement in our operations and stakeholder relationships. This structured approach not only facilitates effective grievance resolution but also strengthens our relationships with stakeholders by demonstrating our commitment to addressing their concerns promptly and transparently.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs/small producers	29.20%	20.83%
Sourced directly from within the district and neighboring districts	70.18%	31.21%

5. Job creation in smaller towns- Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations, as % of total wage cost.

Location	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Rural	NIL	
Semi-urban		
Urban		
Metropolitan		

Principle 9: Businesses should engage with and provide value to their consumers a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

SWREL has implemented a comprehensive framework comprising systematic processes and procedures to efficiently manage customer complaints and gather feedback. Our adherence to the ISO 9001:2015 Quality Management System certification ensures consistent delivery of products and services that align with both customer expectations and regulatory standards. At the project level, we have established a formalized grievance handling process to methodically address consumer issues.

Each project and operational site maintain grievance registers to meticulously document and monitor all customer concerns. Customers evaluate our performance based on critical parameters-

- Engineering Design and Specifications
- Project Planning
- Construction Proficiency
- Project Quality Assurance
- Operational Management

Customer complaints are received through various channels, including email, feedbacks, and direct verbal communications with project management teams.

2. Turnover of products and/ services as a percentage of turnover from all products/services that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	
Recycling and/ or safe disposal	

3. **Number of consumer complaints in respect of the following:**

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remark	Received during the year	Pending resolution at end of year	Remark
Data privacy	Nil			Nil		
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive trade practices						
Unfair trade practices						
Other						

4. **Details of instances of product recalls on account of safety issues.**

	Number	Reasons to recall
Voluntary recall	No Instances of Product Recalls on account of safety issues available	NA
Forced recall		NA

5. **Does the entity have a framework/policy on cyber security and risks related to data privacy? If available, provide a web link to the policy. (Yes/No) If available, provide a web-link of the policy.**

We understand that cybersecurity, and data privacy are our digital shield and protect critical information from cyberattacks, leaks, and unauthorized access. Breaches can cripple operations, damage reputations, and incur hefty fines. By safeguarding data, related practices ensure smooth operations, build trust with customers and partners, and give you a competitive edge.

We have a comprehensive IT Policy which suffices the purpose for us and sounds well rounded. This Policy covers various aspects like Awareness and Training, Exceptions and Deviations, Information Security Policy Domains, Related Risk Management etc.

Policy Link: https://www.sterlingandwilsonre.com/pdf/IT-Policy.pdf

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of products/ services.**

We have not received any such issue till date due to strong Data Privacy and Cyber Security System inside the organization.

7. **Provide the following information relating to data breaches:**

a. Number of instances of data breaches	No Cases for Data Breaches were recorded.
b. Percentage of data breaches involving personally identifiable information of customers	
c. Impact, if any, of the data breaches	

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
STERLING AND WILSON RENEWABLE ENERGY LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of STERLING AND WILSON RENEWABLE ENERGY LIMITED ("the Company"), which comprise the Standalone Balance Sheet as at 31 March 2024, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity, the Standalone Statement of Cash Flows for the year ended on that date and the Notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information in which are incorporated the returns for the year ended on that date audited by the branch auditors of the Company's branches located at Australia, Argentina, Chile, Dubai, Egypt (2 branches), Jordan (2 branches), Kenya, Mali, Namibia, Philippines, United Kingdom, Vietnam (3 branches), Tanzania, and Zambia.Greece, Mexico, New Zealand and Italy branches of the Company do not have any transaction till date.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of branch auditors on financial statement of such branches as were audited by the branch auditors, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, and with other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, its profit, total comprehensive profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matters

We draw attention to:

i) Note 58 to the Standalone Financial Statements which details the Company's exposure in respect of its investment in a wholly owned subsidiary, loans given together with accrued interest thereon and other receivables aggregating to ₹ 2,733.10 crores as at 31 March 2024. The Company is confident that these amounts are recoverable based on the projected cash flows of the wholly owned subsidiary and amounts recoverable under the indemnity agreement with the Promoter Selling Shareholders.

ii) Note 54 to the Standalone Financial Statement which describes the Indemnity Agreement dated December 29, 2021, entered into by the Company with Shapoorji Pallonji and Company Private Limited, Khurshed Yazdi Daruvala (jointly the "Promoter Selling Shareholders") and Reliance New Energy Limited (formerly known as Reliance New Energy Solar Limited) pursuant to which, the Promoter Selling Shareholders would indemnify and re-imburse the Company and its subsidiaries / branches for a net amount, on settlement of liquidated damages pertaining to certain identified past and existing projects (as on the date of signing the aforementioned agreement), old receivables, direct and indirect tax litigations as well as certain legal and regulatory matters, if such claims (net of receivables) exceeds ₹ 300.00 crores. Consequently, trade receivables from the customer undergoing a resolution process under the supervision of the National Company Law Tribunal ('NCLT') and bank guarantees related to liquidated damages encashed by certain customers would also be recoverable from the Promoter Selling Shareholders once crystallized, if not recovered from the customers. Since all future crystallized claims beyond ₹ 300.00 crores will be fully charged back and recovered from the Promoter Selling Shareholders, there will be no further impact on the results of the Company.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	Principal Audit Procedures performed
1.	**Revenue recognition of Engineering, Procurement and Commissioning Contracts (EPC Contracts) – Estimated Costs to Complete** (Refer Note 31 of the Standalone Financial Statements). The Company follows a Percentage of Completion Method for Revenue Recognition of Engineering, Procurement and Commissioning (EPC)Contracts which involves actual cost and estimate / forecast for balance cost. Due to significant judgment involved in the estimation of the total revenue, costs to complete and the revenue that should be recognized and significant audit risk of overstatement, we have considered Revenue Recognition – Estimated cost to complete EPC Contracts as a key audit matter.	Understood the Management controls around estimation process and derivation of the estimated cost (Cost to Complete) thereof. Evaluated and tested the design, implementation and operating effectiveness of controls addressing this risk. Reviewed the Company's accounting policies with respect to accounting and revenue recognition relating to EPC Contracts. Obtained the list of all the contracts for which the Company has recognised revenue during the year and selected samples on which we conducted our test of details. For selected samples: - Obtained the Job Status Report ("JSR") / Percentage of Completion ("POC") working for EPC Contracts and traced the same to financial statements and general ledgers. - Verified the executed version of contracts and its amendments for key terms and milestones to verify the estimated total revenue and costs to complete and / or any changes thereto; - Inquired with the project and commercial departments about significant modification to Cost to Complete, evaluated and challenged rationale for modification - Evaluated key Management estimates used in determining cost to complete by comparing it with prior periods and past precedents. - Verified the approval documents for change in the estimated cost during the year and if there is change in the margin due to addition / deletion of items in Bill of Quantity (Forecast) ("BOQ") / JSR / POC, the approval of the Chief Executive Officer is obtained.
2.	**Litigated Overdue Receivables** (Refer Note 13, 18, 43, 54 and 55 of the Standalone Financial Statements). We considered this as key audit matter on account of risk associated with litigated overdue receivables, the Company's assessment of the recoverability of these receivables and consequent determination of provision which requires significant Management estimates and judgements.	- Understood the processes and controls around estimation process of recoverability and provision thereof. - Verified the completeness and accuracy of data considered for ageing analysis and assessment of recoverability of receivables in respect of receivables not covered under indemnity and determination of the provision. - Wherever required, obtained the legal opinions for evaluating the case position and assessing potential outcome.

Sr. No.	Key Audit Matters	Principal Audit Procedures performed
3.	**Assessment of Impairment of Investments made in, loans given to and other receivables from the subsidiaries of the Company.** (Refer Note 6, 7, 16, 18, 43, 46, 53 (c)(i) and 58 of the Standalone Financial Statements). Due to operating losses, the net-worth of certain subsidiaries / sub-subsidiaries have become negative as on 31 March 2024. The Company's exposure is reflected in the standalone financial statements in form of Investments in, Loans (Current and Non-Current) given to and other receivables from those subsidiaries. The Management has prepared projected cashflows for it's subsidiaries for the next financial year. The determination of the recoverable amount from it's subsidiaries involves Management estimates and judgment which may affect the outcome. So, there is an inherent risk in the valuation of investment / recoverability of loans and other receivables, due to the use of estimates and judgements mentioned above and accordingly, the assessment of impairment of investment / loans in subsidiary company has been determined as a key audit matter.	Understood the processes and controls around Management's impairment assessment of exposure in the Company's subsidiaries in the nature of investments made, loans given and other receivables from the Company's subsidiaries. Assessed the reasonability of Management's assumptions used to project the future cashflows for the purposes of analysing the recoverability of investments made, loans given and other receivables from the Company's subsidiaries.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Report on Corporate Governance but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon. The Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Report on Corporate Governance are expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, compare with the financial statements of the branches audited by the branch auditors, to the extent it relates to these branches, and in doing so, place reliance on the work of the branch auditors and consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Board's Report, including the Annexures to Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and the cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its branches to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such branches included in the standalone financial statements of which we are the independent auditors. For the other branches included in the standalone financial statements, which have been audited by branch auditors, such branch auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (i) of the section titled "Other Matters" in this audit report.

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

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

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

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

Other Matters

i) We did not audit the financial statements of 17 branches included in the standalone financial statements of the Company, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 717.19 crores as at 31 March 2024, total revenues (before consolidation adjustments) of ₹ 188.28 crores, total net loss after tax (before consolidation adjustments) of ₹ 0.60 crores, and total comprehensive loss (before consolidation adjustments) of ₹ 0.60 crores for the year ended on 31 March 2024, and net cash outflows of ₹ 3.19 crores for the year ended on that date as considered in the standalone financial statements of the Company.

   The financial statements of these branches have been audited by the respective branch auditors whose reports have been furnished to us and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors and the procedures performed by us as stated in Auditor's Responsibilities section above.

ii) The branches referred to above are located outside India whose financial statements have been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been audited by the respective branch auditors under generally accepted auditing standards applicable in their respective countries. The Company's Management has converted the financial statement of such branches located outside India from the accounting principles generally accepted in their respective countries to the accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's Management.

   Our opinion in so far as it relates to the amounts and disclosures included in respect of these branches located outside India is based on the report of such branch auditors and the conversion adjustments prepared by the Management of the Company and audited by us.

   Our opinion on the standalone financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the branch auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms Section 143(11) of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the branch auditors on the separate financial information of the branches and referred to in the Other Matters section above we report, to the extent applicable that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us, except for maintaining backup on a daily basis of such books of account maintained by certain branches in electronic mode, in a server physically located in India and for not complying with the requirement of audit trail as stated in (i) (vi) below.

   c) The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been provided to us and have been properly dealt with by us in preparing this report.

   d) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Cash Flows Statement and the Standalone Statement of Changes in Equity, dealt with by this Report are in agreement with the relevant books of account and with the returns received by us and the branch auditors from the branches not visited by us.

   e) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

   f) In our opinion, the Emphasis of Matter with respect to the Company's exposure in respect of its investment in a wholly owned subsidiary, loans given together with accrued interest thereon and other receivables aggregating to ₹ 2,733.10 crores as at 31 March 2024 could have adverse effect on the functioning of the Company.

g) On the basis of the written representations received from the Directors of the Company as on 31 March 2024, taken on record by the Board of Directors, none of the Directors of the Company are disqualified as on 31 March 2024, from being appointed as a Director in terms of Section 164 (2) of the Act.

h) The modification relating to the maintenance of accounts and other matters connected therewith, are as stated in the paragraph (b) above.

i) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the financial statements.

j) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

k) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 43 to the standalone financial statements.

ii) The Company has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long-term contracts – Refer Note 26 to the standalone financial statements. The Company did not have any long-term derivative contract.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv) The Management has represented that:

a) to the best of its knowledge and belief, other than as disclosed in the note 46 to the financial statements, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on the audit procedures performed by us which is considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) contain any material misstatement.

v) As per information and explanation provided by Management and based on the records of the Company, no dividend has been declared or paid or proposed during the year by the Company. Hence the compliance with Section 123 of the Act is not applicable.

vi) Based on our examination, which included test checks, the Company have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the audit trail has been operating throughout the year for all relevant transactions recorded in the software, except that no audit trail was enabled at the database level for accounting software SAP (database HANA) to log any direct data changes.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was enabled and operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended 31 March 2024.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 42454
UDIN: 24042454BKBKBT6517
Mumbai: 20 April 2024

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 117366W-W-100018

Mohammed Bengali
PARTNER
M. No.: 105828
UDIN: 24105828BKFIIA7233
Mumbai: 20 April 2024

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2024:

Statement on Matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020:

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

i) In respect of Company's Property Plant and Equipment, Intangible Assets and Right of Use Assets:

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

(ii) The Company has maintained proper records showing full particulars of intangible assets.

b) The Company has a program of physical verification of Property, Plant and Equipment and Right of Use assets so as to cover all the assets over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, the Company has physically verified certain property, plant and equipment during the year and no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable properties. Accordingly, paragraph 3 (i)(c) of the Order is not applicable to the Company.

d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use Assets) and intangible assets during the year.

e) According to the information and explanations given to us, and basis representation obtained from Management and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31 March 2024, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii) Inventory

a) The Management has conducted physical verification of inventories (stores and spare parts and construction materials) and site visits of project land at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such physical verification is reasonable having regard to the size of the Company and the nature of its operations and discrepancies of 10% or more in the aggregate for each class of inventories noticed on such physical verification of inventories when compared with books of account, have been properly dealt with in the books of account.

b) According to the information and explanations given to us by the Management and books and records maintained, the Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at various points of time during the year, from banks and financial institutions on the basis of security of current assets of the Company. In our opinion and according to the information and explanations given to us, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.

iii) Loans, Investments, etc.

The Company has neither made any investments in, nor provided any securities or granted any advances in the nature of loans, secured or unsecured, firms, Limited Liability Partnerships or any other parties during the year.

a) The Company has provided guarantees and granted unsecured loans to subsidiaries during the year as detailed in Note 46 to the standalone financial statements.

(i). The details as under:

(₹ Crore)

Particulars	Guarantees	Loans
Aggregate amount granted / provided during the year		
- Subsidiaries	Nil #	892.84
Balance outstanding as at balance sheet date in respect of above cases*		
- Subsidiaries	1,492.39	2,005.00

* The amounts reported are at gross amounts, without considering provisions made.

\# Guarantee given to a subsidiary renewed during the year is ₹ 513.11 crores.

(ii). The Company has not provided guarantees, securities or granted loans and advances in the nature of loans to any other parties.

b) In our opinion, guarantees provided and the terms and conditions of the grant of all the above-mentioned loans and guarantees provided, during the year, are prima facie, not prejudicial to the interest of the Company.

c) According to the information and explanations given to us and based on the audit procedures performed by us, unsecured loans granted to subsidiaries along with the interest thereon are repayable on demand. Having regard to the fact that the repayment of principal or payment of interest has not been demanded by the Company from 2 subsidiary companies in full, in our opinion the repayments of principal amounts and receipts of interest are regular. (Refer reporting under clause (iii)(f) below)

d) According to the information and explanations given to us and based on the audit procedures performed by us and having regard to the terms of repayment of unsecured to the subsidiaries loans and interest thereon being on demand, there are no overdue amounts at the balance sheet date in respect of repayments demanded thereof.

e) No loans granted by the Company which have fallen due during the year or being demanded, have been renewed or extended or fresh loans granted to settle the over-dues of existing loans given to the same parties.

f) The Company has granted loans repayable on demand or without specifying any terms or period of repayment to Promoters and related parties as defined in clause (76) of section 2 of the Act whose details are as under:

(₹ Crore)

	Promoters	Related Parties
Aggregate amount of loans		
- Repayable on demand (A)	-	2,005.00
- Agreement does not specify any terms or period of repayment (B)	-	-
Total (A+B)	-	2,005.00
Percentage of loans to the total loans	-	100%

iv) Section 185 and 186

In our opinion and according to the information and explanations given to us and based on the audit procedures performed by us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans granted, investments made and guarantees provided as applicable. The Company has not provided any security in connection with a loan to any other body corporate or person and accordingly, compliance under Sections 185 and 186 of the Act in respect of providing securities is not applicable to the Company.

v) Public Deposits

The Company has not accepted any deposit or amounts which are deemed to be deposits during the year. Hence, reporting under clause 3(v) of the Order is not applicable. According to the information and explanations given to us and representation obtained from Management, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.

vi) Cost Records

Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order is not applicable.

vii) Statutory Dues

a) According to the information and explanations given to us and on the basis of the records examined by us, the Company have generally been regular in depositing with the appropriate authorities, though there have been slight delays in a few cases in respect of undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom and other material applicable statutory dues during the year. The provisions relating to sales tax, duty of excise, value added tax and cess are not applicable to the Company. There were no undisputed amounts payable in respect of Goods and Service tax, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material applicable statutory dues in arrears as at 31 March 2024, for a period of more than six months from the date they became payable.

b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2024, on account of disputes are given below:

Name of Statute	Nature of Dues	Amount* (₹ Crore)	Period to which the amount relates	Forum where dispute is pending
Central Goods and Services Tax Act, 2017	CGST, interest and penalty	41.02	2017-18	Andhra Pradesh High Court
		42.31	2017-18	Gujarat High Court
		88.49	2018-19	Rajasthan High Court
The Andhra Pradesh Goods and Services Tax Act, 2017.	SGST, interest and penalty	38.52	2017-18	Andhra Pradesh High Court
Rajasthan Goods and Services Tax Act, 2017.	SGST, interest and penalty	88.49	2018-19	Rajasthan High Court
Gujarat Goods and Services Tax Act, 2017	SGST, interest and penalty	42.24	2017-18	Gujarat High Court
Income Tax Act, 1961.	Income-tax and interest	11.32	2018-19 2020-21	CIT Appeals

* net of ₹ 4.72 crores paid under protest.

viii) Undisclosed Income

According to the information and explanations given to us and on the basis of the records examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

ix) Borrowings:

a) In our opinion and according to the information and explanations given to us, the Company has defaulted during the year in repayment of loans or other borrowings or payment of interest thereon to any lender. The details are as under:

Name of the entity	Amount (₹ In crore)	Due Date	Extent of Delay (Days)	Remarks, if any
Repayment of Principal – Term Loan				
YES Bank	225.00	30-Sep-23	63	Made good during the year
IDBI Bank	150.00	11-Nov-23	39	Made good during the year
DBS Bank	200.00	31-Oct-23	32	Made good during the year
ARKA Fincap Limited	15.00	30-Aug-23	1	Made good during the year
ARKA Fincap Limited	10.00	15-Oct-23	3	Made good during the year
IDFC Bank	12.50	9-Dec-23	11	Made good during the year
ICICI Bank	8.33	6-Dec-23	2	Made good during the year

Name of the entity	Amount (₹ In crore)	Due Date	Extent of Delay (Days)	Remarks, if any
ICICI Bank	0.42	7-Dec-23	1	Made good during the year
ICICI Bank	1.67	9-Dec-23	12	Made good during the year
Repayment of Demand Loan				
DBS Bank	15.00	7-Dec-23	13	Made good during the year
DBS Bank	15.00	6-Dec-23	14	Made good during the year
DBS Bank	15.00	11-Dec-23	9	Made good during the year
DBS Bank	15.00	14-Dec-23	6	Made good during the year
DBS Bank	14.00	30-Nov-23	20	Made good during the year
DBS Bank	14.00	8-Dec-23	12	Made good during the year
DBS Bank	10.00	1-Dec-23	19	Made good during the year
DBS Bank	8.00	19-Dec-23	1	Made good during the year
YES Bank	4.50	3-Nov-23	47	Made good during the year
INDUSIND Bank	4.08	2-Nov-23	33 & 34	Made good during the year
IDBI Bank	39.90	8-Nov-23	42	Made good during the year
SBI Bank	22.00	2-Nov-23	1	Made good during the year
INDUSIND Bank	10.80	30-Sep-23	5	Made good during the year
IDFC Bank	4.00	19-Sep-23	2	Made good during the year

b) In our opinion and according to the information and explanations given to us and representation obtained from Management, the Company has not been declared wilful defaulter by any bank or financial institution or Government or any Government authority.

c) In our opinion and according to the information and explanations given to us and to the best of our knowledge and belief, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

d) In our opinion and according to the information and explanations given to us and representation obtained from Management, on an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e) In our opinion and according to the information and explanations given to us, representation obtained from Management, and on an overall examination of the standalone financial statements of the Company, the Company has taken funds from following entities on account of or to meet the obligations of its subsidiaries as per details below:

Nature of funds taken	Name of lender	On account of or to meet the obligations of subsidiaries				Remarks
		Amount involved₹ in crores	Name of the Subsidiary	Relation	Nature of transaction for which funds utilized	
Working capital loans	Banks	625.86	Sterling and Wilson International Solar FZCO	Subsidiary	Working capital	None

f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x) Issue of Securities

a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

b) The Company has made private placement of equity shares (QIP issue) during the year. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, prima facie, applied by the Company during the year for the purposes for which the funds were raised. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.

xi) Fraud

a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company and the Board of Directors has received a whistle-blower complaint during the year which has been resolved and the same has been considered by us for any bearing on our audit and reporting under this clause. As represented to us by the Management, there are no other whistle blower complaints received by the Company during the year and upto the date of this report.

xii) Nidhi Company

The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii) Related Parties

According to the information and explanations given to us and based on our examination of the records of the Company, in our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv) Internal Audit

a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and covering the period upto 31 March 2024, in determining the nature, timing and extent of our audit procedures.

xv) Non-cash transactions

According to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Act are not applicable to the Company.

xvi) In respect of registration u/s 45-IA

a) In our opinion, according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and has also not conducted any Non-Banking Financial or Housing Finance activities. Hence, reporting under clause 3(xvi)(a) and (b) of the Order are not applicable.

b) The Company and any other company in the Group is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) and (d) of the Order are not applicable.

xvii) Cash Loss

The Company has not incurred any cash losses during the financial year covered by our audit. However, the Company has incurred cash losses amounting to ₹ 419.54 crores in the immediately preceding financial year.

xviii) Resignation of Statutory Auditors

During the year, there has been no resignation of the statutory auditor of the Company.

xix) Ability to Pay Liabilities

On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and representation from Management. Our report neither gives any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) Corporate Social Responsibility

a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects that require to be transferred to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

b) In respect of ongoing projects, the Company has transferred the unspent Corporate Social Responsibility (CSR) amount as at the Balance Sheet date out of the amounts that was required to be spent during the year, to a Special Account in compliance with the provision of sub-section (6) of section 135 of the said Act till the date of our report.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 42454
UDIN: 24042454BKBKBT6517
Mumbai: 20 April 2024

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 117366W-W-100018

Mohammed Bengali
PARTNER
M. No.: 105828
UDIN: 24105828BKFIIA7233
Mumbai: 20 April 2024

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

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

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the standalone financial statements of STERLING AND WILSON RENEWABLE ENERGY LIMITED (hereinafter referred to as the 'the Company'), as at 31 March 2024, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date which includes internal financial controls with reference to financial statement of the Company's branches.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, and the audit evidence obtained by the branch auditors in terms of their report referred to in the 'Other Matters' paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.

ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of branch auditors on internal financial controls with reference to the financial statements of such branches referred to in 'Other Matters' paragraph below as were audited by the branch auditors, the Company has in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2024, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

Other Matters

We did not audit the internal financial controls with reference to financial statements of 17 branches (in Australia, Argentina, Chile, Dubai, Egypt (2 branches), Jordan (2 branches), Kenya, Mali, Namibia, Philippines, Vietnam (1 branch and 2 project offices), Tanzania, and Zambia) of the Company. The internal financial controls with reference to financial information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the internal financial controls with reference to financial information included in respect of these branches, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 42454
UDIN: 24042454BKBKBT6517
Mumbai: 20 April 2024

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 117366W-W-100018

Mohammed Bengali
PARTNER
M. No.: 105828
UDIN: 24105828BKFIIA7233
Mumbai: 20 April 2024

STANDALONE BALANCE SHEET

as at 31 March 2024

(Currency: Indian rupees in crore)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
Assets			
1. Non-current assets			
(a) Property, plant and equipment	4	14.86	18.69
(b) Right-of-use assets	52(A)	27.31	9.05
(c) Other intangible assets	5	4.59	5.53
(d) Financial assets			
(i) Investments	6	371.21	371.21
(ii) Loans	7	1,507.44	-
(iii) Other financial assets	8	30.03	11.06
(e) Deferred tax assets (net)	9	68.36	100.60
(f) Non-current tax assets (net)	10	24.71	61.35
(g) Other non-current assets	11	4.72	1.85
Total non-current assets		**2,053.23**	**579.34**
2. Current assets			
(a) Inventories	12	1.14	1.57
(b) Financial assets			
(i) Trade receivables	13	650.05	546.08
(ii) Cash and cash equivalents	14	262.92	23.32
(iii) Bank balances other than (ii) above	15	22.39	35.41
(iv) Loans	16	499.62	1,262.14
(v) Derivatives	17	-	3.72
(vi) Other financial assets	18	723.22	869.78
(c) Other current assets	19	1,474.53	735.62
Total current assets		**3,633.87**	**3,477.64**
Total assets		**5,687.10**	**4,056.98**
Equity and liabilities			
Equity			
(a) Equity share capital	20	23.32	18.97
(b) Other equity	21	2,657.24	1,150.01
Total equity		**2,680.56**	**1,168.98**
Liabilities			
1. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	246.21	700.00
(ii) Lease liabilities	52(B)	28.68	10.13
(b) Provisions	23	16.51	14.02
Total non-current liabilities		**291.40**	**724.15**
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	24	230.45	1,140.18
(ii) Lease liabilities	52(B)	5.21	0.98
(iii) Trade payables	25		
Total outstanding dues of micro enterprises and small enterprises		54.19	9.72
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,178.07	319.19
(iv) Derivatives	26	1.28	-
(v) Other financial liabilities	27	263.32	155.33
(b) Other current liabilities	28	946.31	505.65
(c) Provisions	29	35.78	27.89
(d) Current tax liabilities (net)	30	0.53	4.91
Total current liabilities		**2,715.14**	**2,163.85**
Total liabilities		**3,006.54**	**2,888.00**
Total equity and liabilities		**5,687.10**	**4,056.98**

The attached notes 1 - 62 are an integral part of these standalone financial statements.

As per our report of even date attached.

For Kalyaniwalla and Mistry LLP
Chartered Accountants
Firm's Registration No: 104607W / W100166

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No: 117366W-W-100018

For and on behalf of the Board of Directors of
Sterling and Wilson Renewable Energy Limited
CIN:L74999MH2017PLC292281

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Khurshed Daruvala
Chairman
DIN:00216905

Chandra K. Thakur
Manager

Bahadur Dastoor
Chief Financial Officer
Membership No: 48936

Jagannadha Rao Ch. V.
Company Secretary
Membership No: F2808
Mumbai
20 April 2024

Mumbai
20 April 2024

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
Income			
I. Revenue from operations	31	2,706.16	1,457.91
II. Other income	32	270.91	214.26
III. **Total income (I+II)**		**2,977.07**	**1,672.17**
IV. **Expenses**			
Cost of construction materials, stores and spare parts	33	1,920.14	900.54
Changes in inventories of stock-in-trade	34	-	-
Direct project costs	35	522.66	689.54
Employee benefits expense	36	135.05	144.06
Finance costs	37	192.39	141.10
Depreciation and amortisation expense	38	9.46	6.69
Other expenses	39	73.91	137.21
Total expenses (IV)		**2,853.61**	**2,019.14**
V **Profit / (Loss) before income tax (III-IV)**		**123.46**	**(346.97)**
VI **Tax expense:**	40		
Current tax			
Current tax relating to current year		2.27	6.00
Current tax relating to earlier years		1.11	2.05
Deferred tax charge		32.83	-
Total tax expense (VI)		**36.21**	**8.05**
VII **Profit / (Loss) for the year (V-VI)**		**87.25**	**(355.02)**
VIII. **Other comprehensive income / (loss)**			
Items that will not be reclassified subsequently to profit or loss			
(i) Remeasurements of defined benefit liability		(2.38)	(0.52)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.60	-
Items that will be reclassified subsequently to profit or loss			
(i) Effective portion of (losses) on hedging instruments in cash flow hedges		(5.22)	39.59
(ii) Effective portion of losses on hedging instruments in cash flow hedges reclassified to profit or loss		0.23	(15.50)
(iii) Income tax relating to items that will be reclassified to profit or loss		-	(5.13)
(iv) Exchange differences in translating financial statements of foreign operations		(45.35)	1.01
VIII **Other comprehensive (loss) / income for the year**		**(52.12)**	**19.45**
IX **Total comprehensive income / (loss) for the year (VII - VIII)**		**35.13**	**(335.57)**
X **Earnings per equity share**			
Basic earnings per share (₹) (face value of Re 1 each)	41	4.31	(18.72)
Diluted earnings per share (₹) (face value of Re 1 each)		4.30	(18.72)

The attached notes 1 - 62 are an integral part of these standalone financial statements.

As per our report of even date attached.

For Kalyaniwalla and Mistry LLP
Chartered Accountants
Firm's Registration No: 104607W / W100166

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No: 117366W-W-100018

For and on behalf of the Board of Directors of
Sterling and Wilson Renewable Energy Limited
CIN:L74999MH2017PLC292281

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Membership No: 42454

Mohammed Bengali
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Chandra K. Thakur
Manager

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Chief Financial Officer
Membership No: 48936

Jagannadha Rao Ch. V.
Company Secretary
Membership No: F2808
Mumbai
20 April 2024

Mumbai
20 April 2024

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

A. Equity Share Capital

Particulars	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	18.97	18.97
Add: Changes in share capital during the year	4.35	-
Balance at the end of the year	**23.32**	**18.97**

B. Other equity

	Reserves and surplus					Sub-total	Items of other comprehensive income		Sub-total	Total
	Capital reserve on demerger	Capital redemption reserve	Securities premium	Employee stock option reserve	Retained earnings		Effective portion of cash flow hedge	Exchange difference on translating the financial statement of foreign operations		
Balance as at 1 April 2023	**(181.74)**	**0.00**	**1,087.12**	**7.03**	**211.10**	**1,123.51**	**3.72**	**22.79**	**26.51**	**1,150.01**
Adjustments:										
Total comprehensive income for the year										
Profit for the year	-	-	-	-	87.25	87.25	-	-	-	87.25
Employee stock option reserve for the year	-	-	2.11	(0.39)	0.67	2.39	-	-	-	2.39
Transfer to retained earnings on lapse of stock options during the year	-	-	-	(0.67)	-	(0.67)	-	-	-	(0.67)
Items of OCI for the year, net of tax:										
Remeasurement of the defined benefit liability	-	-	-	-	(1.78)	(1.78)	-	-	-	(1.78)
Losses on hedging instruments in cash flow hedges, net of tax	-	-	-	-	-	-	(5.22)	-	(5.22)	(5.22)
Effective portion of gain on hedging instruments in cash flow hedges reclassified to profit or loss, net of tax	-	-	-	-	-	-	0.23	-	0.23	0.23
Exchange differences in translating financial statements of foreign operations	-	-	-	-	-	-	-	(45.35)	(45.35)	(45.35)
Total comprehensive income / (loss) for the year	**-**	**-**	**2.11**	**(1.06)**	**86.14**	**87.19**	**(4.99)**	**(45.35)**	**(50.34)**	**36.86**
Transactions with owners, directly recorded in Other equity										
Securities premium on issue of equity shares (net of share issue expenses)	-	-	1,470.37	-	-	1,470.37	-	-	-	1,470.37
Balance as at 31 March 2024	**(181.74)**	**0.00**	**2,559.60**	**5.97**	**297.24**	**2,681.07**	**(1.27)**	**(22.56)**	**(23.82)**	**2,657.24**

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

	Reserves and surplus					Sub-total	Items of other comprehensive income		Sub-total	Total
	Capital reserve on demerger	Capital redemption reserve	Securities premium	Employee stock option reserve	Retained earnings		Effective portion of cash flow hedge	Exchange difference on translating the financial statement of foreign operations		
Balance as at 1 April 2022	**(181.74)**	**0.00**	**1,087.12**	**3.71**	**566.64**	**1,475.73**	**(15.25)**	**21.78**	**6.53**	**1,482.26**
Adjustments:										
Total comprehensive income for the year										
(Loss) for the year	-	-	-	-	(355.02)	(355.02)	-	-	-	(355.02)
Remeasurement of the defined benefit liability	-	-	-	-	(0.52)	(0.52)	-	-	-	(0.52)
Employee stock option reserve for the year	-	-	-	3.32	-	3.32	-	-	-	3.32
Exchange differences in translating financial statements of foreign operations	-	-	-	-	-	-	-	1.01	1.01	1.01
Gain on hedging instruments in cash flow hedges, net of tax	-	-	-	-	-	-	34.47	-	34.47	34.47
Effective portion of losses on hedging instruments in cash flow hedges reclassified to profit or loss, net of tax	-	-	-	-	-	-	(15.50)	-	(15.50)	(15.50)
Total comprehensive income for the year	**-**	**-**	**-**	**3.32**	**(355.54)**	**(352.22)**	**18.97**	**1.01**	**19.98**	**(332.25)**
Balance as at 31 March 2023	**(181.74)**	**0.00**	**1,087.12**	**7.03**	**211.10**	**1,123.51**	**3.72**	**22.79**	**26.51**	**1,150.01**

*Amount less than ₹ 0.01 crore

The attached notes 1 - 62 are an integral part of these standalone financial statements.

As per our report of even date attached.

For Kalyaniwalla and Mistry LLP
Chartered Accountants
Firm's Registration No: 104607W / W100166

For Deloitte Haskins & Sells LLP
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Firm's Registration No: 117366W-W-100018

For and on behalf of the Board of Directors of
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Company Secretary
Membership No: F2808
Mumbai
20 April 2024

Mumbai
20 April 2024

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars		For the year ended 31 March 2024	For the year ended 31 March 2023
A) Cash flows from operating activities			
Profit / (Loss) before tax		123.46	(346.97)
Adjustments for:			
Depreciation and amortisation expense		9.46	6.69
Expected credit loss on financial assets		9.80	14.90
Bad debts written off		-	0.58
Rent Income		(0.19)	-
Loans and advances written off		3.35	-
Profit on sale of property, plant and equipmcnts (net)		(0.06)	(0.06)
Property, plant and equipment written off		0.08	-
Provision for foreseeable losses		(3.11)	3.93
Finance costs		192.39	141.10
Interest income		(187.45)	(86.19)
Provision for mark-to-market (gain) on derivative instruments (net)		(0.23)	-
Unrealised foreign exchange (gain) / loss (net)		(34.54)	(63.27)
Liabilities no longer required		(21.78)	(59.83)
Expected credit loss on financial assets no longer required		-	(31.58)
ESOP Expense		1.08	-
Share of loss in partnership firm		5.67	56.59
Operating profit / (loss) before working capital changes		**97.93**	**364.11**
Working capital adjustments			
Decrease in inventories		0.43	2.33
(Increase) / decrease in trade receivables		(111.56)	85.75
(Increase) in loans and advances		(0.03)	(0.99)
Decrease in restricted cash (refer note 2 below)		2.56	0.25
Decrease in other financial assets		312.00	559.38
(Increase) / decrease in other current and non-current assets		(741.78)	215.37
Increase / (decrease) in trade payable, derivatives, other financial liabilities, other liabilities and provisions		1,477.23	(1,056.25)
Net change in working capital		**938.85**	**(194.16)**
Cash flows generated from /(used in) operating activities		**1,036.78**	**(558.27)**
Income-tax refund received / (paid) (net)		35.64	(22.44)
Effects of exchange differences on translation of assets and liabilities		(45.35)	1.01
Net cash flows generated from /(used in) operating activities	(A)	**1,027.07**	**(579.70)**
B) Cash flows from investing activities			
Purchase of property, plant and equipment, capital work in progress and intangible assets		(0.32)	(6.52)
Proceeds from sale of property, plant and equipment		0.06	0.08
(Investment) in long term fixed deposits (net)		(12.98)	(0.06)
Redemption / (Investment) in short term fixed deposits (net)		10.47	(6.00)
Inter-corporate deposits / Loan given to subsidiaries and fellow subsidiaries		(889.15)	(1,168.91)
Inter-corporate deposits / Loan repaid by subsidiaries and fellow subsidiaries		165.00	74.69
Interest received		24.61	18.75
Net cash flows (used in) investing activities	(B)	**(702.31)**	**(1,087.97)**
C) Cash flows from financing activities			
Proceeds from secured short-term borrowings		895.00	-
Repayment of secured short-term borrowings		(1,111.00)	-
(Repayment of) / Proceeds from secured long-term borrowings		(1,097.00)	1,500.00
(Repayment of) cash credit borrowings (net)		(42.08)	(4.29)
Proceeds from issue of equity shares and share application money received for ESOP		6.67	-
(Repayment of) unsecured short-term borrowings (net)		(8.26)	(8.76)
Proceeds from issue of equity shares (net of issue expenses)		1,468.02	-
Finance costs paid		(190.22)	(139.51)
Repayment of lease liabilities		(6.56)	(1.42)
(Including interest on lease liabilities of ₹ 2.74 crore (31 March 2023 ₹ 1.20 crore)			
Rent income received		0.19	-
Net cash flows (used in) / generated from financing activities	(C)	**(85.24)**	**1,346.02**
Net movement in currency translation	(D)	**0.08**	**0.12**
Net Increase / (decrease) in cash and cash equivalents	(A + B + C+D)	**239.60**	**(321.53)**
Cash and cash equivalents at the beginning of the year		**23.32**	**344.85**
Cash and cash equivalents at the end of the year		**262.92**	**23.32**

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Notes :

1 The standalone statement of cash flows have been prepared under the indirect method as set out in Indian Accounting Standard - 7 on Statement of Cash Flows.

2 Current account balances with banks include ₹ 0.10 crore (31 March 2023: ₹ 0.94 crore) held at a foreign branch at Philippines which are not freely remissible to the Company because of exchange restrictions, an amount of ₹ 0.01 crore (31 March 2023: ₹ 1.72 crore) on account of earmarked balance for spent towards Corporate Social Responsibilities expenses and an amount of ₹ 0.01 crore (31 March 2023: ₹ 0.01 crore) on account of earmarked balance for unclaimed dividend.

3 Cash comprises cash on hand and current accounts. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition).

4 Components of cash and cash equivalents

Particulars	31 March 2024	31 March 2023
Balance with banks		
- in current accounts	105.43	22.33
- in fixed deposit (with original maturity less than 3 months)	157.25	-
Cash on hand	0.24	0.99
	262.92	**23.32**

5 Changes in liabilities arising from financing activity, including both changes arising from cash flows and non-cash changes:

Particulars	As at 1 April 2023	Changes considered in Standalone statement of cash-flows	Non-cash changes on account of acquisition and others (including foreign exchange adjustment)	As at 31 March 2024
Short-term borrowings	1,140.18	(909.73)	-	230.45
Lease liabilities	11.11	(6.56)	29.34	33.89

Particulars	As at 1 April 2022	Changes considered in Standalone statement of cash-flows	Non-cash changes on account of acquisition and others (including foreign exchange adjustment)	As at 31 March 2023
Short-term borrowings	353.23	786.95	-	1,140.18
Lease liabilities	6.08	(1.09)	6.12	11.11

The attached notes 1 - 62 are an integral part of these standalone financial statements.

As per our report of even date attached.

For Kalyaniwalla and Mistry LLP
Chartered Accountants
Firm's Registration No: 104607W / W100166

For Deloitte Haskins & Sells LLP
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Chandra K. Thakur
Manager

Bahadur Dastoor
Chief Financial Officer
Membership No: 48936

Jagannadha Rao Ch. V.
Company Secretary
Membership No: F2808
Mumbai
20 April 2024

Mumbai
20 April 2024

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

1 Background

Sterling and Wilson Renewable Energy Limited ("the Company") was incorporated as a Private Limited Company on 9 March 2017 under The Companies Act, 2013. The Company is a Renewable Energy EPC contractor with a pan India presence and international operations in Middle East, South East Asia, Africa, Philippines, Thailand, Europe, South America, Latin America, Australia and USA.

The Company specialises in complete turn-key and Roof top solutions for Renewable Energy EPC solutions with having experience of executing more than 200 projects. The principal activity of the Company includes import, export and trading of solar modules, structures, invertors and related accessories, installation and maintenance of renewable energy power generating facilities and other related activities.

The Company is also engaged in the business of : a) setting up of power plants, solar energy systems, renewable energy systems or any other facility including Hybrid Energy Systems & Energy Storage (BESS) & (ESS) plants with predominantly non fossil fuels to generate power and to produce and b) integrated solid waste/ biomass management including Waste to Energy using MSW (Municipal Solid Waste) as fuel for Power Generation, using Biomass as fuel for Power Generation, selective Power to Synthetic Gas using excess renewable power, Power Plant for the demand response market.

The Company was incorporated on 9 March 2017 as Rashmika Energy Private Limited. The Company was renamed as Sterling and Wilson Solar Private Limited on 24 April 2018. Further the Company was renamed to Sterling and Wilson Solar Limited on 25 January 2019. The Company was listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India on 20 August 2019.

Effective 30 December 2021, the Company became an Associate of Shapoorji Pallonji and Company Private Limited ("SPCPL"). Prior to this date it was a subsidiary of SPCPL. Further, effective 6 January 2022, the Company also became an associate of Reliance New Energy Limited which is a wholly-owned subsidiary of Reliance Industries Limited.

2 Basis of preparation of the standalone financial statements

a Statement of compliance

The accompanying standalone financial statements have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended, notified under Section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The standalone financial statements were authorised for issue by the Board of Directors of the Company at their meeting held on 20 April 2024.

b Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded off to the nearest two decimal places in crore during the year ended 31 March 2024, unless otherwise stated.

c Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments); and
- employee's defined benefit plan as per actuarial valuation.

d Use of estimates and judgments

The preparation of the standalone financial statements in accordance with Ind AS requires use of judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The actual results may differ from these estimates.

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

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2024 are as follows:

(i) Evaluation of percentage of completion

Determination of revenue under percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenue from the project or activity and foreseeable

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the standalone financial statements for the year in which such changes are determined.

(ii) Estimated useful lives of property, plant and equipment and intangible assets

The Company estimates the useful lives of property, plant and equipment and intangible assets based on the period over which the assets are expected to be available for use. The estimation of the useful lives of property, plant and equipment and intangible assets is based on collective assessment of industry practice, internal technical evaluation and on the historical experience with similar assets. It is possible, however, that future results from operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

Useful lives of tangible assets are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different based from that prescribed in Schedule II of the Act, they are based on internal technical evaluation. Assumptions are also made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised. The estimation of residual value of assets is based on management's judgment about the condition of such asset at the point of sale of asset.

(iii) Recoverability of deferred income tax assets

In determining the recoverability of deferred income tax assets, the Company primarily considers current and expected profitability of applicable operating business segments and their ability to utilise any recorded tax assets. The Company reviews its deferred income tax assets at every reporting year/ period end, taking into consideration the availability of sufficient current and projected taxable profits, reversals of taxable temporary differences and tax planning strategies.

(iv) Measurement of defined benefit obligations and other employee benefit obligations

The Company's net obligation in respect of gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

Compensated absences which are not expected to occur within twelve months after the end of the year/ period in which the employee renders the related services are recognised as a liability at the present value of the other long-term employment benefits.To the extent, the employee has an unconditional right to avail the leave, the same needs to be classified as "current" even though the same is measured as 'other long-term employee benefit' as per Ind AS-19 Employee Benefits.

The present value of the obligation is determined based on actuarial valuation at the balance sheet date by an Independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

(v) Provision for obsolete inventory

The Company reviews its inventory to assess loss on account of obsolescence on a regular basis. In determining whether provision for obsolescence should be recorded in the standalone statement of profit and loss, the Company makes judgments as to whether there is any observable data indicating that there is any future saleability of the product, including demand forecasts and shelf life of the product. The provision for obsolescence of inventory is based on the ageing and past movement of the inventory.

(vi) Impairment losses on financial assets

The Company reviews its financial assets to assess impairment at regular intervals. The Company's credit risk is primarily attributable to its financial assets. In determining whether impairment losses should be

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

reported in the standalone statement of profit and loss, the Company makes judgments as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows. Accordingly, an allowance for expected credit loss is made where there is an identified loss event or condition which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

(vii) Impairment losses on investment

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

(viii) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values, which includes overseeing all significant fair value measurements, including Level 3 fair values by the management. The management regularly reviews significant unobservable inputs and valuation adjustments.

The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Significant valuation issues are reported to the Company's Board of Directors.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting year/period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:-

- Note 53 – financial instruments.

(ix) Estimation of provisions and contingencies

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the Company. The Company exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

(x) Determination of lease term and discount rate

Ind AS 116 Leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

3 Material accounting policies

3.1 Current/ non-current classification

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

Assets

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

(i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

(ii) it is expected to be realised within twelve months from the reporting date;

(iii) it is held primarily for the purposes of being traded; or

(iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

Liabilities

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

(i) it is expected to be settled in the Company's normal operating cycle;

(ii) it is due to be settled within twelve months from the reporting date;

(iii) it is held primarily for the purposes of being traded; or

(iv) the Company does not have an unconditional right to defer settlement of the liability for atleast twelve months from the reporting date.

All other liabilities are classified as non-current.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out above which are in accordance with the Schedule III to the Act.

In respect of the engineering, procurement and construction services (EPC) segment of the Company, the construction projects usually have long gestation periods and based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 18 months for the purpose of current - non-current classification of assets and liabilities. For the other operations, the operating cycle is ascertained as 12 months for the purpose of current – non-current classification of the assets and liabilities.

3.2 Foreign currency

(i) Foreign currency transactions

- Initial Recognition

All transactions that are not denominated in the Company's functional currency are foreign currency transactions. These transactions are initially recorded in the functional currency by applying the appropriate daily rate which best approximates the actual rate of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the standalone statement of profit and loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

- Measurement of foreign currency items at the reporting date

  Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in the standalone statement of profit and loss, except exchange differences arising from the translation of the equity investments classified as fair value through OCI (FVOCI) which is recognised in OCI.

(ii) Foreign operations

The assets and liabilities of foreign operations (branches), are translated into INR, the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Exchange differences are recognised in OCI and accumulated in equity (as exchange differences on translating the financial statements of a foreign operation).

When a foreign operation is disposed the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to the standalone statement profit and loss as part of the gain or loss on disposal.

3.3 Financial instruments

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

(a) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(b) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

- 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.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment- by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

(i) Financial assets at FVTPL:

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the standalone statement of profit and loss.

(ii) Financial assets at amortised cost:

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the standalone statement of profit and loss. Any gain or loss on derecognition is recognised in the standalone statement of profit and loss.

(iii) Debt investments at FVOCI:

These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in the standalone statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the standalone statement of profit and loss.

(iv) Equity investments at FVOCI:

These assets are subsequently measured at fair value. Dividends are recognised as income in the standalone statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to the standalone statement of profit and loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the standalone statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the standalone statement of profit and loss. Any gain or loss on derecognition is also recognised in the standalone statement of profit and loss. See Note 3.3 (e) for financial liabilities designated as hedging instruments.

(c) Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the standalone statement of profit and loss.

(d) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(e) Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments to hedge its foreign currency risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in the standalone statement of profit and loss.

The Company designates certain derivatives as hedging instruments to hedge variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivatives is recognised immediately in the standalone statement of profit and loss.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in other equity is included directly in the initial cost of the non-financial item when it is recognised. For all other hedged forecast transactions, the amount accumulated in other equity is reclassified to the standalone statement of profit and loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or for other cash flow hedges, it is reclassified to the standalone statement of profit and loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to the standalone statement of profit and loss.

