MAHINDRA SUSTEN PRIVATE LIMITED
Registered office address:- Mahindra Towers, Dr. G. M. Bhosale Marg,
P. K. Kurne Chowk, Worli, Mumbai – 400 018, India
CIN: U74990MH2010PTC207854
Tel No. 022 24901441, Fax No. 022 24900833
Email: susten@mahindra.com; Website: www.mahindrasusten.com

BOARD'S REPORT TO THE SHAREHOLDERS

Your Directors' present their Fourteenth Report together with the Audited Financial Statements of your Company for the Financial Year ended March 31, 2024.

FINANCIAL HIGHLIGHTS AND STATE OF COMPANY'S AFFAIRS

(Rupees in Lakhs)

Particulars			Year ended March 31 2024	Year ended March 31 2023
Continuing Operations				
I	Revenue from operations		1,857.31	10,092.64
II	Other Income		17,623.41	11,246.11
III	**Total Income (I + II)**		**19,480.72**	**21,338.75**
IV	**Expenses**			
	(a)	Cost of materials consumed	974.08	6,207.95
	(c)	Employee benefit expenses	3,879.25	6,003.36
	(d)	Finance costs	5,316.52	4,921.38
	(e)	Depreciation and amortisation Expense	339.72	309.88
	(f)	Other expenses	4,530.77	4,994.05
	Total Expenses		**15,040.34**	**22,436.62**
	Profit /(loss) before exceptional items and tax (III-IV)		**4,440.38**	**(1,097.87)**
	Exceptional Items (Gain) / Loss		(93,794.33)	(2,672.96)
V	**Profit before tax (III - IV)**		**98,234.71**	**1,575.09**
VI	**Tax Expense**			
	Current tax		7,610.62	-
	Deferred tax		7,034.42	1,884.08
	Deferred Tax charged relating to earlier years		-	29.09
	Total Tax Expense		**14,645.04**	**1,913.17**
VII	**Profit / (Loss) before tax from continuing operations (V - VI)**		**83,589.67**	**-338.08**
VII	**Discontinued Operations**			
	(1)	Profit/(loss) from discontinued operations	2,197.61	3,909.92
	(2)	Tax Expense of discontinued operations	553.09	136.61
VIII	**Profit/(loss) after tax from discontinued operations (IX + X)**		**1,644.52**	**3,773.31**
IX	**Profit/(loss) for the year (V - VI + VIII)**		**85,234.19**	**3,435.23**
XII	**Other comprehensive income**		**67.02**	**2.34**

XIII	Total Comprehensive Income for the year (IX+ XII)	85,167.17	3,432.88
XIV	Balance of Profit from Earlier Years	30,946.46	27,513.57
XV	Balance carried Forward	1,16,113.63	30,946.46
XVI	Amount carried forward to reserves	-	-
XVII	**Net worth**	**1,81,560.39**	**1,02,715.05**

No material changes and commitments have occurred after the closure of the Financial Year 2023-24 under review to which the Financial Statements relate till the date of this Report which would affect the financial position of your Company.

CHANGE IN THE NATURE OF THE BUSINESS

There has been no change in the nature of the business and operations of the Company during the financial year under review.

OPERATIONS OF THE COMPANY

A Scheme of Arrangement was entered into between your Company as 'Demerged company' and Emergent Solren Private Limited (WOS of Mahindra Holdings Limited / 'Resulting Company') and their respective shareholders and creditors for the transfer of the identified operational assets (pertaining to ~260 MW AC portfolio) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 "Scheme"). The Scheme was duly approved by the National Company Law Tribunal, Mumbai Bench ("NCLT") vide its order dated July 27, 2023 and was effective from September 1, 2023.

Further, during the year under review, the Company and Ontario Teachers' Pension Plan Board ("OTPPB"), as sponsors, have established Sustainable Energy Infra Trust ("SEIT" or "Trust"), an Indian Infrastructure Investment Trust ('InvIT'), on July 20, 2023, and the Trust was registered with Securities and Exchange Board of India ('SEBI') as an Infrastructure Investment Trust under the SEBI (Infrastructure Investment Trusts) Regulations, 2014 ('InvIT Regulations'), on August 11, 2023, with registration number IN/InvIT/23-24/0027. The Trust proposes to focus on investments in renewable energy power plants.

The Trust is India's largest InvIT in the renewable energy space and is listed on the National Stock Exchange of India Limited. The Trust holds operational renewable power assets seeded by the Company with a generation capacity of approximately 1.54 GWp. The funds to the tune of Rs. 897.8 Crores (USD 108 Million) made available to your Company by way of an offer for sale of units of the Trust, will position your Company for the next level of growth and development of a future pipeline of renewable energy assets.

Your Company and the Trust, as a part of their growth strategy, have entered into a Right Of First Offer (ROFO) arrangement, in compliance with InvIT Regulations, whereby renewable energy assets developed by your Company will be offered for sale to the Trust.

During the financial year under review, the Company has earned revenue of Rs. 1,857.33 lakhs from operation as compared to Rs. 10,092.64 lakhs in the previous year as the Company has demerged its sale of power business.

The Company's total income for the year was Rs. 19,480.73 lakhs as compared to Rs. 21,338.75 lakhs in the previous year. The profit after tax from continuing operations for the year was Rs. 83,589.16 Lakhs as compared to loss after tax of Rs. 338.08 lakhs in the previous year. The profit after tax from Discontinued operations for the year was Rs. 1,644.52 Lakhs as compared to profit after tax of Rs. 3,773.31 lakhs in the previous year. Total profit after tax for the year was Rs. 85,234.16 Lakhs as compared to profit after tax of Rs. 3,435.22 lakhs in the previous year

HOLDING COMPANY

Mahindra Holdings Limited ("MHL") sold additional 9.99% stake held in the Company to 2452991 Ontario Limited, which reduced MHL's shareholding from 70% to 60.01% with effect from December 15, 2023. The effective holding of 2452991 Ontario Limited in the Company stands increased to 39.99%.

However, your Company continues to remain a subsidiary of MHL with 60.01% holding in the Company.

SUBSIDIARY COMPANIES / ASSOCIATES / JOINT VENTURES

MSPL International DMCC ("MIDMCC"), incorporated in Dubai, United Arab Emirates, as a wholly owned subsidiary of the Company had been wound-up and ceased to be in existence and as a wholly owned subsidiary of the Company with effect from January 18, 2023, pursuant to the receipt of De-registration Certificate from Dubai Multi Commodities Centre ("DMCC") dated August 7, 2023.

Marvel Solren Private Limited ("Marvel") ceased to be a subsidiary of the Company with effect from December 12, 2023, pursuant to sale of 51% stake held by your Company in Marvel to Mahindra Sustainable Energy Private Limited.

Pursuant to the Share Purchase Agreement dated December 14, 2023, 100% shares of Megasolis Renewables Private Limited ("MRPL") (including its wholly owned subsidiaries i.e., Neo Solren Private Limited, Astra Solren Private Limited, Brightsolar Renewable Energy Private Limited) and Mega Suryaurja Private Limited ("MSUPL") were transferred the Sustainable Energy Infra Trust ("SEIT") on January 09, 2024.

Consequently, MRPL (including its wholly owned subsidiaries i.e., Neo Solren Private Limited, Astra Solren Private Limited, Brightsolar Renewable Energy Private Limited) and MSUPL ceased to be the subsidiaries of the Company.

As on March 31, 2024, the Company have the following 9 (Nine) subsidiaries, and these companies had not commenced commercial operations during the year under review:

i. Martial Solren Private Limited
ii. Furies Solren Private Limited
iii. Gelos Solren Private Limited
iv. Hazel Hybren Private Limited
v. Illuminate Hybren Private Limited - Formerly known as "Icarus Hybren Private Limited"
vi. Jade Hybren Private Limited
vii. Kyros Hybren Private Limited

viii. Layer Hybren Private Limited
ix. Migos Hybren Private Limited

None of the subsidiaries of the Company have declared dividend during the year under review.

The Company has no Associate or Joint Venture Company as on March 31, 2024.

STATEMENT PURSUANT TO SECTION 129 OF THE COMPANIES ACT, 2013

A Report on the performance and financial position of each of the subsidiaries and their contribution to the overall performance of the Company is provided in Form AOC-1, as **Annexure I** and the same forms part of this report.

TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserves.

DIVIDEND

During the year under review, your Directors' have neither paid any interim dividend nor recommended final dividend in order to conserve resources for the business requirements of the Company. There is no unpaid dividend of earlier years which has been transferred or due to be transferred to Investor Education and Protection Fund during the year.

MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION

During the year under review, there was no alteration in Memorandum of Association of the Company.

On July 31, 2023 and December 12, 2023, the Articles of Association of your Company were amended and restated pursuant to the terms of Share Purchase Agreement ("SPA") and Shareholder's Agreement ("SHA") dated September 17, 2022 and its amendments thereof executed by and amongst Mahindra Holdings Limited ("MHL"), 2452991 Ontario Limited ("OTPP") and the Company.

SHARE CAPITAL

Authorized Share Capital

During the year under review, there has been no change in the Authorized Share Capital of your Company.

The Authorized Share Capital of the Company as on March 31, 2024 stood at Rs. 500,00,00,000 (Rupees Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 10/- each (Rupees Ten).

Issued, Subscribed and Paid-up Share Capital

During the year under the review, there has been no change in the Issued, Subscribed and Paid-up Share Capital of your Company.

The Issued, Subscribed and Paid-up share capital of your Company as on March 31, 2024 stood at Rs. 390,92,34,560 (Rupees Three Hundred Ninety Crores Ninety Two Lakhs Thirty Four Thousand Five Hundred Sixty only) divided into 39,09,23,456 (Thirty Nine Crores Nine Lakhs Twenty Three Thousand Four Hundred Fifty Six) Equity Shares of the face value of Rs. 10/- each (Rupees Ten).

BOARD OF DIRECTORS

During the year under review, your Board of Directors met Nine times i.e., on May 04, 2023, July 06, 2023, July 31, 2023, September 14, 2023, October 25, 2023, December 11, 2023, January 23, 2024, February 01, 2024 and March 13, 2024.

Composition and number of meetings attended:

The Composition and the attendance at the meetings of the Board are as under:

Sr. No.	Name of the Directors	DIN	Executive/ Non-Executive Director	Independent / Non-Independent Director	No. of Board meetings attended
1	Mr. Ramesh Iyer	00220759	Chairman & Non - Executive Director	Non-Independent Director	9
2.	Mr. Deepak Thakur	06939592	Managing Director & Chief Executive Officer	Non-Independent Director	9
3.	Mr. Diwakar Gupta	01274552	Non-Executive Director	Independent Director	9
4.	Ms. Anjali Gupta	00781921			8
5.	Mr. Puneet Renjhen	09498488	Non - Executive Director	Non-Independent Director	7
6.	Mr. Amit Kumar Sinha	09127387			9
7.	Mr. Manoj Bhat	05205447			7
8.	Mr. Debapratim Hajara	09804007			9
9.	Mr. Bruce Ross Crane	08403603			3

During the year under review, no appointments/ changes in the Board of Directors of the Company took place.

At the Thirteenth Annual General Meeting ("AGM") of your Company held on July 31, 2023, the appointment of Ms. Anjali Gupta as Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013 was approved by the Members. Mr. Saurabh Rastogi (DIN: 10576793) was appointed as an Additional (Non-Executive & Non-Independent) Director of the Company and a nominee of 2452991 Ontario Limited, with effect from April 17, 2024and Mr. Amarjyoti Barua (DIN: 09202472) was appointed as Additional (Non-Executive & Non-Independent) Director of the Company and a nominee of Mahindra Holdings Limited, with effect from May 17, 2024.

The Board of the Company, inter-alia, considering the qualifications, experience, knowledge, skills possessed, and declarations submitted by Mr. Saurabh Rastogi and Mr. Amarjyoti

Barua, approved and recommended for approval of the Members their appointment as a Non-Executive and Non-Independent Director(s) of the Company, liable to retire by rotation, at the ensuing AGM of the Company. The Company has received the requisite notices in writing as per Section 160 of the Companies Act, 2013, from Members proposing their appointments as Directors of the Company.

Mr. Manoj Bhat (DIN: 05205447) tendered his resignation as a Director of the Company with effect from closing of business hours of May 16, 2024.

Mr. Ramesh Iyer, Mr. Deepak Thakur and Mr. Debapratim Hajara, Director(s), who would retire by rotation at the ensuing Annual General Meeting, being eligible and willing, have offered themselves for re-appointment.

INDEPENDENT DIRECTORS

Your Company has appointed two Independent Directors i.e., Mr. Diwakar Gupta and Ms. Anjali Gupta.

The Company has received declarations under Section 149(7) of the Companies Act, 2013, from all the Independent Directors confirming that they meet the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013. Based on the declarations received from the Independent Directors, the Board is of opinion that the Independent Directors fulfil the conditions specified in the Act and are Independent of the Management.

In terms of Section 150 of the Act read with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2019, Independent Directors have confirmed that they registered themselves with the data bank maintained by the Indian Institute of Corporate Affairs, Manesar ("IICA").

The Board considering the declarations taken on record, the skills, experience and acumen possessed by them, are of the opinion that they are a person of integrity and possesses the relevant expertise and experience (including proficiency) to continue as Independent Directors of the Company and are Independent of the Management of the Company.

The Independent Directors of your Company are exempted from the requirement to undertake online proficiency self-assessment test.

The Independent Directors are paid sitting fees for attending the Board and the Committee Meetings. They are also entitled to profit-related commission, as determined by the Board on recommendation of Nomination and Remuneration Committee and within the overall limits as approved by members plus reimbursement of expenses for participation in the Board and the Committee Meetings.

All the Directors of your Company including the Independent Directors have given requisite declarations pursuant to Section 164 of the Companies Act, 2013, that they are not disqualified to be appointed as Directors of the Company.

MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company met on January 23, 2024 without the presence of the Chairman of the Company or the Managing Director or the other Non-Executive Directors & Non-Independent Directors or the Chief Financial Officer, Company Secretary or any other Management Personnel of the Company. The Meeting was conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company (taking into account the views of the Non-Executive Directors) and to assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards viz; the Secretarial Standards - 1 on Board Meetings (SS-1) and the Secretarial Standards - 2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India and approved by the Central Government, and that such systems are adequate and operating effectively.

During the year under review, your Company followed compliance with the applicable Secretarial Standards, SS - 1 and SS - 2.

COMMITTEES OF THE BOARD AND NUMBER OF MEETINGS

The following are the details of the Committees of the Board:

i) **<u>Audit Committee:</u>**

During the year under review, the Audit Committee members met Nine times i.e., on May 04, 2023, July 06, 2023, July 31, 2023, September 14, 2023, October 25, 2023, December 11, 2023, January 23, 2024, February 01, 2024 and March 13, 2024.

The composition and attendance at the meetings of the Committee were as follows:

Sr. No.	Name of Directors	Designation	No. of Committee meetings attended
1	Mr. Diwakar Gupta	Independent Director & Chairman	9
2	Ms. Anjali Gupta	Independent Director, Member	8
3	Mr. Ramesh Iyer	Member	9

ii) **<u>Nomination and Remuneration Committee:</u>**

During the year under review, the Nomination and Remuneration Committee ("NRC") members met five times i.e., on May 04, 2023, July 31, 2023, October 25, 2023, February 01, 2024, and March 13, 2024.

The composition and attendance at the meetings of the Committee were as follows:

Sr. No.	Name of Directors	Designation	No. of Committee meetings attended
1	Mr. Diwakar Gupta	Independent Director & Chairman	5
2	Ms. Anjali Gupta	Independent Director	5
3	Mr. Debapratim Hajara	Member	5
4	Mr. Ramesh Iyer	Member	5

iii) **Corporate Social Responsibility ("CSR") Committee:**

During the year under review, the CSR Committee members of the Board of Directors met three times i.e., on May 04, 2023, October 25, 2023, March 13, 2024.

The Composition and the attendance at the CSR Committee were as under:

Sr. No.	Name of Directors	Designation	No. of Committee meetings attended
1	Mr. Diwakar Gupta	Chairman	3
2	Mr. Amit Kumar Sinha	Member	3
3	Mr. Debapratim Hajara	Member	3

GENERAL MEETING

The Thirteenth Annual General Meeting of your Company was held on July 31, 2023. During the year under review, Extra-ordinary General Meeting of your Company was held two times i.e., on July 31, 2023 and December 12, 2023.

KEY MANAGERIAL PERSONNEL

During the year under review, there has been no change in the Key Managerial Personnel ("KMP") of the Company.

Pursuant to the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Key Managerial Personnel's ("KMP") of the Company as on March 31, 2024 were as follows:

Sr. No.	Name of KMP	Designation
1	Mr. Deepak Thakur	Managing Director & Chief Executive Officer
2.	Mr. Avinash Bapat	Chief Financial Officer
3.	Mr. Mandar Joshi	Company Secretary

Mr. Avinash Bapat has tendered his resignation as Chief Financial Officer and KMP of the Company with effect from the close of business hours on April 30, 2024.

The Board of Directors of your Company has appointed Mr. Rakesh Khaitan as Chief Financial Officer and KMP of the Company with effect from May 01, 2024.

EVALUATION OF PERFORMANCE OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the applicable provisions of the Companies Act, 2013, the Nomination and Remuneration Committee ("NRC") of the Company has carried out the evaluation of performance of Board, its mandatory Committees and Individual Directors for the Financial Year 2023-24.

As per the provisions of Schedule IV of the Companies Act, 2013, the Board evaluated the performance of Independent Directors excluding the Director being evaluated through a structured questionnaire.

The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors in their separate meeting. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors and also assessed the quality, quantity and timeliness of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Process of evaluation

The performance was evaluated basis feedback for each of the evaluations sought by way of structured questionnaires through a secured electronic portal. The questionnaires for performance evaluation are comprehensive. The performance evaluation parameters covers various attributes/functioning of the Board such as adequacy of the composition of the Board and its Committees, the Board culture, execution and performance of specific duties, Board's functioning such as Board effectiveness, Board meetings, quantity and timeliness of the information flow between the Board Members and the Management, composition and Member participation, quality and transparency of discussions, time devoted by the Board to strategy, etc. based on the criteria approved. The evaluators were also able to give qualitative feedback and comments apart from responding to the questionnaire.

