SAEL
SUSTAINABLE & AFFORDABLE ENERGY FOR LIFE

SAEL INDUSTRIES LIMITED

Annual Report 2023-24

Notice for second Annual General Meeting

Shorter Notice is hereby given that the 2nd Annual General Meeting of the Members of **M/s SAEL Industries Limited** shall be held on Friday, August 23, 2024, at 05.50 P.M. through Video Conferencing / Other Audio-Visual Means ("VC / OAVM"'), at 3rd Floor, Aerocity Wordmark 1, New Delhi-110037 (deemed venue) to transact the following businesses: -

ORDINARY BUSINESS:

1. **To consider and adopt (a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon and (b) the audited consolidated Financial Statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon**

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

   (a) **"RESOLVED THAT** the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

   (b) **"RESOLVED THAT** the audited consolidated Financial Statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Laxit Awla (DIN: 06976288), who retires by rotation, and being eligible, offers himself for re- appointment**

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

   "RESOLVED THAT Mr. Laxit Awla, (DIN: 06976288), who retires by rotation and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation."

SPECIAL BUSINESS:

3. **To appoint Mr. Bjornar Baugerud (DIN 10528247) as Director not liable to retire by rotation**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Articles of Association of the Company, Mr. Bjornar Baugerud (DIN 10528247) who was appointed as an Additional Director of the Company with effect from May

06, 2024 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director (category non-executive) of the Company with immediate effect not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things including signing and filing required e-forms to be filed with the Registrar of Companies to give effect to the above resolution."

4. To appoint Mr. Oistein MagnarAndresen (DIN 00521028) as Director of the Company not liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Articles of Association of the Company, Mr. Oistein Magnar Andresen (DIN 00521028) who was appointed as an Additional Director of the Company with effect from August 09, 2024 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director (category non-executive) of the Company with immediate effect not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things including signing and filing required e-forms to be filed with the Registrar of Companies to give effect to the above resolution."

5. To appoint Mr. Hemant Sahai (DIN: 0088238) as Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) ("Act"), and pursuant to the provisions of the Articles of Association of the Company, Mr. Hemant Sahai (DIN: 0088238)**,** who has submitted a declaration that he meets the criteria for appointment as an Independent Director under the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director on the Board of the Company for a period of 5 consecutive years with effect from December 06, 2023 on the following terms and conditions:

S. No.	**Particulars**	**Details**
A.	Designation	Independent Director
B.	Age	61 Years

C.	Duration of appointment	5 (Five) years
D.	Remuneration	Sitting Fee of Rs. 1,00,000/- for each meeting of the Board of Directors the Company

RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.

6. To seek approval for sale/ lease/ mortgage/ charge/ hypothecation of Company's assets/properties under Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the Members of the Company be and is hereby accorded to sell, lease, or dispose of in any manner including but not limited to mortgaging, pledge, creating charge and/or hypothecating created/to be created and provide security by the Company on all or any of its immovable and movable properties, tangible and intangible assets including the leasehold land of the Company, wherever situated, both present and future and the whole or any part of undertakings of the Company in such form and in such manner as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted Committee thereof) may think fit, for securing any loans and/or advances and/or borrow money or any other facilities obtained or that may be obtained by the Company in future and its subsidiaries and other group companies incorporated or to be incorporated, from time to time in one or more tranches from any financial institutions /banks /insurance companies or person or person(s), and all interests including compound /additional interest, commitment charges, costs, charges, expenses and all other moneys payable by the Company and its subsidiaries and other group companies to the concerned lenders within the overall limit of Rs. 11,000/- Crores (Rupees Eleven Thousand Crores Only).

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted Committee thereof) and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted Committee thereof), Managing Directors or Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters

and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

By order of the Board
For **SAEL Industries Limited**



Jasbir Singh
Managing Director
DIN: 01668231

Place: New Delhi
Date: 23.08.2024

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, the 2nd AGM of the Company is being held through VC / OAVM.

2. Pursuant to SS-2 and MCA Circular No. 20/2020 dated 05th May, 2020 since, the AGM is being conducted through VC or OAVM, the proceeding of the meeting shall be deemed to be made at venue as captured in the Notice of the Meeting.

3. Subject to the receipt of consent from all the shareholders under Section 96(2) of the Companies Act, 2013, the meeting shall be held at the venue captured in the notice of the meeting.

4. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed hereto. However, for the benefit of the members who wish to attend the meeting in person, it is annexed.

5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, pursuant to the MCA Circular No. 14/2020 dated 08th April, 2020 read with Circular No. 20/2020 dated 05th May 2020, since this AGM is being held through VC / OAVM, physical attendance of Members is not required. However, the members may attend the meeting in person also and appoint a proxy accordingly.

6. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. AS MEETING IS HELD ON

A SHORTER NOTICE, SUBJECT TO THE CONSENT OF ALL MEMBERS, PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED.

7. Pursuant to the provisions of the Companies Act 2013 read with MCA circulars, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013; shall be made available electronically for inspection by the Members during the time of AGM. All the other reports and documents referred in this Notice will be made available for inspection through an electronic mode during the business hours 10:00 am to 18.00 pm (except Saturday and Sunday), up to the date of AGM and the Members are requested to write the request to inspect the documents to Mr. Vishal Garg, Company Secretary at vishal.garg@sael.co

8. The details of Directors seeking appointment/re-appointment as required under the provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure A to this Statement.

9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum pursuant to the MCA Circular No. 14/2020 dated 08th April, 2020 and Section 103 of the Act.

10. In accordance with the MCA Circular No. 14/2020 dated 08th April, 2020, the Members will be allowed to ask questions or additional details about the Accounts during the Meeting. The Members can also send their queries to Mr. Vishal Garg, Company Secretary at vishal.garg@sael.co prior to the meeting.

11. In pursuance to the MCA Circular No. 14/2020 dated 08th April, 2020, the voting mechanism shall be recognised by the Chairman of the Meeting, unless a demand for poll is made by any member in accordance with section 109 of the Act. In case, if the poll is demanded, the Members may send their votes to Mr. Vishal Garg, Company Secretary at vishal.garg@sael.co during the meeting.

12. Information regarding appointment / reappointment of Directors and explanatory statement in respect of special businesses to be transacted pursuant to section 102 of the companies act, 2013 (the" Act") is annexed hereto.

13. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the company so that the required information can be made available at the meeting.

14. Guidelines for joining the AGM through VC/OAVM (MS Teams Meetings "Application")

    a) Participants will be able to attend the AGM through VC / OAVM by using "MS Teams Meetings". Meeting "credentials" shall be shared by the Company Secretary

b) MS Teams Meetings is a web-based video conferencing facility/tool that allows two-way conferencing facility and participants can communicate with the host and vice -versa and ask questions during the meeting.

c) In case of Android/iPhone connection, Participants will be required to download and install the MS Teams Meeting application. Application may be downloaded using Google Play Store/ AppStore. The credentials shall be shared by the Company Secretary. The calendar invite shall also be circulated to the Members via a separate communication by Mr. Vishal Garg, Company Secretary.

d) The VC/OAVM Facility to join the AGM through the MS Teams Meeting shall be opened 5 minutes prior to the scheduled time and will be closed after the expiry of 10 minutes after the scheduled time of the commencement of the Meeting. The facility will be available on first come first served basis, however Shareholders holding 2% or more shareholding, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.

15. Participants who need an assistance before or during the AGM to join the meeting, can contact to Mr. Vishal Garg, Company Secretary at vishal.garg@sael.co or +91 8130003670.

16. The Company ensures to conduct the Meeting seamlessly and safeguard the authenticity of the Meeting.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE

Item No. 3 & 4: To appoint Mr. Bjornar Baugerud and Mr. Oistein Magnar Andresen as Directors of the Company not liable to retire by rotation

Mr. Bjornar Baugerud and Mr. Oistein Magnar Andresen (NORFUND nominee Directors) were appointed as Additional Directors on the Board w.e.f. May 06, 2024, and August 09, 2024, respectively. The terms of Mr. Bjornar Baugerud and Mr. Oistein Magnar Andresen shall be expiring at the ensuing Annual General Meeting of the Company.

As recommended by the Nomination and Remuneration Committee, the Board recommends their appointment as Directors of the Company not liable to retire by rotation.

The concern or interest, financial or otherwise in respect of agenda no. 3 & 4 under Special Business of:

i. Director and Manager (except Mr. Bjornar Baugerud and Mr. Oistein Magnar Andresen to the extent of their directorship) -None
ii. Every other Key Managerial Personnel - None
iii. Relatives of persons mentioned in (i) and (ii) - None

The Board of the Directors of the Company in terms of the provisions of Section 160 of the Companies Act, 2013, received their candidatures from the members of the Company proposing their appointment as Directors of the Company.

The Board recommends the resolutions for the approval of the members as Ordinary Resolutions.

Item No. 5: To appoint Mr. Hemant Sahai (DIN: 0088238) as Independent Director of the Company

With a view to strengthen the Board, your Board had appointed Mr. Hemant Sahai as an Additional Director (Category- Independent Director) at the Board meeting held on December 06, 2023.

Mr. Sahai is the Founding Partner of HSA Advocates and is responsible for the firm's strategic growth and development. In a career spanning over three decades, he has developed a distinct focus on projects, energy & infrastructure, regulatory disputes and governance issues impacting companies and their boards. As a member of several government committees, Mr. Sahai frequently advises ministries and regulatory authorities on refining the legal and policy framework in India. He advises companies and their boards on a range of aspects such as enterprise risk, corporate governance, regulatory challenges, corporate restructuring and dispute strategy. Mr. Sahai is a member of the boards of several organizations, including public listed companies. He has studied B. Com (Hons) and LL.B. at University of Delhi and is also a member of International Bar Association.

Your Board is of the opinion that he is independent of the management and that he fulfils the condition specified in the Companies Act 2013, as amended ("**Act**") and the rules thereunder for appointment as an Independent Director of the Company and it proposes to appoint him as an Independent Director of the Company for a term of 5 (five) years on the following terms and conditions:

S. No.	Particulars	Details
A.	Designation	Independent Director
B.	Age	61 Years
C.	Duration of appointment	5 (Five) years
D.	Remuneration	Sitting Fee of Rs. 1,00,000/- for each meeting of the Board of Directors the Company

The Company has received consent and declaration in writing from Mr. Hemant Sahai that he is not disqualified from being appointed as Director in term of the provision of Section 164 of the Companies Act 2013. The consent and approval of the members is sought for his appointment in accordance with the provision of Section 150 of the Act.

The concern or interest, financial or otherwise in respect of agenda no. 5 under Special Business of:

i. Director and Manager (except Mr. Hemant Sahai to the extent of his Directorship) - None
ii. Every other Key Managerial Personnel - None
iii. Relatives of persons mentioned in (i) and (ii) - None

The Board recommends this resolution for the approval of the members as an Ordinary Resolution.

Item No. 6: To seek approval for sale/ lease/ mortgage/ charge/ hypothecation of Company's assets/properties under Section 180(1)(a) of the Companies Act, 2013

Pursuant to the provisions of Section 180 (1)(a) of the Act, the Board of Directors of a Company shall exercise the following powers only with the consent of the company by a special resolution, namely:

"To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings."

The Company along with its subsidiaries raise debt for its business operations and project executions in the ordinary course of its business. Pursuant to the provisions of Section 180(1)(a) the security creation including the pledge of shares held by the Company in its subsidiary company should be within the limits as approved by the shareholders.

The consent and approval of the members is sought for approving the limit of Rs. 11,000 Crores in accordance with the provision of Section 180(1)(a) of the Act.

The concern or interest, financial or otherwise in respect of agenda no. 6 under Special Business of:

i. Director and Manager - None
ii. Every other Key Managerial Personnel - None
iii. Relatives of persons mentioned in (i) and (ii) - None

The Board recommends this resolution for the approval of the members as a Special Resolution.

By order of the Board
For **SAEL Industries Limited**



Jasbir Singh
Managing Director
DIN: 01668231

Place: New Delhi
Date: 23.08.2024

Additional Information as per SS-2

As required by Secretarial Standards on General Meetings (SS-2) as laid down by ICSI, additional information relating to the particulars of Directors who are proposed to be re-appointed/appointed are given below:

Name of Director	**Laxit Awla**	**Bjornar Baugerud**
Age	29 Years	48 Years
Qualification	Commerce Graduate	Master's degree
Brief profile including expertise and experience	Mr. Laxit Awla is the co-founder of the Renewable Business of the Group. He is a commerce graduate from Delhi University. During his stint in the Group, he has steered the creation of quality renewable assets across the solar and waste-to-energy space, with a strong focus on stable profitability. He has been instrumental in growing the Company's business from conceptualization to operationalization	More than 15 years of experience with equity, mezzanine and debt investments in across different renewable energy and clean technologies. More than 10 years' experience as a Board and Investment committee member.
Directorships in other companies in India	1) SAEL Solar P7 Private Limited 2) SAEL Solar P4 Private Limited 3) SAEL Solar P6 Private Limited 4) SAEL Solar Solutions Private Limited 5) Hyper Reality Studio Private Limited 6) Chattargarh Renewable Energy Private Limited 7) KTA Powers Private Limited 8) VCA Power Private Limited 9) Sunfree Paschim Renewable Energy Private Limited 10) Conrad Industries Private Limited 11) Prithi Chand Jewellers Private Limited	12) None
Committee Memberships and Chairmanships in the Company	Chair of Nomination and Remuneration Committee, and member of Corporate Social Responsibility Committee of the Company.	Member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.
Membership/ Chairmanship of Committees of other Boards	None	None
Number of Board meetings attended during the year 2023-24	10 (Ten)	None
Remuneration last drawn for the financial year 2024	None	None
Remuneration sought to be paid	None	None
Terms and conditions of appointment	Appointed as Non-executive Director liable to retire by rotation	Appointed as Non-executive Director not liable to retire by rotation as per provisions of the Shareholder's Agreement

Relationship with other Directors and KMP	Relative of Mr. Jasbir Singh & Mr. Sukhbir Singh	None
Date of first appointment on the Board	April 25, 2022	May 06, 2024
Shareholding in SAEL Industries Limited	1,263,600 Equity Shares	None

Additional Information as per SS-2

As required by Secretarial Standards on General Meetings (SS-2) as laid down by ICSI, additional information relating to the particulars of Directors who are proposed to be re-appointed/appointed are given below:

Name of Director	**Oistein Magnar Andresen**	**Hemant Sahai**
Age	64 Years	60 Years
Qualification	Master of Science Electrical Engineering	B. Com (Hons) and LL.B.
Brief profile including expertise and experience	More than 30 years of experience in the international power and energy industry, managing companies, investments, projects, and business development. Extensive knowledge of large infrastructure project development, construction, and operation as well as acquisition, finance, and international energy markets. Considerable experience in entrepreneurship, organizational development, and change management. Have served as chairman and director on several company boards in Norway, Albania, Chile, India, Peru, and the Philippines, and been a member of the Energy Board (Energirådet) advising the Norwegian Minister of Petroleum and Energy. Member of the government appointed Energy Commission.	Hemant Sahai is the Founding Partner of HSA Advocates and is responsible for the firm's strategic growth and development. In a career spanning over three decades, he has developed a distinct focus on projects, energy & infrastructure, regulatory disputes, and governance issues impacting companies and their boards. As a member of several government committees, Hemant frequently advises ministries and regulatory authorities on refining the legal and policy framework in India. He advises companies and their boards on a range of aspects such as enterprise risk, corporate governance, regulatory challenges, corporate restructuring, and dispute strategy. Hemant is a member of the boards of several organizations, including public listed companies. He has studied B. Com (Hons) and LL.B. at University of Delhi and is also a member of International Bar Association.
Directorships in other companies in India	None	1) Elements Infra Consulting Private Limited 2) Akzo Nobel India Limited 3) MB Power (Madhya Pradesh) Limited 4) Longshorex Impex Private Limited 5) SAEL Industries Limited
Committee Memberships and Chairmanships in the Company	None	Member of the Audit Committee, Nomination and Remuneration Committee of the Company.
Membership/ Chairmanship of Committees of other Boards	None	1) MB Power (Madhya Pradesh) Limited- Chair of Audit Committee and member of Nomination and Remuneration Committee 2) Akzo Nobel India Limited Chair of Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and member of Audit Committee

Number of Board meetings attended during the year 2023-24	None	5 (Five)
Remuneration last drawn for the financial year 2024	None	Rs. 5,00,000 as sitting fees
Remuneration sought to be paid	None	Sitting Fee of Rs. 1,00,000/- for each meeting of the Board of Directors the Company.
Terms and conditions of appointment	Appointed as Non-executive Director not liable to retire by rotation as per provisions of the Shareholder's Agreement	Non-Executive Independent Director appointed for a tenure of 5 years.
Relationship with other Directors and KMP	None	None
Date of first appointment on the Board	August 09, 2024	December 06, 2023
Shareholding in SAEL Industries Limited	None	None

ATTENDANCE SLIP
2ND ANNUAL GENERAL MEETING – AUGUST 23, 2024

Registered Folio No./DP ID No./Client ID No.:

Number of Shares held:

I certify that I am a member/proxy/authorised representative for the member of the Company.

I hereby record my presence at the 2nd Annual General Meeting of the Company to be held at 3rd Floor, Aerocity Wordmark 1, New Delhi-110037 on Friday, August 23, 2024 at 05:50 P.M.

....

Name of the member/proxy (in BLOCK Letters)

Signature of the member/proxy

Note:

1. Shareholders/Proxy holders wishing to attend the meeting should bring the duly filled attendance slip for the meeting.

Form No. MGT-11

PROXY FORM

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

2ND ANNUAL GENERAL MEETING – AUGUST 23, 2024

Name of the Member(s): Registered address: E-mail Id: Folio No/ Clint Id: DP ID:

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

1. Name: …….....
   Address:.....
   E-mail Id:.....
   Signature: ……....., or failing him/her

2. Name: …….....
   Address:.....
   E-mail Id:.....
   Signature: …….....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 2nd Annual General Meeting of members of the Company, to be held on Friday, August 23, 2024, at 05:50 P.M. at 3rd Floor, Aerocity Wordmark 1, New Delhi-110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Description of Resolution**	**Vote (optional see Note 2) (Mention number of shares)**		
Ordinary Business		**For**	**Against**	**Abstain**
1.	To consider and adopt (a) the audited Financial Statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon and (b) the audited consolidated Financial Statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon			
2.	To appoint a Director in place of Mr. Laxit Awla (DIN: 06976288), who retires by rotation, and being eligible, offers himself for re-appointment			
Special Business				
3.	To appoint Mr. Bjornar Baugerud as Director not liable to retire by rotation			

4.	To appoint Mr. Oistein Andresen as Director of the Company not liable to retire by rotation			
5.	To appoint Mr. Hemant Sahai (DIN: 0088238) as Independent Director of the Company			
6.	To seek approval for sale/ lease/ mortgage/ charge/ hypothecation of Company's assets/properties under Section 180(1)(a) of the Companies Act, 2013			

Signed this …..... day of…….....2024

Affix Revenue Stamp of Rs.1

Signature of Shareholder:.....

Signature of Proxy holder(s):.....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company.

2. If you leave the "for", "against", "abstain" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Route Map:


Air Force Museum
एयर फ़ोर्स म्यूज़ियम, पालम
SHANKAR VIHAR
शंकर विहार
48
VASANT V
वसंत विह
Indira Gandhi Int'l Airport
इंदिरा गांधी इंटरनेशनल एयरपोर्ट
Food Capital - Worldmark
Worldmark Aerocity
Radisson Blu Plaza Hotel, Delhi Airport
रैडिसन ब्लू प्लाज़ा
MAHIPALPUR
महिपालपुर
148AE
48
148AE
Shiv Murti Delhi
शिव मूर्ति दिल्ली
Recently viewed
SAMALKA
समालखा
RANGPURI
रंगपुरी
VASANT KUNJ
वसंत कुञ्ज
The Umrao
द उमराव
SECTOR D
सेक्टर D
48
Google

BOARD'S REPORT

Dear Shareholder(s),

The Board of Directors hereby submits the 2nd Board's Report together with the audited Financial Statements of your Company for the period ended March 31, 2024.

1. FINANCIAL SUMMARY

The Consolidated and Standalone performance of the Company for the financial year ended March 31, 2024, is depicted below:

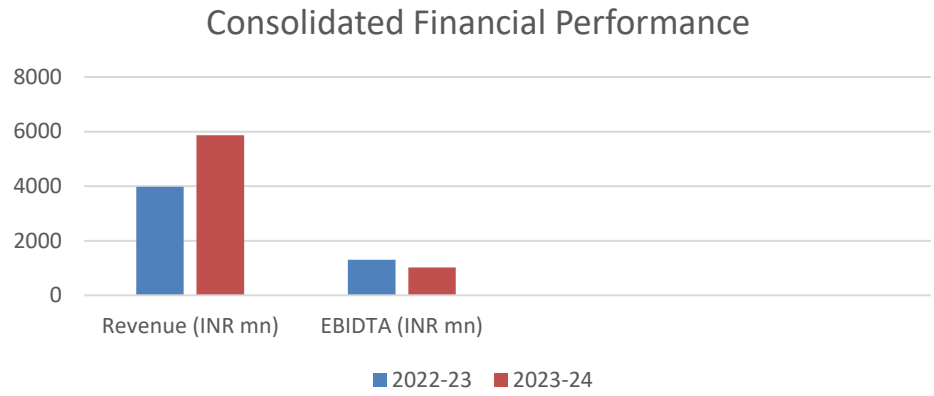
(Rs. in million)

Particulars	Consolidated		Standalone	
	2023-24	2022-23	2023-24	2022-23
Revenue and Other Income	5,870.12	3,981.23	7,580.65	9.21
Profit / (Loss) before Depreciation, Interest and Tax & Exceptional items	1,021.22	1,302.24	-383.39	-195.73
Finance Costs	1,511.37	983.41	82.01	13.61
Depreciation and Amortisation	2,101.13	1,525.19	45.18	-
Profit/(Loss) before Tax	(2,641.68)	(1,206.36)	(510.58)	(209.34)
Less: Provision for Tax & (deferred tax assets)	42.23	(360.22)	145.85	(60.96)
Profit/(Loss) for the period from continuing operations	(2,683.91)	(846.14)	(656.43)	(148.37)
Profit (loss) from discontinuing operation	1,153.17	495.52	-	-
Other Comprehensive Income	12.68	(0.08)	9.21	-
Total Comprehensive Income/(Loss) for the period attributable to shareholders of the Company	(1,518.06)	(350.70)	(647.22)	(148.37)

2. FINANCIAL PERFORMANCE REVIEW

During the year under review, the Company achieved a total Income of INR 7,580.65 million (Previous Year INR 9.21 million) and Profit/(Loss) after Tax of INR (647.22) million (Previous Year INR (148.37) million) on a standalone basis.

On a consolidated basis, the Company achieved a total Income of INR 5,870.12 million (Previous Year INR 3,981.23 million) and Profit/(Loss) after Tax of INR (1,518.06) million (Previous Year INR (350.70) million).



3. DIVIDEND

In view of the losses, your directors do not recommend dividend to the shareholders of the Company for the financial year 2023-24.

4. BUSINESS OPERATIONS AND MATERIAL DEVELOPMENTS

SAEL Industries Limited is the flagship Company of SAEL Group ("SAEL" or the "Group"). The Company was formed on April 25, 2022, with a vision to create world - class renewable assets across solar and biomass sectors.

The Group is an integrated and diversified business conglomerate, specializing in renewable energy (solar and waste-to-energy/biomass generation); module manufacturing, warehousing and storage business. The Group operates in India in the states of Gujarat, Andhra Pradesh, Punjab, Haryana, U.P, Rajasthan, Maharashtra, Karnataka, Delhi and Mizoram.

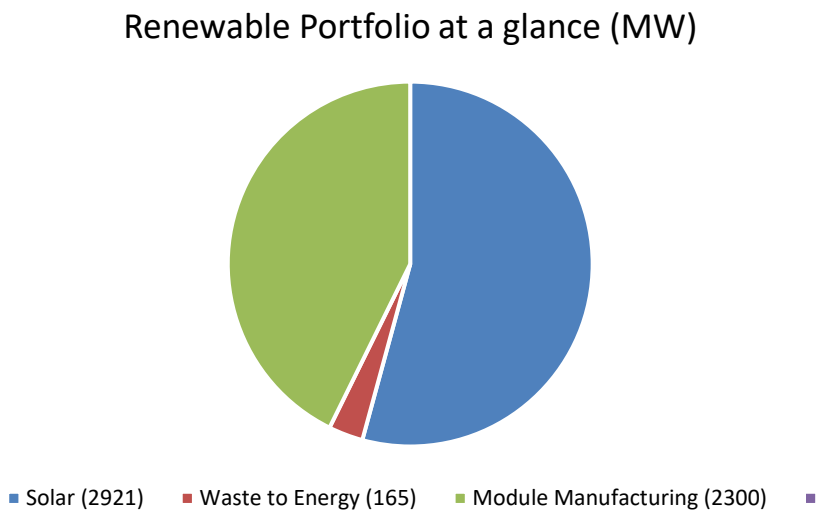
Renewable energy – Solar: SAEL is a solar independent power producer ("IPP") that sells solar power through long-term PPAs with DISCOMS. Since the installation of its first solar plant in 2017, SAEL's total capacity has grown to 2,921 MW as of March 31, 2024. SAEL has an in-house engineering, procurement and construction ("EPC") arm with more than 10 years of expertise, enabling it to design and construct projects at the lowest cost, achieving optimum plant designs and save costs by not having to outsource EPC and operations and maintenance ("O&M") services. SAEL has also set up rooftop solar power plants on either a build-own-operate-transfer ("B.O.O.T") or a build-own-operate ("B.O.O") basis under long-term PPAs to sell power to Governmental entities and/or private customers. As of March 31, 2024, the Group had 20 solar projects with a total capacity of approximately 2,921 MW, comprising (i) projects with a total operational capacity of 271 MW, (ii) projects with a total "near COD" capacity of 50 MW (i.e., projects under construction where the PPA has been signed, land has been acquired, and which are expected to become operational within the next two to six months), and (iii) committed solar projects under construction with a total capacity of 2,600 MW.

Renewable energy – Waste-to-energy/biomass: SAEL is one of the largest waste-to-energy/biomass power producers in India, with a total capacity of approximately 165 MW as of March 31, 2024. SAEL has expertise in the design, construction, and operation of biomass plants for large-scale electricity generation in India, without increasing its carbon footprint. SAEL has partnered with global technology suppliers such as BWC and Wain Scandinavian Contractor for the procurement of certain equipment. With over 14 years of expertise in this field, SAEL offers reliable and efficient solutions through advanced biomass technologies. As of March 31, 2024, SAEL had 11 waste-to-energy/biomass projects, with a total capacity of approximately

165 MW, comprising (i) projects with a total operational capacity of 75 MW and (ii) projects with a total near COD capacity of 90 MW.

Module manufacturing business: SAEL is one of the select Indian renewable energy firms equipped with in-house solar manufacturing and assembly infrastructure. The Group has developed a state-of-the-art solar PV module assembly unit based on the latest TopCon bifacial modules technology with an operational capacity of 2.3 GW. The Group's 300 MW mono perc solar PV module assembly line is already operational in Punjab.

Warehousing and storage: The Group entered the warehousing business as a complementary business to its existing agri-processing units. The Group currently has 29 locations nationwide in the states of U.P., Punjab and Haryana. As of March 31, 2024, SAEL leased nine million square feet of its warehousing units to the FCI on a long-term basis for the storage of food grains and has constructed larger warehouses to meet the requirement of food grain storage for the FCI. SAEL initiated the process of hiving off this business from the Group and the process is expected to be completed by March 31, 2025.



Renewable Energy Portfolio at a glance: As of March 31, 2024, we had a portfolio of 346 MW operational projects, 140 MW near COD projects and 2,921 MW committed projects, with a combined capacity of 3,086 MW, comprising:

a) 250 MW operational and 50 MW near COD utility scale solar projects;
b) 21 MW operational rooftop solar projects; and
c) 75 MW operational and 90 MW near COD waste-to-energy/biomass projects.

During the year under review, the Company had raised funds in the form of debt and equity amounting to USD 1 billion from various financial institutions, including Norfund, DFC, ADB and Tata Cleantech for financing its renewable energy portfolio. Further, the Group raised US$ 305 Million by issuing Senior Secured Notes which were listed on the GSM segment of the India INX.

5. SHARE CAPITAL

Authorised Share Capital

As on March 31, 2024, the Authorised Share Capital of the Company stood at Rs. 97,14,00,000/- (Rupees Ninety-Seven Crores Fourteen Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 3,11,40,000 (Three Crores Eleven Lakhs Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each.

During the year under review, the Company increased its authorised share capital as per the following details:

1. From Rs. 78,38,00,000/- (Rupees Seventy Eight Crore Thirty Eight Lakhs Only) to Rs. 94,14,00,000/- (Rupees Ninety Four Crores Fourteen Lakhs Only) at the 1st Annual General Meeting of Members held on August 03, 2023; &

2. From Rs. 94,14,00,000/- (Rupees Ninety Four Crores Fourteen Lakhs Only) to Rs. 97,14,00,000/- (Rupees Ninety-Seven Crores Fourteen Lakhs Only) at the Extra-Ordinary General Meeting of Members held on December 07, 2023.

Paid-up Share Capital

As on March 31, 2024, the Paid-up share capital of the Company stood at Rs. 69,31,40,950/- (Rupees Sixty Nine Crores Thirty One Lakh Forty Thousand Nine Hundred Fifty only) divided into 4,61,29,297 (Four Crores Sixty One Lakh Twenty Nine Thousand Two Hundred Ninety Seven only) Equity Shares of Rs. 10 each & 2,31,84,798 (Two Crores Thirty One Lakh Eighty Four Thousand Seven Hundred Ninety-Eight only) Compulsory Convertible Preference Shares (CCPS) of Rs. 10 each.

During the year under review, the Company increased its paid-up share capital as per the following details:

S. No.	Name of Allotee	Date of allotment	Type of securities	No. of shares	Issue price in INR
1.	Norfund	October 16, 2023	Compulsory Convertible Preference Shares	41,56,500	400
2.	Norfund	February 02, 2024	Compulsory Convertible Preference Shares	36,27,312	400
3.	United States International Development Finance Corporation (DFC)	February 16, 2024	Compulsory Convertible Preference Shares	72,61,086	400
4.	United States International Development Finance Corporation (DFC)	February 16, 2024	Equity Shares	100	400

6. GENERAL RESERVE

In view of the losses, your Directors do not propose to transfer any amount to the General Reserve.

7. DEPOSITS

The Company has not accepted any deposit during the year under review which falls under Chapter V of the Companies Act, 2013 ("Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

8. CHANGE IN THE NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business of the Company.

9. DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2024, your Company has 33 (Thirty-three) subsidiaries a list of which is provided in the Note No. 33 to the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024.

The details of the Companies which have become subsidiaries as compared to last year's reporting period are stated below. Further, no company have been ceased to be subsidiary, joint venture or associate of the Company during the year.

S. No.	Company Name	Date of Incorporation
1	SAEL Solar MHP1 Private Limited	06/06/2023
2	SAEL Solar MHP2 Private Limited	07/06/2023
3	Sunfree Energy RJP1 Private Limited	28/06/2023
4	SAEL Solar P4 Private Limited	07/08/2023
5	SAEL Solar P5 Private Limited	07/08/2023
6	SAEL Solar P6 Private Limited	07/08/2023
7	SAEL Solar P7 Private Limited	20/08/2023
8	SAEL Solar P9 Private Limited	20/08/2023
9	SAEL Solar P8 Private Limited	21/08/2023
10	SAEL Solar P10 Private Limited	22/08/2023

10. STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES

As per the provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014, the performance and financial position of every subsidiary is mentioned separately in Form AOC-1, annexed herewith as 'Annexure A' and forms part of the Board's Report.

11. STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act read with rules made thereunder, as amended from time to time, M/s G.D. Singhal & Associates, Chartered Accountant (FRN: 017648N) & M/s. Walker Chandoik & Co. LLP, Chartered Accountant (FRN: 001076N/N500013) were appointed as Joint Statutory Auditors of the Company at the Annual General Meeting of the Company held on August 03, 2023, for a period of four (4) consecutive

years from the conclusion of 1st Annual General Meeting till the conclusion of 5th Annual General Meeting of the Company.

The Statutory Auditors have confirmed that they are not disqualified to continue as Statutory Auditors and are eligible to hold office as Statutory Auditors of your Company.

12. AUDITORS' REPORT

The Statutory Auditors Report does not contain any qualification or adverse remark hence does not require any clarification or explanation of the Board.

13. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of fraud committed against the Company by its officers or employees to the Audit Committee or the Board under section 143(12) of the Act.

14. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act read with the rules made thereunder, the Board had appointed M/s. RMG & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the Financial Year 2023-24. The Secretarial Audit Report is annexed as Annexure-B and forms part of the Board's Report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

15. COST RECORD

During the Financial Year 2023-24, the Company was not required to maintain any cost records and to appoint any Cost Auditor as Section 148(1) of the Act read with Companies (Cost Records and Audit) Rules, 2014 were not applicable to the Company.

16. SECRETARIAL STANDARDS

During the year under review, the Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

17. RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION

As per the provisions of the Act, Mr. Laxit Awla (Non-Executive Director), retires by rotation at the ensuing Annual General meeting and being eligible, offers himself for re-appointment.

Based on the recommendation of the Nomination and Remuneration Committee, the Board hereby recommends his re-appointment as a Director of the Company, liable to retire by rotation, at the ensuing Annual General meeting of the Company.

18. APPOINTMENT OF DIRECTORS NOT LIABLE TO RETIRE BY ROTATION

i. Mr. Bjornar Baugerud has been appointed as Additional Director on the Board w.e.f. May 06, 2024. The term of Mr. Bjornar Baugerud shall be expiring at the ensuing Annual General meeting of the Company.

ii. Mr. Oistein Magnar Andresen has been appointed as Additional Director on the Board w.e.f. August 09, 2024. The term of Mr. Oistein Magnar Andresen shall be expiring at the ensuing Annual General meeting of the Company.

Based on the recommendations of Nomination and Remuneration Committee, the Board recommends their appointment as Directors of the Company, not liable to retire by rotation, at the ensuing Annual General meeting of the Company.

19. CONFIRMATION OF APPOINTMENT OF INDEPENDENT DIRECTOR

The Board at its meeting held on December 06, 2023, had appointed Mr. Hemant Sahai as Additional Director (Independent & Non-Executive) for a period of 5 consecutive years.

Pursuant to the provisions of Schedule IV of the Act, the appointment of Independent Director is required to be approved by the members of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board hereby recommends his appointment as Independent Director of the Company, for a period of 5 consecutive years at the ensuing Annual General meeting of the Company. In the opinion of the Board, Mr. Sahai is a person of integrity and possess requisite expertise and experience.

20. DECLARATION BY INDEPENDENT DIRECTORS

In terms of Section 149(7) of the Act, the Independent Directors of the Company have given a declaration to the Company that they meet the criteria of independence as specified under Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Directors.

21. ENVIRONMENTAL & CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO

Details on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with rule 8 of the Companies (Accounts) Rules, 2014, are annexed as “Annexure-C” and forms part of the Board’s Report.

22. DIRECTORS, KEY MANAGERIAL PERSONNELS AND CHANGES THEREON

The Board plays the most pivotal role in overseeing the management, governance, performance, long-term success of business as a whole and protecting the long-term interests of all the stakeholders. The Board is entrusted with reviewing and approving the management’s strategic plan & business objectives and monitoring the Company’s strategic direction. The Board also ensures adherence to the highest standards of Corporate Governance and complete transparency in the functioning of the Company.

The Board of your Company has a good and diverse mix of Executive, Non-Executive and Independent Directors and the same are also in line with the applicable provisions of the Act. As on March 31, 2024, the Board consists of 6 Directors comprising 1 Executive, 2 Non-Executive Independent Directors and 3 Non-Executive Non-Independent Directors. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Managing Director (**'MD'**) is responsible for executing corporate strategy in consultation with the Board, as well as for planning, building external contacts and all matters related to the management of the Company. He is responsible for achieving annual and long-term business targets. The MD also monitors the external and internal competitive landscape, and new industry developments and standards, identifies opportunities for expansion and acquisition, and builds relationships with customers and markets with an eye to enhancing shareholder value.

The composition of the Board of Directors as on the date of reporting is as follows:

S. No.	Name of Director	Designation
1.	Mr. Jasbir Singh	Managing Director
2.	Mr. Sukhbir Singh	Director
3.	Mr. Laxit Awla	Director
4.	Mr. Harbhajan Singh	Independent Director
5.	Mr. Hemant Sahai	Independent Director
6.	Mr. Oistein Magnar Andresen	Norfund Nominee Director
7.	Mr. Bjornar Baugerud	Norfund Nominee Director

As on date of reporting, changes in Directors and Key Managerial Personnel of the Company, are as under:

S. No.	Name	Category	Date of Appointment/Change in designation
1.	Mr. Sukhbir Singh#	Non-Executive Director	July 25, 2023
2.	Mr. Laxit Awla#	Non-Executive Director	July 25, 2023
3.	Mr. Jasbir Singh#	Managing Director (KMP)	August 03, 2023
4.	Mr. Inge Karsten Stoelen#	Director	August 03, 2023
5.	Mr. Harbhajan Singh#	Director	August 03, 2023
6.	Mr. Hemant Sahai*	Additional Director	Dec. 6, 2023
7.	Mr. Bjornar Baugerud*	Additional Director	May 06, 2024
8.	Mr. Inge Karsten Stoelen$	Director	August 08, 2024
9.	Mr. Oistein Magnar Andresen*	Additional Director	August 09, 2024
10.	Mr. Dushyant Kumar*	CFO (KMP)	July 04, 2023
11.	Mr. Vishal Garg*	CS (KMP)	July 04, 2023

* Appointed
\# Designated
$ Resigned

23. REMUNERATION OF DIRECTORS

Details of the remuneration paid to the directors during the FY 2023-24, in accordance with the provisions of Schedule V of the Companies Act, 2013, are given below:

(Rs. In Million)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Jasbir Singh	Sukhbir Singh	Harbhajan Singh	Hemant Sahai	
1.	Salary	24.00	24.00	1.00*	0.40*	49.40
2.	Benefits (Residential accommodation, hard furnishings, use of cars provided and maintained by the Company, telephone/ Mobile at residence, club memberships or allowances in lieu thereof, medical reimbursement, medical and personal accident insurance, travel allowance, leave travel concession and other benefits in accordance with the scheme(s) and rule(s) applicable to the employees of the Company from time to time for the aforesaid perquisites and benefits.)	Nil	Nil	NA	NA	Nil
3.	Bonuses (Annual performance bonus as may be determined by the Board in terms of the Compensation Policy of the Company.)	Nil	Nil	NA	NA	Nil
4.	Stock Options	NA	NA	NA	NA	NA
5.	Pension & Others (Retiral benefits like provident fund, superannuation and gratuity as per relevant policies / schemes / rules of the Company and reimbursement of business promotion expenses upto Rs. 10 Lakhs per month.)	Nil	Nil	NA	NA	Nil
6.	Details of fixed components and performance linked incentives along with the performance criteria	NA	NA	NA	NA	NA
7.	Service contracts	NA	NA	NA	NA	NA
8.	Notice period	NA	NA	NA	NA	NA
9.	Severance fees	NA	NA	NA	NA	NA

** Sitting fees*

24. NUMBER OF MEETING OF BOARD OF DIRECTORS

The Board meeting dates are decided in consultation with the Directors. Once approved, the schedule of the Board meetings and the Sub- Committee meetings are communicated in advance to the Directors to enable them to attend the meetings.

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The

Company Secretary in consultation with the MD prepares the detailed agenda for the meetings.

Agenda papers and notes on agenda are circulated to the Directors, in advance. All material information's are being circulated along with agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda.

The Board critically evaluates the Company's strategic directions, management policies and their effectiveness. Senior executives are invited to provide additional inputs at Board meetings for the items discussed by the Board as and when required. Statutory matters are presented to the respective Sub- Committees of the Board and later with the recommendation of Committees to the Board of Directors for their approval.