3.4 Fair Value

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) in the principal market for the asset or liability; or

(ii) in the absence of a principal market, in the most advantageous market for the asset or liability.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy that categorises into three levels, as described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (level 3 inputs).

Level 1 : quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : inputs that are unobservable for the asset or liability

For assets and liabilities that are recognised in the standalone financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation at the end of each reporting period.

3.5 Property, plant and equipment

Recognition and measurement

The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably and is measured at cost. Subsequent to recognition, all items of property, plant and equipment (except for freehold land) are stated at cost less accumulated depreciation and accumulated impairment losses.

If the cost of an individual part of property, plant and equipment is significant relative to the total cost of the item, the individual part is accounted for and depreciated separately.

The cost of property, plant and equipment comprises its purchase price plus any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the initial estimate of decommissioning, restoration and similar liabilities, if any. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the subsequent expenditure can be measured reliably.

Items such as spare parts, stand-by equipments and servicing that meets the definition of property, plant and equipment are capitalised at cost and depreciated over the useful life. Cost of repairs and maintenance are recognised in the standalone statement of profit and loss as and when incurred.

Capital work in progress and Capital advances:

Assets under construction includes the cost of property, plant and equipment that are not ready to use at the balance sheet date. Advances paid to acquire property, plant and equipment before the balance sheet date are disclosed under other non-current assets. Assets under construction are not depreciated as these assets are not yet available for use.

Depreciation

Depreciation on property, plant and equipment has been provided using the straight line method in the manner and at the rates prescribed by Schedule II of the Act, except for certain items of plant and machinery (such as welding machine, drilling machine, porta cabin etc. whose useful life has been estimated to be five years) wherein depreciation is provided based on the estimated useful lives of the plant and machinery so acquired, determined by the Company's management based on the technical evaluation carried out by the projects team. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of). The useful lives used, as set out in the following table, are lower / higher than or as those specified in Schedule II of the Act as under:

Assets	Life in no. of years	Schedule II useful lives
Plant and equipment	5 years to 25 years	15 years
Furniture and fixtures	3 years to 10 years	10 years
Vehicles	8 years to 10 years	8 years to 10 years
Computer hardware	3 years to 6 years	3 years / 6 years

Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Lease hold improvements are amortised over the primary lease period or the useful life of the assets, whichever is lower.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Individual Assets costing INR 5,000 or less are fully depreciated in the year/period of purchase. The residual value of property, plant and equipment is estimated by management to be 5% of cost.

3.6 Other intangible assets

Intangible assets comprise primarily of computer software (including enterprise systems). Intangible assets are initially recorded at cost and subsequent to recognition, intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

Other intangible assets are amortised over an expected benefit period of one to ten years using straight line method.

The amortisation period and the amortisation method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such changes is accounted for as a change in an accounting estimate.

Derecognition

An item of intangible asset is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of an item of intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the standalone statement of profit and loss in the year the asset is derecognised.

3.7 Leases

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

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capability of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

As a lessee

Right-of-use assets

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. At the commencement date, a lessee shall measure the right-of-use asset at cost which comprises initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease. The Company measures right-of-use assets at cost less accumulated depreciation and any accumulated impairment losses.

Lease liabilities

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

Short-term lease and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of less than 12 months or less and leases of low-value assets, including IT Equipment. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The election for short-term leases shall be made by class of underlying asset to which the right of use relates. A class of underlying asset is a grouping of underlying

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

assets of a similar nature and use in Company's operations. The election for leases for which the underlying asset is of low value can be made on a lease-by-lease basis.

3.8 Inventories

Material at central stores comprises modules, wires, cables, components, stores and spares. Stock in trade comprises of land acquired for Renewable Energy EPC projects.

Inventories are valued at lower of cost or net realisable value; cost is determined on the moving weighted average method basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

3.9 Impairment

Impairment of non-derivative financial assets

A financial asset is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

(i) Trade receivables, lease receivables and contract assets; and

(ii) Financial assets measured at amortised cost (other than trade receivables, lease receivables and contract assets).

In case of trade receivables, lease receivables and contract assets, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognition as loss allowance. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime of ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible defaults events over the expected life of a financial asset. 12 month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is 90 days or more past due.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the standalone statement of profit and loss.

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company expects no significant recovery from the amount written off during the year.

Impairment of non-financial assets

Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the Corporation estimates the asset's recoverable amount. The recoverable amount is the higher of the asset's or Cash-Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

3.10 Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Post-employment benefits

(i) Defined contribution plans

A defined contribution plan is a plan for the post employment benefit of an employee under which the Company pays fixed periodic contributions into Provident Fund and Employee State Insurance Corporations in accordance with Indian regulations. The Company has no further legal or constructive obligation to pay once contributions are made. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the standalone statement of profit and loss in the periods during which the related services are rendered by employees. In respect of foreign branch, the Company's contribution towards defined contribution benefit plan is accrued in compliance with the domestic laws of the country in which the standalone foreign branch operates.

(ii) Defined benefit plans

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

All remeasurement gains and losses arising from defined benefit plans are recognised in the standalone statement of other comprehensive income in the year/period in which they occur and not reclassified to the standalone statement of profit and loss in the subsequent period. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the year/period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual year/period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the year/period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the standalone statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the standalone statement of profit and loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs in the standalone statement of profit and loss.

Other long-term employee benefits

The Company's net obligation in respect of long-term employment benefits, other than gratuity, is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated at the balance sheet date on the basis of an actuarial valuation done by an independent actuary using the projected unit credit Method and is discounted to its present value and the fair value of any related assets is deducted. Remeasurements gains or losses are recognised in the standalone statement of profit and loss in the year/period in which they arise.

Compensated absences which are not expected to occur within twelve months after the end of the year/

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date. The discount rates used for determining the present value of the obligation under long term employment benefits, are based on the market yields on Government securities as at the balance sheet date.

Equity settled share based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Standalone statement of profit and loss. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3.11 Provisions and Contingencies

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

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

The policy for contingent asset should be as under:

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are not recognised till the realization of the income is virtually certain. However the same are disclosed in the standalone financial statements where an inflow of economic benefits is probable.

Contingent Liabilities in respect of show cause notices are considered only when converted into demands.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

3.12 Revenue recognition

Revenue from contracts with customers:

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Step 1. Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2. Identify the performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3. Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4. Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5. Recognise revenue when (or as) the entity satisfies a performance obligation.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all of its revenue arrangements.

Revenue from works contracts and Income from designing and engineering services

Revenue from works contracts and Income from designing and engineering services, where the outcome can be estimated reliably, is recognised under the percentage of completion method by reference to the stage of completion of the contract activity. The stage of completion is measured by calculating the proportion that costs incurred to date bear to the estimated total costs of a contract. Determination of revenues under the percentage of completion method necessarily involves making estimates by the management.

When the Company satisfies a performance obligation by delivering the promised goods or services it creates a contract asset based on the amount of consideration to be earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised this gives rise to a contract liability.

Any variations in contract work, claims, incentive payments are included in the transaction price if it is highly probable that a significant reversal of revenue will not occur once associated uncertainties are resolved.

Consideration is adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit either to the customer or the Company.

Revenue from sale of goods

The Company recognises revenue from sale of goods once the customer takes possession of the goods. Revenue represents the invoice value of goods provided to third parties net of discounts and taxes.

Operation and maintenance income

The Company recognises revenue from Operations and Maintenance services using the time-elapsed measure of progress i.e. input method on a straight line basis.

Contract assets

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Contract liabilities

Contract Liabilities are recognised when there is billing in excess of revenue and advance received from customers.

3.13 Export incentives

Export incentives receivable are accrued for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of export proceeds. The export incentives are disclosed as other income in the standalone financial statements.

3.14 Recognition of dividend income, interest income or expense

Dividend income is recognised in the standalone statement of profit and loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

3.15 Income tax

Income-tax comprises current and deferred tax. It is recognised in the standalone statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using applicable tax rates (and tax laws) enacted or substantially enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Deferred tax is measured at the tax rates that are expected to apply to the year/period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

3.16 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

3.17 Investments

Investments in equity shares of subsidiaries are recorded at cost and reviewed for impairment at each reporting date. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the standalone statement of profit and loss.

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the standalone statement of profit and loss. Cost of investments include acquisition charges such as brokerage, fees and duties. Profit or loss on sale of investments is determined on the basis of first in first out (FIFO) basis of carrying amount of investment disposed off.

3.18 Standalone statement of cash flows

The Company's standalone statement of cash flows are prepared using the Indirect method, whereby profit / (loss) for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents comprise cash and bank balances and short-term fixed bank deposits that are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Company's cash management.

3.19 Earnings per share

The basic earnings per share ('EPS') is computed by dividing the net profit attributable to equity shareholders for the period, by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed using the weighted average number of equity and dilutive (potential) equity equivalent shares outstanding during the year/period except where the results would be anti-dilutive.

3.20 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted with the standalone financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

4 Property, plant and equipment and capital work-in-progress

Reconciliation of carrying amount for the year ended 31 March 2024

Particulars	Leasehold improvements	Plant and equipment	Furniture and fixtures	Vehicles	Computer hardware	Total (A)	Capital work-in-progress (B)	Total (A+B)
Gross carrying amount :								
Balance as at 1 April 2023	5.19	23.91	0.67	1.59	10.80	42.16	-	42.16
Add: Additions during the year	-	0.39	-	0.13	0.24	0.76	-	0.76
Less: Disposals / Written off / Transferred during the year	-	0.34	0.12	-	0.35	0.81	-	0.81
Add: Exchange differences on translation of foreign operations	-	(0.59)	(0.09)	(0.01)	(0.43)	(1.12)	-	(1.12)
Balance as at 31 March 2024	**5.19**	**23.37**	**0.46**	**1.71**	**10.26**	**40.99**	**-**	**40.99**
Accumulated depreciation and amortisation :								
Balance as at 1 April 2023	**0.87**	**14.26**	**0.39**	**0.54**	**7.41**	**23.47**	**-**	**23.47**
Add: Depreciation and amortisation for the year	0.56	2.25	0.05	0.14	1.16	4.16	-	4.16
Less: Disposals / Written off / Transferred during the year	-	0.25	0.04	-	0.34	0.63	-	0.63
Add: Exchange differences on translation of foreign operations	-	(0.71)	(0.11)	0.20	(0.25)	(0.87)	-	(0.87)
Balance as at 31 March 2024	**1.43**	**15.55**	**0.29**	**0.88**	**7.98**	**26.13**	**-**	**26.13**
Carrying amounts (net)								
At 1 April 2023	**4.32**	**9.65**	**0.28**	**1.05**	**3.38**	**18.69**	**-**	**18.69**
At 31 March 2024	**3.76**	**7.82**	**0.17**	**0.83**	**2.28**	**14.86**	**-**	**14.86**

Notes:

a) Movable fixed assets with carrying amount of ₹ 11.10 crore (31 March 2023: ₹ 14.37 crore) are subject to first charge to secured bank loans obtained by the Company.

b) ₹ Nil amount of impairment loss is recognised during the year ended 31 March 2024 and 31 March 2023.

c) Adjustments includes the exchange fluctuation of ₹ (1.12) crore on gross block for the year ended 31 March 2024 (31 March 2023: 0.32 crore) and ₹ (0.87) crore on accumulated depreciation / amortisation for year ended 31 March 2024 (31 March 2023: 0.04 crore) due to translation of property, plant and equipment of all foreign branches at closing exchange rate.

d) The Company has not revalued its property, plant and equipment during the year.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Reconciliation of carrying amount for the year ended 31 March 2023

Particulars	Leasehold improvements	Plant and equipment	Furniture and fixtures	Vehicles	Computer hardware	Total (A)	Capital work-in-progress (B)	Total (A+B)
Gross carrying amount :								
Balance as at 1 April 2022	2.02	23.16	0.57	1.76	8.28	35.79	0.01	35.80
Add: Additions during the year	3.17	0.85	0.10	-	2.40	6.52	-	6.52
Less: Disposals / Written off / Transferred during the year	-	0.02	-	0.23	0.22	0.47	0.01	0.48
Add: Exchange differences on translation of foreign operations*	-	(0.08)	(0.00)	0.06	0.34	0.32		0.32
Balance as at 31 March 2023	**5.19**	**23.91**	**0.67**	**1.59**	**10.80**	**42.16**	**-**	**42.16**
Accumulated depreciation and amortisation :								
Balance as at 1 April 2022	**0.48**	**11.51**	**0.31**	**0.58**	**6.64**	**19.52**	**(0.01)**	**19.51**
Add: Depreciation and amortisation for the year	0.39	2.73	0.07	0.20	0.97	4.36	-	4.36
Less: Disposals / Written off / Transferred during the year*	0.00	0.02	-	0.22	0.21	0.45	(0.01)	0.44
Add: Exchange differences on translation of foreign operations	-	0.04	0.01	(0.02)	0.01	0.04	-	0.04
Balance as at 31 March 2023	**0.87**	**14.26**	**0.39**	**0.54**	**7.41**	**23.47**	**-**	**23.47**
Carrying amounts (net)								
At 1 April 2022	**1.54**	**11.65**	**0.26**	**1.18**	**1.64**	**16.27**	**-**	**16.29**
At 31 March 2023	**4.32**	**9.65**	**0.28**	**1.05**	**3.38**	**18.69**	**-**	**18.69**

*Amount less than ₹ 0.01 crore

5 Other Intangible assets

Particulars	Computer software	Intangible assets under development	Total
Reconciliation of carrying amount for the year ended 31 March 2024			
Balance as at 1 April 2023	9.80	-	9.80
Add: Additions during the year	-	-	-
Less: Disposals / written off during the year	-	-	-
Add: Exchange differences on translation of foreign operations*	**(0.00)**	**-**	**(0.00)**
Balance as at 31 March 2024	**9.80**	**-**	**9.80**
Balance as at 1 April 2022	9.80	0.32	10.12
Add: Additions during the year*	0.00	-	0.00
Less: Disposals / written off during the year	-	0.32	0.32
Add: Exchange differences on translation of foreign operations*	0.00	-	0.00
Balance as at 31 March 2023	**9.80**	**-**	**9.80**
Accumulated amortisation			
Balance as at 1 April 2023	**4.27**	**-**	**4.27**
Add: Amortisation charge for the year	0.93	-	0.93
Less: Disposals / written off during the year	-	-	-
Add: Exchange differences on translation of foreign operations	0.01	-	0.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	Computer software	Intangible assets under development	Total
Balance as at 31 March 2024	**5.21**	**-**	**5.21**
Balance as at 1 April 2022	3.24	-	3.24
Add: Amortisation charge for the year	1.03	-	1.03
Less: Disposals / written off during the year	-	-	-
Add: Exchange differences on translation of foreign operations*	0.00	-	0.00
Balance as at 31 March 2023	**4.27**	**-**	**4.27**
Carrying amounts (net)			
At 31 March 2023	**5.53**	**-**	**5.53**
At 31 March 2024	**4.59**	**-**	**4.59**

*Amount less than ₹ 0.01 crore

6 Non-current investments

Particulars	31 March 2024	31 March 2023
Investments in equity instruments		
Unquoted, in subsidiaries (at cost)		
Sterling and Wilson (Thailand) Limited*	0.00	0.00
490 shares (31 March 2023: 490 shares) of 100 baht each, 25 baht paid-up		
Sterling and Wilson Saudi Arabia Limited	1.78	1.78
9,500 shares (31 March 2023: 9,500 shares) of Saudi Riyals 100 each, fully paid-up		
Sterling and Wilson International Solar FZCO (Refer note 58)	369.28	369.28
184,600 shares (31 March 2023: 184,600 shares) of AED 1,000 each, fully paid-up		
Esterlina Solar Engineers Private Limited	0.01	0.01
10,000 shares (31 March 2023: 10,000 shares) of ₹ 10 each, fully paid up		
Sterling and Wilson Solar LLC	1.92	1.92
105,000 shares (31 March 2023: 105,000 shares) of OMR 1 each, fully paid up		
Sub-total	**372.99**	**372.99**
Less: Provision for impairment toward investment in Sterling and Wilson (Thailand) Limited and Sterling and Wilson Saudi Arabia Limited	(1.78)	(1.78)
	371.21	**371.21**
*Amount less than 0.01 crore		
The aggregate book value of unquoted non-current investments are as follows:		
Aggregate book value of unquoted non-current investments	372.99	372.99
Aggregate amount of impairment in value of non-current investments	1.78	1.78
Aggregate carrying amount of non-current investments	371.21	371.21

Investment in partnership firm

(i) Particulars of the Company's interest in

Name of Partnership firm	Percentage of ownership	Country of incorporation
Sterling Wilson-SPCPL-Chint Moroccan Venture	92%	India

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

(ii) The aggregate amount of assets, liabilities, income and expenses related to the above partnership firm as at 31 March 2024 and 31 March 2023 is as follows:

	31 March 2024	31 March 2023
i) Assets	22.10	27.25
ii) Liabilities	162.59	158.06
iii) Income	3.83	3.96
iv) Expenses (excluding Income tax expenses)	9.98	65.50
v) Net (loss) for the year	(6.15)	(61.53)

(iii) The Company's share of capital commitments of the partnership firm is ₹ Nil (31 March 2023: ₹ Nil).

(iv) The contingent liabilities of the partnership firm is ₹ Nil (31 March 2023: ₹ 0.15 crore).

(v) The details of partners in the above partnership firm as at 31 March 2024 and 31 March 2023 are as under:

Name of Partners	Profit and loss sharing ratio	Capital as at 31 March 2024	Capital as at 31 March 2023
Sterling and Wilson Renewable Energy Limited*	92%	-	-
Shapoorji Pallonji and Company Private Limited	5%	-	-
Astronergy Solar India Private Limited	3%	-	-

* Refer note 43 for capital commitment towards partner's capital contribution.

7 Loans (Non-current)

(Unsecured, considered good)

Particulars	31 March 2024	31 March 2023
From related parties		
Loans given to subsidiary (Refer note 46 and note 58)	1,507.44	-
	1,507.44	**-**

Dues by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due from firms or private companies in which any director is a partner or a director or member:

Particulars	31 March 2024	31 March 2023
Sterling and Wilson International Solar FZCO (Refer note 46 and note 58)	1,507.44	-
	1,507.44	**-**

8 Other non-current financial assets

	31 March 2024	31 March 2023
Fixed deposits with banks* (due to mature after 12 months from reporting date)	22.98	10.00
Security deposit	3.08	1.06
Net investment in finance lease (Refer note 52)	3.97	-
	30.03	**11.06**

*The balance in fixed deposit includes ₹ 22.55 crore (31 March 2023: ₹ 10.00 crore) held as margin money or security against the guarantees and other commitments.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

9 Deferred tax assets (net)

Particulars	31 March 2024	31 March 2023
Deferred tax assets		
Employee benefits	9.88	7.28
Carryforward business loss	40.39	79.73
Unabsorbed depreciation	1.34	3.28
Expected credit loss on financial assets	7.14	9.49
Provision for warranty	0.39	-
MSME disallowance u/s 43B	6.37	-
Provision for liquidated damages	2.72	-
Excess of depreciation as per Income tax Act, 1961 over book depreciation	0.10	-
Others	0.03	0.84
	68.36	**100.62**
Deferred tax liabilities		
Amortisation of expenses on demerger	-	(0.01)
Excess of depreciation as per book depreciation over Income tax Act, 1961	-	(0.01)
	-	(0.02)
Deferred tax assets (net)	**68.36**	**100.60**

10 Non current tax assets (net)

Particulars	31 March 2024	31 March 2023
Advance tax (net of provision)	24.71	61.35
	24.71	**61.35**

11 Other non-current assets

(Unsecured, considered good)

Particulars	31 March 2024	31 March 2023
From parties other than related parties		
Balance with government authorities	4.72	1.85
	4.72	**1.85**

12 Inventories

(valued at lower of cost or net realisable value unless otherwise stated)

Particulars	31 March 2024	31 March 2023
Construction materials, stores and spare parts	-	0.43
Stock-in-trade	1.14	1.14
	1.14	**1.57**
Carrying amount of inventories (included above) pledged as securities for borrowings	1.14	1.57

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

13 Trade receivables

(Unsecured)

Particulars	31 March 2024	31 March 2023
- Considered good (Refer note 54)	650.05	546.08
- Credit impaired	28.36	30.19
	678.41	**576.27**
Less: allowance for bad and doubtful debts	(28.36)	(30.19)
	650.05	**546.08**
Total trade receivables from related parties	139.91	142.60
Loss allowances	27.22	23.42

The Company's exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 53 and 54, also refer note 55.

As at 31 March 2024, trade receivables includes retention of ₹ Nil (31 March 2023: ₹ Nil) relating to construction contracts in progress.

Dues by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due from firms or private companies in which any director is a partner or a director or member:

Particulars	31 March 2024	31 March 2023
Shapoorji Pallonji and Company Private Limited*	-	35.57
Sterling and Wilson International Solar FZCO	-	0.62
Sterling Generators Private Limited	0.47	0.02
	0.47	**36.21**

*Since there are no common directors as at 31 March 2024, no amount is reported.

Ageing for trade receivables outstanding as at 31 March 2024 is as follows:

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	287.13	39.82	27.01	74.90	221.19	650.05
Undisputed trade receivables - credit impaired	-	-	1.03	-	27.22	28.25
Disputed trade receivables - credit impaired	-	-	-	-	0.11	0.11
	287.13	**39.82**	**28.04**	**74.90**	**248.52**	**678.41**
Less: Loss allowances						(28.36)
						650.05

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Ageing for trade receivables outstanding as at 31 March 2023 is as follows:

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	111.18	5.83	80.02	6.18	342.87	546.08
Undisputed trade receivables - credit impaired	-	-	-	-	30.09	30.09
Disputed trade receivables - credit impaired	-	-	-	-	0.10	0.10
	111.18	**5.83**	**80.02**	**6.18**	**373.06**	**576.27**
Less: Loss allowances						(30.19)
						546.08

14 Cash and cash equivalents

Particulars	31 March 2024	31 March 2023
Balances with Bank		
- in current accounts	105.43	22.33
- in fixed deposit* (with original maturity less than 3 months)	157.25	-
Cash on hand	0.24	0.99
	262.92	**23.32**

*The balance in deposit accounts includes ₹ 9.46 crore (31 March 2023: ₹ Nil) held as margin money or security against the guarantees and other commitments.

15 Bank balances other than cash and cash equivalents

Particulars	31 March 2024	31 March 2023
Balances with banks		
- in current accounts*	0.12	2.67
- Fixed deposits with banks (with original maturity more than 3 months but less than 12 months)**	22.27	32.74
	22.39	**35.41**

* Current account balances with banks include ₹ 0.10 crore (31 March 2023: ₹ 0.94 crore) held at a foreign branch at Philippines which are not freely remissible to the Company because of exchange restrictions, an amount of ₹ 0.01 crore (31 March 2023: ₹ 1.72 crore) on account of earmarked balance for spent towards Corporate Social Responsibilities expenses and an amount of ₹ 0.01 crore (31 March 2023: ₹ 0.01 crore) on account of earmarked balance for unclaimed dividend.

** The balance in deposit accounts includes ₹ 16.08 crore (31 March 2023: ₹ 32.74 crore) held as margin money or security against the guarantees and other commitments.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

16 Loans (Current)

(Unsecured)

Particulars	31 March 2024	31 March 2023
Considered good		
From related parties		
Loans given to subsidiaries / partnership firm (Refer note 46)	497.56	1,260.11
Considered doubtful		
Loans given to subsidiary	0.13	0.13
Less: Provision for doubtful loans	(0.13)	(0.13)
From parties other than related parties		
Loan to employees	2.06	2.03
	499.62	**1,262.14**

Dues by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due from firms or private companies in which any director is a partner or a director or member:

Particulars	31 March 2024	31 March 2023
Loans given to subsidiary		
Sterling and Wilson International Solar FZCO (Refer note 58)	460.59	1,222.04
	460.59	**1,222.04**

17 Derivatives

Particulars	31 March 2024	31 March 2023
Foreign currency forward exchange contract assets	-	3.72
	-	**3.72**

18 Other financial assets

(Unsecured, considered good, unless stated otherwise)

Particulars	31 March 2024	31 March 2023
From related parties		
Interest accrued on loan and amount recoverable from subsidiaries and partnership firm	238.54	75.12
Recoverable amounts from subsidiaries and others	213.91	194.48
Interest accrued on loan to subsidiaries (Credit Impaired)	0.02	0.02
Less: Provision for impairment	(0.02)	(0.02)
From parties other than related parties		
Security deposits	1.94	3.12
Other receivables*		
- Considered good (refer note 54 and 55)	266.54	597.06
- Credit impaired	12.46	7.50
Less: allowance**	(12.46)	(7.50)
Interest accrued on fixed deposits	1.46	-
Net investment in finance lease (Refer note 52)	0.83	-
	723.22	**869.78**

* includes receivable towards encashment of irrevocable letter of credit, insurance claims, bank guarantee invocation, etc.

**The loss allowance on other receivables has been computed on the basis of Ind AS 109 - Financial Instruments.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Dues by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due from firms or private companies in which any director is a partner or a director or member:

Particulars	31 March 2024	31 March 2023
Interest accrued on loan and amount recoverable from subsidiaries		
Sterling and Wilson International Solar FZCO (Refer note 58)	222.59	62.07
Esterlina Solar Engineers Private Limited*	-	0.00
	222.59	**62.07**
* Amount less than ₹ 0.01 crore		
Recoverable amounts from subsidiaries and others		
Shapoorji Pallonji and Company Private Limited*	-	25.84
Sterling and Wilson International Solar FZCO (Refer note 58)	171.45	160.55
Sterling and Wilson Co-Gen Solutions Private Limited	0.01	0.01
	171.46	**186.40**

*Since there are no common directors as at 31 March 2024, no amount is reported.

19 Other current assets

(Unsecured, considered good)

Particulars	31 March 2024	31 March 2023
From related parties		
Unbilled receivables	4.32	0.69
Advances for supply of goods and services	20.69	22.52
From parties other than related parties		
Unbilled receivables	968.91	390.90
Advances for supply of goods and services	60.06	38.61
Other recoverables**	-	0.00
Balance with government authorities	378.25	278.05
Prepayments	41.92	4.22
Advance to employees	0.38	0.63
	1,474.53	**735.62**

Dues by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due from firms or private companies in which any director is a partner or a director or member:

Particulars	31 March 2024	31 March 2023
Unbilled receivables		
Shapoorji Pallonji and Company Private Limited*	-	0.55
Sterling Generators Private Limited**	0.00	0.11
Sterling and Wilson Private Limited	3.77	0.03
	3.77	**0.69**
*Since there are no common directors as at 31 March 2024, no amount is reported.		
**Amount less than 0.01 crore		
Advances for supply of goods and services		
Sterling and Wilson International Solar FZCO (Refer note 58)	20.61	22.52
	20.61	**22.52**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

20 Equity share capital

Particulars	31 March 2024	31 March 2023
Authorised		
500,000,000 equity shares of Re 1 each (31 March 2023: 500,000,000 equity shares of Re 1 each)	50.00	50.00
1,000,000 preference shares of ₹ 100 each (31 March 2023: 1,000,000 equity shares of ₹ 100 each)	10.00	10.00
Issued, subscribed and fully paid up:		
233,202,317 Equity shares of Re 1 each (31 March 2023: 189,693,333 equity shares of Re 1 each) fully paid-up	23.32	18.97
	23.32	**18.97**

(A) Reconciliation of shares outstanding at the beginning and at the end of reporting year:

Particulars	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Equity shares				
Balance as at beginning and at the end of the year	189,693,333	18.97	189,693,333	18.97
Add: Equity share issued during the year (Refer note (a) and (b))	43,508,984	4.35	-	-
Balance as at the end of the year	**233,202,317**	**23.32**	**189,693,333**	**18.97**

(a) During the year ended 31 March 2024 the Company allotted 43,227,665 equity shares of Re 1 each at a premium of ₹ 346 per share to eligible qualified institutional buyers on 14 December 2023.

(b) During the year ended 31 March 2024 the Company allotted 281,319 equity shares to the option grantees pursuant to exercise of stock options under the Sterling and Wilson Renewable Energy Limited Employee Stock Option Plan.

(B) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

(C) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	31 March 2024		31 March 2023	
	Number	% holding	Number	% holding
Equity shares				
Reliance New Energy Limited	75,877,334	32.54%	75,877,334	40.00%
Shapoorji Pallonji and Company Private Limited	29,701,291	12.74%	38,696,291	20.40%
Kainaz Khurshed Daruvala	13,000,200	5.57%	13,000,200	6.85%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

(D) Details of shares held by promoters

31 March 2024

Promoter name	Number at the end of the year	% holding at the end of the year	% Change during the year	Number at the beginning of the year	% holding at the beginning of the year
Equity shares					
Reliance New Energy Limited	75,877,334	32.54%	-7.46%	75,877,334	40.00%
Shapoorji Pallonji and Company Private Limited	29,701,291	12.74%	-7.66%	38,696,291	20.40%
Khurshed Daruvala, Chairman	3,443,662	1.48%	-2.71%	7,943,662	4.19%

31 March 2023

Promoter name	Number at the end of the year	% holding at the end of the year	% Change during the year	Number at the beginning of the year	% holding at the beginning of the year
Equity shares					
Reliance New Energy Limited	75,877,334	40.00%	0.00%	75,877,334	40.00%
Shapoorji Pallonji and Company Private Limited*	38,696,291	20.40%	-4.55%	47,329,886	24.95%
Khurshed Daruvala, Chairman	7,943,663	4.19%	-1.81%	11,384,544	6.00%

*Shapoorji Pallonji and Company Private Limited sold 1,000,000 equity shares of the Company on 31 March 2023. However, the transaction was settled after 31 March 2023 and therefore not reflected in the Beneficiary Position provided by the Depositories as on 31 March 2023.Thus, the above sale transaction is not reflected in the Shareholding pattern filed with BSE Ltd and National Stock Exchange of India Limited for the quarter ended 31 March 2023.

(E) Equity Shares allotted as fully paid-up without payment being received in cash

During the year ended 31 March 2018:

a) 16,036,000 equity shares were issued without payment being received in cash pursuant to the scheme of arrangement of merger of the Solar EPC ("S-EPC") business of Sterling and Wilson Private Limited along with certain subsidiaries engaged in the S-EPC business with the Holding Company.

b) 3,558 equity shares were issued without payment being received in cash on conversion of loan to equity.

(F) Employee stock option

On 27 March 2019, the Board of Directors of the Company proposed the Scheme for Employee Stock Option Plan ('ESOP' or 'Scheme') which was approved by the Shareholders on 30 May 2021 and grant of the stock options was approved by Nomination and Remuneration Committee effective 15 July 2021. Pursuant to Scheme the Company has granted and has reserved 1,301,213 new stock grants to eligible employees, the exercise price of these ESOP is ₹ 238 per share and the same would get vested in 4 annual tranches of 25% each, commencing one year from date of grant, i.e. 15 July 2021. Refer note 45 for disclosure on share based payments.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

21 Other equity

Particulars	Note	31 March 2024	31 March 2023
Capital reserve on demerger	(i)	(181.74)	(181.74)
Capital redemption reserve*	(ii)	0.00	0.00
Securities premium reserve	(iii)	2,559.60	1,087.12
Employee stock option reserve	(iv)	5.97	7.03
Retained earnings	(v)	297.24	211.10
Effective portion of cash flow hedge	(vi)	(1.27)	3.72
Foreign currency translation reserve	(vii)	(22.56)	22.79
		2,657.24	**1,150.01**

	Particulars	31 March 2024	31 March 2023
(i)	**Capital reserve on demerger**		
	Balance as at the beginning of the year	(181.74)	(181.74)
	Balance as at the end of the year	**(181.74)**	**(181.74)**
(ii)	**Capital redemption reserve***		
	Balance as at the beginning of the year	0.00	0.00
	Balance as at the end of the year	**0.00**	**0.00**
(iii)	**Securities premium reserve**		
	Balance as at the beginning of the year	1,087.12	1,087.12
	Add: Addition during the year (net of share issue expenses)	1,470.37	-
	Add: Transfer from Employee stock option reserve	2.11	-
	Balance as at the end of the year	**2,559.60**	**1,087.12**
(iv)	**Employee stock option reserve**		
	Balance as at the beginning of the year	7.03	3.71
	Less: transfer to retained earnings on lapse of stock options	(0.67)	-
	Add: Addition during the year	(0.39)	3.32
	Balance as at the end of the year	**5.97**	**7.03**
(v)	**Retained earnings**		
	Balance as at the beginning of the year	211.10	566.64
	Add: (Loss) / Profit for the year	87.25	(355.02)
	Add: ESOP reserve	0.67	-
	Less: Remeasurements of defined benefit liability, net of tax (refer note (viii) below)	(1.78)	(0.52)
	Balance as at the end of the year	**297.24**	**211.10**
(vi)	**Effective portion of cash flow hedge**		
	Balance as at the beginning of the year	3.72	(15.25)
	Gain/(losses) on hedging instruments in cash flow hedges, net of tax	(5.22)	34.47
	Effective portion of (gain)/losses on hedging instruments in cash flow hedges reclassified to profit or loss, net of tax	0.23	(15.50)
	Balance as at the end of the year	**(1.27)**	**3.72**
(vii)	**Foreign currency translation reserve**		
	Balance as at the beginning of the year	22.79	21.78
	Add: Exchange difference on translation of foreign operations arisen during the year	(45.35)	1.01
	Balance as at the end of the year	**(22.56)**	**22.79**
	Total	**2,657.24**	**1,150.01**

*Amount less than ₹ 0.01 crore

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Notes:

(i) Capital reserve on demerger

The Company's capital reserve on demerger is on account of the difference between the net assets and liabilities taken over relating to the Solar-EPC business pursuant to the scheme of arrangement.

(ii) Capital redemption reserve

Capital redemption reserve comprises of an amount equal to nominal value of Class B share bought back out of free reserves of Sterling & Wilson - Waaree Private Limited ('SWWPL'), SWWPL has been merged with the Company effective from 1 April 2020. Capital redemption reserve is created out of profits available for distribution towards buy back of equity share of the SWWPL. This reserve can be used for the purpose of issue of Bonus shares.

(iii) Securities Premium reserve

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

(iv) Employee stock option reserve

Employee stock option reserve represents the cumulative amounts charged to profit in respect of employee share option arrangements where the scheme has not yet been settled by means of an award of shares to employees.

(v) Retained earnings

Retained earnings are the profits / (losses) that the Company has incurred / earned till date, less any transfers to general reserve, dividends or other distributions paid to the shareholders of the Company and also includes remeasurements of defined benefit liability, net of tax.

(vi) Effective portion of cash flow hedge

The Company has designated its hedging instruments as cash flow hedges and any effective portion of cash flow hedge is maintained in the said reserve. In case the hedging becomes ineffective, the amount is recognised in the standalone statement of profit and loss. On settlement of the hedging instruments, the balance is re-cycled to the standalone statement of profit and loss.

(vii) Foreign currency translation reserve

These comprise of all exchange differences arising from translation of financial statements of foreign operations.

Analysis of accumulated Other comprehensive income, net of tax

(viii) Remeasurement of Defined Benefit Liability

Particulars	31 March 2024	31 March 2023
Opening balance	(2.20)	(1.68)
Gain / (Loss) on remeasurement of defined benefit liability, net of tax	(1.78)	(0.52)
Closing balance	**(3.98)**	**(2.20)**

22 Borrowings (Non-current)

Particulars	31 March 2024	31 March 2023
Secured		
Term loans from Bank (refer note (a) below)	403.04	800.00
Less: Current maturities of term loans from banks	(156.83)	(100.00)
	246.21	**700.00**
Term loans from financial institution (refer note (b) below)	-	100.00
Less: Current maturities of term loans from financial institution	-	(100.00)
	-	-
	246.21	**700.00**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Details of the security and repayment terms :

(a) Term loan from bank aggregating to ₹ 275.00 crore (31 March 2023: ₹ 300.00 crore) are secured by first pari passu charge over current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company and the remaining term loans from banks with carrying amount aggregating to ₹ 128.04 crore (31 March 2023: ₹ 500.00 crore) are secured by second pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. The loans carry variable interest rate ranging from 8.20% p.a. to 11.50% p.a (31 March 2023: 8.20% to 9.50% p.a.) As at 31 March 2024, the Company has placed fixed deposits amounting to ₹ 75.00 crore with a scheduled commercial bank earmarking the same toward repayment of loan instalments upto November 2024. Balance debt post November 2024 amounting to ₹ 328.04 crore will be paid in instalments ranging from ₹ 10.25 crore to ₹ 25.00 crore commencing from December 2024 upto October 2026.

(b) Term loan from a financial institution with carrying amount ₹ Nil (31 March 2023: ₹ 100.00 crore) is secured by second pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. The loan carries an interest rate of 10.90% p.a. to 12.55% p.a.

(c) There are no continuing default as at the balance sheet date in the payment of interest and repayment of principal. The delays in the payment of interest and repayment of principal during the current year were made good before the balance sheet date, refer note 53(c)(ii) and note 56.

(d) There are no charges or satisfaction which are to be registered with Registrar of Companies beyond the statutory period.

23 Provisions (Non-current)

Particulars	31 March 2024	31 March 2023
Provision for employee benefits		
Gratuity (refer note 44)	16.51	14.02
	16.51	**14.02**

24 Borrowings (Current)

Particulars	31 March 2024	31 March 2023
Secured		
Cash credit loan (refer note (a) below)	-	42.08
Working capital loan from banks (refer note (b) and (c) below)	25.00	241.42
Loan from bank (refer note (d) below)	-	600.00
Current maturities of term loans from banks (refer note 22 (a) above)	156.83	100.00
Current maturities of term loans from financial institution (refer note 22 (b) above)	-	100.00
Unsecured		
Commercial papers (refer note (e) below)	-	9.60
Loan from related parties (refer note (f) below)	-	0.20
Supplier credit facilities (refer note (g) below)	48.62	46.88
	230.45	**1,140.18**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Details of the security and repayment terms :

(a) Secured cash credit facilities from banks under consortium arrangement with carrying amount as at 31 March 2024 of ₹ Nil (31 March 2023: ₹ 42.08 crore) are secured by first pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. The Cash credit is repayable on demand and carries a variable interest rate of Nil (31 March 2023: 8.55% p.a. to 12.50% p.a.).

(b) Secured working capital loans from bank amounting to ₹ 25.00 crore (31 March 2023: Nil) is secured by fixed deposits and is repayable on demand. It carries an interest rate of 4.75% p.a.

(c) Working capital loans with carrying amount Nil (31 March 2023: ₹ 241.42 Crore) are secured by first pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. The loans carry a variable interest rate of Nil (31 March 2023 : 8.50% p.a. to 12.50% p.a.). Working Capital Loans are availed for a period of 7-180 days based on sanctioned terms and conditions. These loans were repaid during the year.

(d) Secured working Capital term loans from banks with carrying amount Nil (31 March 2023: ₹ 600.00 crore) are secured by second pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. These loans carry variable interest rate Nil (31 March 2023 : 8.90% p.a. to 9.60% p.a.) These loans were repaid during the year.

(e) Unsecured unlisted commercial paper having carrying amount as at 31 March 2024 of Nil (31 March 2023: ₹ 9.60 crore - discount rate of 9.50% - repaid on 14 September 2023). The loan is repaid during year.

(f) Unsecured loan from Esterlina Solar Engineers Private Limited with carrying amount ₹ Nil (31 March 2023: ₹ 0.20 crore) carries a fixed interest of 11.00% p.a.. The loan is repaid during year.

(g) Supplier credit facilities with carrying amount ₹ 48.62 crore (31 March 2023: ₹ 46.88 crore) are unsecured and carries an interest rate of 12.50% p.a. to 12.90% p.a. (31 March 2023: 12.80% p.a.) and is repayable within 120 days from draw down date.

(h) There are no charges or satisfaction which are to be registered with Registrar of Companies beyond the statutory period.

(i) The Company has been sanctioned working capital loan from banks on the basis of security of current assets and moveable fixed assets (excluding leasehold improvements and capital work-in-progress). The Company in this regard has been duly submitting with all such banks from whom such facilities are taken, the quarterly statements as per the terms of the sanction. The said quarterly statements are in agreement with the books of account of the Company of the respective quarters at the point of time of reporting.

25 Trade payables

Particulars	31 March 2024	31 March 2023
Total outstanding dues of micro and small enterprises	54.19	9.72
Total outstanding dues of creditors other than micro and small enterprises	1,178.07	315.05
Acceptances *	-	4.14
	1,232.26	**328.91**

*Acceptances are repayable within a period of 180 days from the date of acceptance.

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, there are outstanding dues to the Micro and Small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	31 March 2024	31 March 2023
The principal amount remaining unpaid to any supplier as at the end of each accounting year	54.19	9.72
Interest due thereon	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the each accounting year	4.56	4.59
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	Nil	Nil

Ageing for trade payables outstanding as at 31 March 2024 is as follows:

Particulars	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - Micro enterprises and small enterprises	-	28.68	24.24	0.63	0.56	0.08	54.19
Undisputed dues - Others	443.81	459.02	231.26	28.08	3.49	12.41	1,178.07
	443.81	**487.70**	**255.50**	**28.71**	**4.05**	**12.49**	**1,232.26**

Ageing for trade payables outstanding as at 31 March 2023 is as follows:

Particulars	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - Micro enterprises and small enterprises	-	0.01	6.26	1.90	0.57	0.98	9.72
Undisputed dues - Others	106.38	77.67	59.84	15.35	31.54	24.27	315.05
Acceptances	-	4.14	-	-	-	-	4.14
	106.38	**81.82**	**66.10**	**17.25**	**32.11**	**25.25**	**328.91**

26 Derivatives

Particulars	31 March 2024	31 March 2023
Foreign currency forward exchange contract liabilities	1.28	-
	1.28	**-**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

27 Other financial liabilities

Particulars	31 March 2024	31 March 2023
To related parties		
Payable on transfer of liabilities *	1.36	1.36
Other payables **	26.82	6.60
Employee benefits payable	-	0.26
To parties other than related parties		
Interest accrued and due :		
- to micro enterprises and small enterprises (refer note 25)	4.56	4.59
Interest accrued and not due		
- to others	-	0.54
- to banks	2.62	2.62
Employee expense payable	1.35	3.02
Employee benefits payable	12.24	15.01
Other payables ***	214.37	121.33
	263.32	**155.33**

* Payable on account of transfer of branch w.e.f 1 January 2019

** Payable to subsidiary towards legal fees, corporate guarantee commission and reimbursement of expenses

*** Include share of loss in partnership firm recognised, encashment of bank guarantee of vendor and amount payable to promoters

28 Other current liabilities

Particulars	31 March 2024	31 March 2023
To parties other than related parties		
Advances from customers	941.62	498.59
Statutory dues payable	4.69	7.06
	946.31	**505.65**

29 Provisions (current)

Particulars	31 March 2024	31 March 2023
Provision for employee benefits		
Gratuity (refer note 44)	1.11	0.33
Compensated absences (refer note 44)	22.13	21.52
Other provisions		
Provision for liquidated damages (refer note 54)	10.79	1.06
Provision for foreseeable loss/onerous contracts	0.22	2.91
Provision for warranties	1.53	-
Others	-	2.07
	35.78	**27.89**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Provision for liquidated damages: Liquidated damages are contractual obligations affecting the contract revenue in case of the works contracts with customers arising as a result of penalties from delays caused in the completion of a contract or performance obligations.

Provision for foreseeable loss/onerous contracts: In case of construction contracts, when it is probable that total contract costs will exceed total contract revenue, the expected loss (foreseeable loss) is recognised as an expense immediately in the statement of profit and loss.

Provision for warranties: The warranty provision represents management's best estimate of the Company's liability under warranties granted on certain products supplied under a contract, based on prior experience and industry averages.

Others: Others include provision made towards Corporate social responsibility as per the requirements of Companies Act, 2013.

Provision for:	Liquidated damages	Foreseeable loss	Warranties	Others
As at 1 April 2023	1.06	2.91	-	2.07
Add: Additions during the year (including foreign exchange adjustments)	10.79	-	1.53	-
Less: Write back / Utilisation during the year (including foreign exchange adjustments)	(1.06)	(2.69)	-	(2.07)
As at 31 March 2024	**10.79**	**0.22**	**1.53**	**-**
As at 1 April 2022	**129.38**	**-**	**-**	**4.76**
Add: Additions during the year (including foreign exchange adjustments)	1.06	2.91	-	-
Less: Write back / Utilisation during the year (including foreign exchange adjustments)	(129.38)	-	-	(2.69)
As at 31 March 2023	**1.06**	**2.91**	**-**	**2.07**

30 Current tax liabilities (net)

Particulars	31 March 2024	31 March 2023
Provision for current tax	0.53	4.91
	0.53	**4.91**

31 Revenue from operations

Particulars	31 March 2024	31 March 2023
Sale of services		
Income from works contracts	2,526.78	1,287.94
Revenue from operation and maintenance services	179.16	168.66
Other operating income		
Sale of scrap	0.22	1.31
	2,706.16	**1,457.91**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

32 Other income

Particulars	31 March 2024	31 March 2023
Interest income under the effective interest method on:		
- deposits with banks	3.74	3.73
- other receivable and loan to subsidiaries and fellow subsidiaries	179.68	82.41
- loan to employees	0.06	0.05
- income tax refund	3.97	-
Expected credit loss on financial assets no longer required	-	31.58
Mark-to-market gains on derivative instruments (net)	0.23	15.50
Liabilities no longer required	21.78	59.83
Export incentive	0.01	1.19
Foreign exchange gain (net)	34.57	-
Profit on sale of property, plant and equipments (net)	0.06	0.06
Other miscellaneous income*	26.81	19.91
	270.91	**214.26**

*includes guarantee commission recovered from related parties

33 Cost of construction materials, stores and spare parts

Particulars	31 March 2024	31 March 2023
Inventory of materials at the beginning of the year	0.43	2.76
Add: Purchase during the year	1,919.71	898.21
Less : Inventory of materials at the end of the year	-	0.43
	1,920.14	**900.54**

34 Change in inventory of stock-in-trade

Particulars	31 March 2024	31 March 2023
Inventory of stock-in-trade at the beginning of the year	1.14	1.14
Inventory of stock-in-trade at the end of the year	1.14	1.14
Increase / Decrease in inventory	-	-

35 Direct project costs

Particulars	31 March 2024	31 March 2023
Communication expenses	1.30	1.65
Stores and spare parts consumed	8.43	7.01
Legal and professional fees	7.79	10.86
Printing and stationery expenses	0.54	0.38
Insurance costs	18.74	5.17
Repairs and maintenance - others	3.01	7.12
Selling and marketing expenses	-	6.34
Traveling and conveyance expenses	3.51	4.67

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	31 March 2024	31 March 2023
Rent (refer note 52)	19.28	22.86
Rates and taxes	0.66	0.56
Electricity, power and fuel	3.25	5.61
Bank charges	79.73	32.40
Provision for foreseeable loss	(3.11)	3.93
Security Charges	20.64	21.46
Miscellaneous expenses	16.96	50.44
	180.73	**180.46**

Employee benefits expense

Particulars	31 March 2024	31 March 2023
Salaries, wages and bonus	64.66	83.81
Contribution to provident fund and other funds (refer note 44)	3.04	4.85
Staff welfare expenses	3.37	9.24
	71.07	**97.90**
Sub-contractor expenses	270.86	411.18
	522.66	**689.54**

36 Employee benefits expense*

Particulars	31 March 2024	31 March 2023
Salaries, wages and bonus	114.72	118.44
Contribution to provident fund and other funds (refer note 44)	6.22	9.13
Gratuity (refer note 44)	3.22	5.47
Compensated absences (refer note 44)	7.18	5.84
Staff welfare expenses#	3.71	5.18
	135.05	**144.06**

* Salaries, wages and bonus, Contribution to funds and Staff welfare expenses are net of ₹ 71.07 crore (31 March 2023: ₹ 97.90 crore), which pertain to site staff and are transferred to Direct project cost.