Outcome and results of evaluation

The outcome of the evaluations was presented to the Board for assessment and development of plans/suggestive measures for addressing action points that arise from the outcome of the evaluation. All Directors of the Company as on March 31, 2024 participated in the evaluation process. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise and the outcome of the evaluation process. The evaluation exercise for the Financial Year 2023-24 concluded that the transparency and free-flowing discussions at meetings, the adequacy of the Board and its Committee compositions and the frequency of meetings were satisfactory. They concluded that the Board functions in a cohesive and professional manner. Suggestions provided to enhance the Board's effectiveness have been noted and taken up for implementation. The suggestions from previous evaluations were implemented by the Company.

POLICY ON CRITERIA FOR APPOINTMENT/ REMOVAL OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL AND POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

In line with the principles of transparency and consistency your Company has adopted the following Policies which inter alia, include:

a) **Policy on the appointment of Directors & Senior Management and Succession Planning for Orderly Succession to the Board & Senior Management** which includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down in the said Policy, succession planning for Directors and Senior Management, and Policy statement for Talent Management framework of the Company, the NRC will accord due consideration for the expertise and other criteria required for the successor. There were no changes made to the said policy during the year under the review.

b) **Policy for remuneration of the Directors, Key Managerial Personnel and other employees** which sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in the Company.

c) **Policy for Non-Executive Directors including Independent Directors** includes the criteria for determining the compensation, both fixed and variable, to the Non-Executive Directors including Independent Directors whether as commission or otherwise.

There were no changes made to the aforesaid policy during the year under the review.

Polices mentioned above are available on the website and can be accessed at https://www.mahindrasusten.com/

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors, based on representations received from operating management and after due enquiry confirm that:

- In the preparation of the annual accounts for the Financial Year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures therein;
- Accounting policies have been selected in consultation with the Statutory Auditors and these have been applied consistently and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the Profit of the Company for the year ended on that date;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The annual accounts have been prepared on a going concern basis;

- Internal financial controls to be followed by the Company have been laid down and such internal financial controls were adequate and were operating effectively during the financial year ended March 31, 2024; and
- Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the Financial Year ended March 31, 2024.

RISK MANAGEMENT POLICY

Your Company has a well-defined Risk Management Framework in place which inter-alia includes identification and evaluation of risks and framing responses to mitigate the risks which may impact the performance outcome of the Company.

Your Company has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy inter-alia includes identification and assessment of the likelihood and impact of risk, mitigation steps and reporting of existing and new risks associated with the Company's activities in a structured manner. This facilitates timely and effective management of risks and opportunities and achievement of the Company's objectives.

The Board of Directors monitors and reviews the risk assessment, mitigation and risk management plans for the Company from time to time.

VIGIL MECHANISM

The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules framed thereunder is implemented through the Company's Whistle Blower Policy. The Whistle Blower Policy provides a mechanism for the Directors, Employees and all the Stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimization to those who use such mechanism. The Policy also makes provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

A quarterly report on the whistle blower complaints received is placed before the Audit Committee for its review. The Whistle-Blower Policy of your Company is available on the Company's website and can be accessed under the weblink https://www.mahindrasusten.com.

During the year under review, the Company received one whistle-blower complaint which was investigated and appropriate actions were taken.

STATUTORY AUDITORS AND AUDITORS' REPORT

Pursuant to Section 139 of the Companies Act, 2013 and on the basis of recommendation of the erstwhile Finance and Accounts Committee, M/s. Deloitte Haskins & Sells LLP, (Firm Registration No. 117366W/W-100018) were appointed as the Statutory Auditors of the Company for first term of five consecutive years i.e., to hold office from the conclusion of 10th Annual General Meeting ("AGM") till the conclusion of 15th AGM to be held in the year 2025 at a remuneration as may be decided by the board of Directors of the Company.

As required under the provisions of Section 139(1) of the Companies Act, 2013, the Company has received certificate to the effect that the auditors continue to satisfy the criteria provided in Section 141 of the Companies Act, 2013 in accordance with the Companies Act, 2013 read with the Rules framed thereunder.

Your Directors' confirm that the Statutory Auditors Report for Financial Year 2023-24 is unmodified i.e., it does not contain any qualifications or reservations or adverse remarks or disclaimer.

INTERNAL AUDITORS

The Company has in place an adequate Internal Audit framework to monitor the efficacy of the Internal Controls with the objective of providing to the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the Company's processes.

Pursuant to Section 138 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the Board has appointed M/s. Aneja Associates as the Internal Auditor of the Company for FY 2023-24. The Internal Auditor reports to the Audit Committee/ Board. The Internal Audit function develops an audit plan for the Company, which covers, inter-alia, corporate, core business operations, as well as support functions and is reviewed and approved by the Board. The Internal Audit approach verifies compliance with the operational and system related procedures and controls.

Significant audit observations were presented to the Audit Committee, together with the status of the management actions and the progress of the implementation of the recommendations on a regular basis.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Parikh & Associates, Practicing Company Secretaries (Firm Registration No. P1988MH009800) as the Secretarial Auditor of the Company to conduct the audit of the secretarial records of the Company for the Financial Year 2023-24.

The Secretarial Audit Report for the Financial Year 2023-24 does not contain any qualification, reservation, or adverse remark or disclaimer.

The Secretarial Audit Report in Form No. MR-3 for the financial year 2023-24 as issued by M/s. Parikh & Associates, Secretarial Auditor of your Company pursuant to the aforesaid provisions is attached herewith as **Annexure II** and the same forms part of this Report.

COST RECORDS & COST AUDITORS

The provisions of Cost Audit and maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, was applicable to the Company for the Financial Year 2023-24 and accordingly such accounts and records are made and being maintained by the Company.

The Company is neither required to appoint Cost Auditor nor required to maintain Cost records / cost compliance report for FY 2024-25.

REPORTING OF FRAUDS BY AUDITORS

During the year, the Company investigated a case of breach of ethical practices whereby the Head of Administration department and his colleague were found guilty of committing to certain financial malpractices through collusion with vendors and overstating their expenses. Subsequent to the admission made by the concerned individual and his colleague, certain amounts were recovered from the said individuals. Since the estimated amount involved was less than Rs 1 crore the Statutory Auditors were not required to report the matter to the Central Government. Consequently, some of the internal processes related to vendor due diligence and expenses reimbursement have been strengthened by the Company.

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

The particulars relating to the Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are attached herewith as **Annexure III** and the same forms part of this Report.

PARTICULARS OF EMPLOYEES AS REQUIRED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

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

CORPORATE SOCIAL RESPONSIBILITY ("CSR") AND RELATED MATTERS

The Company's CSR efforts continue to be directed towards Community Welfare, Rural Development, Cleanliness drive, Education, Public Health and Safety and Environmental Conservation, Disaster Management. The key areas are Skill Development, Building communities, sustainability, disaster relief and rehabilitation.

CSR Policy

Your Company has adopted a CSR Policy, as formulated and recommended by the CSR Committee from time to time, in accordance with the provisions of the Companies Act, 2013.

The CSR Policy including a brief overview of the projects or programs approved by the Board with implementation schedule thereof is uploaded on the Company website and can be accessed through the weblink: https://www.mahindrasusten.com/.

CSR Spend

During the year under review, the Company has spent Rs. 1,13,40,916/- towards CSR activities as stipulated under Schedule VII of the Companies Act, 2013. The mandated spend on the CSR activities for your Company for the year ended March 31, 2024 i.e., an amount equal to 2% of average net profit for the past three financial years was Rs. 1,13,23,032/-

There is no unspent CSR expenditure as on March 31, 2024.

Annual Report on CSR

A detailed Annual Report on CSR for the financial year 2023-24 is annexed as **Annexure IV** of this Report and the same forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 AND DEPOSITS UNDER CHAPTER V OF THE COMPANIES ACT, 2013

Your Company has not accepted any deposits from the public, or its employees, during the year under review. There were no other deposits falling under Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 at the beginning of the year, during the year and at the end of the year. There are no deposits which are not in compliance with the requirement of Chapter V of the Companies Act, 2013.

Particulars of loans advanced and investments made pursuant to Section 186 of the Companies Act, 2013 are given under Note Nos. 6 (which has details of Investment) & 7 (which has details of Loans given) of the Annual Audited Financial Statements and the same forms part of the Annual Report.

Particulars of guarantees given or securities provided pursuant to Section 186 of the Companies Act, 2013 are given under Note No. 39 of the Annual Audited Financial Statements and the same forms part of the Annual Report.

Your Company had availed any loans/advances for an amount of Rs. 575 crores which was repaid during the year and hence the same is not disclosed in the annual accounts of the Company pursuant to Regulations 34(3) and 53(f) of Securities and Exchange Board of India (Listing Obligations and disclosure Requirement) Regulations, 2015 and Schedule V thereto applicable to the Ultimate Holding Company, Mahindra and Mahindra Limited and its subsidiaries.

PARTICULARS OF TRANSACTIONS WITH RELATED PARTIES

All the transactions entered into by your Company with the related parties during the year under review were in ordinary course of business and at arm's length except one transaction for sale of Opex Projects to Marvel Solren Private Limited, a related party of the Company, which was on an arm's length basis but not in Ordinary Course of Business , details of which are disclosed in Form AOC-2 as attached herewith as **Annexure V,** and the same forms part of this Report.

Particulars of contracts or arrangements with related parties of the Company referred to under Section 188(1) of the Companies Act, 2013 are also given in Form AOC – 2 as attached herewith as **Annexure V** and the same forms part of this Report.

ANNUAL RETURN

Pursuant to Section 92(3) and Section 134 (3)(a) of the Companies Act, 2013, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of Annual

Return prepared under prescribed E-form MGT-7, is placed on the website of the Company , which can be accessed under web-link at www.mahindrasusten.com.

INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate Internal Financial Controls with reference to the Financial Statements commensurate with the size, scale, and complexity of operations of the Company. Regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

Pursuant to Rule 8 of the Companies (Accounts) Rules, 2014, based on the representation received and after due enquiry, the Board is of the opinion that the Company's Internal Financial Controls laid down with reference to the Financial Statements were adequate and effective during the year under review.

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

Your Company has zero tolerance towards sexual harassment at its workplace and has adopted a Policy for Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") to provide a safe, secure and enabling environment, free from sexual harassment. The Policy is gender neutral. Internal Complaints Committee ("ICC") has been set across regions to redress complaints received regarding sexual harassment. During the Financial Year under review and pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of ICC under the POSH Act.

All employees are briefed on the POSH Policy during induction. The Company also actively conducts various trainings and sensitization programs across all its locations and verticals on a periodical basis through its programmes to increase awareness about the Policy and the provisions of POSH Act amongst employees. During the year under review, mandatory trainings on POSH were conducted online with an improved and interactive approach. During the Financial Year 2023-24, the Company has not received any complaint in this regard. Also, all the employees have signed a declaration for the same.

EXEMPTION FROM CONSOLIDATION OF FINANCIAL STATEMENTS

The Company being a subsidiary of MHL, it has obtained consent from 2452991 Ontario Limited (holding 39.99% stake in the Company) for not preparing and presenting consolidated financial statements, as required under Rule 6(1) Companies (Accounts) Rules, 2014. The Company therefore meets the conditions specified in Rule 6 Companies (Accounts) Rules, 2014 and accordingly, the Company is exempted from preparation of Consolidated Financial Statements.

CODE OF CONDUCT

Your Company has adopted Code of Conduct for its Directors and Senior Management Personnel. The Code enunciates the underlying principles governing the conduct of your Company's business and seeks to reiterate the fundamental precept that good governance must and would always be an integral part of the Company's ethos.

Your Company has for the year under review, received declarations under the Code from the Directors and Senior Management Personnel affirming compliance with the said Code.

The Code of Conduct for its Directors and Senior Management Personnel is available on the Company's website and can be accessed under the web-link www.mahindrasusten.com.

GENERAL DISCLOSURES

The Managing Director of your Company did not receive any remuneration or commission from any of the Subsidiaries of the Company.

Your Directors state that no disclosures or reporting is required in respect of the following items as there were no transactions/events during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. The Company has a Managing Director & Chief Executive Officer.
4. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.
5. Voting rights which are not exercised directly by the employees in respect of shares for the subscription or purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially own shares as envisaged under section 67(3) (c) of the Companies Act 2013).
6. No application was made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year.
7. The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of valuation done at the time of one-time settlement and the valuation done while taking loan from the Bank(s) or Financial Institutions along with the reasons thereof is not applicable.

ACKNOWLEDGEMENTS

Your Directors acknowledge and are pleased to take this opportunity to thank and express its gratitude to all the shareholders, Company's bankers, employees, customers, vendors, other stakeholders, business associates and various agencies or statutory authorities of the Central and State Government for their continued cooperation and support to the Company during the year under review.

For and on behalf of the Board
Mahindra Susten Private Limited

Mr. Deepak Thakur	**Mr. Ramesh Iyer**
Managing Director & CEO (DIN: 06939592)	**Chairman & Director (DIN:00220759)**

Place: Mumbai
Date: April 17, 2024

ANNEXURE I TO THE BOARD'S REPORT

FORM AOC 1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A: Subsidiaries

(Rupees in Lakhs)

Sr. No.	Name of Subsidiary	1	2	3	4
		Martial Solren Private Limited	Furies Solren Private Limited	Gelos Solren Private Limited	Hazel Hybren Private Limited
1	Date since subsidiary company was acquired / purchased	27-August-2020	14-June-2023	14-June-2023	02-June-2023
2	Reporting Currency	INR	INR	INR	INR
3	Exchange Rate	-	-	-	-
4	Capital (including Preference Capital & Share Application money)	1.00	20.00	20.00	20.00
5	Reserves & Surplus	(82.61)	(17.05)	(3.10)	(49.08)
6	Total Assets	4393.57	13.94	194.91	3.21
7	Total Liabilities	4475.18	11.00	178.01	32.29
8	Investment (excluding investments in subsidiaries)	-	-	-	-
9	Gross Turnover	-	-	-	-
10	Profit/(Loss) before Tax	(73.81)	(17.05)	(3.10)	(49.08)
11	Provision for Tax	-	-	-	-
12	Profit/(Loss) after Tax	(73.81)	(17.05)	(3.10)	(49.08)
13	Proposed Dividend and Tax thereon	-	-	-	-
14	Proportion of ownership interest	100%	100%	100%	100%
15	Proportion of voting power where different	-	-	-	-

Sr. No.	Name of Subsidiary	5	6	7	8	9
		Illuminate Hybren Private Limited (Formerly Known As Icarus Hybren Private Limited)	**Jade Hybren Private Limited**	**Kyros Hybren Private Limited**	**Layer Hybren Private Limited**	**Migos Hybren Private Limited**
1	**Date since subsidiary company was acquired / purchased**	30-May-2023	30-November-2023	30-November-2023	02-December-2023	15-December-2023
2	**Reporting Currency**	INR	INR	INR	INR	INR
3	**Exchange Rate**	-	-	-	NA	NA
4	**Capital (including Preference Capital & Share Application money)**	20.00	20.00	20.00	20.00	20.00
5	**Reserves & Surplus**	(26.61)	(2.51)	(2.15)	(7.34)	(1.75)
6	**Total Assets**	24.18	18.50	18.50	13.95	18.84
7	**Total Liabilities**	30.79	1.01	0.65	1.29	0.59
8	**Investment (excluding investments in subsidiaries)**	-	-	-	-	-
9	**Gross Turnover**	-	-	-	-	-
10	**Profit/(Loss) before Tax**	(26.61)	(2.51)	(2.15)	(7.34)	(1.75)
11	**Provision for Tax**	-	-	-	-	-
12	**Profit/(Loss) after Tax**	(26.61)	(2.51)	(2.15)	(7.34)	(1.75)
13	**Proposed Dividend and Tax thereon**	-	-	-	-	-
14	**Proportion of ownership interest**	100%	100%	100%	100%	100%
15	**Proportion of voting power where different**	-	-	-	-	-

***Note:**

1. The Contribution of the subsidiaries to the overall performance of the Holding Company in monetary terms was NIL, given that there was no dividend paid during the financial year 2023-24.
2. Names of subsidiaries which are yet to commence operations:
    - Martial Solren Private Limited
    - Furies Solren Private Limited
    - Gelos Solren Private Limited
    - Hazel Hybren Private Limited
    - Illuminate Hybren Private Limited (formerly known as "Icarus Hybren Private Limited")
    - Jade Hybren Private Limited
    - Kyros Hybren Private Limited
    - Layer Hybren Private Limited
    - Migos Hybren Private Limited

3. Names of subsidiaries which have been liquidated or sold during the year or under liquidation:
    - MSPL International DMCC is dissolved and ceased to be a subsidiary company w.e.f. January 18, 2023.
    - Marvel Solren Private Limited ceased to be a subsidiary company w.e.f. December 12, 2023.
    - Megasolis Renewables Private Limited ceased to be a subsidiary company w.e.f. January 09, 2023.
    - Mega Suryaurja Private Limited ceased to be a subsidiary company w.e.f. January 09, 2023.
    - Brightsolar Renewable Energy Private Limited ceased to be a subsidiary company w.e.f. January 09, 2023.
    - Astra Solren Private Limited ceased to be a subsidiary company w.e.f. January 09, 2023.
    - Neo Solren Private Limited ceased to be a subsidiary company w.e.f. January 09, 2023.