Video conferencing facility is also used to facilitate the participation of Director's. In case of special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law which are noted and confirmed in the subsequent Board Meeting.

11 (Eleven) Board meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present in all the meetings.

25. BOARD SUB- COMMITTEES

The Sub-Committees of the Board play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulations. These Committees are set up by the formal approval of the Board to carry out clearly defined roles under their respective Charters. The minutes of the meeting of all Sub-Committees are placed before the Board for noting.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

A. Audit Committee

Audit Committee is one of the main pillars of the Corporate Governance mechanism in any Company and is established with the aim of enhancing confidence in the integrity of an organisation's processes and procedures relating to internal control and corporate reporting including financial reporting.

The Company has constituted its Audit Committee on December 06, 2023, in accordance with the provisions of Section 177 of the Act. The primary objective of the Audit Committee is to monitor and provide effective supervision of the financial reporting, the effectiveness of the system of risk management and robustness of internal financial controls. The Audit Committee also responsible for the oversight of the quality and integrity of the Company's accounting and financial reporting process.

The members of the Audit Committee possess requisite qualifications. To carry out its responsibilities transparently and efficiently, the Committee majorly relies on the

expertise and knowledge of the management, the internal auditors and the statutory auditor. The management is responsible for the preparation, presentation and integrity of the Company's financial statements, accounting and financial reporting principles. The management is also responsible for internal control over financial reporting and all procedures are designed to ensure compliance with accounting standards, applicable laws and regulations as well as for objectively reviewing and evaluating the adequacy, effectiveness and quality of the Company's system of internal controls. The Company's statutory auditor is responsible for performing an independent audit of the financial statements and expressing an opinion on the conformity of those financial statements.

The representatives of statutory auditors attend the Audit Committee meetings held to approve financial statements. The Committee affirms that in compliance with the whistleblower policy/ vigil mechanism and no personnel had been denied access to the Audit Committee.

During the FY 2023-24, all the recommendations made by the Audit Committee were accepted by the Board.

As of March 31, 2024, composition of Audit Committee is as under:

S. No.	Name	Committee Designation
1.	Mr. Harbhajan Singh	Chairman
2.	Mr. Hemant Sahai	Member
3.	Mr. Inge Karsten Stoelen	Member

As on the date of reporting, following changes occurred in the Committee composition:

S. No.	Name of Member	Date of Appointment/Resignation
1.	Mr. Inge Karsten Stoelen*	May 16, 2024
2.	Mr. Bjornar Baugerud #	May 16, 2024

* Resigned
\# Appointed

During the year under review, the Audit Committee met once on January 12, 2024, and all the members were present at the meeting.

B. Nomination and Remuneration Committee

The Company has constituted its Nomination and Remuneration Committee **('N&RC')** on December 06, 2023, in accordance with the provisions of Section 178 of the Act. N&RC is responsible for overseeing key processes through which it can make recommendations to the Board on the structure, size and composition of the Board, key management personnel & senior management, ensure that the appropriate mix of skills, experience, diversity and independence is present on the Board and senior level for it to function effectively. The NRC also leads the process for new Board appointments.

N&RC ensures that remuneration policies and practices are designed to attract, retain and motivate the Executive Directors and the senior management group, while focusing on the delivery of the Companies strategic and business objectives. The N&RC also carries out the entire process of performance evaluation on an annual basis.

As of March 31, 2024, composition of N&RC is as under:

S. No.	Name	Committee Designation
1.	Mr. Laxit Awla	Chairman
2.	Mr. Harbhajan Singh	Member
3.	Mr. Hemant Sahai	Member
4.	Mr. Inge Karsten Stoelen	Member

As on the date of reporting, following changes occurred in the Committee composition:

S. No.	Name of Member	Date of Appointment/Resignation
1.	Mr. Inge Karsten Stoelen*	May 16, 2024
2.	Mr. Bjornar Baugerud #	May 16, 2024

* Resigned
\# Appointed

During the year under review, no meeting of N&RC was held.

C. Corporate Social Responsibility Committee

Your Company is a caring corporate citizen and lays significant emphasis on development of the communities around which it operates. It is an integral part of our business. The objective is to undertake socially impactful corporate social responsibility **('CSR')** activities/ programs promoting welfare and sustainable development of the community around the area of business operations and other parts of the country.

Though the Company is not falling in any of the threshold criteria as mentioned in Section 135 of the Act, however for the purpose of good governance, the Board has constituted a Sub-Committee of Board on CSR on December 06, 2023, to assist the Board in setting the Company's Corporate Social Responsibility Policy and assessing its Corporate Social Responsibility performance.

Your Company, in consonance with its CSR Policy and the prevalent ground realities as assessed, has planned its CSR activities into Six (6) focus areas covering inter-alia the following:

1) **Rural Transformation** — Creating sustainable livelihood solutions, addressing poverty, hunger and malnutrition

2) **Health** — Affordable solutions for healthcare through improved access, awareness and health seeking behaviour

3) **Education** — Access to quality education, training and skill Enhancement

4) **Environment** — Environmental sustainability, ecological balance, conservation of natural resources

5) **Animal Welfare** — Providing shelters and arrange fodder for cows.

6) **Disaster Response** — Managing and responding to disaster

As of March 31, 2024, composition of CSR Committee is as under:

S. No.	Name	Committee Designation
1.	Mr. Laxit Awla	Chairman
2.	Mr. Inge Karsten Stoelen	Member
3.	Mr. Harbhajan Singh	Member

As on the date of reporting, following changes occurred in the Committee composition:

S. No.	Name of Member	Date of Appointment/Resignation
1.	Mr. Inge Karsten Stoelen*	May 16, 2024
2.	Mr. Bjornar Baugerud #	May 16, 2024

* Resigned
\# Appointed

During the year under review, the CSR Committee met once on January 12, 2024, and all the members were present at the meeting.

26. MEETING OF INDEPENDENT DIRECTORS

Section 149 read with Schedule IV of the Act, mandates that the Independent Directors of the Company shall hold at least one meeting in a year, without the presence of Non-Independent Directors and members of the management and requires all the Independent Directors to be present at such meeting. Independent Directors play a crucial role in ensuring an efficient and transparent work environment, hence all the Independent Directors of the Company separately met once during the FY 2023-24 without the presence of any of Non-Independent Directors and/or any of the members of the management on March 19, 2024.

At such meetings the Independent Directors discuss among other matters, flow of information to the Board, governance, compliances and to annually review the performance of Non-Independent Directors and the Board as a whole.

27. PERFORMANCE EVALUATION

The Company believes that an effective Governance Framework requires periodic evaluation of the functioning of the Board as a whole, its committees and individual Director's performance. The evaluation process facilitates transition from good to great Boards which can take governance to greater heights. It is a mechanism by which the Board members candidly reflect on how well the Board is meeting its responsibilities. The process lays the foundation for a high performing Board and regular Board evaluation is the core driver necessary to promote change and deliver best practice. Board Evaluation provides an opportunity to remind Directors of the importance of group dynamics and effective Board and Sub-Committee processes in fulfilling its responsibilities. It also improves teamwork by creating better understating of Board dynamics, Board-management relations and thinking as a group within the Board.

Overall, the review determined that the Board as a whole has been functioning as a cohesive body which is well engaged with different perspectives. There is a good balance of skills and

experience on the Board to ensure the delivery of stakeholder goals. The Sub- Committees are functioning well, and their terms of reference are as mandated by the law.

28. REMUNERATION POLICY

Pursuant to the provisions of the Act, N&RC has formulated remuneration policy for the appointment and determination of remuneration of Directors, senior management, key managerial personnel and other employees of the Company. The main purpose of the policy is to incorporate measures that attract, retain, motivate and reward high performing employees. We endeavor to create a working environment that motivates high performance so that all employees can positively contribute to the strategy, vision, goals and values of the Company.

The compensation and rewards at Company are directly linked to the individual performances. Your Company believes that long term success of the Company is directly linked to the capability of its employees. It is therefore imperative that we make a concerted attempt to align the best interests of our employees with that of other stakeholders.

N&RC is also responsible for formulating and making the necessary amendments to the remuneration policy for the KMP and senior executives of the Company from time to time. Suitable incumbents for the position of Independent Director after examining qualification, competencies and independence of the incumbent are identified and recommended by N&RC from time to time.

All the appointments of Directors and KMPs are considered by the Board keeping in mind the requisite qualifications, attributes, independence etcetera envisaged for the incumbent(s) under the provision of the Act. The Nomination and Remuneration Policy is available at www.sael.co.

29. ANNUAL RETURN

The Annual Return for FY 2023-24 as required under Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, is available at www.sael.co.

30. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees, securities and investments have been disclosed in the notes to the Standalone Financial Statements.

31. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has a robust and well embedded system of internal financial controls. This ensures that all assets are safeguarded and protected against loss from unauthorised use or disposition and all transactions are authorised, recorded and reported correctly. The internal control system ensures compliance with all applicable laws and regulations and facilitates optimum utilisation of available resources and protects the interests of all stakeholders. The Company has clearly defined Standard Operating Procedures (SOPs) for its business functions to ensure smooth conduct of its business.

The internal audit plan is also aligned to the business objectives of the Company, which is reviewed and approved by the Audit Committee. Further, the Audit Committee monitors the

adequacy and effectiveness of your Company's internal control framework. The Company's internal control system is commensurate with the nature, size and complexities of operations.

32. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company continues to follow a robust anti-sexual harassment policy for 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace' in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (POSH) and Rules made thereunder. The Company has set up an Internal Complaints Committee (ICC) for redressal of complaints relating to sexual harassment. The Committee constituted in compliance with POSH ensures a free and fair enquiry process with clear timelines for resolution.

All employees of SAEL Group are covered under this Policy. During the Financial Year 2023-24, the Company has received zero complaints of sexual harassment.

33. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered by the Company with related parties during the year were in the ordinary course of business and on arm's-length basis. Further, all the transactions were undertaken with wholly owned subsidiary companies. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for Financial year 2023-24 and hence, does not form part of this report. Further, there have been no 'conflict of interest' transactions with related parties during the financial year 2023-24. Suitable disclosures as required under Ind AS 24 have been made in the notes to the financial statements for the financial year ended March 31, 2024.

34. RISK MANAGEMENT

Systematic and proactive identification of risk and mitigation enables risk intelligent decision making and ensures sustainable business growth. The Company takes cognizance of various risks related to business and the multiplier impact of the same. Strategic and operating decisions are taken after careful consideration of risks associated. The Company has developed a risk management system for identifying, assessing, mitigating, monitoring and governing various forms of risks or opportunities to achieve key business objectives of the group.

35. VIGIL MECHANISM

Your Company is committed to highest standards of ethical, moral and business conduct. Accordingly, the Company has established a robust vigil/ whistleblower mechanism that provides avenues to Directors and employees to highlight issues and grievances of unethical or improper activities, without fear of retaliation. The Vigil Mechanism Policy ("Policy") and its operating mechanism is available on the website of the Company.

The Policy provides for adequate safeguards against victimization and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review, neither the Company nor its subsidiaries received any complaint under the Policy.

36. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURT AND TRIBUNALS

There is no significant material order passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

37. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

Neither any application was made, nor any proceeding are pending against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

38. DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

During the period under review, the Company has not done any one-time settlement.

39. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Act:

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

40. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There has been no material change or commitment affecting the financial position of the Company which have occurred between March 31, 2024, and the date of this Report.

41. ACKNOWLEDGEMENT

Your Director's wish to take this opportunity to express their gratitude to all the Shareholders, Bankers, Vendors and other stakeholders for the faith and confidence they have reposed in the Company. The Directors also wish to place on record their deep appreciation for the hard work, commitment, contribution and dedication shown throughout the period by the employees.

By order of the Board
For SAEL Industries Limited



Jasbir Singh
(Managing Director)
DIN- 01668231



Sukhbir Singh
(Director)
DIN- 01785240

Date: May 22, 2024
Place: Delhi

Annexure-A

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with Rs. in million)

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	SAEL Limited	01.04.2023 to 31.03.2024	INR	2,376.10	13,905.90	33,307.17	17,025.17	4,245.60	3,876.61	-17.20	186.57	-197.73	0.00	100%
2	Canal Solar Energy Private Limited	01.04.2023 to 31.03.2024	INR	230.00	-37.06	965.90	772.96	0.00	37.13	-17.93	-3.40	-14.67	0.00	100%
3	Jasrasar Green Power Energy Private Limited	01.04.2023 to 31.03.2024	INR	11.73	377.33	1,462.35	1,073.30	0.00	0.00	-0.21	0.00	-0.21	0.00	100%
4	KTA Powers Private Limited	01.04.2023 to 31.03.2024	INR	0.10	155.55	1,311.15	1,155.50	0.00	0.00	-0.21	0.00	-0.21	0.00	100%
5	Laxjeet Renewable Energy Private Limited	01.04.2023 to 31.03.2024	INR	96.00	-17.70	272.36	194.06	0.00	48.99	9.65	2.75	6.90	0.00	100%
6	Native Power Private Limited	01.04.2023 to 31.03.2024	INR	0.10	-0.07	1.61	1.58	0.00	0.00	-0.02	0.00	-0.02	0.00	100%
7	SAEL Engineering Private Limited	01.04.2023 to 31.03.2024	INR	0.10	10.74	319.18	308.33	0.00	164.67	3.78	0.00	0.00	0.00	100%
8	SAEL EV Infra Private Limited	01.04.2023 to 31.03.2024	INR	0.10	-0.09	1.42	1.41	0.00	0.00	-0.03	0.00	-0.03	0.00	100%
9	SAEL Kaithal Renewable Energy Private Limited	01.04.2023 to 31.03.2024	INR	20.10	127.10	2,076.81	1,929.61	0.00	625.88	-341.01	-84.33	-256.68	0.00	100%
10	SAEL Power Private Limited	01.04.2023 to 31.03.2024	INR	0.10	-0.15	0.10	0.15	0.00	0.00	-0.02	0.00	-0.02	0.00	100%
11	SAEL RE Power Private Limited	01.04.2023 to 31.03.2024	INR	0.10	9.28	78.27	68.89	0.00	0.00	-0.20	0.00	-0.20	0.00	100%
12	SAEL Solar India Private Limited	01.04.2023 to 31.03.2024	INR	0.10	-0.15	0.09	0.14	0.00	0.00	-0.02	0.00	-0.02	0.00	100%
13	SAEL Solar Mfg. Private Limited	01.04.2023 to 31.03.2024	INR	50.10	292.67	1,524.21	1,181.44	0.00	927.01	-99.22	-8.37	-90.84	0.00	100%
14	SAEL Solar Solutions Private Limited	01.04.2023 to 31.03.2024	INR	0.10	169.01	2,952.43	2,783.32	0.00	0.00	-17.00	-4.81	-12.19	0.00	100%
15	Sardarshahar Agri Energy Private Limited	01.04.2023 to 31.03.2024	INR	0.10	142.80	1,263.03	1,120.13	0.00	0.00	-0.21	0.00	-0.21	0.00	100%
16	Sunfree Energy Private Limited	01.04.2023 to 31.03.2024	INR	0.10	-0.20	18.80	18.90	0.00	0.00	-0.05	0.00	-0.05	0.00	100%
17	Sunfree North East Renewable Energy Private Limited	01.04.2023 to 31.03.2024	INR	9.55	256.00	1,128.51	862.95	0.00	110.72	-119.14	-15.71	-103.43	0.00	100%
18	Sunfree Paschim Renewable Energy Private Limited	01.04.2023 to 31.03.2024	INR	15.41	199.89	1,160.42	945.12	0.00	138.31	-130.89	-30.84	-100.16	0.00	100%
19	TNA Renewable Energy Private Limited	01.04.2023 to 31.03.2024	INR	0.01	143.20	1,260.15	1,116.94	0.00	0.00	0.92	0.30	0.62	0.00	100%
20	Universal Biomass Energy Private Limited	01.04.2023 to 31.03.2024	INR	281.42	752.05	2,968.84	1,935.37	0.00	657.62	-45.27	-14.59	-30.68	0.00	100%
21	Urjanidhi Solar Private Limited	01.04.2023 to 31.03.2024	INR	0.10	-0.14	0.10	0.14	0.00	0.00	-0.02	0.00	-0.02	0.00	100%
22	VCA Power Private Limited	01.04.2023 to 31.03.2024	INR	0.10	142.34	1,250.93	1,108.49	0.00	0.00	-0.22	0.00	-0.22	0.00	100%
23	Chattargarh Renewable Energy Private Limited	01.04.2023 to 31.03.2024	INR	0.10	186.25	1,277.28	1,090.94	0.00	0.00	0.27	0.13	0.14	0.00	100%
24	SAEL Solar MHP1 Private Limited	06.06.2023 to 31.03.2024	INR	0.10	52.72	148.12	95.30	0.00	0.00	0.63	0.22	0.41	0.00	100%
25	SAEL Solar MHP2 Private Limited	07.06.2023 to 31.03.2024	INR	0.10	48.57	139.06	90.39	0.00	0.00	0.66	0.23	0.43	0.00	100%
26	SAEL Solar P4 Private Limited	07.08.2023 to 31.03.2024	INR	0.10	190.75	1,486.38	1,295.53	0.00	0.00	0.05	0.06	-0.00	0.00	100%
27	SAEL Solar P5 Private Limited	07.08.2023 to 31.03.2024	INR	90.60	3,771.77	8,213.31	4,350.94	0.00	0.00	1.30	0.61	0.69	0.00	100%
28	SAEL Solar P6 Private Limited	07.08.2023 to 31.03.2024	INR	4.10	381.52	3,232.00	2,846.37	0.00	7.81	-4.33	-0.62	-3.72	0.00	100%
29	SAEL Solar P7 Private Limited	20.08.2023 to 31.03.2024	INR	0.10	-0.02	0.08	0.00	0.00	0.00	-0.02	0.00	-0.02	0.00	100%
30	SAEL Solar P8 Private Limited	21.08.2023 to 31.03.2024	INR	0.10	0.01	0.11	0.00	0.00	0.00	0.01	0.00	0.01	0.00	100%
31	SAEL Solar P9 Private Limited	20.08.2023 to 31.03.2024	INR	0.10	0.00	0.16	0.06	0.00	0.00	0.00	0.00	0.00	0.00	100%
32	SAEL Solar P10 Private Limited	22.08.2023 to 31.03.2024	INR	0.10	0.00	0.16	0.06	0.00	0.00	0.00	0.00	0.00	0.00	100%
33	Sunfree Energy RJP1 Private Limited	28.06.2023 to 31.03.2024	INR	0.10	108.68	478.44	369.66	0.00	0.00	6.94	1.91	5.04	0.00	100%
34	SAEL Agri Commodities Limited	01.04.2023 to 31.03.2024	INR	764.55	12,187.43	32,032.27	19,080.29	-	35,754.49	1,206.31	281.37	924.94	-	
35	SAEL International	01.04.2023 to 31.03.2024	INR	70.76	18.69	100.93	11.47	-	-	-	-	-	-	100%





FORM NO. MR - 3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

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

To,
The Members,
SAEL Industries Limited
(CIN: U40106PB2022PLC055755)
H. No. 44, Model Town, Firozpur,
Guruharsahai, Punjab, India-152022

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SAEL Industries Limited** (hereinafter referred to as "**the Company**"), for the financial year ended on **March 31, 2024** ("**Audit Period**"). 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, minutes books, forms and returns filed and other records maintained by the Company and also the information/explanation 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, generally complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter and also that the Company has proper Board-processes and compliance-mechanism in place to the extent in a possible manner.

We have examined the books, papers, minute books, forms and returns filed and other records as maintained by the Company for the Audit Period, 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: **[Not applicable as the Company has not listed any of its securities on any Stock Exchange]**;
III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Dematerialisation of Securities by the Company.
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 Company being an unlisted Company was not required to comply with the regulations and / or guidelines as prescribed by the Securities

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and Exchange Board of India in this regard under the Securities and Exchange Board of India Act, 1992.

VI. As confirmed by the Management of the Company, no such industrial specific laws are applicable to the Company during the financial year under review.

For the compliances of Environmental Laws, Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws.

The compliance by the Company of applicable Financial Laws, like Direct and Indirect Tax Laws, has not been reviewed in our audit since the same have been subject to review by the Statutory Auditor and other designated professionals.

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

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India that are required to be followed in letter & spirit.

2. General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs to hold Extra- Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) that are required to be followed in letter & spirit.

We report that during the audit period, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, circulars, notifications etc. mentioned above.

We further report that

- The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors took place during the audit period is as below:

  a) Mr. Inge Karsten Stolen (DIN: 10192304) was appointed as an Additional Non-Executive Director on the Board w.e.f. June 07, 2023. Thereafter, the members of the Company in the 1st Annual General Meeting held on August 03, 2023 regularized his appointment as a Non-Executive Director.
  b) Mr. Jasbir Singh (DIN: 01668231), was designated as Managing Director by the Board of Directors of the Company for a period of 5 years effective from August 01, 2023. The said appointment was confirmed by the

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members of the Company in the 1st Annual General Meeting held on August 03, 2023.

c) Change in the designation of Mr. Sukhbir Singh (DIN: 01785240) and Mr. Laxit Awla (DIN: 06976288) from Executive Director to Non-Executive Director by the Board of Directors of the Company in their meeting held on July 25, 2023.

d) Mr. Harbajan Singh (DIN: 02922092) was appointed as an Additional Non-Executive Director on the Board of the Company w.e.f. March 29, 2023. Thereafter, the members of the Company in the 1st Annual General Meeting held on August 03, 2023 regularized his appointment as a Non-Executive Director.

e) Mr. Hemant Sahai (DIN: 0088238) was appointed as an Additional Director in the category of Independent Director w.e.f. December 06, 2023.

- As confirmed by the Management of the Company, adequate notices were given to all directors to schedule the Board Meetings and Mandatory Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance in accordance with the applicable laws except for the meetings held at a shorter notice. Further, 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.

- As per the signed minutes, all the decisions of the Board and Committee Meetings were carried through unanimously and no minuted instances of dissent in Board or Committee meetings were found.

- The Company and its directors are required to ensure the compliance of the provisions of Section 165 and other applicable provisions of the Companies Act, 2013.

- As per the information provided to us, the Company is maintaining its website for the commercial purpose only and initiated the process to make the same more robust and stakeholder /investor friendly.

- As per the information provided to us, the Company has constituted Corporate Social Responsibility (CSR) Committee and adopted CSR Policy voluntarily during the Audit Period. Further, during the financial year under review, Company has not spent any amount on CSR activities as the same was not mandatorily required in terms of the provisions of the Act.

- As per the records, the Company has generally filed forms, returns, disclosures, documents and resolutions as required to be filed with the Registrar of Companies and other authorities. Further, it is recommended that for the better governance and compliance of the applicable laws to the Company, proper timelines shall be followed in a stricter sense.

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



We further report that during the audit period, the Company has undertaken following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:

1. The Board of Directors of the Company in their meeting held on July 25, 2023 appointed Mr. Vishal Garg (ICSI M. No. F6867) as Whole-Time Company Secretary and designated as the Key Managerial Personnel with effect from July 4, 2023.

2. The Board of Directors of the Company in their meeting held on July 25, 2023 appointed Mr. Dushyant Kumar as Chief Financial Officer and designated as the Key Managerial Personnel with effect from July 4, 2023.

3. The Company has increased its authorised share capital as below: -

   a) From Rs. 78,38,00,000/- divided into 6,60,00,000 Equity Shares of Rs. 10/- each and 1,23,80,000 Preference Shares of Rs. 10/- each to Rs. 94,14,00,000/- divided into 6,60,00,000 Equity Shares of Rs. 10/- each and 2,81,40,000 Preference Shares of Rs. 10/- each by passing an ordinary resolution in the 1st Annual General Meeting held on August 03, 2023; and

   b) From Rs. 94,14,00,000/- divided into 6,60,00,000 Equity Shares of Rs. 10/- each and 281,40,000 Preference Shares of Rs. 10/- each to Rs. 97,14,00,000/- divided into 6,60,00,000 Equity Shares of Rs. 10/- each and 3,11,40,000 Preference Shares of Rs. 10/- each by passing an ordinary resolution in the Extra-Ordinary General Meeting held on December 07, 2023.

4. The Company has entered into below Security Subscription Agreement ("SSA") and Shareholders' Agreement ("SHA"):

   a) SSA with United States International Development Finance Corporation ("DFC"), Mr. Jasbir Singh, Mr. Sukhbir Singh, Mr. Laxit Awla, Sukhbir Singh HUF and Jasbir Singh and Sons HUF;
   b) SSA with NORFUND, Jasbir Singh, Sukhbir Singh, Laxit Awla, Sukhbir Singh HUF and Jasbir Singh and Sons HUF; and
   c) SHA with DFC, NORFUND, Jasbir Singh, Sukhbir Singh, Laxit Awla, Sukhbir Singh HUF and Jasbir Singh and Sons HUF.

5. The Board of Directors of the Company in its meeting held on December 06, 2023 approved to De-Merge Non-Power Business Segment of the Company through the composite scheme of arrangement amongst "SAEL Limited", "SAEL Industries Limited" and "Sapphire Agri Warehousing Private Limited" and an application for the approval of the National Company Law Tribunal was also filed.

6. The Company has passed the resolutions for the issuance of Equity Shares and Compulsorily Convertible Preference shares to Norfund and DFC

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through Private Placement in the Extra-Ordinary General Meeting held on January 22, 2024.

7. The Company has allotted below securities, during the financial year under review:
   a) Allotment of 41,56,500 Compulsorily Convertible Preference Shares ("CCPS") of face value of Rs. 10/- each at a premium of Rs. 390/- each to Norfund on October 16, 2023.
   b) Allotment of 36,27,312 CCPS of face value of Rs. 10/- each at a premium of Rs. 390 each to Norfund on February 02, 2024.
   c) Allotment of 100 Equity Shares and 72,61,086 CCPS of face value of Rs. 10/- each at a premium of Rs. 390/- each to DFC on February 02, 2024.

8. The Company has passed the necessary resolutions for alteration of Articles of Association of the Company in the Extra Ordinary General Meeting held on February 16, 2024.

9. The Company has appointed M/s. G.D. Singhal & Associates, Chartered Account (FRN: 017648N) as Statutory Auditor of the Company for the FY 2022-23, to fill the casual vacancy cause due to resignation of M/s Varinder Mohan Singhal & Associates (FRN: 032882N), after passing necessary resolution in the Extra-Ordinary General Meeting held on April 20, 2023. Further, the Company has also appointed M/s. Walker Chandiok & Co. LLP, Chartered Accountants (FRN 001076N/ N500013) as joint Statutory Auditors for the FY 2022-23, in the same meeting.

10. During the Audit Period, the Company has incorporated following nine wholly-owned subsidiaries:
    a) SAEL Solar MHP1 Private Limited;
    b) SAEL Solar MHP2 Private Limited;
    c) SAEL Solar P4 Private Limited;
    d) SAEL Solar P5 Private Limited;
    e) SAEL Solar P6 Private Limited;
    f) SAEL Solar P7 Private Limited;
    g) SAEL Solar P8 Private Limited;
    h) SAEL Solar P9 Private Limited; and
    i) SAEL Solar P10 Private Limited

For RMG & Associates
Company Secretaries
Peer Review No.: 734/2020
Firm Registration No. P2001DE016100

RMG & ASSOCIATES ★ NEW DELHI ★ COMPANY SECRETARIES

23/8/2024

Date: 23/08/2024
Place: New Delhi
UDIN: F005123F001023481

CS Manish Gupta
Managing Partner
FCS: 5123; C.P. No.: 4095

Note: This report is to be read with *'Annexure'* attached herewith and form an integral part of this report.

Annexure

To,
The Members,
SAEL Industries Limited
(CIN: U40106PB2022PLC055755)
H. No. 44, Model Town, Firozpur,
Guruharsahai, Punjab, India-152022

Our Secretarial Audit Report of even date, for the financial year ended March 31, 2024 is to be read along with this letter:

Management's Responsibility

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances as produced before us.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. We have conducted verification & examination of records, as facilitated by the Company, for the purpose of issuing this Report.

For RMG & Associates
Company Secretaries
Peer Review No.: 734/2020
Firm Registration No.: P2001DE016100

RMG & ASSOCIATES ★ NEW DELHI ★ COMPANY SECRETARIES

23/8/2024

CS Manish Gupta
Managing Partner
FCS: 5123; C.P. No.: 4095

Date: 23/08/2024
Place: New Delhi
UDIN: F005123F001023481

Annexure – C

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO:

A. Conservation of Energy:

(i) Steps taken or impact on conservation of energy:

- The company along with its subsidiaries are engaged in the business of Energy Generation through Agricultural Waste to Energy and Solar Energy. Company's dual focus on Waste to Energy and Solar energy not only contributes to sustainable energy generation but also enhances operational resilience, market positioning, and innovation. By integrating these renewable energy solutions, we are driving towards a more sustainable future while addressing environmental challenges and meeting energy demand responsibly.

- The company has introduced several initiatives which include the development of an Automatic Robotic Module Cleaning system in the GUVNL Khavda Solar Park project, which helped for 99% less Fresh Water consumption per unit of generation. Achieving a 99% reduction in freshwater consumption per unit of generation indicates a strong commitment to environmental sustainability.

- Pipeline with booster pumps installed across the plant layouts to ensure faster cleaning of modules. This infrastructure investment ensures that cleaning operations can be conducted promptly and efficiently, reducing downtime and maximizing the availability of solar panels for energy production. This initiative is a commitment to leveraging advanced technologies for environmental stewardship and operational excellence in the renewable energy sector. Additionally, it positions our Company as a leader in implementing innovative solutions to address challenges such as water conservation and operational efficiency in solar energy generation.

- Our plants are connected with State Transmission Utilities (STU) for PSPCL, RUVNL & MSEDCL Solar project, Central Transmission Utilities (CTU) for SECI project through dedicated lines and not through shared lines or connected to distribution feeder substations. This offers several advantages, particularly in terms of grid reliability and operational efficiency. Direct connection to STUs and CTUs via dedicated transmission lines enhances grid reliability, stability, and operational efficiency. It minimizes downtime, optimizes power flow management, ensures compliance with regulatory requirements, and supports the long-term viability of projects within the electricity grid infrastructure.

- Developed solar weather resource prediction intelligence which involves a multidisciplinary approach combining physical, statistical, and hybrid modeling techniques. This enables informed decision-making, enhances operational efficiency, and supports sustainable growth in the solar energy sector.

- The company has Implemented predictive and prescriptive Artificial Intelligence (AI) and Machine Learning (ML) models. Adopting predictive and prescriptive AI/ML models for inventory management, manpower utilization, and plant uptime optimization brings tangible benefits such as cost savings, operational efficiency, and competitive advantage. These technologies empower our company to make data-driven decisions, optimize resource allocation, and achieve sustainable growth in a rapidly evolving business environment.

ii) Steps taken by the company for utilizing alternate sources of energy:

- The company is already engaged in the business of generation of energy using waste to energy and solar energy supports environmental sustainability and energy security but also brings economic, social, and technological benefits.

(iii) Capital investment on energy conservation equipment:

- Since the Plants of Company are connected with State Transmission Utilities (STU) & Central Transmission Utilities (CTU), Company is not required to conserve the energy generated out of the power plants.

B. Technology Absorption:

Efforts made towards technology absorption:

- We have an experienced in-house technology, design, and engineering team that constantly evaluates the technological advancements in all major equipment contained in a Solar and waste-to-energy plants. With this combination, we are able to use cutting edge commercialized technologies in our plants and these are designed to provide maximum performance for the invested capital. We are committed to Implementing national and international Environment and social practices in-line with IFC performance Standards, World banks safeguard requirements during construction and operations of all projects.

- We have been experimenting with our Value engineering approach which is enhancing project economics, operational efficiency, and profitability in the renewable energy and waste-to-energy sectors. By leveraging this approach, we are well-positioned to achieve sustainable growth, deliver value to stakeholders, and contribute to global efforts towards a more sustainable energy future.

- The company has an in-house EPC arm which enables it to design and construct projects at lowest cost, achieves optimum plant designs and saves margins made in outsourcing EPC to other players.

- The company is entering into a Solar PV Module assembly unit with an Envisaged capacity of 2 GW + 0.3 GW plants. The assembly unit is designed to produce a range of modules

with capacities **ranging from 330Wp to 630Wp**. This indicates flexibility in production capabilities, catering to different market demands and applications.

- A new production line with a capacity of **1.4 GW** is currently under construction. This expansion is a strategic move in production to meet increasing demand & to diversify product offerings.

- The entire portfolio has been monitored by the in-house team of plant technicians, engineers, and subject matter experts. A renewable power plant may on the face of it seem simple to operate, the sun shines and the power is generated but the challenge lies in how deep and granule the data monitoring & analysis can go so as to pick up the smallest possible fault, in the generating component and rectify them on time so that the plant keeps operating at the most optimal level possible every single day.

- Daily, weekly, and monthly monitoring tests for preventive maintenance of all plant equipment, including electrical, mechanical, and other components are critical components of ensuring plant reliability, maximizing uptime, and Optimizing Operational Efficiency in the Renewable Energy Sector

- Dedicated Engineer for regular monitoring of the transmission line enhances grid reliability, minimizes downtime, and supports efficient operation of your renewable energy plants.

- Continuous Monitoring of plant performance through SCADA (Supervisory Control and Data Acquisition) and online monitoring systems, both at the site and Head Office (HO), is essential for ensuring optimal operation, maximizing efficiency, and addressing issues promptly.

- The company has partnered with reputable suppliers like Tesla, Telwane, Indiotech, Bharat Bijlee, Sun Grow, Sineng and Renewsys, ZNShine, etc. for the Transformers, Solar Inverters & solar modules supply. Partnering with reputable suppliers positions our company to deliver high-quality, technologically advanced products, ensure supply chain stability, enhance market credibility, and capitalize on growth opportunities in the solar PV module assembly sector.

- The company has partnered with High-technology suppliers Like Artech and Game Change for Single axis trackers. These partnerships enable the Company to leverage advanced tracking technologies, ensure reliability and durability, foster innovation, and ultimately drive the success of your solar energy ventures.

- The investment in high-quality supplier technology supports longer life and optimal performance of your Renewable Energy projects. It enhances reliability, efficiency, and sustainability while reducing lifecycle costs and mitigating risks.

- The Waste to energy plant generation takes place in a controlled environment and the controlled Paddy Straw & Mustard Husk disposal supports soil conservation, improves air quality, mitigates climate change impacts, and promotes sustainable resource management practices in agriculture and waste management sectors.

- The Company is effectively utilizing Paddy Straw, and Mustard Husk in Operating waste-to-energy plants, company not only addresses agricultural waste management challenges but also contributes to environmental protection, resource conservation, and sustainable development. This approach provides a viable solution to the detrimental impacts of open burning while promoting a cleaner, greener future for communities and ecosystems.

- We have partnered with global technology suppliers like BWSC (Burmeister & Wain Scandinavian) to develop Waste-to-Energy technology specifically tailored for Indian conditions that aligns with environmental sustainability goals, enhances operational efficiency, and strengthens market positioning in the Renewable Energy Sector. It shows leveraging international expertise to address local challenges and drive sustainable development through innovative waste management solutions.

- Our Boilers are optimized to deliver high efficiency, maintainability, and cost-effectiveness is crucial for ensuring the overall performance and economic viability of Waste-to-Energy plants.

- The benefits of optimized Waste-to-Energy projects extend far beyond immediate stakeholders to encompass lower pollution levels, sustainable power generation, rural employment, skill development, and environmental sustainability. Optimizing WTE contributes to holistic socio-economic development, improves quality of life, and paves the way towards a cleaner, greener future for communities and ecosystems alike.

- Our Waste to Energy plants are equipped with the latest Air-Cooled Boilers instead of more common Water-Cooled Boilers. Adopting Air-cooled boilers in WTE plants prioritizes efficiency, environmental sustainability, operational resilience, and regulatory compliance.

In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): **Not Applicable**

FOREIGN EXCHANGE EARNING	**:**	Nil
FOREIGN EXCHANGE OUTGO	**:**	USD 93,80,762.40 EURO 4,70,628.00 GBP 1,870.00

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Independent Auditor's Report

To the Members of SAEL Industries Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of SAEL Industries Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure A, which comprise the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, 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 ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2024, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 11 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

4. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Directors' Report , but does not include the consolidated financial statements and our auditor's report thereon.

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

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, 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.

   The Director Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

G.D. SINGHAL & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN : 017648N FEROZEPUR CITY

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

5. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are 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 other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

6. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

8. 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 Standards on Auditing 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.

9. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of Board of Directors' 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and

- Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements 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 financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

Other Matter

11. We did not audit the financial statements of 9 step down subsidiaries, whose financial statements reflects total assets of ₹ 43,296.87 million as at 31 March 2024, total revenues of ₹ 35,992.40 million, and cash inflows (net) amounting to ₹ 29.52 million for the year then ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of other auditors.





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We have not jointly audited the financial statements of 18 subsidiaries (including 12 step down subsidiaries), whose financial statements reflects total assets of ₹ 45,802.45 million as at 31 March 2024, total revenues of ₹5,963.49 million and net cash outflows amounting to ₹ 3,861.30 million for the year ended on that date, as considered in the consolidated financial statements. Out of above, financial statements of 1 subsidiary, whose financial statements reflects total assets of ₹ 33,307.15 million as at 31 March 2024, total revenues of ₹ 4,392.27 million and net cash outflows amounting to ₹ 2,915.37 million for the year ended on that date, as considered in the consolidated financial statements, have been jointly audited by Walker Chandiok & Co LLP, Chaturvedi Sohan & Co. and G.D. Singhal & Associates, financial statements of 13 subsidiaries (including 11 step down subsidiaries), whose financial statements reflects total assets of ₹ 12,494.79 million as at 31 March 2024, total revenues of ₹ 1,571.11 million and net cash outflows amounting to ₹ 946.11 million for the year ended on that date, as considered in the consolidated financial statements, have been jointly audited by one of the joint auditors, Walker Chandiok & Co LLP along with another auditor, Varinder Mohan Singhal & Associates, financial statements of 4 subsidiaries, whose financial statements reflects total assets of ₹ 0.50 million as at 31 March 2024, total revenues of ₹ 0.11 million and net cash inflows amounting to ₹ 0.18 million for the year ended on that date, as considered in the consolidated financial statements, have been solely audited by one of the joint auditors, G.D. Singhal & Associates and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries are based solely on the reports of respective auditors as mentioned above.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of respective auditors as mentioned above.

12. We did not audit the financial information of 1 step down subsidiary, whose financial information reflects total assets of ₹ 100.92 million as at 31 March 2024, total revenues of ₹ Nil and net cash inflows amounting to ₹ Nil for the year ended on that date, as considered in the consolidated financial statements. This financial information is unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the management, this financial information is not material to the Group.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the management.

Report on Other Legal and Regulatory Requirements

13. As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 11 on separate financial statements of the subsidiaries, we report that the Holding Company, 1 subsidiary whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that 35 subsidiaries (including 26 Stepdown subsidiaries), whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiaries.

14. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph 11 above, of companies included in the consolidated financial statements for the year ended 31 March 2024 and covered under the Act we report that:





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A) Following are the remarks reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2024 for which such Order reports have been issued till date:

S No	Name	CIN	Holding Company / subsidiary	Clause number of the CARO report
1	SAEL Industries Limited	U40106PB2022PLC055755	Holding Company	Clause (iii)(b) Clause (ix)(d)
2	Jasrasar Green Power Energy Private Limited	U40100PB2022PTC055138	Step down subsidiary	Clause (iii)(b) Clause (iii)(c) Clause (iii)(f)
3	VCA Power Private Limited	U40106PB2020PTC051884	Step down subsidiary	Clause (iii)(b) Clause (iii)(c) Clause (iii)(f)
4	Canal Solar Energy Private Limited	U40300PB2017PTC045990	Step down subsidiary	Clause (iii)(c) Clause (iii)(f)
5	Laxjeet Renewable Energy Private Limited	U40300PB2016PTC045339	Step down subsidiary	Clause (iii)(c) Clause (iii)(f)
6	Sunfree Paschim Renewable Energy Private Limited	U40106PB2020PTC051175	Step down subsidiary	Clause (iii)(c) Clause (iii)(f)
7	Universal Biomass Energy Private Limited	U40100PB2005PTC028850	Step down subsidiary	Clause (iii)(c) Clause (iii)(f)
8	Sardarshahar Agri Energy Private Limited	U40107PB2022PTC055137	Step down subsidiary	Clause (iii)(c) Clause (iii)(f)
9	KTA Powers Private Limited	U40100DL2020PTC374837	Step down subsidiary	Clause (iii)(c) Clause (iii)(f)
10	TNA Renewable Energy Private Limited	U40100DL2020PTC375171	Step down subsidiary	Clause (iii)(c) Clause (iii)(f)
11	SAEL Agri Commodities Limited	U01100PB2021PLC054489	Step down subsidiary	Clause (iii)(f)
12	SAEL Solar P4 Private Limited	U35105PB2023PTC059266	Subsidiary	Clause (ix)(d)
13	SAEL RE Power Private Limited	U40108PB2022PTC055361	Step down subsidiary	Clause (ix)(d)
14	SAEL Solar Solutions Private Limited	U40106PB2022PTC055363	Step down subsidiary	Clause (ix)(d)
15	Sunfree Energy RJP1 Private Limited	U35105PB2023PTC058922	Step down subsidiary	Clause (ix)(d)

G.D. SINGHAL & ASSOCIATES * FRN : 017648N FEROZEPUR CITY * CHARTERED ACCOUNTANTS

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS

S No	Name	CIN	Holding Company / subsidiary	Clause number of the CARO report
16	Chattargarh Renewable Energy Private Limited	U40200PB2022PTC055150	Step down subsidiary	Clause (ix)(d)

15. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries whose financial statements have been audited under the Act, 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 purpose 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 so far as it appears from our examination of those books and the reports of the other auditors, except for the matters stated in paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

c) The consolidated financial statements 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;

d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) On the basis of the written representations received from the directors of the Holding Company, and its subsidiaries and taken on record by the Board of Directors of the Holding Company and its subsidiaries, and the reports of the statutory auditors of its subsidiaries, covered under the Act, none of the directors of the Group companies, are disqualified as on 31 March 2024 from being appointed as a director in terms of section 164(2) of the Act.

f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 15(b) above on reporting under section 143(3)(b) of the Act and paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiaries and the operating effectiveness of such controls, refer to our separate report in 'Annexure B' wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries whose financial statements have been audited under the Act:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 46(i) to the consolidated financial statements.

G.D. SINGHAL & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN : 017648N FEROZEPUR CITY

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

ii. The Holding Company and its subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries covered under the Act, during the year ended 31 March 2024;

iv.

a. The respective managements of the Holding Company and its subsidiaries whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, other than as disclosed in note 51(c) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiaries ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, other than as disclosed in the note 51(b) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries shall, whether 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; and

c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Holding Company and its subsidiaries have not declared or paid any dividend during the year ended 31 March 2024.

vi. As stated in Note 53 to the consolidated financial statements and based on our examination which included test checks and that performed by the respective auditors of the subsidiaries of the Holding Company which are companies incorporated in India and audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiaries in respect of financial year commencing on 1 April 2023, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below.





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Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	i) The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the Holding Company and 19 subsidiaries. ii) The audit trail feature of accounting software used for maintaining the books of accounts of 15 subsidiaries was not enabled.

For **G. D. Singhal & Associates**
Chartered Accountants
Firm registration no.: 017648N

G.D. SINGHAL & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN : 017648N FEROZEPUR CITY

Gagan Deep Singhal
Partner
Membership no: 098947
UDIN: 24098947BKFCVU1048

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration no: 001076N/ N50013

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Tarun Gupta
Partner
Membership no: 507892
UDIN: 24507892BKEITT5990

Place: New Delhi
Date: 28 May 2024

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Annexure A - List of entities included in the Statement

Name of the Holding Company

1. SAEL Industries Limited (w.e.f 04 July 2022)

List of Subsidiary Company

1. SAEL Limited
2. SAEL Solar MHP1 Private Limited (w.e.f. 06 June 2023)
3. SAEL Solar MHP2 Private Limited (w.e.f. 07 June 2023)
4. SAEL Solar P4 Private Limited (w.e.f. 07 August 2023)
5. SAEL Solar P5 Private Limited (w.e.f. 07 August 2023)
6. SAEL Solar P6 Private Limited (w.e.f. 07 August 2023)
7. SAEL Solar P7 Private Limited (w.e.f. 20 August 2023)
8. SAEL Solar P8 Private Limited (w.e.f. 21 August 2023)
9. SAEL Solar P9 Private Limited (w.e.f. 20 August 2023)
10. SAEL Solar P10 Private Limited (w.e.f. 22 August 2023)

List of Step down subsidiaries

1. Canal Solar Energy Private Limited
2. Chattargarh Renewable Energy Private Limited
3. Sunfree Energy RJP1 Private Limited (w.e.f. 28 June 2023)
4. Jasrasar Green Power Energy Private Limited
5. KTA Power Private Limited
6. Laxjeet Renewable Energy Private Limited
7. Native Power Private Limited
8. SAEL Agri Commodities Limited
9. SAEL Engineering Private Limited
10. SAEL EV Infra Private Limited
11. SAEL International Limited, Hongkong
12. SAEL Kaithal Renewable Energy Private Limited
13 SAEL Power Private Limited
14 SAEL RE Power Private Limited
15. SAEL Solar India Private Limited
16. SAEL Solar Mfg. Private Limited
17. SAEL Solar Solution Private Limited
18. Sardarshahar Agri Energy Private Limited
19. Sukhbir Singh and Company (w.e.f. 01 October 2022)
20. Sunfree Energy Private Limited
21. Sunfree North East Renewable Energy Private Limited
22. Sunfree Paschim Renewable Energy Private Limited
23. TNA Renewable Energy Private Limited
24. Universal Biomass Energy Private Limited
25. Urjanidhi Solar Private Limited
26. VCA Power Private Limited





G. D. Singhal & Associates
Chartered Accountants
Malwal Road, Ferozepur City,
Punjab 152002, India

Walker Chandiok & Co LLP
Chartered Accountants
21st floor, DLF Square, Jacaranda Marg,
DLF Phase II, Gurugram 122002

Annexure B referred to the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the consolidated financial statements for the year ended 31 March 2024

Independent Auditor's 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')

1. In conjunction with our audit of the consolidated financial statements of SAEL Industries Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') as at and for the period ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

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

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') 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 financial statements were established and maintained and if such controls operated effectively in all material respects.

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

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports 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 financial statements of the Holding Company and its subsidiary companies as aforesaid.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

G.D. SINGHAL & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN : 017648N FEROZEPUR CITY

G. D. Singhal & Associates
Chartered Accountants
Malwal Road, Ferozepur City,
Punjab 152002, India

Walker Chandiok & Co LLP
Chartered Accountants
21st floor, DLF Square, Jacaranda Marg,
DLF Phase II, Gurugram 122002

Annexure B referred to the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the consolidated financial statements for the year ended 31 March 2024

Meaning of Internal Financial Controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to the financial statements criteria established by the Holding Company and respective subsidiary companies considering the essential components of internal control stated in the Guidance note issued by the ICAI.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to 8 step down subsidiary companies, which are companies covered under the Act, whose financial statements / financial information reflect total assets of ₹32,373.57 million, total revenues of ₹ 35,991.32 million and net cash inflows amounting to ₹ 29.55 million for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company, its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies are based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.





G. D. Singhal & Associates
Chartered Accountants
Malwal Road, Ferozepur City,
Punjab 152002, India

Walker Chandiok & Co LLP
Chartered Accountants
21st floor, DLF Square, Jacaranda Marg,
DLF Phase II, Gurugram 122002

Annexure B referred to the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the consolidated financial statements for the year ended 31 March 2024

10. We have not jointly audited internal financial controls with reference to financial statements insofar as it relates to 18 subsidiaries (including 12 step down subsidiaries), which are companies covered under the Act, whose financial statements reflects total assets of ₹ 45,802.45 million as at 31 March 2024, total revenues of ₹5,963.49 million and net cash outflows amounting to ₹ 3,861.30 million for the year ended on that date, as considered in the consolidated financial statements. Out of above, the internal financial controls with reference to financial statements insofar as it relates to 1 subsidiary, whose financial statements reflects total assets of ₹ 33,307.15 million as at 31 March 2024, total revenues of ₹ 4,392.27 million and net cash outflows amounting to ₹ 2,915.37 million for the year ended on that date, as considered in the consolidated financial statements have been jointly audited by Walker Chandiok & Co LLP, Chaturvedi Sohan & Co. and G.D. Singhal & Associates, the internal financial controls with reference to financial statements insofar as it relates to of 13 subsidiaries (including 11 step down subsidiaries), whose financial statements reflects total assets of ₹ 12,494.79 million as at 31 March 2024, total revenues of ₹ 1,571.11 million and net cash outflows amounting to ₹ 946.11 million for the year ended on that date, as considered in the consolidated financial statements have been jointly audited by one of the joint auditors, Walker Chandiok & Co LLP along with another auditor, Varinder Mohan Singhal & Associates, and the internal financial controls with reference to financial statements insofar as it relates to of 4 subsidiaries, whose financial statements reflects total assets of ₹ 0.50 million as at 31 March 2024, total revenues of ₹ 0.11 million and net cash inflows amounting to ₹ 0.18 million for the year ended on that date, as considered in the consolidated financial statements have been solely audited by one of the joint auditors, G.D. Singhal & Associates. Our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company, its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies are based solely on the reports of the respective auditors of such companies as mentioned above. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the respective auditors as mentioned above.

For **G. D. Singhal & Associates**
Chartered Accountants
Firm registration no.: 017648N

G.D. SINGHAL & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN : 017648N FEROZEPUR CITY

Gagan Deep Singhal
Partner
Membership no: 098947
UDIN: 24098947BKFCVU1048

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration no: 001076N/ N50013

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Tarun Gupta
Partner
Membership no: 507892
UDIN: 24507892BKEITT5990

Place: New Delhi
Date: 28 May 2024

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Consolidated Balance Sheet as at 31 March 2024

In Rs. million unless otherwise stated

Particulars	Notes	As at 31 March 2024	As at 31 March 2023
Assets			
Non current assets			
Property, plant and equipment	3	15,660.74	12,377.66
Right-of-use assets	3	3,386.10	52.05
Capital work-in-progress	4	7,987.94	1,173.92
Goodwill	5	45.89	45.89
Other intangible assets	5	5.22	6.44
Financial assets			
Investments	6	2.00	2.00
Other financial assets	7	596.22	337.55
Deferred tax assets (net)	8	169.46	122.90
Non-current tax assets (net)	9	225.55	6.59
Other non current assets	10	941.68	692.51
		29,020.80	**14,817.51**
Current assets			
Inventories	11	2,273.20	1,642.69
Financial assets			
Investments	12	7.93	5.71
Trade receivables	13	1,032.08	803.12
Cash and cash equivalents	14	924.84	4,975.78
Bank balances other than cash and cash equivalents	15	2,728.61	1,077.34
Other financial assets	16	386.15	403.35
Other current assets	17	2,318.02	996.07
Total current assets		**9,670.83**	**9,904.06**
Disposal Group held for sale	47	33,461.78	26,942.55
Total assets		**72,153.41**	**51,664.12**
Equity and liabilities			
Equity			
Equity share capital	18	461.29	461.29
Other equity	19	13,145.61	14,663.67
		13,606.90	**15,124.96**
Liabilities			
Non current liabilities			
Financial liabilities			
Borrowings	20	19,212.92	12,634.11
Lease liabilities	21	850.02	36.85
Other financial liability (CCPS)	22	10,294.76	3,318.80
Provisions	23	48.77	28.66
Deferred tax liabilities (net)	8	437.15	405.30
Other non current liabilities	24	343.32	388.02
		31,186.94	**16,811.74**
Current liabilities			
Financial liabilities			
Borrowings	25	3,408.84	4,475.11
Lease liabilities	21	1,622.89	4.70
Trade payables			
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	26	1,671.90	506.54
Other financial liabilities	27	1,308.73	774.31
Other current liabilities	28	146.25	221.75
Provisions	29	40.39	21.17
Current tax liabilities (net)	30	3.46	-
Total current liabilities		**8,202.46**	**6,003.58**
Liabilities included in Disposal Group held for sale	47	19,157.11	13,723.84
Total equity and liabilities		**72,153.41**	**51,664.12**
Summary of material accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For **G.D. Singhal & Associates**
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership No. 098947

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 28 May 2024

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Dushyant Kumar
Chief Financial Officer

Place: New Delhi
Date: 22 May 2024

Sukhbir Singh
Director
DIN No - 01785240

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Consolidated Statement of Profit and Loss for the year ended 31 March 2024

In Rs. million unless otherwise stated

Particulars	Notes	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
Continuing operations			
Revenue			
Revenue from operations	30	5,584.67	3,889.33
Other income	31	285.45	91.90
Total revenue		**5,870.12**	**3,981.23**
Expenses			
Cost of materials consumed	32	1,952.11	1,539.13
Change in inventories of finished goods and work-in-progress	33	(47.99)	(26.24)
Employee benefits expense	34	847.36	364.51
Finance costs	35	1,511.37	983.41
Depreciation and amortisation expense	36	2,101.13	1,525.19
Fiar value changes on financial instrument	22	957.96	62.80
Other expenses	37	1,139.46	738.79
Total expense		**8,461.40**	**5,187.59**
Loss before tax and exceptional items		**(2,591.28)**	**(1,206.36)**
Exceptional Items		**50.40**	-
Loss before tax		**(2,641.68)**	**(1,206.36)**
Tax expense			
Current tax expense		45.36	0.57
Earlier year taxes		20.03	-
Deferred tax credit	8	(23.16)	(360.79)
Total tax expense		**42.23**	**(360.22)**
Loss for the year from continuing operations		**(2,683.91)**	**(846.14)**
Discontinuing operations			
Profit before tax from discontinuing operations		**1,230.11**	**640.41**
Tax expense of discontinuing operations (including tax earlier years)		76.94	144.89
Profit after tax from discontinuing operations		**1,153.17**	**495.52**
Loss for the year		**(1,530.74)**	**(350.62)**
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Remeasurements of defined benefit plans		24.17	(0.12)
Income tax relating to items that will not be reclassified to profit or loss		(8.44)	0.04
Exchange gain/(loss) on translating the financial statements of foreign operations		(3.05)	-
Total other comprehensive income		**12.68**	**(0.08)**
Total comprehensive income		**(1,518.06)**	**(350.70)**
Earning/ (loss) per share	42		
Basic and diluted loss per share from continuing opertions		(58.18)	(24.80)
Basic and diluted earnings per share pertaining to discontinued operations		25.00	14.52
Basic and diluted earnings per share from continuing and to discontinued operations		(33.18)	(10.27)
Summary of material accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For **G.D. Singhal & Associates**
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership No. 098947

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 28 May 2024

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Dushyant Kumar
Chief Financial Officer

Place: New Delhi
Date: 22 May 2024

Sukhbir Singh
Director
DIN No - 01785240

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Consolidated Statement of Cash Flows for the period ended 31 March 2024

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
A CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax from continuing operations	(2,641.68)	(1,206.36)
Profit before tax from discontinuing operations	1,230.11	640.41
Adjustments for:		
Depreciation and amortisation expense	2,400.57	1,775.73
Provision for doubtful debts	60.63	1.09
Finance costs	2,516.10	1,685.37
Advance written off	61.39	81.99
Exceptional items	50.40	-
Interest income on bank deposits	(176.13)	(44.46)
Amortisation of deferred revenue	(51.45)	(35.64)
Gain on sale of property, plant and equipment (net)	-	(0.88)
Gain on sale of mutual fund	(43.50)	-
Fair value gain on mutual fund	(2.22)	(0.13)
Fair value changes on CCPS	957.96	62.80
Operating profit before working capital changes	**4,362.18**	**2,959.91**
Movement in working capital		
Decrease/(Increase) Trade receivables	(926.52)	1,633.01
Decrease/(Increase) Inventories	(6,029.86)	(3,425.93)
Decrease/(Increase) Current and non-current financial assets	(79.73)	47.13
Decrease/(Increase) Other current and non-current assets	(1,934.68)	290.58
Increase/(Decrease) Increase in trade payables	5,803.25	416.35
Increase/(Decrease) Other current and non-current financial liabilities	(197.11)	297.41
Increase in provisions	67.03	21.47
Increase Other current and non-current liabilities	20.29	143.56
Cash flows generated from operating activities post working capital changes	**1,084.85**	**2,383.50**
Income tax paid (net)	(342.49)	(118.05)
Net cash generated from operating activities (A)	**742.36**	**2,265.45**
B CASH FLOWS FROM INVESTING ACTIVITIES		
Payment made for property, plant and equipment (including capital work-in-progress, capital creditors and capital advances)	(11,885.68)	(2,437.46)
Interest income on mutual fund	40.13	-
Interest income on fixed deposits	176.13	44.46
Fixed deposits made during the period	(1,962.86)	(1,259.01)
Net cash used in investing activities (B)	**(13,632.28)**	**(3,652.01)**
C CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	0.04	-
Proceeds from non current borrowings	7,986.54	13,818.00
Repayment of non current borrowings	(3,107.76)	(7,149.58)
Repayment of current borrowing (net)	1,427.36	(2,061.66)
Proceeds from compulsory convertible preference share	6,018.00	3,256.00
Finance costs paid	(2,467.56)	(1,515.27)
Payment of lease liabilities	(992.27)	(7.75)
Net cash (used in)/ generating from financing activities (C)	**8,864.35**	**6,339.74**

#During the year, the group acquired property, plant and equipment and right of use assets relating to property, plant and equipment with an aggregate cost of Rs. 8,827.13 million (31 March 2023: Rs. 1,967.70.2 millions) of which Rs. 3,389.45 millions (31 March 2023: Rs 19.88 millions) related to right of use assets. Payments of Rs. 5,437.68 (31 March 2023: 1,947.82 millions) were made to purchase property, plant and equipment.

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WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

G.D. SINGHAL & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN : 017648N FEROZEPUR CITY

SAEL INDUSTRIES LIMITED

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Consolidated Statement of Cash Flows for the period ended 31 March 2024

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
Increase in cash and cash equivalents (A+B+C)	(4,025.57)	4,953.18
Cash and cash equivalents received on account of business combination	31.04	53.64
Cash and cash equivalents at the beginning of the year/ period	4,975.78	-
Cash and cash equivalents received on account of disposal group	56.41	31.04
Cash and cash equivalents at the end of the year/ period	924.84	4,975.78

Summary of material accounting policies 2
The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For **G.D. Singhal & Associates**
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership No. 098947

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 28 May 2024

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Sukhbir Singh
Director
DIN No- 01785240

Dushyant Kumar
Chief Financial Officer

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

Place: New Delhi
Date: 22 May 2024

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Consolidated Statement of Changes in Equity for the period ended 31 March 2024

A Equity share capital

In Rs. million unless otherwise stated

Particulars	Balance as at 25 April 2022	Issue of equity share capital during the period	Balance as at 31 March 2023	Issue of equity share capital during the year	Balance as at 31 March 2024
Equity share capital	-	461.29	461.29	-	461.29

B Other equity

In Rs. million unless otherwise stated

Particulars	Reserve and surplus						Total
	Securities premium	Capital reserve	General reserve	Debenture redemption reserve	Foreign currency translation reserrve	Retained earnings	
Balance as at 25 April 2022	-	-	-	-	-	-	-
Addition on account of capital reorganisation	-	50.36	610.51	-	12.18	7,983.38	**8,656.43**
Movement due to acquisition of subsidiary		(101.31)					(101.31)
Loss pertaininig to continuing operations	-	-	-	-	-	(846.14)	(846.14)
Profit pertaininig to discontinuing operations	-	-		-	-	495.52	495.52
Other comprehensive income	-	-	-	-	-	(0.08)	(0.08)
Addition during the period	6,457.09	-	-	-	-	-	6,457.09
Transferred from retained earnings to Debenture redemption reserve	-	-	-	97.52	-	(97.52)	-
Movement during the period	-	2.98	-	-	(0.82)	-	2.16
Balance as at 31 March 2023	**6,457.09**	**(47.97)**	**610.51**	**97.52**	**11.36**	**7,535.16**	**14,663.67**
Loss pertaininig to continuing operations	-	-	-	-	-	(2,683.91)	(2,683.91)
Profit pertaininig to discontinuing operations	-	-	-	-	-	1,153.17	1,153.17
Other comprehensive income	-	-	-	-	-	15.73	15.73
Transferred from retained earnings to Debenture redemption reserve	-	-	-	888.54	-	(888.54)	-
Movement during the year	-	-		-	(3.05)	-	(3.05)
Balance as at 31 March 2024	**6,457.09**	**(47.97)**	**610.51**	**986.06**	**8.31**	**5,131.61**	**13,145.61**

Summary of material accounting policies
The accompanying notes are an integral part of the consolidated financial statements

2

As per our report of even date

For **G.D. Singhal & Associates**
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership No. 098947

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 28 May 2024

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Sukhbir Singh
Director
DIN No - 01785240

Dushyant Kumar
Chief Financial Officer

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

Place: New Delhi
Date: 22 May 2024

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Notes to Consolidated Financial Statements for the year ended 31 March 2024

1 i) Corporate information

SAEL Industries Limited ('the Company' or 'the Holding Company), together with its subsidiaries (collectively referred to as 'the Group') is a public limited company incorporated on 25 April 2022 under the provisions of the Companies Act. The Company is domiciled in India with its registered office situated at Faridkot Road, Guruharsahai, Distt. Ferozepur, Punjab. During the financial year 2023, all the shareholders of SAEL Limited contributed their shares in a partnership firm, HSA & Sons and partnership firm got succeeded in SAEL Industries Limited by entering into a succession agreement. Pursuant to the succession on 04 July 2022, SAEL Industries Limited became the Holding Company of the SAEL Limited.
The Group is engaged in the business of establishing, commissioning, setting up, operating and maintaining power generation using solar, fossil and alternate source of energy and act as owners, manufacturers, engineers, procurers, buyers, sellers, distributors, dealers and contractors for setting up of power plant using glass bases mirrors, photo voltaic, boilers, turbines and/or other equipments for generating, distribution and supplying of electricity and other products using solar, fossil and alternate source of energy.

The consolidated financial statements have been prepared to comply in all respects with Indian Accounting Standards (hereinafter referred to as the 'Ind AS'), notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements.

The Group has diversified business operations in 2 verticals
- Renewable Power - Company has bio mass based power plants and solar power plants.
- Warehousing - The Company has Warehouses Godown for Food grain storage which is located in state of Uttar Pradesh and is rented to Food Corporation India

The financial statements have been authorised for issue by the Board of Directors on 22 May 2024.

ii) Amended Accounting Standards (Ind AS) and interpretations effective during the year

- Ind AS 12 Income Taxes: The amendments clarified that lease transactions give rise to equal and offsetting temporary differences and financial statements should reflect the future tax impacts of these transactions through recognizing deferred tax assets/liabilities on gross basis.
- Ind AS 1 Presentation of Financial Statements: The amendments require to disclose 'material accounting policies' instead of 'significant accounting policies' and related guidance to determine whether the policy is material or not.
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of accounting estimates have now been included in the standard enabling distinction between change in accounting estimates from change in accounting policies.

The Group has adopted these amendments effective 1 April 2023, and the adoption did not have any material impact on the Consolidated Financial Statements

2 Material accounting policies

2.01 Basis of preparation and presentation

The consolidated financial statement ('financial statements') have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the relevant provisions of the Act. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Refer 1 (ii) above for certain amendments to the standards which have become effective for annual periods beginning on or after 01 April 2023.

The consolidated financial statements are presented in INR and all values are rounded to the nearest million with two decimals except where otherwise indicated.

Historical cost convention

The financial statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value:
- Asset held for sale measured at lower of cost or fair value less cost to sell.
- Certain financial assets and liabilities (including derivatives instruments) at fair value, if any.

2.02 Basis of consolidation

Subsidiary is the entity over which the Holding Company has control. Control exists when the Holding Company has power over the entity, is exposed, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. The financial statements of subsidiary is included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the Holding Company and the subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra-group transactions in accordancewith Indian Accounting Standard (Ind AS) 110 - "Consolidated Financial Statements". Unrealized profit / losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the Group.

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Holding Company's separate financial statements.

The difference between the cost to the Company of investment in subsidiaries and the proportionate share in the equity of the investee company as at the date of acquisition of stake, if any, is recognized in the consolidated financial statements as Goodwill or Capital reserve, as the case may be. Goodwill arising on consolidation is tested for impairment at the Balance Sheet date.

Consolidated financial statements include consolidated balance sheet, consolidated statement of profit and loss, consolidated cash flow statement, consolidated statement of changes in equity and the summary of material accounting policies and other explanatory information that form an integral part thereof.

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Consolidated subsidiaries are having consistent reporting date of 31 March 2024. Below are the details of subsidiaries included in the consolidated financial statement:

	Name of entity	Country of incorporation	Proportion (%) of 31 March 2024	Proportion (%) of equity 31 March 2023
A	**Subsidiary of SAEL Industries Limited**			
1	SAEL Limited	India	100%	100%
2	SAEL Solar MHP1 Private Limited (06 June 2023)	India	100%	-
3	SAEL Solar MHP2 Private Limited (07 June 2023)	India	100%	-
4	SAEL Solar P4 Private Limited (07 August 2023)	India	100%	-
5	SAEL Solar P5 Private Limited (07 August 2023)	India	100%	-
6	SAEL Solar P6 Private Limited (07 August 2023)	India	100%	-
7	SAEL Solar P7 Private Limited (20 August 2023)	India	100%	-
8	SAEL Solar P8 Private Limited (21 August 2023)	India	100%	-
9	SAEL Solar P9 Private Limited (20 August 2023)	India	100%	-
10	SAEL Solar P10 Private Limited (22 August 2023)	India	100%	-
B	**Step Down Subsidiaries**			
1	Universal Biomass Energy Private Limited	India	100%	100%
2	SAEL Agri Commodities Limited	India	100%	100%
3	Sunfree Paschim Renewable Energy Private Limited	India	100%	100%
4	Canal Solar Energy Private Limited	India	100%	100%
5	Laxjeet Renewable Energy Private Limited	India	100%	100%
6	SAEL International Limited, Hongkong	Hongkong	100%	100%
7	SAEL Solar India Private Limited	India	100%	100%
8	Urjanidhi Solar Private Limited	India	100%	100%
9	Sunfree North East Renewable Energy Private Limited	India	100%	100%
10	SAEL Power Private Limited	India	100%	100%
11	Sunfree Energy Private Limited	India	100%	100%
12	SAEL Engineering Private Limited (formerly Lalitpur Solar Private Limited)	India	100%	100%
13	Native Power Private Limited	India	100%	100%
14	SAEL Kaithal Renewable Energy Private Limited (formerly Chitrakoot Solar Private Limited)	India	100%	100%
15	Jasrasar Green Power Energy Private Limited	India	100%	100%
16	Sardarshahar Agri Energy Private Limited	India	100%	100%
17	SAEL Solar Solution Private Limited	India	100%	100%
18	SAEL Solar Mfg. Private Limited	India	100%	100%
19	SAEL RE Power Private Limited	India	100%	100%
20	Chattargarh Renewable Energy Private Limited	India	100%	100%
21	SAEL EV Infra Private Limited	India	100%	100%
22	Sukhbir Singh and Company	India	100%	100%
23	KTA Power Private Limited	India	100%	100%
24	VCA Power Private Limited	India	100%	100%
25	TNA Renewable Energy Private Limited	India	100%	-
26	Sunfree Energy RJP1 Private Limited (28 June 2023)			

2.03 Use of estimates

The preparation of financial statement in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

2.04 Business combinations and goodwill

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that: • deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively; • liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payment at the acquisition date; and that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss. When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off. If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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2.05 Business combination under common control

A Common control business combination, involving entities or business in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and where control is not transitory, is accounted for in accordance with Appendix C to Ind AS 103 "Business Combination".

Business combinations involving entities or business under common control are accounted for using the pooling of interest method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognize new assets or liabilities. Adjustments are made only to harmonize significant accounting policies.
- The financial information in the financial statements in respect of prior period are restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.
- The identity of the reserves are preserved and appear in the financial statements of the transferee in same form in which they appeared in the financial statements of the transferor.

The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserve with disclosure of its nature and purpose in the notes.

2.06 Foreign currency translation

Transactions in foreign currencies are initially recorded by the Group at its functional currency spot rates at the date the transaction first qualifies for recognition. All 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 if any that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. All exchange differences, except those relating to long-term monetary foreign currency items, are dealt with in the Consolidated Statement of Profit and Loss.

2.07 Revenue

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

A) Sale of electricity

Revenue from supply of power is recognised net of consumption when the power is supplied as it best depicts the value of the customer and complete satisfaction of performance obligation.

Revenue from sale of power is recognized when persuasive evidence of an arrangement exists, the fee is fixed or determinable, energy kilowatts are supplied and collectability is reasonably assured. Revenue is based on the energy kilowatts actually supplied to the grid of customers multiplied by the rate per kilo-watt hour agreed to in the respective power purchase agreement (PPAs). The energy kilowatts supplied by the entities forming part of Group are validated by the customer prior to billing and recognition of revenue. In determining the transaction price for sale of power, the entities forming part of group considers the effect of variable consideration and existence of a significant financing component. There is only one performance obligation in the arrangement and therefore, allocation of transaction price is not required The normal credit term is 30 to 90 days upon delivery. Hence, the entity has elected to use the practical expedient for non existence of a significant financing component. Further there are no variable consideration in the contract.

Sale of goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to the customers and when there are no longer any unfulfilled performance obligations. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

B) Renting from warehousing business

Rental income is recognised on a straight line basis over the term of the agreement, except for contingent rental income which is recognised when it arises.

C) Sale of services

Revenue from services is recognized when the control in services is transferred as per the terms of the agreement with customer i.e. as and when services are rendered. In terms of the contract, excess of revenue over the billed at the year-end is carried in the balance sheet as trade receivables where the amount is recoverable from the customer without any future performance obligation and the Group has unconditional right over such consideration (i.e. if only the passage of time is required before payment of such consideration is due). Cash received before the services are delivered is recognised as a contract liability.

D) Interest income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of the financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the Consolidated Statement of Profit and Loss.

2.08 Borrowing costs

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

2.09 Property, plant and equipment

Property, plant and equipments are carried at cost less accumulated depreciation. The cost of items of the property, plant and equipment comprises its purchase price net of any trade discount and rebate, any import duties and other taxes (other than those subsequently recoverable from tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment upto the date the asset is ready for its intended use.

Whenever significant parts of the property, plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in sonsolidated statement of Profit and Loss as incurred.

Based on technical assessment made by technical expert and management estimate, the Group have assessed the estimated useful lives of certain property, plant and equipment that are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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

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Depreciation on assets provided as follows:-

Estimated useful life

Asset category	For Solar Division	For Biomass Division	For Agro Division	For Warehousing Division
	Estimated useful life (in years)	Estimated useful life (in years)	Estimated useful life (in years)	Estimated useful life (in years)
Buildings	10-25	30	30	30
Plant and Equipments	25	15-20	8-30	N/A
Furniture and fittings	10	10	10	10
Office equipments	5	5-10	5-10	5-10
Computer equipments	3	3	3	3
Vehicles	10	8 - 10	8 - 10	8 - 10

Method of depreciation

- Depreciation is provided on written down value method for SAEL Industries Limited and all of its subsidiaries except below for which straight line method of depreciation is followed.
- Depreciation is provided on straight line method for Canal Solar Energy Private Limited and Universal Biomass Energy Private Limited.

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on the de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss when the asset is derecognised

2.10 Capital work in progress

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress. These expenses are apportioned to property, plant & equipment on commencement of commercial production. Capital Work in Progress is stated at the amount incurred up to the date of Balance Sheet.

2.11 Leases

The lease asset classes primarily consist of leases for lands. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset. At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated amortisation and impairment losses. Right-of-use assets are amortised from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment as to whether it will exercise an extension or a termination option.
Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing activity in consolidated statement of cash flows.

2.12 Impairment of non-financial assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.
An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The date used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

Impairment losses are charged in the Consolidated Statement of Profit and Loss. Further, impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount. The reversal is limited so that the carrying of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior period.

2.13 Government grants

Government grants are not recognised until there is reasonable assurance that the group will comply with the conditions attaching to them and that the grant will be received.
Government grants relating to income are determined and recognised in the consolidated Statement of Profit and Loss over the period necessary to match them with the cost that they are intended to compensate, on a systematic basis and presented within other income.
Government grants relating to the assets are presented as deferred income and such income are recognised in the consolidated Statement of Profit and Loss over the period on a systematic basic within other income.

2.14 Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the financial instrument, and, except for trade receivables which do not contain a significant financing component, these are measured initially at:

a) fair value, in case of financial instruments subsequently carried at fair value through Profit and Loss (FVTPL);
b) fair value adjusted for transaction costs, in case of all other financial instruments.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when the underlying obligation specified in the contract is discharged, cancelled or expires.







Classification and subsequent measurement of financial assets
Different criteria to determine impairment are applied for each category of financial assets, which are described below.
For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVOCI)
- Financial assets, derivatives and equity instruments at FVTPL

(1) Financial assets at amortised cost

Classification and subsequent measurement of financial assets

Financial Assets

The financial assets is measured at the amortised cost if both the following conditions are met:

(a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

(b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Consolidated Profit and Loss. When the financial asset is derecognised or impaired, the gain or loss is recognised in the consolidated statement of Profit and Loss.

De- Recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a Group of similar financial assets) are derecognised from the balance sheet when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. The Group also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition

Impairment of financial assets

In accordance with Ind-AS 109, the group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

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 Group expects to receive. When estimating the cash flows, the group is required to consider :

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The group applies simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the group determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, life time impairment loss is provided otherwise provides for 12 month expected credit losses.

Classification and subsequent measurement of financial liabilities

Financial liabilities are measured subsequently at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

Compound financial instruments

Compound financial instruments are separated into liability and equity components based on the terms of contract. On the issuance of compound financial instruments, the fair value of liability component is determined using a market rate for an equivalent instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The equity component is classified under other equity.

(2) Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets at fair value through other comprehensive income (FVOCI). Financial assets that meet the following conditions are measured initially as well as at the end of each reporting date at fair value, recognised in other comprehensive income (OCI).

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The contractual terms of the asset give rise on specified dates to cash flows that represent solely payment of principal and interest.

(3) Financial assets at fair value through Profit and Loss (FVTPL)

Financial assets at fair value through profit or loss (FVTPL). Financial assets that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

(4) Financial Liability

The group financial liabilities include borrowings, trade and other payables.

Financial liabilities are measured subsequently at amortised cost using the effective interest method except financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in Profit and Loss. For trade and other payables maturing with in one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity os these instruments.

For trade and other payables maturing with in one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity os these instruments.

De-Recognition of financial liability

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Consolidated Statement of Profit and Loss

Offsetting of financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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2.15 Current versus non-current classification

The group presents assets and liabilities in the balance sheet based on current/ noncurrent classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting year, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period All other assets are classified as non-current.

A liability is current when:

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

The group classifies all other liabilities as non-current.

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

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the group has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

2.16 Contract assets

A contract asset is recognised for the right to consideration in exchange for services transferred to the customer if receipt of such consideration is conditional on completion of further activities/ services, i.e., the Company does not have an unconditional right to receive consideration.

Contract liabilities

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

2.17 Income taxes

Tax expense comprises current and deferred tax. Tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable on the taxable income for the year. The amount of current tax payable is the best estimate of the tax amount expected to be paid that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if certain criteria is met. Current Income tax related to items recognised in other comprehensive income or directly in equity is recognised in other comprehensive income or in equity as the case may be.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and tax base i.e. amounts used for taxation purposes.

A deferred tax asset is recognised for unused tax losses, unabsorbed depreciation, deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. A deferred tax liability is recognised in respect of taxable temporary differences.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. 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 realized simultaneously.

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

Minimum Alternate Tax (MAT) credit

The group recognises MAT credit available as a deferred tax asset only to the extent that there is reasonable evidence that the group will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.

2.18 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Though the Group measures investment property using cost-based measurement. Fair values are determined based on a periodic evaluation performed by an accredited external independent valuer applying valuation model recommended by recognized valuation standards committee.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in Consoliadated statement of profit and loss in the period of derecognition.

In determining the amount of consideration from the derecognition of investment property, the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration and consideration payable to the buyer (if any)

2.19 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

2.20 Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligations as a whole.

Any reimbursement that the entities forming part of group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resource is remote.

Contingent liabilities are disclosed by way of note unless the possibility of outflow is remote. Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

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2.21 Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are classified as short-term employee benefits. These benefits include salaries and wages, short-term bonus, pension, incentives etc. These are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment benefits plans

The group provides post-employment benefits through various defined contribution and defined benefit plans.

Defined contribution plans

The group pays fixed contribution into independent entities in relation to several state plans and insurances for individual employees. The group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

Defined benefit plans

Under the entities forming part of Restricted Group's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the entities forming part of Restricted Group.

The liability recognised in the balance sheet for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date.

Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability/asset are included in other comprehensive income.

Service cost of the group defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost. Net interest expense on the net defined benefit liability is included in Profit and Loss. Gains and losses resulting from re-measurements of the net defined benefit liability are included in other comprehensive income.

Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year and are treated as short term employee benefit. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be available or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields on Government securities. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the consolidated statement of profit and loss in the period in which they arise. Past-service costs are recognised immediately in the consolidated statement of profit and loss. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

2.22 Valuation of inventories

Inventory raw materials, stores and spares, and packing materials

Raw materials, stores and spares and packing materials are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost. The cost is calculated on weighted average cost method and it comprises all costs incurred in bringing the inventories to their present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Obsolete, slow moving and defective inventories are identified at the time of physical verification and wherever necessary a provision is made.

2.23 Material management judgement in applying accounting policies

The preparation of consolidated financial statement requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected.

In particular, the Group has identified the following areas where material judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the Consolidated Financial statements. Changes in estimates are accounted for prospectively.

Judgements

Judgements In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Consolidated Financial statement.

(a). Contigencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

(b). Income tax and deferred tax assets

The group uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the group exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Estimate

(a). Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(b). Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

(c) Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

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(d) Employee benefits

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

2.24 Earnings per share and diluted earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

2.25 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM') [Chairperson and Chief Financial Officer].

Identification of segments

In accordance with Ind AS 108 Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the group CODM to allocate resources to the segments and assess their performance. An operating segment is a component of the group that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the group other components. Results of the operating segments are reviewed regularly by the CODM [Managing Director, which has been identified as the CODM], to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

Allocation of common costs

Common allocable costs are allocated to each segment accordingly to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements of the group as a whole.

2.26 Non-current assets (or disposal groups) classified as held for sale

To classify any asset or disposal groups (comprising assets and liabilities) as "Disposal groups held for sale" they must be available for immediate sale and its sale must be highly probable. Such assets or group of assets / liabilities are presented separately in the Balance Sheet, in the line " Disposal groups held for sale" and "Liabilities included in disposal group held for sale" respectively. Such disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell.

2.27 Amendment to Accounting Standards (Ind AS) issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Consolidated Financial Statements is required to be disclosed.