Includes ₹ 1.08 crore (31 March 2023: ₹ 2.04 crore) towards share based payments to employees, (Refer note 45)

37 Finance costs

Particulars	31 March 2024	31 March 2023
Interest expense		
- on secured loans	140.52	99.16
- on unsecured loans	19.11	3.34
- on lease liabilities	2.74	1.20
- on others	21.56	13.03
Other borrowing costs	8.46	24.37
	192.39	**141.10**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

38 Depreciation and amortisation expense

Particulars	31 March 2024	31 March 2023
Depreciation on property, plant and equipment	4.16	4.36
Depreciation on Right-of-use assets	4.37	1.30
Amortisation of intangible assets	0.93	1.03
	9.46	**6.69**

39 Other expenses

Particulars	31 March 2024	31 March 2023
Communication expenses	2.78	0.88
Stores and spare parts consumed	0.25	1.28
Legal and professional fees	7.59	16.25
Printing and stationery expenses	0.41	0.27
Insurance costs	5.05	2.74
Repairs and maintenance - others	7.06	10.37
Selling and marketing expenses	0.08	0.78
Traveling and conveyance expenses	7.34	9.42
Rent (refer note 52)	1.05	6.29
Rates and taxes	0.96	2.75
Electricity, power and fuel	0.69	0.42
Payment to auditors (refer note (a) below)	2.00	1.78
Property, plant and equipment written off	0.08	-
Donation	-	0.10
Business support services charges	4.71	5.05
Bank charges (net)	7.27	2.35
Security Charges	0.16	0.11
Corporate social responsibility expenses (refer note 48)	-	0.56
Loans and advances written off	3.35	-
Bad debts written off	-	0.58
Share of loss in partnership firm	5.67	56.59
Expected credit loss on financial assets	9.80	14.90
Miscellaneous expenses	7.61	3.74
	73.91	**137.21**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

(a) Payment to auditors#

Particulars	31 March 2024	31 March 2023
As auditor		
Statutory audit	1.40	1.14
In other capacity		
Tax audit	0.05	0.05
Taxation services	0.27	0.37
Certification services	0.25	0.08
Reimbursement of expenses	0.03	0.06
Others*	-	0.08
	2.00	**1.78**

Excluding fees of ₹ 1.15 crore (plus taxes ₹ 0.21 crore) for services towards Qualified Institutional Placement issue that is charged to Securities Premium Reserve being share issue expenses.

*Paid to Deloitte Touche Tohmatsu India LLP for services provided upto 30 September 2022.

40 Tax Expenses

a) Amount recognised in the Standalone statement of profit and loss

Particulars	31 March 2024	31 March 2023
Current tax expense :		
Current year	2.27	6.00
Changes in estimate related to prior years	1.11	2.05
	3.38	**8.05**
Deferred tax charge :		
Origination and reversal of temporary differences	32.83	-
	32.83	**-**
Tax expenses for the year	**36.21**	**8.05**

b) Income tax recognised in other comprehensive income

Particulars	As at 31 March 2024		
	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to Standalone statement of profit or loss			
Remeasurement (losses) on post employment defined benefit plan	(2.38)	0.60	(1.78)
Items that will be reclassified to Standalone statement of profit or loss			
Effective portion of (losses) on hedging instruments in cash flow hedges	(5.22)	-	(5.22)
Effective portion of losses on hedging instruments in cash flow hedges reclassified to profit or loss	0.23	-	0.23
Exchange differences in translating financial statements of foreign operations	(45.35)	-	(45.35)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	As at 31 March 2023		
	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to Standalone statement of profit or loss			
Remeasurement (losses) on post employment defined benefit plan	(0.52)	-	(0.52)
Items that will be reclassified to Standalone statement of profit or loss			
Effective portion of (losses) on hedging instruments in cash flow hedges	39.59	(5.13)	34.46
Effective portion of losses on hedging instruments in cash flow hedges reclassified to profit or loss	(15.50)	-	(15.50)
Exchange differences in translating financial statements of foreign operations	1.01	-	1.01

c) Reconciliation of effective tax rate

Particulars	31 March 2024	31 March 2023
Profit / (Loss) before tax	123.46	(346.97)
Tax using the Company's domestic tax rate 25.168% (31 March 2023: 25.168%)	31.07	(87.33)
Tax effect of:		
Current year losses on which deferred tax is not recognised	-	72.83
Non-deductible expenses	1.77	20.50
Tax relating to previous period	1.11	2.05
Others	1.66	-
Effective tax amount	**35.61**	**8.05**

d) The major components of deferred tax (liabilities) / assets arising on account of timing differences are as follows:

Movement in deferred tax balances for the year ended 31 March 2024

Particulars	Balance as on 1 April 2023	Recognised in profit or loss during the year	Other adjustments/ Forex	Recognised in OCI during the year	Balance as at 31 March 2024
Difference between written down value of fixed assets as per the books of accounts and Income Tax Act,1961	(0.01)	0.11	-	-	0.10
Carryforward business loss	79.73	(39.34)	-	-	40.39
Unabsorbed depreciation	3.28	(1.94)	-	-	1.34
Expected credit loss on financial assets	9.49	(2.35)	-	-	7.14
Provision for warranty	-	0.39	-	-	0.39
MSME disallowance u/s 43B	-	6.37	-	-	6.37
Employee benefits	7.28	2.00	-	0.60	9.88
Amortisation of expenses on merger	(0.01)	0.01	-	-	-
Provision for liquidated damages	-	2.72	-	-	2.72
Amortisation of preliminary expenses*	0.00	(0.00)	-	-	-
Other adjustments	0.84	(0.81)	-	-	0.03
Net deferred tax asset	**100.60**	**(32.83)**	**-**	**0.60**	**68.36**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Movement in deferred tax balances for the year ended 31 March 2023

Particulars	Balance as on 1 April 2022	Recognised in profit or loss during the year	Other adjustments/ Forex	Recognised in OCI during the year	Balance as at 31 March 2023
Difference between written down value of fixed assets as per the books of accounts and Income Tax Act,1961	0.01	(0.02)	-	-	(0.01)
Carry forward business loss	43.10	36.63	-	-	79.73
Unabsorbed depreciation	3.27	0.01	-	-	3.28
Expected credit loss on financial assets	13.68	(4.19)	-	-	9.49
Employee benefits	8.35	(1.07)	-	-	7.28
Provision for mark to market losses on derivative instruments	5.13	0.01	-	(5.14)	-
Amortisation of expenses on merger*	(0.01)	0.00	-	-	(0.01)
Provision for liquidated damages	29.53	(29.53)	-	-	-
Amortisation of preliminary expenses*	0.00	(0.00)	-	-	-
Other adjustments	2.67	(1.83)	-	-	0.84
Net deferred tax asset	105.73	0.01	-	(5.14)	100.60

* Amount less than ₹ 0.01 crore

Deferred tax assets for the carry forward of unused tax losses and unabsorbed depreciation are recognised as it is probable that future taxable profits will be available against which the unused tax losses and unabsorbed depreciation can be utilised.

e) Unrecognised deferred tax assets

Deferred tax assets have not been recognised during the year in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom:

Particulars	31 March 2024		31 March 2023	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Carry forward losses (Expiring in FY 2030-31)	282.63	71.13	289.64	72.90
Unabsorbed depreciation (Never expiring)	5.33	1.34	5.44	1.37
Total	**287.96**	**72.47**	**295.08**	**74.27**

As included in the table above, the Company, is subject to income tax in accordance with the Income Tax Act, 1961. Since the Company had incurred losses in the previous years, the Management has decided not to consider the potential deferred tax assets arising from carry forward tax losses on a conservative basis.

Tax losses carried forward

Particulars	31 March 2024	31 March 2023
Expiring	430.06	593.60
Never expiring	18.38	18.48

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

41 Earnings per share

Particulars		For the year ended 31 March 2024	For the year ended 31 March 2023
Basic and diluted earnings per share			
Numerator:			
(Loss) / Profit after tax attributable to equity shareholders	A	87.25	(355.02)
Denominator:			
Calculation of weighted average number of equity shares			
Number of equity shares at the beginning of the year		189,693,333	189,693,333
Add: Issued during the year		43,508,984	-
Number of equity shares outstanding at the end of the year		233,202,317	189,693,333
Weighted average number of equity shares outstanding during the year (based on date of issue of shares)			
Basic EPS	B	202,616,335	189,693,333
Diluted EPS	C	202,969,660	189,693,333
Basic earnings per share (₹)	A / B	4.31	(18.72)
Diluted earnings per share (₹)	A / C	4.30	(18.72)
Face value per share		1.00	1.00

Notes:

The Company had incurred losses in the previous year and accordingly, the effect of potential equity shares to be issued would be anti-dilutive for 31 March 2023.

42 Financial ratios

Ratios	Definition of ratio	31 March 2024	31 March 2023	Change	% Change	Reason for variance
Current ratio (times)	Current assets / Current liabilities	1.34	1.61	(0.27)	-16.69%	
Debt-equity ratio (times)	Borrowings / Total equity	0.18	1.57	(1.39)	-88.67%	Refer note (a)
Debt service coverage ratio (times)	Profit / Loss before depreciation and amortisation, Finance cost and Tax / ((Finance cost) + (Current borrowings excluding Cash credit, Working capital loan from banks and Supplier credit facilities))	0.93	(0.21)	1.14	-543.59%	Refer note (b)
Return on equity ratio (%)	Net profit / (loss) after tax / Average Total equity	4.53%	-26.59%	31.12%	-117.04%	Refer note (c)
Inventory turnover ratio (times)	Cost of construction materials, stores and spare parts +Purchases of stock in trade / Average value of inventory	N.A	N.A	N.A	N.A	
Trade receivables turnover ratio (times)	Revenue from operations / Average trade receivables	4.52	2.57	1.95	76.06%	Refer note (d)
Trade payables turnover ratio (times)	Total expenses excluding employee benefits expenses, finance costs and depreciation and amortisation expense / Average trade payables	3.22	1.84	1.38	75.00%	Refer note (e)
Net capital turnover ratio (times)	Revenue from operations / Working capital (excluding borrowings)	2.35	0.59	1.76	298.31%	Refer note (f)
Net profit ratio (times)	Profit after tax / Revenue from operations	0.03	(0.24)	0.27	-112.50%	Refer note (g)
Return on capital employed (%)	Earnings before interest and taxes / Average capital employed (Current assets - current liabilities excluding borrowings)	17.53%	-10.89%	28.42%	-260.97%	Refer note (h)
Return on investment	Not applicable	-	-	-	-	Refer note (i)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Notes

(a) Improvement in Debt Equity ratio is mainly on account of decrease in borrowings during the year along with an increase in equity base due to infusion by way of issuance of equity shares to Qualified Institutional Buyers (Refer note 56)

(b) Debt Service Coverage ratio has improved on account of positive EBITDA coupled with decrease in borrowings.

(c) Profit after tax for the year ended 31 March 2024 has improved the return on equity ratio.

(d) Increase in the turnover of the Company has led to an improvement in the trade receivable to turnover ratio.

(e) Increased procurement in the last quarter of the financial year led to an increase in the trade payable turnover ratio.

(f) The net capital turnover ratio has improved due to higher revenue and better employment of working capital.

(g) Profit after tax for the year ended 31 March 2024 as compared to loss in the previous year has led to an improved net profit ratio.

(h) Positive earnings before interest and taxes as compared to negative EBITDA in the pervious year has led to an improvement in this ratio.

(i) The Company does not have return bearing investments and hence the ratio is not applicable.

43 Contingent liabilities and commitments

	Particulars	31 March 2024	31 March 2023
Contingent liabilities			
(a)	**Claims against Company not acknowledged as debts (Refer note 54):**		
(i)	The Claim against the Company under Andhra Pradesh Goods and Services Tax Act, 2017, Rajasthan Goods and Services Tax Act, 2017, Gujarat Goods and Services Tax Act 2017 demanding tax, penalty and interest (₹ 1.85 crore paid under protest)*	345.04	345.04
(ii)	Demand raised by Income Tax authorities (₹ 2.87 crore paid under protest, previous year Nil)	14.14	14.14
(iii)	Demand raised by Egypt VAT inspection authority	-	30.95
(iv)	Liquidated damages not acknowledged as debt (net of provision)	325.36	495.95
		684.54	**886.08**

* The demand was raised on Sterling and Wilson Private Limited ('SWPL') by Authorities. However, Pursuant to the Scheme of Arrangement, the Business of the Company was held in trust by Sterling and Wilson Private Limited ('SWPL') with effect from 9 March 2017 till 28 March 2018 (the scheme become approved by Statutory Authorities). Accordingly, the contingent liability is considered in the books of the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	31 March 2024	31 March 2023
Capital commitments		
Capital Commitment towards partner's capital contribution in Sterling Wilson - SPCPL - Chint Moroccan Venture	0.01	0.01
Capital commitment (net of advances) for procurement of property, plant and equipment (net of advance of ₹ Nil)	0.01	0.32
	0.02	**0.33**

Other commitments

a) The Company has issued letters of undertakings to provide need based financial support to its subsidiaries Sterling and Wilson International Solar FZCO and Sterling and Wilson Saudi Arabia Limited.

b) The Company had issued corporate guarantee to Emirates NBD Bank PJSC, Dubai, ('Bank') and outstanding as at 31 March 2024 is AED 183.00 million (₹ 415.19 crore) (31 March 2023: AED 183.00 million (₹ 409.40 crore)) in respect of borrowing facility to be extended by Bank to the Company's subsidiary, Sterling and Wilson International Solar FZCO. The corporate guarantee shall be valid till 12 November 2024.

c) The Company had issued corporate guarantee to Union Bank of India, DIFC Branch ('UBI') and outstanding as at 31 March 2024 is USD 70.00 million (₹ 583.35 crore) (31 March 2023: USD 70.00 million (₹ 575.15 crore)) in respect of borrowing facility to be extended by the UBI to the Company's subsidiary, Sterling and Wilson International Solar FZCO. The corporate guarantee shall be valid till 1 March 2025.

d) The Company had signed Corporate Guarantee cum Indemnity Agreement dated 30 March 2022 with its wholly owned subsidiary Sterling and Wilson International FZCO in respect of the Indemnity Agreement signed by the Company with Shapoorji Pallonji and Company Private Limited, Khurshed Yazdi Daruvala (jointly the "Promoter Selling Shareholders") and Reliance New Energy Limited (formerly known as Reliance New Energy Solar Limited) and outstanding amount as at 31 March 2024 is USD 46.80 million (₹ 390.01 crore) (31 March 2023: USD 46.80 million (₹ 384.53 crore)). Also Refer Note 54.

e) The Company had issued surety bond dated 17 January 2023 to Atlantic Insurance Company, Intact Insurance Group USA LLC, and outstanding as at 31 March 2024 is USD 12.50 million (₹ 103.83 crore) (31 March 2023: USD 12.50 million (₹ 102.37 crore)) in respect of surety bond to be extended by Atlantic Insurance Company to the Company's step down subsidiary, Sterling and Wilson Solar Solutions Inc. The surety bond shall be valid till 16 January 2027.

f) A sub-contractor initiated arbitration proceedings against the Company and raised claim of USD 9.14 million (₹ 76.14 crore). The Company has filed counter claim of USD 3.96 million (₹ 32.99 crore). Also Refer Note 54.

g) The Hon'ble Supreme Court of India ("SC") by it's order dated 28 February 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

h) The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability, where applicable in its standalone financial statements. The Company's management does not reasonably expect that these legal notices, when ultimately concluded and determined, will have a material and adverse effect on Company's results of operations or financial condition.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

44 Employee Benefits

Defined contribution plan:

Contribution to provident fund and other funds aggregating to ₹ 9.26 crore (31 March 2023: ₹ 13.98 crore) is recognised as an expense and included in 'Employee benefits expenses'.

Defined benefit plan and long-term employee benefits:

General description

Gratuity (Defined benefit plan)

In accordance with Indian law, the Company has a defined benefit gratuity plan. Every employee in India who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn basic salary) for each completed year of service.

Compensated absences (Long-term employee benefits)

Long term leave wages are payable to all eligible employees at the rate of daily gross salary for each day of accumulated leave on death or on resignation or upon retirement.

Change in the present value of the defined benefit obligation

	Particulars	31 March 2024	31 March 2023
I	**Reconciliation of the present value of defined benefit obligation**		
	Balance at the beginning of the year	14.35	9.84
	Benefits paid	(2.36)	(2.20)
	Current service cost	2.13	1.44
	Past Service Cost- Vested Benefits	-	3.29
	Net Interest cost	1.08	0.72
	Liability transferred in / acquisitions	0.06	0.73
	Liability transferred out / divestments*	(0.01)	(0.00)
	Actuarial (gains) losses recognised in other comprehensive income		
	- changes in demographic assumptions	(0.15)	-
	- changes in financial assumptions	2.00	(0.40)
	- experience adjustments	0.52	0.93
	Balance at the end of the year	**17.62**	**14.35**
II	**Amount recognised in the standalone statement of profit and loss under employee benefits expense**		
	Current service cost	2.13	1.44
	Net interest cost	1.08	0.72
	Additional charge recognised during the year	0.01	3.31
		3.22	**5.47**
III	**Remeasurement recognised in other comprehensive income**		
	Actuarial gains on obligation for the year	(2.38)	(0.52)
		(2.38)	**(0.52)**
IV	**Maturity profile of defined benefit obligation**		
	Within next 12 months	1.11	0.33
	Between 1 and 5 years	4.60	2.66
	Above 5 years	36.10	43.90

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	31 March 2024	31 March 2023
V Actuarial assumptions:		
Discount rate	7.21%	7.53%
Salary escalation	8.00%	7.00%
Employee turnover	Service < 5 : 33% Service>=5 : 5%	Service < 5 : 14% Service>=5 : 2%
Mortality tables	Indian assured lives mortality (2012-14) (Urban)	Indian assured lives mortality (2012-14) (Urban)
Weighted average duration of the projected benefit obligation	11 years	15 years

VI Sensitivity Analysis

The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting year, while holding all other assumptions constant.

	Defined Benefit Plan	
	31 March 2024	31 March 2023
Defined Benefit Obligation - Discount rate + 100 basis points	(1.55)	(1.65)
Defined Benefit Obligation - Discount rate - 100 basis points	1.81	1.98
Defined Benefit Obligation - Salary escalation rate + 100 basis points	1.78	1.97
Defined Benefit Obligation - Salary escalation rate - 100 basis points	(1.55)	(1.67)
Defined Benefit Obligation - Employee turnover + 100 basis points	(0.12)	0.05
Defined Benefit Obligation - Employee turnover - 100 basis points	0.14	(0.07)

The above sensitivity analysis have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

*Amount less than ₹ 0.01 crore

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The Company's liability on account of gratuity is not funded and hence the disclosures relating to the planned assets are not applicable to the Company.

Compensated absences

Compensated absences for employee benefits of ₹ 7.18 crore (31 March 2023: ₹ 5.84 crore) expected to be paid in exchange for the services is recognised as an expense during the year.

45 Share based payments

On 27 March 2019, the Board of Directors of the Company proposed the Scheme for Employee Stock Option Plan ('ESOP' or 'Scheme') which has been approved by the Shareholders on 30 May 2021 and grant of the stock options was approved by Nomination and Remuneration Committee effective 15 July 2021. Pursuant to Scheme the Company has granted and has reserved 1,301,213 new stock grants to eligible employees, the exercise price of these ESOP is ₹ 238 per share and the same would get vested in 4 annual tranches of 25% each, commencing one year from date of grant, i.e. 15 July 2021. The employees can avail the ESOPs within four years from the date of vesting of each tranches.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	31 March 2024	31 March 2023
Options granted and outstanding at the beginning of the year	1,282,788	1,301,213
Options granted during the year	-	-
Options exercised during the year	281,319	-
Options lapsed during the year	(117,601)	(18,425)
Options granted and outstanding at the end of the year	883,868	1,282,788

During the year ended, the Company has debited to the Statement of Profit and Loss ₹ 1.08 crore (31 March 2023: ₹ 2.04 crore) towards the stock options granted to their employees, pursuant to the Scheme.

The Fair value has been calculated using the Black-Scholes Option Pricing Model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

Particulars	31 March 2024	31 March 2023
Risk-free interest rate	5.14% - 6.11%	5.14% - 6.11%
Expected life of options	4 years	4 years
Expected volatility	30% to 35%	30% to 35%
Expected dividend over the life of the options	4.50%	4.50%
Weighted average share price	396.50	318.50
Weighted average exercise price	238	238
Method used to determine expected volatility	Expected volatility is based on the historical volatility of the Company shares price applicable to the expected life option	Expected volatility is based on the historical volatility of the Company shares price applicable to the expected life option

46 Disclosure pursuant to section 186 of the Companies Act, 2013

A. Details of loans given by the Company are as follows:

Name of the entity	As at 1 April 2023	Conversion of loan to equity and interest accrued to loan (net)	Loan given during the year (refer note 50)	Loan repaid during the year (refer note 50)	Foreign exchange/ adjustment during the year	As at 31 March 2024
Sterling and Wilson International Solar FZCO (refer note 1 below)	1,222.04	-	890.04	(164.78)	20.73	1,968.03
Sterling and Wilson (Thailand) Limited (refer note 2 below)	0.13	-	-	-	-	0.13
Esterlina Solar Engineers Private Limited (refer note 3)*	(0.00)	-	-	-	0.00	-
Sterling Wilson - SPCPL - Chint Moroccan Venture (refer note 4 below)	38.07	-	2.80	(3.90)	-	36.97
Sterling and Wilson Solar LLC (refer note 5 below)*	(0.00)	-	-	-	0.00	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Name of the entity	As at 1 April 2022	Conversion of loan to equity and interest accrued to loan (net)	Loan given during the year (refer note 50)	Loan repaid during the year (refer note 50)	Foreign exchange/ adjustment during the year	As at 31 March 2023
Sterling and Wilson International Solar FZCO (refer note 1 below)	110.66	-	1,101.09	-	10.29	1,222.04
Sterling and Wilson (Thailand) Limited (refer note 2 below)	0.13	-	-	-	-	0.13
Esterlina Solar Engineers Private Limited (refer note 3)*	(0.00)	-	0.12	(0.12)	-	(0.00)
Sterling Wilson - SPCPL - Chint Moroccan Venture (refer note 4 below)	42.26	-	0.55	(4.73)	-	38.07
Sterling and Wilson Solar LLC (refer note 5 below)	-	-	70.36	(69.84)	0.52	(0.00)

*Amount less than ₹ 0.01 crore

Additional disclosure for loans given

Particulars	31 March 2024		31 March 2023	
	Amount of loans / advances in the nature of loan outstanding	% to the total loans and advances in the nature of loans	Amount of loans / advances in the nature of loan outstanding	% to the total loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	2,005.13	100%	1,260.24	100%
Total	**2,005.13**	**100%**	**1,260.24**	**100%**

Note 1: Sterling and Wilson International Solar FZCO

Particulars	31 March 2024	31 March 2023
Purpose of utilization of loan given to the entities	Working Capital	Working Capital
Loan repayment terms	Repayable on demand	Repayable on demand
Rate of Interest	9.50% p.a.	8% p.a. (upto 30 September 2022) 9.50% p.a. (from 01 October 2022 onwards)

Note 2: Sterling and Wilson (Thailand) Ltd.

Particulars	31 March 2024	31 March 2023
Purpose of utilization of loan given to the entities	Working Capital	Working Capital
Loan repayment terms	Repayable on demand	Repayable on demand
Rate of Interest	7.50% p.a.	7.50% p.a.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Note 3: Esterlina Solar Engineers Private Limited

Particulars	31 March 2024	31 March 2023
Purpose of utilization of loan given to the entities	NA	Working Capital
Loan repayment terms	NA	Repayable on demand
Rate of Interest	NA	11.00% p.a.

Note 4: Sterling Wilson - SPCPL - Chint Moroccan Venture

Particulars	31 March 2024	31 March 2023
Purpose of utilization of loan given to the entities	Working Capital	Working Capital
Loan repayment terms	Repayable on demand	Repayable on demand
Rate of Interest	11.00% p.a.	11.00% p.a.

Note 5: Sterling and Wilson Solar LLC

Particulars	31 March 2024	31 March 2023
Purpose of utilization of loan given to the entities	NA	Working Capital
Loan repayment terms	NA	Repayable on demand
Rate of Interest	NA	9.50% p.a.

B. Details of corporate guarantees given by the Company are as follows:

Name of the beneficiary	Purpose	As at 1 April 2023	Guarantees given during the year	Guarantees expired/ released during the year	Adjustment on account of exchange difference	As at 31 March 2024
Sterling and Wilson International Solar FZCO (Also Refer note 43 - Other commitments)	Borrowing facility	1,602.32	-	233.57	19.81	1,388.56
Sterling and Wilson Solar Solutions Inc. (Also Refer note 43 - Other commitments)	Borrowing facility	102.37	-	-	1.46	103.83

Name of the beneficiary	Purpose	As at 1 April 2022	Guarantees given during the year	Guarantees expired/ released during the year	Adjustment on account of exchange difference	As at 31 March 2023
"Sterling and Wilson International Solar FZCO (Also Refer note 43 - Other commitments)	Borrowing facility	1,401.06	139.68	45.35	106.93	1,602.32
Sterling and Wilson Solar Solutions Inc. (Also Refer note 43 - Other commitments)	Borrowing facility	-	102.37	-	-	102.37

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

C. Utilisation of Borrowed Funds and Share Premium

a) To the best of our knowledge and belief, other than the details mentioned below, the Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) To the best of our knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Details of loans given by the Company to its subsidiary, being an intermediary during the year:

Name of Company	Relationship with the Company	Nature of Transaction	Date	Amount
Sterling and Wilson International Solar FZCO	Subsidiary	Loan Given	Various Dates	890.04

Details of loans given by Sterling and Wilson International Solar FZCO, to its subsidiaries, during the year

Name of Company	Relationship with the Company	Nature of Transaction	Date	Amount
Sterling and Wilson Solar Australia Pty. Ltd.	Sub - Subsidiary	Loan Given	Various Dates	105.28
Sterling and Wilson Solar Solutions Inc.	Sub - Subsidiary	Loan Given	Various Dates	88.28
GCO Solar Pty. Ltd.	Sub - Subsidiary	Loan Given	Various Dates	11.21
				204.77

The above investments are in compliance with the relevant provisions of the Companies Act, 2013 and the transactions are not violative of the Prevention of Money Laundering Act, 2002 (15 of 2003)

47 Disclosure under Regulation 34(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Name of the entity and nature of transactions (loan given/ investment made/ guarantee given)	Purpose for which loan given/ investment made given to be utilised by the recipient	Balance as at		Movement during the year (net)	Maximum outstanding during the year	
		31 March 2024	31 March 2023		31 March 2024	31 March 2023
A. Investment in equity shares						
Sterling and Wilson (Thailand) Limited*		0.00	0.00	-	-	-
Sterling and Wilson Saudi Arabia Limited		1.78	1.78	-	-	-
Sterling and Wilson International Solar FZCO		369.28	369.28	-	-	-
Esterlina Solar Engineers Private Limited		0.01	0.01	-	-	-
Sterling and Wilson Solar LLC		1.92	1.92	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Name of the entity and nature of transactions (loan given/ investment made/ guarantee given)	Purpose for which loan given/ investment made given to be utilised by the recipient	Balance as at		Movement during the year (net)	Maximum outstanding during the year	
		31 March 2024	31 March 2023		31 March 2024	31 March 2023
B. Inter-corporate deposits/ Loans						
Sterling and Wilson International Solar FZCO	Working capital	1,968.03	1,222.04	745.99	1,968.03	1,222.04
Sterling Wilson - SPCPL - Chint Moroccan Venture	Working capital	36.97	38.07	(1.10)	40.84	42.80
Sterling and Wilson (Thailand) Limited	Working capital	0.13	0.13	-	0.13	0.13
Sterling and Wilson Solar LLC*	Working capital	-	0.00	(0.00)	0.00	70.36
Esterlina Solar Engineers Private Limited*	Working capital	-	0.00	(0.00)	0.00	0.12
C. Corporate guarantee issued						
Sterling and Wilson International Solar FZCO	Borrowing facility	1,388.56	1,602.32	(213.76)	-	-
Sterling and Wilson Solar Solutions Inc	Borrowing facility	103.83	102.37	1.46	-	-

*Amount less than ₹ 0.01 crore

48 Corporate social responsibility

As per Section 135 of the Act, a CSR committee has been formed by the Company. The funds are utilised during the year on the activities which are specified in Schedule VII of the Companies Act 2013. The utilisation is done by way of direct contribution towards various activities and activities conducted by the Company.

The details set below are for the amount spent by the Company.

Particulars	31 March 2024		
	In cash	Yet to be paid in cash	Total
A. Gross amount required to be spent by the Company during the year			-
B. Amount spent during the year ended 31 March 2024			
i) Installation of Solar Roof Top for Disable Solider Training Institute	0.32	-	0.32
ii) Installation of Solar Panels for Hospital	0.19	-	0.19
iii) Women Empowerment	0.68	-	0.68
iv) Development in rural area & provide education to the students	0.11	-	0.11
v) Financial assistance given to Covid affected people	0.28	-	0.28
vi) Renovation of Anganwadi School	0.06	-	0.06
vii) Installation of Water purifier in rural area	0.08	0.00	0.08
viii) Medical ,check up and Nutritional supplement distribution in rural area	0.28	0.01	0.29
ix) Other donation and contribution	0.08	-	0.08
	2.09	**0.01**	**2.10**
C. Related party transactions in relation to Corporate Social Responsibility			NIL
D. Provision movement during the year			
Opening balance as at 1 April 2023			2.10
Addition during the year			-
Utilised during the year			2.09
Closing balance as at 31 March 2024			0.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

E. Unspent amount

Particulars	Opening balance	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance
FY 2021-22	0.75	-	-	0.75	-
FY 2022-23	0.81	-	-	0.81	-
FY 2023-24	0.54	-	-	0.53	0.01
	2.10	**-**	**-**	**2.09**	**0.01**

Particulars	31 March 2023		
	In cash	Yet to be paid in cash	Total
A. Gross amount required to be spent by the Company during the year			0.56
B. Amount spent during the year ended 31 March 2024			
i) Installation of Water purifier in rural area	0.00	0.09	0.09
ii) Medical check up and Nutritional supplement distribution in rural area	0.00	0.08	0.08
iii) Educational kits distribution in tribal area	0.02	-	0.02
iv) Women Empowerment	0.00	0.16	0.16
v) Other donation and contribution	0.00	0.21	0.22
	0.02	**0.54**	**0.56**
C. Related party transactions in relation to Corporate Social Responsibility			NIL
D. Provision movement during the year			
Opening balance as at 1 April 2022			4.75
Addition during the year			0.54
Utilised during the year			3.19
Closing balance as at 31 March 2023			2.10

E. Unspent amount

Particulars	Opening balance	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance
FY 2020-21	1.56	-	-	0.81	0.75
FY 2021-22	3.19	3.19	-	2.38	0.81
FY 2022-23*	-	-	0.56	0.02	0.54
	4.75	**3.19**	**0.56**	**3.21**	**2.10**

*In respect of on-going projects, the Company has transferred the unspent Corporate Social Responsibility (CSR) amount as at the balance sheet date out of the amounts that was required to be spent during the year, to a special account in compliance with the provision of the sub section (6) of Section 135 of the said Act till the date of signing of the financial statements i.e. 20 April 2023.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

49 Disclosure under Ind AS 115 - Revenue from Contracts with Customers

A) The Company undertakes Engineering, Procurement and Construction business. The ongoing contracts with customers are for Solar utility and Rooftop Project. The type of work in these contracts involve construction, engineering, designing, supply of materials, development of system, installation, project management, operations and maintenance etc.

B) Disaggregation of revenue from contracts with customers

Revenue from contracts with customers is disaggregated by primary geographical area and the type of contract of revenue recognition. Disaggregated revenue with the Company's reportable segments is given in the note 51.

C) Reconciliation of contract assets and liabilities

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Contract assets*		
Unbilled receivables		
Contract assets at the beginning of the year	391.59	561.58
Add: Revenue recognised during the year	2,418.50	1,320.46
Less: Billing during the year	(1,836.86)	(1,490.45)
Contract assets as at the end of the year	**973.23**	**391.59**
Contract liabilities**		
Advance from customers		
Contract liabilities at the beginning of the year	498.59	383.46
Add: Addition during the year	730.47	251.27
Less: Applied during the year	(287.44)	(136.14)
Contract liabilities as at the end of the year	**941.62**	**498.59**

* The contract assets primarily relate to the Company's rights to consideration for performance obligation satisfied but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. Invoices are raised on the customers based on the agreed contractual terms and are collected within the due date from the date of invoicing as per the respective contracts.

** The contract liabilities primarily relates to the advances from customer towards on-going EPC projects. Revenue is recognised from the contract liability as and when such performance obligations are satisfied.

D) Reconciliation of revenue as per Ind AS 115

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Income from works contracts	2,558.36	1,383.82
Less: Adjustment during the year	(25.33)	-
Less: Liquidated damages provided during the year	(6.25)	(95.88)
Total	**2,526.78**	**1,287.94**
Revenue from operation and maintenance services	179.16	168.66
Add: Recognition of revenue towards free operation and maintenance period	-	-
Total	**179.16**	**168.66**
Other operating income	0.22	1.31
Adjustment on account of:		
Add: Adjustment during the year	-	-
Total	**0.22**	**1.31**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

E) Performance obligation

The Company is in the Solar EPC Solutions business. The ongoing contracts with customers are for solar utility projects. The type of work in these contracts involve construction, engineering, designing, supply of materials, development of system, installation, project management, operations and maintenance, etc.

The Company evaluates whether each contract consists of a single performance obligation or multiple performance obligations. Contracts where the Company provides a significant integration service to the customer by combining all the goods and services are concluded to have a single performance obligations. Contracts with no significant integration service, and where the customer can benefit from each unit on its own, are concluded to have multiple performance obligations. In such cases consideration is allocated to each performance obligation, based on standalone selling prices. Where the Company enters into multiple contracts with the same customer, the Company evaluates whether the contract is to be combined or not by evaluating factors such as commercial objective of the contract, consideration negotiated with the customer and whether the individual contracts have single performance obligations or not.

The Company recognises contract revenue over time as the performance creates or enhances an asset controlled by the customer. For such arrangements revenue is recognised using cost based input methods. Revenue is recognised with respect to the stage of completion, which is assessed with reference to the proportion of contract costs incurred for the work performed at the balance sheet date relative to the estimated total contract costs.

Any costs incurred that do not contribute to satisfying performance obligations are excluded from the Company's input methods of revenue recognition as the amounts are not reflective of our transferring control of the system to the customer. Significant judgment is required to evaluate assumptions related to the amount of net contract revenues, including the impact of any performance incentives, liquidated damages, and other forms of variable consideration.

If estimated incremental costs on any contract, are greater than the net contract revenues, the Company recognizes the entire estimated loss in the year/ period the loss becomes known. Variations in contract work, claims, incentive payments are included in contract revenue to the extent that may have been agreed with the customer and are capable of being reliably measured.

The Company recognises revenue from Operations and Maintenance services using the time-elapsed measure of progress i.e. input method on a straight line basis.

There is no revenue to be recognised in future related to performance obligations that are unsatisfied (or partially satisfied) as at 31 March 2024 and 31 March 2023, except as disclosed below.

The following table includes revenue to be recognised in future related to performance obligations that are unsatisfied (or partially satisfied) as at 31 March 2024 in respect of EPC contracts that have original expected duration of more than one year:

₹ in crore

31 March 2024	0-2 years	Total
Income from works contracts	6,579.21	6,579.21
	6,579.21	**6,579.21**

₹ in crore

31 March 2023	0-2 years	Total
Income from works contracts	1,924.31	1,924.31
	1,924.31	**1,924.31**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

F) Practical expedients:

Applying the practical expedient in paragraph 63 of Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if at contract inception it is expected that the period between when the entity transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

The Company applies practical expedient in paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations for EPC contracts that have original expected duration of one year or less.

50 Related party disclosures

A. Related parties and their relationship

Category of related parties	
A)	**Entities which exercise significant influence over the Company**
	Reliance New Energy Limited (wholly owned subsidiary of Reliance Industries Limited)
	Reliance Industries Limited (100% Holding Company of Reliance New Energy Limited) ('RIL')
	Shapoorji Pallonji and Company Private Limited ('SPCPL')
B)	**Entities over which any one of the entity mentioned in A above exercise significant influence or control (with which the Company has transactions and or balances)**
	Sterling and Wilson Private Limited
	Shapoorji Pallonji Infrastructure Capital Co Private Limited
	Shapoorji Pallonji Solar Holdings Private Limited
	Shapoorji Pallonji Energy Egypt S.A.E
	Shapoorji Pallonji Mideast L.L.C
	Reliance Corporate IT Park Limited
	Forbes and Company Limited
	Sterling and Wilson Middle East Solar Energy L.L.C.
	Sterling Generators Private Limited
	Forvol International Services Limited
	Sterling and Wilson Co-Gen Solutions Private Limited
	Sterling and Wilson Powergen FZE
	Reliance Jio Infocomm Limited
	Reliance Projects & Property Management Services Limited
C)	**Subsidiaries, direct and indirect holding**
	Sterling and Wilson International Solar FZCO
	Sterling and Wilson (Thailand) Limited
	Sterling and Wilson Saudi Arabia Limited
	Sterling and Wilson Middle East Solar Energy L.L.C.
	Sterling and Wilson Engineering (Pty) Limited
	Sterling and Wilson Singapore Pte Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

	Category of related parties
	Sterling and Wilson Kazakhstan LLP
	Sterling Wilson - SPCPL - Chint Moroccan Venture
	Esterlina Solar Engineers Private Limited
	Sterling and Wilson Solar Spain S.L.
	"Sterling and Wilson Renewable Energy Spain S.L. (formerly known as Esterlina Solar – Proyecto Diez, S.L.)"
	Sterling and Wilson Solar Solutions Inc.
	Sterling Wilson Solar Solutions LLC
	Sterling and Wilson International LLP
	Sterling and Wilson Solar Australia Pty. Ltd.
	Sterling and Wilson Solar Malaysia Sdn. Bhd. (upto 20 January 2023)
	Sterling and Wilson Renewable Energy Nigeria Limited (w.e.f 9 February 2023)
	Sterling and Wilson Solar LLC
	GCO Solar Pty. Ltd.
	Esterlina Solar – Proyecto Uno, S.L.
	Esterlina Solar – Proyecto Dos, S.L.
	Esterlina Solar – Proyecto Tres, S.L.
	Esterlina Solar – Proyecto Cuatro, S.L.
	Esterlina Solar – Proyecto Cinco, S.L.
	Esterlina Solar – Proyecto Seis, S.L.
	Esterlina Solar – Proyecto Siete, S.L.
	Esterlina Solar – Proyecto Ocho, S.L.
	Esterlina Solar – Proyecto Nueve, S.L.
D)	**Key Management Personnel (with whom the Company has transactions and or balances)**
	Mr. Khurshed Y Daruvala, Chairman
	Mr. Pallon Shapoor Mistry, Non-Executive Director (upto 13 July 2023)
	Mr. Bahadur Dastoor, Chief Financial Officer (CFO)
	Mr. Jagannadha Rao Ch. V., Company Secretary
	Mr. Chandra Kishore Thakur, Manager

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

B Transactions and balances with related parties

Related party disclosures for the year ended 31 March 2024

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
	Transactions					
I	Income from works contracts	10.18	3.35	-	-	13.53
II	Revenue from operation and maintenance services	0.12	6.43	-	-	6.55
III	Purchase of services	-	4.71	5.29	-	10.00
IV	Purchases of construction material	-	0.05	-	-	0.05
V	Interest income	-	-	179.68	-	179.68
VI	Other income	14.80	0.87	-	-	15.67
VII	Corporate guarantee commission	-	-	10.54	-	10.54
VIII	Recovery towards expenses and others	342.87	0.25	157.10	75.26	575.48
IX	Other Payables	-	2.82	97.51	-	100.33
X	Remuneration and sitting fees	-	-	-	10.03	10.03
XI	Interest expense*	-	-	0.00	-	0.00
XII	Other expenses	0.88	1.79	-	-	2.67
XIII	Corporate guarantee released	-	-	233.57	-	233.57
XIV	Loan given	-	-	892.84	-	892.84
XV	Loan repaid	-	-	168.68	-	168.68
XVI	Borrowings repaid	-	-	0.15	-	0.15
	Balances					
XVII	Interest accrued on loan	-	-	238.56	-	238.56
XVIII	Salaries payable	-	-	-	0.33	0.33
XIX	Trade Receivables	34.03	48.82	57.06	-	139.91
XX	Trade payable	1.45	11.60	6.88	-	19.93
XXI	Advance to vendors	-	0.08	20.61	-	20.69
XXII	Other receivables	-	0.01	213.91	-	213.92
XXIII	Other Payables	-	1.36	26.83	-	28.19
XXIV	Corporate guarantee outstanding	-	-	1,492.39	-	1,492.39
XXV	Unbilled receivables	0.55	3.77	-	-	4.32
XXVI	Loan outstanding	-	-	2,005.13	-	2,005.13
XXVII	Sitting fees payable	-	-	-	0.01	0.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
Transactions during the year						
I	**Income from works contracts**					
	Shapoorji Pallonji and Company Private Limited	0.09	-	-	-	0.09
	Reliance Industries Limited	10.09	-	-	-	10.09
	Sterling and Wilson Private Limited	-	1.11	-	-	1.11
	Reliance Jio Infocomm Limited	-	1.45	-	-	1.45
	Reliance Projects & Property Management Services Limited	-	0.79	-	-	0.79
II	**Revenue from operation and maintenance services**					
	Reliance Corporate IT Park Limited	-	0.36	-	-	0.36
	Reliance Industries Limited	0.12	-	-	-	0.12
	Shapoorji Pallonji Energy Egypt S.A.E	-	6.03	-	-	6.03
	Forbes and Company Limited	-	0.04	-	-	0.04
III	**Purchases of services**					
	GCO Solar Pty. Ltd.	-	-	5.29	-	5.29
	Sterling and Wilson Private Limited	-	4.71	-	-	4.71
IV	**Purchases of construction material**					
	Sterling Generators Private Limited	-	0.05	-	-	0.05
V	**Interest income**					
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	4.17	-	4.17
	Sterling and Wilson International Solar FZCO	-	-	175.51	-	175.51
VI	**Other income**					
	Shapoorji Pallonji and Company Private Limited	14.80	-	-	-	14.80
	Sterling and Wilson Private Limited	-	0.87	-	-	0.87
VII	**Corporate guarantee commission**					
	Sterling and Wilson International Solar FZCO	-	-	9.52	-	9.52
	Sterling and Wilson Solar Solutions Inc.	-	-	1.02	-	1.02
VIII	**Recovery towards expenses and others**					
	Shapoorji Pallonji and Company Private Limited	342.87	-	-	-	342.87
	Sterling and Wilson Private Limited	-	0.25	-	-	0.25
	Sterling and Wilson International Solar FZCO	-	-	155.96	-	155.96
	Sterling and Wilson Solar Australia Pty. Ltd.	-	-	1.14	-	1.14
	Mr. Khurshed Y. Daruvala	-	-	-	75.26	75.26
IX	**Other payables**					
	Sterling and Wilson International Solar FZCO	-	-	80.57	-	80.57
	Sterling and Wilson Private Limited	-	2.82	-	-	2.82
	Sterling and Wilson Solar Solutions Inc	-	-	2.43	-	2.43
	Sterling and Wilson Solar Australia Pty. Ltd.	-	-	14.51	-	14.51

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
X	**Remuneration and sitting fees**					
	Mr. Khurshed Y Daruvala, Director					
	-Sitting fees	-	-	-	0.14	0.14
	Mr. Pallon Shapoor Mistry, Non-Executive Director					
	-Sitting fees	-	-	-	0.01	0.01
	Mr. Bahadur Dastoor, Chief Financial Officer					
	- Remuneration	-	-	-	3.90	3.90
	- Post-employment benefits	-	-	-	0.50	0.50
	- Other long-term benefits	-	-	-	0.35	0.35
	- exercise price of stock options	-	-	-	0.36	0.36
	Mr. Jagannadha Rao Ch. V., Company Secretary					
	- Remuneration	-	-	-	1.80	1.80
	- Post-employment benefits	-	-	-	0.08	0.08
	- Other long-term benefits	-	-	-	0.13	0.13
	- exercise price of stock options	-	-	-	0.19	0.19
	Mr. Chandra Thakur, Manager					
	- Remuneration	-	-	-	2.30	2.30
	- Post-employment benefits	-	-	-	0.08	0.08
	- Other long-term benefits	-	-	-	0.19	0.19
XI	**Interest expense***					
	Esterlina Solar Engineers Private Limited	-	-	0.00	-	0.00
XII	**Other expense**					
	Shapoorji Pallonji and Company Private Limited	0.88	-	-	-	0.88
	Forvol International Services Limited	-	1.79	-	-	1.79
XIII	**Corporate guarantee released**					
	Sterling and Wilson International Solar FZCO	-	-	233.57	-	233.57
XIV	**Loan given**					
	Sterling and Wilson International Solar FZCO	-	-	890.04	-	890.04
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	2.80	-	2.80
XV	**Loan repaid**					
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	3.90	-	3.90
	Sterling and Wilson International Solar FZCO	-	-	164.78	-	164.78
XVI	**Borrowings repaid**					
	Esterlina Solar Engineers Private Limited	-	-	0.15	-	0.15

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
Balances						
XVII	**Interest accrued on loan**					
	Sterling and Wilson International Solar FZCO	-	-	222.59	-	222.59
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	15.95	-	15.95
	Sterling and Wilson (Thailand) Limited	-	-	0.02	-	0.02
XVIII	**Salaries payable**					
	Mr. Bahadur Dastoor, CFO	-	-	-	0.16	0.16
	Mr. Jagannadha Rao Ch. V., Company Secretary	-	-	-	0.08	0.08
	Mr. Chandra Thakur, Manager	-	-	-	0.09	0.09
XIX	**Trade receivables**					
	Shapoorji Pallonji and Company Private Limited	34.02	-	-	-	34.02
	Shapoorji Pallonji Energy Egypt S.A.E	-	2.51	-	-	2.51
	Shapoorji Pallonji Mid East LLC	-	0.63	-	-	0.63
	Sterling Generators Private Limited	-	0.47	-	-	0.47
	Shapoorji Pallonji Infrastructure Capital Co Private Limited	-	32.57	-	-	32.57
	Shapoorji Pallonji Solar Holdings Private Limited	-	12.25	-	-	12.25
	Reliance Corporate IT Park Limited	-	0.10	-	-	0.10
	Reliance Jio Infocomm Limited	-	0.29	-	-	0.29
	Reliance Industries Limited	0.01	-	-	-	0.01
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	57.06	-	57.06
XX	**Trade payable**					
	Shapoorji Pallonji and Company Private Limited	1.45	-	-	-	1.45
	Sterling and Wilson Solar Australia Pty. Limited	-	-	1.16	-	1.16
	GCo Solar Pty. Limited	-	-	5.72	-	5.72
	Sterling and Wilson Private Limited	-	11.11	-	-	11.11
	Sterling Generators Private Limited	-	0.36	-	-	0.36
	Sterling and Wilson Powergen FZE	-	0.13	-	-	0.13
XXI	**Advance to vendors**					
	Sterling and Wilson International Solar FZCO	-	-	20.61	-	20.61
	Forvol International Services Limited	-	0.08	-	-	0.08
XXII	**Other receivables**					
	Sterling and Wilson International Solar FZCO	-	-	171.45	-	171.45
	Sterling and Wilson Solar Australia Pty. Limited	-	-	34.55	-	34.55
	Sterling and Wilson Co-Gen Solutions Private Limited	-	0.01	-	-	0.01
	Sterling and Wilson Solar LLC	-	-	7.91	-	7.91