Part B: Associates and Joint Ventures: NOT APPLICABLE

1) Name of Associates: Not Applicable
2) Name of Joint ventures: Not Applicable
3) Latest audited Balance Sheet Date: March 31, 2024
4) Date on which the Associate or Joint Venture was associated or acquired: NA
5) Shares of Associate or Joint Ventures held by the company on the year end:
    - Number: NA
    - Amount of Investment in Associates or Joint Venture: NA

- Extent of Holding (in percentage): NA

6) Description of how there is significant influence: NA
7) Reason as to why the associate/joint venture is not consolidated: NA
8) Net worth attributable to shareholding as per latest audited Balance Sheet: NA
9) Profit / (Loss) for the year:
   - Considered in Consolidation: NA
   - Not Considered in Consolidation: NA

Note:

1. Names of associates or joint ventures which are yet to commence operations – NA
2. Names of associates or joint ventures which have been liquidated or sold during the year – NA

For and on behalf of the Board
Mahindra Susten Private Limited

Deepak Thakur **Managing Director & CEO (DIN: 06939592)**	**Ramesh Iyer** **Chairman & Director (DIN: 00220759)**
Avinash Bapat **Chief Financial Officer**	**Mandar Joshi** **Company Secretary (ACS: 21351)**

Place: Mumbai
Date: April 17, 2024

PARIKH & ASSOCIATES
COMPANY SECRETARIES

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

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

To,
The Members,
Mahindra Susten Private Limited

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

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

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

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

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

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

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

Office: 111, 11th floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (West), Mumbai-400 053
Tel.: 26301232/26301233 Email: cs@parikhassociates.com Website: www.parikhassociates.com Firm Unique Code: P1988MH009800

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

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the audit period)

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the Company during the audit period)

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)

(d The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)

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

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)

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

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

(vi) Other laws applicable specifically to the Company namely:

- The Electricity Act, 2003

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board and Committee Meetings. The agenda and detailed notes on agenda were sent at least seven days in advance other than the meetings held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are 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 etc.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date : April 17, 2024

Signature:
Akruti Shah
Partner
ACS No: 43371 CP No: 22955
UDIN: A043371F000153514
PR No.: 1129/2021

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

‘Annexure A’

To,
The Members
Mahindra Susten Private Limited

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

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

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

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

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

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

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

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: April 17, 2024

SD/-

Signature:
Akruti Shah
Partner
ACS No: 43371 CP No: 22955
UDIN: A043371F000153514
PR No.: 1129/2021

ANNEXURE III TO THE BOARD'S REPORT

PARTICULARS AS PER THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE BOARD'S REPORT FOR THE YEAR ENDED MARCH 31, 2024

A. CONSERVATION OF ENERGY

(a) Energy Conservation measures taken:
The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: NIL

(c) Impact of the measures taken at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: NIL

(d) Total energy consumptions and energy consumption per unit of production as per Form -A of the Annexure to the Rules in respect of Industries specified in the Schedule: NIL

B. TECHNOLOGY ABSORPTION Research & Development (R & D)

1. Areas in which Research & Development is carried out: NIL
2. Benefits derived as a result of the above efforts: NA
3. Future plan of action: NIL
4. Expenditure on R&D: NIL
5. Technology absorption, adaptation and innovation: NA
6. Imported Technology for the last 5 years: NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:
(in terms of actual inflow and outflow)

(Rupees in Lakhs)

Total Foreign Exchange Earned and Outgo:	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023
Total Foreign Exchange Earned	35.52	-
Total Foreign Exchange Outgo	1153.54	30,597.81

For and on behalf of the Board
Mahindra Susten Private Limited

Deepak Thakur
Managing Director & CEO
(DIN: 06939592)

Ramesh Iyer
Chairman & Director
(DIN: 00220759)

Place: Mumbai
Date: April 17, 2024

ANNEXURE IV TO THE BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT FOR THE YEAR ENDED MARCH 31, 2024

1) Brief outline on CSR Policy of the Company **{Approach and direction of Board towards CSR Activities (including salient features)}:**
As per the approach and direction of the Board of Directors of the Company, the Company's CSR efforts would continue to be directed and focused towards the following areas:

❖ **SKILL DEVELOPMENT:**
Education and Skill development in local communities is critical for the development of the nation. The Company would focus on promoting education including special education and employment enhancing vocational skills especially among girls, youth children, women, elderly and the differently abled and livelihood enhancement projects, and the like.

❖ **BUILDING COMMUNITIES:**
Communities are the backbone of Indian economy. The Company would continue its focus on Community development activities in pockets of rural, marginalized and unprivileged communities.

❖ **SUSTAINABILITY**:
Sustainability is a key focus area for the Mahindra group, and the Company. It being a producer of renewable energy would consistently support the promotion of sustainable practices in communities through programs for increased usage of renewable energy, waste management, renewal of natural water bodies, enhancement of green cover and bio-diversity etc.

❖ **DISASTER RELIEF AND REHABILITATION:**
The Company would continue to provide consistent and timely support to relief and rehabilitation initiatives in those parts of India which are affected by natural calamities or a pandemic by either contributing to the Prime Minister's or Chief Minister's Relief Fund or by directly engaging in disaster relief and rehabilitation activities and rebuilding communities.

Our commitment to CSR will be manifested by investing resources in the aforementioned focused areas including in any of the areas as stated in Schedule VII of the Act.

Implementation and Monitoring Mechanism

The Company has instituted a robust and transparent monitoring mechanism to oversee and track the implementation of its CSR projects. All CSR projects will be evaluated against the milestones defined in the implementation plan of the project.
CSR Council: CSR council also oversees and tracks the implementation of its CSR projects.

2) **Composition of CSR Committee:**

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Diwakar Gupta	Chairman & Independent Director	3	3
2.	Mr. Amit Kumar Sinha	Member	3	3
3.	Mr. Debapratim Hajara	Member	3	3

3) Provide the web-link where Composition of CSR committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company: https://www.mahindrasusten.com/

4) Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.: Not Applicable

5)
   a) Average net profit of the company as per Section 135(5) : Rs. 56,61,51,580 /-
   b) Two percent of average net profit of the company as per section 135(5) : Rs. 1,13,23,032 /-
   c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil
   d) Amount required to be set off for the financial year, if any : Nil
   e) Total CSR obligation for the financial year (7a + 7b – 7c) : Rs. 1,13,23,032 /-

6)
   a) Amount spent on CSR projects (both Ongoing Project and other than Ongoing Project): Rs. 1,13,40,916 /-

b) Amount spent in Administrative Overheads : NIL
c) Amount spent on Impact Assessment, if applicable NA
d) Total amount spent for the Financial Year (a + b + c) : Rs. 1,13,40,916 /-
e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	**Amount Unspent (in Rs.)**				
	Total Amount transferred to Unspent CSR Account as per sub- section (6) of section 135.		**Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.**		
	Amount	**Date of transfer.**	**Name of the Fund**	**Amount.**	**Date of transfer.**
Rs. 1,13,40,916 /-	NIL	NA	NA	NIL	NA

f) Excess amount for set-off, if any:

Sl. No.	**Particular**	**Amount (in Rs.)**
(i)	Two percent of average net profit of the company as per section 135(5)	1,13,23,032
(ii)	Total amount spent for the Financial Year	1,13,40,916
(iii)	Excess amount spent for the financial year [(ii)-(i)]	17,884
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

**The Company has waived the option of set-off available under sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 of the excess amount spent.*

7)
   a) Details of Unspent CSR amount for the preceding three financial years: NIL

8) Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NO
   If Yes, enter the number of Capital assets created/ acquired: NA
   Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NA

9) Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). : NA

For and on behalf of the Board
Mahindra Susten Private Limited

Deepak Thakur
Managing Director & CEO (DIN: 06939592)

Diwakar Gupta
Chairman of CSR committee (DIN: 01274552)

Place: Mumbai
Date: April 17, 2024

ANNEXURE V TO THE BOARD'S REPORT

FORM NO. AOC - 2

(Pursuant to clause (h) of Sub-section–(3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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

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

Sr. No.	Name(s) of the related party and nature of relationship		Nature of Contracts/arrangement/transaction	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (Rupees in lakhs)	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	Mahindra and Mahindra Limited	Ultimate holding company	Interest expense on Inter-corporate deposit (ICD)	Annual	3,271.70	-	-
2	Mahindra and Mahindra Limited	Ultimate holding company	Deputation, Rendering of services, rental service & professional fee, reimbursement.	Recurring	600.61	-	-
3	Mahindra and Mahindra Limited	Ultimate holding company	Loan taken	Annual	11,000.00	-	-
4	Mahindra and Mahindra Limited	Ultimate holding company	ICD taken refunded to party	Annual	68,500.00	-	-
5	Mega Suryaurja Private Limited	Subsidiary	Loan received back	Annual	500.00	-	-
6	Mega Suryaurja Private Limited	Subsidiary	Loan Given	Annual	1,800.00	-	-
7	Mega Suryaurja Private Limited	Subsidiary	Interest income on Inter-corporate deposit (ICD)	Annual	2,816.93	-	-

8	Megasolis Renewables Private Limited	Subsidiary	Loan Given	Annual	630.00	-	-
9	Megasolis Renewables Private Limited	Subsidiary	Loan received back	Annual	1,100.00	-	-
10	Megasolis Renewables Private Limited	Subsidiary	Interest income on Inter-corporate deposit (ICD)	Annual	3,192.79	-	-
11	Megasolis Renewables Private Limited	Subsidiary	Bank Guarantee Given	Annual	660.00	-	-
12	Neo Solren Private Limited	Subsidiary	Interest income on Inter-corporate deposit (ICD)	Annual	1,011.71	-	-
13	Neo Solren Private Limited	Subsidiary	EPC contract	Annual	294.00	-	-
14	Neo Solren Private Limited	Subsidiary	Loan received back	Annual	4,419.89	-	-
15	Neo Solren Private Limited	Subsidiary	Loan Given	Annual	18,200.00	-	-
16	Astra Solren Pvt Ltd	Subsidiary	Loan received back	Annual	4,900.00	-	-
17	Astra Solren Pvt Ltd	Subsidiary	Loan Given	Annual	26,000.00	-	-
18	Astra Solren Pvt Ltd	Subsidiary	Interest income on Inter-corporate deposit (ICD)	Annual	1,245.02	-	-
19	Martial Solren Private limited	Subsidiary	Loan Given	Annual	4,027.00	-	-
20	Martial Solren Private limited	Subsidiary	Bank Guarantee Given	Annual	4,000.00	-	-
21	Marvel Solren Private Limited	Subsidiary	Sale of property plant & equipment (Opex plants)	Annual	746.71	-	-
22	Hazel Hybren Private Limited	Subsidiary	Bank Guarantee Given	Annual	10,335.00	-	-
23	Illuminate Hybren Private Limited (Formerly know as Icarus Hybren Private Limited)	Subsidiary	Bank Guarantee Given	Annual	12,264.00	-	-

24	Furies Solren Private Limited	Subsidiary	Bank Guarantee Given	Annual	13,910.00	-	-
25	Jade Hybren Private Limited	Subsidiary	Bank Guarantee Given	Annual	8,784.00	-	-
26	Kyros Hybren Private Limited	Subsidiary	Bank Guarantee Given	Annual	1,000.00	-	-
27	Layer Hybren Private Limited	Subsidiary	Bank Guarantee Given	Annual	2,560.00	-	-
28	Migos Hybren Private Limited	Subsidiary	Bank Guarantee Given	Annual	6,000.00	-	-
29	Brightsolar Renewable Energy Private Limited	Subsidiary	Interest income on Inter-corporate deposit (ICD)	Annual	344.93	-	-
30	Brightsolar Renewable Energy Private Limited	Subsidiary	EPC contract	Annual	280.22	-	-
31	Brightsolar Renewable Energy Private Limited	Subsidiary	Loan received back	Annual	987.00	-	-
32	Brightsolar Renewable Energy Private Limited	Subsidiary	Loan Given	Annual	3,250.00	-	-
33	Mahindra Teqo Private Limited	Fellow subsidiary	Loan received back	Annual	500.00	-	-
34	Mahindra Teqo Private Limited	Fellow subsidiary	Purchase of Goods & Services(O&M)	Annual/ Transaction based	672.96	-	-
35	Mahindra Solarize Private Limited	Fellow subsidiary	Other expense	Transaction based	356.89	-	-
36	Mahindra Sustainable Energy Private Limited (Formerly known as Mahindra Telecom Energy Management Services Private Limited)	Fellow subsidiary	Sale of 51% stake of Marvel Solren Pvt Ltd (Sale of equity Investment)	Transaction based	2,803.68	-	-
37	Sustainable Energy Infra Investment Managers Private Limited	Associate of the company	Exchange of its Equity investments in these SPVs received units of SEIT	Transaction based	1,38,500.00	-	-

38	Emergent Solern Private Limited	Fellow subsidiary	Property, Plant and Equipment	Demerger	1,04,521.38	-	-
39	Emergent Solern Private Limited	Fellow subsidiary	Long-Term Loan Transfer	Demerger	82,017.75	-	-
40	Emergent Solern Private Limited	Fellow subsidiary	Bank balances other than above cash and cash equivalent	Demerger	12,188.29	-	-
41	Emergent Solern Private Limited	Fellow subsidiary	Deferred tax liability	Demerger	11,267.36	-	-
42	Emergent Solern Private Limited	Fellow subsidiary	Short-Term Loan Transfer	Demerger	17,770.00	-	-
43	Emergent Solern Private Limited	Fellow subsidiary	other Financial Liabilities	Demerger	1,299.62	-	-
44	Emergent Solern Private Limited	Fellow subsidiary	other Financial Assets	Demerger	1,727.67	-	-
45	Emergent Solern Private Limited	Fellow subsidiary	Cash and cash equivalents	Demerger	994.64	-	-
46	Emergent Solern Private Limited	Fellow subsidiary	Trade payable	Demerger	232.14	-	-
47	Emergent Solern Private Limited	Fellow subsidiary	Trade receivable	Demerger	455.34	-	-
48	Emergent Solern Private Limited	Fellow subsidiary	Other Current Assets	Demerger	312.30	-	-
49	Emergent Solern Private Limited	Fellow subsidiary	other Liabilities	Demerger	201.92	-	-
50	Emergent Solern Private Limited	Fellow subsidiary	Reimbursement	Post Demerger	384.00	-	-

NOTES:

1. Arrangements for rendering of services for an amount exceeding 10% of turnover of the Company is considered as material for the purpose of this disclosure.
2. Transaction mentioned above pertaining are at arm's length and are in ordinary course of business. However, Board approval was taken under Section 179 of the Companies Act, 2013.
3. Following entities cease to be Subsidiary / Fellow Subsidiary from 9th January, 2024.
   - Astra Solren Pvt Ltd
   - Brightsolar Renewable Energy Private Limited
   - Neo Solren Private Limited
   - Mega Suryaurja Private Limited
   - Megasolis Renewables Private Limited
   - Emergent Solern Private Limited

For and on behalf of the Board
Mahindra Susten Private Limited

Deepak Thakur	**Ramesh Iyer**
Managing Director & CEO (DIN: 06939592)	**Chairman & Director (DIN: 00220759)**

Place: Mumbai
Date: April 17, 2024

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
MAHINDRA SUSTEN PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Mahindra Susten Private Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but 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 during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial

controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the financial statements.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31 March, 2024 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) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

   g) In our opinion and to the best of our information and according to the explanations given to us, the Company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.

   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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 34 to the standalone financial statements.

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 40 to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      (b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the note 40 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has 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 the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)

Mehul Parekh
Partner
Membership No. 121513
UDIN: 24121513BKEPEI7344

Place: Mumbai
Date: May 09, 2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Mahindra Susten Private Limited of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Mahindra Susten Private Limited ("the Company") as at March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

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

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to standalone financial statements 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 DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)

Mehul Parekh
Partner
Membership No. 121513
UDIN: 24121513BKEPEI7344

Place: Mumbai
Date: May 09, 2024

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Mahindra Susten Private Limited of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets and intangible assets under development.

(b) The property, plant and equipment was physically verified during the year by the Management which, in our opinion, provides for physical verification at reasonable intervals. No material discrepancies were noticed on such verification.

(c) Based on our examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in non-current assets held for sale are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its property, plant and equipment (including right of use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for (stock held with third parties) were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations for stocks held with third parties at the year end, written confirmations has been obtained. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements, book debt statements, and other stipulated financial information) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.

(iii) (a) The Company has made investments, provided/stood guarantee and granted loans, secured or unsecured to companies during the year and the details of which are given below:

Rs. in Lakhs

Particulars	Investments	Loans	Guarantees
A. Aggregate amount granted/provided during the year:			
- Subsidiaries	160.00	130,198.01	58,853.00
- Others	48,720.00	–	–
B. Balance outstanding as at balance sheet date in respect of above cases:			
- Subsidiaries	160.00	4,280.92	53,923.00
- Others	48,720.00	–	–

(b) The investments made, guarantees provided, and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has not been stipulated and in the absence of such schedule, we are unable to comment on the regularity of the repayments of principal amounts and payment of interest. (Refer reporting under clause (iii)(f) below).

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) None of the loans or advances in the nature of loans granted by the Company have fallen due during the year.

(f) The Company has granted following loan to it's subsidiary during the year, the terms of which do not specify the period of repayment but are repayable after servicing of senior secured debts of that subsidiary:

Particulars	Rs. in Lakhs
Aggregate of loans – Agreement does not specify period of repayment	130,198.01
Percentage of loans to the total loans	100%

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of tax deducted at source dues.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Nature of Statute	**Nature of dues**	**Forum Pending**	**Period to which the amount relates**	**Amount involved (in Rs. Lakhs)**	**Amount Unpaid (in Rs. Lakhs)**
Rajasthan Entry Tax	Entry Tax	Appelate Authority	2012-2013	722	722
Central Sales Tax Act,1956	Sales Tax	Tribunal	2016-2017 2017-2018	545	362
Central Sales Tax Act,1956	Sales Tax	Commissioner (Appeals)	2014-2015 2016-2017 2017-2018	767	538
Goods and Service Tax Act, 2017	Goods and Service Tax	Commissioner (Appeals)	2017-2018 2018-2019 2019-2020	8,333	7,918
Goods and Service Tax Act, 2017	Goods and Service Tax	High Court	2017-2018 2018-2019	3,116	2,227
Income Tax Act, 1961	Income Tax	Commissioner (Appeals)	2020-2021	7,692	7,692

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, the funds raised on short-term basis, *prima facie* not been used during the year for long-term purposes by the Company.