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3 **Property, plant and equipment**

Details of Group property, plant and equipment and their carrying amounts are as follows:

In Rs. million unless otherwise stated

Particulars	Freehold land^	Buildings	Plant and equipments	Furniture and fittings	Office equipments	Computer equipment	Vehicles	Total	Right of use asset-Land
Gross block									
Balance as at 25 April 2022	-	-	-	-	-	-	-	-	-
Addition on account of capital reorganisation	1,865.56	2,595.95	18,227.16	49.85	115.22	53.64	227.62	23,135.00	163.25
Addition during the period	222.78	299.80	1,407.98	7.32	3.33	5.21	1.40	1,947.82	19.88
Disposal/ adjustment	-	-	-	-	-	-	0.38	0.38	-
Transfer to discontinuing operations (refer note 47)	905.63	823.97	3,187.41	38.79	91.29	42.01	112.68	5,201.78	127.22
Balance as at 31 March 2023	1,182.71	2,071.78	16,447.73	18.38	27.26	16.84	115.96	19,880.66	55.91
Addition during the year	345.11	639.49	4,293.20	8.28	15.06	21.56	16.21	5,338.91	3,389.45
Disposal/ adjustment	-	-	-	-	-	-	0.38	0.38	5.60
Balance as at 31 March 2024	1,527.82	2,711.27	20,740.93	26.66	42.32	38.40	131.80	25,219.19	3,439.77
Accumulated depreciation									
Balance as at 25 April 2022	-	-	-	-	-	-	-	-	-
Addition on account of capital reorganisation	-	1,033.85	7,968.39	30.71	95.02	43.34	172.04	9,343.35	51.92
Charge during the period	-	128.64	1,381.91	2.22	3.71	2.17	6.66	1,525.31	1.74
Disposal/ adjustment	-	-	-	-	-	-	0.06	0.06	-
Transfer to discontinuing operations (refer note 47)	-	551.48	2,592.36	22.93	78.84	33.53	86.46	3,365.60	49.80
Balance as at 31 March 2023	-	611.01	6,757.94	10.00	19.89	11.98	92.18	7,503.00	3.86
Charge during the year	-	184.95	1,843.03	3.41	5.26	9.59	9.21	2,055.45	49.91
Disposal/ adjustment	-	-	-	-	-	-	-	-	0.10
Balance as at 31 March 2024	-	795.96	8,600.97	13.41	25.15	21.57	101.39	9,558.45	53.67
Net block									
Balance as at 31 March 2023	1,182.71	1,460.77	9,689.79	8.38	7.37	4.86	23.78	12,377.66	52.05
Balance as at 31 March 2024	1,527.82	1,915.31	12,139.96	13.25	17.17	16.84	30.40	15,660.74	3,386.10

(i) Refer note 43 for details of assets pledged.

^The title deeds of all the freehold land are in the name of the companies forming part of the Group and are pledged with the lender.

4 Capital work-in progress

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Capital work-in-progress		
Opening Balance	1,173.92	-
Addition on account of capital reorganisation	-	1,807.87
Addition during the period	8,326.74	2,912.06
Less: Capitalisation during the period	(1,685.72)	(3,542.85)
Less: Transfer to discontinuing operations	-	(3.16)
Closing capital work-in-progress	7,987.94	1,173.92

Capital work-in-progress ageing schedule for the period ended 31 March 2024 and 31 March 2023 is as follows

Particular	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in progress as of 31 March 2024	7,173.17	675.59	130.81	8.37	7,987.94
Project in progress as of 31 March 2023	1,029.18	136.25	8.49	-	1,173.92

For capital-work-in progress whose completion is overdue or has exceeded its cost compared to its original plan the project wise details of when the project is expected to be completed to be given below:

Particular	To be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in progress as of 31 March 2024*	1,123.45	-	-	-	1,123.45
Project in progress as of 31 March 2023*	286.93	96.06	-	-	382.99

* Amount pertains to expenditure of Rs 1,123.45 million (31 March 2023: Rs 382.99 million) incurred on Unit 15 till 31 March 2024. The 10 MW Biomass power plant at Jalkheri has taken approval from Punjab State Power Corporation Limited (PSPCL) for the extension of project till 31 May 2024.

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In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
5 Goodwill and other intangible assets	**Goodwill**	**Other intangible assets Power purchase agreement**
Gross Block		
Balance as at 25 April 2022		
Addition on account of capital reorganisation	45.89	7.83
Addition/ adjustment	-	-
Disposal/ adjustment	-	-
Balance as at 31 March 2023	45.89	7.83
Addition/ adjustment	-	-
Disposal/ adjustment	-	-
Balance as at 31 March 2024	45.89	7.83
Accumulated amortisation		
Balance as at 25 April 2022	-	-
Addition on account of capital reorganisation	-	0.48
Addition during the year/ period	-	0.91
Disposal/ adjustment	-	
Balance as at 31 March 2023	-	1.39
Addition during the year/ period	-	1.22
Disposal/ adjustment	-	-
Balance as at 31 March 2024	-	2.61
Net Block		
As at 31 March 2023	45.89	6.44
As at 31 March 2024	45.89	5.22

(a) Changes in the net carrying amount of goodwill is summarized as below:

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Opening balance	45.89	-
Addition on account of capital reorganisation	-	45.89
Adjustment on account of deferred tax liability	-	-
Closing balance	45.89	45.89

(b) The carrying amount of goodwill was allocated to the cash generating units as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Amount allocated to cash generating unit	45.89	45.89

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level with the Group at which goodwill is monitored for internal management purposes and which is not higher than the Group's operating segment

(c) Impairment testing of goodwill

The Group performs test for goodwill impairment at least annually on 31 March or if indicators of impairment arise, such as the effects of obsolescence, demand, competition and other economic factors or on occurrence of an event or change in circumstances that would more likely than not reduce the fair value below its arrying amount. When determining the fair value, management utilize various assumptions,including operating results, business plans and projections of future cash flows. During the year, the management has reviewed the carrying value of its goodwill against the recoverable amounts of these CGUs, using internal and external information available. Basis that, no impairment has been recorded.

(d) Impairment

An impairment test was carried out as on 31 March 2024, details of the test are as outlined below:

Particulars	Goodwill	
	As at 31 March 2024	As at 31 March 2023
Discount rate	10.37%	10.37%
Growth rate	(0.50)%	(0.50)%
Number of years for which cash flows were considered	5	5
Test result	No impairment	No impairment

Growth rates

The growth rates used are in line with the growth rate of the industry in which the entities operates and are consistent with internal / external sources of information.

Discount rates

The discount rates takes into consideration market risk and specific risk factors of the cash generating unit. The cash flow projections are based on the forecasts made by the management.

Sensitivity

The management believes that any reasonable possible changes in the key assumptions would not cause the cash generating unit's carrying amount to exceed its recoverable amount.

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Particulars	As at 31 March 2024	As at 31 March 2023
6 Non-current investments		
Investment in subsidiaries		
Investment in equity instruments (unquoted) (at FVTPL)		
Sindh Renewable Energy Private Limited 200,000 (31 March 2023: 200,000) shares of face value of Rs. 10 each	2.00	2.00
	2.00	**2.00**
Aggregate amount of unquoted investments at cost	2.00	2.00
7 Other financial assets - non current		
(unsecured, consider good unless otherwise stated)		
Fixed deposits with banks having maturity beyond 12 months*	504.69	296.14
Security deposits	91.53	41.41
	596.22	**337.55**

*Fixed deposits of Rs. 44.77 (31 March 2023: Rs. 47.15 million) is pledged with banks on account of Debt Service Reserve Account (DSRA).

8 Deferred tax assets/liabilities (net)		
Deferred tax assets arising on:		
Unabsorbed depreciation and business losses	658.57	580.13
Deferred income	121.46	138.71
Minimum alternate tax	30.07	70.01
Provision for doubtful debts	8.93	6.73
Employee benefits	24.36	15.95
Lease liabilities	74.61	12.97
Deferred tax liabilities arising on:		
Right to Use Asset	57.63	15.16
Property, plant and equipment	1,087.12	1,050.46
Fair valuation gain on acquisition of subsidiaries	40.92	41.28
	(267.68)	(282.40)
Deferred tax assets (net)	169.46	122.90
Deferred tax liabilities (net)	437.15	405.30
Deferred tax (net)	(267.68)	(282.40)

Particulars (2023-24)	As at 31 March 2023	(Expenses)/ benefit recognised in statement of profit and loss	Recognised in other comprehensive income/ other equity	As at 31 March 2024
Assets				
Unabsorbed depreciation and business losses	580.13	78.44	-	658.57
Deferred income	138.71	(17.25)	-	121.46
Minimum alternate tax	70.01	(39.94)	-	30.07
Provision for doubtful debts	6.73	2.20	-	8.93
Employee benefits	15.95	16.84	(8.44)	24.36
Lease liabilities	12.97	61.64	-	74.61
Liabilities				
Right to Use Asset	15.16	42.47	-	57.63
Property, plant and equipment	1,050.46	36.66	-	1,087.12
Fair valuation gain on acquisition of subsidiaries	41.28	(0.36)	-	40.92
Deferred tax asset/ (liability)	**(282.40)**	**23.16**	**(8.44)**	**(267.68)**

Particulars (2022-23)	As at 24 April 2022	Recognized on account of capital reorganisation	(Expenses)/ benefit recognised in statement of profit and loss	Recognised in other comprehensive income/ other equity	As at 31 March 2023
Assets					
Unabsorbed depreciation and business losses	-	-	580.13	-	580.13
Deferred income	-	-	138.71	-	138.71
Minimum alternate tax	-	-	70.01	-	70.01
Provision for doubtful debts	-	-	6.73	-	6.73
Employee benefits	-	-	15.95	0.04	15.95
Lease liabilities	-	-	12.97	-	12.97
Liabilities					
Right to Use Asset	-	-	15.16	-	15.16
Property, plant and equipment	-	(78.39)	1,128.85	-	1,050.46
Fair valuation gain on acquisition of subsidiaries	-	-	41.28	-	41.28
Total		**78.39**	**(360.79)**	**0.04**	**(282.40)**

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MAT credit expiry in Company

Particulars	31 March 2024	31 March 2023
31 March 2039	1.64	-
31 March 2038	-	3.37
31 March 2037	4.06	10.87
31 March 2036	6.97	13.53
31 March 2035	7.22	20.74
31 March 2034	2.24	13.56
31 March 2033	2.43	2.43
31 March 2032	3.09	3.09
31 March 2030	2.42	2.42
Total	**30.07**	**70.01**

Effective tax reconciliation

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
Profit/(loss) before tax	(1,411.57)	(565.95)
Applicable tax rate*	29.12%	29.12%
Expected tax expense [A]	**(411.05)**	**(164.80)**
Brought forward losses and MAT derecognised during the year	203.47	3.37
Fair value changes on financial instrument	297.25	-
Earlier year tax expenses	20.03	(6.69)
Others	9.47	(47.19)
Total adjustments [B]	**530.21**	**(50.51)**
Actual tax expense [C=A+B]	**119.16**	**(215.33)**
Total tax incidence	119.17	(215.33)
Tax expense recognized in statement of profit and loss [D]	**119.17**	**(215.33)**

The applicable tax rate is the domestic tax rate applicable to the Holding Company - 31 March 2024 : 29.12% (31 March 2023 : 29.12%)

The Group has concluded that the deferred tax assets including assets on carry forward of losses and MAT entitlement will be fully recoverable using the estimated future taxable income based on the approved business plans and budgets for the Group.

The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned entity will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.

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In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
9 Non-current tax assets (net)		
Advance income tax (net of provision)	225.55	6.59
	225.55	**6.59**
10 Other non current assets		
(unsecured, consider good unless otherwise stated)		
Capital advances	867.88	674.89
Deposit with government authorities	34.94	3.97
Other receivable	38.86	13.65
	941.68	**692.51**
11 Inventories		
(valued at lower of cost or net realisable value)		
Raw materials and components	2,079.07	1,520.55
Work in progress	21.07	12.37
Finished goods	53.16	13.87
Stores and spares	119.89	95.90
	2,273.20	**1,642.69**
12 Current investments		
Investment in mutual fund (quoted) (at FVTPL)	7.93	5.71
	7.93	**5.71**

In Rs. million unless otherwise stated

Mutual Funds	As at 31 March 2024		As at 31 March 2023	
	No of Units	Amount	No of Units	Amount
Baroda BNP Paribas Business Cycle Fund-Regular Growth Growth (BC-GP-G)	4,99,965.00	7.11	4,99,965.00	4.91
Baroda BNP Paribas Short Duration Fund-Regular Growth (SI-GP-G)	14,528.27	0.38	14,528.27	0.36
Sundaram ELSS Tax Saver Fund Growth	1,363.00	0.43	1,363.00	0.44
Total	**5,15,856.27**	**7.93**	**5,15,856.27**	**5.71**
Aggregate carring value of quoted investments		**7.93**		**5.71**

13 Trade receivables		
(unsecured, consider good unless otherwise stated)		
Considered good	1,055.28	806.32
Less:- Allowance for doubtful trade receivables	(23.20)	(3.20)
	1,032.08	**803.12**

Notes
Refer note 43 for information on assets under charges.
Refer note 38 for exposure the credit risk and loss allowance related to trade receivable.

Trade receivable ageing schedule as at 31 March 2024

31 March 2024	Outstanding for following periods from the due date of payment							
	Unbilled*	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3 years	More than 3 year	Total
Undisputed trade receivable								
Considered good	147.55	727.74	90.62	12.43	17.74	-	36.00	**1,032.08**
Credit impaired	-	-	-	-	-	-	23.20	**23.20**
Disputed trade receivable								
Considered good	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
	147.55	**727.74**	**90.62**	**12.43**	**17.74**	**-**	**59.20**	**1,055.28**
Less:- Allowance for doubtful trade receivable								**23.20**
Total trade receivable								**1,032.08**

Trade receivable ageing schedule as at 31 March 2023

31 March 2023	Outstanding for following periods from the due date of payment							
	Unbilled*	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3 years	More than 3 year	Total
Unisputed trade receivable								
Considered goods	337.79	294.41	52.20	11.02	32.91	65.77	9.02	**803.12**
Credit impaired	-	-	-	-	-	-	3.20	**3.20**
Disputed trade receivable								
Considered goods	-	-	-	-	-	-		-
Credit impaired	-	-	-	-	-	-		-
	337.79	**294.41**	**52.20**	**11.02**	**32.91**	**65.77**	**12.22**	**806.32**
Less:- Allowance for doubtful trade receivable								**3.20**
Total trade receivable								**803.12**

* Unbilled dues pertains to reveivable against which billing is yet to issued however the performance obligation is completed.

14 Cash and cash equivalents		
Cash on hand	3.26	2.59
Balances with bank - current accounts	875.59	3,952.92
Fixed deposit with original maturity of less than three months	46.00	1,020.27
	924.84	**4,975.78**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the current year and prior period.

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Particulars	As at 31 March 2024	As at 31 March 2023
15 Bank balances other than cash and cash equivalents		
Fixed deposits with remaining maturity more than 3 months and less than 12 months*	2,728.61	1,077.34
	2,728.61	**1,077.34**

*Fixed deposits of Rs. 907.87 millions (31 March 2023: Rs. 462.03 millions) is pledged with banks on account of Debt Service Reserve Account (DSRA).

16 Other financial assets		
(unsecured, consider good and measured at amortised cost unless otherwise stated)		
Security deposits	18.05	15.39
Fixed deposits with banks (having remaining maturity less than 12 months)*	272.54	375.99
Other receivable	95.56	11.97
	386.15	**403.35**

*Fixed deposits of Rs. 41.62 millions (31 March 2023: Rs. 375.99 millions) is pledged with banks on account of Debt Service Reserve Account (DSRA).

17 Other current assets		
(unsecured, consider good unless otherwise stated)		
Advance to vendors	1,725.66	830.92
Balance with government authorities	309.21	117.58
Prepaid expenses	223.88	34.69
Others	59.27	12.88
	2,318.02	**996.07**

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18 Equity share capital

The financial statements represent a legal entity structure. The share capital of the Company as below.

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
Authorised (Equity Share Capital)	6,60,00,000	660.00	6,60,00,000	660.00
Authorised (Preference Share Capital)	3,11,40,000	311.40	1,23,80,000	123.80
	9,71,40,000	**971.40**	**7,83,80,000**	**783.80**

Reconciliation of authorised equity share capital outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year/ period	6,60,00,000	660.00	-	-
Shares issued during the year/ period	-	-	6,60,00,000	660.00
Outstanding at the end of the year/ period	6,60,00,000	660.00	6,60,00,000	660.00

Reconciliation of authorised preference share capital outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year/ period	1,23,80,000	123.80	-	-
Shares issued during the year/ period	1,87,60,000	187.60	1,23,80,000	123.80
Outstanding at the end of the year/ period	3,11,40,000	311.40	1,23,80,000	123.80

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
Issued and subscribed and fully paid up (equity share capital)	4,61,29,297	461.29	4,61,29,197	461.29
Issued and subscribed and fully paid up (preference share capital)	2,31,84,888	231.85	81,39,990	81.40
Total	**6,93,14,185**	**693.14**	**5,42,69,187**	**542.69**
Less : Amount presented as financial liability (refer note 22)	2,31,84,888	231.85	81,39,990	81.40
Total	**4,61,29,297**	**461.29**	**4,61,29,197**	**461.29**

1 **Reconciliation of equity share capital outstanding at the beginning and at the end of the reporting year**

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year/ period	4,61,29,197	461.29	-	-
Shares issued during the year/ period	100	0.00	4,61,29,197	461.29
Outstanding at the end of the year/ period	4,61,29,297	461.29	4,61,29,197	461.29

Reconciliation of preference share capital outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year/ period	81,39,900	81.40	-	-
Shares issued during the year/ period	1,50,44,988	150.45	81,39,900	81.40
Outstanding at the end of the year/ period	2,31,84,888	231.85	81,39,900	81.40

2 **Number of shares held by each shareholder holding more than 5% Shares in the Company**

(i) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Jasbir Singh	1,07,03,415	23.20	1,07,03,415	23.20
Sukhbir Singh	1,07,83,816	23.38	1,07,83,816	23.38
Palki Awla	50,48,468	10.94	50,48,468	10.94
Seema Awla	44,20,511	9.58	44,20,511	9.58
Total	**3,09,56,210**	**67.10**	**3,09,56,210**	**67.10**

(ii) Details of preference shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Norfund	1,59,23,802	69%	81,39,900	100%
U.S. International Development Finance Corporation (DFC)	72,61,086	31%	-	-
Total	**2,31,84,888**	**100%**	**81,39,900**	**100%**

3 **Terms/rights attached to equity shares**

The Holding Company have only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. If declared, the holding company will pay dividends in Indian rupees.

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

4 **Aggregate number of shares issued for consideration other than cash**

During 2023, company has allotted 46,122,097 equity shares of Rs 10 each at a premium of Rs 140 on the acquisition of 100% controlling interest in SAEL Limited on 04 July 2023.

5 The Holding Company has not issued any bonus shares nor has there been any buy-back of shares in the current year and previous period.

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18.1 Disclosure of shareholdings of promoters as follows

S. No.	Promoter Name	Shareholding at the end of the period		Shareholding at the end of the period	
		As at 31 March 2024		As at 31 March 2023	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Jasbir Singh	1,07,03,415	23.20	1,07,03,415	23.20
2	Sukhbir Singh	1,07,83,816	23.38	1,07,83,816	23.38
3	Jatin Awla	21,71,710	4.71	21,71,710	4.71
4	Seema Awla	44,20,511	9.58	44,20,511	9.58
5	Palki Awla	50,48,468	10.94	50,48,468	10.94
6	Laxit Awla	12,63,600	2.74	12,63,600	2.74
7	Harsh Awla	11,93,073	2.59	11,93,073	2.59
8	Sukhbir Singh HUF	14,49,270	3.14	14,49,270	3.14
9	Jasbir Singh & Sons HUF	16,00,368	3.47	16,00,368	3.47
10	Gobind Dham Renewble Energy Private Limited	20,13,600	4.37	20,13,600	4.37
11	Sukhbir Solar Energy Private Limited	8,23,870	1.79	8,23,870	1.79
12	Govind Infra Private Limited	8,10,653	1.76	8,10,653	1.76
13	Sukhbir Logistics Private Limited	16,06,000	3.48	16,06,000	3.48
14	Sael Overseas Limited	7,20,000	1.56	7,20,000	1.56
15	Harjagat Infra Private Limited	13,05,333	2.83	13,05,333	2.83
16	Sindh Renewable Power Private Limited	2,07,744	0.45	2,07,744	0.45
17	Govind Awla	4,333	0.01	4,333	0.01
18	Harjagat Awla	3,333	0.01	3,333	0.01
		4,61,29,097	**100.00**	**4,61,29,097**	**100.00**

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Particulars	As at 31 March 2024	As at 31 March 2023
19 Other equity		
Capital reserve account		
Opening balance	(47.97)	-
Addition on account of capital reorganisation	-	50.36
Movement due to elimination of investments	-	(101.31)
Additions/(adjustments) due to acquisition/(disposal) of investment	-	2.98
Balances at the end of the year/ period	**(47.97)**	**(47.97)**
Securities premium		
Opening balance	6,457.09	-
Share capital issued during the year/ period	-	6,457.09
Balances at the end of the year/ period	**6,457.09**	**6,457.09**
General reserve account		
Opening balance	610.51	-
Addition on account of capital reorganisation	-	610.51
Balances at the end of the year/ period	**610.51**	**610.51**
Foreign currency translation reserrve		
Opening balance	11.36	
Addition on account of capital reorganisation	-	12.18
Changes during the year/ period	(3.05)	(0.82)
Balances at the end of the period / year	**8.31**	**11.36**
Debenture redemption reserve		
Opening balance	97.52	-
Transfer from retained earnings	888.54	97.52
Balances at the end of the year/ period	**986.06**	**97.52**
Retained earnings		
Opening balance	7,535.16	
Addition on account of capital reorganisation	-	7,983.38
Loss pertains to continuing operations	(2,683.91)	(846.14)
Profit pertains to discontinuing operations	1,153.17	495.52
Transfer to debenture redemption reserve	(888.54)	(97.52)
Remeasurement of post-employment benefit obligation during the year/ period	15.73	(0.08)
Balances at the end of the year/ period	**5,131.61**	**7,535.16**
Total other equity	**13,145.61**	**14,663.67**

Capital reserve
Capital reserve is the accumulation of profits that is created from profits generated out of certain capital transactions.

Securities premium
Securities premium reserve represents premium received on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

General reserve
The Group has transferred a portion of the net profit before to general reserve pursuant to the provisions of the erstwhile Companies Act, 1956. Mandatory transfer to general reserve is not required under the Act.

Retained earnings
All the profits or losses made by the Group are transferred to retained earnings from statement of profit and loss. Remeasurement of defined benefit plans represents the actuarial gains/ (losses) recognised in the other comprehensive income.

This represents the actuarial gains/losses recognised in other comprehensive income.

Foreign currency translation reserve
Exchange differences related to the translation of the results and net assets of the Group's foreign operations from their functional currency to the Group's presentation currency (that is, INR) are recognised directly in the Other Compresensive Income and accumulated in Foreign Currency Transalation Reserve. Exchange difference accumulated in the Foreign Currency Translation Reserve are to be reclassified to Profit and Loss on the disposal of the foreign operation.

Debenture redemption reserve
The Group is required to create a Debenture Redemption Reserve out of the profits which are available for payment of dividend for the purpose of redemption of non-convertible debentures. Accordingly, a debenture redemption reserve has been created to the extent of 10% of the outstanding balance of non-convertible debentures.

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Particulars	As at 31 March 2024	As at 31 March 2023
20 Borrowings		
measured at amortised cost		
Secured*		
Term loans		
- from banks	9,368.23	3,049.73
Non convertible debentures	11,289.09	12,332.55
Less: Current maturity of non-current borrowing		
Non current borrowings (refer note 25)	(352.59)	(1,701.40)
Non convertible debenture (refer note 25)	(1,091.77)	(1,046.78)
	19,212.92	**12,634.11**

* Refer note 39 for terms of borrowings.

21 Lease liabilities*		
Non current	850.02	36.85
Current	1,622.89	4.70
	2,472.91	**41.55**

* Refer note 49 for lease liabilities.

22 Other financial liability		
measure at fair value unless		
Compulsory convertible preference shares (CCPS)	10,294.76	3,318.80
	10,294.76	**3,318.80**

Terms and conditions of 5% Compulsorily convertible Preference Shares (CCPS) held by Investor

The Holding Company has issued 2,31,84,888 number (31 March 2023: 81,39,900) of Compulsorily Convertible Preference Shares (CCPS) of Rs. 10 each fully paid-up at a premium of Rs. 390 per share. If the Board proposes to declare any dividend on any Securities, the holders of the CCPS shall be paid, out of the dividend proposed to be declared, a cumulative dividend equal to 5%, in preference and priority to the payment of dividend on equity shares in the same financial year. The CCPS holders shall carry the same voting rights as are attached to the Equity Shares issuable to the holders of the CCPS upon the conversion of such CCPS.

CCPS will be converted into equity shares of the Company on the earliest of the following dates :

(a) IPO Conversion Date - 10 days prior to the filing of the final and updated DRHP with SEBI

(b) TPS Date- Date on which relevant definitive documents for a Third Party Sale are executed

(c) Mandatory Conversion Date- Date falling 20 years from the date of close of first and second tranche closing date.

The investor shall also have the following rights:

(I) Asset sale can be enforced by the CCPS holder if (i) the Holding Company and the Sponsors are unable to consummate the IPO by the IPO Deadline i.e. on or before 31 December 2027; and (ii) the Holding Company and the Sponsors are unable to provide an exit to the Investor pursuant to a Third Party Sale on or before 31 December 2028.

(II) Investor Controlled Sale (ICS) wherein it assumes the management control of the Company for a period of 9 (nine) months commencing from the Asset Sale Deadline i.e. on or before 31 July 2029 until 30 April 2030, through a written notice to the Holding Company and the Sponsors.

(III) Investor has the right to require the Sponsors and Company to buyback the Investor Equity Securities or Investor Converted Securities held by the Investor in consideration for Investor Specified Amount.

(IV) In case of liquidity event, the CCPS holder shall be entitled to receive Liquidation Preference Investor Specified Amount subject to preference to be given to creditors under Applicable Law.

These compulsory convertible preference shares have the exit options as mentioned above. Hence, these shares are also classified as financial liability.

During the previous period, the Holding Company has issued 100 equity shares to Norfund. These shares also have the above exit options, hence these shares are also classified as a financial liability and disclosed above.

During the current year, the Holding Company has issued 100 equity shares to DFC. These shares also have the above exit options, hence these shares are also classified as a financial liability and disclosed above.

Increase in the financial liability on subsequent re-measurement at fair value at the balance sheet date amounting to Rs. 957.97 million (31 March 2023: Rs 62.80 million) is disclosed as 'Fair value change on financial instrument" in the consolidated statement of profit and loss account.

Refer note 18 for movement of preference share held by shareholders holding more than 5 % of the aggregate share in the Company.

23 Provisions (Non current)		
Provision for employee benefits		
Provision for gratuity (refer note 48)	48.77	28.66
	48.77	**28.66**

24 Other non current liabilities		
Deferred grant	343.32	388.02
	343.32	**388.02**







In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
25 Borrowings		
measured at amortised cost		
Secured		
Cash credit facility/ working capital loans from banks#	1,491.34	1,185.11
Current maturity of		
Non current borrowings**	352.59	1,701.40
Non convertible debenture**	1,091.77	1,046.78
Unsecured		
Loan from related parties* (refer note 40)	473.13	541.82
	3,408.84	**4,475.11**

** Refer note 39 for terms of borrowings.

Cash credit facility from banks on consortium / standalone basis are secured against entire current assets of Group by hypothecation of present and future stocks of raw material, finished goods, packing material, spare parts , trade receivable, advance paid to suppliers of raw material on the basis of first pari-passu charge of the respective units with consortium members banks equitable mortgage of specific properties at various units/ locations in the name of directors, family members and personal guarantees of directors and family members.

* Interest free loan, repayable on demand

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Particulars	As at 31 March 2024	As at 31 March 2023
26 Trade payables		
(measured at amortised cost)		
Due to micro enterprises and small enterprises (refer note below)	-	-
Due to others	1,671.90	506.54
	1,671.90	**506.54**

Note:-

a	Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006'):		
i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	-	-
ii)	The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payments made to the supplier beyond the appointed day during accounting year	-	-
iii)	The amount of interest due and payable for the period of delay in making payments (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
iv)	The amount if interest accrued and remaining unpaid at the end of each accounting year, and	-	-
v)	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
		-	-

The above information regarding dues to Micro, Small and Medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 has been determined to the extend identified and information available with the Company pursuant to Section 22 of the Micro, Small and Medium enterprises Development Act (MSMED), 2006.

Trade payable ageing schedule as at 31 March 2024

	Outstanding for following periods from the due date of payment					
31 March 2024	**Not due**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More then 3 years**	**Total**
Continuing operations						
Undisputed dues - MSME*	-	-	-	-	-	-
Undisputed dues - Others	-	1,593.13	24.23	25.93	28.62	1,671.90
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-		-
Total trade payables	-	**1,593.13**	**24.23**	**25.93**	**28.62**	**1,671.90**

	Outstanding for following periods from the due date of payment					
31 March 2023	**Not due**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed dues - MSME*	-	-	-	-	-	-
Undisputed dues - Others	6.02	391.92	36.47	72.13	-	506.54
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total trade payables	**6.02**	**391.92**	**36.47**	**72.13**	-	**506.54**

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

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Particulars	In Rs. million unless otherwise stated As at 31 March 2024	 As at 31 March 2023
27 Other financial liabilities		
(measured at amortised cost)		
Interest accrued	89.06	7.34
Capital creditors	810.12	258.88
Employee related liabilities	30.49	7.25
Retention money payable	5.00	5.00
Other financial liabilities		
Related parties (refer note 40)	-	100.48
Others	374.06	395.36
	1,308.73	**774.31**
28 Other current liabilities		
Advance from customers	-	109.94
Payable to statutory authorities	101.66	60.47
Deferred grant	44.59	51.34
	146.25	**221.75**
29 Provisions (current)		
Provision for employee benefits		
Provision for gratuity (refer note 48)	3.79	2.79
Provision for compensated absences	36.60	18.38
	40.39	**21.17**

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Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
30 Revenue from operations		
Revenue from sale of electricity	5,547.60	3,414.28
Revenue from supply of product	2.67	439.40
Revenue from supply of services	34.39	35.65
	5,584.67	**3,889.33**
31 Other income		
Interest income on bank deposits	176.13	44.46
Amortisation of deferred grant	51.45	35.64
Net gain on sale of investments	45.71	-
Insurance claim received	-	2.02
Gain on sale of property, plant and equipment (net)	-	0.88
Liabilities written back	-	1.12
Miscellaneous income	12.17	7.78
	285.45	**91.90**

Revenue from contracts with customers

a) Disaggregation of revenue

Set out below is the disaggregation of the Group revenue from contracts with customers:

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
(A) Revenue from contracts with customers		
Revenue from sale of electricity	5,547.60	3,414.28
Revenue from supply of product	2.67	439.40
Revenue from supply of services	34.39	35.65

b) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

Particulars	As at 31 March 2024	As at 31 March 2023
Contract assets		
Unbilled revenue other than passage of time	-	-
Contract liability *		
Advance from customer	-	109.94
	-	109.94

Revenue recognised in relation to contract liabilities

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

* The revenue received in advance represents contract liability balance outstanding as at the respective dates. The revenue received in advance outstanding as at 31 March 2023 were recognised to the extent of revenue satisfaction of the associated performance obligations during the period ended 31 March 2024.

c) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Revenue as per contract	5,635.50	3,962.82
Adjustments: rebate and discounts	50.83	73.50
Other adjustments	-	-
Revenue from contract with customers	**5,584.67**	**3,889.33**

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Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023

d) Transaction price - remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the Company's performance completed till the reporting period.

e) There is no significant estimate involved in the recognition of revenue from contract.

32 Cost of material consumed		
Cost of material consumed	1,952.11	1,539.13
	1,952.11	**1,539.13**
33 Changes in inventories		
Work-in-progress		
Opening stock of finished goods	13.87	-
Opening stock of work-in-progress	12.37	-
	26.24	**-**
Finished goods		
Closing stock of finished goods	52.95	13.87
Closing stock of work-in-progress	21.28	12.37
	74.23	**26.24**
Changed during the year	**(47.99)**	**(26.24)**
34 Employee benefits expense		
Salaries, wages and bonus	798.97	340.97
Contribution to provident and other funds	26.19	12.47
Staff welfare expenses	22.20	11.07
	847.36	**364.51**
35 Finance costs		
(for financial liabilities measured at amortised cost)		
Interest costs on:		
- borrowings	1,497.97	751.86
- lease liabilities (refer note 50)	13.39	0.76
- others		203.52
Interest on delayed payment of taxes	-	0.02
Other borrowing cost	-	27.25
	1,511.36	**983.41**
36 Depreciation and amortisation expenses		
Depreciation and amortisation expenses (refer note 3)	2,060.51	1,523.54
Amortisation of right of use of assets (refer note 3)	39.41	0.74
Amortisation of intangible assets (refer note 5)	1.22	0.91
	2,101.13	**1,525.19**

Note: Depreciation amortisation expense and depreciation on right to use assets charged in capital work in progress 5.44 (31 March 2023: Rs. 2.76 million).

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In Rs. million unless otherwise stated

	Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
37	**Other expenses**		
	Consumption of stores and spares	58.44	26.21
	Freight, cartage and direct labour expenses	13.31	5.25
	Job processing and other machining charges	64.50	-
	Power & fuel	30.60	20.08
	Repairs and maintenance		
	Plant and equipments	19.96	27.75
	Buildings	13.31	-
	Others	72.18	47.11
	Rent and hire charges (refer note 50)	99.83	11.22
	Rates and taxes	45.08	14.24
	Insurance	47.49	41.40
	Security services	29.36	19.85
	Travelling and conveyance	54.35	16.50
	Legal and professional fees	264.65	236.22
	Printing and stationary expenses	1.83	1.68
	Bad debts	60.63	1.09
	Bank charges	17.51	23.86
	Advances written off	61.39	81.99
	Donation	0.20	12.93
	Foreign exchange fluctuation (net)	0.03	-
	Corporate social responsibility	11.62	15.88
	PEDA share expense	46.09	25.65
	Miscellaneous expenses	127.08	109.88
		1,139.46	**738.79**
37A	**Exceptional items**		
	Loss by fire*	50.40	-
		50.40	-

* During the year, certain stock lying in two entities comprised within Group having carrying amount of Rs. 50.40 million (31 March 2023: Rs. Nil) was damaged by fire. Surveyors are in the process of assessing the extent of loss and the Restricted Group has adequately filed for claim reimbursement with the insurance company.

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38 Financial instruments

(i) Fair value hierarchy

There are no financial assets or liabilities measured at fair value in these financial statements except stated below.

(ii) Financial instruments by category

Continuing operations

In Rs million unless otherwise stated

Particulars	As at 31 March 2024				
	Carrying value		Fair value measurement using		
	FVTPL*	Amortised cost	Level-1	Level-2	Level-3
Financial assets					
Investments	9.93	-	7.93	-	2.00
Other financial assets	-	982.37	-	-	-
Trade receivable	-	1,032.08	-	-	-
Cash and cash equivalents	-	924.84	-	-	-
Other bank balances	-	2,728.61	-	-	-
Total financial assets	**9.93**	**5,667.91**	**7.93**	**-**	**2.00**
Financial liabilities					
Borrowings	-	22,621.75	-	-	-
Lease liabilities	-	2,472.91	-	-	-
Other financial liabilities	10,294.76	1,308.73	-	-	10,294.76
Trade payables	-	1,671.90	-	-	-
Total financial liabilities	**10,294.76**	**28,075.29**	**-**	**-**	**10,294.76**

Particulars	As at 31 March 2023				
	Carrying value		Fair value measurement using		
	FVTPL*	Amortised cost	Level-1	Level-2	Level-3
Financial assets					
Investments	7.71	-	5.71	-	2.00
Other financial assets	-	740.90	-	-	-
Trade receivable	-	803.12	-	-	-
Cash and cash equivalents	-	4,975.78	-	-	-
Other bank balances	-	1,077.34	-	-	-
Total financial assets	**7.71**	**7,597.14**	**5.71**	**-**	**2.00**
Financial liabilities					
Borrowings	-	17,109.22	-	-	-
Lease liabilities	-	41.55	-	-	-
Other financial liabilities	3,318.80	774.31	-	-	3,318.80
Trade payables	-	506.54	-	-	-
Total financial liabilities	**3,318.80**	**18,431.62**	**-**	**-**	**3,318.80**

Discontinuing operations

Particulars	As at 31 March 2024				
	FVTPL*	Amortised cost	Level-1	Level-2	Level-3
Financial assets					
Investments	12.45	-	7.41	-	5.04
Other financial assets	-	40.70	-	-	-
Trade receivable	-	3,904.96	-	-	-
Cash and cash equivalents	-	49.81	-	-	-
Other bank balances	-	279.82	-	-	-
Total financial assets	**12.45**	**4,275.29**	**7.41**	**-**	
Financial liabilities					
Borrowings	-	9,900.06	-	-	-
Lease liabilities	-	63.82	-	-	-
Other financial liabilities	-	28.32	-	-	-
Trade payables	-	8,670.36	-	-	-
Total financial liabilities	**-**	**18,662.57**	**-**	**-**	

Particulars	As at 31 March 2023				
	FVTPL*	Amortised cost	Level-1	Level-2	Level-3
Financial assets					
Investments	9.08	-	9.08	-	-
Other financial assets	-	101.50	-	-	-
Trade receivable	-	3,246.77	-	-	-
Cash and cash equivalents	-	28.09	-	-	-
Other bank balances	-	73.34	-	-	-
Total financial assets	**9.08**	**3,449.71**	**9.08**	**-**	**-**
Financial liabilities					
Borrowings	-	9,114.81	-	-	-
Lease liabilities	-	81.63	-	-	-
Other financial liabilities	-	95.78	-	-	-
Trade payables	-	4,030.80	-	-	-
Total financial liabilities	**-**	**13,323.02**	**-**	**-**	**-**

*Fair value through Profit and Loss

The amortised cost of the financial assets and liabilities approximate to the fair value on the respective reporting dates.

The carrying amounts of trade receivables, cash and cash equivalents,Bank balances other than cash and cash equivalents, current loans, borrowings, lease liabilities, trade payable and other current financial assets and liabilities, approximates the fair values, due to their short-term nature.

Financial assets and financial liabilities are measured at fair value in the consolidated financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:







38 Financial instruments

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Fair value measurement hierarchy for Investments :

Particulars	31 March 2024	31 March 2023	Valuation methodology/ technique
Investments in quoted mutual funds (Level 1)	15.34	14.79	These quoted mutual funds are valued at fair value on the basis of the Net Asset Value (NAV) of the fund on the reporting date.

(iii) Financial liabilities measured at fair value - recurring fair value measurements

Particulars	Period	Level 1	Level 2	Level 3	Total
Financial liabilities at fair value through profit and loss					
Liability arising out of compulsory convertible preference shares	31 March 2024	-	-	10,294.76	10,294.76
Liability arising out of compulsory convertible preference shares	31 March 2023	-	-	3,318.80	3,318.80

(iv) Valuation process and technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

(a) for liability arising on account of compulsory convertible preference shares, monte carlo simulation has been used.

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

Particulars	Fair value		Significant unobservable inputs
	31 March 2024	31 March 2023	
Liability arising out of compulsory convbertible preference shares (refer note 22)	10,294.76	3,318.80	Discount rate

(v) Sensitivity analysis

Description	As at 31 March 2024	As at 31 March 2023
Impact on liability arising on account of put options fair value if change in discount rate		
- Impact due to increase of 0.5%	51.47	16.59
- Impact due to decrease of 0.5%	(51.47)	(16.59)







38 Financial instruments

(vi) The following table presents the changes in level 3 items for the years ended 31 March 2024 and 31 March 2023

Particulars	Liability arising out of compulsory convertible preference shares
As at 25 April 2022	-
Add: Issue of equity shares	-
Add: Issue of compulsory convertible preference shares	3,256.00
Add: fair value changes during the period*	62.80
As at 31 March 2023	**3,318.80**
Add: Issue of equity shares	-
Add: Issue of compulsory convertible preference shares	6,018.00
Add: fair value changes during the year*	957.97
As at 31 March 2024	**10,294.77**

*Disclosed in these consolidated statement of profit and loss for the year ended 31 March 2024.

(iii) Risk management

The Group activities expose it to credit risk, liquidity risk and market risk. The Group board of directors has overall responsibility for the establishment and oversight of the Group risk management framework. This note explains the sources of risk which the Group is exposed to and how the Group manages the risk and the related impact in the financial statements.