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
XXIII	**Other payables**					
	Sterling and Wilson Private Limited	-	1.36	-	-	1.36
	Sterling and Wilson International Solar FZCO	-	-	18.82	-	18.82
	Sterling and Wilson Solar Solutions Inc.	-	-	8.01	-	8.01
XXIV	**Corporate guarantee outstanding**					
	Sterling and Wilson International Solar FZCO	-	-	1,388.56	-	1,388.56
	Sterling and Wilson Solar Solutions Inc.	-	-	103.83	-	103.83
XXV	**Unbilled receivables**					
	Shapoorji Pallonji and Company Private Limited	0.55	-	-	-	0.55
	Sterling Generators Private Limited*	-	0.00	-	-	0.00
	Sterling and Wilson Private Limited	-	3.77	-	-	3.77
XXVI	**Loan outstanding**					
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	36.97	-	36.97
	Sterling and Wilson (Thailand) Limited	-	-	0.13	-	0.13
	Sterling and Wilson International Solar FZCO	-	-	1,968.03	-	1,968.03
XXVII	**Sitting fees payable**					
	Mr. Khurshed Y Daruvala, Director	-	-	-	0.01	0.01

*Amount less than ₹ 0.01 crore

The transactions with related parties are at arm's length and were in ordinary course of business. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or taken during the year in respect of outstanding balances.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

C Transactions and balances with related parties

Related party disclosures for the year ended 31 March 2023

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
Transactions						
I	Income from works contracts	0.04	2.68	-	-	2.72
II	Revenue from operation and maintenance services	0.12	6.21	-	-	6.33
III	Purchase of services	-	10.22	75.81	-	86.03
IV	Purchases of construction material	-	3.08	558.63	-	561.71
V	Interest income	-	-	82.43	-	82.43
VI	Other income	4.62	-	-	-	4.62
VII	Corporate guarantee commission	-	-	10.06	-	10.06
VIII	Recovery towards expenses and others	82.60	1.54	213.94	16.23	314.31
IX	Other Payables	-	0.23	156.88	-	157.11
X	Remuneration and sitting fees paid	-	-	-	8.32	8.32
XI	Interest expense*	-	-	0.00	-	0.00
XII	Other expenses	0.63	2.21	-	-	2.84
XIII	Corporate guarantee issued	-	-	241.78	-	241.78
XIV	Corporate guarantee released	-	-	45.35	-	45.35
XV	Inter-corporate deposits/ Loan given	-	-	1,172.12	-	1,172.12
XVI	Short term borrowing obtained	-	-	0.15	-	0.15
XVII	Inter-corporate deposits/ Loan repaid	-	-	75.21	-	75.21
Balances						
XVIII	Interest receivable	-	-	75.14	-	75.14
XIX	Salaries payable	-	-	-	0.26	0.26
XX	Trade Receivables	35.59	49.71	57.30	-	142.60
XXI	Trade payable	0.62	8.75	16.64	-	26.01
XXII	Outstanding advance to vendors	-	-	22.52	-	22.52
XXIII	Other receivables	25.84	0.01	168.63	-	194.48
XXIV	Other Payables	-	1.36	6.60	-	7.96
XXV	Corporate guarantee outstanding	-	-	1,704.69	-	1,704.69
XXVI	Unbilled receivables	0.55	0.15	-	-	0.70
XXVII	Inter-corporate deposits payable	-	-	0.15	-	0.15
XXVIII	Inter-corporate deposits/ Loan receivable	-	-	1,260.24	-	1,260.24

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
I	**Income from works contracts**					
	Shapoorji Pallonji and Company Private Limited	0.04	-	-	-	0.04
	Sterling and Wilson Private Limited	-	2.04	-	-	2.04
	Shapoorji Pallonji Infrastructure Capital Co Private Limited	-	0.18	-	-	0.18
	Shapoorji Pallonji Solar Holdings Private Limited	-	0.46	-	-	0.46
II	**Revenue from operation and maintenance services**					
	Shapoorji Pallonji Energy Egypt S.A.E	-	5.80	-	-	5.80
	Reliance Corporate IT Park Limited	-	0.37	-	-	0.37
	Reliance Industries Limited	0.12	-	-	-	0.12
	Forbes and Company Limited	-	0.04	-	-	0.04
III	**Purchases of services**					
	Sterling and Wilson Middle East Solar Energy L.L.C.	-	-	8.99	-	8.99
	GCO Solar Pty. Ltd. (formerly known as GCO Electrical Pty Ltd)	-	-	66.82	-	66.82
	Sterling and Wilson Private Limited	-	10.22	-	-	10.22
IV	**Purchases of construction material**					
	Sterling and Wilson Solar Australia Pty. Ltd.	-	-	3.14	-	3.14
	Sterling and Wilson International Solar FZCO	-	-	555.49	-	555.49
	Sterling Generators Private Limited	-	3.08	-	-	3.08
V	**Interest income**					
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	4.63	-	4.63
	Esterlina Solar Engineers Private Limited	-	-	0.01	-	0.01
	Sterling and Wilson Solar LLC	-	-	1.17	-	1.17
	Sterling and Wilson International Solar FZCO	-	-	76.62	-	76.62
VI	**Other income**					
	Shapoorji Pallonji and Company Private Limited	4.62	-	-	-	4.62
VII	**Corporate guarantee commission**					
	Sterling and Wilson International Solar FZCO	-	-	9.85	-	9.85
	Sterling and Wilson Solar Solutions Inc.	-	-	0.21	-	0.21
VIII	**Recovery towards expenses and others**					
	Shapoorji Pallonji and Company Private Limited	82.60	-	-	-	82.60
	Sterling and Wilson Private Limited	-	1.54	-	-	1.54
	Sterling and Wilson International Solar FZCO	-	-	202.96	-	202.96
	Sterling and Wilson Solar Australia Pty. Ltd.	-	-	0.31	-	0.31
	GCO Solar Pty. Ltd. (formerly known as GCO Electrical Pty Ltd)	-	-	10.67	-	10.67
	Mr. Khurshed Y. Daruvala	-	-	-	16.23	16.23

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
IX	**Other payables**					
	Sterling and Wilson International Solar FZCO	-	-	109.32	-	109.32
	Sterling and Wilson Private Limited	-	0.23	-	-	0.23
	Sterling and Wilson Solar Solutions Inc	-	-	6.81	-	6.81
	Sterling and Wilson Solar Australia Pty. Ltd.	-	-	40.75	-	40.75
X	**Remuneration and sitting fees paid**					
	Mr. Khurshed Y Daruvala, Director					
	-Sitting fees	-	-	-	0.14	0.14
	Mr. Pallon Shapoor Mistry, Non-Executive Director					
	-Sitting fees	-	-	-	0.05	0.05
	Mr. Bahadur Dastoor, Chief Financial Officer					
	- Short-term employee benefits	-	-	-	3.03	3.03
	- Post-employment benefits**	-	-	-	0.63	0.63
	- Other long-term benefits	-	-	-	0.05	0.05
	Mr. Jagannadha Rao Ch. V., Company Secretary					
	- Short-term employee benefits	-	-	-	1.75	1.75
	- Post-employment benefits**	-	-	-	0.07	0.07
	- Other long-term benefits	-	-	-	0.03	0.03
	Mr. Chandra Thakur, Manager					
	- Short-term employee benefits	-	-	-	2.38	2.38
	- Post-employment benefits**	-	-	-	0.10	0.10
	- Other long-term benefits	-	-	-	0.09	0.09
XI	**Interest expense***					
	Esterlina Solar Engineers Private Limited	-	-	0.00	-	0.00
XII	**Other expense**					
	Shapoorji Pallonji and Company Private Limited	0.63	-	-	-	0.63
	Forvol International Services Limited	-	2.21	-	-	2.21
XIII	**Corporate guarantee issued**					
	Sterling and Wilson International Solar FZCO	-	-	139.68	-	139.68
	Sterling and Wilson Solar Solutions Inc.	-	-	102.10	-	102.10
XIV	**Corporate guarantee released**					
	Sterling and Wilson International Solar FZCO	-	-	45.35	-	45.35
XV	**Inter-corporate deposits/ Loan given**					
	Sterling and Wilson Solar LLC	-	-	70.36	-	70.36
	Sterling and Wilson International Solar FZCO	-	-	1,101.09	-	1,101.09
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	0.55	-	0.55
	Esterlina Solar Engineers Private Limited	-	-	0.12	-	0.12

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
XVI	**Short term borrowing obtained**					
	Esterlina Solar Engineers Private Limited	-	-	0.15	-	0.15
XVII	**Inter-corporate deposits/ Loan repaid**					
	Sterling and Wilson Solar LLC	-	-	70.36	-	70.36
	Esterlina Solar Engineers Private Limited	-	-	0.12	-	0.12
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-		4.73	-	4.73
XVIII	**Interest receivable**					
	Sterling and Wilson International Solar FZCO	-	-	62.07	-	62.07
	Sterling and Wilson Solar LLC	-	-	1.17	-	1.17
	Esterlina Solar Engineers Private Limited*	-	-	0.00	-	0.00
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	11.88	-	11.88
	Sterling and Wilson (Thailand) Limited	-	-	0.02	-	0.02
XIX	**Salaries payable**					
	Mr. Bahadur Dastoor, CFO	-	-	-	0.13	0.13
	Mr. Jagannadha Rao Ch. V., Company Secretary	-	-	-	0.04	0.04
	Mr. Chandra Thakur, Manager	-	-	-	0.09	0.09
XX	**Trade receivables**					
	Shapoorji Pallonji and Company Private Limited	35.57	-	-	-	35.57
	Shapoorji Pallonji Energy Egypt S.A.E	-	2.40	-	-	2.40
	Shapoorji Pallonji Mid East LLC	-	1.92	-	-	1.92
	Sterling Generators Private Limited	-	0.47	-	-	0.47
	Shapoorji Pallonji Infrastructure Capital Co Private Limited	-	32.57	-	-	32.57
	Shapoorji Pallonji Solar Holdings Private Limited	-	12.25	-	-	12.25
	Reliance Corporate IT Park Limited	-	0.10	-	-	0.10
	Reliance Industries Limited	0.02	-	-	-	0.02
	Sterling and Wilson International Solar FZCO	-	-	0.24	-	0.24
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	57.06	-	57.06
XXI	**Trade payable**					
	Shapoorji Pallonji and Company Private Limited	0.62		-	-	0.62
	Forvol International Services Limited	-	0.18	-	-	0.18
	Sterling and Wilson Private Limited	-	8.10	-	-	8.10
	Sterling Generators Private Limited	-	0.37	-	-	0.37
	Sterling and Wilson Powergen FZE	-	0.10	-	-	0.10
	Reliance Jio Infocomm Limited*	-	0.00	-	-	0.00
	Sterling and Wilson Solar Australia Pty. Ltd.	-	-	0.70	-	0.70
	GCO Solar Pty. Ltd. (formerly known as GCO Electrical Pty Ltd)	-	-	13.70	-	13.70
	Sterling and Wilson International Solar FZCO	-	-	2.24	-	2.24

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Company	Subsidiaries / Associates / of RIL / SPCPL	Subsidiaries, direct and indirect holding	Key Management Personnel	Total
XXII	**Outstanding advance to vendors**					
	Sterling and Wilson International Solar FZCO	-	-	22.52	-	22.52
XXIII	**Other receivables**					
	Shapoorji Pallonji and Company Private Limited	25.84	-	-	-	25.84
	Sterling and Wilson International Solar FZCO	-	-	160.55	-	160.55
	Sterling and Wilson Solar Australia Pty. Ltd.	-	-	0.31	-	0.31
	Sterling and Wilson Co-Gen Solutions Private Limited	-	0.01	-	-	0.01
	Sterling and Wilson Solar LLC	-	-	7.77	-	7.77
XXIV	**Other payables**					
	Sterling and Wilson Private Limited	-	1.36	-	-	1.36
	Sterling and Wilson Solar Solutions Inc.	-	-	6.60	-	6.60
XXV	**Corporate guarantee outstanding**					
	Sterling and Wilson International Solar FZCO	-	-	1,602.32	-	1,602.32
	Sterling and Wilson Solar Solutions Inc.	-	-	102.37	-	102.37
XXVI	**Unbilled receivables**					
	Shapoorji Pallonji and Company Private Limited	0.55	-	-	-	0.55
	Sterling Generators Private Limited	-	0.11	-	-	0.11
	Forbes & Company Limited	-	0.01	-	-	0.01
	Sterling and Wilson Private Limited	-	0.03	-	-	0.03
XXVII	**Inter-corporate deposits payable**					
	Esterlina Solar Engineers Private Limited	-	-	0.15	-	0.15
XXVIII	**Inter-corporate deposits/ Loan receivable**					
	Sterling Wilson - SPCPL - Chint Moroccan Venture	-	-	38.07	-	38.07
	Sterling and Wilson (Thailand) Limited	-	-	0.13	-	0.13
	Sterling and Wilson International Solar FZCO	-	-	1,222.04	-	1,222.04

*Amount less than ₹ 0.01 crore

The transactions with related parties are at arm's length and were in ordinary course of business. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or taken during the year in respect of outstanding balances.

**Post employment benefits includes gratuity and leave encashment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

51 Segment reporting

A. Basis for segmentation

The Company is primarily engaged in the business of complete Turnkey solution for Engineering, Procurement, Construction, Operation and Maintenance of Renewable Energy Power projects. The Company's Chief Operating Decision Maker (CODM) reviews the internal management reports prepared based on financial information for Engineering, Procurement and Construction (EPC) and Operation and maintenance service based on analysis of certain performance indicators viz. Gross margin, Profit after tax, etc. Accordingly, the Company has determined its reportable segments under Ind AS 108 "Operating Segments" as follows:

- Engineering, Procurement and Construction ('EPC' business) and
- Operation and Maintenance service.

B. Business Segment

The Company's revenues and assets represents company's businesses viz. Renewable Energy Power projects EPC and Renewable Energy Power projects Operation and maintenance service. Accordingly, revenue and expenses have been identified to a segment on the basis of direct relationship to operating activities of the segment. Expenditure which are not directly identifiable but has a relationship to the operating activities of the segment are allocated on a reasonable basis.

Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Segment assets and segment liabilities represent assets and liabilities of respective segment. Investments, tax related assets/ liabilities and other common assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Information about reportable segments

31 March 2024

Particulars	EPC business	Operation and maintenance service	Unallocated	Total
Revenue				
External customers	2,526.78	179.16	0.22	2,706.16
Total revenue	**2,526.78**	**179.16**	**0.22**	**2,706.16**
Segment Results	**254.57**	**30.57**	**0.22**	**285.36**
Unallocated expenses				
Finance costs	-	-	192.39	192.39
Depreciation and amortisation expense	-	-	9.46	9.46
Employee benefits and other expenses	-	-	208.96	208.96
Total unallocated expenses	**-**	**-**	**410.82**	**410.82**
Unallocated income				
Interest income	-	-	187.67	187.67
Other income	-	-	61.25	61.25
Total unallocated income	**-**	**-**	**248.92**	**248.92**
Profit before tax	254.57	30.57	(161.68)	123.47
Tax expense	-	-	36.21	36.21
Profit after tax	**254.57**	**30.57**	**(197.89)**	**87.25**
Other information				
Segment assets	1,852.85	119.50	3,714.75	5,687.10
Segment liabilities	2,160.41	39.07	807.06	3,006.54
Capital Expenditure	-	-	0.32	0.32
Depreciation and amortisation expense	-	-	9.46	9.46

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

31 March 2023

Particulars	EPC business	Operation and maintenance service	Unallocated	Total
Revenue				
External customers	1,287.94	168.66	1.31	1,457.91
Total revenue	**1,287.94**	**168.66**	**1.31**	**1,457.91**
Segment Results	**(38.22)**	**(2.64)**	**1.31**	**(39.55)**
Unallocated expenses				
Finance costs	-	-	141.10	141.10
Depreciation and amortisation expense	-	-	6.69	6.69
Employee benefits and other expenses	-	-	265.79	265.79
Total unallocated expenses	**-**	**-**	**413.58**	**413.58**
Unallocated income				
Interest income	-	-	86.19	86.19
Other income	-	-	19.97	19.97
Total unallocated income	**-**	**-**	**106.16**	**106.16**
Profit before tax	(38.22)	(2.64)	(306.11)	(346.97)
Tax expense	-	-	8.05	8.05
Profit after tax	**(38.22)**	**(2.64)**	**(314.16)**	**(355.02)**
Other information				
Segment assets	1,233.28	109.46	2,714.24	4,056.98
Segment liabilities	775.00	56.89	2,056.11	2,888.00
Capital Expenditure	-	-	6.52	6.52
Depreciation and amortisation expense	-	-	6.69	6.69

C. Geographical information

The geographic information analyses the Company's revenues and non-current assets by the company's country of domicile and other countries. In presenting geographic information, segment revenue has been based on the selling location in relation to sales to customers and segment assets are based on geographical location of assets.

a) Revenue from external customers

Particulars	31 March 2024			31 March 2023		
	EPC business	Operation and maintenance service	Unallocated	EPC business	Operation and maintenance service	Unallocated
India	2,424.75	110.01	-	517.32	101.08	-
Middle East and North Africa	-	20.71	-	5.43	40.78	-
Rest of Africa	(6.16)	12.94	-	-	13.05	0.01
Australia	73.61	9.70	-	708.36	-	1.30
United States of America and Latin America	30.04	25.80	0.22	56.83	13.75	-
Europe	4.55	-	-	-	-	-
	2,526.79	**179.16**	**0.22**	**1,287.94**	**168.66**	**1.31**

Business in India, the Company's country of domicile, represented approximately 93.67% during the year ended 31 March 2024 (31 March 2023: 42.42%) of its net revenues.

No other country individually comprised 10% or more of the Company's Standalone net revenues during these periods.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

b) Non-current assets (other than financial instruments and deferred tax assets)

Particulars	31 March 2024	31 March 2023
India	70.18	84.16
Rest of Africa	4.59	4.18
Middle East and North Africa	0.72	0.96
Australia	0.01	6.18
United States of America and Latin America	0.67	0.99
	76.17	96.47

Information about major customers

Revenue from three customers of the Company is ₹ 2,070.76 crore (31 March 2023: Two customers represent approximately ₹ 899.02 crore) which accounts for more than 10% of the Company's total revenue for the year ended 31 March 2024.

52 Disclosure under Ind AS 116 - Leases

A) Right-of-use assets

Particulars	Buildings*	Total
Reconciliation of carrying amount for the year ended 31 March 2024		
Cost		
Balance as at 1 April 2023	12.18	12.18
Add: Additions during the year	22.63	22.63
Balance as at 31 March 2024	**34.81**	**34.81**
Accumulated depreciation and impairment		
Balance as at 1 April 2023	3.13	3.13
Add: Depreciation for the year	4.37	4.37
Balance as at 31 March 2024	**7.50**	**7.50**
Carrying amounts		
Balance as at 1 April 2023	**9.05**	**9.05**
Balance as at 31 March 2024	**27.31**	**27.31**
Reconciliation of carrying amount for the year ended 31 March 2023		
Cost		
Balance as at 1 April 2022	6.80	6.80
Add: Additions during the year	5.38	5.38
Less: Disposals during the year	-	-
Balance as at 31 March 2023	**12.18**	**12.18**
Accumulated depreciation and impairment		
Balance as at 1 April 2022	1.83	1.83
Add: Depreciation for the year	1.30	1.30
Balance as at 31 March 2023	**3.13**	**3.13**
Carrying amounts		
Balance as at 1 April 2022	**4.97**	**4.97**
Balance as at 31 March 2023	**9.05**	**9.05**

* Carrying amount of Right-of-use assets at the end of the reporting period is towards office premises taken on lease, the underlying leasehold improvements is presented in note 4 under "Property, plant and equipment and Capital work-in-progress".

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

B) Lease Liabilities

Particulars	As At 31 March 2024	As At 31 March 2023
Non-Current Lease Liabilities	28.68	10.13
Current Lease Liabilities	5.21	0.98
Total Lease Liabilities	**33.89**	11.11

C) Breakdown of lease expenses

Particulars	For the year ended	
	31 March 2024	31 March 2023
Short-term lease expense	20.33	29.15
Total lease expense	**20.33**	29.15

D) Cash outflow on leases

Particulars	For the year ended	
	31 March 2024	31 March 2023
Repayment of lease liabilities (Including Interest on lease liabilities)	6.56	1.42
Short-term lease expense	20.33	29.15
Total cash outflow on leases	**26.89**	30.57

E) Cash inflow on sub-lease

Particulars	For the year ended	
	31 March 2024	31 March 2023
Amount recognised in the Statement of Profit and Loss		
Rental Income	0.87	-
Total cash inflow on sub-lease	**0.87**	-

31 March 2024	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Total	Weighted average effective interest rate%
Net Investment in sub-lease (undiscounted)						
Office premises	1.31	1.31	3.44	-	6.06	11%

F) Maturity analysis of lease liabilities

31 March 2024	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Total	Weighted average effective interest rate%
Lease liabilities						
Office premises	8.65	8.85	24.07	2.44	44.01	11%

31 March 2023	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Total	Weighted average effective interest rate%
Lease liabilities						
Office premises	0.98	1.09	5.06	3.98	11.11	11%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

53 Financial instruments – Fair values and risk management

(a) Accounting classification and fair values

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 carrying amount is a reasonable approximation of fair value.

As at 31 March 2024	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Non-current financial assets								
Loans	-	-	1,507.44	1,507.44	-	-	-	-
Other financial assets	-	-	30.03	30.03	-	-	-	-
Current financial assets								
Trade receivables	-	-	650.05	650.05	-	-	-	-
Cash and cash equivalents	-	-	262.92	262.92	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	22.39	22.39	-	-	-	-
Loans	-	-	499.62	499.62	-	-	-	-
Other financial assets	-	-	723.22	723.22	-	-	-	-
	-	**-**	**3,695.67**	**3,695.67**	**-**	**-**	**-**	**-**
Non-current financial liabilities								
Borrowings	-	-	246.21	246.21	-	-	-	-
Lease liabilities	-	-	28.68	28.68	-	-	-	-
Current financial liabilities								
Short term borrowings	-	-	230.45	230.45	-	-	-	-
Lease liabilities	-	-	5.21	5.21	-	-	-	-
Trade payables	-	-	1,232.26	1,232.26	-	-	-	-
Derivatives	1.28	-	-	1.28	-	1.28	-	1.28
Other current financial liabilities	-	-	263.32	263.32	-	-	-	-
	1.28	**-**	**2,006.13**	**2,007.41**	**-**	**1.28**	**-**	**1.28**

Above excludes carrying value of investments in subsidiaries accounted at cost in accordance with INDAS 27.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

As at 31 March 2023	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Non-current financial assets								
Loans	-	-	-	-	-	-	-	-
Other financial assets	-	-	11.06	11.06	-	-	-	-
Current financial assets								
Investment in government securities and mutual funds	-	-	-	-	-	-	-	-
Trade receivables	-	-	546.08	546.08	-	-	-	-
Cash and cash equivalents	-	-	23.32	23.32	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	35.41	35.41	-	-	-	-
Loans	-	-	1,262.14	1,262.14	-	-	-	-
Derivatives	3.72	-	-	3.72	-	3.72	-	3.72
Other financial assets	-	-	869.78	869.78	-	-	-	-
	3.72	**-**	**2,747.79**	**2,751.51**	**-**	**3.72**	**-**	**3.72**
Non-current financial liabilities								
Borrowing	-	-	700.00	700.00	-	-	-	-
Lease liabilities	-	-	10.13	10.13	-	-	-	-
Current financial liabilities								
Short term borrowings	-	-	1,140.18	1,140.18	-	-	-	-
Lease liabilities	-	-	0.98	0.98	-	-	-	-
Trade payables	-	-	328.91	328.91	-	-	-	-
Derivatives	-	-	-	-	-	-	-	-
Other current financial liabilities	-	-	155.33	155.33	-	-	-	-
	-	**-**	**2,335.53**	**2,335.53**	**-**	**-**	**-**	**-**

(b) Measurement of fair values

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Non current and current financial assets and liabilities measured at amortised cost	Discounted cash flow approach: The valuation model considers the present value of expected payments/ receipts, discounted using a risk adjusted discount rate.	Not applicable	Not applicable
Forward contracts for foreign exchange contracts	Forward pricing: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currency.	Not applicable	Not applicable

Transfers between Levels 1 and 2

There have been no transfers between Level 1 and Level 2 during the reporting year.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

(c) Financial risk management

The Company has exposure to the following risks arising from financial instruments:

i) Credit risk ;

ii) Liquidity risk ; and

iii) Market risk

Risk management framework

The Company's Board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board of directors.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and other receivables. The carrying amounts of financial assets represent the maximum credit exposure.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowances for doubtful debts and impairments that represents its estimates of incurred losses in respect of trade and other receivable and investment.

Net trade receivable as on 31 March 2024 is ₹ 650.05 crore (31 March 2023: ₹ 546.08 crore).

Two largest customers (net of expected credit loss provision) have a total concentration of 34.06% (31 March 2023: Two largest customers had a total concentration of 41.06%) of net trade receivable.

The Company makes provision of expected credit losses on trade receivables and other receivables to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

Particulars	Amount
Balance as at 1 April 2023	37.69
Add: Impairment losses recognised during the year	9.80
Less: Written off during the year	(6.67)
Balance as at 31 March 2024	**40.82**
Balance as at 1 April 2022	54.37
Add: Impairment losses recognised during the year	14.90
Less: Written back during the year	(31.58)
Balance as at 31 March 2023	**37.69**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Cash and bank balances

The Company held cash and cash equivalents and other bank balances with credit worthy banks and financial institutions of ₹ 308.29 crore and ₹ 68.73 crore as at 31 March 2024 and 31 March 2023 respectively. The credit worthiness of the such bank and financial institutions is evaluated by management on an ongoing basis and is considered to be good.

Other bank balances

Other bank balances are held with bank with good credit rating.

Derivatives

The derivatives are entered with the credit worthy banks and financial institutions counter parties. The Credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis is considered to be good.

Guarantees

The Company's policy is to provide the financial guarantees and surety bonds for its subsidiaries. The outstanding guarantee and surety bonds as at 31 March 2024 is ₹ 1,388.56 crore and 103.83 crore respectively (31 March 2023: ₹ 1,602.32 crore and ₹ 102.37 crore respectively), these guarantee were given to banks and the surety bond was given to an Insurance Company in respect of credit facilities availed by a subsidiary of the Company.

Security deposits given to lessors

The Company has given security deposit to lessors for premises leased by the Company as at 31 March 2024 and 31 March 2023. The Company monitors the credit worthiness of such lessors where the amount of security deposit is material.

Loans and investments in group companies

The Company has given unsecured loans to its subsidiaries as at 31 March 2024 and 31 March 2023. The Company has reviewed the carrying amounts of loans to determine whether there is any indication that those loans have suffered an impairment loss and the Company is of the view that as at 31 March 2024 no impairment is required (Refer Note 58).

Other than the trade receivables and other receivables, the Company has no other financial assets that are past due but not impaired.

ii Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

As at 31 March 2024, the Company had unsecured borrowings from banks and others of ₹ 48.62 crore (31 March 2023: ₹ 56.68 crore), secured borrowings from banks of ₹ 428.04 crore (31 March 2023: ₹ 1,641.42 crore), secured loans from financial institutions of ₹ Nil (31 March 2023: ₹ 100 crore), cash credit loan from banks of ₹ Nil (31 March 2023: ₹ 42.08 crore), cash and cash equivalents of ₹ 262.92 crore (31 March 2023: ₹ 23.32 crore) and other bank balances of ₹ 45.37 crore (31 March 2023: ₹ 45.41 crore).

During the year ended 31 March 2024, there were 23 instances of delay in repayment of term loan, working capital loans and interest on term loan and working capital loans to eight Banks and one financial institution for a period ranging between 1 to 63 days. There were no instances of delays in working capital loans other than as mentioned. Further, the same were regularised and there was no overdue outstanding as at 31 March 2024.

During the year ended 31 March 2023, there were no instances of delay in repayment of working capital loans.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Carrying value of assets offered as collateral

Particulars	As at 31 March 2024	As at 31 March 2023
Current assets		
Pari passu charge		
Financial assets	2,158.20	2,740.45
Non financial assets	1,475.67	737.19
Total current assets hypothecated as collateral	**3,633.87**	3,477.64
Non-current assets		
Pari passu charge		
Property, plant and equipment (excluding Leasehold land)	11.10	14.37
Total current assets hypothecated as collateral	**11.10**	**14.37**
Total asset offered as security including collateral	**3,644.97**	**3,492.01**

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for derivative and non derivative financial liabilities:

31 March 2024	Contractual cash flows					
	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Secured loans	428.04	428.04	181.83	171.21	75.00	-
Unsecured loans	48.62	48.62	48.62	-	-	-
Trade payables	1,232.26	1,232.26	1,232.26	-	-	-
Interest accrued and due	4.56	4.56	4.56	-	-	-
Interest accrued and not due	2.62	2.62	2.62	-	-	-
Lease liabilities *(undiscounted contractual cash outflows)*	33.89	44.01	8.65	8.85	24.07	2.44
Other current financial liabilities	256.14	256.14	256.14	-	-	-
Derivative financial liabilities						
Forward exchange contracts used for hedging:						
Outflow	1.28	1.28	1.28	-	-	-
Inflow	-	-	-	-	-	-
	2,007.41	**2,017.53**	**1,735.96**	**180.06**	**99.07**	**2.44**

31 March 2023	Contractual cash flows					
	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Secured loans	1,783.50	1,987.98	1,217.57	413.75	356.66	-
Unsecured loans	56.68	56.68	56.68	-	-	-
Trade payables	328.91	328.91	328.91	-	-	-
Interest accrued and due	4.59	4.59	4.59	-	-	-
Interest accrued and not due	3.16	3.16	3.16	-	-	-
Lease liabilities	11.11	15.87	2.13	2.13	7.18	4.43
Other current financial liabilities	147.58	147.58	147.58	-	-	-
	2,335.53	**2,544.77**	**1,760.62**	**415.88**	**363.84**	**4.43**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

The gross outflows disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities and lease liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

iii Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies. The Company uses derivatives to manage market risks. All such transactions are carried out within the guidelines set by the risk management committee. The Company has applied hedge accounting to manage volatility in profit or loss on account of foreign currency risk during the year ended 31 March 2024.

(a) Currency Risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee.

Exposure to currency risk

The currency profile of financial assets and financial liabilities as at 31 March 2024 are as below:

Amounts in INR	USD	AUD	EUR	Others *
Financial assets				
Trade receivables	49.48	-	-	-
Loan given to subsidiaries	1,968.03	-	-	-
Interest accrued on loans and amount recoverable from subsidiaries and others	222.59	-	-	-
Cash and Cash Equivalents	2.25	0.07	0.02	0.00
Recoverable amounts	179.31	34.55	-	-
Other receivables	200.54	-	-	-
Exposure to foreign currency assets	**2,622.20**	**34.62**	**0.02**	**0.00**
Less: Forward exchange contract	-	-	-	-
Net exposure to foreign currency assets	**2,622.20**	**34.62**	**0.02**	**0.00**
Financial liabilities				
Trade payables and other payable	144.31	-	0.15	(5.69)
Exposure to foreign currency liabilities	**144.31**	**-**	**0.15**	**(5.69)**
Less: Forward exchange contract	-	-	-	-
Net exposure to foreign currency liabilities	**144.31**	**-**	**0.15**	**(5.69)**
Net Exposure	**2,477.89**	**34.62**	**(0.13)**	**5.69**

*others include EGP, AED.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

The currency profile of financial assets and financial liabilities as at 31 March 2023 are as below:

Amounts in INR	USD	AUD	EUR	Others *
Financial assets				
Trade receivables	136.21	-	-	-
Loan given to subsidiaries	1,222.04	-	-	-
Interest accrued on loans to subsidiaries and other receivable from subsidiary	63.19	-	-	-
Cash and Cash Equivalents	0.05	-	-	-
Recoverable amounts	134.13	0.31	8.23	7.77
Other receivables	249.71	-	-	-
Exposure to foreign currency assets	**1,805.33**	**0.31**	**8.23**	**7.77**
Less: Forward exchange contract	-	-	-	-
Net exposure to foreign currency assets	**1,805.33**	**0.31**	**8.23**	**7.77**
Financial liabilities				
Trade payables and other payable	9.61	0.07	0.59	0.02
Exposure to foreign currency liabilities	**9.61**	**0.07**	**0.59**	**0.02**
Less: Forward exchange contract	-	-	-	-
Net exposure to foreign currency liabilities	**9.61**	**0.07**	**0.59**	**0.02**
Net Exposure	**1,795.72**	**0.24**	**7.64**	**7.75**

*others include CHF, AED, and EGP

Sensitivity analysis

A 5% strengthening / weakening of the respective foreign currencies with respect to functional currency of Company would result in increase or decrease in profit or loss and equity as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

Effect in INR crore	As at 31 March 2024 Profit or loss		As at 31 March 2023 Profit or loss	
	Strengthening	Weakening	Strengthening	Weakening
USD	123.89	(123.89)	89.79	(89.79)
AUD	21.81	(21.81)	0.01	(0.01)
EUR	(0.01)	0.01	0.38	(0.38)
Others	0.28	(0.28)	0.39	(0.39)

Hedge accounting

Cash flow hedges

At 31 March 2024, the Company holds the following instruments to hedge exposures to changes in foreign currency.

Foreign currency risk	Maturity analysis		
	1-6 months	6-12 months	More than 1 year
Foreign exchange forward contracts			
Net exposure (loss) / gain (₹ in crore)	(1.28)	-	-
Average GBP:INR forward contract rate	106.18	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

The amounts at the reporting date relating to items designated as hedged items are as follows:

Foreign currency risk	Change in value used for calculating hedge ineffectiveness	Effective portion of cash flow hedges	Costs of hedging	Balances remaining in equity head 'effective portion of cash flow hedges' from hedging relationships for which hedge accounting is no longer applied
31 March 2024				
Foreign currency risk				
Foreign currency payable - Receivable (GBP) and payable (INR)	-	(1.28)	-	-
	-	**(1.28)**	**-**	**-**

The amounts relating to items designated as hedging instruments and hedge ineffectiveness are as follows:

Foreign currency risk	31 March 2024			During the year ended 31 March 2024		
	Carrying amount					
	Nominal amount	Assets	Liabilities	Changes in the value of the hedging instrument recognised in OCI	Hedge ineffectiveness recognised in profit or loss	Cost of hedging recognised in OCI
31 March 2024						
GBP-INR	1.96	-	1.28	(1.28)	-	-

The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting :

Foreign currency risk	31 March 2024	
	Equity head	
	Effective portion of cash flow hedges	Cost of hedging
Balance as at 1 April 2023	**3.72**	**-**
Cash flow hedges		
Changes in fair value :		
Highly probable forecast cash flows – Trade receivables	3.83	-
Highly probable forecast cash flows – Trade payable and Letter of credit payable	-	-
Amount reclassified to profit or loss - Highly probable forecast cash flows – Trade receivables	0.23	-
Foreign currency payable - Advance from customers	(1.28)	-
Tax on movements in relevant items of OCI during the year	(5.22)	-
Tax on relevant items of OCI during the year reclassified to profit or loss	-	-
Balance as at 31 March 2024	**1.28**	**-**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Hedge accounting

Cash flow hedges

At 31 March 2023, the Company holds the following instruments to hedge exposures to changes in foreign currency.

Foreign currency risk	Maturity analysis		
	1-6 months	6-12 months	More than 1 year
Foreign exchange forward contracts			
Net exposure (loss) / gain (₹ in crore)	3.72	-	-
Average GBP:INR forward contract rate	101.00	-	-

The amounts at the reporting date relating to items designated as hedged items are as follows:

Foreign currency risk	Change in value used for calculating hedge ineffectiveness	Effective portion of cash flow hedges	Costs of hedging	Balances remaining in equity head 'effective portion of cash flow hedges' from hedging relationships for which hedge accounting is no longer applied
31 March 2023				
Foreign currency risk				
Foreign currency payable - Receivable (GBP) and payable (INR)	-	3.72	-	-
	-	**3.72**	**-**	**-**

The amounts relating to items designated as hedging instruments and hedge ineffectiveness are as follows:

Foreign currency risk	31 March 2023			During the year ended 31 March 2023		
	Carrying amount					
	Nominal amount	Assets	Liabilities	Changes in the value of the hedging instrument recognised in OCI	Hedge ineffectiveness recognised in profit or loss	Cost of hedging recognised in OCI
31 March 2023						
AUD-USD	-	-	-	20.37	-	-
USD-INR*	-	-	-	0.00	-	-
GBP-INR	1.96	3.72	-	3.72	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting :

Foreign currency risk	31 March 2023	
	Equity head	
	Effective portion of cash flow hedges	Cost of hedging
Balance as at 1 April 2022	**(15.25)**	**-**
Cash flow hedges		
Changes in fair value :		
Highly probable forecast cash flows – Trade receivables	35.87	-
Highly probable forecast cash flows – Trade payable and Letter of credit payable	0.00	-
Amount reclassified to profit or loss - Highly probable forecast cash flows – Trade receivables	(15.50)	-
Foreign currency payable - Advance from customers	3.72	-
Amount included in the cost of non-financial items	-	-
Tax on movements in relevant items of OCI during the year	(5.13)	-
Tax on relevant items of OCI during the year reclassified to profit or loss	-	-
Balance as at 31 March 2023	**3.72**	**-**

(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 Company's exposure to market risk for changes in interest rates relates to fixed deposits and borrowings from financial institutions. 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 Company's exposure to market risk for changes in interest rates relates to fixed deposits and borrowings from financial institutions.

For details of the Company's short-term loans and borrowings, including interest rate profiles, refer to Note 22 of these financial statements.

Particulars	As at 31 March 2024	As at 31 March 2023
Fixed rate instruments		
Financial assets	**2,216.38**	1,304.88
Financial liabilities	(58.89)	(1,809.21)
	2,157.49	**(504.33)**
Variable rate instruments		
Financial assets	**-**	-
Financial liabilities	(451.66)	(42.08)
	(451.66)	**(42.08)**

Interest rate sensitivity - fixed rate instruments

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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Interest rate sensitivity - variable rate instruments

INR	Profit or loss	
	100 bp increase	100 bp decrease
31 March 2024		
Variable-rate instruments		
Borrowings	(4.52)	4.52
Cash flow sensitivity (net)	**(4.52)**	**4.52**

INR	Profit or loss	
	100 bp increase	100 bp decrease
31 March 2023		
Variable-rate instruments		
Borrowings	(0.42)	0.42
Cash flow sensitivity (net)	**(0.42)**	**0.42**

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarised above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

(c) Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings and obligations under leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio was as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Non-Current Borrowings	246.21	700.00
Current Borrowings	73.62	940.18
Current maturity of long-term debt	156.83	200.00
Lease liabilities	33.89	11.11
Gross debt	**510.55**	**1,851.29**
Less : Cash and cash equivalents	262.92	23.32
Adjusted net debt	**247.63**	**1,827.97**
Total equity	2,680.56	1,168.98
Adjusted net debt to adjusted equity ratio	**0.09**	**1.56**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

54 On 29 December 2021, the Company had signed an Indemnity Agreement with Shapoorji Pallonji and Company Private Limited, Khurshed Yazdi Daruvala (jointly the "Promoter Selling Shareholders") and Reliance New Energy Limited (formerly Reliance New Energy Solar Limited) pursuant to which, the Promoter Selling Shareholders would indemnify and re-imburse the Company and its subsidiaries/branches for a net amount, if it exceeds ₹ 300.00 crore, on settlement of liquidated damages pertaining to certain identified past and existing projects (as on the date of signing the aforementioned agreements), old receivables, direct and indirect tax litigations as well as certain legal and regulatory matters. These amounts would be crystallized by 30 September 2022 and thereafter on 30 September of each succeeding year, on the basis of the final settlement amounts with customers/suppliers/other authorities. Consequently, trade receivables from customer undergoing a resolution process under the supervision of the National Company Law Tribunal ('NCLT') and bank guarantees, if related to liquidated damages, encashed by certain customers would also be recoverable from the Promoter Selling Shareholders once crystallized, if not recovered from the customers. The Promoter Selling Shareholders are consequently entitled to net off the amounts payable, with specific counter-claims levied and recovered by the Company and its subsidiaries/branches on its customers/vendors relating to these matters. In line with the terms of the Indemnity Agreement, the Company has subsequent to 30 September 2023, raised the claim amounting to ₹ 418.13 crore to be recovered from the Promoter Selling Shareholders on the basis of crystallized items for the period ending 30 September 2023, which has been fully received by the Company.

55 The Company had entered into a contract for a 100 MW AC Photovoltaic plant in the state of Karnataka with an infrastructure company ("Customer") to cater to inhouse power demands of large office space facilities at Bangalore of a real estate developer ("Developer"). The works were majorly completed by end February 2018 and the balance work was pending due to non-availability of land, which was in the scope of the Customer. In October 2018, proceedings were initiated in the National Company Law Tribunal ("NCLT") against the Customer group and the Company issued a work suspension notice to the Customer, on account of non-receipt of balance of payments, with a copy to the Developer. The Developer issued directions to the Company, vide a letter, to go ahead with the works/maintenance of the plant wherein they also assured the Company that they would make the payment if the customer failed to pay. As on date, the Customer owes the Company ₹ 92.45 crore. In addition, an amount of ₹ 64.10 crore, under confirmed irrevocable Letters of Credit arranged by the customer from their bank were discounted by the Company after confirmation both, from the Customer and their bank. However, the Customer's bank refused to honour the payment due to the Company's bank citing the NCLT proceedings and the Company had to refund the amount back to its bank.

During the year ended 31 March 2020, the Company had initiated legal proceedings before National Company Law Appellate Tribunal ("NCLAT") in respect of amount receivable under irrevocable Letters of Credit by filing an Intervention Application in the main proceedings filed by Union of India against the Customer group. Further, the Company has filed a claim before the Claim Management Advisors in respect of amount recoverable from the Customer group and the same has been admitted. The Company had also filed legal proceedings against the Developer before the NCLAT. The Company had obtained a legal opinion regarding recoverability of the amount due from the Developer as per their assurance letter and from the Customer's bank due to failure to pay confirmed Letters of Credit and has been advised that the said amounts are recoverable. The amounts of ₹ 92.45 crore and ₹ 64.10 crore are classified under the head Trade Receivables and Other Financial Assets, respectively. The case relating to the Customer is pending before the NCLAT. In order to recover the amount receivable under the Letter of Credit i.e. ₹ 64.10 crore plus interest, the Company has lodged a Summary Suit against the Customer's Bank before the Hon'ble Bombay High Court.

During the quarter ended 30 June 2023, the case against the Developer has been dismissed by NCLAT and in the quarter ended 30 September 2023, the Company has filed an Appeal before the Hon'ble Supreme Court of India. Vide Order dated 11 September 2023, the Hon'ble Supreme Court of India has admitted the appeal and issued Notice to the Developer. The Developer filed its reply to the Appeal which was taken on record by the Registrar on 13 February 2024. As on 31 March 2024, the next date in the matter is not yet fixed by the Hon'ble Supreme Court of India. Further, during the year ended 31 March 2023, the Company had filed a criminal complaint against the Developer and subsequently a First Information Report (""FIR"") has also been filed. The Developer has also filed a Writ Petition before the Hon'ble Bombay High Court for quashing of the said FIR and as on 31 March 2024, the said Writ Petition is pending for hearing before the Hon'ble Bombay High Court.

Both the above claims are covered under the Indemnity Agreement as referred in Note 54 above.

56 The shareholders of the Company through a postal ballot, which ended on 27 October 2023, approved raising of funds by way of issuance of equity shares or other securities through public and/ or private offerings including by way of a qualified institutional placement for an aggregate amount not exceeding ₹ 1,500 crore.

Accordingly, the Company launched an equity offering of a qualified institutional placement for an aggregate amount of ₹ 1,500 crore which was fully subscribed. 4,32,27,665 equity shares of ₹ 1 each were issued at a premium of ₹ 346 per share on 14 December 2023. The Company utilized the proceeds to reduce debts (including all overdue debts and balance payable against encashed bank guarantees) to ₹ 403.06 crore as at 31 March 2024 and further by ₹ 25.00 crore till date. The Company has thereby also remediated all applicable cross default clauses and has also further placed fixed deposits with a scheduled commercial bank amounting to ₹ 50.00 crore, earmarking the same towards repayment of loan instalments upto November 2024. Balance debt post November 2024 amounting to ₹ 328.06 crore will be paid in due course in instalments commencing from December 2024 upto October 2026.

57 The Company's international transactions with related parties are at arm's length as per the Independent accountants report for the year ended 31 March 2022. Management believes that the Company's international transactions with related parties post 31 March 2022 continue to be at arm's length and that the transfer pricing legislation will not have any impact on these standalone financial statements, particularly on amount of tax expense and that of provision for taxation.

58 The Company's investment in a subsidiary and loans given, along with accrued interest thereon and other receivables aggregates to ₹ 2,733.10 crore as at 31 March 2024. These amounts are good for recovery based on the projected cash flows expected from revenue contracts where Letters of Intent or Memorandum of Understanding have been signed, refund of encashed bank guarantees, recovery of remediation costs incurred on projects and amounts recoverable under the indemnity agreement with the Promoter Selling Shareholders. Hence, no impairment required as at 31 March 2024.

59 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code of Social Security, 2020 on 13 November 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

60 Disclosure of balances with companies struck off by the Registrar of Companies ('RoC')

Sr. no.	Name of Struck off Company	Nature of transactions with Struck off Company	Relationship with the Struck off Company	Balance outstanding as at 31 March 2024	Balance outstanding as at 31 March 2023
1	Technoindus Infrastructure And Services Private Limited	Trade payable	None	-	0.03
2	Linear Point Surveys Private Limited	Trade payable	None	-	0.04
				-	**0.07**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

61 Events after the reporting period

There are no material adjusting and non adjusting subsequent events which occurred after the balance sheet date and upto the date of approval of the financial statements by the Board of Directors.

62 Other matters

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).

(v) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vi) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(vii) Information with regard to other matters specified in Schedule III to the Act is either nil or not applicable to the Company for the year.

As per our report of even date attached.