(e) 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, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint venture.

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) There has been an instance of fraud on the Company by its employees amounting to Rs 50-60 lakhs approximately as included in Note 38 to the standalone financial statements. No fraud by the Company has been noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 188 of the Companies Act, 2013 for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards. The Company is a private company and hence the provisions of section 177 of the Companies Act, 2013 are not applicable to the Company.

(xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion, during the year, the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company or its subsidiaries or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 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. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

(d) The Group has more than one CIC as part of the group. There were four CICs forming part of the group as at March 31, 2024.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and 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) (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

(b) In respect of ongoing projects, the Company does not have any unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year and also at the end of the current financial year. Hence, reporting under this clause is not applicable for the year.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)

Mehul Parekh
Partner
Membership No. 121513
UDIN: 24121513BKEPEI7344

Place: Mumbai
Date: 9th May 2024

CIN no. U74990MH2010PTC207854

STANDALONE BALANCE SHEET AS AT 31 MARCH 2024

INR (In Lakhs)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
I ASSETS			
NON-CURRENT ASSETS			
(a) Property, plant and equipment	4	**334.49**	1,07,366.03
(b) Right-of-use assets	4 A	**568.67**	725.83
(c) Intangible assets	5	**110.27**	3.53
(d) Intangible assets under development	5 A	**–**	98.13
(e) Investments	6	**52,048.30**	47,510.85
(f) Financial assets			
(i) Loans	7	**4,273.92**	71,993.59
(ii) Other financial assets	8	**103.39**	10,714.29
(g) Income tax assets (net)	9	**3,418.94**	3,897.07
(h) Other non-current assets	10	**2,029.91**	0.36
SUB-TOTAL		**62,887.89**	2,42,309.68
CURRENT ASSETS			
(a) Inventories	11	**262.38**	67.79
(b) Financial assets			
(i) Investments	6	**42,794.00**	1,007.00
(ii) Trade receivables	12	**3,056.54**	3,682.53
(iii) Cash and cash equivalents	13	**1,316.95**	5,784.28
(iv) Bank balances other than (iii) above	13	**77,509.77**	8,556.77
(v) Loans	7	**7.00**	1,551.00
(vi) Other financial assets	8	**1,047.03**	2,027.55
(c) Other current assets	10	**5,923.41**	7,294.00
SUB-TOTAL		**1,31,917.08**	29,970.92
Non-current assets classified as held for sale	37	**1,145.48**	919.24
TOTAL ASSETS		**1,95,950.45**	2,73,199.84
II EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	14 A	**39,092.34**	39,092.34
(b) Other equity	14 B	**1,42,468.05**	63,622.71
SUB-TOTAL		**1,81,560.39**	1,02,715.05
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Borrowings	15	**–**	78,510.06
(ii) Lease liabilities	4 B	**475.50**	641.52
(b) Provisions	16	**3,020.89**	3,055.50
(c) Deferred tax liabilities (Net)	9	**1,379.59**	5,081.97
SUB-TOTAL		**4,875.98**	87,289.05
CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Borrowings	17	**–**	68,549.07
(ii) Lease liabilities	4 B	**194.56**	166.32
(iii) Trade payables:	18		
- Total outstanding dues of micro and small enterprises		**5.35**	7.96
- Total outstanding dues of creditors other than micro and small enterprises		**6,595.04**	7,821.85
(iv) Other financial liabilities	19	**–**	4,474.71
(b) Provisions	16	**2,167.10**	1,405.82
(c) Other current liabilities	20	**552.03**	770.00
SUB-TOTAL		**9,514.08**	83,195.73
TOTAL EQUITY AND LIABILITIES		**1,95,950.45**	2,73,199.84
The accompanying notes are an integral part of the Standalone Financial Statements	1-44		

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place : Mumbai
Date : 9th May 2024

For and on behalf of the Board of Directors

Ramesh Iyer
Chairman & Non-Exective Director
DIN: 00220759

Deepak Thakur
Managing Director & Chief Executive Officer
DIN: 06939592

Avinash Bapat
Chief Financial Officer

Mandar Joshi
Company Secretary
ACS- 21351

Place : Mumbai
Date : 17th April, 2024

STATEMENT OF STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024

INR (In Lakhs)

Particulars	Note No.	Year ended 31 March 2024	Year ended 31 March 2023
I. Revenue from operations	21	**1,857.31**	10,092.64
II. Other Income	22	**17,623.41**	11,246.11
III. Total Income (I + II)		**19,480.72**	21,338.75
IV. Expenses			
(a) Cost of materials consumed	23	**974.08**	6,207.95
(c) Employee benefit expenses	24	**3,879.25**	6,003.36
(d) Finance costs	25	**5,316.52**	4,921.38
(e) Depreciation and amortisation expense	4, 5	**339.72**	309.88
(f) Other expenses	26	**4,530.77**	4,994.05
Total Expenses		**15,040.34**	22,436.62
Profit before exceptional items and tax (III-IV)		**4,440.38**	(1,097.87)
Exceptional Items (Gain) / Loss (Refer note 35)	35, 36	**(93,794.33)**	(2,672.96)
V. Profit before tax (III - IV)		**98,234.71**	1,575.09
VI. Tax Expense	9		
(a) Current tax		**7,610.62**	0.00
(b) Deferred tax		**7,034.42**	1,884.08
(c) Deferred Tax charge relating to earlier years		**–**	29.09
		14,645.04	1,913.17
VII. Discontinued Operations			
(1) Profit/(loss) from discontinued operations		**2,197.61**	3,909.92
(2) Tax Expense of discontinued operations		**553.09**	136.61
VIII. Profit/(loss) after tax from discontinued operations (IX + X)	34	**1,644.52**	3,773.31
IX. Profit/(loss) for the year (V - VI + VIII)		**85,234.19**	3,435.23
X. Profit/(Loss) from continuing operations for the period attributable to:			
Owners of the Company		**83,589.67**	(338.08)
		83,589.67	(338.08)
XI. Profit/(Loss) from discontinued operations for the period attributable to:			
Owners of the Company		**1,644.52**	3,773.31
XII. Other comprehensive income		**67.02**	2.34
Items that will not be reclassified to profit or loss:			
(i) Remeasurements of the defined benefit liabilities / (asset)		**89.56**	3.60
(ii) Income tax relating to remeasurement of defined benefit plan		**(22.54)**	(1.26)
XIII. Total comprehensive income for the year (IX + XII)		**85,167.17**	3,432.89

STATEMENT OF STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024

INR (In Lakhs)

Particulars	Note No.	Year ended 31 March 2024	Year ended 31 March 2023
XIV. Total comprehensive income for the year attributable to:			
Owners of the Company		**85,167.17**	3,432.89
Non controlling interests		**–**	–
XV. Earnings per equity share: (for continuing operation):			
(1) Basic (In Rupees)	27	**21.38**	(0.09)
(2) Diluted (In Rupees)	27	**21.38**	(0.09)
XVI Earnings per equity share (for discontinued operation):			
(1) Basic	27	**0.42**	0.97
(2) Diluted	27	**0.42**	0.97
XVII Earnings per equity share (for continuing and discontinued operations):			
(1) Basic	27	**21.80**	0.88
(2) Diluted	27	**21.80**	0.88
The accompanying notes are an integral part of the Standalone Financial Statements	1-44		

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place : Mumbai
Date : 9th May 2024

For and on behalf of the Board of Directors

Ramesh Iyer
Chairman & Non-Exective Director
DIN: 00220759

Deepak Thakur
Managing Director & Chief Executive Officer
DIN: 06939592

Avinash Bapat
Chief Financial Officer

Mandar Joshi
Company Secretary
ACS- 21351

Place : Mumbai
Date : 17th April, 2024

STATEMENT OF STANDALONE CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Cash flows from operating activities		
Profit before tax for the year		
Continuing operations	**98,234.71**	1,575.09
Discontinued operations	**2,197.61**	3,909.92
Adjustments for:		
Provision for doubtful debts	**113.98**	–
Bad Debts	**–**	87.30
Finance costs	**5,316.52**	11,833.41
Interest income	**(12,302.90)**	(9,469.84)
Net gain on sale of current investments	**(846.84)**	(25.48)
Net gain arising on financial assets designated as at FVTPL	**(3,166.80)**	(7.00)
Profit on sale of investments	**(93,794.33)**	(2,672.96)
Loss / (Gain) on disposal of property, plant and equipment	**(46.82)**	99.67
Reversal of excess provision	**–**	(2,129.00)
Depreciation and amortisation expense - continued operation	**339.72**	309.88
Depreciation and amortisation expense - discontinued operation	**1,767.12**	4267.81
Net unrealised foreign exchange loss / (Gain)	**125.31**	(361.45)
Provision for unrecoverable of asset		
Liability no longer required written back	**(1,002.74)**	–
Operating profit before working capital changes	**(3,065.44)**	7,417.35
Movements in working capital:		
Decrease in trade and other receivables	**(130.81)**	18,634.74
Decrease in inventories	**(420.83)**	91.27
Decrease in other assets	**(691.62)**	1,087.38
Decrease in trade and other payables	**5.46**	(6,906.13)
(Decrease)/Increase in provisions	**693.44**	(1,863.17)
(Decrease)/increase in other liabilities	**(217.98)**	(414.90)
Cash generated from operations	**(762.32)**	10,629.19
Income taxes paid (net of refunds)	**(7,132.46)**	(1,278.78)
Net cash (used in)/generated by operating activities	**(10,960.22)**	16,767.77
Cash flows from investing activities		
Fixed Deposit made (Placed)	**(80,241.29)**	(6,449.13)
Payments to acquire mutual funds	**(41,208.02)**	(1,000.00)
Inter corporate deposit (ICD) given to Subsidiaries	**(54,153.43)**	(3,498.70)
Repayment of ICD from Subsidiaries	**1,41,187.09**	2,688.77
Gain on sale of mutual fund	**267.86**	25.48
Interest received	**20,929.97**	9,042.40
Capital received (upstreaming)	**1,089.00**	–
Payments for purchase of property, plant and equipment	**(1,232.46)**	(1,507.99)
Proceeds from disposal of property, plant and equipment	**759.36**	77.54
Investments in equity Shares of a subsidiary	**(160.00)**	–
Proceed from sale of Units in Infrastructure Trust	**89,780.00**	–
Proceed from sale of equity shares	**2,803.68**	2,682.96
Net cash (used) / generated from investing activities	**79,821.76**	2,061.34

STATEMENT OF STANDALONE CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024 (CONTINUE)

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Cash flows from financing activities		
Proceeds from long term borrowings availed from bank	**–**	46,983.59
Repayment of long term borrowings availed from bank	**(904.26)**	(49,763.22)
Proceeds from short term borrowings availed from bank	**64,700.00**	42,767.98
Proceeds from short term borrowings availed from Related party	**11,000.00**	33,000.00
Repayment of short term borrowings availed from bank	**(71,300.00)**	(47,540.40)
Repayment of short term borrowings availed from Related parties	**(68,500.00)**	(33,000.00)
Repayment of lease liabilities	**(225.63)**	(100.13)
Interest paid	**(7,104.34)**	(9,359.74)
Net cash (Used) / generated from financing activities	**(72,334.23)**	(17,011.94)
Net increase/(decrease) in cash and cash equivalents	**(3,472.69)**	1,817.16
Cash & cash equivalent balance paid through demerger (Refer note 41)	**(994.64)**	–
Cash and cash equivalents at the beginning of the year	**5,784.28**	3,967.12
Cash and cash equivalents at the end of the year	**1,316.95**	5,784.28

The accompanying notes are an integral part of the Standalone Financial Statements

The above Cash Flow Statement has been prepared under the “indirect method” as set out in ‘Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows.

The Company in the current year has received units of Sustainable Energy Infra trust (SEIT) worth Rs. 138,500 lakhs in exchange of Equity shares in its SPVs (namely, MRPL and MSUPL) amounting to Rs. 45,079.77 lakhs. (Refer Note No.41)

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place : Mumbai
Date : 9th May 2024

For and on behalf of the Board of Directors

Ramesh Iyer
Chairman & Non-Exective Director
DIN: 00220759

Deepak Thakur
Managing Director & Chief Executive Officer
DIN: 06939592

Avinash Bapat
Chief Financial Officer

Mandar Joshi
Company Secretary
ACS- 21351

Place : Mumbai
Date : 17th April, 2024

STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED 31 MARCH 2024

A. Equity share capital

INR (In Lakhs)

Details	No. of shares	As at 31st March 2024	No. of shares	As at 31st March 2023
Balance at the beginning of the Year	39,09,23,456	39,092.34	19,54,61,728	19,546.17
Shares issued (refer note no.14B)	–	–	19,54,61,728	19,546.17
Balance at the end of the the year	**39,09,23,456**	**39,092.34**	**39,09,23,456**	**39,092.34**

B. Other Equity

INR (In Lakhs)

Particulars	Reserves and Surplus				
	Capital reserve	Securities premium	Equity settled employee benefits reserve	Retained earnings	Total
Balance at 1 April, 2022	–	52,222.42	485.15	27,513.57	80,221.14
Profit for the year	–	–	–	3,435.23	3,435.23
Other Comprehensive loss for the year	–	–	–	(2.34)	(2.34)
Total comprehensive income for the year	**–**	**–**	**–**	**3,432.89**	**3,432.89**
Utilised (Refer note 24)	–	–	(485.15)	–	(485.15)
Bonus shares issued during the year	–	(19,546.17)	–	–	(19,546.17)
Balance at 31 March, 2023	**–**	**32,676.25**	**–**	**30,946.46**	**63,622.71**
Profit for the year	**–**	**–**	**–**	**85,234.19**	**85,234.19**
Other Comprehensive loss for the year	**–**	**–**	**–**	**(67.02)**	**(67.02)**
Total comprehensive income for the year	**–**	**–**	**–**	**85,167.17**	**85,167.17**
Demerger (refer note no 41)	**(6,321.83)**	**–**	**–**		**(6,321.83)**
Balance at 31 March, 2024	**(6,321.83)**	**32,676.25**	**–**	**1,16,113.63**	**1,42,468.05**

The accompanying notes are an integral part of the Standalone Financial Statements

In terms of our report attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

Place : Mumbai
Date : 9th May 2024

For and on behalf of the Board of Directors

Ramesh Iyer
Chairman & Non-Exective Director
DIN: 00220759

Deepak Thakur
Managing Director & Chief Executive Officer
DIN: 06939592

Avinash Bapat
Chief Financial Officer

Mandar Joshi
Company Secretary
ACS- 21351

Place : Mumbai
Date : 17th April, 2024

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

1. Corporate information

Mahindra Susten Private Limited ('the Company') is a company limited by shares, incorporate and domiciled in India. The Company is a joint venture entity between Mahindra Holdings Limited and 2452991 ONTARIO LIMITED, having CIN U74990MH2010PTC207854 and registered office located at Mumbai. The Company is engaged in the business of providing services in the areas of engineering, procurement, and construction of power plants in renewable energy and sale of power.

2. Statement of compliance

The accompanying standalone financial statements of the Company which comprise the Balance Sheet as at 31 March, 2024, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31 March, 2024, and a summary of the material accounting policies and other explanatory information (together hereinafter referred to as "Standalone Financial Statements") have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, the provisions of the Companies Act, 2013 ("the Act") to the extent notified, and other accounting principles generally accepted in India .

The standalone financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 17 April 2024.

3. Material Accounting Policies and Accounting Judgments and Estimates

a) Basis of Preparation and presentation of Financial Statements

The standalone financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value at the end of each reporting period, as explained in the accounting policies given below which are consistently followed. Presentation requirements of Division II of Schedule III to the Companies Act, 2013, "as amended," as applicable to the Standalone Financial Statements have been followed. The Standalone Financial Statements are presented in Indian Rupees (''INR'') in lakhs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013.

Current and Non-current classification

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

An asset is classified as current when it satisfies any of the following criteria:

(i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle; or

(ii) it is expected to be realised within twelve months from the reporting date; or

(iii) it is held primarily for the purposes of being traded; or

(iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

(v) it is expected to be settled in the Company's normal operating cycle; or

(vi) it is due to be settled within twelve months from the reporting date; or

(vii) it is held primarily for the purposes of being traded; or

(viii) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months from the reporting date.

The Company classifies all other liabilities as non-current.

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

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

Discontinued operations

The Board of Directors of the Company, at their meeting held on 18 January, 2023 and subsequently on 24 February 2023, has inter alia, approved, the Scheme of Arrangement between Mahindra Susten Private Limited ("Demerged Company") and Emergent Solren Private Limited ("Resulting Company") and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

The Scheme inter alia provides for:

i) The demerger, transfer and vesting of the Demerged Undertaking (as defined in the Scheme) from the Demerged Company to the Resulting Company on a going concern basis and the consequent issue of equity shares by the Resulting Company to the owners of the Demerged Company.

ii) Reduction and cancellation of the entire paid-up share capital of the Resulting Company on the effective date.

On 27 July 2023, the scheme was approved by the National Company Law Tribunal (NCLT). The appointed date and effective date of the Scheme of Arrangement is 01 September 2023.

Pursuant to the scheme the management of Demerged Company and Resulting Company jointly identified assets, liabilities, income, expenses (including allocation of common expenses) and tax credits of the demerged undertaking. Refer note 41 for details

b) Use of estimates and judgments

In applying the Company's accounting policies which are described in notes below, the directors are required to make judgements that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty for the year ending 31 March 2024:

(i) Evaluation of percentage of completion :

Determination of revenue under percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenue from the project or activity and foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the standalone financial statements for the year in which such changes are determined.