(A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Group. The Group exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

i) Credit risk rating

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date
B: Moderate credit risk
C: High credit risk

The Group provides for expected credit loss based on the following:

Asset group		Basis of categorisation	Provision for expected credit loss
Low credit risk		Cash and cash equivalents, other bank balances, loans, trade receivable, investments and other financial assets	Life time expected credit loss

Based on business environment in which the Group operates, there have been no defaults on financial assets of the Group by the counterparties. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. There have been no cases of write off with the Group.

In Rs million unless otherwise stated

Credit rating		Particulars	31 March 2024	31 March 2023
A: Low credit risk		Cash and cash equivalents, other bank balances, loans, trade receivable, investments and other financial assets	9,763.46	11,063.64

b) Credit risk exposure

(i) Provision for expected credit losses

The Group provides for expected credit losses for following financial assets –

31 March 2024

In Rs million unless otherwise stated

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
12 month Expected credit loss*			
Cash and cash equivalents	974.65	-	974.65
Investment	22.38	-	22.38
Other bank balances	3,008.43	-	3,008.43
Other financial assets	1,023.07	-	1,023.07
Life time expected credit loss*			
Trade receivable	4,960.24	225.32	4,734.93
Total	**9,988.77**	**225.32**	**9,763.46**

31 March 2023

In Rs million unless otherwise stated

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
12 month Expected credit loss*			
Cash and cash equivalents	5,003.87	-	5,003.87
Investment	16.79	-	16.79
Other bank balances	1,150.68	-	1,150.68
Other financial assets	4,063.13	75	3,987.67
Life time expected credit loss*	101.50	-	101.50
Trade receivable	806.32	3.20	803.13
Total	**11,142.29**	**78.65**	**11,063.64**

*including continue and discontinue operations figures

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The credit risk for cash and cash equivalents, investments and other bank balances is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

The Group's major trade receivables and other receivables are with, government owned counterparty. Therefore, these receivables are considered high quality and accordingly no life time expected credit losses are recognised on such receivables based on simplified approach. The Credit risk on a financial instuments has not increased significiently since intial recognition as the financial instruments is determined to have low credit risk at the reporting date.
Investment instruments and other financial assets are considered to have low credit risk because they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

Financial assets for which loss allowance is measured using life time expected credit loss. The Group has customers with strong capacity to meet the obligations and therefore the risk of default is negligible in respect of outstanding from customers. Further, management believes that the unimpaired amounts that are past due by more than 90 days are still collectible in full. Hence, no impairment loss has been recognised during the year and the previous year in respect of trade receivables.

Credit risk is evaluated based on company knowledge of the credit worthiness of those parties and loss allowance is measured. For such financial assets, the company policy is to provide for expected credit losses on actual happening of an even i.e. upon initial recognition and provide for lifetime expected credit losses upon significant increase in credit risk.

Credit default risk
The risk of loss arising from a debtor being unlikely to pay its loan obligations in full or the debtor is more than 90 days past due on any material credit obligation; default risk may impact all credit-sensitive transactions, including loans and securities.

The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Continuing operations

	Trade receivables							
31 March 2024	Unbilled Dues	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3years	More than 3 years	Total
ECL Rate	0%	0%	0%	0%	0%	0%	39.19%	2.20%
Estimated total gross carrying amount at default	147.55	727.74	90.62	12.43	17.74	-	59.20	1,055.28
ECL - simplified approach	-	-	-	-	-	-	23.20	23.20
Net carrying amount	147.55	727.74	90.62	12.43	17.74	-	36.00	**1,032.08**

	Trade receivables							
31 March 2023	Unbilled Dues	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3years	More than 3 years	Total
ECL Rate	0%	0%	0%	0%	0%	0%	35.48%	0.40%
Estimated total gross carrying amount at default	337.79	294.41	52.20	11.02	32.91	65.77	9.02	803.12
ECL - simplified approach	-	-	-	-	-	-	3.20	3.20
Net carrying amount	**337.79**	**294.41**	**52.20**	**11.02**	**32.91**	**65.77**	**5.82**	**799.92**

Discontinuing operations

	Trade receivables							
31 March 2024	Unbilled Dues	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3years	More than 3 years	Total
ECL Rate	0%	0%	0%	0%	0%	61.04%	100.00%	4.92%
Estimated total gross carrying amount at default		584.32	3,199.97	6.18	63.21	131.63	121.78	4,107.09
ECL - simplified approach	-	-	-	-	-	80.35	121.78	202.13
Net carrying amount	-	584.32	3,199.97	6.18	63.21	51.28	-	**3,904.95**

	Trade receivables							
31 March 2023	Unbilled Dues	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3years	More than 3 years	Total
ECL Rate	0%	0%	0%	0%	0%	35.99%	100.00%	2.27%
Estimated total gross carrying amount at default		563.31	2,191.94	408.97	40.98	80.99	36.04	3,322.22
ECL - simplified approach	-	-	-	-	10.27	29.14	36.04	75.46
Net carrying amount	-	**563.31**	**2,191.94**	**408.97**	**30.71**	**51.84**	-	**3,246.76**

(B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Group liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the Group operates.

Financial arrangement
The Group has access to the following undrawn borrowings facilities at the end of the reporting period.

Particular	31 March 2024	31 March 2023
Borrowings (other than cash credit facilities)	23,503.56	10,433.36

However, Compulsory Convertible Preference Shares amounting to Rs. 2,712.45 millions (In USD 32.50 million) (31 March 2023: Rs. 1,643.40 million (USD 20.00 million)) is yet to be disbursed as on 31 March 2024

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments, where applicable.

Continuing operations

In Rs million unless otherwise stated

31 March 2024	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest)	1,491.34	3,765.81	34,917.81	19,334.27	59,509.22
Lease liabilities (refer note 21)	-	1,652.53	381.67	2,097.21	4,131.42
Trade payables	-	1,671.90	-	-	1,671.90
Other financial liabilities	-	1,308.73	10,294.76	-	11,603.49
Total	**1,491.34**	**8,398.97**	**45,594.24**	**21,431.48**	**76,916.02**

In Rs million unless otherwise stated

31 March 2023	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest)	541.82	6,504.03	9,629.06	9,043.17	25,718.08
Lease liabilities (refer note 21)	-	6.34	15.74	53.04	75.12
Trade payables	-	506.54	-	-	506.54
Other financial liabilities	-	774.31	3,318.80	-	4,093.11
Total	**541.82**	**7,791.23**	**12,963.60**	**9,096.21**	**30,392.86**

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Discontinuing operations

In Rs million unless otherwise stated

31 March 2024	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest)	12.45	535.18	1,200.10	6.36	1,754.09
Lease liabilities (refer note 18)	-	19.99	1.06	42.77	63.82
Trade payables	1,239.46	7,256.51	174.40	-	8,670.37
Other financial liabilities	-	28.32	-	-	28.32
Total	2,491.37	15,096.52	1,549.96	49.12	19,186.97

31 March 2023	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest)	38.05	582.63	1,611.65	3.75	2,236.08
Lease liabilities (refer note 21)	-	17.65	1.06	62.92	81.63
Trade payables	1,012.47	2,998.33	20.00	-	4,030.81
Other financial liabilities	-	95.78	-	-	95.78
Total	1,050.52	3,694.40	1,632.71	66.67	6,444.30

The gross outflows disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

(C) Market risk

a) Foreign exchange risk

The Group is exposed to foreign exchange risk on account of its payables in foreign currency. Financial assets (trade receivables) (other than Indian Rupees) as at 31 March 2024 are USD 15.07 million (31 March 2023: USD 6.26 million).

The Group operates internationally and portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales and services in overseas and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies.

Derivative Instruments

a) Derivative outstanding as at reporting date	In absolute Figure		In absolute Figure	
	As at 31 March 2024		As at 31 March 2023	
Forward contracts to sell USD	USD	1,50,70,335	USD	62,57,641

Derivative Financial Instruments such as foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

b) Foreign currency risk sensitivity

In Rs million unless otherwise stated

A Change of 5% in Foreign currency would have Impact on Profit before Tax	As at 31 March 2024		As at 31 March 2023	
	5% Increase	5% decrease	5% Increase	5% decrease
USD	62.82	(62.82)	25.72	(25.72)

Above foreign exchange risk represents from discontinuing operations.

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b) Interest rate risk

i) Liabilities

The Group policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2024, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Group investments in fixed deposits all pay fixed interest rates.

Continuing operations

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

In Rs million unless otherwise stated

Particulars	31 March 2024	31 March 2023
Variable rate borrowing	10,859.57	4,234.84
Fixed rate borrowing	11,289.09	12,332.55
Total borrowings	**22,148.66**	**16,567.39**

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

In Rs million unless otherwise stated

Particulars	31 March 2024	31 March 2023
Interest sensitivity*		
Interest rates – increase by 100 basis points (31 March 2023: 100 basis points)	108.60	42.35
Interest rates – decrease by 100 basis points (31 March 2023: 100 basis points)	(108.60)	(42.35)

* Holding all other variables constant

Discontinuing operations

Below is the overall exposure of the Company to interest rate risk:

In Rs million unless otherwise stated

Particulars	31 March 2024	31 March 2023
Variable rate borrowing	9,723.36	8,926.87
Fixed rate borrowing	-	-
Total borrowings	**9,723.36**	**8,926.87**

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

In Rs million unless otherwise stated

Particulars	31 March 2024	31 March 2023
Interest sensitivity*		
Interest rates – increase by 100 basis points (31 March 2023: 100 basis points)	97.23	89.27
Interest rates – decrease by 100 basis points (31 March 2023: 100 basis points)	(97.23)	(89.27)

* Holding all other variables constant

ii) Assets

The Group fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Continuing operations

Interest rate risk exposure

Below is the overall exposure of the deposits:

In Rs million unless otherwise stated

Particulars	31 March 2024	31 March 2023
Fixed rate deposits	3,551.84	2,769.74
Total deposits	**3,551.84**	**2,769.74**

Discontinuing operations

Interest rate risk exposure

Below is the overall exposure of the deposits:

In Rs million unless otherwise stated

Particulars	31 March 2024	31 March 2023
Fixed rate deposits	293.19	148.48
Total deposits	**293.19**	**148.48**

The Group has fixed deposit with banks which are carried under the held till maturity category and have fixed rate of interest, and thereforer does not expose the Group to any cash flow or fair value risk.

c) Price Risk

The group is mainly exposed to the price risk due to its investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments. At 31 March 2024, the investments in debt mutual funds amounts to Rs. 15.34 millions (31 March 2023: Rs.14.79) and Invemstment in shares amounts to Rs. 5.18 Millions (31 March, 2023: Rs. NIL) . These are exposed to price risk. The Group has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in mutual funds. 1% increase in prices would have led to approximately an additional Rs.0.15 millions gain in the Consolidated Statement of Profit and Loss (FY 2022-23: Rs. 0.15) and 1% decrease in prices would have led to an equal but opposite effect.

Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep an optimum gearing ratio. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Continuing operations

In Rs million unless otherwise stated

Particulars	31 March 2024	31 March 2023
Borrowings	31,755.20	26,242.67
Lease liability	2,554.54	123.18
Other financial liabilities	11,730.81	4,220.43
Less: Cash and cash equivalents	955.89	5,006.82
Net debt	**45,084.66**	**25,579.46**
Equity	13,606.90	15,124.96
Total equity	**13,606.90**	**15,124.96**
Capital and net debt	**58,691.56**	**40,704.42**
Gearing ratio (%)	**76.82%**	**62.84%**

Above amount represents total of both from continuing and discontinuing operations

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SAEL INDUSTRIES LIMITED

39 Terms of borrowings

In Rs million unless otherwise stated

S. No.	Entity Name	Nature of loan	Borrowing from	Name of Bank/ Financial institution	Nature of security	Terms of repayment and interest rate	31 March 2024	31 March 2023
Continuing operations								
1	SAEL Limited	Non- Convertible Debentures	Financial Institutions	1. India Infradebt Limited 2. ASEEM Infrastructure Finance Limited 3. TATA Cleantech Capital Limited 4. Kotak Infrastructure Debt Fund Limited	1 First pari passu charge by way of:- (a) mortagage of entire immovable property (b) Charge by way of hypothecation on the entire movable properties (c) Charge on the entire cash flows, receivables, book debts and revenues. (d) Charge by way of assignment or hypothecation of all the rights, title etc in project documents. (e) Charge on DSRA (f) First ranking pari passu pledge of 100% of the equity shares of issuer (g) Personal guarantee	Non convertible debenture is of Rs. 11,289.09 millions (31 March 2023 : Rs. 12,332.55 millions) @ 9.85% p.a. (In the previous year @ 9.85% p.a.) subject to an increase of 0.25% for each notch of a downgrade of External Credit Rating. Interest is payable on a monthly basis. The loan is repayable in 40 installments starting from March 2023 and ending in November 2032. Mandatory cash sweep is repayable in 21 installments starting from March 2023 and ending in November 2032.	11,289.09	12,332.55
24	SAEL Solar P6 Private Limited	Term Loan	Bank	Indian Bank	(A) Charge is on entire movable & immovable fixed assets of the 2GW solar Module Manufacturing Plant located in village Patan, Kishangarh Distt. Ajmer, Rajasthan. (B) Company to create/maintain Debt Service reserve Account (DSRA) for 3 months principal and interest. (C) Pledge of 51% shares of the promoters from the equity contribution introduced for the proposed projects.	Indian bank term loan is of Rs 1,850.19 millions @ 9.10% p.a. to 9.70% p.a. The loan is repayable in 20 Quaterly instalments starting from 30 September 2024 and ending in 30 June 2029.	1,850.19	
26	SAEL Solar Solutions Private Limited	Term loan	Bank	Punjab National Bank	First & exclusive charge of our bank on all the proposed block assets of the company to be installed/constructed on the leased land (Lease land not proposed to be mortgaged) situated at district of Punjab.	Punjab National Bank term loan is of Rs 1,723.11millions (31 March 2023: Nil) @ 9.15% p.a. (In the previous year :- Nil). The loans are repayable in 77 quarterly installments starting from January 2025 and ending in January 2044.	1,723.11	-
22	(i) KTA Powers Private Limited (ii) TNA Powers Private Limited (iii) VCA Powers Private Limited (iv) Chattargarh Renewable Energy Private Limited (v) Sardarshahar Agri Energy Private Limited	Term Loan	Bank	Asian Development Bank	1 First pari passu charge by way of:- (a) mortagage of entire immovable property (b) Charge by way of hypothecation on the entire movable properties (c) Charge on the entire cash flows, receivables, book debts and revenues. (d) Charge by way of assignment or hypothecation of all the rights, title etc in project documents. (e) First ranking pari passu pledge of 100% of the equity shares of issuer (f) Personal guarantee (g) Unconditional guarantee from each guarantor in favour of common security trustee.	Term Loan from Asian Development Bank is of Rs 3,466.64 millions (31 March 2023 : Nil) @ 9.75% p.a. (31 March 2023: Nil.). Interest is payable on a quarterly basis. The loan is repayable in 38 installments starting from January 2026 and ending in April 2035.	3,466.64	-
23	Jasrasar Green Power Energy Private Limited	Term Loan	Bank	Punjab National Bank	First & exclusive charge on all the proposed block assets of the company to be installed/constructed on the factory land situated at village Jasrasar North, Tehsil Nokha District Bikaner.	Punjab National Bank term loan is of Rs 992.75 millions (31 March 2023: Nil) @ 9.15% p.a. (31 March 2023: Nil).The loan is payable in 177 monthly installments starting from October 2025 and ending in June 2040.	992.75	-
17	SAEL Solar Mfg Private Limited	Working capital facility	Bank	Punjab National Bank	Working capital facility from banks on consortium / standalone basis are secured against entire current assets of the company by hypothecation of present and future stocks of raw material, finished goods, packing material, spare parts on the basis of first pari-passu charge of the respective units with consortium members banks equitable mortgage of specific properties at various units/ locations in the name of directors, family members and personal guarantees of directors and family members.	Working capital loan is of Rs 570.84 million (31 March 2023: Rs.87.99 million) @ 8.00% p.a. to 10.00% p.a. The loan is repayable on demand.	570.84	87.99
18	Sunfree North East Renewable Energy Private Limited	Term Loan	Bank	Indian Bank	(A) Charge is on entire movable & immovable fixed assets of the 15MW solar power project located in village Vankal, Distt. Khwazawl, Mizoram. (B) Company to create/maintain Debt Service reserve Account (DSRA) for 2 quarters principal and interest. (C) Pledge of 51% shares of the promoters from the equity contribution introduced for the proposed projects.	Indian bank term loan is of Rs 542.76 millions (31 March, 2023 : 583.18 millions) @ 9.00% p.a. to 11.00% p.a. (31 March, 2023: @9.00% p.a. to 11.00% p.a.). The loan is repayable in 167 monthly instalments starting from February 2023 and ending in November 2036.	542.76	583.18
11	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	Term loan	Bank	UCO Bank	(A) Primary security : (i) Pari – passu first charge on the fixed assets created with the bank finance in 15 MW biomass power project of the company at Kaithal, Haryana (iii) Pari – passu first charge on the project's book debts , operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising, present and future, bank accouts, cash inflows etc (iii) Mortgage on the land acquired by the company for the 15 MW biomass power project at village Kangthali tehsil Guha, district Kaithal, Haryana. (B) Collateral security : (i) Assignment of receivable rights Power Purchase Agreements (PPAs) signed with Haryana Renewable Energy Development Agency (HAREDA) Haryana to secure the repayments. (ii) Collateral security by way of pledge of 51% shares to be acquired by the promoters by way of equity/ promoters contribution. (C) The credit facility is further secured by personal gurantee of directors and their relatives.	UCO bank term loan is of Rs 430.29 millions (31 March, 2023 : Rs 465.21 millions) @ 9.95% p.a. (In the previous year:- 8.80 p.a.) The loan is repayable in 120 monthly instalments starting from September 2021 and ending in August 2031.	430.29	465.21

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WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *
SAEL INDUSTRIES LIMITED

39 Terms of borrowings

In Rs million unless otherwise stated

S. No.	Entity Name	Nature of loan	Borrowing from	Name of Bank/ Financial institution	Nature of security	Terms of repayment and interest rate	31 March 2024	31 March 2023
8	SAEL Limited	Working capital facility	Bank	Consortium banks	Working capital facility from banks on consortium / standalone basis are secured against entire current assets of the company by hypothecation of present and future stocks of raw material, finished goods, packing material, spare parts on the basis of first pari-passu charge of the respective units with consortium members banks equitable mortgage of specific properties at various units/ locations in the name of directors, family members and personal guarantees of directors and family members.	Working capital loan is of Rs 411.83 million (31 March, 2023 : Rs. 543.76 million) @ 8.00% p.a. to 10.00% p.a.(In the previous year @ 8.00% p.a. to 10.00% p.a). The loan is repayable on demand.	411.83	543.76
13	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	Term loan	Bank	UCO Bank	(A) Primary security : (i) Pari – passu first charge on the fixed assets created with the bank finance in 15 MW biomass power project of the company at Kaithal, Haryana (iii) Pari – passu first charge on the project's book debts , operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising, present and future, bank accouts, cash inflows etc (iii) Mortgage on the land acquired by the company for the 15 MW biomass power project at village Kangthali tehsil Guha, district Kaithal, Haryana. (B) Collateral security : (i) Assignment of receivable rights Power Purchase Agreements (PPAs) signed with Haryana Renewable Energy Development Agency (HAREDA) Haryana to secure the repayments. (ii) Collateral security by way of pledge of 51% shares to be acquired by the promoters by way of equity/ promoters contribution. (C) The credit facility is further secured by personal gurantee of directors and their relatives.	UCO Bank term loan is of Rs 359.57 millions (31 March 2023: Nil) @ 9.75% p.a. (In the previous year :- Nil).The loan is repayable in 97 monthly installments starting from July 2023 and ending in July 2031.	359.57	-
16	SAEL Kaithal Renewable Energy Private Limited	Working capital facility	Bank	Consortium banks	Working capital facility from banks on consortium / standalone basis are secured against entire current assets of the company by hypothecation of present and future stocks of raw material, finished goods, packing material, spare parts on the basis of first pari-passu charge of the respective units with consortium members banks equitable mortgage of specific properties at various units/ locations in the name of directors, family members and personal guarantees of directors and family members.	Working capital loan is of Rs 247.40 million (31 March 2023: Rs 246.57 million) @ 8.00% p.a. to 10.00% p.a. (In the previous year:- 8.00% p.a. to 10.00% p.a.) The loan is repayable on demand.	247.40	246.57
21	Universal Biomass Energy Private Limited	Working Capital Term Loan	Bank	ICICI bank	(A) Primary security:- Extension of charge on entire present and future current assets of the Company. (B) Collateral security:- Extension of equitable mortgage/ charge on the existing properties held as collateral. The additional working capital term loan granted shall rank pari passu with the existing credit facilities in terms of cash flows and security with charge on the assets financed under the scheme to be created within a period of 3 months from the date of disbursal. Extension of charge on primary and collateral securities.	ICICI Bank working capital term loan is of Rs 149.97 millions (31 March, 2023 : nil) @ 7.50% p.a.	149.97	-
25	SAEL Engineering Private Limited	Working capital facility	Bank	State Bank of India	Working capital facility from banks on consortium / standalone basis are secured against entire current assets of the company by hypothecation of present and future stocks of raw material, finished goods, packing material, spare parts on the basis of first pari-passu charge of the respective units with consortium members banks equitable mortgage of specific properties at various units/ locations in the name of directors, family members and personal guarantees of directors and family members.	Working capital loan is of Rs 91.35 million (31 March 2023: Rs. 57.15 million) @ 8.00% p.a. to 10.00% p.a. The loan is repayable on demand.	91.35	57.15
27	SAEL Solar Solutions Private Limited	Term loan	Bank	Punjab National Bank	(A) Primary security:- Extension of charge on entire present and future current assets of the Company. (B) Collateral security:- Extension of equitable mortgage/ charge on the existing properties held as collateral. The additional working capital term loan granted shall rank pari passu with the existing credit facilities in terms of cash flows and security with charge on the assets financed under the scheme to be created within a period of 3 months from the date of disbursal. Extension of charge on primary and collateral securities.	Punjab National Bank working capital term loan is of Rs 19.95 millions (31 March, 2023 : nil) @ 9.60% p.a.	19.95	-
19	Universal Biomass Energy Private Limited	Vehicle loan	Bank	AU Small finance Bank	The loan has been sanctioned against vehicle	AU Small Finance bank vehicle loan is of Rs 1.30 millions.(31 March, 2023 : Rs 1.90 millions) @ 8.50% p.a. (In the previous year:- 8.50% p.a.) The loan is repayable in 60 monthly installments starting from February 2021 and ending in February 2026.	1.30	1.90
14	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	Vehicle loan	Bank	Axis Bank	Vehicle loans are secured against the specific vehicle for which the loan is sanctioned.	Axis Bank vehicle loan is of Rs 0.83 millions (31 March 2023: Rs 1.49 millions) @ 7.00% p.a. to 8.00% p.a. (In the previous year :- 7.00% p.a. to 8.00% p.a.).The loan is repayable in 62 monthly instalments starting from March 2020 and ending in April 2025.	0.83	1.49

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39 Terms of borrowings

In Rs million unless otherwise stated

S. No.	Entity Name	Nature of loan	Borrowing from	Name of Bank/ Financial institution	Nature of security	Terms of repayment and interest rate	31 March 2024	31 March 2023
7	SAEL Limited	Vehicle loan	Bank	Punjab National Bank	Vehicle loans are secured against the specific vehicle for which the loan is sanctioned.	Punjab National Bank vehicle loans are of Rs 0.76 millions (31 March 2023: Rs 2.69 millions) @ 6.85% p.a. to 9.50% p.a. (In the previous year :- 7.00% p.a. to 9.00% p.a.). The loans are repayable as per their respective sanctioned terms, ending in July 2025.	0.78	2.70
2	SAEL Limited	Term loan	Bank	State Bank of India	Term loan is secured by first charge on entire fixed assets of the company purchased or to be purchased for roof top 5 nothern railway sites at Kalka, Jagadhari, Amritsar, Charbagh and Alambagh.	State Bank of India term loan is of Rs Nil (31 March, 2023 : Rs 51.59 millions) @ 7.50% p.a. to 9.00% p.a.(In the previous year:- 7.35% p.a. to 7.50% p.a.) The loan has been repaid on 3 April 2023.	-	51.59
3	SAEL Limited	Term loan	Bank	State Bank of India	Term loan is secured by first charge on entire fixed assets of the company purchased or to be purchased for roof top at Adesh foundation and Delhi Sikh Gurdwara Management Committee and other proposed locations.	State Bank of India term loan is of Rs nil (31 March, 2023 : Rs 54.35 millions) @ 7.50% p.a. to 9.00% p.a.(In the previous year:- 7.00% p.a. to 8.30% p.a.) The loan has been repaid on 3 April 2023.	-	54.35
4	SAEL Limited	Term loan	Bank	State Bank of India	Term loan is secured by first charge on entire fixed assets purchased or to be purchased as per sanctioned project.	State Bank of India term loan is of Rs Nil (31 March, 2023 : Rs 170.74 millions) @ 7.50% p.a. to 9.00% p.a. (In the previous year :- 7.50% p.a. to 8.30% p.a.) The loan has been repaid on 3 April 2023.	-	170.74
5	SAEL Limited	Term loan	Bank	State Bank of India	Term loan is secured by first charge on entire fixed assets purchased or to be purchased as per sanctioned project.	State Bank of India term loan is of Nil (31 March, 2023 : Rs 80.12 millions) @ 7.50% to 8.50% p.a.(In the previous year:- 7.50% p.a) The loan has been repaid on 3 April 2023	-	80.12
6	SAEL Limited	Term loan	Bank	Indian Bank	(A) Exclusive charge on entire fixed assets located in village Sahapura, Mawasa and Khutela in tehsil Konch, Uttar-Pradesh including equitable mortagage of entire project land and building to be constructed there upon and hypothecation charged on entire plant and machinery and equipment and other current assets both present and future of the said project. (B) The credit facility is further secured by personal guarantee of directors and their relatives.	Indian Bank term loan is of Rs nil (31 March, 2023 : Rs 1,043.06 millions) @ 9.00% p.a. to 11.00% p.a. (In the previous year: @ 9.00% p.a.). The loan has been repaid on 3 April 2023.	-	1,043.06
9	LAXJEET RENEWABLE ENERGY PRIVATE LIMITED	Term Loan	Bank	Punjab National Bank	(A) Primary Security:- Exclusive charge on all existing and proposed block assets of the company to be constructed/ installed on 18.10 acres of land at village Anarkali, Taluk Nagamangala, district Mandya in the state of Karnataka or any other security acceptable to the bank. (B) Collateral Security:- In line with extant guidelines conveyed through LA cir No. 74 dated 30.09.2016, collateral security in the shape of equitable mortgage of immovable property i.e commercial building having market value of Rs 43,700.00 thousdands and realisable value of Rs 39,400.00 thousands million providing 17.51% collateral average. (C) The credit facilities is further secured by personal guarantee of directors and their relatives	Punjab National Bank term loan is of Nil (31 March, 2023 : 135.90 millions) @ Nil (In the previous Year:- 8.00% p.a. to 10.90% p.a.) The loan has been prepaid on 3 April, 2023.	-	135.90
10	LAXJEET RENEWABLE ENERGY PRIVATE LIMITED	Working Capital Term Loan	Bank	Punjab National Bank	(A) Exclusive charge of Punjab National Bank on all existing and proposed block assets (including plant and machineries and equipment installed or to be installed), Building already constructed/ to be constructed including equitable mortgage of land at village Ankanalli, Taluk Nagamangala, District Mandya in the state of Karnataka or any other security acceptable to the bank. (B) Extension of charge over the existing primary and collateral securities excluding personal/ Corporate guarantees wherever applicable	Punjab National Bank term loan is of Nil (31 March, 2023: Rs. 56.92 millions) @ Nil (In the previous year : 7.50% p.a. to 8.00% p.a.). The loan has been prepaid on 3 April, 2023.	-	56.92
12	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	Term loan	Bank	Indian Bank	(A) Primary Security : (i) Pari – passu first charge on the fixed assets created with the bank finance in 15 MW biomass power project of the company at Kaithal, Haryana (iii) Pari – passu first charge on the project's book debts , operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising, present and future, bank accouts, cash inflows etc (iii) Mortgage on the land acquired by the company for the 15 MW biomass power project at village Kangthali tehsil Guha, district Kaithal, Haryana. (B) Collateral security : (i) Assignment of receivable rights/Power Purchase Agreement (PPAs) signed with Haryana Power Purchase Centre (HPPC). (ii) Collateral security by way of pledge of 51% shares to be acquired by the promoters by way of equity/ promoters contribution. (C) The credit facility is further secured by personal gurantee of directors and their relatives.	Indian bank term loan is of Nil (31 March, 2023 : Rs 401.14 millions) @ 9.95% p.a. (In the previous year:- 8.80% p.a.) The loan is repayable in 120 monthly instalments starting from September 2021 and ending in August 2031. But now the loan has been shifted to UCO Bank.	-	401.14
15	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	Vehicle loan	Bank	UCO Bank	Vehicle loans are secured against the specific vehicle for which the loan is sanctioned.	UCO Bank vehicle loan is of Nil (31 March 2023: Rs 1.44 millions) @ 7.00% p.a. to 9.00% p.a. (In the previous year :- 7.00% p.a. to 8.00% p.a).The loan is repayable in 84 monthly instalments starting from October 2021 and ending in September 2028. But now it has been paid off during this year in March 2024	-	1.44
20	Universal Biomass Energy Private Limited	Working Capital Term Loan	Bank	Punjab National Bank	Working capital facility from banks on consortium / standalone basis are secured against entire current assets of the company by hypothecation of present and future stocks of raw material, finished goods, packing material, spare parts on the basis of first pari-passu charge of the respective units with consortium members banks equitable mortgage of specific properties at various units/ locations in the name of directors, family members and personal guarantees of directors and family members.	Working capital loan is of Rs Nil (31 March 2023: Rs 249.65 million) @ 8.00% p.a. to 10.00% p.a. The loan is repayable on demand.	-	249.65
					Total		**22,148.65**	**16,567.41**

G.D. SINGHAL & ASSOCIATES FRN : 017548N (FEROZEPUR CITY) CHARTERED ACCOUNTANTS
CHARTERED ACCOUNTANTS
SAEL INDUSTRIES LIMITED

39 Terms of borrowings

In Rs million unless otherwise stated

S. No.	Entity Name	Nature of loan	Borrowing from	Name of Bank/ Financial institution	Nature of security	Terms of repayment and interest rate	31 March 2024	31 March 2023
Discontinuing operations^								
1	Vehicle loan	SAEL Agri Commodities Limited	Bank	Punjab National Bank	Vehicle loans are secured against the specific vehicle for which the loan is sanctioned.	Punjab National Bank vehicle loans are of Rs 21.64 million (31 March 2023: 29.13 million) @ 7.00% p.a. to 9.00% p.a. The loans are repayable as per their respective sanctioned terms, ending in March 2030.	21.64	29.13
2	Vehicle loan	SAEL Agri Commodities Limited	Bank	Axis Bank	Vehicle loans are secured against the specific vehicle for which the loan is sanctioned.	Axis Bank vehicle loans are of Rs 4.21 million (31 March 2023: 6.24 million) @ 7.00% p.a. to 9.00% p.a. The loans are repayable as per their respective sanctioned terms, ending in January 2026.	4.21	6.24
3	Working capital facility	SAEL Agri Commodities Limited	Bank	Consortium banks	Working capital facility from banks on consortium / basis are secured against entire current assets of the company by hypothecation of present and future stocks of raw material, finished goods, packing material, spare parts on the basis of first pari-passu charge of the respective units with consortium members banks equitable mortgage of specific properties at various units/ locations in the name of directors, family members and personal guarantees of directors and family members.	Working capital loan is of Rs 8259.96 million (31 March, 2023 : 7047.95 million) @ 8.00% p.a. to 10.00% p.a. The loan is repayable on demand.	8,259.96	7047.95
4	Vehicle loan	SAEL Agri Commodities Limited	Bank	Punjab National Bank	Hypothecation of Mercedes Benz S Class Model SKD V223 S450 M and personal gurantee of Mr. Jasbir singh and Mr. Sukhbir singh.	Punjab National Bank term loan is of Rs 12.80 million (31 March, 2023 : Rs. 15.80 Million) @ 8.40%. The loan is repayable in 84 monthly instalments starting from Jan 2023 and ending in Jan 2030	12.89	15.8
5	Term Loan	SAEL Agri Commodities Limited	Bank	Punjab National Bank	Charge on entire present & future current assets of the company including stock & book debts arisen out of genuine trade transaction not older more than 90 days except government debts. The entire principal security for the CC(Hypothication of stocks & book & book debts) is to be charged with financing consortium member and is to be shared on Pari-passu basis.	Punjab National Bank term loan is of Rs 64.64 million (31 March, 2023 : Rs. 72.06 million) @ 8.50% p.a. The loan is repayable in 177 monthly instalments starting from Feb 2019 and ending in Nov 2027	64.64	72.06
6	Term Loan	SAEL Agri Commodities Limited	Bank	Punjab National Bank	First pari-pasu charge on entire current assets of Unit-V with consortium membrers of Unit-V and Unit first pari pasu charge on the assets of Unit-IV of SAEL Limited with consortium members of Unit V and Unit VI.	Punjab National Bank term loan is of Rs 1360 million (31 March, 2023 : Rs. 1755.65 million) @ 8.60% p.a. The loan is repayable in 54 monthly instalments starting from March 2023 and ending in June September 2027.	1,360.00	1755.65
					Total		9,723.34	8,926.83

^Note :- The above working capital facilities & corporate loan have been collaterally secured by M/s SAEL Lilimted warehousing fixed assets situated at ten different locations in the state of Uttar Pradesh (U.P.) in Unit 4 of M/s SAEL Limited having a book value of Rs. 2061.87 million as on 31 March 2024.

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40 Related parties

I Names of related parties and related party relationship

The names of related parties where control exists and/or with whom transactions have taken place during the period and description of relationship as identified by the management are:

a) Directors

Mr. Jasbir Singh (Managing Director)
Mr. Sukhbir Singh (Director)
Mr. Laxit Awla
Mr. Harbhajan Singh (Independent director) (appointed effective from 29 March 2023)
Mr. Inge Karsten Stoelen (appointed effective from 7 June 2023)
Mr. Bjornar Baugerud (appointed effective from 06 May 2024)

b) Key Managerial Person other than Directors

Mr. Dushyant Kumar (Chief Financial Officer, appointed effective from 04 July 2023)
Mr. Vishal Garg (Company Secretary, appointed effective from 04 July 2023)

c) Relatives of Directors and Key Managerial Person

Mrs. Palki Awla
Mrs. Seema Awla
Mrs. Neetu Awla

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WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *
SAEL INDUSTRIES LIMITED
G.D. SINGHAL & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN : 017648N FEROZEPUR CITY

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Notes to Consolidated Financial Statements for the year ended 31 March 2024

II Transactions with related parties and outstanding balances

In Rs million unless otherwise stated

S. No.	Particular	For the period ended 31 March 2024	For the period ended 31 March 2023
(A)	**Transaction with related parties**		
1	**Remuneration to directors/ key managerial person**		
	Jasbir Singh	24.00	3.45
	Sukhbir Singh	24.00	2.76
	Laxit Awla	6.00	6.00
	Vishal Garg (CS)	1.51	1.51
	Avinash Jaiswal (CFO)	-	1.82
	Kainaat Awla	-	0.60
	Dushyant Kumar	5.69	
		55.51	**16.14**
2	**Loan received from related party**		
	Jasbir Singh	-	272.04
	Sukhbir Singh	-	269.78
		-	**541.82**
8	**Repayment of loan received from related parties**		
	Jasbir Singh	29.71	-
	Sukhbir Singh	38.98	-
		68.69	-
3	**Sale made/ Services given related parties**		
	Sunlayer Energy Private Limited	-	9.56
		-	**9.56**
4	**Sale of investment**		
	H.S. Awla Foundation	-	0.09

In Rs million unless otherwise stated

S. No.	Particular	As at 31 March 2024	As at 31 March 2023
(B)	**Outstanding balances**		
1	**Loan from related party (short term borrowings)**		
	Jasbir Singh	242.33	272.04
	Sukhbir Singh	230.80	269.78
		473.13	**541.82**
2	**Security deposit given**		
	Palki Awla	6.67	6.67
	Seema Awla	6.67	6.67
	Neetu Awla	6.67	6.67

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

G.D. SINGHAL & ASSOCIATES * FRN : 017648N FEROZEPUR CITY * CHARTERED ACCOUNTANTS

SAEL INDUSTRIES LIMITED

41 **Segment analysis**

The Managing Director of Group takes decisions in respect of allocation of resources and assesses the performance basis the reports/ information provided by functional heads and is thus considered to be the Chief Operating Decision Maker (CODM).

The operating segments are based on Group internal reporting structure and the manner in which operating results are reviewed by the CODM.

An operating segment is defined as a component of the Group that represents business activities from which it earns revenues and incurs expenses and for which discrete financial information is available. The Group has evaluated the applicability of segment reporting and has concluded that Group are operating in the field of renewable energy generation and others (rice, solvent extraction and warehousing). Therefore, there is reportable segment for the Group.

Information about reportable segments — **In Rs million unless otherwise stated**

Particulars	Power	Others	Total	Power	Others	Total
	For the year ended 31 March 2024			For the period from 25 April 2022 to 31 March 2023		
Segment revenue	5,584.67	35,879.56	41,464.23	3,889.33	25,388.42	29,277.75
Other income	285.45	69.62	355.07	91.90	69.44	161.34
Total income	**5,870.12**	**35,949.18**	**41,819.31**	**3,981.22**	**25,457.86**	**29,439.09**
Less: Income pertaining to discontinuing operations	-	35,949.18	35,949.18	-	25,457.86	25,457.86
Total income from continuing operations	**5,870.12**	**-**	**5,870.12**	**3,981.23**	**-**	**3,981.23**
Segment result from operations	(1,079.92)	-	(1,079.92)	(222.95)	1,342.37	1,119.42
Allocated corporate expenses	-	-	-	-	-	-
Operating profit/ (loss)						
Less: Interest and finance charges	1,511.36	-	1,511.36	983.41	701.96	1,685.37
Add: Allocated exceptional items gain/ (loss)	(50.40)	-	(50.40)	-	-	-
Loss before tax from continuing operations	(2,641.68)	-	(2,641.68)	(1,206.36)	-	(1,206.36)
Less: Tax expense	42.23	-	42.23	(360.22)	-	(360.22)
Loss after tax from continuing operations	(2,683.91)	-	(2,683.91)	(846.14)	-	(846.14)
Profit/ (loss) before tax pertaining to discontinuing operations	-	1,230.11	1,230.11	-	640.41	640.41
Less: Tax expense	-	76.94	76.94	-	144.89	144.89
Profit/ (loss) after tax from discontinuing operations	-	1,153.18	1,153.18	-	495.52	495.52
Profit/ (loss) for the period	(2,683.91)	1,153.18	(1,530.74)	(846.14)	495.52	(350.62)
Other comprehensive income/ (loss)	12.68	-	12.68	(0.08)	-	(0.08)
Total comprehensive income	**(2,671.23)**	**1,153.18**	**(1,518.06)**	**(846.22)**	**495.52**	**(350.70)**

Information about reportable segments — **In Rs million unless otherwise stated**

Particulars	Power	Others	Total	Power	Others	Total
	As at 31 March 2024			As at 31 March 2023		
Segment assets	38,691.63	33,461.78	72,153.41	24,721.57	26,942.55	51,664.12
Transferred to discontinuing operations (refer note 47)	-	33,461.78	33,461.78	-	26,942.55	26,942.55
Total	**38,691.63**	**-**	**38,691.63**	**24,721.57**	**-**	**24,721.57**
Unallocated corporate assets	-	-	-	-	-	-
Total assets	**38,691.63**	**-**	**38,691.63**	**24,721.57**	**-**	**24,721.57**
Segment liabilities	52,996.30	19,157.11	72,153.41	37,940.28	13,723.84	51,664.12
Transferred to discontinuing operations (refer note 47)	-	19,157.11	19,157.11	-	13,723.84	13,723.84
Total	**52,996.30**	**-**	**52,996.30**	**37,940.28**	**-**	**37,940.28**
Unallocated corporate liabilities	-	-	-	-	-	-
Total liabilities	**52,996.30**	**-**	**52,996.30**	**37,940.28**	**-**	**37,940.28**

Information about major customers:

Continuing Operations

Particulars	For the year 31 March 2024		For the year 31 March 2023	
	Amount	% of total revenue	Amount	% of total revenue
Punjab State Power Corporation Limited	2,458.96	51%	1,938.25	48%
Uttar Pradesh Power Corporation Limited	1,198.73	30%	1,085.23	27%
Haryana Power Purchase Center		0%	403.43	10%

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42 Earnings per share

Both the basic and diluted earnings per share have been calculated using the profit attributable to shareholders of the parent company as the numerator, i.e. no adjustments to profit were necessary.