For Kalyaniwalla and Mistry LLP
Chartered Accountants
Firm's Registration No: 104607W / W100166

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No: 117366W-W-100018

For and on behalf of the Board of Directors of
Sterling and Wilson Renewable Energy Limited
CIN:L74999MH2017PLC292281

Daraius Z. Fraser
Partner
Membership No: 42454

Mohammed Bengali
Partner
Membership No: 105828

Khurshed Daruvala
Chairman
DIN:00216905

Chandra K. Thakur
Manager

Bahadur Dastoor
Chief Financial Officer
Membership No: 48936

Jagannadha Rao Ch. V.
Company Secretary
Membership No: F2808

Mumbai
20 April 2024

Mumbai
20 April 2024

FORM AOC - 1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

(in ₹ Crore)

1. Sl. No.	1	2	3	4	5	6	7	8	9	10	11	12	13	14
2. Name of the subsidiary	Esterlina Solar Engineers Private Limited	Sterling and Wilson International Solar FZCO	Sterling and Wilson (Thailand) Limited	Sterling and Wilson Saudi Arabia Limited	Sterling and Wilson Solar LLC	Sterling and Wilson Middle East Solar Energy LLC	Sterling and Wilson Singapore Pte Ltd	Sterling and Wilson Engineering (Pty) Ltd	Sterling and Wilson Solar Solutions LLC	Sterling and Wilson Solar Spain, S.L.	Sterling and Wilson Solar Solutions Inc	GCO Solar Pty. Limited	Sterling and Wilson Solar Australia Pty Ltd.	Sterling and Wilson Renewable Energy Spain S.L.
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24	31-03-24
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	AED / 22.6880	TBH / 2.29064	SAR / 22.197	OMR / 212.6910	AED / 22.6880	SGD / 61.6781	ZAR / 4.40776	USD / 83.3363	Euro / 89.9318	USD / 83.3363	AUD / 54.2632	AUD / 54.2632	Euro / 89.9318
5. Share capital	0.01	369.28	0.00	1.74	2.69	0.62	0.31	0.00	1.89	0.04	0.00	17.57	0.02	0.08
6. Reserves & surplus	0.16	(343.79)	(0.12)	(3.40)	1.47	(4.65)	(1.88)	(10.65)	0.15	(39.13)	(501.86)	(162.67)	71.66	(1.39)
7. Total Assets	0.25	2,601.31	-	0.04	12.64	6.89	0.12	17.48	2.04	2.55	663.99	13.16	152.88	180.88
8. Total Liabilities	0.08	2,575.82	0.12	1.70	8.48	10.93	1.69	28.13	-	41.64	1,165.85	158.26	81.20	182.19
9. Investments	-	9.59	-	-	-	-	0.03	-	-	-	-	-	-	-
10. Turnover	0.00	2.88	-	-	3.88	0.93	-	13.53	-	-	93.43	6.47	119.07	1.21
11. Profit / (loss) before taxation	0.01	(233.16)	-	-	0.17	(33.40)	(0.13)	5.56	-	(5.22)	(49.77)	(8.60)	33.44	(1.82)
12. Provision for taxation	-	-	-	-	(0.11)	-	-	1.51	-	1.31	0.01	-	-	(0.46)
13. Profit / (loss) after taxation	0.01	(233.16)	-	-	0.27	(33.40)	(0.13)	4.06	-	(6.53)	(49.78)	(8.60)	33.44	(1.36)
14. Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-
15. % of shareholding	100%	100%	100%	95%	70%	100%	100%	60%	100%	99%	100%	100%	100%	99%

Notes:

1. The following subsidiaries are yet to commence operations:
   Esterlina Solar – Proyecto Uno, S.L.
   Esterlina Solar–Proyecto Dos, S.L.

Esterlina Solar – Proyecto Tres, S.L.

Esterlina Solar – Proyecto Cuatro, S.L.

Esterlina Solar – Proyecto Cinco, S.L.

Esterlina Solar – Proyecto Seis, S.L.

Esterlina Solar – Proyecto Siete, S.L.

Esterlina Solar – Proyecto Ocho, S.L.

Esterlina Solar – Proyecto Nueve, S.L.

Sterling and Wilson Renewable Energy Nigeria Limited

Part "B": Associates and Joint Ventures

As on March 31, 2024, the Company does not have any Associate and/or Joint Venture with any other Company

For and on behalf of the Board of Directors of
Sterling and Wilson Renewable Energy Limited
CIN: L74999MH2017PLC292281

Khurshed Daruvala Chairman DIN: 00216905	**Chandra Kishore Thakur** Manager
Bahadur Dastoor Chief Financial Officer Membership No. 48936	**Jagannadha Rao Ch. V.** Company Secretary Membership No. F2808

Mumbai
April 20 2024

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

STERLING AND WILSON RENEWABLE ENERGY LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of STERLING AND WILSON RENEWABLE ENERGY LIMITED (hereinafter referred to as "the Parent Company") and its subsidiaries (Parent Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income/ Loss), the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows for the year ended on that date and Notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the branch auditors and other auditors on separate financial statements of such subsidiaries and branches referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and with other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024, of the consolidated loss, consolidated total comprehensive loss, consolidated statement of changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI), together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence we have obtained along with the consideration of audit reports of the branch auditors and other auditors referred to in paragraph (i) and (ii) of the "Other Matters" paragraph below is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matters

We draw attention to:

i) Note 55 to the consolidated financial statements which describes the Indemnity Agreement dated December 29, 2021, entered into by the Parent Company with Shapoorji Pallonji and Company Private Limited, Khurshed Yazdi Daruvala (jointly the "Promoter Selling Shareholders") and Reliance New Energy Limited (formerly known as Reliance New Energy Solar Limited) pursuant to which, the Promoter Selling Shareholders would indemnify and re-imburse the Parent Company and its subsidiaries / branches for a net amount, on settlement of liquidated damages pertaining to certain identified past and existing projects (as on the date of signing the aforementioned agreement), old receivables, direct and indirect tax litigations as well as certain legal and regulatory matters, if such claims (net of receivables) exceeds ₹ 300.00 crores. Consequently, trade receivables from the customer undergoing a resolution process under the supervision of the National Company Law Tribunal ('NCLT') and bank guarantees related to liquidated damages encashed by certain customers would also be recoverable from the Promoter Selling Shareholders once crystallized, if not recovered from the customers. Since all future crystallized claims beyond ₹ 300.00 crores will be fully charged back and recovered from the Promoter Selling Shareholders, there will be no further impact on the results of the Parent Company and its subsidiaries.

ii) Note 42 C to the consolidated financial statements which describes the uncertainty related to the recoverability of remediation costs amounting to ₹ 467.12 crores (USD 56.07 million) incurred by a wholly owned subsidiary company ("WOS") of the Group in a particular geography due to delays and default by a sub-contractor. The subcontractor has filed a counter claim on a WOS of the Group for approximately ₹ 159.71 crores (USD 19.17 million). In the opinion of the Management of the Group and based on the conclusion memorandum of the external legal firm, the Group is confident of recovering the above-mentioned remediation costs and that the subcontractor's claim amounting to ₹ 159.71 crores (USD 19.17 million) is not tenable. Accordingly, no provision has been considered necessary during the quarter and year ended 31 March 2024.

iii) Note 60 to the consolidated financial statements where a WOS of the Group has incurred remediation costs amounting to ₹ 22.08 crores (USD 2.65 million) with respect to defective parts supplied by a supplier. Management is confident of recovery of the same. Accordingly, no provision has been considered necessary during the quarter and year ended 31 March 2024.

iv) Note 59 to the consolidated financial statements which describes the wrongful invocation of the bank guarantees by two customers aggregating to ₹ 391.89 crores (USD 47.04 million). The Management is confident of recovering the encashed bank guarantees from the customers and accordingly has disclosed ₹ 391.89 crores (USD 47.04 million) as recoverable from customers as at 31 March 2024. The Management is also confident that customer's claim is not tenable.

v) Note 61 to the consolidated financial statements which describes the wrongful invocation of the bank guarantee by a customer of ₹ 90.20 crores (AUD 16.59 million). The Management is confident of recovering the encashed guarantees from the customer and accordingly has disclosed ₹ 90.20 crores (AUD 16.59 million) as recoverable from customers as at 31 March 2024.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	Principal Audit Procedures performed
1.	**Revenue recognition of Engineering, Procurement and Commissioning Contracts (EPC Contracts) – Estimated Costs to Complete** (Refer Note 31 of the Consolidated Financial Statements). The Group follows a Percentage of Completion Method for Revenue Recognition of Engineering, Procurement and Commissioning (EPC) Contracts which involves actual cost and estimate / forecast for balance cost. Due to significant judgment involved in the estimation of the total revenue, costs to complete and the revenue that should be recognized and significant audit risk of overstatement, we have considered Revenue Recognition – Estimated cost to complete EPC Contracts as a key audit matter.	Understood the Management controls around estimation process and derivation of the estimated cost (Cost to Complete) thereof. Evaluated and tested the design, implementation and operating effectiveness of controls addressing this risk. Reviewed the Company's accounting policies with respect to accounting and revenue recognition relating to EPC Contracts. Obtained the list of all the contracts for which the Group has recognised revenue during the year and selected samples on which we conducted our test of details. For selected samples we have: - Obtained the Job Status Report ("JSR") / Percentage of Completion ("POC") working for EPC Contracts and traced the same to financial statements and general ledgers. - Verified the executed version of contracts and its amendments for key terms and milestones to verify the estimated total revenue and costs to complete and / or any changes thereto; - Inquired with the project and commercial departments about significant modification to Cost to Complete, evaluated and challenged rationale for modification; - Evaluated key Management estimates used in determining cost to complete by comparing it with prior periods and past precedents. - Verified the approval documents for change in the estimated cost during the year and if there is change in the margin due to addition / deletion of items in Bill of Quantity (Forecast) ("BOQ") / JSR / POC, the approval of the Chief Executive Officer is obtained.

Sr. No.	Key Audit Matters	Principal Audit Procedures performed
2.	**Litigated Overdue Receivables** (Refer Note 12, 17, 42, 56, 59, 60 and 61 of the Consolidated Financial Statements). We considered this as key audit matter on account of risk associated with litigated overdue receivables, the Company's assessment of the recoverability of these receivables and consequent determination of provision which requires significant Management estimates and judgments.	- Understood the processes and controls around estimation process of recoverability and provision thereof. - Verified the completeness and accuracy of data considered for ageing analysis and assessment of recoverability of receivables in respect of receivables not covered under indemnity and determination of the provision. - Wherever required, obtained the legal opinions for evaluating the case position and assessing the potential outcome.

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

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Report on Corporate Governance but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon. The Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Report on Corporate Governance are expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Board's Report, including the Annexures to Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities (including branches) included in the consolidated financial statements of which we are the independent auditors. For the other entities (including branches) included in the consolidated financial statements, which have been audited by other auditors and branch auditors, such other auditors and branch auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (i) and (ii) of the section titled "Other Matters" in this audit report.

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

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

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

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

Other Matters

i) We did not audit the financial statements of 17 branches included in the standalone financial statements of the Parent Company, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 717.19 crores as at 31 March 2024, and total revenues (before consolidation adjustments) of ₹ 188.28 crores, total net loss after tax (before consolidation adjustments) of ₹ 0.60 crores, total comprehensive loss (before consolidation adjustments) of ₹ 0.60 crore for and net cash outflows of ₹ 3.19 crores for the year ended on that date as considered in the standalone financial statements of the Parent Company.

   The financial statements of these branches have been audited by the respective branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors and the procedures performed by us as stated in Auditor's Responsibilities section above.

ii) We did not audit the financial statements of 8 subsidiaries included in the consolidated financial statements of the Group, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 1,381.66 crores as at 31 March 2024, and total revenues (before consolidation adjustments) of ₹ 239.15 crores, total net loss after tax (before consolidation adjustments) of ₹ 294.24 crores, total comprehensive loss (before consolidation adjustments) of ₹ 312.23 crores and net cash outflows of ₹ 10.00 crores for the year ended on that date as considered in the consolidated financial statements of the Group.

   The annual financial statements of these subsidiaries have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as Auditor's Responsibilities section above.

iii) The branches and subsidiaries referred to above are located outside India whose financial statements have been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been audited by the respective branch auditors and other auditors under generally accepted auditing standards applicable in their respective countries. The Parent Company's Management has converted the financial statements of such branches and subsidiaries located outside India from the accounting principles generally accepted in their respective countries to the accounting principles generally accepted in India. We have audited these conversion adjustments made by the Parent Company's Management.

   Our opinion in so far as it relates to the amounts and disclosures included in respect of these branches and subsidiaries located outside India is based on the report of such other auditors and the conversion adjustments prepared by the Management of the Parent Company and audited by us.

iv) The consolidated financial statements includes the financial statements / financial information of 18 subsidiaries which have not been audited, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 183.89 crores as at 31 March 2024, total revenues (before consolidation adjustments) of ₹ 1.21 crores, total net loss after tax (before consolidation adjustments) of ₹ 8.04 crores, total comprehensive loss (before consolidation adjustments) of ₹ 8.26 crores and net cash inflows of ₹ 18.02 crores for the year ended on that date as considered in the consolidated financial statement. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited financial statements/financial information.

   In our opinion and according to the information and explanations given to us by the Board of Directors, these financial statements / financial information are not material to the Group.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section143(3) of the Act, based on our audit and on the consideration of the reports of the branch auditors and other auditors on the separate financial statements of the subsidiaries / financial information of the branches referred to in the Other Matters section above we report to the extent applicable that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept and proper returns adequate for the purposes of our audit have been received from the branches not visited so far as it appears from our examination of those books, returns and the reports of the other auditors, except for maintaining backup on a daily basis of such books of account maintained by certain branches in electronic mode, in a server physically located in India and for not complying with the requirement of audit trail as stated in (i) (vi) below.

c) The reports on the accounts of the branch offices of the Parent Company included in the Group, audited under Section 143(8) of the Act by branch auditors, have been provided to us and have been properly dealt with by us in preparing this report.

d) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), and the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements and with the returns received by us and the other auditors from the branches not visited by us.

e) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

f) On the basis of the written representations received from the Directors of the Parent Company as on 31 March 2024, which are taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the Directors of the Group are disqualified as on 31 March 2024, from being appointed as a Director in terms of Section 164(2) of the Act.

g) The modification relating to the maintenance of accounts and other matters connected therewith, are as stated in the paragraph (b) above.

h) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Parent Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The Group has disclosed the impact of pending litigations on its consolidated financial position. Refer Note 42 to the consolidated financial statements.

ii) The Group has made provisions, as required under applicable laws or Accounting Standards for material foreseeable losses, if any, on long-term contracts - Refer Note 29 to the consolidated financial statements. The Group does not have any long-term derivative contract.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent Company and its subsidiary company incorporated in India.

iv) The respective Management of the Parent Company and its subsidiary company incorporated in India whose financial statements have been audited under the Act have represented to us and to the other auditors of such subsidiary respectively that:

a) to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company or any of such subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Parent Company or any of such subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on the audit procedures performed by us and those performed by the other auditor of the subsidiary company incorporated in India, which is considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us or other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) contain any material misstatement.

v) As per information and explanation represented by Management and based on the records of the Parent Company, no dividend has been declared or paid or proposed during the year by the Parent Company and its subsidiary incorporated in India. Hence, the compliance with Section 123 of the Act is not applicable.

vi) Based on our examination, which included test checks, the Parent Company and its subsidiary incorporated in India have used accounting software for maintaining their respective books of account which has a feature of recording audit trail (edit log) facility and the audit trail has been operating throughout the year for all relevant transactions recorded in the software, except that no audit trail was enabled at the database level for accounting software SAP (database HANA) to log any direct data changes.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was enabled and operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended 31 March 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4(xxi) of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Parent Company and report issued by other auditors of its subsidiary company included in the consolidated financial statements of the Parent Company, to which reporting under CARO is applicable, we report the following:

Sr. No.	Name of Entity	CIN	Relationship with Parent Company	Clause number of the CARO report which is unfavourable or qualified or adverse
1.	Sterling and Wilson Renewable Energy Limited	L74999MH2017PLC292281	Parent Company	(ix) (a)

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 42454
UDIN: 24042454BKBKBU2093
Mumbai: 20 April 2024

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 117366W-W-100018

Mohammed Bengali
PARTNER
M. No.: 105828
UDIN: 24105828BKFIIC9041
Mumbai: 20 April 2024

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para (h) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Group on the consolidated financial statements for the year ended 31 March 2024.

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to consolidated financial statements of **STERLING AND WILSON RENEWABLE ENERGY LIMITED** (hereinafter referred to as "the Parent Company"), and its subsidiary company incorporated in India (together referred to as "the Group"), as at 31 March 2024, in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date which includes internal financial controls with reference to financial statement of the Company's branches.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Group based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by ICAI prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the branch auditors and other auditors of the subsidiary incorporated in India in terms of their report referred to in the 'Other Matter' paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that:

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group;

2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group; and

3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the branch auditors and other auditors on internal financial controls with reference to the financial statements of such branches and the subsidiary company referred to in the Other Matters paragraph below, the Parent Company and such subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2024, based on the internal control with reference to financial statements criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matter

We did not audit the internal financial controls with reference to financial statements of 17 branches (in Australia, Argentina, Chile, Dubai, Egypt (2 branches), Jordan (2 branches), Kenya, Mali, Namibia, Philippines, Vietnam (3 branches), Tanzania, and Zambia)included in the standalone financial statement of the Parent Company. The internal financial controls with reference to financial statements of these branches have been audited by the branch auditors whose reports have been furnished to us.

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to these 17 branches, is based solely on the corresponding reports of the branch auditors and other auditors of such subsidiary company incorporated in India.

Our opinion is not modified in respect of the above matter.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W / W100166

Daraius Z. Fraser
PARTNER
M. No.: 42454
UDIN: 24042454BKBKBU2093
Mumbai: 20 April 2024

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Regn. No.: 117366W-W-100018

Mohammed Bengali
PARTNER
M. No.: 105828
UDIN: 24105828BKFIIC9041
Mumbai: 20 April 2024

CONSOLIDATED BALANCE SHEET

as at 31 March 2024

(Currency: Indian rupees in crore)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
Assets			
1. Non-current assets			
(a) Property, plant and equipment	5	19.12	26.11
(b) Capital work-in-progress	5	-	0.08
(c) Right-of-use assets	47(A)	32.29	12.26
(d) Other intangible assets	6	4.80	5.87
(e) Financial assets			
(i) Other financial assets	7	30.03	11.06
(f) Deferred tax assets (net)	8	63.94	98.11
(g) Non current tax assets (net)	9	24.71	61.35
(h) Other non-current assets	10	4.72	1.85
Total non-current assets		**179.61**	**216.69**
2. Current assets			
(a) Inventories	11	1.14	1.57
(b) Financial assets			
(i) Trade receivables	12	831.69	790.25
(ii) Cash and cash equivalents	13	295.63	47.90
(iii) Bank balances other than cash and cash equivalents	14	43.56	47.28
(iv) Loans	15	2.06	2.17
(v) Derivatives	16	-	3.72
(vi) Other financial assets	17	1,269.93	1,260.72
(c) Current tax assets (net)	18	1.71	1.70
(d) Other current assets	19	1,675.18	818.37
Total current assets		**4,120.90**	**2,973.68**
Total assets		**4,300.51**	**3,190.37**
Equity and liabilities			
Equity			
(a) Equity share capital	20	23.32	18.97
(b) Other equity	21	945.85	(244.05)
Total equity attributable to owners of the Company		**969.17**	**(225.08)**
Non-controlling interests	54	**(14.16)**	**(15.22)**
Total equity		**955.01**	**(240.30)**
Liabilities			
1. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	246.21	700.00
(ii) Lease liabilities	47(B)	31.35	11.09
(b) Provisions	23	22.40	19.24
Total non-current liabilities		**299.96**	**730.33**
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	24	230.45	1,314.95
(ii) Lease liabilities	47(B)	7.67	3.57
(iii) Trade payables	25		
Total outstanding dues of micro and small enterprises		54.19	9.72
Total outstanding dues of creditors other than micro and small enterprises		1,453.63	640.24
(iv) Derivatives	26	1.28	-
(v) Other financial liabilities	27	116.11	49.58
(b) Other current liabilities	28	1,131.50	602.89
(c) Provisions	29	49.94	74.37
(d) Current tax liabilities (net)	30	0.79	5.02
Total current liabilities		**3,045.54**	**2,700.34**
Total liabilities		**3,345.50**	**3,430.67**
Total equity and liabilities		**4,300.51**	**3,190.37**

The attached notes 1 to 65 are an integral part of these consolidated financial statements.

As per our report of even date attached.

For Kalyaniwalla and Mistry LLP
Chartered Accountants
Firm's Registration No: 104607W / W100166

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No: 117366W-W-100018

For and on behalf of the Board of Directors of
Sterling and Wilson Renewable Energy Limited
CIN:L74999MH2017PLC292281

Daraius Z. Fraser
Partner
Membership No: 42454

Mohammed Bengali
Partner
Membership No: 105828

Khurshed Daruvala
Chairman
DIN:00216905

Chandra K. Thakur
Manager

Bahadur Dastoor
Chief Financial Officer
Membership No: 48936

Jagannadha Rao Ch. V.
Company Secretary
Membership No: F2808
Mumbai
20 April 2024

Mumbai
20 April 2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
Income			
I. Revenue from operations	31	3,035.37	2,015.01
II. Other income	32	85.42	110.86
III. **Total income (I+II)**		**3,120.79**	**2,125.87**
IV. **Expenses**			
Cost of construction materials, stores and spare parts	33	1,941.73	1,210.50
Changes in inventories of stock-in-trade	34	-	-
Direct project costs	35	779.82	1,549.97
Employee benefits expense	36	211.27	247.85
Finance costs	37	218.52	144.91
Depreciation and amortisation expense	38	16.65	14.70
Other expenses	39	125.12	136.68
Total expenses (IV)		**3,293.11**	**3,304.61**
V. **Consolidated (loss) before income tax (III-IV)**		**(172.32)**	**(1,178.74)**
VI. **Tax expense:**	40		
Current tax			
Current tax relating to current year		2.71	6.66
Current tax relating to earlier period		0.99	(8.09)
Deferred tax expenses / (credit)		34.77	(2.35)
		38.47	**(3.78)**
VII. **Consolidated (loss) for the year after income tax (V-VI)**		**(210.79)**	**(1,174.96)**
VIII. **Other comprehensive income**			
Items that will not be reclassified subsequently to profit or loss:			
(i) Remeasurements of defined benefit liability		(2.48)	0.81
(ii) Income tax relating to the items that will not be reclassified to profit and loss		0.60	-
Items that will be reclassified subsequently to profit or loss:			
(i) Effective portion of gain on hedging instruments in cash flow hedges		(5.22)	39.56
(ii) Effective portion of (gain) / losses on hedging instruments in cash flow hedges reclassified to profit or loss		0.23	(15.50)
(iii) Income tax relating to items that will be reclassified to profit or loss		-	(5.13)
(iv) Exchange differences in translating financial statements of foreign operations		(63.45)	5.74
Other comprehensive income for the year, net of income tax		**(70.32)**	**25.48**
IX. **Total comprehensive (loss) for the year (VII-VIII)**		**(281.11)**	**(1,149.48)**
Consolidated (loss) attributable to:			
Owners of the Company		(211.92)	(1,169.55)
Non-controlling interests	54	1.13	(5.41)
Consolidated (loss) for the year		**(210.79)**	**(1,174.96)**
Other comprehensive income attributable to:			
Owners of the Company		(70.25)	24.37
Non-controlling interests	54	(0.07)	1.11
Other comprehensive income for the year		**(70.32)**	**25.48**
Total comprehensive (loss) attributable to:			
Owners of the Company		(282.17)	(1,145.18)
Non-controlling interests		1.06	(4.30)
Total comprehensive (loss) for the year		**(281.11)**	**(1,149.48)**
X. **Earnings per equity share**	41		
Basic earnings per share (₹) (face value of Re 1 each)		(10.40)	(61.65)
Diluted earnings per share (₹) (face value of Re 1 each)		(10.39)	(61.65)

The attached notes 1 to 65 are an integral part of these consolidated financial statements.

As per our report of even date attached.

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Chief Financial Officer
Membership No: 48936

Jagannadha Rao Ch. V.
Company Secretary
Membership No: F2808
Mumbai
20 April 2024

Mumbai
20 April 2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

A. Equity Share Capital

Particulars	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the year	18.97	18.97
Add: Changes in equity share capital during the year	4.35	-
Balance as at the end of the year	**23.32**	**18.97**

B. Other equity

	Attributable to the Owners of the Company										Attributable to non-controlling interests of the Company	Total
	Reserves and Surplus							Items of other comprehensive income		Total attributable to owners of the parent		
	Capital reserve on Demerger	Capital Reserve	Legal Reserve	Capital redemption reserve*	Employee stock option reserve	Securities premium reserve	Retained earnings	Effective portion of cash flow hedge	Foreign currency translation reserve			
Balance as at 1 April 2023	**(181.74)**	**(1.65)**	**1.21**	**0.00**	**7.05**	**1,087.12**	**(1,174.88)**	**3.72**	**15.12**	**(244.05)**	**(15.22)**	**(259.27)**
Adjustments:												
Acquired Pursuant to Scheme of Arrangement (Refer note 4)	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year												
(Loss) for the year	-	-	-	-	-		(211.92)	-	-	(211.92)	1.13	(210.79)
Employee stock option reserve for the current year	-	-	-	-	(0.41)	2.11	0.67	-	-	2.37	-	2.37
Transfer to retained earnings on lapse of options	-	-	-	-	(0.67)	-	-	-	-	(0.67)	-	(0.67)
Addition during the year (net of share issue expenses)	-	-	-	-	-	1,470.37	-	-	-	1,470.37	-	1,470.37
Gain on hedging instruments in cash flow hedges, net of tax	-	-	-	-	-	-	-	(5.22)	-	(5.22)	-	(5.22)
Effective portion of (gain) on hedging instruments in cash flow hedges reclassified to profit or loss, net of tax	-	-	-	-	-	-	-	0.23	-	0.23	-	0.23
Remeasurement of the defined benefit liability	-	-	-	-	-	-	(1.88)	-	-	(1.88)	-	(1.88)
Exchange differences in translating financial statements of foreign operations	-	-	-	-	-	-	-	-	(63.37)	(63.37)	(0.07)	(63.44)
Total comprehensive income	**-**	**-**	**-**	**-**	**(1.08)**	**1,472.48**	**(213.13)**	**(4.99)**	**(63.37)**	**1,189.91**	**1.06**	**1,190.96**
Balance as at 31 March 2024	**(181.74)**	**(1.65)**	**1.21**	**0.00**	**5.97**	**2,559.60**	**(1,388.01)**	**(1.27)**	**(48.25)**	**945.85**	**(14.16)**	**931.69**

* Amount less than ₹ 0.01 crore

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

B. Other equity (Contd.)

	Attributable to the Owners of the Company										Attributable to non-controlling interests of the Company	Total
	Reserves and Surplus							Items of other comprehensive income		Total attributable to owners of the parent		
	Capital reserve on Demerger	Capital Reserve	Legal Reserve	Capital redemption reserve*	Employee stock option reserve	Securities premium reserve	Retained earnings	Effective portion of cash flow hedge	Foreign currency translation reserve			
Balance as at 1 April 2022	**(181.74)**	**(1.65)**	**1.21**	**0.00**	**3.71**	**1,087.12**	**(6.14)**	**(15.21)**	**10.49**	**897.79**	**(10.93)**	**886.86**
Adjustments:												
Total comprehensive income for the year												
(Loss) for the year	-	-	-	-	-	-	(1,169.55)	-	-	(1,169.55)	(5.41)	(1,174.96)
Employee stock option reserve for the current year	-	-	-	-	3.34	-	-	-	-	3.34	-	3.34
Items of OCI for the year, net of tax:												
Adjustment on account of Ind AS 115	-	-	-	-	-	-	-	-	-	-	-	-
Gain on hedging instruments in cash flow hedges, net of tax	-	-	-	-	-	-	-	34.43	-	34.43	-	34.43
Effective portion of losses on hedging instruments in cash flow hedges reclassified to profit or loss, net of tax	-	-	-	-	-	-	-	(15.50)	-	(15.50)	-	(15.50)
Remeasurement of the defined benefit liability	-	-	-	-	-	-	0.81	-	-	0.81	-	0.81
Exchange differences in translating financial statements of foreign operations	-	-	-	-	-	-	-	-	4.63	4.63	1.11	5.74
Total comprehensive income	**-**	**-**	**-**	**-**	**3.34**	**-**	**(1,168.74)**	**18.93**	**4.63**	**(1,141.84)**	**(4.30)**	**(1,146.14)**
Balance as at 31 March 2023	**(181.74)**	**(1.65)**	**1.21**	**0.00**	**7.05**	**1,087.12**	**(1,174.88)**	**3.72**	**15.12**	**(244.05)**	**(15.22)**	**(259.27)**

* Amount less than ₹ 0.01 crore

The attached notes 1 to 65 are an integral part of these consolidated financial statements.

As per our report of even date attached.

For Kalyaniwalla and Mistry LLP
Chartered Accountants
Firm's Registration No: 104607W / W100166

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Chief Financial Officer
Membership No: 48936

Jagannadha Rao Ch. V.
Company Secretary
Membership No: F2808
Mumbai
20 April 2024

Mumbai
20 April 2024

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

	Particulars		For the year ended 31 March 2024	For the year ended 31 March 2023
A)	**Cash flow from operating activities**			
	(Loss) before tax		(172.32)	(1,178.74)
	Adjustments for:			
	Depreciation and amortisation expense		16.81	14.70
	Expected credit loss on financial assets		5.99	7.50
	Bad debts written off		-	9.76
	Expected credit loss on financial assets		-	(35.21)
	Loans and advances written off		3.35	-
	(Profit) on sale of property, plant and equipments (net)		(0.06)	-
	Property, plant and equipment written off		0.21	-
	Provision for liquidated damages		-	11.07
	(Reversal) / Provision for foreseeable losses		(28.39)	18.12
	Finance costs		218.52	144.91
	Interest income		(9.17)	(4.38)
	Provision for mark-to-market (loss) on derivative instruments		(0.23)	-
	Unrealised foreign exchange (gain) /loss (net)		(6.45)	(32.71)
	ESOP Expense		1.04	-
	Liabilities no longer required		(23.71)	(59.83)
	Operating (loss) before working capital changes		**5.59**	**(1,104.81)**
	Working capital adjustments:			
	Decrease in inventories		0.43	2.33
	(Increase) / Decrease in trade receivables		(42.15)	34.73
	Decrease / (Increase) in loans and advances		0.11	(1.02)
	(Increase) in other financial assets and derivative assets		(11.73)	(488.94)
	(Increase) / Decrease in other current assets		(860.17)	432.58
	Decrease in restricted cash		2.55	0.25
	Increase / (Decrease) in trade payable, derivatives, other financial liabilities, other liabilities and provisions		1,481.99	(687.94)
	(Increase) in other non-current assets		(2.87)	-
	Net change in working capital		**568.16**	**(708.01)**
	Cash flows generated from / (used in) operating activities		**573.76**	**(1,812.82)**
	Income-tax refund received / (paid) (net)		28.09	(22.13)
	Effects of exchange differences on translation of assets and liabilities (net)		(63.45)	5.74
	Net cash flows generated from / (used in) operating activities	(A)	**538.40**	**(1,829.21)**
B)	**Cash flows from investing activities**			
	(Purchase) of property, plant and equipment, capital work in progress and intangible assets		(1.01)	(9.24)
	Redemption in short term fixed deposits (net)		1.17	(1.01)
	(Investment) in long term fixed deposits		(12.98)	(6.00)
	Proceeds from sale of property, plant and equipment		0.40	0.09
	Interest received		7.71	4.38
	Net cash flows (used in) investing activities	(B)	**(4.71)**	**(11.78)**
C)	**Cash flows from financing activities**			
	(Repayment of) / Proceeds from cash credit borrowings (net)		(42.08)	(4.29)
	Proceeds from issue of equity shares for ESOP		6.70	-
	Proceeds from secured short-term borrowings		895.00	84.18
	Repayment of secured short-term borrowings		(1,294.20)	-
	(Repayment of) / proceeds from secured long term borrowings		(1,097.00)	1,500.00
	Proceeds from issue of equity shares (net of share issue expenses)		1,468.02	-
	Finance costs paid		(215.50)	(143.42)
	Repayment of lease liabilities (including interest on lease liabilities amounting to ₹2.74 crores (previous year ₹1.20 crores)		(6.90)	(5.21)
	Net cash flows generated from financing activities	(C)	**(285.96)**	**1,431.26**
	Net movement in currency translation	(D)	-	0.12
	Net increase / (decrease) in cash and cash equivalents	(A + B + C+D)	**247.72**	**(409.61)**
	Cash and cash equivalents at the beginning of the year		**47.90**	**457.51**
	Cash and cash equivalents at the end of the year		**295.63**	**47.90**

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Notes :

1 The above consolidated financial statements has been prepared under the indirect method as set out in Indian Accounting standard 7 Statement of Cash Flows.

2 Current account balances with banks include ₹ 0.10 crore (31 March 2023: ₹ 0.94 crore) held at a foreign branch at Philippines which are not freely remissible to the Company because of exchange restrictions, ₹ 0.01 crore (31 March 2023: ₹ 1.72 crore) on account of earmarked balance for spent towards Corporate Social Responsiblities expenses and an amount of ₹ 0.01 crore (31 March 2023: ₹ 0.01 crore) on account of earmarked balance for unclaimed dividend.

3 Cash comprises cash on hand and current accounts. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition).

4 Components of cash and cash equivalents

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Balance with banks		
- in current accounts	138.06	46.87
- in fixed deposit (with original maturity of less than 3 months)	157.25	-
Cash on hand	0.32	1.03
	295.63	**47.90**

5 Changes in liabilities arising from financing activity, including both changes arising from cash flows and non-cash changes

Particulars	As at 1 April 2023	Changes considered in consolidated statement of cash-flows	Non-cash changes on account of acquisition and others (including foreign exchange adjustment)	As at 31 March 2024
Long-term borrowings	700.00	(453.79)	-	246.21
Short-term borrowings	1,314.95	(1,084.50)	-	230.45
Lease liabilities	14.66	(6.90)	31.26	39.02

Particulars	As at 1 April 2022	Changes considered in consolidated statement of cash-flows	Non-cash changes on account of acquisition and others (including foreign exchange adjustment)	As at 31 March 2023
Long-term borrowings*	0.00	700.00	-	700.00
Short-term borrowings	435.06	879.89	-	1,314.95
Lease liabilities	11.15	(5.21)	8.72	14.66

6 The above consolidated statement of cash flows includes ₹ 2.09 crore (31 March 2023: ₹ 3.21 crore) towards corporate social responsibility (refer note: 45).

The attached notes 1 to 65 are an integral part of these consolidated financial statements.

As per our report of even date attached.
For Kalyaniwalla and Mistry LLP
Chartered Accountants
Firm's Registration No: 104607W / W100166

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Membership No: F2808

Mumbai
20 April 2024

Mumbai
20 April 2024

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

1 Background

Sterling and Wilson Renewable Energy Limited ("the Company" or "Parent Company") was incorporated as a Private Limited Company on 9 March 2017 under the Companies Act, 2013. The Company is one of India's leading Renewable Energy EPC contractor with a pan India presence and international operations in Middle East, South East Asia, Africa, Philippines, Thailand, Europe, South America, Latin America, Australia and USA. These consolidated financial statements comprise the Company and its subsidiaries (hereinafter collectively referred to as "the Group").

The Group is specialised in complete turn-key and Roof top solutions for Renewable Energy EPC solutions with having experience of executing more than 200 projects. The principal activity of the Group includes import, export and trading of Solar modules, structures, invertors and related accessories, installation and maintenance of renewable energy power generating facilities and other related activities. The Group is also engaged in the business of : a) setting up of power plants, solar energy systems, renewable energy systems or any other facility including Hybrid Energy Systems and Energy Storage (BESS) and (ESS) plants with predominantly non fossil fuels to generate power and to produce and b) integrated solid waste/ biomass management including Waste to Energy using MSW (Municipal Solid Waste) as fuel for Power Generation, using Biomass as fuel for Power Generation, selective Power to Synthetic Gas using excess renewable power, Power Plant for the demand response market.

The Company was incorporated on 9 March 2017 as Rashmika Energy Private Limited. The Company was renamed as Sterling and Wilson Solar Private Limited on 24 April 2018. The Company was renamed to Sterling and Wilson Solar Limited on 25 January 2019 and thereafter renamed as Sterling and Wilson Renewable Energy Limited on 16 November 2021. The Company was listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India on 20 August 2019.

Effective 30 December 2021, the Company became an Associate of Shapoorji Pallonji and Company Private Limited ("SPCPL"). Prior to this date it was a subsidiary of SPCPL. Further, effective 6 January 2022, the Company also became an associate of Reliance New Energy Limited (formerly known as Reliance New Energy Solar Limited) which is a wholly-owned subsidiary of Reliance Industries Limited.

2 Basis of preparation of the consolidated financial statements

a Statement of compliance

The accompanying consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended, notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The consolidated financial statements were authorised for issue by the Board of Directors of the Parent Company at their meeting held on 20 April 2024.

b Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Parent Company's functional currency. All amounts have been rounded off to the nearest two decimal places in crore, unless otherwise stated.

c Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments); and
- employee's defined benefit plan as per actuarial valuation.

3 Use of estimates and judgments

The preparation of the consolidated financial statements in accordance with Ind AS requires use of judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2024 are as follows:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

(i) Evaluation of percentage of completion

Determination of revenue under percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenue from the project or activity and foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the consolidated financial statements for the year in which such changes are determined.

(ii) Estimation uncertainty related to COVID-19

The Group has also assessed the possible impact of COVID-19 in preparation of the consolidated financial statements, including but not limited to its assessment of liquidity, recoverable values of its financial and non-financial assets including impact on estimated costs to be incurred towards of all projects under execution. The Group has considered internal and external sources of information and has performed sensitivity analysis on the assumptions used and based on current estimates, expects to recover the carrying amount of these assets. Considering the uncertainties involved in estimating the impact of this pandemic, the future impact of this pandemic may be different from those estimated as on the date of approval of these consolidated financial statements, and this will continue to closely monitor any material changes to future economic conditions (Also refer note 64).

(iii) Estimated useful lives of property, plant and equipment and Intangible assets

The Group estimates the useful lives of property, plant and equipment and intangible assets based on the period over which the assets are expected to be available for use. The estimation of the useful lives of property, plant and equipment and intangible assets is based on collective assessment of industry practice, internal technical evaluation and on the historical experience with similar assets. It is possible, however, that future results from operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

Useful lives of tangible assets are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from that prescribed in Schedule II of the Act, they are based on internal technical evaluation. Assumptions are also made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised. The estimation of residual value of assets is based on management's judgment about the condition of such asset at the point of sale of asset.

(iv) Recoverability of deferred income tax assets

In determining the recoverability of deferred income tax assets, the Group primarily considers current and expected profitability of applicable operating business segments and their ability to utilise any recorded tax assets. The Group reviews its deferred income tax assets at every reporting year end, taking into consideration the availability of sufficient current and projected taxable profits, reversals of taxable temporary differences and tax planning strategies.

(v) Measurement of defined benefit obligations and other employee benefit obligations

The Group's net obligation in respect of gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior years/periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related services are recognised as a liability at the present value of the other long-term employment benefits.

The present value of the obligation is determined based on actuarial valuation at the balance sheet date by an Independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures. The obligation is measured at the present value of the estimated future

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

(vi) Impairment losses on financial assets

The Group reviews its financial assets to assess impairment at regular intervals. The Group's credit risk is primarily attributable to its financial assets. In determining whether impairment losses should be reported in the consolidated statement of profit and loss, the Group makes judgments as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows. Accordingly, an allowance for expected credit loss is made where there is an identified loss event or condition which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

(vii) Impairment losses on investment

The Group reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

(viii) Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values, which includes overseeing all significant fair value measurements, including Level 3 fair values by the management. The management regularly reviews significant unobservable inputs and valuation adjustments.

The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Significant valuation issues are reported to the Company's Board of Directors.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:-

- Note 52 – financial instruments

(ix) Estimation of provisions and contingencies

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the Group. The Group exercises judgement and estimates in recognising the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

(x) Business combinations and intangible assets

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts.

(xi) Impairment of Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash generating unit or groups of cash-generating units which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

(xii) Determination of lease term and Discount rate

Ind AS 116 Leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Group's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(xiii) Share based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses Black-Scholes model.

The assumptions used for estimating fair value for share-based payment transactions are disclosed in Note 45 to the consolidated financial statements.

4 Material accounting policies

4.1 Principles of consolidation

a Subsidiaries

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2024. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The Group re-assesses 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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., 31 March 2024. When the end of the reporting year of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the standalone financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. 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.

(ii) 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.

(iii) 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 property, plant and equipment, 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.

For a list of Legal entities / business fully included in these consolidated financial statements, refer Note 54 - List of branches and subsidiaries.

b Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet respectively.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

c Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in loss of control as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity. The share of non-controlling interest is restricted to the extent of contractual obligation of the Group.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in the consolidated statement of profit and loss. This fair value becomes the initial carrying amount for the purpose of subsequently accounting for the retained interest in joint venture or financial asset.

4.2 Current/ non-current classification

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Assets

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

(i) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;

(ii) it is expected to be realised within twelve months from the reporting date;

(iii) it is held primarily for the purposes of being traded; or

(iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

Liabilities

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

(i) it is expected to be settled in the Group's normal operating cycle;

(ii) it is due to be settled within twelve months from the reporting date;

(iii) it is held primarily for the purposes of being traded; or

(iv) the Group does not have an unconditional right to defer settlement of the liability for atleast twelve months from the reporting date.

All other liabilities are classified as non-current.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out above which are in accordance with the Schedule III to the Act.

In respect of the Solar engineering, procurement and construction services (EPC) segment of the Group, the construction projects usually have long gestation periods and based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 18 months for the purpose of current - non-current classification of assets and liabilities. For the operations and maintenance operations, the operating cycle is ascertained as 12 months for the purpose of current – non-current classification of the assets and liabilities.

4.3 Foreign currency

(i) Foreign currency transactions

- Initial Recognition

All transactions that are not denominated in the Group's functional currency are foreign currency transactions. These transactions are initially recorded in the functional currency by applying the appropriate daily rate which best approximates the actual rate of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the consolidated statement of profit and loss.

- Measurement of foreign currency items at the reporting date

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in the consolidated statement of profit and loss, except exchange differences arising from the translation of the equity investments classified as fair value through OCI (FVOCI) which is recognised in OCI.

(ii) Foreign operations

The assets and liabilities of foreign operations (subsidiaries and branches) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Exchange differences are recognised in OCI and accumulated in equity (as exchange differences on translating the financial statements of a foreign operation), except to the extent that the exchange differences are allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to the consolidated statement profit and loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to NCI. When the Group disposes of only a part of its interest in a joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to the consolidated statement of profit and loss.

4.4 Financial instruments

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

(a) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(b) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

– the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

– how the performance of the portfolio is evaluated and reported to the Group's management;

– the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

– how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

– the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

– contingent events that would change the amount or timing of cash flows;

– terms that may adjust the contractual coupon rate, including variable interest rate features;

– prepayment and extension features; and

– terms that limit the Group's claim to cash flows from specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

(i) Financial assets at FVTPL:

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the consolidated statement of profit and loss.

(ii) Financial assets at amortised cost:

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

exchange gains and losses and impairment are recognised in the consolidated statement of profit and loss. Any gain or loss on derecognition is recognised in the consolidated statement of profit and loss.

(iii) Debt investments at FVOCI:

These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in the consolidated statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the consolidated statement of profit and loss.

(iv) Equity investments at FVOCI:

These assets are subsequently measured at fair value. Dividends are recognised as income in the consolidated statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to the consolidated statement of profit and loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the consolidated statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the consolidated statement of profit and loss. Any gain or loss on derecognition is also recognised in the consolidated statement of profit and loss. See Note 3.5 (e) for financial liabilities designated as hedging instruments.

(c) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the consolidated statement of profit and loss.

(d) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(e) Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in the consolidated statement of profit and loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

The Group designates certain derivatives as hedging instruments to hedge variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates.

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivatives is recognised immediately in the consolidated statement of profit and loss.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in other equity is included directly in the initial cost of the non-financial item when it is recognised. For all other hedged forecast transactions, the amount accumulated in other equity is reclassified to the consolidated statement of profit and loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or for other cash flow hedges, it is reclassified to the consolidated statement of profit and loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to the consolidated statement of profit and loss.

4.6 Fair Value

The Group measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) in the principal market for the asset or liability; or

(ii) in the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy that categorises into three levels, as described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (level 3 inputs).

Level 1 : quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : inputs that are unobservable for the asset or liability

For assets and liabilities that are recognised in the consolidated financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation at the end of each reporting year.

4.7 Property, plant and equipment

Recognition and measurement

The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

flow to the Group and the cost of the item can be measured reliably and is measured at cost. Subsequent to recognition, all items of property, plant and equipment (except for freehold land) are stated at cost less accumulated depreciation and accumulated impairment losses.

If the cost of an individual part of property, plant and equipment is significant relative to the total cost of the item, the individual part is accounted for and depreciated separately.

The cost of property, plant and equipment comprises its purchase price plus any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the initial estimate of decommissioning, restoration and similar liabilities, if any. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the subsequent expenditure can be measured reliably.

Items such as spare parts, stand-by equipments and servicing that meets the definition of property, plant and equipment are capitalised at cost and depreciated over the useful life. Cost of repairs and maintenance are recognised in the consolidated statement of profit and loss as and when incurred.

Capital work in progress and Capital advances:

Assets under construction includes the cost of property, plant and equipment that are not ready to use at the balance sheet date. Advances paid to acquire property, plant and equipment before the balance sheet date are disclosed under other non-current assets. Assets under construction are not depreciated as these assets are not yet available for use.

Depreciation

Depreciation on property, plant and equipment has been provided using the straight line method over the estimated useful lives prescribed by Schedule II of the Act, except for certain items of plant and machinery (such as welding machine, drilling machine, porta cabin etc. whose useful life has been estimated to be five years) wherein depreciation is provided based on the estimated useful lives of the plant and machinery so acquired, determined by the Group's management based on the technical evaluation carried out by the projects team. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of). The useful lives used, as set out in the following table, lower than or higher than or as those specified in Schedule II of the Act as under :

Assets	Life in no. of years	Schedule II useful lives
Building	10 years to 30 years	30 years
Plant and equipment	2 years to 25 years	15 years
Furniture and fixtures	3 years to 10 years	10 years
Vehicles	3 years to 10 years	8 years to 10 years
Computer hardware	3 years to 6 years	3 years / 6 years

Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Lease hold improvements are amortised over the primary lease period or the useful life of the assets, whichever is lower.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Assets costing ₹ 5,000 or less are fully depreciated in the year of purchase. The residual value of property, plant and equipment is estimated by management to be 5% of cost.

4.8 Goodwill

For measurement of goodwill that arises on a business combination, refer note 3.2. Subsequent measurement is at cost less any accumulated impairment losses.

4.9 Other intangible assets

Intangible assets comprise primarily of computer software (including enterprise systems) and licenses (including construction license and ISO license). Intangible assets are initially recorded at cost and subsequent to recognition, intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

Other intangible assets are amortised over an expected benefit period using straight line method. The useful lives used, as set out in the following table, higher than or as those specified in Schedule II of the Act as under

Assets	Life in no. of years	Schedule II useful lives
Computer Software	1 years to 10 years	5 years
Licenses	5 years	5 years

The amortisation period and the amortisation method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such changes is accounted for as a change in an accounting estimate.

Derecognition

An item of intangible asset is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of an item of intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the consolidated statement of profit and loss in the period the asset is derecognised.