(ii) Recoverability of deferred tax assets:

In determining the recoverability of deferred income tax assets, the Company primarily considers current and expected profitability of the company and their ability to utilize tax assets. The Company reviews its deferred income tax assets at every reporting year end, taking into consideration the availability of sufficient current and projected taxable profits, reversals of taxable temporary differences and tax planning strategies.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(iii) Measurement of defined benefit obligations and other employee benefit obligations:

The Company's net obligation in respect of gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related services are recognised as a liability at the present value.

The present value of the obligation is determined based on actuarial valuation at the balance sheet date by an independent actuary using the Projected Unit Credit Method. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

(iv) Provision for obsolete inventory:

The Company reviews its inventory to assess loss on account of obsolescence on a regular basis. In determining whether provision for obsolescence should be recorded in the standalone statement of profit and loss, the Company makes judgments as to whether there is any observable data indicating that there is any future salability of the product, including demand forecasts and shelf life of the product. Te provision for obsolescence of inventory is based on the ageing and past consumption of the inventory.

(v) Impairment losses on financial assets:

The Company reviews its financial assets to assess impairment at regular intervals. The Company's credit risk is primarily attributable to its financial assets. In determining whether impairment losses should be recorded in the statement of profit and loss, the Company makes judgments as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows. Accordingly, an allowance for expected credit loss is made where there is an identified loss event or condition which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

As a practical expedient, the Company uses the previous year impairment loss as allowance on the portfolio of trade receivables. At reporting date, the previous year observed default rates are updated and changes in the forward-looking estimates are analyzed. ECL impairment loss allowance (or reversal) during the period is recognised as other expense in the Statement of Profit & Loss.

(vi) Impairment losses on investment:

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

(vii) Estimation of provisions and contingencies:

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the Company. The Company exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

(viii) Provision for product warranty:

The warranty provision represents management's best estimate of the Company's liability under warranties granted on products, based on prior experience and industry averages. Presently, company creates provision at 1% on Revenue from EPC contracts of current financial year.

Material Accounting policies

c) Revenue Recognition:

Revenue 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. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all of its revenue arrangements

(i) EPC Contracts

Revenue from EPC contracts, where the outcome can be estimated reliably, is recognised under the percentage of completion method by reference to the stage of completion of the contract activity, hence revenue is recognized over the period. The stage of completion is measured by calculating the proportion that costs incurred to date bear to the estimated total costs of a contract. Determination of revenues under the percentage of completion method necessarily involves making estimates by the management.

When the Company satisfies a performance obligation by delivering the promised goods or services it creates a contract asset based on the amount of consideration to be earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised this gives rise to a contract liability.

Any variations in contract work, claims, incentive payments are included in the transaction price if it is highly probable that a significant reversal of revenue will not occur once associated uncertainties are resolved.

Consideration is adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit either to the customer or the Company.

(ii) Sales of Power

Revenue is recognised over time for each period based on the volume of solar power supplied to the Customer as per the terms stated in the PPA at the metering point of the Customer.

d) Property plant and equipment and Intangible Assets:

(i) Property plant and equipment:

Property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price (net of trade discount and rebates) and any directly attributable cost of bringing the asset to its working condition for its intended use and for qualifying assets, borrowing costs capitalized in accordance with the Ind AS 23. All repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Depreciation

Depreciation commences when an asset is ready for its intended use. Freehold land and assets held for sale are not depreciated.

Depreciation on other tangible assets is recognised to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives or as prescribed in schedule II to the Companies Act 2013 whichever is higher. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Type of assets	Useful life
Plant and equipment – Plant	15 -25 Years
Office equipment	5 Years
Computer software	3 Years
Furniture and fixtures	10 Years
Lease hold improvements	5 years or period of lease whichever is lower
Vehicles	8 Years

The Company recognizes right-of-use assets (ROU) at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to dismantle. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Type of assets	Useful life
ROU Vehicles	4 Years
ROU Building	3 to 5 Years

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds (net of expenses incurred in connection with the sale) and the carrying amount of the asset and is recognised in the statement of profit or loss.

(ii) **Intangible Assets:**

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognised on a straight-line basis over their estimated useful lives.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Estimated useful lives of the intangible assets are as follows,

Type of assets	Useful life
Computer software	3 Years

Internally generated intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

(iii) **Impairment:**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors or when the annual impairment testing of the asset is required,. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company makes a reasonable estimate of the value in use.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

e) Borrowing Costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

f) Inventories:

Inventories are stated at lower of cost and net realizable value.

Cost of raw materials includes all costs of purchase, conversion and other direct attributable costs incurred for bringing the items to their present location and condition and is determined using the weighted average cost method.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

The cost of contracts work in progress comprises costs directly attributable to the specific contracts and related overheads.

Traded goods costs includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

g) Foreign Currency:

Foreign currency transactions

Initial Recognition

The company's financial statements are presented in Indian Rupee, which is also the company's functional currency. All transactions that are not denominated in the Company's functional currency are foreign currency transactions. These transactions are initially recorded in the functional currency by applying the appropriate daily rate which best approximates the actual rate of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the standalone statement of profit and loss.

Measurement of foreign currency items at the reporting date

Monetary items denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Nonmonetary items that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in the standalone statement of profit and loss

h) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

i) Investments

Investments in subsidiary

Investments in equity shares of subsidiaries are recorded at cost and reviewed for impairment at each reporting date. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in Statement of Profit and Loss.

Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the standalone statement of profit and loss. Cost of investments include acquisition charges such as brokerage, fees and duties.

j) Employee Benefits:

(i) **Short term employee benefit**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus / ex-gratia are recognised in the period in which the employee renders the related service.

(ii) **Post employment employee benefits**

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the company in respect of services provided by employees up to the reporting date.

a) Defined Contribution schemes

The Company's contributions to the Provident Fund and Employee's State Insurance Fund are charged to the Statement of Profit and Loss in the year when the contribution to the respective funds are due.

b) Defined benefits plans

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year.

For defined benefit plan, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

k) Taxes on Income:

Income tax comprises current and deferred tax. Income taxes are recognised in the standalone statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. As per the Company's assessment, there are no material uncertainties over income tax treatments.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using applicable tax rates (and tax laws) enacted or substantially enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting and tax reporting purposes and the corresponding amounts used for tax base. Deferred tax is also recognised in respect of carried forward tax losses and the carry forward of unused tax credits.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the year/period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity for the assessment year, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

l) Provisions and Contingent Liabilities :

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

A contingent asset is disclosed where an inflow of economic benefits is probable.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

m) Financial Assets and Financial Liabilities

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

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

(i) **Financial assets**

All financial assets by regular way of purchases or sales are recognised and derecognised on a trade date basis. Regular way of purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured at either amortised cost or fair value, depending on the classification of the financial assets

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

Financial assets at fair value through profit or loss (FVTPL)

Investments in debt / equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement 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 and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Company applies the expected credit loss (ECL) model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivable

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

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

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights for each category of receivable. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract/agreement and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual/ agreed terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). The balance sheet presentation for various financial instruments is described below

- Financial assets measured at amortised cost, contractual revenue receivables and lease receivable , ECL is presented as as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan contract & financial guarantee contract, ECL is presented as a provision in the balance sheet, i.e as a liability.

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

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of that financial asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss, if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

(ii) **Financial liabilities**

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and/or payable is recognised in profit or loss.

Derivative financial instruments

The Company enters into a derivative financial instruments to manage its exposure to foreign exchange rate risks through foreign exchange forward contracts.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

n) Cash and Cash Equivalents

Cash and cash equivalents for the purpose of Cash Flow Statements include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

o) Earnings Per Share

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

Diluted earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period adjusted for the effects of dilutive options.

p) Segment Reporting

Operating segments are reported in a manner consistent with internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performances of the operating segments of the Company.

q) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted with the standalone financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

r) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. The Company also uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend or terminate the lease if the Company is reasonably certain based on relevant facts and circumstances that the option to extend or terminate will be exercised. If there is a change in facts and circumstances, the expected lease term is revised accordingly. The discount rate is generally based on the interest rate specific to the lease being evaluated or if that cannot be easily determined the incremental borrowing rate for similar term is used. The Company has not to recognised right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and restoration cost, less any lease incentives received. The right-of-use assets are subsequently depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. In addition, the right-of-use asset is reduced by impairment losses, if any.The lease liability is initially measured at amortised cost at the present value of the future lease payments. When a lease liability is remeasured, the corresponding adjustment of the lease liability is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

s) Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There is no such notification which would be applicable from 01 April 2024.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Note No. 4. – Property, Plant and Equipment

INR (In Lakhs)

Description of Assets	Land - Freehold	Buildings - Leasehold Improvements	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Total
I. Gross Carrying Amount							
Opening Balance as at 1 April 2023	6,204.91	149.11	1,15,249.45	461.08	80.32	24.54	1,22,169.41
Additions	–	–	102.83	16.60	–	–	119.43
Elimination on Demerger (refer note no 41)	(6,204.91)	–	(1,13,647.32)	–	–	–	(1,19,852.23)
Disposals		–	(1,197.01)	(0.13)		(10.55)	(1,207.69)
Closing Balance as at 31 March 2024	**–**	**149.11**	**507.95**	**477.56**	**80.32**	**13.98**	**1,228.92**
II. Accumulated depreciation							
Opening Balance as at 1 April 2023	–	21.27	14,416.73	330.01	11.67	23.70	14,803.38
Depreciation expense for the year	–	28.33	1,836.64	34.72	15.18	0.15	1,915.02
Elimination on Demerger (refer note no 41)	–	**–**	**(15,330.85)**	**–**	**–**	**–**	**(15,330.85)**
Disposals	–	–	(482.44)	(0.13)	–	(10.55)	(493.12)
Closing Balance as at 31 March 2024	**–**	**49.60**	**440.09**	**364.61**	**26.85**	**13.29**	**894.43**
III. Net carrying amount (I-II)	**–**	**99.51**	**67.86**	**112.95**	**53.47**	**0.69**	**334.49**

INR (In Lakhs)

Description of Assets	Land - Freehold	Buildings - Leasehold Improvements	Plant and Equipment - Freehold	Office Equipment	Furniture and Fixtures	Vehicles	Total
I. Gross Carrying Amount							
Opening balance as at 1 April 2022	5,326.56	–	1,15,739.07	604.94	0.70	57.10	1,21,728.37
Additions	878.35	149.11	22.01	47.64	79.62	–	1,176.73
Disposals	–	–	(511.63)	(191.50)	–	(32.56)	(735.69)
Reclassified as held for sale	–	–	–	–	–	–	–
Impairment	–	–	–	–	–	–	–
Closing balance as at 31 March 2023	**6,204.91**	**149.11**	**1,15,249.45**	**461.08**	**80.32**	**24.54**	**1,22,169.41**
II. Accumulated depreciation							
Opening balance as at 1 April 2022	–	–	10,438.06	476.29	0.24	33.04	10,947.63
Depreciation expense for the year	–	21.27	4,345.61	35.29	11.43	6.22	4,419.82
Disposals	–	–	(366.94)	(181.57)	–	(15.56)	(564.07)
Impairment	–	–	–	–	–	–	–
Closing balance as at 31 March 2023	**–**	**21.27**	**14,416.73**	**330.01**	**11.67**	**23.70**	**14,803.38**
III. Net carrying amount (I-II)	**6,204.91**	**127.84**	**1,00,832.72**	**131.07**	**68.65**	**0.84**	**1,07,366.03**

Note:

i) The title deeds of immovable properties included in Property, Plant and Equipment are held in the name of the Company.

Note No. 4A – Right-of-use assets

INR (In Lakhs)

Right of use of asset	Vehicle	Building	Total
I. Gross Carrying Amount			
Opening Balance as at 1 April 2023	106.11	756.02	862.12
Additions	45.77	–	45.77
Disposals	**(25.61)**	**–**	**(25.61)**
Closing Balance as at 31 March 2024	**126.27**	**756.02**	**882.28**
II. Accumulated depreciation			
Opening Balance as at 1 April 2023	**23.98**	**112.32**	**136.30**
Charge for the year	28.83	157.52	186.35
Disposals	(9.03)	–	(9.03)
Closing Balance as at 31 March 2024	**43.78**	**269.84**	**313.62**
III. Net carrying amount (I-II)	**82.49**	**486.18**	**568.67**

INR (In Lakhs)

Right of use of asset	Vehicle	Building	Total
I. Gross Carrying Amount			
Opening balance as at 1 April 2022	49.63	–	49.63
Additions	56.48	756.02	812.50
Closing balance as at 31 March 2023	**106.11**	**756.02**	**862.13**
II. Accumulated depreciation			
Opening balance as at 1 April 2022	2.52	–	2.52
Charge for the year	21.46	112.32	133.78
Closing balance as at 31 March 2023	**23.98**	**112.32**	**136.30**
III. Net carrying amount (I-II)	**82.13**	**643.70**	**725.83**

Notes :

(i) The lease term of the car is 4 years. The Company does not have an option to purchase the car at the end of lease term.

(ii) The lease tenure for building ranges from 3 to 5 years.

Note No. 4B - Lease liablity

INR (In Lakhs)

Movement in Lease Liablties	2023-24	2022-23
Balance at the beginning of the year	807.85	50.62
Additions	45.77	812.50
Finance cost for the year	59.21	44.87
Deletions	(17.15)	–
Payment of lease liabilities	(225.63)	(100.14)
	670.06	**807.85**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

INR (In Lakhs)

Amounts recognised in profit and loss	2023-24	2022-23
– Depreciation expense on right-of-use assets	186.35	133.78
– Interest expense on lease liabilities	59.21	44.87

The total cash outflow for leases amount to Rs. 225.61 (2022-23: Rs. 100.14) ,Future expected cash flow is Rs 752.16 lakhs

INR (In Lakhs)

Lease liabilities	As at 31 March 2024	As at 31 March 2023
Maturity Analysis		
On or before 31 March 2024	–	166.32
On or before 31 March 2025	194.56	190.99
On or before 31 March 2026	216.04	210.82
On or before 31 March 2027	194.96	182.45
On or before 31 March 2028	64.50	57.26

INR (In Lakhs)

Analysed as	As at 31 March 2024	As at 31 March 2023
Non Current	475.50	641.52
Current	194.56	166.32

Note No. 5 - Other Intangible Assets

Description of Assets	INR (In Lakhs) Computer Software
I. Gross Carrying Amount	
Opening Balance as at 1 April 2023	34.32
Additions	112.23
Closing Balance as at 31 March 2024	**146.55**
II. Accumulated depreciation	
Opening Balance as at 1 April 2023	30.79
Amortisation expense for the year	5.49
Closing Balance as at 31 March 2024	**36.28**
III. Net carrying amount (I-II)	**110.27**

Description of Assets	INR (In Lakhs) Computer Software
I. Gross Carrying Amount	
Opening balance as at 1 April 2022	446.01
Additions	1.85
Disposals	(413.54)
Closing balance as at 31 March 2023	**34.32**
II. Accumulated Amortisation	
Opening balance as at 1 April 2022	415.53
Amortisation expense for the year	24.10
Disposals	(408.84)
Closing balance as at 31 March 2023	**30.79**
III. Net carrying amount (I-II)	**3.53**

Note No. 5 A - Intagible assets under development (ITUD)

ITUD Aging schedule as at 31 March 2023

INR (In Lakhs)

ITUD	Amount in ITUD for a 31st March 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	18.30	61.68	18.15	–	98.13

ITUD completion schedule, whose completion is overdue or has exceeded its cost compared to its original plan Nil (31 March 2023: Nil) ; ITUD Suspended : Nil (31 March 2023: Rs 17 Lakhs)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Note No. 6. – Investments

INR (In Lakhs)

Particular	As at 31 March 2024 No. Of Shares	As at 31 March 2024 Amounts Non Current	As at 31 March 2023 No. Of Shares	As at 31 March 2023 Amounts Non Current
A. Investment in Subsidiaries in equity instrument measured at cost less impairments, if any				
Unquoted Investments (fully paid up)	**10,000**	**161.00**	33,03,01,616	47,387.49
Impairment in the value of investments (MSPL International DMCC fully impaired during the year 2020-21)	**–**	**–**	(11,616)	(2,306.72)
Total	**10,000**	**161.00**	33,02,90,000	45,080.77
B. Investment in Joint Venture in equity instruments measured at cost less impairments, if any				
Unquoted Investments (fully paid up)	**–**	**–**	1,41,86,160	2,429.58
Total	**–**	**–**	1,41,86,160	2,429.58
C. Investment in others in equity instruments measured at cost less impairments, if any				
Unquoted Investments (fully paid up)	**2,010**	**0.50**	2,010	0.50
	2,010	**0.50**	2,010	0.50
D. Investment in units measured at fair value through P&L less impairments, if any				
Quoted Investments (fully paid up) (refer note below)	**4,87,20,000**	**51,886.80**	–	–
TOTAL INVESTMENTS CARRYING VALUE (A) + (B) + (C) + (D)	**4,87,32,010**	**52,048.30**	34,44,78,170	47,510.85

Note :- The Fair value impact on quoted investments (c) in above table is of Rs. 3,166.80 (in lakhs)

INR (In Lakhs)