The reconciliation of the weighted average number of shares for the purposes of diluted earnings per share to the weighted average number of ordinary shares used in the calculation of basic earnings per share is as follows:

In Rs million unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
Profit pertaining to be continuing operations	(2,683.91)	(846.14)
Profit pertaining to be discontinued operations	1,153.17	495.52
Number of equity shares	4,61,29,297	4,61,29,207
Weighted average number of equity shares	4,61,29,209	3,41,24,248
Basic and diluted loss per share from continuing operations	(58.18)	(24.80)
Basic and diluted earnings per share pertaining to discontinuing operations	25.00	14.52
Basic and diluted earnings per share from continuing and discontinuing operations	(33.18)	(10.27)

43 Details of assets pledged

The carrying amounts of assets pledged as security for current and non-current borrowings are:

In Rs million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Current		
Inventories	2,273.20	1,642.69
Investments	7.93	5.71
Trade receivables	1,032.08	783.65
Cash and cash equivalents	924.84	3,712.44
Other bank balances	2,728.61	651.20
Other financial assets	386.15	394.31
Other current assets	2,318.02	299.72
Disposal Group held for sale	33,461.78	24,106.42
Total	**43,132.60**	**31,596.14**
Non-current		
Property, plant and equipment	15,660.74	12,259.51
Capital work-in-progress	7,987.94	1,143.49
Investments	2.00	2.00
Other financial assets	596.22	158.83
Other non current assets	941.68	674.89
Total	**25,188.58**	**14,238.72**

44 Capitalisation of expenditure

The expenditure incidental to the setting up of the project is included in capital work in progress (CWIP) which is apportioned to the assets on completion of the project and commencement of commercial operations. The Group has capitalised the following expenses to the cost of fixed asset/ capital work-in-progress:

In Rs million unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
Opening balance	64.69	-
Addition on account of capital reorganisation	-	102.79
Bank charges	28.42	0.99
Employee benefit expense	112.83	20.94
Repairs & maintenance	14.12	1.64
Rent & hire charges	5.14	0.91
Rates & taxes	68.12	0.43
Legal & professional charges	20.22	0.55
Finance costs	656.36	72.56
Depreciation and amortisation expense	6.27	0.85
Security services	0.42	-
Power & Fuel	12.38	-
Bank guarantee charge	18.25	-
Insurance	6.02	2.47
Travelling and conveyance	2.09	1.56
Miscellaneous expense	19.80	7.63
Total	**1,035.11**	**213.32**
Less: transfer to property, plant and equipment	(36.04)	(148.63)
Less: Miscellaneous income	(2.79)	-
Net amount included in capital work in progress	**996.28**	**64.69**

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45 Reconciliation of liabilities from financing activities

Continuing operations

In Rs million unless otherwise stated

Particulars (2023-24)	As at 01 April 2023	Cash flows		Non cash changes	As at 31 March 2024
		Additions	Payments		
Long-term borrowings (including current maturities)	16,991.31	7,986.54	(3,107.76)	-	21,870.08
Lease liabilities (including current maturities)	123.18	-	(992.27)	3,423.63	2,554.54
Short-term borrowings (net)	9,251.35	1,427.36		-	10,678.71
Interest accrued on borrowings	7.34	-	(2,467.56)	2,549.28	89.06
Total liabilities from financial activities	**26,373.19**	**9,413.89**	**(6,567.59)**	**5,972.91**	**35,192.41**

Particulars (2022-23)	As at 25 April 2022	Cash flows		Non cash changes	As at 31 March 2023
		Additions	Payments		
Long-term borrowings (including current maturities)	-	13,818.00	(7,149.58)	10,322.89	16,991.31
Lease liabilities (including current maturities)	-	-	(10.45)	133.63	123.18
Short-term borrowings (net)	-	-	(2,061.66)	11,313.01	9,251.35
Interest accrued on borrowings	-	-	(1,512.57)	1,519.91	7.34
Total liabilities from financial activities	**-**	**13,818.00**	**(10,734.25)**	**23,289.44**	**26,373.20**

Amount represent total both from continuing and discontinuing operations.

Discontinuing operations

In Rs million unless otherwise stated

Particulars (2023-24)	As at 01 April 2023	Cash flows		Non cash changes	As at 31 March 2024
		Additions	Payments		
Long-term borrowings (including current maturities)	1,609.02	(396.21)	-	-	1,212.81
Lease liabilities (including current maturities)	81.63		(24.24)	6.43	63.82
Short-term borrowings (net)	7,505.79	1,181.47	-	-	8,687.25
Interest accrued on borrowings	-	-	-	-	-
Total liabilities from financial activities	**9,196.44**	**785.26**	**(24.24)**	**6.43**	**9,963.88**

Particulars (2022-23)	As at 01 April 2022	Cash flows		Non cash changes	As at 31 March 2023
		Additions	Payments		
Long-term borrowings (including current maturities)	-	1,609.02	-	-	1,609.02
Lease liabilities (including current maturities)	-	95.64	(21.82)	7.81	81.63
Short-term borrowings (net)	-	7,505.79	-	-	7,505.79
Interest accrued on borrowings	-	-	-	-	-
Total liabilities from financial activities	**-**	**9,210.45**	**-21.82**	**7.81**	**9,196.44**

46 Contingent liabilities and commitments

(i) Contingent liabilities

In Rs million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Co-guarantee issued	11,289.09	12,332.55
Total	**11,289.09**	**12,332.55**

(ii) Contingent liabilities

In Rs million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Continuing operations		
1. Disputed demand for*		
(i) Customs duty**	145.8	145.80
(ii) Income tax**	512.32	478.67
Discontinuing operations		
1. Letter of credit	1,081.75	757.19
Total	**1,739.87**	**1,381.65**

* All the matters above are subject to legal proceedings in the ordinary course of business. The management is confident that its position to be upheld in the appeals pending before various appellate authorities and no liabilities could arise on the Group on account of these proceedings.

** The Company has paid under protest amount Rs. 4.45 million and Rs. 30.47 million (31 March 2023: Rs 4.45 million and Rs. 8.97 million) against the custom duty and income-tax demands respectively.

All the matters above are subject to legal proceedings in the ordinary course of business. The management is confident that its position to be upheld in the appeals pending before various appellate authorities and no liabilities could arise on the Company on account of these proceedings.

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(iii) Capital commitment

In Rs million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Continuing operations		
Capital commitments (net of advance)	4,976.15	425.99
Total	**4,976.15**	**425.99**

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47 Disposal Group held for sale

As part of the business reorganization, the Board of Directors approved the transfer of warehousing business and agro business, with an objective to segregate the Group different businesses to ensure the smooth functioning of each business in the future. Accordingly, the activities of the Group's Warehousing business and agro business, considered a disposal group, are presented as discontinuing operations as per the provisions of Indian Accounting Standard 105 – 'Non-current Assets Held for Sale and Discontinued Opreations*. Tha assets/liabilities of the aforsaid business amounting to Rs. 33,461.78 million (31 March 2023 - Rs. 26,942.55 million) and Rs. 19,157.11 million (31 March 2023 - Rs. 13,723.84 million) respectively are classified as Disposal Group, classified as held for sale as on 31 March 2024.

Balance Sheet as at 31 March 2024

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024		As at 31 March 2023	
	Warehousing	Agro	Warehousing	Agro
Assets directly pertaining to discontinuing operations				
Assets				
Non current assets				
Property, plant and equipment	0.50	1,885.58	0.55	1,931.18
Right-of-use assets	-	46.89	-	62.18
Investment property	2,061.88	-	2,148.54	-
Financial assets	-	-		
Other financial assets	18.89	9.87	14.05	75.81
Deferred tax assets (net)	-	-	-	2.11
Other non current assets	-	55.37	-	44.46
	2,081.26	**1,997.71**	**2,163.14**	**2,115.74**
Current assets				
Inventories		23,876.93	-	18,527.99
Financial assets				
Investments		12.45	-	9.08
Trade receivables	51.63	3,904.96	51.15	3,271.56
Cash and cash equivalents	6.60	49.81	2.86	28.18
Bank balances other than cash and cash equivalents		279.82	-	73.34
Loans	52.93	-	-	56.28
Other financial assets	-	30.82	-	26.36
Current tax assets (net)	28.57		16.20	-
Other current assets	4.83	1,083.45	1.18	599.49
Total current assets	**144.56**	**29,238.24**	**71.39**	**22,592.28**
Total assets	**2,225.82**	**31,235.96**	**2,234.53**	**24,708.02**
Liabilities				
Non current liabilities				
Financial liabilities				
Borrowings	-	1,212.81	-	1,609.02
Lease liabilities	-	43.83	-	63.98
Provisions	0.45	33.87	0.63	30.99
Deferred tax liabilities (net)	-	7.79		-
	0.45	**1,298.30**	**0.63**	**1,703.99**
Current liabilities				
Financial liabilities				
Borrowings	26.98	8,687.25	18.63	7,505.79
Lease liabilities		19.99	-	17.65
Trade payables				
Total outstanding dues of micro enterpri			-	-
Total outstanding dues of creditors other than micro enterprises and	24.37	8,670.36	50.89	4,005.96
Other financial liabilities	0.43	28.32	-	127.32
Other current liabilities	24.27	137.31	24.02	48.52
Provisions	0.31	2.59	0.10	1.98
Current tax liabilities (net)		236.17	-	218.36
Total current liabilities	**76.36**	**17,782.00**	**93.64**	**11,925.58**
Total equity and liabilities	**76.82**	**19,080.29**	**94.27**	**13,629.57**

Statement of Profit and Loss for the year ended 31 March 2024

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2024		For the year ended 31 March 2023	
	Warehouse	Agri	Warehouse	Agri
Revenue				
Revenue from operations	125.07	35,754.49	120.01	25,268.41
Other income	0.44	69.18	0.33	69.11
Total revenue	**125.52**	**35,823.67**	**120.34**	**25,337.52**
Expenses				
Cost of materials consumed	-	31,977.13	-	21,660.55
Purchase of stock in trade	-	3,975.30	-	3,019.23
Change in inventories of finished goods	-	(3,725.48)	-	(2,302.05)
Employee benefits expense	3.06	283.25	4.49	278.07
Finance costs	0.03	1,004.72	0.55	701.41
Depreciation and amortisation expense	86.87	212.58	75.35	175.20
Other expenses	28.30	873.33	61.43	1,143.22
Total expense	**118.24**	**34,600.82**	**141.82**	**24,675.63**
Profit/ (loss) before tax	**7.27**	**1,222.85**	**(21.48)**	**661.89**

*The title deeds of all the freehold land forming part of the investment property are held in the name of the Group and are pledged against the borrowings taken by SAEL Agri Commodities Limited (Step Down Subsidiary of the Company).







48 Employee benefits

Defined contribution

Contributions are made to the recognised provident and family pension fund, cover all eligible employees under applicable Acts. Both the employees and the Group make pre-determined contributions to the provident fund. The contributions are normally based upon a proportion of the employee's salary. The Group has recognized an amount of Rs. 22.10 million for the year ended 31 March 2024 (31 March 2023 - Rs 20.04 million towards employer's contribution in provident fund and other funds in the consolidated statement of profit and loss.

Defined benefit obligation

Provision for gratuity, payable to eligible employees on retirement/separation, is based upon an actuarial valuation as at the balance sheet date. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The obligations are actuarially determined using the 'Projected Unit Credit Method' as at the balance sheet date. Gains/ losses on changes in actuarial assumptions are accounted in Other Comprehensive Income as identified by the management of the Group.

Other long term employee benefits

Provision for compensated absences, payable to eligible employees on availment/ retirement/ separation, is based upon an actuarial valuation as at the balance sheet date. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The obligation are actuarially determined using the 'Projected Unit Credit Method' as at the balance sheet date. Gains/ losses on changes in actuarial assumptions are accounted in Other Comprehensive Income.

In Rs. million unless otherwise stated

Particulars	Gratuity	
	31 March 2024	31 March 2023
Reconciliation of liability recognised in the Balance sheet:		
Present value of commitments	52.56	56.25
Net liability in the balance sheet	52.56	56.25
Movement in net liability recognised in the Balance sheet:		
Net liability as at the beginning of the year/ period	56.25	34.85
Net amount recognised as expenses in the statement of profit and loss	21.91	19.40
Benefits paid	(1.43)	2.12
Remeasurements-actuarial (gains) / losses	(24.17)	(0.12)
Net liability as at the end of the year/ period	**52.56**	**56.25**
Expenses recognised in the statement of profit and loss		
Current service cost	17.46	15.53
Past service cost	2.31	3.42
Interest cost	2.14	0.45
Expenses charged to the statement of profit and loss	**21.91**	**19.40**
Component of defined benefit cost recognised in other comprehensive income	**(24.17)**	**(0.12)**
Non current	48.77	28.66
Current	3.79	2.79

In Rs. million unless otherwise stated

Particulars	Gratuity	
	31 March 2024	31 March 2023
Reconciliation of defined-benefit commitments:		
Obligations as at the beginning of the year/ period	56.25	34.85
Current service cost	17.46	15.53
Past service cost	2.31	3.42
Interest cost	2.14	0.45
Benefits paid	(1.43)	2.12
Remeasurements- actuarial (gains) / losses	(24.17)	(0.12)
Obligations as at the end of the year/ period	**52.56**	**56.25**

Breakup of actuarial (gain) / loss

Particulars	31 March 2024	31 March 2023
Actuarial (gain)/loss on arising from change in financial assumption	0.80	(0.23)
Actuarial (gain)/loss on arising from experience adjustment	1.79	0.83
Actuarial (gain)/loss for the period on PBO	(26.76)	(0.72)
Total actuarial (gain)/loss	**(24.17)**	**(0.12)**

The actuarial valuation in respect of commitments and expenses relating to unfunded Gratuity are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expenses:

(a) Economic assumptions

Particulars	31 March 2024	31 March 2023
Discount rate	7.22% - 7.36%	7.26%
Ages (withdrawal rate)		
Up to 30 Years	3	3
From 31 to 44 years	2	2
Above 44 years	1	1
Expected rate of salary increase	8.00%	8.00%

(b) Demographic assumptions

Particulars	31 March 2024	31 March 2023
Retirement age	58 years	58 years
Mortality table	Indian Assured Lives Mortality (IALM) (2012-14)	Indian Assured Lives Mortality (IALM) (2012-14)







(c) Sensitivity analysis of defined benefit obligation

In Rs. million unless otherwise stated

Particulars	Gratuity	
	31 March 2024	31 March 2023
a) Impact of the change in discount rate		
i) Impact due to increase of 0.50%	(3.77)	(3.77)
ii) Impact due to decrease of 0.50%	4.17	4.17
b) Impact of the change in salary increase		
i) Impact due to increase of 0.50%	4.13	4.13
ii) Impact due to decrease of 0.50%	(3.77)	(3.77)

Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated.
Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(d) Maturity profile of defined benefit obligation

Particulars	Gratuity	
	31 March 2024	31 March 2023
Less than 1 year	3.83	4.06
Year 1 to 5	5.73	5.56
More than 5 years	43.94	46.64

The contribution expected to be made by the Compnay during the next financial year 2024-25 of Rs. 28.65 million (2023-24 of Rs 24.99 million).
Amount represent total both from continuing and discontinuing operations

(e) Other long term employee benefits
Long term compensated absences
Principal assumptions for long term compensated absences

Particulars	Gratuity	
	31 March 2024	31 March 2023
Discount rate	7.22% - 7.36%	7.26%
Expected return on plan assets		
Ages (withdrawal reate)		
Up to 30 Years	3	3
From 31 to 44 years	2	2
Above 44 years	1	1
Expected rate of salary increase	8.00%	8.00%
Retirement age	58 years	58 years
Mortality table	Indian Assured Lives Mortality (IALM) (2012-14)	Indian Assured Lives Mortality (IALM) (2012-14)

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49 i) Claim of State Subsidy lodged with Government (PICUP) of Rs. Nil was not accepted under Uttar Prdesh government's order No. 1502/77-6-2006-10 Tax -04 dated 01.06.2006. The Group filed a petition with Hon'ble Supreme Court in which the Hon'ble Supreme Court has decided the similar matter in favour of the Group. However, the Govt of Uttar Pradesh has not taken any decision and has not accepted our claim so far. Therefore, the Group has not accounted for the above subsidy.

ii) Loan of Rs. Nil (31 March 2022: Rs. 319.51 million) from government (PICUP) is against the deferred VAT liability of Ghazipur Plant and Shahjahanpur Plant in terms of GO No. 1502/77-2006-10-tax/04 dated 01.06.2012, the same loan will repayable between period 2028 to 2034. The given loan is the incentive from government and interest free, under GO no. 1502/77-6-2006-10 Tax - 04 dated 01.06.2006 and pursuant to the order passed by Hble Allahabad High Court. As per IND AS 109 : Financial Instruments" the same loan has been discounted at present value.

iii) The Group has signed Power Purchase Agreements with Uttar Pradesh Power Corporation Limited (UPPCL) for a period of 12 years for its power plant of 50 MW at agreed tariff rates.
UPPCL has submitted petition with Uttar Pradesh Regulatory Commission (UPERC) for the adoption and approval of aforesaid tariff rates but during the course of proceedings, the UPERC has directed the UPPCL & UPNEDA to renegotiate the tariff with the Group as per policy of the State Govt.
The Group was forced to sign the Supplementary PPA on 07.12.2017 in accordance with the UPERC order dated 21-11-2017 and adopted the reduced tariff as against the agreed tariff. The Group has booked the revenue on the reduced rates as per order of UPERC.
However, while adopting the tariff, the regulatory commission has extended the tenure of the PPA for a further period of 13 years. The Group has filed an appeal against reduction of tariff in the Appellate Tribunal.

ii) Ind AS 116 - Leases

The Group has lease agreements usually for a period of 10 - 30 years. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Group classifies its right-of-use assets in a consistent manner to its land.
Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublease the asset to another party, the right-of-use asset can only be used by the Group. The Group is prohibited from selling or pledging the underlying leased assets as security. The group does not have any low value leases.

Nature of leasing activities
The Group has entered into lease arrangements for various land that are renewable on a periodic basis with approval of both lessor and lessee.

Set out below are the carrying amounts of right-of-use assets recognized and the movement during the year/ period;

In Rs. million unless otherwise stated

Particular	As at 31 March 2024	As at 31 March 2023
Opening balance	55.91	-
Addition on account of capital reorganisation	-	163.25
Addition during the year/ period	3,389.45	19.88
Disposal/ adjustment	5.60	-
Transfer to discontinuing operations (refer note 47)	-	127.22
Closing balance	3,439.77	55.91
Accumulated depreciation		
Opening balance	3.86	-
Addition on account of capital reorganisation	-	51.92
Charge during the year/ period	49.91	1.74
Disposal/ adjustment	0.10	-
Transfer to discontinuing operations (refer note 47)	-	49.80
Charge during the year/ period	53.67	3.86
Net Block	3,386.10	52.05

The following are the amounts recognised in profit or loss:

Particular	For the year ended 31 March 2024	For the period from 25 April 2023 31 March 2023
Depreciation expense of right-of-use asset	39.41	0.74
Interest expense on lease liabilities	13.39	0.76
Expense relating to short-term leases	99.83	11.22
Total amount recognised in profit or loss	152.63	12.72

The following is the break-up of current and non-current lease liabilities as of 31 March 2024 and 31 March 2023:

Particular	As at 31 March 2024	As at 31 March 2023
Non-current lease liabilities	850.02	36.85
Current lease liabilities	1,622.89	4.70
Total	2,472.91	41.55

The following is the movement in lease liabilities during the year ended 31 March 2024 and 31 March 2023:

Particular	As at 31 March 2024	As at 31 March 2023
Opening balance	-	-
Addition on account of capital reorganisation	-	125.07
Additions	-	19.88
Transfer to discontinued operations	-	(95.66)
Finance cost accrued during the year/ period (transferred	-	0.87
Finance cost accrued during the year/ period	-	1.84
Payment of lease liabilities	-	(10.45)
Closing balance	-	41.54

The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2024 and March 31, 2023 on an undiscounted basis:

Particular	As at 31 March 2024	As at 31 March 2023
Less than one year	1,652.53	6.88
One to five years	381.67	20.55
More than five years	2,097.21	64.06
Total	4,131.42	91.48







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In Rs. million unless otherwise stated

Name of entity	As on 31 March 2024					
	Net assets*		Profit and Loss		Other comprehesive income	
	Amount	% of Consolidated net assets	Amount	% of Consolidated Profit and loss	Amount	% of Consolidated Other comprehesive income
SAEL Industries Limited	6,122.79	45.00%	(496.78)	32.45%	8.45	53.74%
SAEL Limited	16,282.00	119.66%	(237.58)	15.52%	5.94	37.80%
Universal Biomass Energy Private Limited	1,033.47	7.60%	(31.04)	2.03%	0.85	5.43%
Sunfree Paschim Renewable Energy Private Limited	215.30	1.58%	(100.16)	6.54%	(0.00)	-0.03%
Sunfree North East Renewable Energy Private Limited	265.55	1.95%	(103.53)	6.76%	0.36	2.32%
Canal Solar Energy Private Limited	192.94	1.42%	(14.47)	0.95%	(0.13)	-0.81%
Laxjeet Renewable Energy Private Limited	78.30	0.58%	6.91	-0.45%	(0.03)	-0.16%
Native Power Private Limited	0.03	0.00%	(0.02)	0.00%	-	0.00%
VCA Power Private Limited	142.44	1.05%	(0.22)	0.01%	-	0.00%
Jasrasar Green Power Energy Private Limited	389.05	2.86%	(0.21)	0.01%	-	0.00%
Sardarshahar Agri Energy Private Limited	142.90	1.05%	(0.21)	0.01%	-	0.00%
SAEL EV Infra Private Limited	0.01	0.00%	(0.03)	0.00%	-	0.00%
SAEL Power Private Limited	(0.05)	0.00%	(0.02)	0.00%	-	0.00%
SAEL Solar Mfg. Private Limited	342.77	2.52%	(90.99)	5.94%	0.27	1.71%
SAEL RE Power Private Limited	9.38	0.07%	(0.20)	0.01%	-	0.00%
SAEL Solar Private Limited	(0.05)	0.00%	(0.02)	0.00%	-	0.00%
SAEL Solar Solution Private Limited	169.11	1.24%	(12.19)	0.80%	-	0.00%
KTA Power Private Limited	155.65	1.14%	(0.21)	0.01%	-	0.00%
SAEL Kaithal Renewable Energy Private Limited (formerly Chitrakoot Solar Private Limited)	147.20	1.08%	(256.68)	16.77%	-	0.00%
SAEL Engineering Private Limited (formerly Lalitpur Solar Private Limited)	10.84	0.08%	4.78	-0.31%	-	0.00%
Sunfree Energy Private Limited	(0.10)	0.00%	(0.05)	0.00%	-	0.00%
Urjanidhi Solar Private Limited	(0.04)	0.00%	(0.02)	0.00%	-	0.00%
TNA Renewable Energy Private Limited	143.21	1.05%	0.62	-0.04%	-	0.00%
SAEL International Limited, Hongkong	89.45	0.66%	1.56	-0.10%	-	0.00%
SAEL Agri Commodities Private Limited	12,951.98	95.19%	1,145.91	-74.86%	-	0.00%
Sukhbir Singh & Co	3.07	0.02%	0.04	0.00%	-	0.00%
Chattargarh Renewable Energy Private Limited	186.35	1.37%	0.14	-0.01%	-	0.00%
SAEL Solar P9 Private Limited	0.10	0.00%	-	0.00%	-	0.00%
SAEL Solar MHP1 Private Limited	52.82	0.39%	0.41	-0.03%	-	0.00%
SAEL Solar P7 Private Limited	0.08	0.00%	(0.02)	0.00%	-	0.00%
SAEL Solar P8 Private Limited	0.11	0.00%	0.01	0.00%	-	0.00%
SAEL Solar MHP2 Private Limited	48.67	0.36%	0.43	-0.03%	-	0.00%
SAEL Solar P10 Private Limited	0.10	0.00%	-	0.00%	-	0.00%
Sunfree Energy RJP1 Private Limited	108.78	0.80%	5.04	-0.33%	-	0.00%
SAEL Solar P5 Private Limited	3,328.96	24.47%	0.69	-0.04%	-	0.00%
SAEL Solar P4 Private Limited	190.85	1.40%	(0.00)	0.00%	-	0.00%
SAEL Solar P6 Private Limited	385.62	2.83%	(4.40)	0.29%	-	0.00%
Intercompany adjustment/ elimination	(29,582.73)	-217.41%	(1,348.21)	88.08%	-	0.00%
Total	**13,606.90**	**100%**	**(1,530.74)**	**100%**	**15.72**	**100%**

Name of entity	As on 31 March 2023					
	Net assets*		Profit and Loss		Other comprehesive income	
	Amount	% of Consolidated net assets	Amount	% of Consolidated Profit and loss	Amount	% of Consolidated Other comprehesive income
SAEL Industries Limited	6,770.02	44.76%	(148.36)	-	-	0.00%
SAEL Limited	14,810.34	97.92%	(375.41)	107.07%	(2.12)	2766.17%
Universal Biomass Energy Private Limited	770.42	5.09%	(8.61)	2.46%	0.47	-611.62%
Sunfree Paschim Renewable Energy Private Limited	239.90	1.59%	(64.59)	18.42%	(0.00)	3.28%
Sunfree North East Renewable Energy Private Limited	229.31	1.52%	(45.59)	13.00%	(0.17)	224.46%
Canal Solar Energy Private Limited	179.18	1.18%	(18.91)	5.39%	0.00	-2.53%
Laxjeet Renewable Energy Private Limited	71.43	0.47%	(17.15)	4.89%	(0.00)	5.27%
Native Power Private Limited	0.05	0.00%	(0.01)	0.00%	-	0.00%
VCA Power Private Limited	0.07	0.00%	(0.01)	0.00%	-	0.00%
Jasrasar Green Power Energy Private Limited	1.24	0.01%	1.14	-0.32%	-	0.00%
Sardarshahar Agri Energy Private Limited	1.21	0.01%	1.11	-0.32%	-	0.00%
SAEL EV Infra Private Limited	0.04	0.00%	(0.04)	0.01%	-	0.00%
SAEL Power Private Limited	(0.03)	0.00%	(0.02)	0.00%	-	0.00%
SAEL Solar Mfg. Private Limited	218.75	1.45%	(30.49)	8.70%	-	0.00%
SAEL RE Power Private Limited	0.11	0.00%	0.01	0.00%	-	0.00%
SAEL Solar Private Limited	(0.03)	0.00%	(0.02)	0.00%	-	0.00%
SAEL Solar Solution Private Limited	0.36	0.00%	0.34	-0.10%	-	0.00%
KTA Power Private Limited	0.07	0.00%	(0.01)	0.00%	-	0.00%
SAEL Kaithal Renewable Energy Private Limited (formerly Chitrakoot Solar Private Limited)	336.78	2.23%	(90.59)	25.84%	-	0.00%
SAEL Engineering Private Limited (formerly Lalitpur Solar Private Limited)	7.06	0.05%	6.96	-1.98%	-	0.00%
Sunfree Energy Private Limited	(0.05)	0.00%	(0.02)	0.00%	-	0.00%
Urjanidhi Solar Private Limited	(0.02)	0.00%	(0.02)	0.00%	-	0.00%
TNA Renewable Energy Private Limited	0.41	0.00%	0.41	-0.12%	-	0.00%
SAEL International Limited, Hongkong	87.90	0.58%	-	0.00%	-	0.00%
SAEL Agri Commodities Private Limited	11,822.60	78.17%	517.00	-147.45%	1.75	-2285.02%
Sukhbir Singh & Co	3.07	0.02%	-	0.00%	-	0.00%
Chattargarh Renewable Energy Private Limited	1.21	0.01%	1.11	-0.32%	-	0.00%
Intercompany adjustment/ elimination	(20,426.43)	-135.05%	(78.86)	22.49%	-	0.00%
Total	**15,124.96**	**100%**	**(350.62)**	**58%**	**(0.08)**	**100%**

* Total assets minus total liabilities

G.D. SINGHAL & ASSOCIATES * FRN : 017646N FEROZEPUR CITY * CHARTERED ACCOUNTANTS *

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

SAEL INDUSTRIES LIMITED

51 Details for funds received and loaned as intermediary

For the year ended 31 March 2024

a) Funds received from foreign entity (Funding Party)

In Rs millions unless otherwise stated

Funding Party	Date	Amount
Norfund Registered Address: Fridtjof Nansens plass 4, N-0160 Oslo, Norway	13 October 2023	1,660.00
Norfund Registered Address: Fridtjof Nansens plass 4, N-0160 Oslo, Norway	02 February 2024	1,450.00
U.S International Development Finance Corporation (DFC) Registered Address: 1100 New York Ave. NW, Washington, DC, 20527	15 February 2024	2,587.46
		5,697.46

b) Fund advanced to intermediary entity for onward lending to ultimate beneficiary as stated in point (c) below

Intermediary Entity	Date	Amount
SAEL Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	5,456.46
SAEL Solar RJP1 private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	241.00
		5,697.46

c) Funds lend to Ultimate Beneficiary

Ultimate Beneficiaries	Date	Amount
Universal Biomass Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	1,076.57
SAEL Solar Solution Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	646.73
KTA Powers Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	Multiple dates	555.21
SAEL Solar Mfg. Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	530.00
VCA Power Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	508.24
TNA Renewable Energy Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	Multiple dates	506.82
Sardarshahar Agri Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	505.87
Sunfree North East Renewable Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	443.36
SAEL Kaithal Renewable Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	225.55
Sunfive Paschim Renewable Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	199.34
Jasrasar Green Power Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	103.62
Canal Solar Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	77.44
SAEL Engineering Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	52.37
SAEL RE Power Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	25.34
		5,456.46

For the period ended 31 March 2023

a) Funds received from foreign entity (Funding Party)

In Rs millions unless otherwise stated

Funding Party	Date	Amount
Norfund Registered Address: Fridtjof Nansens plass 4, N-0160 Oslo, Norway	17-Feb-23	1,680.63
		1,680.63

b) Fund advanced to intermediary entity for onward lending to ultimate beneficiary as stated in point (c) below

Intermediary Entity	Date	Amount
SAEL Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	18-Feb-23	48.50
	20-Feb-23	532.13
	21-Feb-23	1,100.00
		1,680.63

c) Funds lend to Ultimate Beneficiary

Ultimate Beneficiaries	Date	Amount
KTA Powers Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	21-Feb-23	372.46
Sardarshahar Agri Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21-Feb-23	327.61
TNA Renewable Energy Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	21-Feb-23	325.98
Jasrasar Green Power Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21-Feb-23	323.57
VCA Power Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21-Feb-23	317.04
Chattargah Renewable Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21-Feb-23	13.97
		1,680.63

The Group has complied with relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999), Companies Act and the Prevention of Money-Laundering Act, 2002 (15 of 2003).

G.D. SINGHAL & ASSOCIATES FRN : 017648N FEROZEPUR CITY CHARTERED ACCOUNTANTS

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

SAEL INDUSTRIES LIMITED

52 (i) Additional regulatory disclosures

a) The Group has not been declared as wilful defaulter by any bank or financial institution or any other lender.

b) The Group does not have any charges or satisfaction, which is yet to be registered with Registrar of Companies, beyond the statutory period prescribed under the Companies Act, 2013 and the rules made thereunder.

The agri business of the SAEL Limited has been transferred to the company vide BTA dated 01.04.2022. Further all the credit facilites related to the agri business also shifted to the company and the company has created ROC charges for the credit facilities transferred from SAEL Limited. SAEL Limited has created following charges for the Agri business which are yet to be vacated due to some pending security perfection in the name of the company:

In Rs. million unless otherwise stated

S. No.	Bank Name	Charge Id	Amount	Unit No
1	Punjab National Bank	100140004	2454.5	6
2	Punjab National Bank	10332047	5514.6	5

c) The Group has not entered into any transaction which has not been recorded in the books of account, that has been surrendered or disclosed as income during the period 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).

d) The Group has not traded or invested in crypto currency or virtual currency during the period.

e) The Group does not have any Benami property and further, no proceedings have been initiated or are pending against the Group, in this regard.

f) The Group has not entered into any transactions with struck off companies, as defined under the Companies Act, 2013 and rules made thereunder.

g) The entities in the Group has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(h) The Group has been sanctioned a working capital limit by banks on the basis of security of current assets. Pursuant to the terms of the sanction letters, the Group is required to file quarterly return or statement with such banks amd such statements are in agreement with the books of accounts.

(ii) Capital Reorganisation and Succession of HSA & Sons into Holding Company

During the previous year, all the shareholders of SAEL Limited, contributed their shares in a partnership firm, HSA & Sons and later on, HSA & Sons got succeeded in SAEL Industries Limited by entering into a succession agreement. Pursuant to the succession, SAEL Industries Limited became the Holding Company of the SAEL Limited from 04 July 2022. As per management assessment supported by legal opinion, there is no tax implication on account such capital re-organization in the hands of SAEL Industries Limited as per relevant provisions of the Income Tax Act.

Accounting of succession of HSA & Sons into Holding Company :

(i) The assets and liabilities pertaining to the HSA & Sons are recorded at their respective carrying values in Holding Company as appearing in the books of the HSA & Sons.

(ii) The Company issued 46,122,097 equity shares of Rs 10 each at a premium of Rs 140 to the partners of HSA & Sons against shares held by them in the SAEL Limited

(iii) The share capital account and securities premium has been credited with the aggregate face value of the shares issued to the shareholders pursuant to the Capital Re-organisation and the difference has been accounted in Capital Reserves.

In Rs. million unless otherwise stated

Particulars	Amount
Consideration Transferred	6,918.31
Carrying amount of identifiable net assets	6,817.00
Capital reserves	(101.31)

The reserves, adjusted for equity share capital and securities premium, have been recorded in the consolidated financial statements of the Holding Company in the same form in which they appeared in the financial statements of the SAEL Limited.

53 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Group uses certain accounting software for maintenance of books of accounts. During the current year, the audit trail (edit log) feature for any direct changes made at the database level was not enabled for one accounting software. However, the audit trail (edit log) at the application level were operating for all relevant transactions recorded in the software.

Further, for another accounting software which has a feature of recording audit trail (edit log) facility, the feature was not enabled from 1 April 2023 to 31 March 2024.







54 Subsequent event

The Holding Company has evaluated events and transactions, which occurred subsequent to the balance sheet date but prior to the date when financial statements were available to be issued. There were no material subsequent event which are required to be disclosed.

As per our report of even date

For **G.D. Singhal & Associates**
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership No. 098947

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 28 May 2024

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Dushyant Kumar
Chief Financial Officer

Place: New Delhi
Date: 22 May 2024

Sukhbir Singh
Director
DIN No - 01785240

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

G. D. Singhal & Associates
Chartered Accountants
Malwal Road, Ferozepur City,
Punjab 152002, India

Walker Chandiok & Co LLP
Chartered Accountants
21st floor, DLF Square,
DLF Phase II, Gurugram 122002

Independent Auditor's Report

To the Members of SAEL Industries Limited

Report on the Audit of the Standalone financial statements

Opinion

1. We have audited the accompanying standalone financial statements of SAEL Industries 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 Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, 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 ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and Auditor's Report thereon

4. The Company's Board of Directors are responsible for the other information. Other information does not include the standalone financial statements and our auditor's report thereon.

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

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   The Director Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

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G. D. Singhal & Associates
Chartered Accountants
Malwal Road, Ferozepur City,
Punjab 152002, India

Walker Chandiok & Co LLP
Chartered Accountants
21st floor, DLF Square,
DLF Phase II, Gurugram 122002

Responsibilities of Management and Those Charged with Governance for the Standalone financial statements

5. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation 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 cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

6. In preparing the financial statements, the 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 intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone financial statements

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

9. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

   - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

   - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

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- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements

11. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

12. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

13. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, 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 purpose of our audit of the accompanying standalone financial statements;

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 except for the matters stated in paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

c) The standalone financial statements dealt with by this report are in agreement with the books of account;

d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of section 164(2) of the Act;

f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 13(b) above on reporting under section 143(3)(b) of the Act and paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2024 and the operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion; and

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h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigation which would impact its financial position as at 31 March 2024;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024.

iv.

a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 39 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, other as disclosed in note 39 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether 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; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2024.

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G. D. Singhal & Associates
Chartered Accountants
Malwal Road, Ferozepur City,
Punjab 152002, India

Walker Chandiok & Co LLP
Chartered Accountants
21st floor, DLF Square,
DLF Phase II, Gurugram 122002

vi. As stated in note 42 to the standalone financial statements and based on our examination which included test checks, except for instance mentioned below, the Company, in respect of financial year commencing on 1 April 2023, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the Company.

For **G. D. Singhal & Associates**
Chartered Accountants
Firm registration no.: 017648N

Gagan Deep Singhal
Partner
Membership no: 098947
UDIN: 24098947BKFCVT3634

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration no: 001076N/ N50013

Tarun Gupta
Partner
Membership no: 507892
UDIN: 24507892BKEITS1349

Place: New Delhi
Date: 28 May 2024

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Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the standalone financial statements for the year ended 31 March 2024

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 report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.

(B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Companies (Auditor's Report) Order, 2020 (hereinafter referred to as 'the Order') is not applicable to the Company.

(b) The Company has a regular programme of physical verification of its property, plant and equipment and capital work-in-progress and relevant details of right-of-use assets under which the assets are physically verified in a phased manner 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. In accordance with this programme, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.

(c) The Company does not own any immovable property(other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.

(b) As disclosed in note 39(x) to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50.00 million by banks based on the security of current assets. The quarterly returns, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were not subject to audit/ review.

(iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans to firms and limited liability partnerships during the year. The Company has not provided any security or granted any advances in the nature of loans to companies during the year.
Further, the Company has made investments in and granted unsecured loans to companies, during the year, in respect of which:

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Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the standalone financial statements for the year ended 31 March 2024 (continued)

(a) The Company has provided loans to subsidiaries during the year as per details given below:

Particulars	Loans (Rs. In million)
Aggregate amount provided during the year - Subsidiaries (including step down subsidiaries) - Others	14,357.81 -
Balance outstanding as at balance sheet date in respect of above cases: - Subsidiaries(including step down subsidiaries)* - Others	9,478.94 -

*This amount excludes the amount considered as deemed investment as per Ind AS 109 but includes interest accrued.

(b) In our opinion, and according to the information and explanations given to us, the investments made by the Company are not prejudicial to the Company's interest. However, according to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions of loans granted by the Company to its subsidiaries, total loan amount granted Rs. 14,357.81 million and balance outstanding as at balance sheet date Rs. 9,478.94 million, are, prima facie, prejudicial to the Company's interest on account of the fact that the loans have been granted at interest free which is significantly lower than the cost of funds to the company and also lower than the prevailing yield of government security closest to the tenor of the loan.

(c) In respect of loans by the Company, the schedule of repayment of principal and payment of interest has been stipulated and principal amount is not due for repayment currently. Further, no interest is receivable on such loans.

(d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies.

(e) The Company has not granted any loans which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans that existed as at the beginning of the year.

(f) The Company has not granted any loans which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanation given to us, the Company has complied with the provisions of section 185 of the Act. As the Company is engaged in providing infrastructural facilities as specified in Schedule VI of the Act, provisions of section 186 except sub-section (1) of the Act are not applicable to the Company. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sub-section (1) of section 186 of the Act in respect of investments, as applicable.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

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Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the standalone financial statements for the year ended 31 March 2024 (continued)

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii)(a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) According to the information and explanations given to us, loans amounting to Rs. 2,632.26 million are repayable on demand and terms and conditions for payment of interest thereon have not been stipulated. Further, such loans and interest thereon have not been demanded for repayment as on date.