4.10 Leases

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

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capability of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Group has the right to direct the use of the asset.The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

As a lessee

Right-of-use assets:

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. At the commencement date, a lessee shall measure the right-of-use asset at cost which comprises initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease. The Group measures right-of-use assets at cost less accumlated depreciation and any accumulated impairment losses.

Lease liabilities

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

Short-term lease and leases of low-value assets:

The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of less than 12 months or less and leases of low-value assets, including IT Equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The election for short-term leases shall be made by class of underlying asset to which the right of use relates. A class of underlying asset is a grouping of underlying assets of a similar nature and use in Group's operations. The election for leases for which the underlying asset is of low value can be made on a lease-by-lease basis.

4.11 Inventories

Material at central stores comprises modules, wires, cables, components, stores and spares. Stock in trade comprises of land acquired for Solar EPC projects.

Inventories are valued at lower of cost or net realisable value; cost is determined on the moving weighted average method basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

4.12 Impairment

Impairment of non-derivative financial assets

A financial asset is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

The Group applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

(i) Trade receivables, lease receivables and contract assets; and

(ii) Financial assets measured at amortised cost (other than trade receivables, lease receivables and contract assets).

In case of trade receivables, lease receivables and contract assets, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognition as loss allowance. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime of ECL.

ECL 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 entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.Lifetime ECL are the expected credit losses resulting from all possible defaults events over the expected life of a financial asset. 12 month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or

- the financial asset is 90 days or more past due.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the consolidated statement of profit and loss.

Impairment of non-financial assets

The carrying amount of the Group's non-financial assets, other than inventories and deferred tax assets, is reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the consolidated statement of profit and loss.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

4.13 Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Post-employment benefits

(i) Defined contribution plans

A defined contribution plan is a plan for the post employment benefit of an employee under which the Group pays fixed periodic contributions into Provident Fund and Employee State Insurance Corporations in accordance with Indian regulations. The Group has no further legal or constructive obligation to pay once contributions are made. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the consolidated statement of profit and loss in the year during which the related services are rendered by employees. In respect of overseas entities, the Group's contribution towards defined contribution benefit plan is accrued in compliance with the domestic laws of the country in which the consolidated foreign entities operate.

(ii) Defined benefit plans

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

All remeasurement gains and losses arising from defined benefit plans are recognised in the consolidated statement of other comprehensive income in the period in which they occur and not reclassified to the consolidated statement of profit and loss in the subsequent period. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the consolidated statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the consolidated statement of profit and loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs in the consolidated statement of profit and loss.

Other long-term employee benefits

The Group's net obligation in respect of long-term employment benefits, other than gratuity, is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated at the balance sheet date on the basis of an actuarial valuation done by an independent actuary using the projected unit credit method and is discounted to its present value and the fair value of any related assets is deducted. Remeasurements gains or losses are recognised

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

in the consolidated statement of profit and loss in the period in which they arise.

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date. The discount rates used for determining the present value of the obligation under long term employment benefits, are based on the market yields on Government securities as at the balance sheet date.

Equity settled share based payments

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Consolidated Statement of Profit and Loss. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

4.14 Provisions and Contingencies

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

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

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are not recognised till the realization of the income is virtually certain. However the same are disclosed in the standalone financial statements where an inflow of economic benefits is probable.

Contingent Liabilities in respect of show cause notices are considered only when converted into demands.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

4.15 Revenue recognition

The Group has adopted Ind AS 115, Revenue from Contracts with Customers, with effect from 01 April 2018. The Group has applied the following accounting policy for revenue recognition:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Revenue from contracts with customers:

The Group recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1. Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2. Identify the performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3. Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4. Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5. Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; or
2. The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group's performance does not create an asset with an alternative use to the Group and the entity has an enforceable right to payment for performance completed to date.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements.

Revenue from works contracts

Revenue from works contracts, where the outcome can be estimated reliably, is recognised under the percentage of completion method by reference to the stage of completion of the contract activity. The stage of completion is measured by calculating the proportion that costs incurred to date bear to the estimated total costs of a contract. Determination of revenues under the percentage of completion method necessarily involves making estimates by the management.

When the Group satisfies a performance obligation by delivering the promised goods or services it creates a contract asset based on the amount of consideration to be earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised this gives rise to a contract liability.

Any variations in contract work, claims, incentive payments are included in the transaction price if it is highly probable that a significant reversal of revenue will not occur once associated uncertainties are resolved.

Consideration is adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit either to the customer or the Group.

Revenue from sale of goods

The Group recognises revenue from sale of goods once the customer takes possession of the goods. Revenue respresents the invoice value of goods provided to third parties net of discounts and sales taxes/value added taxes/Good and Service Tax.

Operation and maintenance income:

The Group recognises revenue from Operations and Maintenance services using the time-elapsed measure of progress i.e input method on a straight line basis.

4.16 Contract assets and Contract liabilities

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Contract Liabilities are recognised when there is billing in excess of revenue and advance received from customers.

4.17 Export incentives

Export incentives receivable are accrued for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of export proceeds. The export incentives are disclosed as other income in the consolidated financial statements.

4.18 Recognition of dividend income, interest income or expense

Dividend income is recognised in the consolidated statement of profit and loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

4.19 Income tax

Income-tax comprises current and deferred tax. It is recognised in the consolidated statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

On 30th March 2019, MCA has issued amendment regarding the income tax Uncertainty over Income Tax Treatments. The notification clarifies the recognition and measurement requirements when there is uncertainty over income tax treatments. In assessing the uncertainty, an entity shall consider whether it is probable that a taxation authority will accept the uncertain tax treatment. This notification is effective for annual reporting periods beginning on or after April 1, 2019. As per the Group's assessment, there are no material uncertainties over income tax treatments.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using applicable tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

4.20 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the year in which they are incurred.

4.21 Consolidated statement of cash flows

The Group's consolidated statement of cash flows are prepared using the Indirect method, whereby (loss)/ profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

Cash and cash equivalents comprise cash and bank balances and short-term fixed bank deposits that are subject to an insignificant risk of changes in value.

4.22 Earnings per share

The basic earnings per share ('EPS') is computed by dividing the net profit attributable to equity shareholders for the period, by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed using the weighted average number of equity and dilutive (potential) equity equivalent shares outstanding during the year except where the results would be anti-dilutive.

4.23 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting year the impact of such events is adjusted with the consolidated financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

5 Property, plant and equipment and capital work-in-progress

Reconciliation of carrying amount for the year ended 31 March 2024

Particulars	Building	Leasehold improvements	Plant and equipment	Furniture and fixtures	Vehicles	Computer hardware	Total (A)	Capital work-in progress (B)	Total (A+B)
Gross carrying amount :									
Balance as at 1 April 2023	0.16	9.78	46.22	2.24	1.80	11.11	71.31	0.08	71.38
Add: Additions during the year	0.09	-	0.99	-	0.13	0.24	1.45	-	1.45
Less: Disposals / written off during the year	-	-	2.03	0.31	-	0.35	2.69	0.08	2.77
Add: Exchange differences on translation of foreign operations	0.01	0.06	(0.51)	(0.08)	(0.01)	(0.43)	(0.96)	-	(0.96)
Balance as at 31 March 2024	**0.26**	**9.84**	**44.67**	**1.85**	**1.92**	**10.57**	**69.11**	**-**	**69.11**
Accumulated depreciation and amortisation :									
Balance as at 1 April 2023	**-**	**5.41**	**29.90**	**1.35**	**0.81**	**7.73**	**45.20**	**-**	**45.20**
Add: Depreciation and amortisation for the year	-	0.56	5.36	0.11	0.14	1.21	7.38	-	7.38
Less: Disposals / written off during the year	-	-	(1.57)	(0.14)	-	(0.34)	(2.05)	-	(2.05)
Add: Exchange differences on translation of foreign operations	-	0.06	(0.48)	(0.09)	0.22	(0.25)	(0.54)	-	(0.54)
Balance as at 31 March 2024	**-**	**6.03**	**33.21**	**1.23**	**1.17**	**8.35**	**49.99**	**-**	**49.99**
Carrying amounts (net)									
At 1 April 2023	**0.16**	**4.37**	**16.32**	**0.89**	**0.99**	**3.38**	**26.11**	**0.08**	**26.19**
At 31 March 2024	**0.26**	**3.81**	**11.46**	**0.62**	**0.75**	**2.22**	**19.12**	**-**	**19.12**

Notes:

a) Movable fixed assets with carrying amount of ₹ 11.10 crore for the year ended 31 March 2024 (31 March 2023: ₹ 14.33 crore) are subject to first charge to secured bank loans obtained by the Parent Company.

b) ₹ Nil amount of impairment loss is recognised during the year ended 31 March 2024 and 31 March 2023.

c) Adjustments includes the exchange fluctuation of ₹ (0.96) crore on gross block for the year ended 31 March 2024 (31 March 2023: 1.41 crore) and ₹ (0.54) crore on accumulated depreciation / amortisation for year ended 31 March 2024 (31 March 2023: 1.14 crore) due to translation of property, plant and equipment of all foreign branches and subsidiaries at closing exchange rate.

d) The Company has not revlaued its property, plant and equipment during the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Reconciliation of carrying amount for the year ended 31 March 2023

Particulars	Building	Leasehold improvements	Plant and equipment	Furniture and fixtures	Vehicles	Computer hardware	Total	Capital work-in progress	Total (A+B)
Gross carrying amount :									
Balance as at 1 April 2022	0.14	6.25	42.31	2.07	1.96	8.58	61.31	0.07	61.38
Add: Additions during the year	-	3.18	3.57	0.10	-	2.39	9.24	-	9.24
Less: Disposals during the year	-	-	0.21	-	0.23	0.21	0.65	-	0.65
Add: Exchange differences on translation of foreign operations	0.02	0.35	0.55	0.07	0.07	0.35	1.41	0.01	1.42
Balance as at 31 March 2023	**0.16**	**9.78**	**46.22**	**2.24**	**1.80**	**11.11**	**71.31**	**0.08**	**71.38**
Accumulated depreciation and amortisation :									
Balance as at 1 April 2022	**-**	**4.52**	**22.23**	**1.03**	**0.84**	**6.93**	**35.55**	**-**	**35.55**
Add: Depreciation and amortisation for the year	-	0.54	7.11	0.22	0.21	0.99	9.07	-	9.07
Less: Disposals during the year	-	-	0.13	-	0.22	0.21	0.56	-	0.56
Add: Exchange differences on translation of foreign operations	-	0.35	0.69	0.10	(0.02)	0.02	1.14	-	1.14
Balance as at 31 March 2023	**-**	**5.41**	**29.90**	**1.35**	**0.81**	**7.73**	**45.20**	**-**	**45.20**
Carrying amounts (net)									
At 1 April 2022	**0.14**	**1.73**	**20.08**	**1.04**	**1.12**	**1.65**	**25.76**	**0.07**	**25.82**
At 31 March 2023	**0.16**	**4.37**	**16.32**	**0.89**	**0.99**	**3.38**	**26.11**	**0.08**	**26.19**

Note:

a)

Capital work in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress					
31 March 2024	-	-	-	-	-
31 March 2023	-	-	0.08	-	0.08

6 Other intangible assets

Particulars	Computer software	Licenses*	Total	Intangible assets under development
Reconciliation of carrying amount for the year ended 31 March 2024				
Balance as at 1 April 2023	9.81	0.90	10.71	-
Add: Additions during the year	-	-	-	-
Add: Exchange differences on translation of foreign operations	(0.01)	0.01	-	-
Balance as at 31 March 2024	**9.80**	**0.91**	**10.71**	**-**
Accumulated amortisation and impairment losses:				
Balance as at 1 April 2023	**4.28**	**0.56**	**4.84**	**-**
Add: Amortisation for the year	0.93	0.13	1.06	-
Add: Exchange differences on translation of foreign operations	-	0.01	0.01	-
Balance as at 31 March 2024	**5.21**	**0.70**	**5.91**	**-**
Carrying amounts (net)				
At 1 April 2023	**5.53**	**0.34**	**5.87**	**-**
At 31 March 2024	**4.59**	**0.21**	**4.80**	**-**

* includes Construction License and ISO License.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	Computer software	Licenses*	Total	Intangible assets under development
Reconciliation of carrying amount for the year ended 31 March 2023				
Balance as at 1 April 2022	9.81	0.83	10.64	0.32
Add: Additions during the year**	0.00	-	0.00	-
Add: Acquisition of subsidiaries (refer note 3)			-	
Less: Disposals during the period	-		-	0.32
Add: Exchange differences on translation of foreign operations**	0.00	0.07	0.07	-
Balance as at 31 March 2023	**9.81**	**0.90**	**10.71**	**-**
Accumulated amortisation and impairment losses:				
Balance as at 1 April 2022	3.25	0.40	3.65	-
Add: Amortisation for the year	1.03	0.13	1.16	-
Add: Exchange differences on translation of foreign operations	-	0.03	0.03	-
Balance as at 31 March 2023	**4.28**	**0.56**	**4.84**	**-**
Carrying amounts (net)				
At 1 April 2022	**6.56**	**0.43**	**6.99**	**0.32**
At 31 March 2023	**5.53**	**0.34**	**5.87**	**-**

* includes Construction License and ISO License.

** Amount is less than ₹ 0.01 crore

7 Other non-current financial assets

Particulars	31 March 2024	31 March 2023
Fixed Deposits with Banks (due to mature after 12 months from reporting date)*	22.98	10.00
Net Investment in Finance Lease (Refer note 47)	3.97	
Security deposits	3.08	1.06
	30.03	**11.06**

* Fixed deposit with banks to the extent of ₹ 22.55 crore (31 March 2023: ₹ 10.00 crore) is held as margin money or security against the guarantees and other commitments.

8 Deferred tax assets (net)

Particulars	31 March 2024	31 March 2023
Deferred tax assets		
Employee benefits	9.92	7.33
Carry forward business losses	43.74	80.95
Unabsorbed depreciation	1.34	3.28
Expected credit loss on financial assets	4.69	5.46
Provision for warranty	0.38	-
MSME disallowance u/s 43B	6.37	-
Provision for liquidated damages	3.82	-
Excess of depreciation as per Income tax Act, 1961 over book depreciation	0.10	-
Others	(6.39)	1.15
	63.96	**98.17**
Deferred tax liabilities		
Excess of depreciation as per book depreciation over Income tax Act, 1961	-	(0.01)
Others	(0.02)	(0.05)
	(0.02)	(0.06)
Deferred tax assets (net)	**63.94**	**98.11**

9 Non current tax assets (net)

Particulars	31 March 2024	31 March 2023
Advance tax (net of provision)	24.71	61.35
	24.71	**61.35**

10 Other non-current assets

(Unsecured, considered good)

Particulars	31 March 2024	31 March 2023
To parties other than related parties		
Balance with government authorities	4.72	1.85
	4.72	**1.85**

11 Inventories

(valued at lower of cost or net realisable value unless otherwise stated)

Particulars	31 March 2024	31 March 2023
Construction materials, stores and spare parts	-	0.43
Stock-in-trade	1.14	1.14
	1.14	**1.57**
Carrying amount of inventories (included above) pledged as securities for borrowings	1.14	1.57

12 Trade receivables

(Unsecured)

Particulars	31 March 2024	31 March 2023
- Considered good (refer note 55 and note 56)	831.69	790.25
- Credit impaired	1.14	6.77
	832.83	**797.02**
Less: allowances for bad and doubtful debts	(1.14)	(6.77)
	(1.14)	**(6.77)**
	831.69	**790.25**
Total trade receivables from related parties	196.18	197.03
Loss allowances	-	-
	196.18	**197.03**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

The Group's exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 50, 55 and 56.

As at 31 March 2024, trade receivables includes retention of ₹ Nil (31 March 2023: ₹ Nil) relating to construction contracts in progress.

Dues by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due from firms or private companies in which any director is a partner or a director or member:

Particulars	31 March 2024	31 March 2023
Shapoorji Pallonji and Company Private Limited*	-	40.12
Sterling and Wilson Private Limited	13.80	13.60
Sterling Generators Private Limited	0.47	0.47
	14.27	**54.19**

*Since there are no common directors as at 31 March 2024, no amount is reported.

Ageing for trade receivables outstanding as at 31 March 2024 is as follows:

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	383.63	39.82	27.09	88.66	292.49	831.69
Undisputed trade receivables - credit impaired	-	-	1.03	-	-	1.03
Disputed trade receivables - credit impaired	-	-	-	-	0.11	0.11
	383.63	**39.82**	**28.12**	**88.66**	**292.60**	**832.83**
Less: Loss allowances						(1.14)
						831.69

Ageing for trade receivables outstanding as at 31 March 2023 is as follows:

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	267.94	14.59	85.08	14.61	408.03	79025
Disputed trade receivables - credit impaired	-	-	-	-	6.77	6.77
	267.94	**14.59**	**85.08**	**14.61**	**414.80**	**797.02**
Less: Loss allowances						(6.77)
						790.25

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

13 Cash and cash equivalents

Particulars	31 March 2024	31 March 2023
Balances with Bank		
- in current accounts	138.06	46.87
- in fixed deposit*(with original maturity of less than 3 months)	157.25	-
Cash on hand	0.32	1.03
	295.63	**47.90**

*The balance in deposit accounts includes ₹ 9.46 crore (31 March 2023: ₹ Nil) held as margin money or security against the guarantees and other commitments.

14 Bank balances other than cash and cash equivalents

Particulars	31 March 2024	31 March 2023
Balances with banks		
- in current accounts*	0.12	2.67
- Fixed deposits with banks (with original maturity more than 3 months but less than 12 months)**	43.44	44.61
	43.56	**47.28**

* Current account balances with banks include ₹ 0.10 crore (31 March 2023: ₹ 0.94 crore) held at a foreign branch at Philippines which are not freely remissible to the Company because of exchange restrictions, ₹ 0.01 crore (31 March 2023: ₹ 1.72) on account of earmarked balance for spent towards Corporate Social Responsiblities expenses and an amount of ₹ 0.01 crore (31 March 2023: ₹ 0.01 crore) on account of earmarked balance for unclaimed dividend.

** The balance in deposit accounts includes ₹ 37.25 crore (31 March 2023: 44.61 crore) is held as margin money or security against the guarantees and other commitments.

15 Loans (Current)

(Secured)

Particulars	31 March 2024	31 March 2023
Loan to employees	2.06	2.17
	2.06	**2.17**

16 Derivatives

Particulars	31 March 2024	31 March 2023
Foreign currency forward exchange contract assets	-	3.72
	-	**3.72**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

17 Other financial assets

(Unsecured, considered good, unless stated otherwise)

Particulars	31 March 2024	31 March 2023
From related parties		
Other receivables*	19.58	45.49
From parties other than related parties		
Security deposits	9.40	11.46
Other receivables** (refer note 55, 56, 59, 60 and 61)		
- Considered good	1,238.66	1,203.77
- Credit impaired	12.46	7.50
Less: allowance***	(12.46)	(7.50)
Interest accrued on		
- fixed deposits	1.46	-
Net Investment in Finance lease (refer note 47)	0.83	-
	1,269.93	**1,260.72**

* includes receivable towards recovery of expenses incurred.

** includes receivable towards encashment of irrevocable letter of credit, claim against suppliers, insurance claims, Bank guarantee invocation etc.

*** The loss allowance on other receivables has been computed on the basis of Ind-AS 109 - Financial Instruments.

Dues by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due from firms or private companies in which any director is a partner or a director or member:

Particulars	31 March 2024	31 March 2023
Other receivables		
Shapoorji Pallonji Infrastructure Capital Co Private Limited*	-	25.84
Sterling and Wilson Cogen Solutions Private Limited	0.01	0.01
Sterling and Wilson International FZE	19.64	19.64
	19.65	**45.49**

*Since there are no common directors as at 31 March 2024, no amount is reported.

18 Current tax assets (net)

Particulars	31 March 2024	31 March 2023
Advance tax	1.71	1.70
	1.71	**1.70**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

19 Other current assets

(Unsecured, considered good)

Particulars	31 March 2024	31 March 2023
From related parties		
Unbilled receivables	4.32	0.70
From parties other than related parties		
Unbilled receivables	1,147.47	436.12
Advances for supply of goods	65.92	49.94
Other recoverables*#	0.00	0.28
Balance with government authorities	399.86	304.66
Prepayments	56.86	25.49
Advances to employees	0.73	1.18
	1,675.18	**818.37**

* Includes insurance claim receivables

\# Amount less than ₹ 0.01 crore

Dues by directors or other officers of the company or any of them either severally or jointly with any other person or amounts due from firms or private companies in which any director is a partner or a director or member:

Particulars	31 March 2024	31 March 2023
Unbilled receivables		
Shapoorji Pallonji Infrastructure Capital Co Private Limited*	-	0.55
Sterling Generators Private Limited	0.00	0.11
Sterling and Wilson Private Limited	3.77	0.03
	3.77	**0.69**

*Since there are no common directors as at 31 March 2024, no amount is reported.

20 Equity share capital

Particulars	31 March 2024	31 March 2023
Authorised		
500,000,000 equity shares of Re 1 each (31 March 2023: 500,000,000 equity shares of Re 1 each)	50.00	50.00
1,000,000 preference shares of ₹ 100 each (31 March 2023: 1,000,000 equity shares of ₹ 100 each)	10.00	10.00
Issued, subscribed and fully paid up:		
233,202,317 Equity shares of Re 1 each (31 March 2023: 189,693,333 Equity shares of ₹ 1 each, fully paid-up)	23.32	18.97
	23.32	**18.97**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

(A) Reconciliation of shares outstanding at the beginning and at the end of reporting year:

Particulars	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Equity shares				
Balance as at the beginning of the year	189,693,333	18.97	189,693,333	18.97
Add: Equity shares issued during the year (refer note (a) and (b) below)	43,508,984	4.35	-	-
Balance as at the end of the year	**233,202,317**	**23.32**	**189,693,333**	**18.97**

(a) During the year ended 31 March 2024 the Company allotted 4,32,27,665 equity shares of Re 1 each at a premium of ₹ 346 per share to eligible qualified institutional buyers on 14 December 2023.

(b) During the year ended 31 March 2024 the Company allotted 2,81,319 equity shares to the option grantees pursuant to exercise of stock options under the Sterling and Wilson Renewable Energy Limited Employee Stock Option Plan.

(B) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

(C) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	31 March 2024		31 March 2023	
	Number	% holding	Number	% holding
Equity shares				
Reliance New Energy Limited	75,877,334	32.54%	75,877,334	40.00%
Shapoorji Pallonji and Company Private Limited	29,701,291	12.74%	38,696,291	20.40%
Kainaz Khurshed Daruvala	13,000,200	5.57%	13,000,200	6.85%

(D) Details of shares held by promoters

31 March 2024

Promoter name	Number at the end of the year	% holding at the end of the year	% Change during the year	Number at the beginning of the year	% holding at the beginning of the year
Reliance New Energy Limited	75,877,334	32.54%	-7.46%	75,877,334	40.00%
Shapoorji Pallonji and Company Private Limited	29,701,291	12.74%	-7.66%	38,696,291	20.40%
Khurshed Daruvala, Chairman	3,443,662	1.48%	-2.71%	7,943,662	4.19%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

31 March 2023

Promoter name	Number at the end of the year	% holding at the end of the year	% Change during the year	Number at the beginning of the year	% holding at the beginning of the year
Reliance New Energy Limited	75,877,334	40.00%	0.00%	75,877,334	40.00%
Shapoorji Pallonji and Company Private Limited*	38,696,291	20.40%	-4.55%	47,329,886	24.95%
Khurshed Daruvala, Chairman	7,943,662	4.19%	-1.81%	11,384,544	6.00%

*During the previous year Shapoorji Pallonji and Company Private Limited sold 10,00,000 equity shares of the Company on 31 March 2023. However, the transaction was settled after 31 March 2023 and therefore not reflected in the Beneficiary Position provided by the Depositories as on 31 March 2023. Thus, the above sale transaction is not reflected in the Shareholding pattern filed with BSE Limited and National Stock Exchange of India Limited for the quarter ended 31 March 2023.

(E) Equity Shares allotted as fully paid-up without payment being received in cash

During the year ended 31 March 2018:

a) 16,036,000 equity shares were issued without payment being received in cash pursuant to the scheme of arrangement of merger of the Solar EPC ("S-EPC") business of Sterling and Wilson Private Limited along with certain subsidiaries engaged in the S-EPC business with the Holding Company.

b) 3,558 equity shares were issued without payment being received in cash on conversion of loan to equity.

(F) Employee stock option

On 27 March 2019, the Board of Directors of the Parent Company proposed the Scheme for Employee Stock Option Plan ('ESOP' or 'Scheme')which was approved by the Shareholders on 30 May 2021 and grant of the stock options was approved by Nomination and Remuneration Committee effective 15 July 2021. Pursuant to Scheme the Company has granted and has reserved 1,301,213 new stock grants to eligible employees, the exercise price of these ESOP is ₹ 238 per share and the same would get vested in 4 annual tranches of 25% each, commencing one year from date of grant, i.e. 15 July 2021. Refer note 44 for disclosure on share based payments.

21 Other equity

Particulars	Note	31 March 2024	31 March 2023
Capital reserve on demerger	(i)	(181.74)	(181.74)
Capital reserve	(ii)	(1.65)	(1.65)
Legal Reserve	(iii)	1.21	1.21
Capital redemption reserve*	(iv)	0.00	0.00
Employee stock option reserve	(v)	5.97	7.05
Securities premium reserve	(vi)	2,559.60	1,087.12
Retained earnings	(vii)	(1,388.01)	(1,174.88)
Effective portion of cash flow hedge	(viii)	(1.27)	3.72
Foreign currency translation reserve	(ix)	(48.25)	15.12
		945.85	**(244.05)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	31 March 2024	31 March 2023
(i) Capital reserve on demerger		
Balance as at the beginning of the year	(181.74)	(181.74)
Balance as at the end of the year	**(181.74)**	**(181.74)**
(ii) Capital reserve		
Balance as at the beginning of the year	(1.65)	(1.65)
Balance as at the end of the year	**(1.65)**	**(1.65)**
(iii) Legal reserve		
Balance as at the beginning of the year	1.21	1.21
Balance as at the end of the year	**1.21**	**1.21**
(iv) Capital redemption reserve*		
Balance as at the beginning of the year	0.00	0.00
Balance as at the end of the year	**0.00**	**0.00**
(v) Employee stock option reserve		
Balance as at the beginning of the year	7.05	3.71
Less: transfer to retained earnings on lapse of options	(0.67)	3.34
Add: Addition during the year	(0.41)	
Balance as at the end of the year	**5.97**	**7.05**
(vi) Securities premium reserve		
Balance as at the beginning of the year	1,087.12	-
Add: Addition during the year (net of share issue expenses)	1,470.37	-
Add: Transfer from Employee stock option reserve	2.11	1,087.12
Balance as at the end of the year	**2,559.60**	**1,087.12**
(vii) Retained earnings		
Balance as at the beginning of the year	(1,174.88)	(6.14)
Add: (loss) / profit for the year	(211.92)	(1,169.55)
Add: ESOP reserve	0.67	
Less: Remeasurements of defined benefit liability, net of tax (refer note (viii) below)	(1.88)	0.81
Balance as at the end of the year	**(1,388.01)**	**(1,174.88)**
(viii) Effective portion of cash flow hedge		
Balance as at the beginning of the year	3.72	(15.21)
Gain/(losses) on hedging instruments in cash flow hedges, net of tax	(5.22)	34.43
Add : Addition during the year	0.23	(15.50)
Balance as at the end of the year	**(1.27)**	**3.72**
(ix) Foreign currency translation reserve		
Balance as at the beginning of the year	15.12	10.49
Add: Exchange difference on translation of foreign operations arisen during the year	(63.37)	4.63
Balance as at the end of the year	**(48.25)**	**15.12**
Total other equity	**945.85**	**(244.05)**

*Amount less than ₹ 0.01 crore

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Notes:

(i) Capital reserve on demerger

The Company's capital reserve on demerger is on account of the difference between the net assets and liabilities taken over relating to the Solar-EPC business pursuant to the scheme of arrangement.

(ii) Capital reserve

Capital Reserve is mainly on account of acquisition of ownership interests in Sterling and Wilson Middle East Solar Energy L.L.C. (formerly known as Sterling and Wilson Powergen L.L.C.), registered in UAE.

(iii) Legal Reserve

Legal reserve is created out of net profits of subsidiary company, in accordance with article 255 of the Federal Law No 8 of 1984 and its amendments relating to Commercial Companies Law of United Arab Emirates.

10% of net income for the period is to be transferred to legal reserve. Further, in accordance with the provisions of the said laws, the subsidiary companies have resolved to discontinue such annual transfers since the balance in the reserve account is 50% of the share capital. The reserve is not available for distribution except in circumstances as stipulated in the said laws.

(iv) Capital redemption reserve

Capital redemption reserve is created out of profits available for distribution towards buy back of equity share of a subsidiary. This reserve can be used for the purpose of issue of Bonus shares.

(v) Employee stock option reserve

Employee stock option reserve represents the cumulative amounts charged to profit in respect of employee share option arrangements where the scheme has not yet been settled by means of an award of shares to an employees.

(vi) Securities premium reserve

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

(vii) Retained Earnings

Retained earnings are the (loss) / profits that the Group has incurred / earned till date, less any transfers to general reserve, dividends or other distributions paid to the owners of the Group and also includes Remeasurements of defined benefit liability, net of tax.

(viii) Effective portion of cash flow hedge

The Company has designated its hedging instruments obtained after 1 April 2020 as cash flow hedges and any effective portion of cash flow hedge is maintained in the said reserve. In case the hedging becomes ineffective, the amount is recognised in the Consolidated statement of profit and loss. On the settlement of the hedging instrument, the balance is recycled to consolidated statement of profit and loss.

(ix) Foreign currency translation reserve

These comprise of all exchange differences arising from translation of financial statements of foreign operations.

(x) Analysis of accumulated Other comprehensive income, net of tax

Remeasurement of Defined Benefit Liability

Particulars	31 March 2024	31 March 2023
Opening balance	(1.04)	(1.85)
(Loss) / Gain on remeasurement of defined benefit liability, net of tax	(1.88)	0.81
Closing balance	**(2.92)**	**(1.04)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

22 Borrowings (Non-current)

(Measured at amortised cost)

Particulars	31 March 2024	31 March 2023
Preference shares (Unsecured)		
510 (31 March 2023: 510) 7%, Non-convertible, non-cumulative preference shares of 100 baht each, 25 baht paid-up (refer note (a) below)*	0.00	0.00
Term loans from Banks (Secured - refer note (b) below)	403.04	800.00
Less: Current maturities of term loans from banks	(156.83)	(100.00)
	246.21	**700.00**
Term loans from financial institution (Secured - refer note (c) below)	-	100.00
Less: Current maturities of term loans from financial institution	-	(100.00)
	-	-
	246.21	**700.00**

* Amount is less than ₹ 0.01 crore

Details of the security and repayment terms :

(a) 7%, Non-convertible, Non-cumulative Preference shares of 100 baht each, 25 baht paid-up, were issued by Sterling and Wilson (Thailand) Limited, a subsidiary of the Company. Preference shares carry a preferential right as to dividend over equity shareholders. These preference shares are entitled to one vote per thirty shares at every general meeting of the subsidiary. In the event of liquidation, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up on such shares.

(b) Term loan from bank aggregating to ₹ 275.00 crore (31 March 2023: ₹ 300.000 crore) are secured by first pari passu charge over current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company and the remaining term loans from banks with carrying amount aggregating to ₹ 128.04 crore (31 March 2023: ₹ 500.00 crore) are secured by second pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. The loans carry variable interest rate ranging from 8.20% p.a. to 11.50% p.a (31 March 2023: 8.20% to 9.50% p.a.)

As at 31 March 2024, the Company has placed fixed deposits amounting to ₹ 75.00 crore with a scheduled commercial bank earmarking the same toward repayment of loan instalments upto November 2024. Balance debt post November 2024 amounting to ₹ 328.04 crore will be paid in instalments ranging from ₹ 10.25 crore to ₹ 25.00 crore commencing from December 2024 upto October 2026.

(c) Term loan from a financial institution with carrying amount ₹ Nil (31 March 2023: ₹ 100.00 crore) is secured by second pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. The loan carries an interest rate of 10.90% p.a. to 12.55% p.a.

(d) There are no continuing default as at balance sheet date in the payment of interest and repayment of principal . The delay in payment of interest and repayment of principal during the current year were made good before the balance sheet date. Refer Note 50(c)(ii) and note 57.

(e) There are no charges or satisfaction which are to be registered with Registrar of Companies beyond the statutory period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

23 Provisions (Non-current)

Particulars	31 March 2024	31 March 2023
Provision for employee benefits (refer note 43)		
Gratuity	22.40	14.04
Terminal benefits	-	5.20
	22.40	**19.24**

24 Borrowings (Current)

Particulars	31 March 2024	31 March 2023
Secured		
Cash credit loan (refer note (a) below)	-	42.08
Working capital loan from banks (refer note (b), (c) and (d) below)	25.00	248.12
Loan from banks (refer note (e) below)	-	600.00
Current maturities of term loans from banks (refer note 22 (b) above)	156.83	100.00
Current maturities of term loans from financial institution (refer note 22 (c) above)	-	100.00
Trust receipts (refer note (f) below)	-	168.27
Unsecured loans		
Commercial papers (refer note (g) below)	-	9.60
Supplier credit facility (refer note (h) below)	48.62	46.88
	230.45	**1,314.95**

Details of the security and repayment terms :

(a) Secured cash credit facilities from Banks under consortium arrangement with carrying amount as at 31 March 2024 ₹ Nil (31 March 2023: ₹ 42.08 crore) are secured by first pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. The Cash credit is repayable on demand and carries a variable interest rate of Nil (31 March 2023: 8.55% p.a. to 12.50% p.a.).

(b) Overdraft facility from Emirates NBD Bank is denominated in Arab Emirates Dirham (AED). The loan carries an interest rate of 1-month Eibor + 2.25% per annum (31 March 2023: 1-month Eibor + 2.25% per annum) on actual amount utilised, and are repayable on demand. The overdraft facility is secured by charge over assignment of receivables of the Company

(c) Secured Working Capital Loans from bank amounting to ₹ 25.00 Crore (31 March 2023: Nil) is secured by fixed deposits and is repayable on demand. It carries an interest rate of 4.75% p.a.

(d) Working capital loans with carrying amount Nil (31 March 2023: ₹ 241.42 Crore) are secured by first pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. The loans carry a variable interest rate which ranges from 8.50% p.a. to 12.50% p.a. Working Capital Loans are availed for a period of 7-180 days based on sanctioned terms and conditions.These loans were repaid during the year.

(e) Secured working Capital term loans from banks with carrying amount Nil (31 March 2023: ₹ 600.00 crore) are secured by second pari passu charge over the current assets and movable fixed assets (excluding leasehold improvements and capital work-in-progress) of the Company. These loans carry variable interest rate Nil (31 March 2023 : 8.90% p.a. to 9.60% p.a.) These loans were repaid during the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

(f) Trust receipts are denominated in United States Dollar (USD). Trust receipts are secured by charge over assignment of receivables of the Company on pari-passu basis, carrying an interest rate of 3-month Libor + 2.50% per annum and are repayable within 180 to 360 days from the draw down date. The same are repaid during the year

(g) Unsecured unlisted commercial paper having carrying amount as at 31 March 2024 of Nil (31 March 2023: ₹ 9.60 crore - discount rate of 9.50% - repaid on 14 September 2023). The loan is repaid during year.

(h) Supplier credit facilities with carrying amount ₹ 48.62 crore (31 March 2023: ₹ 46.88 crore) are unsecured and carries an interest rate of 12.50% p.a. to 12.90% p.a. (31 March 2023: 12.80% p.a.) and is repayable within 120 days from draw down date.

(i) There are no charges or satisfaction which are to be registered with Registrar of Companies beyond the statutory period.

(j) The Company has been sanctioned working capital from banks on the basis of security of current assets and moveable fixed assets (excluding leasehold improvements and capital work-in-progress). The Company in this regard has been duly submitting with all such banks from whom such facilities are taken, the quarterly statements as per the terms of the sanction. The said quarterly statements are in agreement with the books of account of the Company of the respective quarters at the point of time of reporting.

25 Trade payables

Particulars	31 March 2024	31 March 2023
Total outstanding dues of micro and small enterprises	54.19	9.72
Total outstanding dues of creditors other than micro and small enterprises	1,453.63	636.10
Acceptances*	-	4.14
	1,507.82	**649.96**

*Acceptances are repayable within a period of 180 days from the date of acceptance.

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, there are outstanding dues to the Micro and Small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	31 March 2024	31 March 2023
The principal amount remaining unpaid to any supplier as at the end of each accounting year	54.19	9.72
Interest due thereon	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the each accounting year	4.56	4.59
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	Nil	Nil

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Ageing for trade payables outstanding as at 31 March 2024 is as follows:

Particulars	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - Micro enterprises and small enterprises	-	28.68	24.24	0.63	0.56	0.08	54.19
Undisputed dues - Others	466.69	457.87	306.84	136.82	4.42	81.00	1,453.64
	466.69	**486.55**	**331.08**	**137.45**	**4.98**	**81.08**	**1,507.83**

Ageing for trade payables outstanding as at 31 March 2023 is as follows:

Particulars	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - Micro enterprises and small enterprises	-	0.01	6.26	1.90	0.57	0.98	9.72
Undisputed dues - Others	151.57	77.67	280.32	21.78	37.46	67.30	636.10
Acceptances	-	4.14	-	-	-	-	4.14
	151.57	**81.82**	**286.58**	**23.68**	**38.03**	**68.28**	**649.96**

26 Derivatives

Particulars	31 March 2024	31 March 2023
Foreign currency forward exchange contract liabilities	1.28	-
	1.28	**-**

27 Other financial liabilities

Particulars	31 March 2024	31 March 2023
To related parties		
Payable on transfer of liabilities*	1.36	1.36
Other payables**	4.58	4.16
Employee benefits payable	-	0.26
To parties other than related parties		
Interest accrued and due :		
- To micro enterprises and small enterprises (refer note 25)	4.56	4.59
Interest accrued and not due :		
- To banks	2.62	2.45
- To others	-	0.85
Employee expenses payable	1.35	3.02
Employee benefits payable	16.69	20.36
Other payables***	84.95	12.53
	116.11	**49.58**

* Payable on account of transfer of branch w.e.f 1 January 2019

** Payable to related parties towards reimburement of expenses

*** Includes encashment of bank guarantee of vendor and amount payable to promoters

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

28 Other current liabilities

Particulars	31 March 2024	31 March 2023
To parties other than related parties		
Advances from customers	1,125.28	589.27
Statutory liabilities	6.22	13.62
	1,131.50	**602.89**

29 Provisions (current)

Particulars	31 March 2024	31 March 2023
Provision for employee benefits (refer note 43)		
Gratuity	1.29	0.49
Compensated absences	32.68	36.66
Other provisions		
Provision for liquidated damages (refer note 55)	11.09	1.06
Provision for foreseeable loss/ onerous contracts	2.54	30.91
Provision for warranties	1.53	2.14
Others	0.80	3.11
	49.94	**74.37**

Provision for liquidated damages: Liquidated damages are contractual obligations affecting the contract revenue in case of the works contracts arising as a result of penalties arising from delays caused in the completion of a contract or performance obligations.

Provision for foreseeable loss/ onerous contracts: A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

Provision for warranties: The warranty provision represents management's best estimate of the Company's liability under warranties granted on certain products supplied under a contract, based on prior experience and industry averages.

Others: Others include provision made towards Corporate social responsibility as per the requirements of Companies Act, 2013.

Provision for:	Liquidated damages	Product warranty	Other Provision	Onerous contracts/ Foreseeable Loss
As at 1 April 2023	1.06	2.14	3.11	30.91
Add: Additions during the year (including foreign exchange adjustments)	11.09	-	-	-
Less: Utilisation/ Write back during the year (including foreign exchange adjustments)	(1.06)	(0.61)	(2.31)	(28.37)
As at 31 March 2024	**11.09**	**1.53**	**0.80**	**2.54**
As at 1 April 2022	**153.39**	**1.86**	**5.19**	**17.79**
Add: Additions during the year (including foreign exchange adjustments)	1.06	0.28	1.06	21.71
Less: Utilisation/ Write back during the year (including foreign exchange adjustments)	(153.39)	-	(3.14)	(8.59)
As at 31 March 2023	**1.06**	**2.14**	**3.11**	**30.91**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

30 Current tax liabilities (net)

Particulars	31 March 2024	31 March 2023
Provision for current tax	0.79	5.02
	0.79	**5.02**

31 Revenue from operations

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Sale of services		
Income from works contracts	2,824.42	1,823.50
Revenue from operation and maintenance services	210.40	189.86
Income from Design and Enginnering services	0.29	-
Other operating income		
Sale of scrap	0.26	1.64
Others	-	0.01
	3,035.37	**2,015.01**

32 Other income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest income under the effective interest method on:		
- deposits with banks	4.98	4.33
- loan to employees	0.22	0.05
- income tax refund	3.97	-
Expected credit loss on financial assets no longer required	-	35.21
Mark-to-market gains on derivative instruments (net)	0.23	-
Foreign exchange gain (net)	33.57	-
Export incentive	0.01	1.19
Liabilities no longer required	23.71	59.83
Profit on sale of property, plant and equipments (net)	0.06	-
Other miscellaneous income*	18.67	10.25
	85.42	**110.86**

*includes guarantee commission recovered from related parties

33 Cost of construction materials, stores and spare parts

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventory of materials as at the beginning of the year	0.43	2.76
Add: Purchase during the year	1,941.30	1,208.17
Less: Inventory of materials at the end of the year	-	0.43
	1,941.73	**1,210.50**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

34 Change in inventory of stock-in-trade

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventory of stock-in-trade as at the beginning of the year	1.14	1.14
Inventory of stock-in-trade as at the end of the year	1.14	1.14
Increase / Decrease in inventory	-	-

35 Direct project costs

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Communication expenses	2.03	2.67
Stores and spare parts consumed	12.20	17.63
Legal and professional fees	12.63	26.91
Printing and stationery expenses	0.67	1.48
Insurance costs	20.51	8.06
Repairs and maintenance - others	5.66	19.63
Selling and marketing expenses	0.00	6.35
Traveling and conveyance expenses	9.80	20.57
Rent (refer note 47)	20.74	38.55
Rates and taxes	1.31	2.62
Electricity, power and fuel	7.49	22.52
Bank charges	95.57	55.11
Provision Liquidated damages	-	11.07
Provision for foreseeable losses	(28.39)	18.12
Security Charges	28.49	29.71
Depreciation	0.16	-
Miscellaneous expenses	28.78	73.50
	217.65	**354.50**

Employee benefits expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries, wages and bonus	103.79	164.58
Contribution to provident and other funds (refer note 43)	5.75	13.02
Staff welfare expenses	4.74	14.34
	114.28	**191.94**
Sub-contractor expenses	447.89	1,003.53
	779.82	**1,549.97**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

36 Employee benefits expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries, wages and bonus*	181.05	204.37
Contribution to provident and other funds (refer note 43)*	10.89	19.34
Gratuity and terminal benefits (refer note 43)	5.09	7.34
Compensated absences (refer note 43)	8.35	7.12
Staff welfare expenses#	5.90	9.68
	211.27	**247.85**

* Salaries, wages and bonus, Contribution to funds and Staff welfare expenses are net of ₹ 114.28 crore (31 March 2023: ₹ 191.94 crore), which pertain to site staff and are transferred to Direct project cost.

Includes ₹ 1.73 crore (31 March 2023: ₹ 3.34 crore) towards share based payments to employees, (Refer note 44)

37 Finance costs

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest expense		
- on secured loans	159.46	105.12
- on unsecured loans	19.11	0.06
- on lease liabilities	3.02	1.42
- on others	21.56	13.94
Other borrowing costs	15.36	24.37
	218.52	**144.91**

38 Depreciation and amortisation

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation on property, plant and equipment	7.38	9.07
Depreciation on Right-of-use of assets	8.21	4.48
Amortisation of intangible assets	1.06	1.16
	16.65	**14.70**

39 Other expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Communication expenses	3.77	2.10
Stores and spare parts consumed	0.27	1.29
Legal and professional fees	39.36	36.12
Printing and stationery expenses	0.89	0.71
Insurance costs	14.86	12.05
Repairs and maintenance - others	7.65	11.15

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Selling and marketing expenses	0.40	2.43
Traveling and conveyance expenses	11.50	17.34
Rent (refer note 47)	2.10	7.67
Rates and taxes	1.90	3.21
Electricity, power and fuel	0.85	0.58
Payment to auditors (refer note (a) below)	2.00	1.79
Foreign exchange loss (net)	-	2.75
Property, plant and equipment written off	0.21	-
Donation	0.17	0.01
Management support fees	0.07	0.10
Bank charges	15.24	6.39
Business support services charges	4.71	5.05
Loans and advances written off	3.35	-
Bad debts written off	-	9.76
Corporate social responsibility expenses (refer note 45)	-	0.56
Expected credit loss on financial assets	5.99	7.50
Security Charges	0.16	0.11
Miscellaneous expenses	9.66	8.01
	125.12	**136.68**

(a) Payment to auditors#

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
As auditor		
Statutory audit	1.40	1.15
In other capacity		
Tax audit	0.05	0.05
Taxation service	0.27	0.37
Certification services	0.25	0.08
Reimbursement of expenses	0.03	0.06
Others*	-	0.08
	2.00	**1.79**

Excluding fees of ₹ 1.15 crore (plus taxes ₹ 0.21 crore) for services towards Qualified Institutional Placement issue that is charged to Securities Premium Reserve being share issue expenses.