List of entities	Face Value Per Share	As at 31 March 2024 No. Of Shares	As at 31 March 2024 Amounts	As at 31 March 2023 No. Of Shares	As at 31 March 2023 Amounts
Subsidiaries					
1. Mahindra Renewables Private Limited	₹ 10	**–**	**–**	32,16,30,000	36,575.30
2. MSPL International DMCC (fully impaired during the year 2020-21)	AED 1000	**–**	**–**	11,616	2,306.72
3. Mega Surya Urja Private Limited	₹ 10	**–**	**–**	86,50,000	8,504.47
4. Martial Solren Private Limited	₹ 10	**10,000**	**1.00**	10,000	1.00
5. Hazel Hybren Private Limited	₹ 10	**2,00,000**	**20.00**	–	–
6. Illuminate Hybren Private Limited (Formerly Known As Icarus Hybren Private Limited)	₹ 10	**2,00,000**	**20.00**	–	–
7. Furies Solren Private Limited	₹ 10	**2,00,000**	**20.00**	–	–
8. Gelos Solren Private Limited	₹ 10	**2,00,000**	**20.00**	–	–
9. Migos Hybren Private Limited	₹ 10	**2,00,000**	**20.00**	–	–
10. Kyros Hybren Private Limited	₹ 10	**2,00,000**	**20.00**	–	–
11. Jade Hybren Private Limited	₹ 10	**2,00,000**	**20.00**	–	–
12. Layer Hybren Private Limited	₹ 10	**2,00,000**	**20.00**	–	–
Total investment in Subsidiaries - subtotal (a)		**16,10,000**	**161.00**	33,03,01,616	47,387.49
Joint Venture				–	
1. Marvel Solren Private Limited	₹ 10	**–**	**–**	1,41,86,160	2,429.58
Total investment in Joint Venture - subtotal (b)		**–**	**–**	1,41,86,160	2,429.58
Others					
1. Sustainable Energy Infra Trust (SEIT)	₹ 100	**4,87,20,000**	**51,886.80**	–	–
2. The Zoroastrian Co-operative Bank Limited	₹ 10	**2,010**	**0.50**	2,010	0.50
Total investment in others - subtotal (c)		**4,87,22,010**	**51,887.30**	**2,010**	**0.50**
Total investment (a + b + c)		**5,03,32,010**	**52048.30**	34,44,89,786	49,817.57

The Company in the current year has received units of Sustainable Energy Infra trust (SEIT) worth Rs. 138,500 lakhs in exchange of Equity shares in its SPVs (namely, MRPL and MSUPL) amounting to Rs. 45,079.77 lakhs. (Refer Note No.41)

INR (In Lakhs)

Description of Assets	As at 31 March 2024 Current	As at 31 March 2023 Current
In Mutual Funds	42,794.00	**1,007**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Note No. 7. – Loans

INR (In Lakhs)

Particulars	As at 31 March 2024 Current	As at 31 March 2024 Non-Current	As at 31 March 2023 Current	As at 31 March 2023 Non-Current
Loans to related parties				
– Unsecured, considered good	**7.00**	**4,273.92**	1,551.00	71,993.59
TOTAL	**7.00**	**4,273.92**	1,551.00	71,993.59

INR (In Lakhs)

Particulars	As at 31 March 2024 %	As at 31 March 2024 Total	As at 31 March 2023 %	As at 31 March 2023 Total
without specifying terms or period of repayment				
– Loans to Subsidiaries	**0.00%**	**–**	91.60%	67,367.70
Total Loans to Subsidiaries	**100.00%**	**4,280.92**	100.00%	73,544.59

INR (In Lakhs)

List of entities	Rate of Interest (%)	As at 31 March 2024	As at 31 March 2023
Subsidiaries			
1. Mahindra Renewables Private Limited (Sub-ordinate Debt given for ISTS I Project, repayable after servicing of senior secured debts)	11.50	**–**	35,993.50
2. Mega Surya Urja Private Limited (Sub-ordinate Debt given for ISTS II Project, repayable after servicing of senior secured debts)	11.50	**–**	31,374.20
3. Bright Solar Private Limited (To repay bank loan, repayable at the end of 20 years from date of drawdown of each tranche) (ROI for 2022 : 8.9%)	10.20	**–**	2,500.00
4. Neo Solren Private Limited (For general business purpose, repayable at the end of 5 years from date of drawdown of each tranche)	11.00	**–**	3,169.89
5. Martial Solren Private Limited (For general business purpose, repayable at the end of 2 years from date of drawdown of each tranche)	11.00	**7.00**	7.00
6. Martial Solren Private Limited (Sub-ordinate Debt given for renewable energy project, repayable after servicing of senior secured debts)	11.50	**4,027.00**	–
7. Furies Solren Private Limited (Sub-ordinate Debt given for renewable energy project, repayable after servicing of senior secured debts)	11.50	**10.00**	–
8. Hazel Hybren Private Limited (Sub-ordinate Debt given for renewable energy project, repayable after servicing of senior secured debts)	11.50	**30.00**	–
9. Gelos Solren Private Limited (Sub-ordinate Debt given for Open Access Project, repayable after servicing of senior secured debts)	11.50	**176.92**	–
10. Illuminate Hybren Private Limited (For general business purpose, repayable at the end of 2 years from date of drawdown of each tranche)	11.00	**30.00**	–
Other Entity			
Mahindra Teqo Private Limited (For general business purpose, repayable at the end of 3 years from date of drawdown of each tranche)	11.00	–	500.00
TOTAL		**4,280.92**	73,544.59

Notes :

a. Details of Investments made or Inter Corporate Deposits/Loans taken from holding for further investment or intercorporate deposits/loans to the ultimate beneficiary

INR (In Lakhs)

Name of Company	Date of transaction	As at 31 March 2024	As at 31 March 2023
Mahindra & Mahindra Limited	various	**–**	39,730

b. Details of further Investments made or Inter Corporate Deposits/Loans given by Holiding to Ultimate Beneficiary :

INR (In Lakhs)

Name of Company	Date of transaction	As at 31 March 2024	As at 31 March 2023
Mega Suryaurja Private Limited	various	**–**	37,230
Brightsolar Renewable Energy Private Limited	17th Dec, 2021	**–**	2,500
TOTAL		**–**	39,730

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

c. Details of each Intermediary / Ultimate Beneficiary :

Name of Company	Registered address	Identification number (CIN/Others)
Mega Suryaurja Private Limited	Mahindra Towers, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai – 400 018, India	U40103MH2012PTC226016
Brightsolar Renewable Energy Private Limited	Mahindra Towers, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai – 400 018, India	U40108MH2013PTC250683

Note No. 8. – Other financial assets

INR (In Lakhs)

	As at 31 March 2024		As at 31 March 2023	
Particulars	**Current**	**Non-Current**	Current	Non-Current
Financial assets				
a) Security Deposits:	**74.46**	**7.67**	71.42	159.51
b) Interest accrued on loan :				
– Gross	**844.02**	**95.72**	273.19	9,654.78
– Allowance for Credit loss		**–**	(48.86)	–
– Net	**844.02**	**95.72**	224.33	9,654.78
c) Unbilled Revenue	**128.55**	**–**	1,487.64	–
d) Derivative not designated as a hedge instrument	**–**	**–**	244.16	–
e) Fixed deposit (earmarked balance against borrowings)	**–**		–	900.00
TOTAL	**1,047.03**	**103.39**	2,027.55	10,714.29

Note No. 9 - Current Tax and Deferred Tax

(i) Income Tax recognised in statement of profit or loss

INR (In Lakhs)

Particulars	**Year ended 31 March 2024**	Year ended 31 March 2023
Current Tax:		
In respect of current year		
Current Tax	**7,617.55**	–
Minimum Alternate Tax	**–**	316.89
Minimum Alternate Tax Credit	**–**	(316.89)
In respect of prior years	**(6.93)**	–
Deferred Tax:		
In respect of current year	**7,587.51**	1,703.81
Deferred tax	**7,587.51**	2,020.69
Minimum Alternate Tax Credit	**–**	(316.89)
In respect of prior years	**–**	29.09
Total income tax expense	**15,198.12**	**1,732.90**

(ii) Income tax recognised in other Comprehensive income

INR (In Lakhs)

Particulars	**Year ended 31 March 2024**	Year ended 31 March 2023
Remeasurement of defined benefit obligations not reclassified to profit or loss	**(22.54)**	(1.26)
Total	**(22.54)**	(1.26)

(iii) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

INR (In Lakhs)

Particulars	**Year ended 31 March 2024**	Year ended 31 March 2023
Profit before tax	**1,00,432.32**	5,485.01
Corporate tax rate as per Income tax Act, 1961	**25.17%**	34.94%
Tax on accounting profit (A)	**25,276.81**	1,916.68
Effect of income that is exempt from taxation	**–**	–
Effect of expenses that is non-deductible in determining taxable profit (B)	**167.14**	104.00
Changes in estimates related to prior years	**3,598.66**	**–**
Effect of profit on which tax is chargeable at differential rate	**(13,837.56)**	**–**
Total effect of Tax adjustment (A+B)	**15,205.05**	2,020.68
Adjustments recognised in the current year in relation to the tax of prior years (C)	**(6.93)**	29.09
Minimum Alternate Tax Credit (D)		(316.89)
Tax expense recognised during the year (A + B + C)	**15,198.12**	1,732.90

(iv) The details of Non-current/Current tax assets/(liabilities)

INR (In Lakhs)

Particulars	**Year ended 31 March 2024**	Year ended 31 March 2023
Non-current tax assets (net of provision for taxation)	**24,269.52**	17,137.04
Current tax liabilities (net of advance tax)	**(20,850.58)**	(13,239.97)
Total	**3,418.94**	3,897.07

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(v) Movement in deferred tax balances

INR (In Lakhs)

Particulars	For the Year ended 31 March 2024 Opening Balance	Recognised in profit and Loss	Effect of Demerger	Change in tax rate	Recognised in OCI	Closing Balance
Tax effect of items constituting deferred tax liabilities						
Property, plant and equipment and intangible assets	25,607.73	661.17	(26,544.73)	291.22	–	15.39
Investment revaluation	–	362.28	–	–	–	362.28
Unrealised gain Investments unsold	–	3,381.89	–	–	–	3,381.89
Unwinding of Financial liability	163.25	(6.18)		(157.07)		(0.00)
	25,770.99	4,399.17	(26,544.73)	134.15	–	3,759.56
Tax effect of items constituting deferred tax assets						
Employee Benefits	124.48	243.75	–	(34.82)	22.54	355.95
Provisions	2,090.51	939.87	–	(1,032.78)	–	1,997.60
Unabsorbed depreciation in tax books	15,318.09	–	(15,277.37)	(40.72)	–	(0.00)
Unwinding of Financial assets	620.27	(332.31)	–	(286.32)	–	1.64
Lease Liability		–	–	–	–	–
Other Financial Assets	27.44	5.02	–	(7.68)	–	24.78
Minimum Alternate Tax Credit	2,508.22	–	–	(2,508.21)	–	0.00
	20,689.01	856.33	(15,277.37)	(3,910.53)	22.54	2,379.97
Net deferred tax liabilities	(5,081.98)	(3,542.85)	11,267.36	(4,044.68)	22.54	(1,379.59)

INR (In Lakhs)

Particulars	For the Year ended 31 March 2023 Opening Balance	Recognised in profit and Loss	Effect of Demerger	Change in tax rate	Recognised in OCI	Closing Balance
Tax effect of items constituting deferred tax liabilities						
Property, plant and equipment and intangible assets	16,111.30	9,496.43	–	–	–	25,607.73
Unwinding of Financial liability	197.67	(34.42)	–	–	–	163.25
	16,308.97	9,462.01	–	–	–	25,770.99
Tax effect of items constituting deferred tax assets						
Employee Benefits	151.87	(28.65)	–	–	1.26	124.48
Provisions	3,618.93	(1,528.42)	–	–	–	2,090.51
Unabsorbed depreciation in tax books	5,856.24	9,461.85	–	–	–	15,318.09
Unwinding of Financial assets	370.15	250.12	–	–	–	620.27
Lease Liability		27.44	–	–	–	27.44
Other Financial Assets	770.12	(770.12)	–	–	–	–
Minimum Alternate Tax Credit	2,191.33	316.89	–	–	–	2,508.22
	12,958.64	7,729.10	–	–	1.26	20,689.01
Net deferred tax liabilities	(3,350.33)	(1,732.91)	–	–	1.26	(5,081.98)

Note No. 10 – Other assets

INR (In Lakhs)

Particulars	As at 31 March 2024 Current	As at 31 March 2024 Non-Current	As at 31 March 2023 Current	As at 31 March 2023 Non-Current
(a) Capital advances	–	–	–	0.36
(b) Balances with government authorities (other than income taxes)	4,852.50	2,029.91	7,098.04	–
(c) Other advances				
- Advances to suppliers	1,038.04	–	109.98	–
- Advances to employees				
- Advances to KMP	–	–	–	–
- Advances to other employees	4.39	–	15.06	–
- Prepaid Expenses	20.00	–	70.92	–
(d) Other assets	8.48	–	–	–
Total	5,923.41	2,029.91	7,294.00	0.36

Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties

INR (In Lakhs)

Particulars	As at 31 March 2024 %	As at 31 March 2024 Total	As at 31 March 2023 %	As at 31 March 2023 Total
without specifying terms or period of repayment				
- Advance to KMP	–	–	43.35%	128.00
Advances to employees	100.00%	4.39	100.00%	295.25

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Note No. 11 – Inventories

INR (In Lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
(a) Project Inventory	27.21	–
(b) Stores and pump including spares	235.17	67.79
Total Inventories (at lower of cost and net realisable value)	**262.38**	67.79

Note:
The carrying amount of inventories are provided as a security against working capital facility limits (refer note no 15)

Note No. 12 – Trade receivables

INR (In Lakhs)

Particulars	Outstanding as at 31st March 2024 from due date of payment						
	Not Due	Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Trade receivables							
- Undisputed Trade receivables - considered good	**365.26**	**153.83**	**55.92**	**1,494.68**	**148.09**	**838.76**	**3,056.54**
- Undisputed Trade receivables - Credit Impaired	**5.57**	**0.70**	**0.23**	**11.21**	**1.09**	**192.83**	**211.62**
Less: Impairment allowance for trade receivables	**(5.57)**	**(0.70)**	**(0.23)**	**(11.21)**	**(1.09)**	**(192.83)**	**(211.62)**
TOTAL	**365.26**	**153.83**	**55.92**	**1,494.68**	**148.09**	**838.76**	**3,056.54**

INR (In Lakhs)

Particulars	Outstanding as at 31st March 2023 from due date of payment						
	Not Due	Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Trade receivables							
- Undisputed Trade receivables - considered good	2,183.94	253.87	237.72	366.02	415.59	225.38	3,682.53
- Undisputed Trade receivables - Credit Impaired	7.03	0.85	0.89	1.24	21.55	66.08	97.64
Less: Impairment allowance for trade receivables	(7.03)	(0.85)	(0.89)	(1.24)	(21.55)	(66.08)	(97.64)
TOTAL	2,183.94	253.87	237.72	366.02	415.59	225.38	3,682.53

INR (In Lakhs)

Of the above, trade receivables from:	As at 31 March 2024	As at 31 March 2023
- Related Parties	**822.43**	1,817.60
- Others	**2,234.12**	1,864.93
Total	**3,056.54**	3,682.53

INR (In Lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
At the beginning of year	**97.64**	925.65
Provision during the year	**113.98**	107.98
Less : Provision reversal	**–**	(20.67)
Less : Allowance provided earlier written off	**–**	(915.32)
At the end of the year	**211.62**	97.64

Note: 1
No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further, no trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

Note: 2
The credit period given to customers range from 30 days to 90 days. For explanations on the Company's credit risk management processes, Refer note 28.

Note: 3
All trade receivables have been pledged (first charge) to secure the current borrowings of the Company (Refer Note 17).

Note: 4
Refer Note 28 - Financial Instruments - for disclosures related to credit risk, allowance for trade receivables under expected credit loss model and other disclosure

Note: 5
Trade receivables includes certain receivables amounting to Rs. 390 (in lakhs) wherein it the risk of collection lies with other group company.

Note No. 13 - Cash and Cash equivalents

INR (In Lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents		
Balances with banks	**1,316.95**	5,784.28
Total Cash and cash equivalents	**1,316.95**	5,784.28
Other Bank Balances		
Fixed deposit with original Maturity greater than 3 months but less than 12 months	**77,509.77**	8,556.77
Total Other Bank balances	**77,509.77**	8,556.77

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Note No. 13 A Changes in liabilities arising from financing activities

As at 31 March 2024 **INR (In Lakhs)**

Particulars	Opening	Cash in flows	Cash outflows	New Leases	Reclassification of long term liability	Other	Closing
Current borrowings	**68,549.07**	**75,700.00**	**(1,39,800.00)**		**(4,449.07)**		**0.00**
Current lease liabilities (note 4 A)	**166.32**				**28.24**		**194.56**
Non-current borrowings	**78,510.06**	**0.00**	**(904.26)**		**4,449.07**	**(82,054.88)**	**0.00**
Non-current lease liabilities (note 4 A)	**641.52**	**0.00**	**(225.63)**	**45.77**	**(28.24)**	**42.09**	**475.50**
Total liabilities from financing activities	**1,47,866.97**	**75,700.00**	**(1,40,929.89)**	**45.77**	**(0.00)**	**(82,012.79)**	**670.06**

As at 31 March 2023 **INR (In Lakhs)**

Particulars	Opening	Cash in flows	Cash outflows	New Leases	Reclassification of long term liability	Other	Closing
Current borrowings	41,968.97	75,767.98	(80,540.40)		31,352.52		68,549.07
Current lease liabilities (note 4 A)	11.87				154.45		166.32
Non-current borrowings	1,12,024.32	46,983.59	(49,763.22)		(31,352.52)	617.90	78,510.06
Non-current lease liabilities (note 4 A)	38.75		(100.14)	812.50	(154.45)	44.87	641.52
Total liabilities from financing activities	1,54,043.91	1,22,751.56	(1,30,403.76)	812.50	(0.00)	662.77	1,47,866.97

Note No. 14 A - Equity Share Capital

INR (In Lakhs)

Particulars	As at 31 March 2024 No. of Shares	As at 31 March 2024 Value of shares	As at 31 March 2023 No. of Shares	As at 31 March 2023 Value of shares
Authorised:				
Equity shares of Rs 10 each	**50,00,00,000**	**50,000.00**	50,00,00,000	50,000.00
Issued, Subscribed and Fully Paid up:				
Equity shares of Rs. 10 each	**39,09,23,456**	**39,092.34**	39,09,23,456	39,092.34
Total	**39,09,23,456**	**39,092.34**	39,09,23,456	39,092.34

Note:
During the year ended 31 March 2023 , 19,54,61,728 shares of face value of 10 per share were issued as fully paid bonus shares by utilisation from Securities Premium Account.

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.