(b) According to the information and explanations given to us and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful 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, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes except for the borrowings amounting to Rs. 6,141.50 million which has been utilised for granting long term loans to subsidiaries.

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Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the standalone financial statements for the year ended 31 March 2024 (continued)

(e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, except for the following:

Nature of fund taken	Name of lender	Amount involved (Rs. In million)	Name of the subsidiary	Relation	Nature of transaction for which funds were utilised	Remarks, if any
Compulsory Convertible Preference Shares	Norfund	5,456.46	SAEL Limited	Subsidiary	Granting of further loans to subdiaries of SAEL Limited	
Compulsory Convertible Preference Shares	Norfund	241.00	Sunfree Energy RJP1 Private Limited	Step down subsidiary	Capital Expenditure	

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries (including step down subsidiaries).

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has made preferential allotment of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the Rules framed thereunder with respect to the same. Further, no amounts have been raised from the preferential allotment of shares during the period as the allotment was the consideration towards subsidiary acquisition by the Company.

Further, the Company has made private placement of compulsory convertible preference shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the Rules framed thereunder with respect to the same. Further, the amounts so raised were used for the purposes for which the funds were raised, though idle/surplus funds which were not required for immediate utilisation have been invested in readily realisable liquid investments.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

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Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the standalone financial statements for the year ended 31 March 2024 (continued)

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred cash losses in the current financial year but had incurred cash losses amounting to Rs. 146.53 million in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not meet the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.

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Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the standalone financial statements for the year ended 31 March 2024 (continued)

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **G. D. Singhal & Associates**
Chartered Accountants
Firm registration no.: 017648N

Gagan Deep Singhal
Partner
Membership no: 098947
UDIN: 24098947BKFCVT3634

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration no: 001076N/ N50013

Tarun Gupta
Partner
Membership no: 507892
UDIN: 24507892BKEITS1349

Place: New Delhi
Date: 28 May 2024

Scanned with OKEN Scanner

Annexure B to the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the standalone financial statements for the year ended 31 March 2024

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of SAEL Industries Limited ('the Company') as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

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

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') 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 financial statements were established and maintained and if such controls operated effectively in all material respects.

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

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

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Annexure B to the Independent Auditor's Report of even date to the members of SAEL Industries Limited on the standalone financial statements for the year ended 31 March 2024(continued)

Meaning of Internal Financial Controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G. D. Singhal & Associates**
Chartered Accountants
Firm registration no.: 017648N

Gagan Deep Singhal
Partner
Membership no: 098947
UDIN: 24098947BKFCVT3634

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration no: 001076N/ N50013

Tarun Gupta
Partner
Membership no: 507892
UDIN: 24507892BKEITS1349

Place: New Delhi
Date: 28 May 2024

Scanned with OKEN Scanner

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Standalone Balance Sheet as at 31 March 2024

In Rs. million unless otherwise stated

Particulars	Notes	As at 31 March 2024	As at 31 March 2023
Assets			
Non current assets			
Property, plant and equipment	3	25.72	-
Right-of-use assets	3	186.92	-
Financial assets			
Investments	4	12,744.35	6,918.31
Loans	12	9,478.26	-
Other financial assets	5	134.61	155.50
Deferred tax assets (net)	6	1,495.16	60.96
Non-current tax assets (net)	7	143.67	0.63
		24,208.69	**7,135.40**
Current assets			
Inventories	8	278.54	-
Financial assets			
Trade receivables	9	449.76	-
Cash and cash equivalents	10	247.50	434.84
Bank balances other than cash and cash equivalents	11	685.99	282.42
Loans	12	-	4,306.28
Other financial assets	13	230.73	3.01
Other current assets	14	1,655.62	405.19
Total current assets		3,548.14	5,431.74
Total assets		27,756.83	12,567.14
Equity and liabilities			
Equity			
Equity share capital	15	461.29	461.29
Other equity	16	5,661.50	6,308.72
		6,122.79	**6,770.01**
Liabilities			
Non current liabilities			
Financial liabilities			
Lease liabilities	17	135.28	-
Other financial liability (CCPS)	18	10,294.76	3,318.80
Provisions	19	19.23	-
		10,449.27	**3,318.80**
Current liabilities			
Financial liabilities			
Borrowings	20	3,018.57	2,448.11
Lease liabilities	17	85.44	-
Trade payables			
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	21	1,717.06	6.24
Other financial liabilities	22	11.15	5.61
Other current liabilities	23	6,336.42	18.37
Provisions	24	16.13	-
Total current liabilities		11,184.77	2,478.33
Total equity and liabilities		27,756.83	12,567.14
Summary of material accounting policies	2		

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

For **G.D. Singhal & Associates**
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership No: 098917

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507592

Place: New Delhi
Date: 28 May 2024

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Sukhbir Singh
Director
DIN No - 01785240

Dushyant Kumar
Chief Financial Officer

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

Place: New Delhi
Date: 22 May 2024

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Standalone Statement of Profit and Loss for the year ended 31 March 2024

In Rs. million unless otherwise stated

Particulars	Notes	For the year ended 31 March 2024	For the period ended from 25 April 2022 to 31 March 2023
Revenue			
Revenue from operations	25	6,891.87	-
Other income	26	688.78	9.21
Total revenue		**7,580.65**	**9.21**
Expenses			
Cost of materials consumed	27	6,175.79	-
Employee benefits expense	28	491.50	7.21
Finance costs	29	82.01	13.61
Depreciation and amortisation expense	30	45.18	-
Other expenses	31	1,296.75	197.72
Total expense		**8,091.23**	**218.54**
Loss before tax		**(510.58)**	**(209.34)**
Tax expense			
Deferred tax	6	145.85	(60.96)
Total tax expense		**145.85**	**(60.96)**
Loss for the year		**(656.43)**	**(148.37)**
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Remeasurements of defined benefit plans		12.99	-
Income tax relating to items that will not be reclassified to profit or loss		(3.78)	-
Total other comprehensive loss		**9.21**	-
Total comprehensive income		**(647.22)**	**(148.37)**
Loss per share	36		
Basic loss per share		(14.23)	(4.35)
Diluted loss per share		(14.23)	(4.35)

Summary of material accounting policies 2
The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

For G.D. Singhal & Associates
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership No: 098947

Place: New Delhi
Date: 28 May 2024

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 28 May 2024

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Sukhbir Singh
Director
DIN No - 01785240

Dushyant Kumar
Chief Financial Officer

Place: New Delhi
Date: 22 May 2024

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

SAEL Industries Limited
CIN - U40101PB1999PLC023197
Standalone Statement of Cash Flows for the year ended 31 March 2024

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 25 April 2023 to 31 March 2023
A CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(510.58)	(209.33)
Adjustments for:		
Depreciation and amortisation expense	45.18	-
Finance costs	82.01	13.61
Interest income on bank deposits	(94.02)	(6.30)
Interest income on on related party loans (refer note 26)	(559.45)	-
Fair value changes on financial instruments	957.96	62.80
Unwinding of other financial assets (security deposit)	(2.13)	-
Gain on sale of mutual fund	(32.17)	-
Operating profit/ loss before working capital changes	**(113.18)**	**(139.22)**
Movement in working capital		
Increase in trade receivables	(449.76)	-
Increase in inventories	(278.54)	-
Increase in other current and non-current financial assets	(127.69)	(3.01)
Increase in other current and non-current assets	(1,252.21)	(405.19)
Increase in trade payables	1,710.83	6.24
Increase in other current and non-current financial liabilities	5.55	5.61
Increase in other current and non-current liabilities	6,318.05	18.37
Increase in provisions	48.34	
Cash flows generated from /(used in) operating activities post working capital changes	**5,861.39**	**(517.20)**
Income tax paid (net)	(143.05)	(0.63)
Net cash generated from/(used in) operating activities (A)	**5,718.34**	**(517.83)**
B CASH FLOWS FROM INVESTING ACTIVITIES		
Payment made for property, plant and equipment (including capital advances)	(33.52)	-
Interest received	94.02	6.30
Investment in shares	(1,970.90)	-
Non current loans given	(14,357.82)	-
Receipt of current loans/ current loans given to related parties	4,306.28	(4,306.28)
Fixed deposits made during the year/period	(473.89)	(437.92)
Gain on sale of mutual funds	32.17	-
Net cash used in investing activities (B)	**(12,403.66)**	**(4,737.90)**
C CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	0.04	0.07
Proceeds from issue of compulsory convertible preference shares	6,018.00	3,256.00
Proceeds from current borrowings (net)	570.46	2,448.11
Finance costs paid	(82.01)	(13.61)
Payment of lease liabilities	(8.51)	-
Net cash generated from financing activities (C)	**6,497.97**	**5,690.57**
Increase in cash and cash equivalents (A+B+C)	(187.34)	434.84
Cash and cash equivalents at the beginning of the year/period	434.84	-
Cash and cash equivalents at the end of the year/period	247.50	434.84

Refer note 32 for reconciliation of liabilities from financing activities
The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

Summary of material accounting policies 2
The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

For **G.D. Singhal & Associates**
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership No. 098947

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 28 May 2024

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Sukhbir Singh
Director
DIN No - 01785240

Dushyant Kumar
Chief Financial Officer

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

Place: New Delhi
Date: 22 May 2024

SAEL Industries Limited
CIN - U40106PB2022PLC055755
Standalone Statement of Changes in Equity for the year ended 31 March 2024

A Equity share capital — **In Rs. million unless otherwise stated**

Particulars	Balance as at 25 April 2022	Issue of equity share capital during the period	Balance as at 31 March 2023	Issue of equity share capital during the year *	Balance as at 31 March 2024
Equity share capital	-	461.29	461.29	0.00	461.29

* Amount less than Rs. 0.01 million on account of the issue of 100 equity shares having face value of Rs. 10 each.

B Other equity — **In Rs. million unless otherwise stated**

Particulars	Reserve and surplus		Total
	Securities premium	Retained earnings	
Balance as at 25 April 2022	-	-	-
Loss during the period	-	(148.37)	(148.37)
Addition during the period	6,457.09	-	6,457.09
Balance as at 31 March 2023	**6,457.09**	**(148.37)**	**6,308.72**
Loss for the year	-	(656.43)	(656.43)
Other comprehensive loss	-	9.21	9.21
Balance as at 31 March 2024	**6,457.09**	**(795.59)**	**5,661.50**

Summary of material accounting policies 2
The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

For **G.D. Singhal & Associates**
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership No. 098947

Place: New Delhi
Date: 28 May 2024

For **Walker Chandiok & Co LLP**
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Firm's Registration No.: 001076N/N500013

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Jasbir Singh
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Director
DIN No - 01785240

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

SAEL Industries Limited
CIN: U40106PB2022PLC055755
Notes to standalone financial Statements for the year ended 31 March 2024

1 i) Corporate information

The Company 'SAEL Industries Limited was incorporated as of 25 April 2022 under the Companies Act, 2013. The Company is domiciled in India with its registered office situated at H.No.44, Model Town, Faridkot Road, Guruharsahai, Distt. Ferozepur, Punjab. During the financial year 2023, all the shareholders of SAEL Limited contributed their shares in a partnership firm, HSA & Sons and partnership firm got succeeded in SAEL Industries Limited by entering into a succession agreement. Pursuant to the succession on 04 July 2022, SAEL Industries Limited became the Holding Company of the SAEL Limited.

The Company, together with its subsidiaries, are engaged in the business of establishing, commissioning, setting up, operating and maintaining power generation using solar, fossil and alternate source of energy and act as owners, manufacturers, engineers, procurers, buyers, sellers, distributors, dealers and contractors for setting up of power plant using glass bases mirrors, photo voltaic, boilers, turbines and/or other equipments for generating, distribution and supplying of electricity and other products using solar, fossil and alternate source of energy under conditions of direct ownership or through its affiliates, associates or subsidiaries.

The financial statements have been autorised for issue by the Board of Directors on 22 May 2024.

ii) Amended Accounting Standards (Ind AS) and interpretations effective during the year

- Ind AS 12 Income Taxes: The amendments clarified that lease transactions give rise to equal and offsetting temporary differences and financial statements should reflect the future tax impacts of these transactions through recognizing deferred tax assets/liabilities on gross basis.
- Ind AS 1 Presentation of Financial Statements: The amendments require to disclose 'material accounting policies' instead of 'significant accounting policies' and related guidance to determine whether the policy is material or not.
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of accounting estimates have now been included in the standard enabling distinction between change in accounting estimates from change in accounting policies.

The Group has adopted these amendments effective 1 April 2023, and the adoption did not have any material impact on the Financial Statements

2 Material accounting policies

2.01 Basis of preparation

The standalone financial statement ('financial statements') have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the relevant provisions of the Act. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Refer 1 (ii) above for certain amendments to the standards which have become effective for annual periods beginning on or after 1 April 2023.

The financial statements are presented in INR and all values are rounded to the nearest million with two decimals except where otherwise indicated.

Historical cost convention

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

• Certain financial assets and liabilities (including derivatives instruments) at fair value, if any.

2.02 Use of estimates

The preparation of financial statement in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

2.03 Foreign currency translation

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition. All 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 if any that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. All exchange differences, except those relating to long-term monetary foreign currency items, are dealt with in the Statement of Profit and Loss.

2.04 Revenue

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

A) Engineering, procurement and construction contract

Construction revenue and costs are recognised by reference to the stage of completion of the construction activity at the balance sheet date, as measured by the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs. Where the outcome of the construction cannot be estimated reliably, revenue is recognised to the extent of the construction costs incurred if it is probable that they will be recoverable. When the outcome of the contract is ascertained reliably, contract revenue is recognised at cost of work performed on the contract plus proportionate margin, using the percentage of completion method i.e. over the period of time. The estimated outcome of a contract is considered reliable when all the following conditions are satisfied:

iThe amount of revenue can be measured reliably,
iiIt is probable that the economic benefits associated with the contract will flow to the Company,
iiiThe stage of completion of the contract at the end of the reporting period can be measured reliably,
ivThe costs incurred or to be incurred in respect of the contract can be measured reliably.

Provision is made for all losses incurred to the balance sheet date. Variations in contract work, claims and incentive payments are recognised to the extent that it is probable that they will result in revenue and they are capable of being reliably measured. Expected loss, if any, on a contract is recognised as expense in the period in which it is foreseen, irrespective of the stage of completion of the contract. For contracts where progress billing exceeds the aggregate of contract costs incurred to-date and recognised profits (or recognised losses, as the case may be), the surplus is shown as the amount due to customers. Amount received before the related work is performed are disclosed in the financial statement as a liability towards advance received. Amounts billed for work performed but yet to be paid by the customers are disclosed in the financial statement as trade receivables. Work performed but yet not billed to the Customer are disclosed as unbilled revenue.

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SAEL Industries Limited

B) Interest income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of the financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss.

2.05 Borrowing costs

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

2.06 Property, plant and equipment

Property, plant and equipments are carried at cost less accumulated depreciation. The cost of items of the property, plant and equipment comprises its purchase price net of any trade discount and rebate, any import duties and other taxes (other than those subsequently recoverable from tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment upto the date the asset is ready for its intended use.

Whenever significant parts of the property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of Profit and Loss as incurred.

Based on technical assessment made by technical expert and management estimate, the Company have assessed the estimated useful lives of certain property, plant and equipment that are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.
The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively.

Depreciation on assets provided as follows:-

Estimated useful life

Asset category	Estimated useful life (in years)
Furniture and fittings	10
Office equipments	5
Computer equipments	3

Method of depreciation

- Depreciation is provided on written down value

Management reveiews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

De-Recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on the de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised

2.07 Leases

The lease asset classes primarily consist of leases for lands. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated amortisation and impairment losses. Right-of-use assets are amortised from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Compnay changes its assessment as to whether it will exercise an extension or a termination option.
Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing activity in statement of cash flows.

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2.08 Impairment of non-financial assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The date used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

Impairment losses are charged in the Statement of Profit and Loss. Further, impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount. The reversal is limited so that the carrying of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior period.

2.09 Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument, and, except for trade receivables which do not contain a significant financing component, these are measured initially at:

a) fair value, in case of financial instruments subsequently carried at fair value through Profit and Loss (FVTPL);
b) fair value adjusted for transaction costs, in case of all other financial instruments.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when the underlying obligation specified in the contract is discharged, cancelled or expires.

Classification and subsequent measurement of financial assets

Different criteria to determine impairment are applied for each category of financial assets, which are described below.

For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVOCI)
- Financial assets, derivatives and equity instruments at FVTPL

(1) Financial assets at amortised cost

Classification and subsequent measurement of financial assets

Financial Assets

The financial assets is measured at the amortised cost if both the following conditions are met:

(a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

(b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Profit and Loss. When the financial asset is derecognised or impaired, the gain or loss is recognised in the statement of Profit and Loss.

De- Recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a Group of similar financial assets) are derecognised from the balance sheet when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. The Group also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

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 Company expects to receive. When estimating the cash flows, the Company is required to consider :

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The Company applies simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, life time impairment loss is provided otherwise provides for 12 month expected credit losses.

Classification and subsequent measurement of financial liabilities

Financial liabilities are measured subsequently at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

Compound financial instruments

Compound financial instruments are separated into liability and equity components based on the terms of contract. On the issuance of compound financial instruments, the fair value of liability component is determined using a market rate for an equivalent instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The equity component is classified under other equity.

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(2) Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets at fair value through other comprehensive income (FVOCI). Financial assets that meet the following conditions are measured initially as well as at the end of each reporting date at fair value, recognised in other comprehensive income (OCI).

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The contractual terms of the asset give rise on specified dates to cash flows that represent solely payment of principal and interest.

(3) Financial assets at fair value through Profit and Loss (FVTPL)

Financial assets at fair value through profit or loss (FVTPL). Financial assets that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

(4) Financial Liability

The Company's financial liabilities include borrowings, lease liability, trade and other payables and other financial liabilities.

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 profit or 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 profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

For trade and other payables maturing with in one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity os these instruments.

De-Recognition of financial liability

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Statement of Profit and Loss.

Offsetting of financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.10 Current versus non-current classification

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

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting year, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

2.11 Contract assets

A contract asset is recognised for the right to consideration in exchange for services transferred to the customer if receipt of such consideration is conditional on completion of further activities/ services, i.e., the Company does not have an unconditional right to receive consideration.

Contract liabilities

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

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2.12 Income taxes

Tax expense comprises current and deferred tax. Tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable on the taxable income for the year. The amount of current tax payable is the best estimate of the tax amount expected to be paid that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if certain criteria is met. Current Income tax related to items recognised in other comprehensive income or directly in equity is recognised in other comprehensive income or in equity as the case may be.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and tax base i.e. amounts used for taxation purposes.

A deferred tax asset is recognised for unused tax losses, unabsorbed depreciation, deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. A deferred tax liability is recognised in respect of taxable temporary differences.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. 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 realized simultaneously.

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

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

2.14 Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligations as a whole.

Any reimbursement that the entities forming part of Company is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resource is remote.

Contingent liabilities are disclosed by way of note unless the possibility of outflow is remote. Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

2.15 Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are classified as short-term employee benefits. These benefits include salaries and wages, short-term bonus, pension, incentives etc. These are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment benefits plans

The Company provides post-employment benefits through various defined contribution and defined benefit plans.

Defined contribution plans

The Company pays fixed contribution into independent entities in relation to several state plans and insurances for individual employees. The Company has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

Defined benefit plans

Under the Company's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the entities forming part of company.

The liability recognised in the balance sheet for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date.

Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability/asset are included in other comprehensive income.

Service cost of the Company's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost. Net interest expense on the net defined benefit liability is included in Profit and Loss. Gains and losses resulting from re-measurements of the net defined benefit liability are included in other comprehensive income.

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Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year and are treated as short term employee benefit. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be available or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields on Government securities. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the statement of profit and loss in the period in which they arise. Past-service costs are recognised immediately in the statement of profit and loss. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

2.16 Valuation of Inventories

Inventory Raw materials, stores and spares and packing materials

Raw materials, stores and spares and packing materials are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost. The cost is calculated on weighted average cost method and it comprises all costs incurred in bringing the inventories to their present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Obsolete, slow moving and defective inventories are identified at the time of physical verification and wherever necessary a provision is made.

2.16 Material management judgement in applying accounting policies

The preparation of Financial statement requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected.

In particular, the Company has identified the following areas where material judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the Financial statements. Changes in estimates are accounted for prospectively.

Judgements

Judgements In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Financial statement.

(a) Revenue recognition

For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation

(b) Income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Estimate and assumptions

(a) Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

(b) Employee benefits

The cost of the employee benefit and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. an actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. In view of the complexities involved in the valuation and its long-term nature, employee benefit is highly sensitive to

2.17 Earnings per share and diluted earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

2.18 Investment in subsidiary

The Company has elected to recognize its investments in subsidiaries at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements', less accumulated impairment loss, if any. Cost represents amount paid for acquisition of the said investments.

The Company has elected to continue with the carrying value for all of its investments in subsidiaries as recognised in the financial statements. On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss. Investment in equity shares of subsidiaries and in CCPS' which are entirely in the nature of equity, are carried at cost.

2.19 Amendment to Accounting Standards (Ind AS) issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Restated Consolidated Financial Information is required to be disclosed.

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SAEL Industries Limited

3 Property, plant and equipment

In Rs. million unless otherwise stated

Particulars	Furniture and fittings	Office equipments	Computer equipment	Total	Right of use asset (ROU)
Gross block					
Balance as at 25 April 2022	-	-	-	-	-
Addition during the period	-	-	-	-	-
Disposal/ adjustment	-	-	-	-	-
Balance as at 31 March 2023	-	-	-	-	-
Addition during the year	5.07	8.96	19.48	33.51	224.32
Disposal/ adjustment	-	-	-	-	-
Balance as at 31 March 2024	**5.07**	**8.96**	**19.48**	**33.51**	**224.32**
Accumulated depreciation					
Balance as at 25 April 2022	-	-	-	-	-
Charge during the period	-	-	-	-	-
Disposal/ adjustment	-	-	-	-	-
Balance as at 31 March 2023	-	-	-	-	-
Charge during the year	0.84	0.25	6.70	7.79	**37.38**
Disposal/ adjustment					
Balance as at 31 March 2024	**0.84**	**0.25**	**6.70**	7.79	**37.38**
Net block					
Balance as at 31 March 2023	-	-	-	-	-
Balance as at 31 March 2024	**4.23**	**8.71**	**12.78**	**25.72**	**186.94**

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SAEL Industries Limited

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
4 Non-current Investments		
Investment in subsidiaries		
Investment in equity instruments (at cost)		
SAEL Limited	5,885.26	5,885.26
221,543,484 (31 March 2023: 221,543,484) shares of face value of Rs. 10 each		
SAEL Solar P5 Private Limited	1,810.10	-
9,060,000 (31 March 2023: nil) shares of face value of Rs.10 each		
SAEL Solar P6 Private Limited	160.10	-
410,000 (31 March 2023: nil) shares of face value of Rs.10 each		
SAEL Solar MHP1 Private Limited	0.10	-
10,000 (31 March 2023: nil) shares of face value of Rs.10 each		
SAEL Solar MHP2 Private Limited	0.10	-
10,000 (31 March 2023: nil) shares of face value of Rs.10 each		
SAEL Solar P4 Private Limited	0.10	-
10,000 (31 March 2023: nil) shares of face value of Rs.10 each		
SAEL Solar P7 Private Limited	0.10	-
10,000 (31 March 2023: nil) shares of face value of Rs.10 each		
SAEL Solar P8 Private Limited	0.10	-
10,000 (31 March 2023: nil) shares of face value of Rs.10 each		
SAEL Solar P9 Private Limited	0.10	-
10,000 (31 March 2023: nil) shares of face value of Rs.10 each		
SAEL Solar P10 Private Limited	0.10	-
10,000 (31 March 2023: nil) shares of face value of Rs.10 each		
	7,856.16	**5,885.26**
Investment in compulsory convertible preference shares (CCPS) (at amortised cost)		
SAEL Limited		
16,066,550 preference shares of face value of Rs. 10 each#	1,033.05	1,033.05
	1,033.05	**1,033.05**
Investment in equity instruments (net of tax) (at amortised cost)*		
SAEL Limited	1,818.75	
SAEL Solar P6 Private Limited	196.14	-
SAEL Solar RJP1 Private Limited	69.04	-
SAEL Solar MFG Private Limited	63.14	-
SAEL Solar P4 Private Limited	182.71	-
SAEL Solar MHP1 Private Limited	37.08	-
SAEL Solar MHP2 Private Limited	34.12	-
SAEL Solar P5 Private Limited	1,454.16	-
	3,855.14	-
	12,744.35	**6,918.31**

Terms and conditions of conversion of Compulsorily convertible Preference Shares (CCPS)

The Company has investment in 20 years 0.1% Compulsory Convertible Preference Shares of SAEL Limited having a par value of Rs. 10 per share. Each CCPS will compulsorily be converted in one equity share of the SAEL Limited. Investment in instruments have been classified as carried at amortised cost as per IND AS 109, since no ancillary transaction cost has been incurred on issue of such compound financial instruments. Accordingly, amortised cost is equal to the cost of such instruments.

* These are interest-free loans and have been accounted at fair value as per Ind AS 109 " Financial Instruments". Pursuant to this accounting, the difference between gross proceeds and fair value has been shown as an "Investment in equity instrument (at amortised cost)" (refer note 12).

5 Other financial assets - non current		
(unsecured, consider good unless otherwise stated)		
Fixed deposits with banks having maturity beyond 12 months	85.19	155.50
Security deposits	49.42	-
	134.61	**155.50**

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In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
6 Deferred tax assets/liabilities (net)		
Deferred tax assets arising on:		
Brought forward losses	53.75	60.96
Lease liabilities	64.27	-
Employee benefits	10.30	
Fair value of investment	1,420.92	-
Property, plant and equipment	0.35	-
Deferred tax liabilities arising on:		
Right of use assets	54.43	-
Deferred tax (net)	**1,495.16**	**60.96**
Deferred tax assets	1,495.16	60.96
Deferred tax liabilities	-	-

Particulars (2023-24)	As at 31 March 2023	Recognised on account of investment	(Expenses)/ benefit recognised in statement of profit and loss	Recognised in other comprehensive income/ other equity	As at 31 March 2024
Assets					
Brought forward losses	60.96	-	(7.21)	-	53.75
Lease liabilities	-	-	64.27	-	64.27
Employee benefits		-	14.08	(3.78)	10.30
Fair value of investment		1,583.83	(162.91)		1,420.92
Right of use assets	-	-	(54.43)	-	(54.43)
Property, plant and equipment	-	-	0.35	-	0.35
Total	**60.96**	**1,583.83**	**(145.85)**	**(3.78)**	**1,495.16**

Particulars (2022-23)	As at 25 April 2022	(Expenses)/ benefit recognised in statement of profit and loss	Recognised in other comprehensive income/ other equity	As at 31 March 2023
Assets				
Brought forward losses	-	60.96	-	60.96
Total	-	**60.96**	-	**60.96**

Effective tax reconciliation

Particulars	For the period ended 31 March 2024	For the period ended 31 March 2023
Loss before tax	(510.58)	(209.34)
Applicable tax rate	29.12%	29.12%
Expected tax expense [A]	**(148.68)**	**(60.96)**
Expenses not considered in determining taxable profit	297.25	-
Others	(2.72)	-
Total adjustments [B]	**294.53**	-
Actual tax expense [C=A+B]	**145.85**	**(60.96)**
Total tax incidence	145.85	(60.96)
Tax expense recognized in statement of profit and loss [D]	**145.85**	**(60.96)**

The applicable tax rate is the domestic tax rate applicable to the Company - 29.12% (31 March 2023 : 29.12%)

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SAEL Industries Limited

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
7 Non-current tax assets (net)		
Advance income tax (net of provision)	143.67	0.63
	143.67	**0.63**
8 Inventories		
(valued at lower of cost or net realisable value)		
Raw Material		
- Goods-in-transit	278.54	-
	278.54	-
9 Trade receivables		
(unsecured, consider good unless otherwise stated)		
Considered good	449.76	-
	449.76	-
This includes trade receivable from related parties. (refer note 33)		

Trade receivable ageing schedule as at 31 March 2024

31 March 2024	Outstanding for following periods from the due date of payment					
	Unbilled	Not due	Less than 6 months	6 months to 1 years	1-2 years	Total
Undisputed trade receivable						
Considered good	-	-	449.76	-	-	**449.76**
Credit impaired	-	-	-	-	-	-
Disputed trade receivable						
Considered goods	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
	-	-	**449.76**	-	-	**449.76**
Less:- Allowance for doubtful trade receivable						-
Total trade receivable						**449.76**

10 Cash and cash equivalents		
Cash on hand	0.01	0.07
Balances with bank - current accounts	205.49	32.73
Fixed deposit with original maturity of less than three months	42.00	402.04
	247.50	**434.84**
11 Bank balances other than cash and cash equivalents		
Fixed deposits with remaining maturity more than 3 months and less than 12 months	685.99	282.42
	685.99	**282.42**
12 Loans		
Non-current financial asset		
Loans to related parties* (refer note 33)	9,478.26	-
Current financial asset		
Loans to related parties**	-	4,306.28
	9,478.26	**4,306.28**

*During the year, the Company has given loan to its subsidiaries company amounting to Rs. 14,345.58 millions (31 March 2023: Rs. Nil) which is receivable after the expiry of 5 years.
These are interest-free loans and have been accounted at fair value as per Ind AS 109 " Financial Instruments". Pursuant to this accounting, the difference between gross proceeds and fair value has been shown as an "Investment in equity instrument (at amortised cost)"(refer note 4).

** *Loan given to related parties are for business purpose and interest free and repayable on demand.*

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SAEL Industries Limited

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023

Details of loans or advances in the nature of loans granted to promoter, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:
(a) repayable on demand; or
(b) without specifying any terms or period of repayment

As at 31 March 2024

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoter	-	-
Directors	-	-
KMPs	-	-
Related parties	-	-

As at 31 March 2023

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoter	-	-
Directors	-	-
KMPs	-	-
Related parties	4,306.28	100.00%

13 Other financial assets

(unsecured, consider good and measured at amortised cost unless otherwise stated)		
Security deposits	-	3.01
Fixed deposits with banks (having remaining maturity less than 12 months)	230.73	-
	230.73	**3.01**

14 Other current assets

(unsecured, consider good unless otherwise stated)		
Advance to vendors	1,444.00	377.52
Balances with government authorities	167.93	27.60
Prepaid expenses	9.89	0.07
Others	33.80	-
	1,655.62	**405.19**

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CIN - U40106PB2022PLC055755
Notes to standalone financial Statements for the year ended 31 March 2024

15 Equity share capital

The financial statements represent a legal entity structure. The share capital of the company as below.

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
Authorised (Equity Share Capital)	6,60,00,000	660.00	6,60,00,000	660.00
Authorised (Preference Share Capital)	3,11,40,000	311.40	1,23,80,000	123.80
	9,71,40,000	**971.40**	**7,83,80,000**	**783.80**

Reconciliation of authorised equity share capital outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	6,60,00,000	660.00	-	-
Shares issued during the year	-	-	6,60,00,000	660.00
Outstanding at the end of the year	6,60,00,000	660.00	6,60,00,000	660.00

Reconciliation of authorised preference share capital outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	1,23,80,000	123.80	-	-
Shares issued during the year	1,87,60,000	187.60	1,23,80,000	123.80
Outstanding at the end of the year	3,11,40,000	311.40	1,23,80,000	123.80

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
Issued and subscribed and fully paid up (equity share capita	4,61,29,297	461.29	4,61,29,197	461.29
Issued and subscribed and fully paid up (preference share ca	2,31,84,888	231.85	81,39,990	81.40
Total	**6,93,14,185**	**693.14**	**5,42,69,187**	**542.69**
Less : Amount presented as financial liability (refer note 18	2,31,84,888	231.85	81,39,990	81.40
Total	**4,61,29,297**	**461.29**	**4,61,29,197**	**461.29**

1 **Reconciliation of equity share capital outstanding at the beginning and at the end of the reporting year**

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	4,61,29,197	461.29	-	-
Shares issued during the year	100	0.00	4,61,29,197	461.29
Outstanding at the end of the year	4,61,29,297	461.29	4,61,29,197	461.29

Reconciliation of preference share capital outstanding at the beginning and at the end of the reporting

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	81,39,900	81.40	-	-
Shares issued during the year	1,50,44,988	150.45	81,39,900	81.40
Outstanding at the end of the year	2,31,84,888	231.85	81,39,900	81.40

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SAEL Industries Limited

2 Number of shares held by each shareholder holding more than 5% Shares in the Company

(i) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Jasbir Singh	1,07,03,415	23.20	1,07,03,415	23.20
Sukhbir Singh	1,07,83,816	23.38	1,07,83,816	23.38
Palki Awla	50,48,468	10.94	50,48,468	10.94
Seema Awla	44,20,511	9.58	44,20,511	9.58
Total	**3,09,56,210**	**67.10**	**3,09,56,210**	**67.10**

(ii) Details of preference shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Norfund	1,59,23,802	69%	81,39,900	100%
U.S. International Development Finance Corporation (DFC	72,61,086	31%	-	-
Total	**2,31,84,888**	**100%**	**81,39,900**	**100%**

3 Terms/rights attached to equity shares

The Company have only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. If declared, the Company will pay dividends in Indian rupees.

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

4 Aggregate number of shares issued for consideration other than cash

During 2023, Company has allotted 46,122,097 equity shares of Rs 10 each at a premium of Rs 140 on the acquisition of 100% controlling interest in SAEL Limited on 04 July 2023.

5 The Company has not issued any bonus shares nor has there been any buy-back of shares in the current year and previous period.

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15.1 Disclosure of shareholdings of promoters as follows

S.No	Promoter Name	Shareholding at the end of the year				% change in shareholding during the year
		As at 31 March 2024		As at 31 March 2023		
		No. of Shares	% of total Shares of the holding Company	No. of Shares	% of total Shares of the holding Company	
1	Jasbir Singh	1,07,03,415	23.20	1,07,03,415	23.20	-
2	Sukhbir Singh	1,07,83,816	23.38	1,07,83,816	23.38	-
3	Jatin Awla	21,71,710	4.71	21,71,710	4.71	-
4	Seema Awla	44,20,511	9.58	44,20,511	9.58	-
5	Palki Awla	50,48,468	10.94	50,48,468	10.94	-
6	Laxit Awla	12,63,600	2.74	12,63,600	2.74	-
7	Harsh Awla	11,93,073	2.59	11,93,073	2.59	-
8	Sukhbir Singh HUF	14,49,270	3.14	14,49,270	3.14	-
9	Jasbir Singh & Sons HUF	16,00,368	3.47	16,00,368	3.47	-
10	Gobind Dham Renewble Energy Private Limited	20,13,600	4.37	20,13,600	4.37	-
11	Sukhbir Solar Energy Private Limited	8,23,870	1.79	8,23,870	1.79	-
12	Govind Infra Private Limited	8,10,653	1.76	8,10,653	1.76	-
13	Sukhbir Logistics Private Limited	16,06,000	3.48	16,06,000	3.48	-
14	Sael Overseas Limited	7,20,000	1.56	7,20,000	1.56	-
15	Harjagat Infra Private Limited	13,05,333	2.83	13,05,333	2.83	-
16	Sindh Renewable Power Private Limited	2,07,744	0.45	2,07,744	0.45	-
17	Govind Awla	4,333	0.01	4,333	0.01	-
18	Harjagat Awla	3,333	0.01	3,333	0.01	-
	Total	**4,61,29,097**	**100.00**	**4,61,29,097**	**100.00**	-

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SAEL Industries Limited

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
16 Other equity		
Securities premium		
Opening balance	6,457.09	-
Addition during the year/period	-	6,457.09
Balances at the end of the year	**6,457.09**	**6,457.09**
Retained earnings		
Opening balance	(148.37)	-
Loss for the year/period	(656.43)	(148.37)
Remeasurement of post-employment benefit obligation during the year/period	12.99	-
Tax effect on remeasurement during the year/period	(3.78)	-
Balances at the end of the year	**(795.60)**	**(148.37)**
Total other equity	**5,661.50**	**6,308.72**

Securities premium
Securities premium reserve represents premium received on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings
All the profits or losses made by the Company are transferred to retained earnings from statement of profit and loss. Remeasurement of defined benefit plans represents the actuarial gains/ (losses) recognised in the other comprehensive income.

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In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
17 Lease liabilities		
Non current	135.28	-
Current	85.44	-
	220.72	-
18 Other financial liability		
Compulsory convertible preference shares (CCPS)	10,294.76	3,318.80
	10,294.76	**3,318.80**

Terms and conditions of 5% Compulsorily convertible Preference Shares (CCPS) held by Investor

The Company has issued 2,31,84,888 number (31 March 2023: 81,39,900) of Compulsorily Convertible Preference Shares (CCPS) of Rs. 10 each fully paid-up at a premium of Rs. 390 per share. If the Board proposes to declare any dividend on any Securities, the holders of the CCPS shall be paid, out of the dividend proposed to be declared, a cumulative dividend equal to 5%, in preference and priority to the payment of dividend on equity shares in the same financial year. The CCPS holders shall carry the same voting rights as are attached to the Equity Shares issuable to the holders of the CCPS upon the conversion of such CCPS.

CCPS will be converted into equity shares of the Company on the earliest of the following dates :

(a) IPO Conversion Date - 10 days prior to the filing of the final and updated DRHP with SEBI

(b) TPS Date- Date on which relevant definitive documents for a Third Party Sale are executed

(c) Mandatory Conversion Date- Date falling 20 years from the date of close of first and second tranche closing date.

The investor shall also have the following rights:

(I) Asset sale can be enforced by the CCPS holder if (i) the Company and the Sponsors are unable to consummate the IPO by the IPO Deadline i.e. on or before 31 December 2027; and (ii) the Company and the Sponsors are unable to provide an exit to the Investor pursuant to a Third Party Sale on or before 31 December 2028.

(II) Investor Controlled Sale (ICS) wherein it assumes the management control of the Company for a period of 9 (nine) months commencing from the Asset Sale Deadline i.e. on or before 31 July 2029 until 30 April 2030, through a written notice to the Company and the Sponsors.

(III) Investor has the right to require the Sponsors and Company to buyback the Investor Equity Securities or Investor Converted Securities held by the Investor in consideration for Investor Specified Amount.

(IV) In case of liquidity event, the CCPS holder shall be entitled to receive Liquidation Preference Investor Specified Amount subject to preference to be given to creditors under Applicable Law.

These compulsory convertible preference shares have the exit options as mentioned above. Hence, these shares are also classified as financial liability.

During the previous period, the Company has issued 100 equity shares to Norfund. These shares also have the above exit options, hence these shares are also classified as a financial liability and disclosed above.

During the current year, the Company has issued 100 equity shares to DFC. These shares also have the above exit options, hence these shares are also classified as a financial liability and disclosed above.

Increase in the financial liability on subsequent re-measurement at fair value at the balance sheet date amounting to Rs. 1,020.77 million (31 March 2023: Rs 62.80 million) is disclosed within 'Other expenses' in the profit and loss account statement.

Refer note 15 for movement of preference share held by shareholders holding more than 5 % of the aggregate share in the Company.

19 Provisions (Non current)		
Provision for employee benefits		
Provision for gratuity (refer note 34)	19.23	-
	19.23	-
20 Borrowings		
Secured		
Cash credit facility from banks#	19.95	-
Unsecured		
Loan from related parties* (refer note 33)	2,998.62	2,448.11
	3,018.57	**2,448.11**

\# Cash credit facility from banks on consortium / standalone basis are secured against entire current assets of the Companhy by hypothecation of present and future stocks of raw material, finished goods, packing material, spare parts , trade receivable, advance paid to suppliers of raw material on the basis of first pari-passu charge of the respective units with consortium members banks equitable mortgage of specific properties at various units/ locations in the name of directors, family members and personal guarantees of directors and family members.