*Paid to Deloitte Touche Tohmatsu India LLP for services provided upto 30 September 2022.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

40 Tax Expenses

a) Amount recognised in the Consolidated statement of profit and loss

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax expense :		
Current year	2.71	6.66
Changes in estimate related to prior years	0.99	(8.09)
	3.70	**(1.43)**
Deferred tax charge / (credit) :		
Origination and reversal of temporary differences	34.77	(2.35)
	34.77	**(2.35)**
Tax expenses for the year	38.47	(3.78)

b) Income tax recognised in other comprehensive income

Particulars	As at 31 March 2024		
	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss			
Remeasurement (losses) on post employment defined benefit plan	(2.48)	0.60	(1.88)
Items that will be reclassified to profit or loss			
Exchange differences in translating financial statements of foreign operations	(63.45)	-	(63.45)
Effective portion of (losses) on hedging instruments in cash flow hedges	(5.22)	-	(5.22)
Effective portion of losses on hedging instruments in cash flow hedges reclassified to profit or loss	0.23	-	0.23

Particulars	As at 31 March 2023		
	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss			
Remeasurement (losses) on post employment defined benefit plan	0.81	-	0.81
Items that will be reclassified to profit or loss			
Exchange differences in translating financial statements of foreign operations	5.74	-	5.74
Effective portion of (losses) on hedging instruments in cash flow hedges	39.56	(5.13)	34.43
Effective portion of losses on hedging instruments in cash flow hedges reclassified to profit or loss	(15.50)	-	(15.50)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

c) Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(Loss) / profit before tax	**(172.32)**	**(1178.74)**
Tax using the Group's domestic tax rate at 25.168% (31 March 2022: 25.168%)	(43.36)	(296.67)
Tax effect of:		
Difference in tax rates	59.87	88.73
Tax relating to previous periods	1.11	(8.09)
Current year losses on which no deferred tax asset was recognised	18.06	243.08
Taxes on profitable branches and subsidiaries	2.21	6.66
Effect of consolidation of profits of subsidiaries in tax free zone	0.00	(52.41)
Impact due to consolidation adjustments	(1.07)	0.00
Non-deductible expenses	1.66	14.92
Total tax expense	**38.47**	**(3.78)**

d) The major components of deferred tax (liabilities) / assets arising on account of timing differences are as follows:

Movement in deferred tax balances for the year ended 31 March 2024

Particulars	Net asset/ (liability) 1 April 2023	Recognised in profit or loss during the year	Recognised in OCI during year	Other adjustments/ Forex	Net asset/ (liability) 31 March 2024
Carry forward business losses	80.95	(37.21)	-		43.74
Employee benefits	7.33	1.99	0.60	-	9.92
Expected credit loss on financial assets	5.46	(0.77)	-	-	4.69
Provision for warranty	-	0.38	-	-	0.38
MSME disallowance u/s 43B	-	6.37	-	-	6.37
Provision for liquidated damages	-	3.82	-	-	3.82
Unabsorbed depreciation	3.28	(1.94)	-	-	1.34
Difference between written down value of fixed assets as per the books of accounts and Income Tax Act,1961	(0.01)	0.11	-	-	0.10
Others	1.10	(7.51)	-	-	(6.41)
Net deferred tax asset	**98.11**	**(34.77)**	**0.60**	**-**	**63.94**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Movement in deferred tax balances for the year ended 31 March 2023

Particulars	Balance as on 1 April 2022	Recognised in profit or loss during the year	Other adjustments/ Forex	Recognised in OCI during the year	Balance as at 31 March 2023
Carry forward business losses	48.51	32.44	-	-	80.95
Employee benefits	2.41	4.92	-	-	7.33
Expected credit loss on financial assets	11.23	(5.77)	-	-	5.46
Provision for mark to market losses on derivative instruments	5.13	-	(5.13)	-	-
Provision for liquidated damages	30.63	(30.63)	-	-	-
Unabsorbed depreciation	3.27	0.01	-	-	3.28
Difference between written down value of fixed assets as per the books of accounts and Income Tax Act,1961	0.02	(0.03)	-	-	(0.01)
Others	(0.32)	1.41	-	0.01	1.10
Net deferred tax asset	**100.88**	**2.35**	**(5.13)**	**0.01**	**98.11**

Deferred tax assets for the carry forward of unused tax losses and unabsorbed depreciation are recognised as it is probable that future taxable profits will be available against which the unused tax losses and unabsorbed depreciation can be utilised.

e) Unrecognised deferred tax assets

Deferred tax assets have not been recognised during the year in respect of the following items, because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom:

Particulars	31 March 2024		31 March 2023	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Carry forward losses (expiring from 2029 to 2043)	1,768.13	(431.20)	1,970.01	(422.34)
Unabsorbed depreciation (never expiring)	0.90	(0.28)	6.26	(1.63)
Total	**1,769.03**	**(431.48)**	**1,976.27**	**(423.97)**

f) Unrecognised deferred tax assets

As included in the table above, the subsidiary of the Company, Sterling Wilson - SPCPL - Chint Moroccan Venture and the subsidiaries of Sterling and Wilson International Solar FZCO, UAE, in Spain, United States of America and Australia are subject to income tax in accordance with the countries' respective income tax laws. Since the subsidiaries had incurred losses in the previous periods, the Management had decided not to consider the potential deferred tax assets arising from carry forward tax losses of the aforementioned entities on a conservative basis.

g) Tax losses carried forward

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Expire	1,023.31	1,180.85
Never expire	1,710.75	1,126.06
	2,734.06	**2,306.91**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

41 Earnings per share

Particulars		For the year ended 31 March 2024	For the year ended 31 March 2023
Basic and diluted earnings per share			
Numerator:			
Consolidated Loss after tax attributable to equity shareholders	A	(210.79)	(1,169.55)
Denominator:			
Calculation of weighted average number of equity shares			
Number of equity shares outstanding at the beginning of the year		189,693,333	189,693,333
Add: Issued during the year		43,508,984	-
Number of equity shares outstanding at the end of the year		233,202,317	189,693,333
Weighted average number of equity shares outstanding during the year (based on date of issue of shares)			
Basic EPS	B	202,616,335	189,693,333
Diluted EPS	C	202,969,660	189,693,333
Basic earnings per share (₹)	A / B	(10.40)	(61.65)
Diluted earnings per share (₹)	A / C	(10.39)	(61.65)
Face value per share		1.00	1.00

* The Group has incurred losses for the year ended 31 March 2024 and 31 March 2023 and accordingly, the effect of potential equity shares to be issued would be anti-dilutive.

42 Contingent liabilities and commitments

(to the extent not provided for)

A. Contingent Liabilities

Particulars		31 March 2024	31 March 2023
(a)	Claims against the Group not acknowledged as debts	0.31	0.31
(b)	Demand raised by Goods and Services Tax authorities of India (₹1.85 crore paid under protest)*	345.04	345.04
(c)	The Claim against Group under South Africa Income tax Act demanding tax, penalty and interest. The Group has filed an appeal against the order to Honorable High Court of Capetown and received the stay order against this demand.	35.53	37.20
(d)	Demand raised by Income Tax authorities (₹2.87 crore paid under protest, previous year Nil)	14.14	14.14
(e)	Demand raised by Egypt VAT inspection authority	-	30.95
(f)	Liquidated damages not acknowledged as debts (net of provision)	659.87	780.65
	Total	**1,054.89**	**1,208.29**

* The demand was raised on Sterling and Wilson Private Limited ('SWPL') by Authorities. However, Pursuant to the Scheme of Arrangement, the Business of the Group was held in trust by Sterling and Wilson Private Limited ('SWPL') with effect from 9 March 2017 to 28 March 2018 (the date on which Scheme become approved by regulatory authorities). Accordingly, the contingent liability is considered in the books of the Parent Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

B. During the year ended 31 March 2021, a significant subcontractor in a particular geography filed for bankruptcy. The subcontractor has levied a claim on a Subsidiary Company for approximately ₹ 88.54 crore (31 March 2023: ₹ 89.03 crore) which has been refuted by the Management. The Subsidiary Company has filed a counter claim on the subcontractor for an amount of ₹ 170.90 crore (31 March 2023: ₹ 172.27 crore) for non-compliance with contractual obligations. In the opinion of the Management, the subcontractor's claim is not tenable and accordingly, based on Management's best estimate, no provision is required to be made for the same.

C. During the previous year, a Wholly Owned Subsidiary Company ("WOS") of the Group has terminated a contract with a major subcontractor in a particular geography for delays and default of its obligations under the contract. The WOS has filed a legal suit to claim the surety bond tendered by the subcontractor for performance of works amounting to ₹ 257.18 crore (USD 30.87 million). Upto 31 March 2024, ₹ 467.12 crore (USD 56.07 million) has been incurred by the Group towards additional cost to complete the subcontractor's scope of work. The subcontractor has filed a lien on the project seeking a counter claim on the Group for approximately ₹ 159.71 crore (USD 19.17 million) which has been refuted by the Management. During the previous year , the Group had issued a bond amounting to ₹ 239.52 crore (USD 28.75 million) to the County Court in Washington for release of this lien, consequently the lien has been released. Further, the WOS has made a counter claim on the subcontractor for an amount of ₹ 805.86 crore (USD 96.73 million) (including ₹ 467.12 crore (USD 56.07 million)) for non-compliance with the contractual obligations. The ongoing arbitration in the appropriate forum is proceeding as per the agreed schedule and the final hearing is likely to be scheduled in the second quarter of 2024.

In the opinion of the Management of the Group, supported by the conclusion memorandum issued by an external legal Firm, the Group is confident of recovering the additional costs incurred amounting to ₹ 467.12 crore (USD 56.07 million) to complete the subcontractor's scope of work as at 31 March 2024, which has been recognised by the Group as recoverable from the subcontractor and subcontractor's counter claim being not tenable. Accordingly, no provision has been considered necessary during the quarter and year ended 31 March 2024.

D. A sub-contractor initiated arbitration proceedings against the Company and raised claim of USD 9.14 million (₹ 76.14 crore). The Company has filed counter claim of USD 3.96 million (₹ 32.99 crore). Also Refer Note 55.

E. In addition, the Group is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability, where applicable in its consolidated financial statements. The Group's management does not reasonably expect that these legal notices, when ultimately concluded and determined, will have a material and adverse effect on Group's results of operations or financial condition.

F. The Hon'ble Supreme Court of India ("SC") by it's order dated 28 February 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

In view of the management, the liability for the period from date of the SC order to 31 March 2020 is not significant. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

G. Capital and other commitments

Particulars	31 March 2024	31 March 2023
Capital Commitment towards partner's capital contribution in Sterling Wilson - SPCPL - Chint Moroccan Venture	0.01	0.01
Capital commitment (net of advances) for procurement of property, plant and equipment	0.01	0.32

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

43 Employee Benefits

Defined contribution plan:

Contribution to provident fund, Employees State Insurance Scheme, Super annuation fund and other funds aggregating to ₹ 16.64 crore (31 March 2023: ₹ 32.36 crore) is recognised as an expense and included in 'Employee benefits expense' and 'direct project costs'.

Gratuity (Defined benefit plan)

In accordance with Indian law, the Company and its subsidiaries in India has a defined benefit gratuity plan. Every employee in India who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn basic salary) for each completed year of service subject to maximum of ₹ 0.20 crore.

Terminal benefits (Defined benefit plan)

In respect of the overseas subsidiaries, the Group has made provision of ₹ 1.87 crore for the year 31 March 2024 (31 March 2023: ₹ 1.87 crore), for employees' terminal benefits on the basis prescribed under the labour laws of respective countries in which the overseas subsidiaries operates and same is determined based on acturial valuation basis. Accordingly, the Group has disclosed information related to defined benefits for overseas subsidiaries in the table below.

Compensated absences (Long-term employee benefits)

Long term leave wages are payable to all eligible employees at the rate of daily basic salary for each day of accumulated leave on death or on resignation or upon retirement.

Change in the present value of the defined benefit obligation (Gratuity and terminal benefits)

I Reconciliation of the present value of defined benefit obligation

Particulars	Gratuity and Terminal benefits	
	For the year ended 31 March 2024	For the year ended 31 March 2023
Balance at the beginning of the year	19.73	14.83
Benefits paid	(3.71)	(2.84)
Current service cost	3.74	3.24
Past Service Cost- Vested Benefits	-	3.29
Net Interest cost	1.34	0.81
Liability transferred in / acquisitions	0.06	0.73
Liability transferred out / divestments*	(0.01)	(0.00)
Impact of foreign exchange translation	0.08	0.48
Actuarial (gains) / losses recognised in other comprehensive income	-	-
- changes in demographic assumptions	(0.15)	-
- changes in financial assumptions	1.93	(1.58)
- experience adjustments	0.69	0.77
Balance at the end of the year	**23.69**	**19.73**

* Amount less than ₹ 0.01 crore

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

II Amount recognised in the consolidated statement of profit and loss under employee benefits expense

Particulars	31 March 2024	31 March 2023
(i) Expense recognised in the Consolidated Statement of Profit and Loss		
Current service cost	3.74	3.24
Interest cost	1.34	0.81
Additional charge recognised during the year	0.01	3.29
	5.09	**7.34**

III. Remeasurement recognised in other comprehensive income

Particulars	31 March 2024	31 March 2023
(i) Expense recognised in the Consolidated Statement of other comprehensive income		
Actuarial gain/ (losses) on obligation for the year	(2.48)	0.81
	(2.48)	**0.81**

IV Actuarial assumptions:

The principal assumptions used in determining gratuity benefit obligation for the Group's plan is shown below:

Particulars	31 March 2024	31 March 2023
Actuarial assumptions taken for Domestic entities		
Discount rate	7.21%	7.53%
Salary escalation	8.00%	7.00%
Employee turnover	Service < 5 : 33% Service>=5 : 5%	Service < 5 : 14% Service>=5 : 2%
Mortality tables	Indian assured lives mortality (2012-14) (Urban)	Indian assured lives mortality (2012-14) (Urban)
Weighted average duration of the projected benefit obligation	11 years	15 years

The principal assumptions used in determining terminal benefit obligation for the Group's plan is shown below:

Particulars	31 March 2024	31 March 2023
Actuarial assumptions taken for overseas entities:		
Discount rate	4.90%	4.80%
Salary escalation	5.00%	5.00%
Employee Turnover		
20 - 30 years age	2% to 3.60%	2% to 3.60%
31 - 49 years age	2% to 3.60%	2% to 3.60%
Mortality tables	AM-92	AM-92
Weighted average duration of the projected benefit obligation	10-15 years	12-16 years

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Assumptions regarding future mortality are based on published Statistics and Mortality tables. The calculation of death benefit obligation is sensitive to the mortality assumptions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

V Sensitivity Analysis

The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting year, while holding all other assumptions constant.

Particulars	31 March 2024		31 March 2023	
For the Company and its subsidaries in India:				
Discount rate (100 basis point movement)	(1.55)	1.81	(1.65)	1.98
Salary escalation rate (100 basis point movement)	1.78	(1.55)	1.97	(1.67)
Employee turnover (100 basis point movement)	(0.12)	0.14	0.05	(0.07)

Particulars	31 March 2024		31 March 2023	
For overseas subsidaries:				
Discount rate (100 basis point movement)	(0.60)	0.70	(0.58)	0.70
Salary escalation rate (100 basis point movement)	0.69	(0.60)	0.69	(0.59)
Employee turnover (100 basis point movement)	(0.01)	0.01	(0.01)	0.01

The above sensitivity analysis have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The Group's liability on account of gratuity and terminal benefit is not funded and hence the disclosures relating to the planned assets are not applicable.

VI Maturity profile of defined benefit obligation (Gratuity and terminal benefits)

Particulars	31 March 2024	31 March 2023
Within next 12 months	1.29	0.48
Between 1 and 5 years	5.38	3.34
Above 5 years	46.19	53.67

Compensated absences

Compensated absences for employee benefits of ₹ 8.35 crore for the year ended 31 March 2024 (31 March 2023: ₹ 7.12 crore) expected to be paid in exchange for the services is recognised as an expense during the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

44 Share based payments

On 27 March 2019, the Board of Directors of the Parent Company proposed the Scheme for Employee Stock Option Plan ('ESOP' or 'Scheme') which has been approved by the Shareholders on 30 May 2021 and grant of the stock options was approved by Nomination and Remuneration Committee effective 15 July 2021. Pursuant to Scheme the Company has granted and has reserved 1,301,213 new stock grants to eligible employees, the exercise price of these ESOP is ₹ 238 per share and the same would get vested in 4 annual tranches of 25% each, commencing one year from date of grant, i.e. 15 July 2021. The employees can avail the ESOPs within four years from the date of vesting of each tranches.

Particulars	31 March 2024	31 March 2023
Options granted and outstanding at the beginning of the year	1,282,788	1,301,213
Options granted during the year	-	-
Options exercised during the year	281,319	-
Options lapsed during the year	(117,601)	(18,425)
Options granted and outstanding at the end of the year	883,868	1,282,788

During the year ended, the Group has debited to the Statement of Profit and Loss ₹ 1.73 crore (31 March 2023: 3.34 Crore) towards the stock options granted to their employees, pursuant to the Scheme.

The Fair value has been calculated using the Black-Scholes Option Pricing Model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

Particulars	31 March 2024	31 March 2023
Risk-free interest rate	5.14% - 6.11%	5.14% - 6.11%
Expected life of options	4 years	4 years
Expected volatility	30% - 35%	30% - 35%
Expected dividend over the life of the options	4.50%	4.50%
Weighted average share price	396.50	318.50
Weighted average exercise price	238	238
Method used to determine expected volatility	Expected volatility is based on the historical volatility of the Company shares price applicable to the expected life option	Expected volatility is based on the historical volatility of the Company shares priceapplicable to the expected life option

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

45 Corporate social responsibility

The Group has consituted a Corporate Social Responsibility (CSR) Committee as per Section 135 and schedule VII of the Companies Act, 2013 (the Act) read with the Companies (Corporate Social Responsibility Policy) Rules 2014.

The funds are utilised during the year on the activities which are specified in Schedule VII of the Act. The utilisation is done by way of direct contribution towards various activities.

The details set below are for the amount spent by the Group.

Particulars	31 March 2024		
A. Gross amount required to be spent by the Group during the year			Nil
B. Amount spent during the year ended 31 March 2024	In cash	Yet to be paid in cash	Total
i) Installation of Solar Roof Top for Disable Solider Trainning Institute	0.32	-	0.32
ii) Installation of Solar Panels for Hospital	0.19	-	0.19
iii) Women Empowerment	0.68	-	0.68
iv) Development in rural area & provide education to the students	0.11	-	0.11
v) Financial assitance given to Covid affected people	0.28	-	0.28
vi) Renewation of Anganwadi School	0.06	-	0.06
vii) Installation of Water purifier in rural area	0.08	-	0.08
viii) Medical ,check up and Nutritional suppliment distribution in rural area	0.28	0.01	0.29
ix) Other donation and contribution	0.08	-	0.08
	2.09	**0.01**	**2.10**
C. Related party transactions in relation to Corporate Social Responsibility			Nil
D. Provision movement during the year			
Opening balance as at 1 April 2023			2.10
Addition during the year			-
Utilised during the year			2.09
Closing balance as at 31 March 2024			0.01

E. Unspent amount

Particulars	Opening balance	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance
FY 2021-22	0.75	-	-	0.75	-
FY 2022-23	0.81	-	-	0.81	-
FY 2023-24	0.54	-	-	0.53	0.01
	2.10	**-**	**-**	**2.09**	**0.01**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Particulars	31 March 2023		
A. Gross amount required to be spent by the Group during the year			0.56
B. Amount spent during the year ended 31 March 2023	In cash	Yet to be paid in cash	Total
i) Installation of Water Purifier in rural areas	-	0.09	0.09
ii) Medical Checkup and Nutritional Supplement distribution in rural area	-	0.08	0.08
iii) Educational Kits distribution in tribal areas	0.02	-	0.02
iv) Women Empowerment	-	0.16	0.16
v) Other Donation & Contribution	-	0.21	0.21
	0.02	**0.54**	**0.56**
C. Related party transactions in relation to Corporate Social Responsibility			Nil
D. Provision movement during the year			
Opening balance as at 1 April 2022			4.75
Addition during the year			0.54
Utilised during the year			3.19
Closing balance as at 31 March 2023			2.10

E. Unspent amount

Particulars	Opening balance	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance
FY 2020-21	1.56	-	-	0.81	0.75
FY 2021-22	3.19	3.19	-	2.38	0.81
FY 2022-23*	-	-	0.56	0.02	0.54
	4.75	**3.19**	**0.56**	**3.21**	**2.10**

* In respect of on-going projects, the Company has transferred the unspent Corporate Social Responsibility (CSR) amount as at the balance sheet date out of the amounts that was required to be spent during the year, to a special account in compliance with the provision of the sub section (6) of Section 135 of the said Act till the date of signing of the financial statements i.e. 20 April 2023.

46 Disclosure under Ind AS 115 - Revenue from Contracts with Customers

A) The Group undertakes Engineering, Procurement and Construction business. The ongoing contracts with customers are for Solar utility and Rooftop Project. The type of work in these contracts involve construction, engineering, designing, supply of materials, development of system, installation, project management, operations and maintenance etc. There is no impact on the Group's revenue on applying Ind AS 115 from the contracts with customers.

B) Disaggreagtion of revenue from contracts with customers

Revenue from contracts with customers is disaggregated by primary geographical area and the type of contract of revenue recognition. Disaggregated revenue with the Group's reportable segments is given in the note 49.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

C) Reconciliation of contract assets and liabilities

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Contract assets*		
Unbilled receivables		
Contract assets at the beginning of the year	436.82	783.47
Less: Billing during the year	1,942.02	2,182.64
Add Revenue recognised during the year	2,656.99	1,835.99
Contract assets as at end of the year	**1,151.79**	**436.82**
Contract liabilities**		
Advance from customers		
Contract liabilities at the beginning of the year	589.27	424.69
Add: Addition during the year	914.13	341.95
Less: Applied during the year	378.12	177.37
Contract liabilities as at end of the year	**1,125.28**	**589.27**

* The contract assets primarily relate to the Company's rights to consideration for performance obligation satisfied but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. Invoices are raised on the customers based on the agreed contractual terms and are collected within the due date from the date of invoicing as per the respective contracts.

** The contract liabilities primarily relates to the advances from customer towards on-going EPC projects. Revenue is recognised from the contract liability as and when such performance obligations are satisfied.

D) Reconciliation of revenue as per Ind AS 115

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Income from works contracts	2,856.29	1,919.38
Less: Adjustment during the year	(25.33)	(95.88)
Less: Liquidated damages provided during the year	(6.25)	-
Total	**2,824.71**	**1,823.50**
Revenue from operation and maintenance services	210.40	189.86
Total	**210.40**	**189.86**
Other operating Income	0.26	1.65
Total	**0.26**	**1.65**

E) Performance obligation

The Group undertakes Engineering, Procurement and Construction business. The ongoing contracts with customers are for Solar utility and Rooftop Project. The type of work in these contracts involve construction, engineering, designing, supply of materials, development of system, installation, project management, operations and maintenance etc.

The Group evaluates whether each contract consists of a single performance obligation or multiple performance obligations. Contracts where the Group provides a significant integration service to the customer by combining all the goods and services are concluded to have a single performance obligations. Contracts with no significant integration service, and where the customer can benefit from each unit on its own, are concluded to have multiple performance obligations. In such cases consideration is allocated to each performance obligation, based on standalone selling prices. Where the Group enters into multiple contracts with the same customer, the Group evaluates whether the contract is to

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

be combined or not by evaluating factors such as commercial objective of the contract, consideration negotiated with the customer and whether the individual contracts have single performance obligations or not.

The Group recognises contract revenue over time as the performance creates or enhances an asset controlled by the customer. For such arrangements revenue is recognised using cost based input methods. Revenue is recognised with respect to the stage of completion, which is assessed with reference to the proportion of contract costs incurred for the work performed at the balance sheet date relative to the estimated total contract costs.

Any costs incurred that do not contribute to satisfying performance obligations are excluded from the Group's input methods of revenue recognition as the amounts are not reflective of our transferring control of the system to the customer. Significant judgment is required to evaluate assumptions related to the amount of net contract revenues, including the impact of any performance incentives, liquidated damages, and other forms of variable consideration.

If estimated incremental costs on any contract, are greater than the net contract revenues, the Group recognizes the entire estimated loss in the period the loss becomes known. Variations in contract work, claims, incentive payments are included in contract revenue to the extent that may have been agreed with the customer and are capable of being reliably measured.

The Group recognises revenue from Operations and Maintenance services using the time-elapsed measure of progress i.e input method on a straight line basis.

There is no revenue to be recognised in future related to performance obligations that are unsatisfied (or partially satisfied) as at 31 March 2024 and 31 March 2023, except as disclosed below:

The following table includes revenue to be recognised in future related to performance obligations that are unsatisfied (or partially satisfied):

₹ in crore

31 March 2024	0-2 years	Total
Income from works contracts	7,513.43	7,513.43
	7,513.43	**7,513.43**

₹ in crore

31 March 2023	0-2 years	Total
Income from works contracts	2,089.10	2,089.10
	2,089.10	**2,089.10**

F) Practical expedients:

Applying the practical expedient in paragraph 63 of Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if at contract inception it is expected that the year between when the entity transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

The Group applies practical expedient in paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations for EPC contracts that have original expected duration of one year or less.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

47 Disclosure under Ind AS 116 - Leases

A) Right-of-use assets

Particulars	Buildings*	
	31 March 2024	31 March 2023
Reconciliation of carrying amount for the year ended 31 March 2024		
Cost		
Balance as at the beginning of the year	23.38	16.30
Add: Additions during the year	26.69	7.10
Add: Modification during the year	1.52	-
Less: Disposals during the year	(1.02)	(0.84)
Add: Exchange differences on translation of foreign operations	1.99	0.82
Balance as at the end of the year	52.56	23.38
Accumulated depreciation and impairment		
Balance as at the beginning of the year	11.12	6.86
Add: Depreciation for the year	8.21	4.48
Less: Disposals during the year	(1.02)	(0.84)
Add: Exchange differences on translation of foreign operations	1.96	0.62
Balance as at the end of the year	20.27	11.12
Carrying amounts		
Opening Balance	12.26	9.44
Closing Balance	**32.29**	**12.26**

* Carrying amount of Right-of-use assets at the end of the reporting period is towards office premises taken on lease, the underlying leasehold improvements is presented in note 4 under "Property, plant and equipment and Capital-work-in-Progress".

B) Lease Liability

Particulars	As At 31 March 2024	As At 31 March 2023
Non Current Lease Liabilities	31.35	11.09
Current Lease Liabilities	7.67	3.57
Total lease expense	**39.02**	**14.66**

C) Breakdown of lease expenses

Particulars	For the year ended	
	31 March 2024	31 March 2023
Short-term lease expense	22.84	46.22
Total lease expense	**22.84**	**46.22**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

D) Cash outflow on leases

Particulars	For the year ended	
	31 March 2024	31 March 2023
Repayment of lease liabilities (including Interest on lease liabilities)	6.90	5.21
Short-term lease expense	22.84	46.22
Total cash outflow on leases	**29.74**	**51.43**

E) Cash inflow on sub-lease

Particulars	For the year ended	
	31 March 2024	31 March 2023
Amount recognised in the Statement of Profit and Loss		
Rental Income	0.87	-
Total cash inflow on sub-lease	**0.87**	**-**

31 March 2024	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Total	Weighted average effective interest rate %
Net Investment in sub-lease (Undiscounted)						
Office premises	1.31	1.31	3.44	-	6.06	11%

F) Maturity analysis of lease liabilities

31 March 2024	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Total	Weighted average effective interest rate %
Lease liabilities						
- Indian entities	8.65	8.85	24.07	2.44	44.01	11.00%
- Overseas entities	2.59	0.90	1.93	-	5.42	4% - 6%
	11.24	**9.75**	**26.00**	**2.44**	**49.43**	

31 March 2023	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Total	Weighted average effective interest rate%
Lease liabilities						
- Indian entities	0.98	1.09	5.06	3.98	11.11	11.00%
- Overseas entities	2.59	0.96	-	-	3.55	4% - 6%
	3.57	**2.05**	**5.06**	**3.98**	**14.66**	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

48 Related party disclosures

A. Related parties and their relationship

Category of related parties	
A)	**Entities which exercise significant influence over the Group**
	Reliance New Energy Limited (wholly owned subsidiary of Reliance Industries Limited)
	Reliance Industries Limited (100% Holding Company of Reliance New Energy Limited) ('RIL')
	Shapoorji Pallonji and Company Private Limited ('SPCPL')
B)	**Entities over which any one of the entity mentioned in B above exercise significant influence or control (with which the Group has transaction and / or balances)**
	Shapoorji Pallonji Energy (Egypt) S.A.E.
	Shapoorji Pallonji Infrastructure Capital Co Private Limited
	Shapoorji Pallonji Mideast L.L.C
	Sterling Generators Private Limited
	Shapoorji Pallonji Solar Holdings Private Limited
	Forbes & Company Limited
	Sterling and Wilson Private Limited
	Forvol International Services Limited
	Sterling and Wilson Powergen FZE
	Sterling and Wilson Co-gen Solutions Private Limited
	Sterling and Wilson Middle East Electro Mechanical L.L.C
	Sterling and Wilson International FZE
	Reliance Corporate IT Park Ltd
	Reliance Jio Infocomm Limited
	Reliance Projects & Property Management Services Limited
C)	**Key Management Personnel**
	Mr. Khurshed Y Daruvala, Chairman
	Mr. Pallon Shapoor Mistry, Non-Executive Director (upto 13 July 2023)
	Mr. Amit Jain, Global Chief Executive Officer (CEO)
	Mr. Bahadur Dastoor, Chief Financial Officer (CFO)
	Mr. Jagannadha Rao Ch. V., Company Secretary
	Mr. Chandra K.Thakur, Manager

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

B Transactions and balances with related parties

Related party disclosures for the year ended 31 March 2024

Sr. No.	Particulars	Entities exercise significant influence over the Group	Subsidiaries / Associates / of RIL / SPCPL	Key Management Personnel	Total
Transactions					
I	Income from works contracts	10.18	3.35	-	13.53
II	Revenue from Operation and maintenance services	0.12	6.43	-	6.55
III	Purchase of services	-	4.71	-	4.71
IV	Purchases of construction material	-	0.05	-	0.05
V	Other income	14.80	0.87	-	15.67
VI	Recovery towards expenses and others	342.87	0.43	75.26	418.56
VII	Other Payables	-	2.82	-	2.82
VIII	Remuneration and sitting fees	-	-	23.72	23.72
IX	Other expenses	0.88	1.95	-	2.83
X	Repairs and maintenance - others	0.02	-	-	0.02
Balances					
XI	Salaries payable	-	-	0.33	0.33
XII	Trade Receivables	38.64	157.54	-	196.18
XIII	Trade payable	1.47	11.60	-	13.07
XIV	Advance to vendors	-	0.08	-	0.08
XV	Other receivables	-	19.65	-	19.65
XVI	Other Payables	-	5.94	-	5.94
XVII	Unbilled receivables	0.55	3.77	-	4.32
XVIII	Sitting fees payable	-	-	0.01	0.01

Sr. No.	Particulars	Entities exercise significant influence over the Group	Subsidiaries / Associates / of RIL / SPCPL	Key Management Personnel	Total
Transactions during the year					
I	**Income from works contracts**				
	Shapoorji Pallonji and Company Private Limited	0.09	-	-	0.09
	Reliance Industries Limited	10.09	-	-	10.09
	Sterling and Wilson Private Limited	-	1.11	-	1.11
	Reliance Jio Infocomm Limited	-	1.45	-	1.45
	Reliance Projects & Property Management Services Limited	-	0.79	-	0.79
II	**Revenue from Operation and maintenance services**				
	Reliance Corporate IT Park Ltd.	-	0.36	-	0.36
	Reliance Industries Limited	0.12	-	-	0.12
	Shapoorji Pallonji Energy Egypt S.A.E	-	6.03	-	6.03
	Forbes and Company Limited	-	0.04	-	0.04
	Sterling and Wilson Private Limited	-	4.71	-	4.71

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Group	Subsidiaries / Associates / of RIL / SPCPL	Key Management Personnel	Total
III	**Purchases of construction material**				
	Sterling Generators Private Limited	-	0.05	-	0.05
IV	**Other income**				
	Shapoorji Pallonji and Company Private Limited	14.80	-	-	14.80
	Sterling and Wilson Private Limited	-	0.87	-	0.87
V	**Recovery towards expenses and others**				
	Shapoorji Pallonji and Company Private Limited	342.87	-	-	342.87
	Sterling and Wilson Private Limited	-	0.25	-	0.25
	Mr. Khurshed Y. Daruvala	-	-	75.26	75.26
	Sterling and Wilson Middle East Electromechenical LLC	-	0.18	-	0.18
VI	**Other Payables**				
	Sterling and Wilson Private Limited	-	2.82	-	2.82
VII	**Remuneration and sitting fees**				
	Mr. Khurshed Y Daruvala, Chairman	-	-		
	-Sitting fees	-	-	0.14	0.14
	-Remuneration	-	-	4.54	4.54
	- Post-employment benefits	-	-	0.27	0.27
	- Other long-term benefits	-	-	-	-
	Mr. Pallon Shapoor Mistry, Non-Executive Director	-	-		
	-Sitting fees	-	-	0.01	0.01
	Mr. Amit Jain				
	-Remuneration	-	-	6.47	6.47
	- Post-employment benefits	-	-	0.38	0.38
	- Other long-term benefits	-	-	0.37	0.37
	- exercise of stock options (excluding fair value of options exercised)	-	-	1.67	1.67
	Mr. Bahadur Dastoor, CFO				
	- Short-term employee benefits	-	-	3.90	3.90
	- Post-employment benefits	-	-	0.50	0.50
	- Other long-term benefits	-	-	0.35	0.35
	- exercise of stock options (excluding fair value of options exercised)	-	-	0.36	0.36
	Mr. Jagannadha Rao Ch.V., Company Secretary				
	- Short-term employee benefits	-	-	1.80	1.80
	- Post-employment benefits	-	-	0.08	0.08
	- Other long-term benefits	-	-	0.13	0.13
	- exercise of stock options (excluding fair value of options exercised)	-	-	0.19	0.19
	Mr. Chandra Thakur, Manager				
	- Short-term employee benefits	-	-	2.30	2.30
	- Post-employment benefits	-	-	0.08	0.08
	- Other long-term benefits	-	-	0.19	0.19

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Group	Subsidiaries / Associates / of RIL / SPCPL	Key Management Personnel	Total
IX	**Other expenses**				
	Shapoorji Pallonji and Company Private Limited	0.88	-	-	0.88
	Sterling and Wilson International FZE	-	0.16	-	0.16
	Forvol International Services Limited	-	1.79	-	1.79
X	**Repairs and maintenance - others**				
	Shapoorji Pallonji and Company Private Limited	0.02	-	-	0.02
XI	**Salaries payable**				
	Mr. Bahadur Dastoor, CFO	-	-	0.16	0.16
	Mr. Jagannadha Rao Ch. V., Company Secretary	-	-	0.08	0.08
	Mr. Chandra Thakur, Manager	-	-	0.09	0.09
XII	**Trade Receivables**				
	Shapoorji Pallonji and Company Private Limited	34.02	-	-	34.02
	Shapoorji Pallonji Energy Egypt S.A.E	-	2.51	-	2.51
	Shapoorji Pallonji Middle East LLC	-	0.63	-	0.63
	Sterling Generators Private Limited	-	0.47	-	0.47
	Shapoorji Pallonji Infrastructure Capital Co Private Limited	-	32.57	-	32.57
	Shapoorji Pallonji Solar Holdings Private Limited	-	12.25	-	12.25
	Reliance Corporate IT Park Ltd.	-	0.10	-	0.10
	Reliance Jio Infocomm Limited	-	0.29	-	0.29
	Reliance Industries Ltd.	0.01	-	-	0.01
	Shapoorji Pallonji and Company Private Limited	4.61	-	-	4.61
	Shapoorji Pallonji Infrastructure Capital	-	94.92	-	94.92
	Sterling and Wilson Private Limited	-	13.80	-	13.80
XIII	**Trade payable**				
	Shapoorji Pallonji and Company Private Limited	1.47	-	-	1.47
	Sterling and Wilson Private Limited	-	11.11	-	11.11
	Sterling Viking Power Private Limited	-	0.36	-	0.36
	Sterling and Wilson Powegen FZE	-	0.13	-	0.13
XIV	**Advance to vendors**				
	Forvol International Services Limited	-	0.08	-	0.08
XV	**Other receivables**				
	Sterling and Wilson Co-Gen Solutions Private Limited	-	0.01	-	0.01
	Sterling and Wilson International FZE	-	19.64	-	19.64
XVI	**Other Payables**				
	Sterling and Wilson Private Limited	-	5.94	-	5.94
XVII	**Unbilled receivables**				
	Shapoorji Pallonji and Company Private Limited	0.55	-	-	0.55
	Sterling Generators Private Limited	-	0.00	-	0.00
	Sterling and Wilson Private Limited	-	3.77	-	3.77
XVIII	**Sitting fees payable**				
	Mr. Khurshed Y Daruvala, Chairman	-	-	0.01	0.01

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

B Transactions and balances with related parties

Related party disclosures for the year ended 31 March 2023

Sr. No.	Particulars	Entities exercise significant influence over the Group	Subsidiaries / Associates / of RIL / SPCPL	Key Management Personnel	Total
Transactions					
I	Income from works contracts	0.04	2.68	-	2.72
II	Revenue from Operation and maintenance services	0.12	6.21	-	6.33
III	Purchase of services	-	12.43	-	12.43
IV	Purchases of construction material	-	3.08	-	3.08
V	Remuneration and sitting fees paid	-	-	17.39	17.39
VI	Other expense	0.66	-	-	0.66
VII	Other Income	4.62			4.62
VIII	Expenses recovered	82.60	1.74	16.23	100.57
IX	Other payables		0.38		0.38
Balances					
X	Trade Receivables	40.14	156.89	-	197.03
XI	Trade payable	0.66	8.75	-	9.41
XII	Other receivables	25.84	19.65	-	45.49
XIII	Other Payables	-	5.52	-	5.52
XIV	Remuneration payable	-	-	0.26	0.26
XV	Unbilled receivables	0.55	0.15	-	0.70

Sr. No.	Particulars	Entities exercise significant influence over the Group	Subsidiaries / Associates / of RIL / SPCPL	Key Management Personnel	Total
I	**Income from works contracts**				
	Shapoorji Pallonji and Company Private Limited	0.04	-	-	0.04
	Shapoorji Pallonji Solar Holdings Private Limited	-	0.46	-	0.46
	Shapoorji Pallonji Infrastructure Capital Co Private Limited	-	0.18	-	0.18
	Sterling and Wilson Private Limited	-	2.04	-	2.04
II	**Revenue from Operation and maintenance services**				
	Reliance Corporate IT Park Ltd	-	0.37	-	0.37
	SP Energy (Egypt) S.A.E.	-	5.80	-	5.80
	Forbes and Company Limited	-	0.04	-	0.04
	Reliance Industries Limited	0.12	-	-	0.12
III	**Purchases of services**				
	Sterling and Wilson Private Limited	-	10.22	-	10.22
	Forvol International Services Limited	-	2.21	-	2.21

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Group	Subsidiaries / Associates / of RIL / SPCPL	Key Management Personnel	Total
IV	**Purchases of construction material**				
	Sterling Generators Private Limited	-	3.08	-	3.08
V	**Remuneration and sitting fees paid**				
	Mr. Khurshed Y Daruvala, Chairman			4.47	4.47
	Mr. Pallon Shapoor Mistry, Non-Executive Director				
	- Sitting fees	-	-	0.05	0.05
	Mr. Amit Jain, Global CEO	-	-	4.74	4.74
	Mr. Bahadur Dastoor, CFO				
	- Short-term employee benefits	-	-	3.03	3.03
	- Post-employment benefits	-	-	0.63	0.63
	- Other long-term benefits	-	-	0.05	0.05
	Mr. Jagannadha Rao Ch.V., Company Secretary				
	- Short-term employee benefits			1.75	1.75
	- Post-employment benefits**	-	-	0.07	0.07
	- Other long-term benefits	-	-	0.03	0.03
	Mr. Chandra Thakur, Manager				
	- Short-term employee benefits			2.38	2.38
	- Post-employment benefits**	-	-	0.10	0.10
	- Other long-term benefits	-	-	0.09	0.09
VI	**Other expense**				
	Shapoorji Pallonji and Company Private Limited	0.66	-	-	0.66
VII	**Other income**				
	Shapoorji Pallonji and Company Private Limited	4.62			4.62
VIII	**Expenses recovered**				
	Sterling and Wilson Private Limited	-	1.54	-	1.54
	Shapoorji Pallonji and Company Private Limited	82.60	-	-	82.60
	GCO Australia Pty Ltd.	-	0.03	-	0.03
	Sterling and Wilson Middle East Electro Mechanical L.L.C		0.17		0.17
	Mr. Khurshed Y. Daruvala	-	-	16.23	16.23
IX	**Other payables**				
	Sterling and Wilson Private Limited	-	0.23	-	0.23
	Sterling and Wilson International FZE	-	0.15	-	0.15
X	**Trade receivables**				
	Reliance Corporate IT Park Ltd	-	0.10		0.10
	Reliance Industries Limited	0.02			0.02

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Particulars	Entities exercise significant influence over the Group	Subsidiaries / Associates / of RIL / SPCPL	Key Management Personnel	Total
	Shapoorji Pallonji and Company Private Limited	40.12	-	-	40.12
	SP Energy (Egypt) S.A.E.	-	2.40	-	2.40
	Shapoorji Pallonji Middle East LLC	-	1.92	-	1.92
	Shapoorji Pallonji Infrastructure Capital Co Private Limited	-	126.15	-	126.15
	Shapoorji Pallonji Solar Holdings Private Limited	-	12.25	-	12.25
	Sterling Generators Private Limited	-	0.47	-	0.47
	Sterling and Wilson Private Limited	-	13.60	-	13.60
XI	**Trade payable**				
	Shapoorji Pallonji and Company Private Limited	0.66	-	-	0.66
	Forvol International Services Limited	-	0.18	-	0.18
	Sterling And Wilson Powergen FZE	-	0.10		0.10
	Sterling and Wilson Private Limited	-	8.10	-	8.10
	Reliance Jio Infocomm Limited***		0.00		
	Sterling Generators Private Limited	-	0.37	-	0.37
XII	**Other receivables**				
	Shapoorji Pallonji and Company Private Limited	25.84	-	-	25.84
	Sterling and Wilson Cogen Solutions Private Limited	-	0.01	-	0.01
	Sterling and Wilson International FZE	-	19.64	-	19.64
XIII	**Other payables**				
	Sterling and Wilson Private Limited	-	4.22	-	4.22
	Sterling and Wilson Middle East Electro Mechanical L.L.C.	-	1.30	-	1.30
XIV	**Remuneration payable**				
	Mr. Bahadur Dastoor, CFO	-	-	0.13	0.13
	Mr. Jagannadha Rao Ch.V., Company Secretary	-	-	0.04	0.04
	Mr. Chandra Thakur, Manager	-	-	0.09	0.09
XV	**Unbilled receivables**				
	Shapoorji Pallonji and Company Private Limited	0.55	-	-	0.55
	Forbes & Company Ltd.	-	0.01	-	0.01
	Sterling Generators Private Limited	-	0.11	-	0.11
	Sterling and Wilson Private Limited	-	0.03	-	0.03

The transactions with related parties are at arm's length and were in ordinary course of business. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or taken during the year in respect of outstanding balances.

**Post-employment benefits includes gratuity and leave encashment.

*** Amount Less than ₹ 0.01 crore

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

49 Segment reporting

A. Basis for segmentation

The Group is primarily engaged in the business of complete Turnkey solution for Engineering, Procurement, Construction, Operation and maintenance of Renewable Energy Power projects. The Holding Company's Chief Operating Decision Maker (CODM) reviews the internal management reports prepared based on financial information for EPC business and Operation and maintenance service. Accordingly, the Group has determined its reportable segments under Ind AS 108 "Operating Segments" as follows:

- Engineering, Procurement and Construction (EPC) business; and
- Operation and maintenance service.

B. Business Segment

"The Group's revenues and assets represents company's businesses viz. EPC and Operation and maintenance service. Accordingly, Revenue and expenses have been identified to a segment on the basis of direct relationship to operating activities of the segment. Expenditure which are not directly identifiable but has a relationship to the operating activities of the segment are allocated on a reasonable basis.

Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Segment assets and segment liabilities represent assets and liabilities of respective segment. Investments, tax related assets/ liabilities and other common assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Information about reportable segments

31 March 2024

Name of the beneficiary	Solar EPC business	Operation and maintenance service	Unallocated	Total
Revenue				
External customers	2,824.71	210.40	0.26	3,035.37
Total revenue	**2,824.71**	**210.40**	**0.26**	**3,035.37**
Segment Results	297.82	33.69	0.26	331.77
Unallocable Expense				
Finance costs	-	-	218.52	218.52
Depreciation and amortisation expense	-	-	16.65	16.65
Employee benefits and other expenses	-	-	330.40	330.40
Total unallocated expenses	**-**	**-**	**565.56**	**565.56**
Unallocable Income				
Interest income	-	-	9.17	9.17
Other income	-	-	52.55	52.55
Total unallocated income	**-**	**-**	**61.73**	**61.73**
Consolidated (loss) before tax	297.82	33.69	(503.58)	(172.05)
Tax expense	-	-	38.47	38.47
Consolidated (loss) after tax	**297.82**	**33.69**	**(542.05)**	**(210.53)**
Other information				
Segment assets	3,167.79	121.80	1,010.92	4,300.51
Segment liabilities	2,620.91	40.95	683.64	3,345.50
Capital Expenditure	-	-	1.01	1.01
Depreciation and amortisation expense	-	-	16.65	16.65

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

31 March 2023

Name of the beneficiary	Solar EPC business	Operation and maintenance service	Unallocated	Total
Revenue				
External customers	1,823.50	189.86	1.65	2,015.01
Total revenue	**1,823.50**	**189.86**	**1.65**	**2,015.01**
Segment Results	(677.18)	9.04	1.65	(666.49)
Unallocable Expense				
Finance costs	-	-	144.91	144.91
Depreciation	-	-	14.70	14.70
Employee benefits and other expenses	-	-	367.25	367.25
Total unallocated expenses	**-**	**-**	**526.86**	**526.86**
Unallocable Income				
Interest income	-	-	4.38	4.38
Other income	-	-	10.23	10.23
Total unallocated income	**-**	**-**	**14.62**	**14.62**
Profit before tax	(677.18)	9.04	(510.61)	(1,178.74)
Tax expense/ (credit)			(3.78)	(3.78)
Profit after tax	**(677.18)**	**9.04**	**(506.82)**	**(1,174.95)**
Other information				
Segment assets	2,094.02	123.56	972.79	3,190.37
Segement liabilities	1,226.20	60.02	2,144.45	3,430.67
Capital Expenditure	-	-	9.24	9.24
Depreciation and amortisation	-	-	14.70	14.70

C. Geographical information

The geographic information analyses the Group's revenues and non-current assets by the Group's country of domicile and other countries. In presenting geographic information, segment revenue has been based on the selling location in relation to sales to customers and segment assets are based on geographical location of assets.

a) Revenue from external customers

31 March 2024	Solar EPC business	Operation and maintenance service	Unallocated
Particulars			
India	2,424.75	110.01	-
Europe	5.76	-	-
Middle East and North Africa	3.44	24.59	0.04
Rest of Africa	(4.13)	24.44	-
United States of America and Latin America	125.78	25.80	0.22
Australia	269.11	25.56	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

31 March 2023	Solar EPC business	Operation and maintenance service	Unallocated
Particulars			
India	517.32	101.08	-
South East Asia	-	-	-
Middle East and North Africa	5.36	45.47	0.35
Rest of Africa	-	26.19	0.01
United States of America and Latin America	500.93	13.76	-
Australia	799.89	3.36	1.29
	1,823.50	189.86	1.65

Business in India, the Group's country of domicile, represented approximately 83.51% during the year ended 31 March 2024 (31 March 2023: 30.69%) of its consolidated net revenues.

No other country individually comprised 10% or more of the Company's Standalone net revenues during these periods.

b) Non-current assets (other than financial instruments and deferred tax assets)

Particulars	31 March 2024	31 March 2023
India	42.88	85.05
Middle East and North Africa	2.48	4.03
Rest of Africa	4.64	3.33
United States of America and Latin America	0.77	2.86
Australia	2.53	12.14
Europe	0.05	0.11
	53.35	107.52

The following countries hold 10% or more of the Group's consolidated Non-current assets (other than financial instruments and deferred tax assets):

Particulars	31 March 2024	31 March 2023
Australia	-	11.29%

c) Information about major customers

Revenue from three customers of the Group is ₹ 2,070.76 crore (31 March 2023: Three customer ₹ 1,282.09 crore) which is more than 10% of the Group's total revenue for the year ended 31 March 2024.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

50 Financial instruments – Fair values and risk management

(a) Accounting classification and fair values

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 dose not include fair value information for financial assets and financial liabilities not measured at fair value, if carrying amount is a reasonable approximation of fair value.