Particulars	Opening Balance	Shares issued during the year	Closing Balance
Equity Shares			
Year ended 31 March 2024			
No. of Shares	**39,09,23,456**	–	**39,09,23,456**
Amount (In Lakhs)	**39,092.35**	–	**39,092.34**
Year Ended 31 March 2023			
No. of Shares	19,54,61,728	19,54,61,728	39,09,23,456
Amount (In Lakhs)	19,546.17	19,546.17	39,092.35

(ii) Details of shares held by the holding company:

Particulars	No. of Shares Equity Shares with Voting rights
As at 31 March 2024	
Mahindra Holdings Limited	**23,45,93,167**
2452991 ONTARIO LIMITED	**15,63,30,289**
As at 31 March 2023	
Mahindra Holdings Limited	27,36,46,420
2452991 ONTARIO LIMITED	11,72,77,036

(iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	As at 31 March 2024 Number of shares held	As at 31 March 2024 % holding in that class of shares	As at 31 March 2023 Number of shares held	As at 31 March 2023 % holding in that class of shares
Equity shares with voting rights				
Mahindra Holdings Limited	**23,45,93,167**	**60%**	27,36,46,420	70%
2452991 ONTARIO LIMITED	**15,63,30,289**	**40%**	11,72,77,036	30%
Total	**39,09,23,456**	**100%**	39,09,23,456	100%

Note:
This includes 6 equity shares held as nominee by an individual on behalf of the Mahindra Holdings Limited.

Note No. 14 B - Other Equity:

INR (In Lakhs)

(i) Securities Premium	As at 31 March 2024	As at 31 March 2023
Balances as at beginning of the year	**32,676.25**	52,222.42
Bonus shares issued during the year	–	(19,546.17)
Balances as at end of the year	**32,676.25**	32,676.25

Note:
Securities premium is used to record the excess of the amount received over the face value of the shares. This reserve will be utilised in accordance with the provisions of the

Companies Act, 2013.During previous financial year 19,54,61,728 shares of face value of 10 per share were issued as fully paid bonus shares by utilisation from Securities Premium Account.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

INR (In Lakhs)

(ii) Other Reserves (ESOP)	As at 31 March 2024	As at 31 March 2023
Balances as at beginning of the year	–	485.15
Utilised during the year............................	–	(485.15)
Additional provision due to changes in fair value	–	–
Balances as at end of the year	–	–

Note:

Company has settled ESOP during the year 2022-23 (Refer note 24)

INR (In Lakhs)

(iii) Retained earnings	As at 31 March 2024	As at 31 March 2023
Balances as at beginning of the year	**30,946.46**	27,513.57
Profit /(Loss) for the year........................	**85,234.19**	3,435.23
Other Comprehensive Profit / (loss) for the year	**(67.02)**	(2.34)
Balances as at end of the year	**1,16,113.63**	30,946.46

Note:

Retained earnings comprise balances of accumulated (undistributed) profit and loss at each year end

INR (In Lakhs)

(iv) Capital reserve	As at 31 March 2024	As at 31 March 2023
Balances as at beginning of the year.....	–	–
Addition (Refer note 41)..........................	**6,321.83**	–
Balances as at end of the year	**6,321.83**	–

Note No. 15 - Non-Current Borrowings

INR (In lakhs)

Particulars	As at 31 March 2024 Amount	As at 31 March 2023 Amount
Measured at amortised cost		
A. Secured Borrowings:		
(a) Term Loan from bank		
For Goyalari Project............................	–	20,407.10
(Repayable in 64 quarterly instalments, last instalment falling due on Sep 2034)		
For Seci Raj Project	–	42,546.69
(Repayable in 69 quarterly instalments, last instalment falling due on Sep 2040)		
Less : Current maturities of long term borrowings	–	(4,449.07)
(b) Buyers Credit	–	20,005.34
For Seci Raj Project 200		
Total Secured Borrowings	**–**	78,510.06

Note:

a) Company has demerged it's SECI and Goylari plant to Emergent solren pvt ltd.All asset and liablities related to plant moved to Emergent solren pvt ltd. (Refer note 41)

b) Term loan taken for Goyalari project is secured by creation of charge over the assets of 60 Mwp power plant situated in Goyalari (Rajasthan). Term loan taken for Seci Raj project is secured by 200 Mwp power plant situated in Bikaner (Rajasthan).The rate of interest for term loans from banks ranges from 7.4% to 9.10%

c) As at March 31, 2023 the Company has availed Buyers' Credit of INR 20,005 Lakhs for SECI RAJ Project. The rate of interest for Buyer's credit ranges from 3.92% to 4.70%

d) Term loans were applied for the purpose for which the loans were obtained.

e) There are no defaults in repayment of interest and principal.

Note No. 16 - Provisions

INR (In Lakhs)

Particulars	As at 31 March 2022 Current	As at 31 March 2022 Non-Current	As at 31 March 2023 Current	As at 31 March 2023 Non-Current
(a) Provision for employee benefits....................				
(1) Leave Encashment	**47.70**	**168.18**	40.69	101.02
(2) Gratuity..............	**–**	**195.46**	18.08	196.44
(b) Other Provisions.......				
(1) Warranty............	**2,119.40**	**2,657.25**	1,347.05	2,758.04
Total Provisions...........	**2,167.10**	**3,020.89**	1,405.82	3,055.50

Details of movement in Other Provisions is as follows:

INR (In Lakhs)

Particulars	Warranty claims
Balance at 1 April 2022	7,860.36
Additional provisions recognised	65.30
Amounts used during the year..	(1,759.52)
Unused amounts reversed during the year	(2,284.17)
Discounting of Warranty liability for current year................	(16.06)
Unwinding of discount and effect of changes in the discount rate...	239.18
Balance at 31 March 2023..	**4,105.09**
Balance at 1 April 2023...	4,105.09
Additional provisions recognised	1,177.33
Amounts used during the year..	(257.24)
Unused amounts reversed during the year	(186.72)
Discounting of Warranty liability for current year................	(230.05)
Unwinding of discount and effect of changes in the discount rate...	168.24
Balance at 31 March 2024	**4,776.65**

The unused amounts reversed during the year, totalling Rs 7.17 lacs, pertain to related party transactions and have been duly transferred back to the respective related parties.

Warranty Claims:

Provision for warranty represents present value of management's best estimate of the future outflow of economic benefits that will be required in respect of product provided by company, the estimated cost of which is accrued at the time of sale. Management estimates the related provision for future warranty claims based on historical warranty claim information and is adjusted regularly to reflect new information. The products are generally covered under a warranty period up to 5 years. It is expected that most of these costs may be incurred in the next five financial years.

Note No. 17 - Current Borrowings

INR (In Lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Secured Borrowings		
(1) Short Term loan from a bank...............	**–**	6,600.00
(2) Current maturities of long term borrowings (Refer Note 15)................	**–**	4,449.07
Unsecured Borrowings........................		
Loans from related parties (Refer note 31)	**–**	57,500.00
(Repayable at end of 12 Months from date of borrowings, last Payment falling due from Oct 2023 to Mar 2024)...........		
Total Current Borrowings....................	**–**	68,549.07

Note:

Bank returns / stock statements filed by the Company with its bankers are in agreement with books of account.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Note No. 18 - Trade Payables

INR (In Lakhs)

Particulars	Outstanding as at 31st March 2024 from due date of payment Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	As at 31 March 2024
(a) Micro and small enterprises (Undisputed)	**5.35**	**–**	**–**	**–**	**–**	**5.35**
(b) Other than Micro and small enterprises (Undisputed)	**5,706.84**	**262.29**	**15.53**	**118.56**	**491.82**	**6,595.04**
Total trade payables	**5,712.19**	**262.29**	**15.53**	**118.56**	**491.82**	**6,600.39**

INR (In Lakhs)

Particulars	Outstanding as at 31st March 2023 from due date of payment Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	As at 31 March 2022
(a) Micro and small enterprises	7.96	–	–	–	–	7.96
(b) Other than Micro and small enterprises (Undisputed)	5,401.59	990.41	492.60	241.38	695.87	7,821.87
Total trade payables	5,409.55	990.41	492.60	241.38	695.87	7,829.82

Note

Micro, Small and Medium enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the MSMED Act") are given below :

INR (In Lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
(a) Dues remaining unpaid at the end of each accounting year for micro and small enterprises...		
– Principal	**5.35**	7.96
– Interest on the above	**–**	–
(b) Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year		
– Principal paid beyond the appointed date	**–**	–
– Interest paid in terms of Section 16 of the MSMED Act	**–**	–
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	**–**	–
(d) Further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	**–**	**–**
(e) Amount of interest accrued and remaining unpaid		

Note No. 19 - Other Financial Liabilities

INR (In Lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Other Financial Liabilities Measured at Amortised Cost		
Current		
(a) Creditors for capital goods	**–**	1,100.76
(b) Interest accrued but not due on borrowings	**–**	3,373.95
Total Other Financial Liabilities	**–**	4,474.71

Note No. 20 - Other Liabilities

INR (In Lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Current		
a. Advances received from customers	**550.31**	602.06
b. Statutory dues	**1.72**	167.94
Total Other Liabilities	**552.03**	770.00

Note No. 21 - Revenue from Operations

The following is an analysis of the company's revenue for the year.

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
(a) Revenue from EPC Contracts	**1,063.06**	9,319.39
(b) Sale of power	**128.83**	168.23
(c) Other operating revenue:		
(i) Scrap Sales	**151.32**	360.70
(iii) Shared service income	**514.10**	244.32
Total Revenue from Operations	**1,857.31**	10,092.64

Note:

A. Disaggregated Revenue Information:

Revenue from contracts with customers is disaggregated by primary geographical area and the type of contract of revenue recognition. Disaggregated revenue with the Company's reportable segments is given in the note 32

B. Reconciliation of Contract Assets & Contract Liabilities:

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Contract Assets		
Unbilled Receivable		
At the beginning of the year	**1,822.05**	3,548.56
Less: Bill during the year	**(2,885.40)**	(11,214.13)
Add: Revenue recognised during the year	**1,191.89**	9,487.62
At the end of the year	**128.55**	1,822.05
Contract Liability		
Advance from customer		
At the beginning of the year	**602.06**	4,212.11
Addition/(applied) during the year	**(51.75)**	(3,610.05)
At the end of the year	**550.31**	602.06

C. Reconciliation of revenue as per Ind AS 115:

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Revenue as per contracted prices	**1,191.89**	9,487.62
Less: Deferment of revenue pertaining to free operation & maintenance	–	
Revenue from contract with customers	**1,191.89**	9,487.62

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

D. Revenue from discontinued operations:

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from discontinued operations .	**7,940.28**	17,921.52

Note No. 22 – Other Income

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
(a) Interest Income		
(1) On Financial Assets at Amortised Cost	**10,747.01**	8,775.99
(2) On Financial Assets (Unwinding Interest)...................	**1,555.89**	308.90
(b) Net gain on sale of current investments	**846.84**	25.48
(c) Fair valuation on financial assets designated as at FVTPL	**3,166.80**	7.00
(d) *Reversal of warranty provision*	**–**	1,890.75
(e) *Reversal of Project provision*	**1,002.74**	**–**
(f) Profit on sale of capital assets (net of loss on assets sold / scrapped / written off)	**46.24**	**–**
(g) Other income....................................	**257.89**	237.99
Total Other Income..............................	**17,623.41**	11,246.11

Other income from discontinued operations:

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from discontinued operations ..	**289.63**	384.94

Note No. 23(a) - Cost of materials consumed

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening stock	**67.79**	315.86
Add: Purchases.......................................	**1,640.50**	8,645.34
	1,708.29	8,961.20
Less: Closing stock................................	**235.17**	67.79
Less: Cost related discontinued operations	**471.82**	2,685.47
Cost of materials consumed	**1,001.29**	6,207.95

Note 23(b) Changes in inventories of work-in-progress

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Inventories at the end of the year:		
Work-in-progress....................................	**27.21**	–
	27.21	–
Net (increase)/decrease	**(27.21)**	–

Note No. 24 - Employee Benefits Expense

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
(a) Salaries and wages, including bonus......	**3,666.19**	4,503.10
(b) Contribution to provident and other funds..	**199.34**	253.65
(c) Share based payment transactions expenses	**–**	1,410.18
(d) Staff welfare expenses............................	**100.95**	45.81
Total Employee Benefit Expense	**3,966.48**	6,212.74
Amount allocated to discontinued operations	**87.23**	209.38
Total Employee Benefit Expense related to continued bussiness...............................	**3,879.25**	6,003.36

Note:

During the previous year ended 31 March 2023, Company has settled ESOP amounting to Rs 1895.33 lakhs. The ESOP reserve amounting to Rs 485.15 lakhs was utilised for the same.

Note No. 25 - Finance Cost (Net)

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
(a) Interest expense on borrowings	**4,831.97**	3,493.30
(b) Interest expense on lease liabilities	**59.21**	44.87
(c) Bank charges..	**251.62**	129.28
(d) Unwinding of discount on Financial asset.	**173.72**	1,014.74
(e) Unwinding of discount on provisions	**–**	239.18
Total finance costs	**5,316.52**	4,921.38

Finance cost related to Discontinued operation

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Finance cost...	**3,526.77**	6,912.03

Note No. 26 - Other Expenses

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Warranty expenses (net) [refer Note 16]	**62.48**	65.30
Legal and other professional services	**1,319.01**	2,024.42
Rent including lease rentals	**45.14**	106.14
Rates and taxes..	**163.12**	29.03
Insurance	**139.29**	102.81
Repairs and maintenance - others	**152.09**	184.72
Advertisement	**59.86**	14.47
Travelling and Conveyance Expenses...........	**201.92**	127.05
Net loss / (gain) on foreign currency transactions net off derivative gain/loss (other than considered as finance costs).......	**125.31**	926.11
Auditors remuneration and out-of-pocket expenses (excluding taxes)		
Statutory audit fees................................	**20.00**	150.00
Certification and other services	**14.99**	15.94

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Out of pocket expenses	**1.32**	1.06
Other expenses		
Communication expenses	**31.20**	15.45
CSR expenses [refer CSR note below]	**113.41**	191.11
Printing and stationaries	**12.49**	12.11
Software expenses	**38.51**	38.46
Training	**90.57**	46.48
Research and development	**8.97**	6.20
Bad debts written off	**–**	915.32
Provision for doubtful debts made / (reversed)	**113.98**	(828.01)
Rebate	**131.22**	375.64
GST reversal	**563.76**	389.20
Stamp Papers/Adhensive Stamps	**595.03**	112.97
Miscellaneous expenses	**706.46**	293.92
Total Other Expenses	**4,710.13**	5,315.89
Amount allocated to Discontinued operation (Refer note below)	**179.36**	321.85
Total Other Expenses	**4,530.77**	4,994.04

Amount allocated to Discontinued operation

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Insurance	**14.18**	4.54
Repairs and maintenance - others	**1.35**	20.88
Training	**1.19**	2.05
Printing and stationaries	**–**	0.54
Communication expenses	**–**	0.68
Auditors remuneration and out-of-pocket expenses (excluding taxes)	1.36	7.38
Travelling and Conveyance Expenses	**2.64**	5.62
Advertisement	**1.13**	0.64
Rent including lease rentals	**–**	4.69
Rates and taxes	**0.66**	1.28
Legal and professional expenses	**13.94**	112.55
Rebate	**131.22**	–
Miscellaneous expenses	11.69	161.00
Total Other Expenses	**179.36**	321.85

Note: Details of CSR Expenditure

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
(i) Amount required to be spent by Company	**113.23**	191.11
(ii) Amount of expenditure incurred	**113.41**	191.11
(iii) Shortfall at the end of year	**–**	–
(iv) Nature of CSR Activities		
Promoting gender equality, empowering women,	**56.62**	95.56
Promoting health care including preventive health care and sanitation and disaster management, including relief, rehabilitation and reconstruction activities	–	–
Rural Development	**15.00**	41.20
Promotion of Education , Special education and Education of the girl child	**34.12**	40.00
Ensuring environmental sustainability, ecological balance, protection of flora and fauna	**–**	4.95
Healthcare including preventive health care	**5.59**	4.88
Sanitation & contribution to Swacch Bharat Kosh	**2.08**	4.16
Administrative Overheads and Indirect Cost	**–**	0.36
Environment conservation other than plantation	–	–

Note No. 27 - Earnings per Share

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Basic earnings per share - Continuing Operations	**21.38**	(0.09)
Basis earnings per share - Discontinued Operations	**0.42**	0.97
Basic Earnings per share from continuing & discontinued operations	**21.80**	0.88

Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit / (loss) for the year attributable to owners of the Company (Rupees In Lakhs)	**85,234.19**	3,435.23
Weighted average number of equity shares (In Lakhs)	**3,909.23**	1,954.62
Add : Effect of bonus issue (Refer note 14A)	**–**	1,954.62
Total Weighted average number of equity shares (In Lakhs)	**3,909**	3,909
Basic Earnings per share from continuing & discontinued operations (Rupees)	**21.80**	0.88

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Basic earnings per share - Continuing Operations

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit/(Loss) for the year attributable to owners of the company from continuing operations (Rupees in lakhs)	**83,589.67**	(338.08)
Total Weighted average number of equity shares (In Lakhs)	**3,909.23**	**3,909.23**
Basic Earnings per share from operations (Rupees)	**21.38**	(0.09)

Basic earnings per share - Discontinued Operations

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit for the year attributable to owners of the company from discontinued operations (Rupees in lakhs)	**1,644.52**	3,773.31
Total Weighted average number of equity shares (In Lakhs)	**3,909.23**	**3,909.23**
Basic Earnings per share from operations (Rupees)	**0.42**	0.97

Diluted earnings per share

The diluted earnings per share has been computed by dividing the Net profit after tax available for Equity shareholders by the weighted average number of equity shares.Company does not stock options during year ended 31 March 2023 and 31 March 2024.