* Includes borrowings of Rs. 366.36 millions that are chargeable to interest @ 10.00% p.a. and are repayable on demand and loans amounting to Rs. 2,632.26 million are interest free and are repayable on demand and Out of the total outstanding, the company has repaid Rs. 1,410.23 million (31 March 2023: Rs. Nil) subsequent to the year end.

\# Includes interest accrued of Rs. Nil (31 March 2023: Rs. 12.25 miilion).

* Interest free loan, repayable on demand. Out of the total outstanding, the company has repaid Rs. 1,410.23 million (31 March 2023: Rs. Nil) subsequent to the year end.

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In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
21 Trade payables		
(measured at amortised cost)		
Due to micro enterprises and small enterprises (refer note below)	-	-
Due to others	1,717.06	6.24
	1,717.06	**6.24**

Note:-

a Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006'):

i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	-	-
ii)	The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payments made to the supplier beyond the appointed day during accounting year	-	-
iii)	The amount of interest due and payable for the period of delay in making payments (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
iv)	The amount if interest accrued and remaining unpaid at the end of each accounting year, and	-	-
v)	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
		-	-

The above information regarding dues to Micro, Small and Medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 has been determined to the extend identified and information available with the Company pursuant to Section 22 of the Micro, Small and Medium enterprises Development Act (MSMED), 2006.

Trade payable ageing schedule

31 March 2024	Outstanding for following periods from the due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME*	-	-	-	-	-	-
Undisputed dues - Others	-	1,717.06	-	-	-	1,717.06
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total trade payables	-	**1,717.06**	-	-	-	**1,717.06**

31 March 2023	Outstanding for following periods from the due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME*	-	-	-	-	-	-
Undisputed dues - Others	-	6.24	-	-	-	6.24
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total trade payables	-	**6.24**	-	-	-	**6.24**

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

22 Other financial liabilities		
(measured at amortised cost)		
Employee related liabilities	4.24	2.62
Others	6.91	2.99
	11.15	**5.61**
23 Other current liabilities		
Advance from customers * (refer note 33)	6,328.78	-
Payable to statutory authorities	7.64	18.37
	6,336.42	**18.37**

* includes advances received from related parties

24 Provisions		
Provision for employee benefits (Current)		
Provision for gratuity (refer note 34)	0.61	-
Provision for compensated absences	15.52	-
	16.13	-

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In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
25 Revenue from operations		
Sale of goods and services		
Revenue from EPC contract	6,891.87	-
	6,891.87	-

*Revenue from engineering, procurement and construction services under the agreement entered with the related parties.

26 Other income		
Interest income on bank deposits	94.02	6.30
Gain on sale of mutual funds	32.17	-
Interest income on on related party loans (refer note 33)	559.45	-
Unwinding of other financial assets (security deposit)	2.13	-
Miscellaneous income	1.01	2.91
	688.78	**9.21**

Revenue from contracts with customers

a) Disaggregation of revenue

Set out below is the disaggregation of the Company revenue from contracts with customers:

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
Revenue from contracts with customers		
Revenue from sale of goods		
Revenue from EPC contract	6,891.87	-

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
Contract assets		
Unbilled revenue other than passage of time	-	-
Contract liability		
Advance from customer	6,328.78	-

Revenue recognised in relation to contract liabilities

a. Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	-	-
b. Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous period	-	-

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Revenue as per contract	6,891.87	-
Adjustments:		
Rebate and discounts	-	-
Revenue from contract with customers	**6,891.87**	-

Transaction price - remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the Company's performance completed till the reporting period.

Disclosure pursuant to Ind AS 115 "Revenue from Contracts with Customers

1 Contract balances:

(i) Movement in contract balances during the year.

In Rs. million unless otherwise stated

Particular	As at 31 March 2024			As at 31 March 2023		
	Contract Assets	Contract Liabilities	Net contract balances	Contract Assets	Contract Liabilities	Net contract balances
Opening balance	-	-	-	-	-	-
Addition during the year/ period	-	10,534.46	(10,534.46)	-	-	-
Utilisation during the year/ period	-	6,891.87	(6,891.87)	-		-
Closing balance	-	3,642.59	(3,642.59)	-	-	-

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(ii) As at 31 March 2024 Rs. 3,642.59 millions (March 31, 2023: Rs NIL) of advance consideration received from customers for against EPC contract was reported within contract liabilities.

2 **Cost to obtain the contract:**

i. Amortisation in Statement of Profit and Loss: Nil (previous year: Nil)

ii. Recognised as contract assets at March 31, 2024: Nil (previous year: Nil)

3 **Reconciliation of contracted price with revenue during the year:**

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2024
Opening contracted price of orders as at start of the year	-	-
Add:		
Fresh orders/change orders received (net)	10,534.46	-
Less:		
Orders completed during the year	2,536.50	-
Closing contracted price of orders as at the end of the year[1]	**7,997.96**	-
Total Revenue recognised during the year :	6,891.87	-
a. Revenue out of orders completed during the year	2,536.50	-
b. Revenue out of orders under execution at the end of the year (I)	4,355.37	-
Revenue recognised upto previous year (from orders pending completion at the end of the year) (II)	-	-
Increase/(decrease) due to exchange rate movements (III)	-	-
Balance revenue to be recognised in future viz. Order book (IV)	3,642.59	-
Closing contracted price of orders as at the end of the year[1] (I+II+III+IV)	**7,997.96**	-

Outstanding performance and Time for its expected conversion into Revenue

In Rs. million unless otherwise stated

		Time for expected conversion to Revenue					
Outstanding performance	**Total**	**Upto 1 Year**	**1 to 2 years**	**2 to 3 years**	**3 to 4 years**	**4 to 5 years**	**Beyond 5**
As at March 2024	3,642.59	3,642.59	-	-	-	-	-
As at March 2023	-	-	-	-	-	-	-

27 **Cost of material consumed**

Cost of material consumed	6,175.79	-
	6,175.79	-

28 **Employee benefits expense**

Salaries, wages and bonus	473.62	7.18
Contribution to provident and other funds	7.96	-
Staff welfare expenses	9.91	0.03
	491.50	**7.21**

29 **Finance costs**

Interest costs on:		
- borrowings	2.29	13.61
- lease liabilities	10.24	-
- others	69.48	-
	82.01	**13.61**

30 **Depreciation and amortisation expenses**

Depreciation and amortisation expenses (refer note 3)	7.79	-
Amortisation of right of use of assets (refer note 3)	37.39	-
	45.18	-

31 **Other expenses**

Legal and professional fees	216.00	127.90
Travelling and conveyance	27.02	0.28
Rates and taxes	12.77	-
Buildings	22.51	-
Security services	2.03	-
Power & fuel	1.42	-
Rent and hire charges	0.74	-
Insurance	1.13	0.02
Printing and stationary expenses	-	0.02
Payment to auditors (refer note below)	8.36	3.30
Bank charges	6.14	0.58
Fair value changes on CCPS (refer note 18)	957.96	62.80
Miscellaneous expenses	40.67	2.82
	1,296.75	**197.72**

Note:-

a) payment to auditors as		
- auditors	7.50	3.30
- certification and other services	0.50	-
- out of pocket expense	0.36	-

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8.36	3.30

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32 Financial instruments

(i) Fair value hierarchy

There are no financial assets or liabilities measured at fair value in these financial statements except stated below.

(ii) Financial instruments by category

In Rs. million unless otherwise stated

Particulars	31 March 2024		31 March 2023	
	FVTPL*	Ammortised Cost	FVTPL*	Ammortised Cost
Financial assets				
Trade receivable	-	449.76	-	-
Cash and cash equivalents	-	247.50	-	434.84
Bank balances other than cash and cash equivalents	-	685.99	-	282.42
Loans	-	9,478.26	-	4,306.28
Other financial assets	-	365.34	-	158.51
Total financial assets	-	**11,226.85**	-	**5,182.05**
Financial liabilities				
Borrowings	-	3,018.57	-	2,448.11
Lease liabilities	-	220.72	-	-
Trade payables	-	1,717.06	-	6.24
Other financial liabilities	10,294.76	11.15	3,318.80	5.61
Total financial liabilities	**10,294.76**	**4,967.50**	**3,318.80**	**2,459.96**

The carrying amounts of trade receivables, cash and cash equivalents,Bank balances other than cash and cash equivalents, current loans, borrowings, lease liabilities, trade payable and other current financial assets and liabilities, approximates the fair values, due to their short-term nature.

Financial assets and financial liabilities are measured at fair value in the standalone financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation

(iii) Financial liabilities measured at fair value - recurring fair value measurements

Particulars	Period	Level 1	Level 2	Level 3	Total
Financial liabilities at fair value through profit and loss					
Liability arising out of compulsory	31 March 2024	-	-	10,294.76	**10,294.76**
Liability arising out of compulsory	31 March 2023	-	-	3,318.80	**3,318.80**

(iv) Valuation process and technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

(a) for liability arising on account of compulsory convertible preference shares, monte carlo simulation has been used.

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

Particulars	Fair value		Significant unobservable inputs
	31 March 2024	31 March 2023	
Liability arising out of compulsory convbertible preference shares (refer note 18)	10,294.76	3,318.80	Discount rate

(v) Sensitivity analysis

Description	As at 31 March 2024	As at 31 March 2023
Impact on liability arising on account of put options fair value if change in discount rate		
- Impact due to increase of 0.5%	51.47	16.59
- Impact due to decrease of 0.5%	(51.47)	(16.59)

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(vi) The following table presents the changes in level 3 items for the years ended 31 March 2024 and 31 March 2023

Particulars	Liability arising out of compulsory convertible preference shares
As at 25 April 2022	-
Add: Issue of equity shares	-
Add: Issue of compulsory convertible preference shares	3,256.00
Add: fair value changes during the year*	62.80
As at 31 March 2023	**3,318.80**
Add: Issue of equity shares	-
Add: Issue of compulsory convertible preference shares	6,018.00
Add: fair value changes during the year*	957.97
As at 31 March 2024	**10,294.77**

*Disclosed in these standalone statement of profit and loss for the year ended 31 March 2024.

(iii) Risk management

The Company activities expose it to credit risk, liquidity risk and market risk. The Company board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in the financial statements.

(A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

i) Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date
B: Moderate credit risk
C: High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Trade receivable, cash and cash equivalents, bank balances other than cash and cash equivalents, loans, other financial assets	12 month expected credit loss

Based on business environment in which the Company operates, there have been no defaults on financial assets of the Company by the counterparties. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. There have been no cases of write off with the Company.

In Rs. million unless otherwise stated

Credit rating	Particulars	Carrying Value As at 31 march 2023	Carrying Value As at 31 march 2023
A: Low credit risk	Trade receivable, cash and cash equivalents, bank balances other than cash and cash equivalents, loans, other financial assets	11,226.85	5,182.05

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b) Credit risk exposure

(i) Provision for expected credit losses

The Company provides for 12 month expected credit losses for following financial assets –

31 March 2024

In Rs. million unless otherwise stated

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Trade receivable	449.76	-	449.76
Cash and cash equivalents	247.50	-	247.50
Bank balances other than cash and cash equivalents	685.99	-	685.99
Loans	9,478.26	-	9,478.26
Other financial assets	365.34	-	365.34

31 March 2023

In Rs. million unless otherwise stated

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	434.84	-	434.84
Bank balances other than cash and cash equivalents	282.42	-	282.42
Loans	4,306.28	-	4,306.28
Other financial assets	158.51	-	158.51

The credit risk for investment, cash and cash equivalents and other bank balances, loan and other financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the Company operates.

Financial arrangement

The Company does not have any undrawn borrowing facilities at the end of the reporting period
However, Compulsory Convertible Preference Shares amounting to USD 32.50 million (31 March 2023: USD 20.00 million) is yet to be disbursed as on 31

Maturities of financial liabilities

The tables below analyse the Company financial liabilities into relevant maturity groupings based on their contractual maturities.

In Rs. million unless otherwise stated

31 March 2024	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings	3,018.57	-	-	-	3,018.57
Trade payables	-	1,717.06	-	-	1,717.06
Lease liabilities	-	220.72	-	-	220.72
Other financial liabilities	-	11.15	10,294.76	-	10,305.91
Total	**3,018.57**	**1,948.93**	**10,294.76**	**-**	**15,262.25**

In Rs. million unless otherwise stated

31 March 2023	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest)	2,448.11	-	-	-	2,448.11
Trade payables	-	6.24	-	-	6.24
Other financial liabilities	-	5.61	3,318.80	-	3,324.41
Total	**2,448.11**	**11.85**	**3,318.80**	**-**	**5,778.76**

The gross outflows disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

(C) Market risk

a) Foreign exchange risk

The Company does not have any foreign exchange risk as there are no foreign currency transactions

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b) Interest rate risk

i) Liabilities

The Company policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2024, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company investments in fixed deposits all pay fixed interest rates.

ii) Assets

The Company fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS

Interest rate risk exposure

Below is the overall exposure of the deposits:

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Fixed rate deposits	1,043.91	839.97
Total deposits	**1,043.91**	**839.97**

c) Price risk

The Company does not have any other price risk than interest risk as disclosed above.

(D) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep an optimum gearing ratio. The Company includes lease liabilities and other non current financial liability , less cash and cash equivalents.

In Rs. million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Borrowings*	3,018.57	2,448.11
Lease liabilities	135.28	-
Other financial liabilities	10,294.76	3,318.80
Less: Cash and cash equivalents	247.50	434.84
Net debt	**13,201.10**	**5,332.07**
Equity	6,122.79	6,770.01
Total equity	**6,122.79**	**6,770.01**
Capital and net debt	**19,323.90**	**12,102.09**
Gearing ratio (%)	**68.31%**	**44.06%**

* Includes current and non- current both

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements.

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33 Related parties

I Names of related parties and related party relationship

The names of related parties where control exists and/or with whom transactions have taken place during the period and description of relationship as identified by the management are:

	Ownership Interest 31 March 2024	Ownership Interest 31 March 2023
a) Wholly Owned Subsidiary		
SAEL Limited (w.e.f. 04 July 2022)	100%	100%
SAEL Solar MHP1 Private Limited	100%	-
SAEL Solar MHP2 Private Limited	100%	-
SAEL Solar P4 Private Limited	100%	-
SAEL Solar P5 Private Limited	100%	-
SAEL Solar P6 Private Limited	100%	-
SAEL Solar P7 Private Limited	100%	-
SAEL Solar P8 Private Limited	100%	-
SAEL Solar P9 Private Limited	100%	-
SAEL Solar P10 Private Limited	100%	-
b) Step down subsidiaries		
Sunfree Paschim Renewable Energy Private Limited	100%	100%
Sunfree North East Renewable Energy Private Limited	100%	100%
Canal Solar Energy Private Limited	100%	100%
Laxjeet Renewable Energy Private Limited	100%	100%
Universal Biomass Energy Private Limited	100%	100%
VCA Power Private Limited	100%	100%
TNA Renewable Energy Private Limited	100%	100%
KTA Powers Private Limited	100%	100%
Jasrasar Green Power Energy Private Limited	100%	100%
Sardarshahar Agri Energy Private Limited	100%	100%
SAEL Agri Commodities Limited	100%	100%
SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	100%	100%
SAEL Engineering Private Limited (Formerly Lalitpur Solar Private Limited)	100%	100%
SAEL Solar Mfg. Private Limited	100%	100%
SAEL RE Power Private Limited	100%	100%
SAEL Solar Solutions Private Limited	100%	100%
SAEL Solar India Private Limited	100%	100%
SAEL Power Private Limited	100%	100%
SAEL International Limited, Hongkong	100%	100%
Urjanidhi Solar Private Limited	100%	100%
Sunfree Energy Private Limited	100%	100%
Native Power Private Limited	100%	100%
SAEL EV Infra Private Limited	100%	100%
Chattargarh Renewable Energy Private Limited	100%	100%
Sunfree Energy RJP1 Private Limited	100%	-
Sukhbir Singh and Company (w.e.f. 1 October 2022)	-	100%

c) Directors

Mr. Jasbir Singh
Mr. Sukhbir Singh
Mr. Laxit Awla
Mr. Harbhajan Singh (Independent director) (appointed effective from 29 March 2023)
Mr. Inge Karsten Stoelen (appointed effective from 07 June 2023)
Mr. Bjornar Baugerud (appointed effective from 06 May 2024)

d) Key Managerial Person other than Directors

Mr. Dushyant Kumar (Chief Financial Officer, appointed effective from 04 July 2023)
Mr. Vishal Garg (Company Secretary, appointed effective from 04 July 2023)

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G.D. SINGHAL & ASSOCIATES * CHARTERED ACCOUNTANTS * FRN : 017648N FEROZEPUR CITY

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

SAEL Industries Limited

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CIN: U40106PB2022PLC055755
Notes to standalone financial Statements for the year ended 31 March 2024

II Transaction and Outstanding balances with related parties

S. No.	Particular	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
(A)	**Transaction with related parties**		
1	**Remuneration to Director**		
	Mr. Jasbir Singh	24.00	3.45
	Mr. Sukhbir Singh	24.00	2.76
		48.00	**6.21**
2	**Investment made in subsidiary during the year**		
	SAEL Limited	-	6,918.31
	SAEL Solar P5 Private Limited*	1,810.10	-
	SAEL Solar P6 Private Limited*	160.10	-
	SAEL Solar MHP1 Private Limited*	0.10	-
	SAEL Solar MHP2 Private Limited*	0.10	-
	SAEL Solar P4 Private Limited*	0.10	-
	SAEL Solar P7 Private Limited*	0.10	-
	SAEL Solar P10 Private Limited*	0.10	-
		1,970.90	**6,918.31**
3	**Non-current loan to related parties**		
	SAEL Limited	6,768.93	-
	SAEL Solar Mfg Private Limited	243.32	-
	SAEL Solar P4 Private Limited	687.78	-
	SAEL Solar P5 Private Limited	5,410.94	
	SAEL Solar P6 Private Limited	732.00	-
	SAEL Solar P7 Private Limited	0.05	-
	SAEL Solar P8 Private Limited	0.05	-
	SAEL Solar P9 Private Limited	0.05	-
	SAEL Solar P10 Private Limited	0.05	-
	SAEL Solar MHP1 Private Limited	138.21	-
	SAEL Solar MHP2 Private Limited	127.81	-
	Sunfree Energy RJP1 Private Limited	248.63	-
		14,357.82	-
4	**Interest income from related party from non current loan**		
	SAEL Limited	420.30	-
	SAEL Solar Mfg Private Limited	14.59	-
	SAEL Solar P4 Private Limited	42.22	-
	SAEL Solar P5 Private Limited	4.60	-
	SAEL Solar P6 Private Limited	45.33	-
	SAEL Solar MHP1 Private Limited	8.57	-
	SAEL Solar MHP2 Private Limited	7.89	-
	Sunfree Energy RJP1 Private Limited	15.95	-
		559.45	-
5	**Receipt of current loan given to related party**		
	Sunfree Paschim Renewable Energy Private Limited	4.41	-
	SAEL Limited	4,301.87	-
		4,306.28	-
6	**Revenue from EPC Contract**		
	Chattargarh Renewable Energy Private Limited	975.30	
	Sardarshahar Agri Energy Private Limited	823.84	
	KTA Powers Private Limited	760.95	
	TNA Renewable Energy Private Limited	924.53	
	VCA Power Private Limited	589.77	
	Jasrasar Green Power Energy Private Limited	280.98	
	SAEL Solar Solutions Private Limited	2,228.87	
	SAEL Limited	117.19	
	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	70.56	
	Universal Biomass Energy Private Limited	49.66	
	SAEL Engineering Private Limited (Formerly Lalitpur Solar Private Limited)	70.22	
		6,891.87	-

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7	**Loan taken from related party (short term borrowings)**		
	TNA Renewable Energy Private Limited	255.43	199.54
	VCA Power Private Limited	678.02	99.58
	Jasrasar Green Power Energy Private Limited	220.36	89.87
	Sunfree Paschim Renewable Energy Private Limited	138.48	-
	SAEL Agri Commodities Limited	3.98	-
	SAEL RE POWER Private Limited	0.05	-
	Sunfree North East Renewable Energy Private Limited	0.07	-
	Jasbir Singh	-	131.69
	Sukhbir Singh	-	157.40
	KTA Power Private Limited	-	279.96
	Universal Biomass Energy Private limited	-	792.25
	Chattargah Renewalble Energy Private Limited	-	90.00
	Sardarshahar Agri Energy Private Limited	-	100.00
	Canal Solar Energy Private Limited	-	397.25
	Laxjeet Renewable Energy Private Limited	-	62.00
	SAEL Engineering Private Limited (Formerly Lalitpur Solar Private Limited)	-	50.00
		1,296.39	**2,449.52**
8	**Loan repaid to related party (short term borrowings)**		
	Jasbir Singh	4.74	-
	KTA Power Private Limited	4.83	-
	Chattargah Renewalble Energy Private Limited	90.00	-
	Sardarshahar Agri Energy Private Limited	10.88	-
	Canal Solar Energy Private Limited	30.92	-
	Laxjeet Renewable Energy Private Limited	7.96	-
	SAEL Engineering Private Limited (Formerly Lalitpur Solar Private Limited)	0.00	-
	Universal Biomass Energy Private limited	596.53	-
		745.86	-
9	**Expenses incurred on behalf of related party**		
	SAEL Limited	-	24.91
	Sunfree Paschim Renewable Energy Private Limited	-	4.81
	Laxjeet Renewable Energy Private Limited	-	1.36
		-	**31.08**
10	**Cost of material consumed (purchase)**		
	SAEL Engineering Private Limited (Formerly Lalitpur Solar Private Limited)	73.81	
	SAEL Solar Solutions Private Limited	424.49	
		498.30	-
11	**Services provided to related party**		
	Sunfree Paschim Renewable Energy Private Limited	-	0.50
	SAEL Limited	-	2.49
	Laxjeet Renewable Energy Private Limited	-	0.14
		-	**3.13**
12	**Expenses Incurred on behalf of Company**		
	Sunfree North East Renewable Energy Private Limited	-	0.07
	Sunfree Paschim Renewable Energy Private Limited	-	0.90
		-	**0.97**
13	**Loan given to wholly owned subsidiary**		
	Sunfree Paschim Renewable Energy Private Limited		-
	SAEL Limited	-	4,274.47
		-	**4,274.47**

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S. No.	Particular	As at 31 March 2024	As at 31 March 2023
(A)	**Outstanding balances**		
1	**Invetmet in Equity share capital**		
	SAEL Limited	6,918.31	6,918.31
	SAEL Solar P5 Private Limited*	1,810.10	-
	SAEL Solar P6 Private Limited*	160.10	-
	SAEL Solar MHP1 Private Limited*	0.10	-
	SAEL Solar MHP2 Private Limited*	0.10	-
	SAEL Solar P4 Private Limited*	0.10	-
	SAEL Solar P7 Private Limited*	0.10	-
	SAEL Solar P8 Private Limited*	0.10	-
	SAEL Solar P9 Private Limited*	0.10	-
	SAEL Solar P10 Private Limited*	0.10	-
		8,889.21	**6,918.31**
2	**Value of Deemed Investment accounted in terms of fair valuation under Ind AS 109: (net of tax)**		
	SAEL Limited	1,818.75	-
	SAEL Solar RJP1 Private Limited	69.04	-
	SAEL Solar MFG Private Limited	63.14	-
	SAEL Solar P4 Private Limited	182.71	
	SAEL Solar MHP1 Private Limited	37.08	-
	SAEL Solar MHP2 Private Limited	34.12	-
	SAEL Solar P5 Private Limited	1,454.16	-
		3,855.15	-
3	**Non-current loan to related parties**		
	Laxit Awla	-	-
	SAEL Solar Solutions Private Limited	0.64	-
	SAEL Solar Mfg Private Limited	160.51	-
	SAEL Solar P4 Private Limited	472.23	-
	SAEL Solar P5 Private Limited	3,363.96	
	SAEL Solar P6 Private Limited	500.60	-
	SAEL Solar P7 Private Limited	0.05	-
	SAEL Solar P8 Private Limited	0.05	-
	SAEL Solar P9 Private Limited	0.06	-
	SAEL Solar P10 Private Limited	0.06	-
	SAEL Solar MHP1 Private Limited	94.46	-
	SAEL Solar MHP2 Private Limited	87.55	-
	Sunfree Energy RJP1 Private Limited	175.50	-
		9,478.97	-
4	**Current loan to related parties**		
	SAEL Limited	-	4,301.87
	Sunfree Paschim Renewable Energy Private Limited	-	4.41
		-	**4,306.28**
5	**Loan from related party (short term borrowings)**		
	Jasbir Singh	126.95	131.69
	Sukhbir Singh	157.40	157.40
	KTA Power Private Limited	275.12	279.96
	TNA Renewable Energy Private Limited	454.97	199.54
	VCA Power Private Limited	777.60	99.58
	Chattargah Renewalble Energy Private Limited	-	90.00
	Sardarshahar Agri Energy Private Limited	89.12	100.00
	Jasrasar Green Power Energy Private Limited	310.23	89.87
	Canal Solar Energy Private Limited	366.32	397.25
	Laxjeet Renewable Energy Private Limited	52.53	60.50
	SAEL Engineering Private Limited (Formerly Lalitpur Solar Private Limited)	50.00	50.00
	SAEL RE POWER Private Limited	0.05	-
	Sunfree North East Renewable Energy Private Limited	0.14	0.07
	Sunfree Paschim Renewable Energy Private Limited	138.48	-
	Universal Biomass Energy Private limited	195.72	792.25
	SAEL Agri Commodities Limited	3.98	
		2,998.61	**2,448.09**

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Notes to standalone financial Statements for the year ended 31 March 2024

6	**Trade receivabele**		
	SAEL Solar Solutions Private Limited	286.51	
	SAEL Limited	132.63	
	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Priva	17.22	
	Other	13.41	
		449.77	-
7	**Other current liability**		
	Advance from customer		
	SAEL Solar P5 Private Limited	5,928.78	
	SAEL Solar P6 Private Limited	400.00	
		6,328.78	-
8	**Other current assets**		
	Chattargah Renewalble Energy Private Limited	32.22	
		32.22	-
9	**Trade payable**		
	SAEL Solar Mfg. Private Limited	516.71	
		516.71	-

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34 Employee benefits

Defined contribution

Contributions are made to the recognised provident and family pension fund, cover all eligible employees under applicable Acts. Both the employees and the Company make pre-determined contributions to the provident fund. The contributions are normally based upon a proportion of the employee's salary. The Company has recognized an amount of Rs 7.96 million (31 March 2023: Nil) towards employer's contribution in provident fund and other funds in the statement of profit and loss.

Defined benefit obligation

Provision for gratuity, payable to eligible employees on retirement/separation, is based upon an actuarial valuation as at the balance sheet date. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The obligations are actuarially determined using the 'Projected Unit Credit Method' as at the balance sheet date. Gains/ losses on changes in actuarial assumptions are accounted in Other Comprehensive Income as identified by the management of the Company.

Other long term employee benefits

Provision for compensated absences, payable to eligible employees on availment/ retirement/ separation, is based upon an actuarial valuation as at the balance sheet date. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The obligation are actuarially determined using the 'Projected Unit Credit Method' as at the balance sheet date. Gains/ losses on changes in actuarial assumptions are accounted in Other Comprehensive Income.

In Rs. million unless otherwise stated

Particulars	Gratuity	
	31 March 2024	31 March 2023
Reconciliation of liability recognised in the Balance sheet:		
Present value of commitments	19.81	-
Net liability in the balance sheet	19.81	-
Movement in net liability recognised in the Balance sheet:		
Net liability as at the beginning of the year	-	-
Net amount recognised as expenses in the statement of profit and loss	6.82	-
Benefits paid	-	-
Remeasurements-actuarial (gains) / losses	12.99	-
Net liability as at the end of the year	**19.81**	-
Expenses recognised in the statement of profit and loss		
Current service cost	6.82	-
Interest cost	0.00	-
Expenses charged to the statement of profit and loss	**6.82**	-
Component of defined benefit cost recognised in other comprehensive income	**12.99**	-
Non current	19.23	-
Current	0.58	-

In Rs. million unless otherwise stated

Particulars	Gratuity	
	31 March 2024	31 March 2023
Reconciliation of defined-benefit commitments:		
Obligations as at the beginning of the year	-	-
Acquisition adjustment (Transfer out)	-	-
Current service cost	6.82	-
Interest cost	0.00	-
Benefits paid	-	-
Remeasurements- actuarial (gains) / losses	12.99	-
Obligations as at the end of the year	**19.81**	-

Breakup of actuarial (gain) / loss

Particulars	31 March 2024	31 March 2023
Actuarial (gain)/loss on arising from change in financial assumption	0.31	-
Actuarial (gain)/loss on arising from experience adjustment	12.68	-
Total actuarial (gain)/loss	**12.99**	-

The actuarial valuation in respect of commitments and expenses relating to unfunded Gratuity are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expenses:

(a) Economic assumptions

Particulars	31 March 2024	31 March 2023
Discount rate	7.36%	-
Ages (withdrawal reate)		
Up to 30 Years	3	-
From 31 to 44 years	2	-
Above 44 years	1	-
Expected rate of salary increase	8.00%	-

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(b) Demographic assumptions

Particulars	31 March 2024	31 March 2023
Retirement age	58 years	58 years
Mortality table	Indian Assured Lives Mortality (IALM) (2012-14)	Indian Assured Lives Mortality (IALM) (2012-14)

(c) Sensitivity analysis of defined benefit obligation

In Rs. million unless otherwise stated

Particulars	Gratuity	
	31 March 2024	31 March 2023
a) Impact of the change in discount rate		
i) Impact due to increase of 0.50%	(1.27)	-
ii) Impact due to decrease of 0.50%	1.40	-
b) Impact of the change in salary increase		
i) Impact due to increase of 0.50%	1.11	-
ii) Impact due to decrease of 0.50%	(1.06)	-

Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(d) Maturity profile of defined benefit obligation

Particulars	Gratuity	
	31 March 2024	31 March 2023
Less than 1 year	0.61	-
Year 1 to 5	1.88	-
More than 5 years	17.32	-

The contribution expected to be made by the Compnay during the next financial year 2024-25 of Rs. 11.66 million (2023-24: Rs. nil million)

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35 i) Ind AS 116 - Leases

The Company has lease agreements usually for a period of 10 - 30 years. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. The Company is prohibited from selling or pledging the underlying leased assets as security.

Set out below are the carrying amounts of right-of-use assets recognized and the movement during the period;

Particular	Buildings	Total
Balance as of 01 April 2023	-	-
Additions	224.32	224.32
Deletions	-	-
Depreciation (refer note 3)	37.38	37.38
Balance as of 31 March 2024	**186.94**	**186.94**

The following are the amounts recognised in profit or loss:

Particular	As at 31 March 2024	As at 31 March 2024
Depreciation expense of right-of-use asset (refer note 30)	37.39	-
Interest expense on lease liabilities (refer note 29)	10.24	-
Expense relating to short-term leases	-	-
Total amount recognised in profit or loss	**47.63**	-

The following is the break-up of current and non-current lease liabilities as of 31 March 2024 and 31 March 2023:

Particular	As at 31 March 2024	As at 31 March 2024
Non-current lease liabilities	135.28	-
Current lease liabilities	85.44	-
Total	**220.72**	-

The following is the movement in lease liabilities during the year ended 31 March 2024 and 31 March 2023:

Particular	As at 31 March 2024	As at 31 March 2024
Opening balance	-	-
Additions	219.00	-
Finance cost accrued during the period (refer note 29)	10.24	-
Payment of lease liabilities	(8.52)	-
Balance as of 31 March 2024	**220.72**	-

The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2024 and March 31, 2023 on an undiscounted basis:

Particular	As at 31 March 2024	As at 31 March 2024
Less than one year	102.24	-
One to five years	153.35	-
Total	**255.59**	-

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36 Earnings per share

Both the basic and diluted earnings per share have been calculated using the profit attributable to shareholders of the parent company as the numerator, i.e. no adjustments to profit were necessary.

The reconciliation of the weighted average number of shares for the purposes of diluted earnings per share to the weighted average number of ordinary shares used in the calculation of basic earnings per share and diluted loss per share is as follows:

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 25 April 2022 to 31 March 2023
Loss attributable to owners	(656.43)	(148.37)
Number of equity shares	4,61,29,297	4,61,29,197
Weighted average number of shares used in basic loss per share	4,61,29,297	3,41,24,248
Weighted average number of shares used in diluted loss per share	4,61,29,297	3,41,24,248
Basic loss per share	(14.23)	(4.35)
Diluted loss per share	(14.23)	(4.35)

The Company is in losses within the current year and previous year, impact of compulsory convertible preference share were excluded from the diluted weighted average number of ordinary shares calculation as their effect would have been anti-dilutive.

37 Details of assets pledged

The carrying amounts of assets pledged as security for current and non-current borrowings are:

In Rs million unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Current		
Trade receivables	449.76	-
Cash and cash equivalents	247.50	-
Bank balances other than cash and cash equivalents	685.99	-
Loans	-	-
Other financial assets	230.73	-
Other current assets	1,655.62	-
Total	**3,269.60**	-

38 Reconciliation of liabilities from financing activities

In Rs. million unless otherwise stated

Particulars	As at 01 April 2023	Cash flows		Non cash changes	As at 31 March 2024
		Additions	Payments		
Lease liabilities (including current maturities)	-	-	-	-	-
Current borrowings (net)	2,448.11	-	-	-	2,448.11
Compulsory convertible preference shares	3,318.80	-	-	-	3,318.80
Total liabilities from financial activities	**5,766.91**	-	-	-	**5,766.91**

In Rs. million unless otherwise stated

Particulars	As at 25 April 2022	Cash flows		Non cash changes	As at 31 March 2023
		Additions	Payments		
Current borrowings (net)	-	2,448.11	-	-	2,448.11
Compulsory convertible preference shares	-	3,256.00	-	62.80	3,318.80
Total liabilities from financial activities	-	**5,704.11**	**0.01**	**62.80**	**5,766.91**

39 Details for funds received and loaned as intermediary

For the year ended 31 March 2024

a) **Funds received from foreign entity (Funding Party)**

In Rs millions unless otherwise stated

Funding Party	Date	Amount
Norfund Registered Address: Fridtjof Nansens plass 4, N-0160 Oslo, Norway	13 October 2023	1,660.00
Norfund Registered Address: Fridtjof Nansens plass 4, N-0160 Oslo, Norway	02 February 2024	1,450.00
U.S International Development Finance Corporation (DFC) Registered Address: 1100 New York Ave. NW, Washington, DC, 20527	15 February 2024	2,587.46
		5,697.46

b) **Fund advanced to intermediary entity for onward lending to ultimate beneficiary as stated in point (c) below**

Intermediary Entity	Date	Amount
SAEL Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	5,456.46
SAEL Solar RJP1 private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	241.00
		5,697.46

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c) **Funds lend to Ultimate Beneficiary**

Ultimate Beneficiaries	Date	Amount
Universal Biomass Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	1,076.57
SAEL Solar Solution Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	646.73
KTA Powers Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	Multiple dates	555.21
SAEL Solar Mfg. Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	530.00
VCA Power Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	508.24
TNA Renewable Energy Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	Multiple dates	506.82
Sardarshahar Agri Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	505.87
Sunfree North East Renewable Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	443.36
SAEL Kaithal Renewable Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	225.55
Sunfree Paschim Renewable Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	199.34
Jasrasar Green Power Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	103.62
Canal Solar Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	77.44
SAEL Engineering Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	52.37
SAEL RE Power Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	Multiple dates	25.34
		5,456.46

For the year ended 31 March 2023

a) **Funds received from foreign entity (Funding Party)**

In Rs millions unless otherwise stated

Funding Party	Date	Amount
Norfund Registered Address: Fridtjof Nansens plass 4, N-0160 Oslo, Norway	17 February 2023	1,680.63
		1,680.63

b) **Fund advanced to intermediary entity for onward lending to ultimate beneficiary as stated in point (c) below**

Intermediary Entity	Date	Amount
SAEL Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	18 February 2023	48.50
	20 February 2023	532.13
	21 February 2023	1,100.00
		1,680.63

c) **Funds lend to Ultimate Beneficiary**

Ultimate Beneficiaries	Date	Amount
KTA Powers Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	21 February 2023	372.46
Sardarshahar Agri Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21 February 2023	327.61
TNA Renewable Energy Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	21 February 2023	325.98
Jasrasar Green Power Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21 February 2023	323.57
VCA Power Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21 February 2023	317.04
Chattargah Renewable Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21 February 2023	13.97
		1,680.63

The Company has complied with relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999), Companies Act and the Prevention of Money-Laundering Act, 2002 (15 of 2003).

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40 Additional regulatory disclosures

a) The followings are the analytical ratio for the year ended 31 March 2024

Ratios	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	Variance %
Current Ratio	Total current assets	Total current liabilities	0.32	2.19	-86%
Debt Equity Ratio	Debts consist of borrowings and lease liabilities	Total equity	0.49	0.36	36%
Debt Service Coverage Ratio	Earning for debts service = net profit after taxes + non-cash opearting expenses + interest + other non-cash adjustments	Debts service = Interest and lease payment + principal repayment	(4.23)	(14.39)	-71%
Return on Equity Ratio (%)	Profit/ loss for the period less preference dividend (if any)	Average total equity	-10.18%	-2.19%	365%
Inventory Turnover Ratio	Cost of good sold	Average inventory	44.34	Not Applicable**	NA
Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable	30.65	Not Applicable***	NA
Trade Payable Turnover Ratio	Cost of equipments and software licences + other expenses	Average trade payable	-	-	NA
Net Capital Turnover Ratio	Revenue from operations	Average working capital (i.e. total current assets less total current liabilities	(0.90)	-	NA
Net Profit Ratio (%)	Profit for the period	Revenue from operations	(0.06)	(0.02)	162%
Return on Capital Employed (%)	Profit before tax and finances cost	Capital employed = Total assets - current liabilities	-5.60%	-2.14%	162%
Return on Investment(%)	Income generated from invested funds	Average invested funds in treasury investments	Not Applicable##	Not Applicable##	NA

Reasons for variance :

*Debt service coverage ratio is not applicable as the Company does not have any interest bearing borrowings as at 31 March 2024.
**Inventory turnover ratio is not applicable to the Company as no inventory is held by the Company.
***Ratio is not applicable to the Company as no there is no revenue from operations in the period.
#Ratio is not applicable to the Company as no there is no cost of equipments and software licenses in the period.
##Return on investment is not applicable to the Company as no investment is held by the Company.

(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 under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
(ii) The Company has not been declared wilful defaulter by any bank or financial institutions or other lenders.
(iii) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
(iv) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies ('ROC') beyond the statutory period.
(v) The Company has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
(vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall: -
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 to or on behalf of the Ultimate Beneficiaries.
(vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: -
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.
(viii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the current and preceding 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).
(ix) The Company has not traded or invested in crypto currency or virtual currency during the current and the preceding financial year.
(x) The Company has filed quarterly statements of current assets with banks without any material discrepancies.

41 Segment reporting

The company is engaged in the business of generating revenue from engineering, procurement and construction contracts of power plants. Chief Opearting Decision Maker (CODM) reviews the financial information of the Company as a whole for decision- making and accordingly the Company has a single reportable segment.Further the operations of the Company are limited within one geographical segment. Hence no further disclosure is required to be made by the company.

42 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.
The Company uses accounting software "SAP" for maintenance of books of accounts. The detailed log at application level from 1 April 2023.
Further The Company has not enabled the audit trail feature recording audit trail (edit log) facility enabled at the database level for accounting software SAP HANA (database) to log any direct data changes.

43 Subsequent event

The Company has evaluated events and transactions, which occurred subsequent to the balance sheet date but prior to the date when financial statements were available to be issued. There were no material subsequent event which are required to be disclosed.

For G.D. Singhal & Associates
Chartered Accountants
Firm's Registration No.: 017648N

Gagan Deep Singhal
Partner
Membership no. 098947

Place: New Delhi
Date: 28 May 2024

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership no. 507892

Place: New Delhi
Date: 28 May 2024

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Dushyant Kumar
Chief Financial Officer

Place: New Delhi
Date: 22 May 2024

Sukhbir Singh
Director
DIN No - 01785240

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 22 May 2024

SAEL Industries Limited