As at 31 March 2024	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Non-current								
(i) Other financial assets			30.03	30.03				-
Current								
(ii) Trade receivables	-	-	831.69	831.69	-	-	-	-
(iii) Cash and cash equivalents	-	-	295.63	295.63	-	-	-	-
(iv) Bank balances other than cash and cash equivalents	-	-	43.56	43.56	-	-	-	-
(v) Loans	-	-	2.06	2.06	-	-	-	-
(vi) Other financial assets	-	-	1,269.93	1,269.93	-	-	-	-
Total	**-**	**-**	**2,472.90**	**2,472.90**	**-**	**-**	**-**	**-**
Financial liabilities								
Non Current								
(i) Borrowings	-	-	246.21	246.21	-	-	-	-
(ii) Lease liabilities	-	-	31.35	31.35	-	-	-	-
Current								
(i) Borrowings	-	-	230.45	230.45	-	-	-	-
(ii) Lease liabilities	-	-	7.67	7.67	-	-	-	-
(iii) Trade payables	-	-	1,507.82	1,507.82	-	-	-	-
(iv) Derivatives	1.28	-	-	1.28	-	1.28	-	1.28
(v) Other financial liabilities	-	-	116.11	116.11	-	-	-	-
Total	**1.28**	**-**	**2,139.61**	**2,140.89**	**-**	**1.28**	**-**	**1.28**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

As at 31 March 2023	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial Assets								
Non-current								
(i) Other financial assets			11.06	11.06				
Current								
(ii) Trade receivables	-	-	790.25	790.25	-	-	-	-
(iii) Cash and cash equivalents	-	-	47.90	47.90	-	-	-	-
(iv) Bank balances other than cash and cash equivalents	-	-	47.28	47.28	-	-	-	-
(v) Loans	-	-	2.17	2.17	-	-	-	-
(vi) Other financial assets	-	-	1,260.72	1,260.72	-	-	-	-
(vii)Derivatives	3.72	-	-	3.72	-	3.72	-	3.72
TOTAL	**3.72**	**-**	**2,159.38**	**2,163.10**	**-**	**3.72**	**-**	**3.72**
Financial liabilities								
Non Current							-	
(i) Borrowings	-	-	700.00	700.00	-	-	-	-
(ii) Lease liabilities			11.09	11.09	-	-	-	-
Current								
(i) Borrowings	-	-	1,314.95	1,314.95	-	-	-	-
(ii) Lease liabilities			3.57	3.57	-	-	-	-
(iii) Trade payables	-	-	649.96	649.96	-	-	-	-
(iv) Derivatives	-	-	-	-	-	-	-	-
(iii) Other financial liabilities	-	-	49.58	49.58	-	-	-	-
TOTAL	**-**	**-**	**2,729.15**	**2,729.15**	**-**	**-**	**-**	**-**

(b) Measurement of fair values

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Non current and current financial assets and liabilities measured at amortised cost	Discounted cash flow approach: The valuation model considers the present value of expected receipts/ payments, discounted using a risk adjusted discount rate.	Not applicable	Not applicable
Forward contracts for foreign exchange contracts	Forward pricing: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currency.	Not applicable	Not applicable

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

(c) Financial risk management

The Group has exposure to the following risks arising from financial instruments:

i) Credit risk ;

ii) Liquidity risk ; and

iii) Market risk

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee of the Parent Company oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Board of directors of the Group.

i. 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 receivables from customers and investment in debt securities. The carrying amounts of financial assets represent the maximum credit exposure.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group establishes an allowances for doubtful debts and impairments that represents its estimates of incurred losses in respect of trade and other receivable and investment.

Net trade receivable as on 31 March 2024 is ₹ 831.69 crore (31 March 2023: ₹ 790.25 crore).

Three largest customers have a total concentration of 48.15% (31 March 2023: Three largest customer has a total concentration of 44.34%) of total trade receivables.

As per simplified approach, the Group makes provision of expected credit losses on trade receivables and other receivables to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

Particulars	Amount
Balance as at 1 April 2023	14.27
Add: Impairment losses recognised during the year	5.99
Less: Provision written off during the year	(6.67)
Balance as at 31 March 2024	**13.59**
Balance as at 1 April 2022	41.83
Add: Impairment losses recognised during the year	7.50
Less: Other adjustments	0.15
Less: Provision written back	(35.21)
Balance as at 31 March 2023	**14.27**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Cash and bank balances

The Group held cash and cash equivalents and other bank balances with credit worthy banks and financial institutions of ₹ 362.17 crore and ₹ 105.18 crore as at 31 March 2024 and 31 March 2023 respectively. The credit worthiness of the such bank and financial institutions is evaluated by management on an ongoing basis and is considered to be good.

Inter-Corporate Deposits/ Loans to fellow subsidiaries

The Group has given unsecured Inter-corporate deposits /loans to its fellow subsidiaries for meeting its working capital requirements. The Group does not perceive any credit risk pertaining to inter-corporate deposits/ loans provided to fellow subsidiaries. The Group makes provision of expected credit losses to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

Derivatives

The derivatives are entered with the credit worthy banks and financial institutions counter parties. The Credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis is considered to be good.

Guarantees

The Company has also provided guarantees to the customers of subsidiaries in respect of mobilisation advance received by the subsidiaries and for the performance of the contract obligations.

Security deposits given to lessors

The Group has given security deposit to lessors for premises leased by the Group as at 31 March 2024 and 31 March 2023. The Group monitors the credit worthiness of such lessors where the amount of security deposit is material.

Other than the trade receivables, and other receivables the Group has no other financial assets that are past due but not impaired.

ii Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Group's reputation.

The Group has obtained fund and non-fund based working capital lines from various banks and financial institutions. The Group also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility. The management monitor's the company net liquidity position through rolling forecasts on the basis of expected cash flow.

As at 31 March 2024, the Company had unsecured borrowings from banks and others of ₹ 48.62 crore (31 March 2023: ₹ 56.68 crore), secured borrowings from banks of ₹ 428.04 crore (31 March 2023: ₹ 1,648.12 crore), secured loans from financial institutions of ₹ Nil (31 March 2023: ₹ 100 crore), cash credit loan from banks of ₹ Nil (31 March 2023: ₹ 42.08 crore), cash and cash equivalents of ₹ 295.63 crore (31 March 2023: ₹ 47.90 crore) and other bank balances of ₹ 43.56 crore (31 March 2023: ₹ 57.28 crore).

During the year ended 31 March 2024, there were 23 instances of delay in repayment of term loan and working capital loans to eight Banks for a period ranging between 2 to 63 days. There were no instances of delays in working capital loans other than as mentioned. Further, the same were regularised and there was no overdue outstanding as at 31 March 2024

During the year ended 31 March 2023, there were no instances of delay in repayment of working capital loans.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Carrying value of Assets offered as collateral

Particulars	As at 31 March 2024	As at 31 March 2023
Current assets		
Pari Pasu Charge		
Financial Assets	2,158.20	2,740.45
Non Financial Assets	1,475.67	737.19
Total Current assets hypothecated as collateral	**3,633.87**	3,477.64
Non-current assets		
Pari Pasu Charge		
Property, plant and equipment (excluding Leasehold land)	11.10	14.37
Total non current assets mortgaged as collateral security	**11.10**	**14.37**
Total asset offered as Security including collateral	**3,492.01**	**3,492.01**

Exposure to liquidity risk

The table below analyses the group's financial liabilities into relevant maturity groupings based on their contractual maturities for non derivative financial liabilities:

31 March 2024	Contractual cash flows					
	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
7%, Non-convertible, Non-cumulative Preference shares*	0.00	0.00	-	-	-	0.00
Lease liabilities	39.02	49.43	11.24	9.75	26.00	2.44
Secured loans	428.04	428.04	181.83	171.21	75.00	-
Unsecured loans	48.62	48.62	48.62	-	-	-
Trade payables	1,507.82	1,507.82	1,507.82	-	-	-
Interest accrued and due	4.56	4.56	4.56	-	-	-
Interest accrued and not due	2.62	2.62	2.62	-	-	-
Other current financial liabilities	108.93	108.93	108.93	-	-	-
	2,139.61	**2,150.02**	**1,865.62**	**180.96**	**101.00**	**2.44**
Derivative financial liabilities:						
Forward exchanged contracts used for hedging						
- Outflow	1.28	1.28	1.28	-	-	-
- Inflow		-	-	-	-	-
	1.28	**1.28**	**1.28**	**-**	**-**	**-**

*Amount less than ₹ 0.01 crore

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

31 March 2023	Contractual cash flows					
	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
7%, Non-convertible, Non-cumulative Preference shares*	0.00	0.00	-	-	-	0.00
Lease liabilities	14.66	19.23	4.65	2.97	7.18	4.43
Secured loans	1,790.20	1,995.43	1,225.02	413.74	356.67	-
Unsecured loans	56.48	62.88	62.88	-	-	-
Trust receipts	168.27	171.54	171.54	-	-	-
Trade payables	649.96	649.96	649.96	-	-	-
Interest accrued and due	4.59	4.59	4.59	-	-	-
Interest accrued and not due	3.30	3.30	3.30	-	-	-
Other current financial liabilities	41.69	41.69	41.69	-	-	-
	2,729.15	**2,948.62**	**2,163.63**	**416.71**	**363.85**	**4.43**

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

iii Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Group's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

(a) Currency Risk

The Parent Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Parent Company is Indian Rupee.

Exposure to currency risk

The currency profile of financial assets and financial liabilities are as below:

Amounts in INR	31 March 2024			
	USD	AUD	EUR	Others *
Financial assets				
Trade Receivables	49.48	-	401.60	-
Cash and Cash Equivalents	2.35	0.08	0.07	0.00
Other receivables	200.54	-	-	-
Exposure to foreign currency assets	**252.37**	**0.08**	**401.67**	**0.00**
Less: Forward exchange contract	-	-	-	-
Net exposure to foreign currency Asset	**252.37**	**0.08**	**401.67**	**0.00**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Amounts in INR	31 March 2024			
	USD	AUD	EUR	Others *
Financial liabilities				
Trade payables and other payable	144.44	0.16	-	(5.69)
Exposure to foreign currency liabilities	**144.44**	**0.16**	**-**	**(5.69)**
Less: Forward exchange contract	-	-	-	-
Net exposure to foreign currency liabilities	**144.44**	**0.16**	**-**	**(5.69)**
Net Exposure	**107.93**	**(0.07)**	**401.67**	**5.69**

*others include United Arab Emirates Dirham (AED) Egyptian Pound (EGP) .

Amounts in INR	31 March 2023			
	USD	AUD	EUR	Others *
Financial assets				
Trade Receivable	136.22	-	-	-
Cash and Cash Equivalents	0.12	0.01	0.29	-
Other receivables	249.71	-	-	-
Exposure to foreign currency assets	**386.05**	**0.01**	**0.29**	**-**
Forward exchange contract	-	-	-	-
Net exposure to foreign currency Asset	**386.05**	**0.01**	**0.29**	**-**
Financial liabilities				
Trade payables and other payable	3.35	10.21	-	0.93
Exposure to foreign currency liabilities	**3.35**	**10.21**	**-**	**0.93**
Forward exchange contract	-	-	-	-
Net exposure to foreign currency liabilities	**3.35**	**10.21**	**-**	**0.93**
Net exposure	**382.70**	**(10.20)**	**0.29**	**(0.93)**

*others include West African Franc (XOF), Moroccon Dirhams (MAD), Swiss Franc (CHF) and Israeli Shekel (ILS).

Sensitivity analysis

A 5% strengthening / weakening of the respective foreign currencies with respect to functional currency of Group would result in increase or decrease in profit or loss and equity as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

Effect in INR Million	As at 31 March 2024 Profit or loss		As at 31 March 2023 Profit or loss	
	Strengthening	Weakening	Strengthening	Weakening
USD	5.40	(5.40)	19.13	(19.13)
EUR	(0.00)	0.00	(0.51)	0.51
Peso	20.08	(20.08)	0.01	(0.01)
Others *	0.28	(0.28)	(0.05)	0.05

*others include United Arab Emirates Dirham (AED) Egyptian Pound (EGP) .

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Hedge accounting

Cash flow hedges

At 31 March 2024, the Group holds the following instruments to hedge exposures to changes in foreign currency.

Foreign currency risk	Maturity analysis		
	1-6 months	6-12 months	More than 1 year
Foreign exchange forward contracts			
Net exposure (loss) / gain (₹ in crore)	(1.28)	-	-
Average GBP:INR forward contract rate	106.18	-	-

The amounts at the reporting date relating to items designated as hedged items are as follows

Foreign currency risk	Change in value used for calculating hedge ineffectivness	Effective portion of cash flow hedges	Costs of hedging	Balances remaining in equity head 'effective portion of cash flow hedges' from hedging relationships for which hedge accounting is no longer applied
31 March 2024				
Foreign currency risk				
Foreign currency payable - Receivable (GBP) and payable (INR)	-	(1.28)	-	-
	-	**(1.28)**	**-**	**-**

The amounts relating to items designated as hedging instruments and hedge ineffectiveness are as follows:

Foreign currency risk	31 March 2024 Carrying amount			During the year ended 31 March 2024		
	Nominal amount	Assets	Liabilities	Changes in the value of the hedging instrument recognised in OCI	Hedge ineffectiveness recognised in profit or loss	Cost of hedging recognised in OCI
31 March 2024						
GBP-INR	1.96	-	1.28	(1.28)	-	-

The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting:

Foreign currency risk	31 March 2024 Equity head	
	Effective portion of cash flow hedges	Cost of hedging
Balance as at 1 April 2023	**3.72**	**-**
Cash flow hedges		
Changes in fair value :		
Highly probable forecast cash flows – Trade receivables	3.83	-
Highly probable forecast cash flows – Trade payable and Letter of credit payable	-	-
Amount reclassified to profit or loss - Highly probable forecast cash flows – Trade receivables	0.23	-
Foreign currency payable - Advance from customers	(1.28)	-
Tax on movements in relevant items of OCI during the year	(5.22)	-
Tax on relevant items of OCI during the year reclassified to profit or loss	-	-
Balance as at 31 March 2024	**1.28**	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Hedge accounting

Cash flow hedges

At 31 March 2023, the Group holds the following instruments to hedge exposures to changes in foreign currency.

Foreign currency risk	Maturity analysis		
	1-6 months	6-12 months	More than 1 year
Foreign exchange forward contracts			
Net exposure (loss) / gain (₹ in crore)	3.72	-	-
Average GBP:INR forward contract rate	101.00	-	-
Average USD:INR forward contract rate	-	-	-
Average AUD:INR forward contract rate	-	-	-

The amounts at the reporting date relating to items designated as hedged items are as follows

Foreign currency risk	Change in value used for calculating hedge ineffectivness	Effective portion of cash flow hedges	Costs of hedging	Balances remaining in equity head 'effective portion of cash flow hedges' from hedging relationships for which hedge accounting is no longer applied
31 March 2023				
Foreign currency risk				
Foreign currency payable - Receivable (GBP) and payable (INR)	-	3.72	-	-
	-	-	-	-

The amounts relating to items designated as hedging instruments and hedge ineffectiveness are as follows:

Foreign currency risk	31 March 2023			During the year ended 31 March 2023		
	Carrying amount					
	Nominal amount	Assets	Liabilities	Changes in the value of the hedging instrument recognised in OCI	Hedge ineffectiveness recognised in profit or loss	Cost of hedging recognised in OCI
31 March 2023						
AUD-USD	-	-	-	20.34	-	-
USD-INR	-	-	-	0.00	-	-
GBP-INR	1.96	3.72	0.00	3.72	-	-

The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting :

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Foreign currency risk	31 March 2023	
	Equity head	
	Effective portion of cash flow hedges	Cost of hedging
Balance as at 1 April 2022	**(15.21)**	**-**
Cash flow hedges		
Changes in fair value :		
Highly probable forecast cash flows – Trade receivables	35.84	-
Highly probable forecast cash flows – Trade payable and Letter of credit payable	-	-
Amount reclassified to profit or loss - Highly probable forecast cash flows – Trade receivables	(15.50)	-
Amount included in the cost of non-financial items	-	-
Tax on movements in relevant items of OCI during the year	3.72	-
Tax on relevant items of OCI during the year reclassified to profit or loss	(5.13)	-
Balance as at 31 March 2023	**3.72**	**-**

(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's exposure to market risk for changes in interest rates relates to security deposits, loans given and borrowings from financial institutions.

For details of the Group's non-current and current borrowings, including interest rate profiles, refer to Note 22 and 24 of these financial statements.

Particulars	As at 31 March 2024	As at 31 March 2023
Fixed rate instruments		
Financial Assets	**232.61**	56.79
Financial liabilities	(64.02)	(1,987.53)
	168.60	**(1,930.74)**
Variable rate instruments		
Financial liabilities	(451.66)	(42.08)
	(451.66)	**(42.08)**

Interest rate sensitivity - fixed rate instruments

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Interest rate sensitivity - variable rate instruments

	31 March 2024		31 March 2023	
	Profit or loss		Profit or loss	
INR	**100 bp increase**	**100 bp decrease**	**100 bp increase**	**100 bp decrease**
Variable-rate instruments	(4.52)	4.52	(0.42)	0.42
Cash flow sensitivity (net)	**(4.52)**	**4.52**	**(0.42)**	**0.42**

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarised above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

(c) Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Group's adjusted net debt to equity ratio is as follows:

Particulars	**As at 31 March 2024**	**As at 31 March 2023**
Non-Current Borrowings	246.21	700.00
Current Borrowings	73.62	1,114.95
Current maturity of long-term debt	156.83	200.00
Lease Liabilites	39.02	22.64
Gross debt	**515.69**	**2,037.61**
Less : Cash and cash equivalents	295.63	47.90
Adjusted net debt	**220.06**	**1,989.71**
Total equity	955.01	(240.30)
Adjusted net debt to adjusted equity ratio	**0.23**	**(8.25)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

51 Details of branches and subsidiaries

The Consolidated Financial Statements includes the financial statements of the following entities:

Sr. No.	**Name of Branch/ Company**	**Country of Incorporation**	**% Holding as at 31 March 2024**	**Control and share of profit / loss as at 31 March 2024**
	Branches:			
1	Sterling and Wilson - Philippines	Phillipines	NA	NA
2	Sterling and Wilson - Namibia	Namibia	NA	NA
3	Sterling and Wilson - Zambia	Zambia	NA	NA
4	Sterling and Wilson - Vietnam (1 branch and 2 Project office)	Vietnam	NA	NA
5	Sterling and Wilson - Argentina	Argentina	NA	NA
6	Sterling and Wilson - Egypt (2 branches)	Egypt	NA	NA
7	Sterling and Wilson - Australia	Australia	NA	NA
8	Sterling and Wilson - Italy	Italy	NA	NA
9	Sterling and Wilson - Jordan (2 branches)	Jordon	NA	NA
10	Sterling and Wilson - Mexico	Mexico	NA	NA
11	Sterling and Wilson - Kenya	Kenya	NA	NA
12	Sterling and Wilson - Morocoo	Morocco	NA	NA
13	Sterling and Wilson - Dubai	United Arab Emirates	NA	NA
14	Sterling and Wilson - Chile	Chile	NA	NA
15	Sterling and Wilson - United Kingdom	United Kingdom	NA	NA
16	Sterling and Wilson - Tanzania	Tanzania	NA	NA
17	Sterling and Wilson - New Zealand	New Zealand	NA	NA
18	Sterling and Wilson - Mali	Mali	NA	NA
19	Sterling and Wilson - Greece	Greece	NA	NA
	Subsidiaries:			
1	Sterling and Wilson International Solar FZCO	United Arab Emirates	100%	100%
2	Sterling and Wilson (Thailand) Limited*	Thailand	100%	100%
3	Sterling and Wilson Saudi Arabia Limited*	Saudi Arabia	95%	100%
4	Sterling Wilson - SPCPL - Chint Moroccan Venture	India	92%	92%
5	Esterlina Solar Engineers Private Limited	India	100%	100%
6	Sterling and Wilson Solar LLC	Oman	70%	100%
	Subsidiaries of Sterling and Wilson International Solar FZCO:			
1	Sterling and Wilson Middle East Solar Energy L.L.C.	United Arab Emirates	100%	100%
2	Sterling and Wilson Singapore Pte Ltd	Singapore	100%	100%
3	Sterling and Wilson Engineering (Pty) Ltd	South Africa	60%	60%
4	Sterling and Wilson Solar Solutions Inc.	United States of America	100%	100%
5	Sterling and Wilson Solar Spain, S.L.	Spain	99%	99%
6	GCO Solar Pty. Ltd.	Australia	100%	100%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Name of Branch/ Company	Country of Incorporation	% Holding as at 31 March 2024	Control and share of profit / loss as at 31 March 2024
7	Sterling and Wilson International LLP	Kazakhstan	100%	100%
8	Sterling and Wilson Solar Australia Pty. Ltd.	Australia	100%	100%
9	Sterling and Wilson Renewable Energy Spain S.L. (formerly known as Esterlina Solar – Proyecto Diez, S.L.)	Spain	100%	100%
	Subsidiary of Sterling and Wilson Singapore Pte Ltd:			
1	Sterling and Wilson Kazakhstan LLP	Kazakhstan	100%	100%
	Subsidiary of Sterling and Wilson Solar Solutions Inc.			
1	Sterling and Wilson Solar Solutions LLC	United States of America	100%	100%
2	Sterling and Wilson Renewable Energy Nigeria Limited (w.e.f. 9 February 2023)	Nigeria	100%	100%
	Subsidiaries of Sterling and Wilson Solar Spain, S.L.			
1	Esterlina Solar – Proyecto Dos, S.L.	Spain	100%	100%
2	Esterlina Solar – Proyecto Tres, S.L.	Spain	100%	100%
3	Esterlina Solar – Proyecto Cuatro, S.L.	Spain	100%	100%
4	Esterlina Solar – Proyecto Cinco, S.L.	Spain	100%	100%
5	Esterlina Solar – Proyecto Seis, S.L.	Spain	100%	100%
6	Esterlina Solar – Proyecto Siete, S.L.	Spain	100%	100%
7	Esterlina Solar – Proyecto Ocho, S.L.	Spain	100%	100%
8	Esterlina Solar – Proyecto Nueve, S.L.	Spain	100%	100%

* The Company is in the process of completing the relevant statutory and regulatory procedures to give effect to the Scheme of Arrangement approved by the National Company Law Tribunal ('NCLT') order dated 28 March 2018.

The Consolidated Financial Statements includes the Financial Statement of the following entities:

Sr. No.	Name of Branch/ Company	Country of Incorporation	% Holding as at 31 March 2023	Control and share of profit / loss as at 31 March 2023
	Branches:			
1	Sterling and Wilson - Philippines	Phillipines	NA	NA
2	Sterling and Wilson - Namibia	Namibia	NA	NA
3	Sterling and Wilson - Zambia	Zambia	NA	NA
4	Sterling and Wilson - Vietnam (1 Branch and 2 Project office)	Vietnam	NA	NA
5	Sterling and Wilson - Argentina	Argentina	NA	NA
6	Sterling and Wilson - Egypt (2 branches)	Egypt	NA	NA
7	Sterling and Wilson - Australia	Australia	NA	NA
8	Sterling and Wilson - Indonesia	Indonesia	NA	NA
9	Sterling and Wilson - Jordon (2 Branches)	Jordon	NA	NA
10	Sterling and Wilson - Mexico	Mexico	NA	NA

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Sr. No.	Name of Branch/ Company	Country of Incorporation	% Holding as at 31 March 2023	Control and share of profit / loss as at 31 March 2023
11	Sterling and Wilson - Kenya	Kenya	NA	NA
12	Sterling and Wilson - Morocoo	Morocco	NA	NA
13	Sterling and Wilson - Dubai	United Arab Emirates	NA	NA
14	Sterling and Wilson - Chile	Chile	NA	NA
15	Sterling and Wilson - United Kingdom	United Kingdom	NA	NA
16	Sterling and Wilson - Tanzania	Tanzania	NA	NA
17	Sterling and Wilson - New Zealand	New Zealand	NA	NA
18	Sterling and Wilson - Mali	Mali	NA	NA
	Subsidiaries:			
1	Sterling and Wilson International Solar FZCO	United Arab Emirates	100%	100%
2	Sterling and Wilson (Thailand) Limited*	Thailand	100%	100%
3	Sterling and Wilson Saudi Arabia Limited*	Saudi Arabia	100%	100%
4	Sterling Wilson - SPCPL - Chint Moroccan Venture	India	92%	92%
5	Esterlina Solar Engineers Private Limited	India	100%	100%
6	Sterling and Wilson Solar LLC	Oman	70%	100%
	Subsidiaries of Sterling and Wilson International Solar FZCO:			
1	Sterling and Wilson Middle East Solar Energy L.L.C.	United Arab Emirates	100%	100%
2	Sterling and Wilson Singapore Pte Ltd	Singapore	100%	100%
3	Sterling and Wilson Engineering (Pty) Ltd	South Africa	60%	60%
4	Sterling and Wilson Solar Solutions Inc.	United States of America	100%	100%
5	Sterling and Wilson Solar Spain, S.L.	Spain	99%	99%
6	GCO Solar Pty. Ltd.	Australia	100%	100%
7	Sterling and Wilson International LLP	Kazakhstan	100%	100%
8	Sterling and Wilson Solar Australia Pty. Ltd.	Australia	100%	100%
9	Sterling and Wilson Solar Malaysia Sdn. Bhd. (upto 20 January 2023)	Malasiya	30%	100%
10	Sterling and Wilson Renewable Energy Spain S.L. (formerly known as Esterlina Solar – Proyecto Diez, S.L.)	Spain	100%	100%
	Subsidiary of Sterling and Wilson Singapore Pte Ltd:			
1	Sterling and Wilson Kazakhstan LLP	Kazakhstan	100%	100%
	Subsidiary of Sterling and Wilson Solar Solutions Inc.			
1	Sterling and Wilson Solar Solutions LLC	United States of America	100%	100%
2	Sterling and Wilson Renewable Energy Nigeria Limited (w.e.f. 9 February 2023)	Nigeria	100%	100%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

52 Additional information, as required under Schedule III to the Companies Act, 2013

Name of the Company	31 March 2024							
	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	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Sterling and Wilson Renewable Energy Limited	280.68%	2,680.56	-41.40%	87.26	74.12%	(52.12)	-12.50%	35.14
Subsidiaries								
Indian								
Sterling & Wilson - Waaree Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Sterling Wilson-SPCPL-Chint Moroccan Venture	-13.56%	(129.51)	2.69%	(5.66)	4.60%	(3.24)	3.17%	(8.90)
Esterlina Solar Engineers Private Limited	0.02%	0.16	-0.01%	0.01	0.00%	-	0.00%	0.01
Foreign								
Sterling and Wilson International Solar FZCO and its subsidiaries								
Sterling and Wilson International Solar FZCO	5.19%	49.55	110.62%	(233.16)	21.08%	(14.82)	88.21%	(247.98)
Sterling and Wilson Middle East Solar Energy LLC	-0.42%	(4.04)	15.85%	(33.40)	0.10%	(0.07)	11.91%	(33.47)
Sterling and Wilson Singapore Pte Ltd.	-0.16%	(1.52)	0.06%	(0.13)	0.00%	-	0.04%	(0.13)
Sterling and Wilson Kazakhstan LLP	-0.13%	(1.28)	-0.02%	0.03	0.00%	-	-0.01%	0.03
Sterling and Wilson International LLP - Kazakhstan	0.00%	(0.02)	0.00%	-	0.00%	-	0.00%	-
GCO Solar Pty. Ltd.	-16.38%	(156.44)	4.08%	(8.60)	0.00%	-	3.06%	(8.60)
Sterling and Wilson Engineering (Pty) Ltd.	-0.96%	(9.12)	-1.15%	2.43	0.00%	-	-0.87%	2.43
Sterling and Wilson Solar Solutions Inc.	-52.55%	(501.86)	23.62%	(49.78)	0.00%	-	17.71%	(49.78)
Sterling and Wilson Solar Spain S.L.	-4.23%	(40.43)	3.10%	(6.53)	0.00%	-	2.32%	(6.53)
Sterling and Wilson Renewable Energy Spain S.L.	-0.14%	(1.31)	0.65%	(1.36)	0.00%	-	0.48%	(1.36)
Sterling and Wilson Solar Australia Pty. Ltd.	-71.51%	(682.96)	-15.86%	33.44	0.00%	-	-11.89%	33.44
Other Foreign Subsidiaries								
Sterling and Wilson Brasil Servicos Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Sterling and Wilson (Thailand) Limited	-0.01%	(0.11)	0.00%	-	0.00%	-	0.00%	-
Sterling and Wilson Solar LLC	0.44%	4.17	-0.13%	0.27	0.00%	(0.00)	-0.10%	0.27
Sterling & Wilson Saudi Arabia Limited	-0.18%	(1.76)	0.02%	(0.05)	0.00%	-	0.02%	(0.05)
Non Controlling Interest in all subsidiaries	-1.48%	(14.16)	-0.54%	1.13	0.10%	(0.07)	-0.37%	1.05
Total Eliminations on Consolidation	-24.60%	(234.90)	-1.57%	3.30	0.00%	-	-1.17%	3.30
Total	**100.00%**	**955.01**	**100.00%**	**(210.79)**	**100.00%**	**(70.32)**	**100.00%**	**(281.11)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

Name of the Company	31 March 2023							
	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	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Sterling and Wilson Renewable Energy Limited	-486.48%	1,168.98	30.22%	(355.02)	76.35%	19.45	29.19%	(335.57)
Subsidiaries								
Indian								
Sterling Wilson-SPCPL-Chint Moroccan Venture	50.19%	(120.61)	4.82%	(56.61)	-10.99%	(2.80)	5.17%	(59.41)
Esterlina Solar Engineers Private Limited	-0.06%	0.15	0.00%	0.01	0.00%	-	0.00%	0.01
Foreign								
Sterling and Wilson International Solar FZCO and its subsidiaries								
Sterling and Wilson International Solar FZCO	-115.77%	278.18	26.56%	(312.01)	5.15%	1.31	27.03%	(310.70)
Sterling and Wilson Middle East Solar Energy LLC	-12.17%	29.25	3.38%	(39.69)	3.74%	0.95	3.37%	(38.74)
Sterling and Wilson Singapore Pte Ltd.	0.57%	(1.37)	0.01%	(0.15)	0.00%	-	0.01%	(0.15)
Sterling and Wilson Kazakhstan LLP	0.54%	(1.30)	0.01%	(0.07)	0.00%	-	0.01%	(0.07)
Sterling and Wilson International LLP	0.01%	(0.02)	0.00%	-	0.00%	-	0.00%	-
GCO Solar Pty. Ltd.	60.63%	(145.69)	2.47%	(29.04)	0.00%	-	2.53%	(29.04)
Sterling and Wilson Engineering (Pty) Ltd.	4.75%	(11.41)	0.06%	(0.73)	0.00%	-	0.06%	(0.73)
Sterling and Wilson Solar Solutions Inc.	185.31%	(445.30)	21.73%	(255.30)	0.00%	-	22.21%	(255.30)
Sterling and Wilson Solar Spain S.L.	13.89%	(33.37)	0.70%	(8.17)	0.00%	-	0.71%	(8.17)
Sterling and Wilson Renewable Energy Spain S.L.	-0.03%	0.06	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Sterling and Wilson Solar Australia Pty. Ltd.	294.00%	(706.46)	27.28%	(320.54)	0.00%	-	27.89%	(320.54)
Sterling and Wilson Solar Malaysia Sdn. Bhd. (upto 6 January 2023)	0.00%	-	0.01%	(0.11)	0.00%	-	0.01%	(0.11)
Other Foreign Subsidiaries								
Sterling and Wilson (Thailand) Limited	0.05%	(0.11)	0.00%	-	0.00%	-	0.00%	-
Sterling and Wilson Solar LLC	-1.62%	3.90	0.08%	(0.89)	2.34%	0.59	0.03%	(0.30)
Sterling & Wilson Saudi Arabia Limited	0.71%	(1.71)	0.00%	(0.05)	-0.69%	(0.18)	0.02%	(0.23)
Non Controlling Interest in all subsidiaries	6.34%	(15.22)	0.46%	(5.41)	4.34%	1.11	0.37%	(4.30)
Total Eliminations on Consolidation	99.15%	(238.25)	-17.77%	208.84	19.81%	5.05	-18.61%	213.89
Total	**100.00%**	**(240.30)**	**100.00%**	**(1,174.96)**	**100.00%**	**25.48**	**100.00%**	**(1,149.48)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

54 Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that has NCI, before any intra-group eliminations:

As at 31 March 2024	Sterling Wilson-SPCPL-Chint Moroccan Venture	Sterling & Wilson Engineering Proprietary Limited	Total
Percentage of non-controlling interests	8%	40%	
Non-current assets	1.20	3.17	4.37
Current assets	20.90	14.31	35.21
Non-current liabilities	-	-	-
Current liabilities	(145.87)	(28.13)	(174.00)
Net assets	**(123.77)**	**(10.65)**	**(134.42)**
Consolidation adjustment	**-**	**-**	**-**
Net assets attributable to NCI	**(9.90)**	**(4.26)**	**(14.16)**

For the year ended 31 March 2024	Sterling Wilson-SPCPL-Chint Moroccan Venture	Sterling & Wilson Engineering Proprietary Limited	Total
(Loss) / profit after income tax	(6.15)	4.06	(2.10)
Other comprehensive income	(3.52)	0.52	(3.00)
Total comprehensive income	(9.67)	4.58	(5.10)
Profit attributable to NCI	**(0.49)**	**1.62**	**1.13**
Consolidation adjustment	-	-	-
Total profit attributable to NCI	**(0.49)**	**1.62**	**1.13**
Other comprehensive income attributable to NCI	**(0.28)**	**0.21**	**(0.07)**
Total comprehensive income attributable to NCI	**(0.77)**	**1.83**	**1.06**
Cash flows generated from / (used in) operating activities	0.54	4.37	4.91
Cash flows generated from investing activities	(0.14)	(0.03)	(0.17)
Cash flows (used in) / generated from financing activities	(1.20)	(4.67)	(5.87)
Net increase / (decrease) in cash and cash equivalents	**(0.80)**	**(0.33)**	**(1.12)**
Net increase / (decrease) in cash and cash equivalents attributable to NCI	**(0.06)**	**(0.13)**	**(0.19)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2024

(Currency: Indian rupees in crore)

As at 31 March 2023	Sterling Wilson-SPCPL-Chint Moroccan Venture	Sterling & Wilson Engineering Proprietary Limited	Total
Percentage of non-controlling interests	8%	40%	
Non-current assets	1.42	4.35	5.77
Current assets	25.83	14.38	40.21
Non-current liabilities	-	-	-
Current liabilities	(157.93)	(33.78)	(191.71)
Net assets	**(130.68)**	**(15.05)**	**(145.73)**
Consolidation adjustment	**-**	**3.13**	**3.13**
Net assets attributable to NCI	**(10.45)**	**(4.77)**	**(15.22)**

For the year ended 31 March 2023	Sterling Wilson-SPCPL-Chint Moroccan Venture	Sterling & Wilson Engineering Proprietary Limited	Total
(Loss) / Profit after income tax	(61.53)	(1.21)	(62.74)
Other comprehensive income	(3.04)	3.37	0.33
Total comprehensive income	(64.57)	2.16	(62.41)
Profit attributable to NCI	**(4.93)**	**(0.48)**	**(5.41)**
Consolidation adjustment	-	-	-
Total profit attributable to NCI	**(4.93)**	**(0.48)**	**(5.41)**
Other comprehensive income attributable to NCI	**(0.24)**	**1.35**	**1.11**
Total comprehensive income attributable to NCI	**(5.17)**	**0.87**	**(4.30)**
Cash flows generated from / (used in) operating activities	(13.44)	9.87	(3.57)
Cash flows generated from investing activities	(0.02)	-	(0.02)
Cash flows (used in) / generated from financing activities	(4.65)	(14.83)	(19.48)
Net increase / (decrease) in cash and cash equivalents	**(18.11)**	**(4.96)**	**(23.07)**
Net increase / (decrease) in cash and cash equivalents attributable to NCI	**(1.45)**	**(1.98)**	**(3.43)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

55 On 29 December 2021, the Parent Company had signed an Indemnity Agreement with Shapoorji Pallonji and Company Private Limited, Khurshed Yazdi Daruvala (jointly the "Promoter Selling Shareholders") and Reliance New Energy Limited (formerly Reliance New Energy Solar Limited) pursuant to which, the Promoter Selling Shareholders would indemnify and re-imburse the Parent Company and its subsidiaries/branches for a net amount, if it exceeds ₹ 300.00 crore, on settlement of liquidated damages pertaining to certain identified past and existing projects (as on the date of signing the aforementioned agreements), old receivables, direct and indirect tax litigations as well as certain legal and regulatory matters. These amounts would be crystallized by 30 September 2022 and thereafter on 30 September of each succeeding year, on the basis of the final settlement amounts with customers/suppliers/other authorities. Consequently, trade receivables from customer undergoing a resolution process under the supervision of the National Company Law Tribunal ('NCLT') and bank guarantees, if related to liquidated damages, encashed by certain customers would also be recoverable from the Promoter Selling Shareholders once crystallized, if not recovered from the customers. The Promoter Selling Shareholders are consequently entitled to net off the amounts payable, with specific counter-claims levied and recovered by the Parent Company and its subsidiaries/branches on its customers/vendors relating to these matters.

In line with the terms of the Indemnity Agreement, the Parent Company has subsequent to 30 September 2023, raised the claim amounting to ₹ 418.13 crore to be recovered from the Promoter Selling Shareholders on the basis of crystallized items for the period ending 30 September 2023, which has been fully received by the Company.

56 The Parent Company had entered into a contract for a 100 MW AC Photovoltaic plant in the state of Karnataka with an infrastructure company ("Customer") to cater to inhouse power demands of large office space facilities at Bangalore of a real estate developer ("Developer"). The works were majorly completed by end February 2018 and the balance work was pending due to non-availability of land, which was in the scope of the Customer. In October 2018, proceedings were initiated in the National Company Law Tribunal ("NCLT") against the Customer group and the Parent Company issued a work suspension notice to the Customer, on account of non-receipt of balance of payments, with a copy to the Developer. The Developer issued directions to the Parent Company, vide a letter, to go ahead with the works/ maintenance of the plant wherein they also assured the Parent Company that they would make the payment if the customer failed to pay. As on date, the Customer owes the Parent Company ₹ 92.45 crore. In addition, an amount of ₹ 64.10 crore, under confirmed irrevocable Letters of Credit arranged by the customer from their bank were discounted by the Parent Company after confirmation both, from the Customer and their bank. However, the Customer's bank refused to honour the payment due to the Parent Company's bank citing the NCLT proceedings and the Parent Company had to refund the amount back to its bank.

During the year ended 31 March 2020, the Parent Company had initiated legal proceedings before National Company Law Appellate Tribunal ("NCLAT") in respect of amount receivable under irrevocable Letters of Credit by filing an Intervention Application in the main proceedings filed by Union of India against the Customer group. Further, the Parent Company has filed a claim before the Claim Management Advisors in respect of amount recoverable from the Customer group and the same has been admitted. The Parent Company had also filed legal proceedings against the Developer before the NCLAT. The Parent Company had obtained a legal opinion regarding recoverability of the amount due from the Developer as per their assurance letter and from the Customer's bank due to failure to pay confirmed Letters of Credit and has been advised that the said amounts are recoverable. The amounts of ₹ 92.45 crore and ₹ 64.10 crore are classified under the head Trade Receivables and Other Financial Assets, respectively. The case relating to the Customer is pending before the NCLAT. In order to recover the amount receivable under Letter of Credit i.e. ₹ 64.10 crore plus interest, the Company and the Parent Company has lodged a Summary Suit against the Customer's Bank before the Hon'ble Bombay High Court.

During the quarter ended 30 June 2023, the case against the Developer has been dismissed by NCLAT and in the quarter ended 30 September 2023, the Parent Company has filed an Appeal before the Hon'ble Supreme Court of India. Vide Order dated 11th September 2023, the Hon'ble Supreme Court of India has admitted the appeal and issued Notice to the Developer. The Developer filed its reply to the Appeal which was taken on record by the Registrar on 13 February 2024. As on 31 March 2024, the next date in the matter is not yet fixed by the Hon'ble Supreme Court of India. Further, during the year ended 31 March 2023,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

the Parent Company had filed a criminal complaint against the Developer and subsequently a First Information Report ("FIR") has also been filed. The Developer has also filed a Writ Petition before the Hon'ble Bombay High Court for quashing of the said FIR and as on 31 March 2024, the said Writ Petition is pending for hearing before the Hon'ble Bombay High Court.

Both the above claims are covered under the Indemnity Agreement as referred in Note 55 above.

57 The shareholders of the Company through a postal ballot, which ended on 27 October 2023, approved raising of funds by way of issuance of equity shares or other securities through public and/ or private offerings including by way of a qualified institutional placement for an aggregate amount not exceeding ₹ 1,500 Crore.

Accordingly, the Company launched an equity offering of a qualified institutional placement for an aggregate amount of ₹ 1,500 crore which was fully subscribed. 4,32,27,665 equity shares of ₹ 1 each were issued at a premium of ₹ 346 per share on 14 December 2023. The Company utilized the proceeds to reduce debts (including all overdue debts and balance payable against encashed bank guarantees) to ₹ 403.06 crore as at 31 March 2024 and further by ₹ 25.00 crore till date. The Company has thereby also remediated all applicable cross default clauses and has also further placed fixed deposits with a scheduled commercial bank amounting to ₹ 50.00 crore, earmarking the same towards repayment of loan installments upto November 2024. Balance debt post November 2024 amounting to ₹ 328.06 crore will be paid in due course in installments commencing from December 2024 upto October 2026.

58 The Group's international transactions with related parties are at arm's length as per the Independent accountants report for the year ended 31 March 2023. Management believes that the Group's international transactions with related parties post 31 March 2023 continue to be at arm's length and that the transfer pricing legislation will not have any impact on these consolidated financial statements, particularly on amount of tax expense and that of provision for taxation.

59 During the previous year, two customers of a WOS in a particular geography filed claims amounting to ₹ 393.06 crore (USD 47.18 million) and ₹ 79.31 crore (USD 9.52 million) against the WOS in relation to two projects. During the quarter ended 30 June 2023, notices of invocation of two bank guarantees amounting to ₹ 202.78 crore (USD 24.34 million) and ₹ 189.11 crore (USD 22.70 million) were received from the two customers. The WOS believes that both these invocations are wrongful in nature as the projects have successfully achieved commercial operations and that it has fulfilled all its obligations under the contracts. As of date, the Group has repaid the banks the entire Bank Guarantee amount of ₹ 391.89 crore (USD 47.04 million).

The WOS has filed liens amounting to ₹ 364.57 crore (USD 43.76 million) and ₹ 506.03 crore (USD 60.74 million) on project properties for recovery of claims, amounts due and recoverable from the customers. The customers have furnished bonds equivalent to 150% of the liens and released the liens on the project properties. The WOS has filed applications for foreclosure of the liens and has filed complaints for commencing federal litigation against the two customers in the appropriate Courts of Law arising from breaches of the EPC Contracts, as well as the wrongful invocation of the two bank guarantees.

During the quarter ended 31 March 2024 the WOS has received intimation from the customers lawyers that an amount of ₹ 142.41 crore (USD 17.09 million) has been utilized by the customers to pay outstanding vendors of the WOS. No adjustments have been made between the receivables and payables in the absence of confirmation from the vendors releasing the liability of the WOS. In the opinion of the Management, supported by internal legal assessment, the Group is confident of recovering the wrongfully invoked Bank Guarantee amounts aggregating to ₹ 391.89 crore (USD 47.04 million), which has been recognised by the Group as recoverable from the customers. In addition, the Group is also confident on customers claims amounting to ₹ 393.06 crore (USD 47.18 million) and ₹ 79.31 crore (USD 9.52 million), being not tenable.

60 During the previous year, a WOS Company of the Group had incurred ₹ 22.08 crore (USD 2.65 million) towards remediation cost due to defective parts supplied by a supplier. The WOS has made a claim amounting to ₹ 80.98 crore (USD 9.72 million) towards the expected remediation costs, liquidated damages and back charge of liquidated damages from the customer per supply agreement and holds the supplier's surety bond of value ₹ 12.83 crore (USD 1.54 million). The WOS is in discussions with the attorneys and is preparing to file a formal dispute complaint in the appropriate forum for recovery of the said amounts. The Management is confident that the amount is fully recoverable and accordingly, no provision

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

has been considered necessary during the quarter and year ended 31 March 2024.

61 During the quarter ended 31 March 2024, a customer of a WOS in a particular geography terminated the contract in relation to a project. Notice of invocation of the bank guarantee amounting to ₹ 90.20 crore (AUD 16.59 million) was received from the customer. The WOS believes that both the termination and invocation are wrongful in nature considering the fact that despite the project being fully constructed it could not be fully operated for certain technical reasons as being the responsibility of the Owners which has been brought to their notice on several occasions. The Group had immediately repaid the bank the entire Bank Guarantee amount of ₹ 90.20 crore (AUD 16.59 million).

In the opinion of the Management, supported by internal and external assessment, the Group is confident of recovering the wrongfully invoked Bank Guarantee amount which has been recognised by the Group as recoverable from the customer.

62 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Holding Company towards Provident fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code of Social Security, 2020 on 13 Novemeber 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Holding Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its consolidated financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

63 Disclosure of balances with companies struck off by the Registrar of Companies ('RoC')

Sr. no.	Name of Struck off Company	Nature of transactions with Struck off Company	Relationship with the Struck off Company	Balance outstanding as at 31 March 2024	Balance outstanding as at 31 March 2023
1	Technoindus Infrastructure And Services Private Limited	Trade payable	None	-	0.03
2	Linear Point Surveys Private Limited	Trade payable	None	-	0.04
				-	**0.07**

64 Dislcosure under Rule 11(e) of the Companies (Audit and Auditors Rules), 2014

a) To the best of our knowledge and belief the Company and its Subsidiaries, Joint Ventures, Associates incorporated in India have not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company and its Subsidiaries, Joint Ventures, Associates incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

The transaction between Company and its subsidiary and the transactions between the subsidiary of the Company with its subsidiaries has been eliminated in the Consolidated financial statements.

b) To the best of our knowledge and belief, no funds have been received by the Company and its Subsidiaries, Joint Ventures, Associates incorporated in India from any person(s) or entity(ies), including foreign entities "Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company and its Subsidiaries, Joint Ventures, Associates incorporated in India shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Currency: Indian rupees in crore)

65 Other matters

(i) There are no material adjusting and non adjusting subsequent events which occurred after the balance sheet date and upto the date of approval of the financial statements by the Board of Directors of the Parent Company.

(ii) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Group is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).

(vi) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vii) The Group has not been declared as wilful defaulter by any bank or financial institution or other lender.

(viii) Information with regard to other matters specified in Schedule III to the Act is either nil or not applicable to the Group for the year.

As per our report of even date attached.

For Kalyaniwalla and Mistry LLP
Chartered Accountants
Firm's Registration No: 104607W / W100166

Daraius Z. Fraser
Partner
Membership No: 42454

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No: 117366W-W-100018

Mohammed Bengali
Partner
Membership No: 105828

Mumbai
20 April 2024

For and on behalf of the Board of Directors of
Sterling and Wilson Renewable Energy Limited
CIN:L74999MH2017PLC292281

Khurshed Daruvala
Chairman
DIN:00216905

Chandra K. Thakur
Manager

Bahadur Dastoor
Chief Financial Officer
Membership No: 48936

Jagannadha Rao Ch. V.
Company Secretary
Membership No: F2808

Mumbai
20 April 2024

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