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit/(Loss) for the year attributable to owners of the company from continuing & discontinued operations (Rupees in lakhs)	**85,234.19**	3,435.23
Weighted average number of equity shares (In Lakhs)	**3,909.23**	3,909.23
Diluted Earnings per share from operations (Rupees)	**21.80**	**0.88**

Diluted earnings per share - Continuing Operations

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Basic Earnings per share from operations (Rupees)	**83,589.67**	(338.08)
Weighted average number of equity shares (In Lakhs)	**3,909.23**	3,909.23
Diluted Earnings per share from operations (Rupees)	**21.38**	**(0.09)**

Diluted earnings per share - Discontinued Operations

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit for the year attributable to owners of the company from discontinued operations (Rupees in lakhs)	**1,644.52**	3,773.31
Total Weighted average number of equity shares (In Lakhs)	**3,909.23**	3,909.23
Basic Earnings per share from operations (Rupees)	**0.42**	**0.97**

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

INR (In Lakhs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Weighted average number of equity shares used in the calculation of Basic EPS (In lakhs)	**3,909.23**	1,954.62
Add:		
Add : Effect of bonus issue (Refer note 14A)	–	1,954.62
Weighted average number of equity shares used in the calculation of Diluted EPS (In lakhs)	**3,909.23**	**3,909.23**

Note No. 28 – Financial Instruments

Capital management

The company's capital management objectives are:

– to ensure the company's ability to continue as a going concern

– to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company manages capital risk in order to maximize shareholders' profit by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio on a periodic basis and implements capital structure improvement plan when necessary. There is no change in the overall capital risk management strategy of the Company compared to last year.

The Company is not subject to externally enforced capital regulation.

	As at 31 March 2024	As At 31 March 2023
Debt (A) (Rupees in Lakhs)	–	1,47,059.14
Equity (B) (Rupees in Lakhs)	**1,81,560.39**	1,02,715.05
Debt Ratio (A / B)	**0.00**	1.43

Note :

1) Debt includes long-term debt (including current & non current) and short term debt as described in note 15 & Note 17.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Categories of financial assets and financial liabilities

As at 31 March 2024
INR (In Lakhs)

	Amortised Costs	**FVTPL**	**FVOCI**	**Total**
Non-current Assets				
Investments	**–**	**52,048.30**	**–**	**52,048.30**
Loans	**4,273.92**	**–**	**–**	**4,273.92**
Other Financial Assets				
- Security deposits	**7.67**	**–**	**–**	**7.67**
- Interest accrued on loan	**95.72**	**–**	**–**	**95.72**
Current Assets				
Investments	**–**	**42,794.00**	**–**	**42,794.00**
Trade Receivables	**3,056.54**	**–**	**–**	**3,056.54**
Cash and Cash Equivalents	**1,316.95**	**–**	**–**	**1,316.95**
Other Bank Balances	**77,509.77**	**–**	**–**	**77,509.77**
Loans	**7.00**	**–**	**–**	**7.00**
Other Financial Assets				
- Security deposits	**74.46**	**–**	**–**	**74.46**
- Interest accrued on loan	**844.02**	**–**	**–**	**844.02**
- Unbilled revenue	**128.55**	**–**	**–**	**128.55**
Non-current Liabilities				
Lease liabilities	**475.50**	**–**	**–**	**475.50**
Current Liabilities				
Trade Payables	**6,600.39**	**–**	**–**	**6,600.39**
Lease liabilities	**194.56**	**–**	**–**	**194.56**

As at 31 March 2023
INR (In Lakhs)

	Amortised Costs	**FVTPL**	**FVOCI**	**Total**
Non-current Assets				
Investments	47,510.85	–	–	47,510.85
Loans	71,993.59	–	–	71,993.59
Other Financial Assets				
– Security deposits	159.51	–	–	159.51
– Interest accrued on loan	9,654.78	–	–	9,654.78
– Fixed deposit with earmarked balance	900.00			900.00
Other Capital advance	0.36	–	–	0.36
Current Assets				
Investments		1,007.00	–	1,007.00
Trade Receivables	3,682.53	–	–	3,682.53
Cash and Cash Equivalents	5,784.28	–	–	5,784.28
Other Bank Balances	8,556.77	–	–	8,556.77
Loans	1,551.00	–	–	1,551.00
Other Financial Assets				
– Security deposits	71.42		–	71.42
– Interest accrued on loan	224.33			224.33
– Unbilled revenue	1,487.64	–	–	1,487.64
– Derivative not designated as a hedge instrument	–	244.16	–	244.16
Non-current Liabilities				
Secured Borrowings	78,510.06	–	–	78,510.06
Lease liabilities	641.52	–	–	641.52
Current Liabilities				
Borrowings	68,549.07	–	–	68,549.07
Trade Payables	7,829.81	–	–	7,829.81
Lease liabilities	166.32	–	–	166.32
Other Financial Liabilities				
– Interest accrued but not due	3,373.95	–	–	3,373.95
– Creditors for capital goods	1,100.76			1,100.76

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Financial Risk Management Framework

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk . In order to manage the aforementioned risks, the Company operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

CREDIT RISK

(i) Credit risk management

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral , where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company uses other publicly available financial information and its own trading records to rate its major customers. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-agencies.

The Company applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Company based on its assessment has created provision of Rs 211.62 lakhs (March 31, 2023 : Rs 97.64 lakhs) in the statement of profit and loss.

The loss allowance provision is determined as follows:

As at 31 March 2024
INR (In Lakhs)

	Not due	**Less than 6 months past due**	**More than 6 months past due**	**Total**
Gross carrying amount	**1,310.56**	**154.53**	**2,742.80**	**4,207.89**
Loss allowance provision	**5.57**	**0.70**	**205.35**	**211.62**
Net	**1,304.99**	**153.83**	**2,537.46**	**3,996.27**

As at 31 March 2023
INR (In Lakhs)

	Not due	Less than 6 months past due	More than 6 months past due	Total
Gross carrying amount	12,070.08	254.72	1,334.47	13,659.27
Loss allowance provision	7.03	0.85	89.76	97.64
Net	12,063.05	253.87	1,244.71	13,561.63

LIQUIDITY RISK

(i) Liquidity risk management

The management of the Company has established an appropriate liquidity risk management framework for the management of the Company’s short-, medium- and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturities of financial liabilities

The following tables detail the Company’s remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

INR (In Lakhs)

Particulars	**Less than 1 Year**	**1-3 Years**	**3 Years to 5 Years**	**5 years and above**	**Total**
Non Derivative financial instruments					
As at 31 March 2024					
Trade Payables	**6,600.39**	**–**	**–**	**–**	**6,600.39**
Interest accrued but not due	**–**				**–**
Lease liabilities	**194.56**	**411.00**	**64.50**	**–**	**670.06**
Lease liabilities - Interest	**46.12**	**42.76**	**0.89**	**–**	**89.77**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

INR (In Lakhs)

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above	Total
Financial guarantee	**54,420.71**	**13,131.82**	**1,800.00**	**8,389.25**	**77,741.78**
Total	**61,261.76**	**13,585.60**	**1,865.39**	**8,389.25**	**85,102.00**
As at 31 March 2023					
Trade Payables	7,829.81	–	–	–	7,829.81
Creditors for capital goods	1,100.76	–	–	–	1,100.76
Interest accrued but not due	3,373.95	–	–	–	3,373.95
Lease liabilities	166.32	401.82	239.71	–	807.84
Lease liabilities - Interest	57.96	70.93	12.83	–	141.72
Fixed interest rate instruments - Principal	64,100.00	–	–	20,005.34	84,105.34
Fixed interest rate instruments - Interest	7,259.02	–	–	–	7,259.02
Variable interest rate instruments - Principal	4,449.07	8,765.92	9,396.34	44,791.53	67,402.86
Variable interest rate instruments - Interest	7,059.75	12,733.51	10,883.03	25,411.47	56,087.75
Financial guarantee	3,074.39	19,850.87	696.82	–	23,622.07
Total	**98,471.03**	**41,823.05**	**21,228.73**	**90,208.34**	**2,51,731.14**

The following table details the Company's / Company’s liquidity analysis for its derivative financial instruments. The table has been drawn up based on the undiscounted contractual net cash inflows and outflows on derivative instruments that settle on a net basis, and the undiscounted gross inflows and outflows on those derivatives that require gross settlement. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves at the end of the reporting period.

INR (In Lakhs)

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above	Total
Derivative financial instruments					
As at 31 March 2023					
Net settled:					
– interest rate swaps	–	–	–	–	–
– foreign exchange forward contracts	**639.31**	–	–	–	**639.31**
Total	**639.31**	–	–	–	**639.31**

(iii) Financing arrangements

The Company had access to following undrawn borrowing facilities at the end of the reporting period:

INR (In Lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Secured Bank Overdraft facility		
– Expiring within one year	**27,000.00**	62,000.00
– Expiring beyond one year	**–**	–
	27,000.00	62,000.00

(iv) Maturities of financial assets

The following table details the Company’s expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company’s liquidity risk management as the liquidity is managed on a net asset and liability basis.

INR (In Lakhs)

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above	Total
As at 31 March 2024					
Non-derivative financial assets					
Investments	**42,794.00**	–	–	**52,048.30**	**94,842.30**
Trade Receivables	**3,056.54**	–	–		3,056.54
Cash and Cash Equivalents	**1,316.95**	–	–		1,316.95
Other bank balances	**77,509.77**	–	–		77,509.77
Fixed interest rate instruments - Principal	**7.00**	**1,216.00**	**65.00**	**2,992.92**	**4,280.92**
Fixed interest rate instruments - Interest	**844.02**	**–**	**–**	**95.72**	**939.74**
Total	**1,25,528.27**	**1,216.00**	**65.00**	**55,136.93**	**1,81,946.20**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

INR (In Lakhs)

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above	Total
As at 31 March 2023					
Investments	**1,007.00**	**–**	**–**	**47,510.85**	**48,517.85**
Trade Receivables	**3,673.32**	**–**	**–**	**–**	3,682.53
Cash and Cash Equivalents	**5,782.91**	**–**	**–**	**–**	5,784.28
Other bank balances	**8,556.77**	**–**	**–**	**–**	8,556.77
Fixed interest rate instruments - Principal	**1,551.00**	**1,216.00**	**65.00**	**70,712.59**	**73,544.59**
Fixed interest rate instruments - Interest	**224.33**	**2,483.83**	**1,625.34**	**5,545.60**	**9,879.10**
Total	**20,805.91**	**3,699.83**	**1,690.34**	**1,23,769.04**	**1,49,965.12**

The amounts included above for variable interest rate instruments for both non-derivative financial assets and liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

MARKET RISK

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company uses derivatives to manage market risks. Derivatives are only used for economic hedging purposes and not as speculative investments. All such transactions are carried out within the guidelines set by the Board of Directors

There has been no significant changes to the Company's exposure to market risk or the methods in which they are managed or measured.

Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's / Company's exposure to currency risk relates primarily to the Company's operating activities and borrowings when transactions are denominated in a different currency from the Company's functional currency.

The Company manages its foreign currency risk by hedging the transactions at the time the Company enters into a contract with its customers by passing the exchange risk to the customer. The foreign currency borrowings are entirely hedged for the entire period of the borrowing.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

INR (In Lakhs)

Particulars	Currency	As at 31 March 2024	As at 31 March 2023
Trade Receivables	USD	**–**	–
Trade Payables	EUR	**–**	–
Trade Payables	USD	**–**	–
Secured Bank Loans	USD	**–**	20,005.34
Interest on Secured bank Loans	USD	**–**	644.58

The Forward exchange contracts entered into by the Company and outstanding are as under:

INR (In Lakhs)

Particulars	No of Contracts	Type	US$ equivalent Million	INR equivalent	MTM gain/ (loss)
As at 31 March 2024	**0**	–	**0.00**	**0.00**	**0.00**
As At 31 March 2023	28	Buy	25.13	20,649.92	244.16

Of the above foreign currency exposures, the following exposures are not hedged by a derivative:

INR (In Lakhs)

Particulars	Currency	As at 31 March 2024	As at 31 March 2023
Trade Receivables	USD	**–**	–
Trade Payables	EUR	**–**	–
Trade Payables (Refer Note 1)	USD	**–**	–
Secured Bank Loans	USD	**–**	–

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EUR exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The Company's exposure to foreign currency changes for all other currencies is not material.

	Currency	Change in rate	Effect on profit before tax
31 March 2024	USD	+10%	–
	USD	-10%	–
	EUR	+10%	–
	EUR	-10%	–
31 March 2023	USD	+10%	–
	USD	-10%	–
	EUR	+10%	–
	EUR	-10%	**–**

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Interest rate sensitivity

The sensitivity analyses below have been determined based on exposure to interest rate for both derivative and non-derivative instruments at the end of reporting period. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Currency	Increase/decrease in basis points	Effect on profit before tax
31 March 2024	**INR**	**+50**	**–**
	INR	**-50**	**–**
31 March 2023	INR	+50	(314.77)
	INR	-50	314.77

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

Note No. 29 - Fair Value Measurement

Fair Valuation Techniques and Inputs used - recurring Items

INR (In Lakhs)

Financial assets/ financial liabilities measured at Fair value	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	As at 31 March 2024	As at 31 March 2023		
Financial assets				
Investments				
1) Investments in Sustanable Energy Infra Trust	**52,048.30**	–	Level 1	Market Value
2) Mutual fund investments	**42,794.00**	1,007.00	Level 1	Market Value
3) Foreign currency forward contracts	**–**	244.16	Level 2	"The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date."
Total financial assets	**94,842.80**	1,251.66		

There were no transfers between level 1 and level 2 for recurring fair value measurements during the year.

INR (In Lakhs)

Financial assets/ financial liabilities carried at amortised cost	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	As at 31 March 2024	As at 31 March 2023		
Financial assets				
– loans to related parties.............................	**4,273.92**	37,435.74	Level 3	Discounted cashflow method
– Non Derivative Financial Assets	**–**	11,185.07	Level 3	Discounted cashflow method
Financial liabilities				
– bank loans	**–**	1,15,258.03	Level 3	Discounted cashflow method
– Loans to related Party	**–**	57,500.00	Level 3	Discounted cashflow method

INR (In Lakhs)

Particulars	**As at 31 March 2024**		As at 31 March 2023	
	Carrying amount	**Fair value**	Carrying amount	Fair value
Financial assets				
Financial assets carried at Amortised				
– Security deposits & Earnest money deposits	**82.13**	**82.13**	230.93	230.93
– loans to related parties	**4,280.92**	**4,280.92**	73,544.59	37,435.74
– trade and other receivables	**3,056.54**	**3,056.54**	3,682.53	3,682.53
– Cash and Cash Equivalents	**1,316.95**	**1,316.95**	5,784.28	5,784.28
– Other Bank Balances	**77,509.77**	**77,509.77**	8,556.77	8,556.77
– Non Derivative Financial Assets	**–**	**–**	12,510.92	11,185.07
– Others				–
Total	**86,246.30**	**86,246.30**	1,04,310.01	66,875.32
Financial liabilities				
Financial liabilities held at amortised cost				
– bank loans..	**–**	**–**	89,559.14	1,15,258.03
– Loans from related Party....................................	**–**	**–**	57,500.00	57,500.00
– Lease Liablities	**670.06**	**670.06**	807.83	807.83
– trade and other payables	**6,600.39**	**6,600.39**	12,304.53	12,304.53
Total	**7,270.45**	**7,270.45**	1,60,171.50	1,85,870.39

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Fair value hierarchy as at 31 March 2024
INR (In Lakhs)

	Level 1	Level 2	Level 3	Total
Financial assets				
Financial assets carried at Amortised cost				
– Security deposits & Earnest money	–	–	82.13	82.13
– loans to related parties	–	–	4,280.92	4,280.92
– trade and other receivables	–	–	3,056.54	3,056.54
– Cash and Cash Equivalents	–	–	1,316.95	1,316.95
– Other Bank Balances	–	–	77,509.77	77,509.77
– Non Derivative Financial Assets	–	–	–	–
Total	–	–	86,246.30	86,246.30
Financial liabilities				
Financial liabilities held at amortised cost				
– Lease Liabilities			670.06	670.06
– trade and other payables	–	–	6,600.39	6,600.39
Total	–	–	7,270.45	7,270.45

Fair value hierarchy as at 31 March 2023
INR (In Lakhs)

	Level 1	Level 2	Level 3	Total
Financial assets				
Financial assets carried at Amortised cost				
– Security deposits & Earnest money	–	–	230.93	230.93
– loans to related parties	–	–	37,435.74*	37,435.74
– trade and other receivables	–	–	3,682.53	3,682.53
– Cash and Cash Equivalents	–	–	5,784.28	5,784.28
– Other Bank Balances	–	–	8,556.77	8,556.77
– Non Derivative Financial Assets	–	–	11,185.07	11,185.07
Total	–	–	66,875.32	66,875.32
Financial liabilities				
Financial liabilities held at amortised cost				
– bank loans	–	–	1,15,258	1,15,258.03
– Loans to related Party	–	–	57,500.00	57,500.00
– Lease Liabilities	–	–	807.83	807.83
– trade and other payables	–	–	12,304.53	12,304.53
Total	–	–	1,85,870.39	1,85,870.39

The fair values of the financial assets and financial liabilities included in the level 3 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

Note No. 30 - Employee benefits

(a) Defined Contribution Plan

The Company's contribution to Provident Fund aggregating INR 118.08 Lakhs (2023: INR 131.07 Lakhs) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expenses. (Refer note no 24)

(b) Defined Benefit Plans:

Gratuity

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit. The defined benefit plans hold a significant proportion of equity type assets, which are expected to outperform government bonds in the long-term while providing volatility and risk in the short-term.

As the plans mature, the Company intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

However, the Company believes that due to the long-term nature of the plan liabilities and the strength of the supporting group, a level of continuing equity type investments is an appropriate element of the Company's long term strategy to manage the plans efficiently.

Changes in bond yields

A decrease in government bond yields will increase plan liabilities, although this is expected to be partially offset by an increase in the value of the plans' bond holdings and interest rate hedging instruments.

Inflation risk

Some of the Company's pension obligations are linked to inflation, and higher

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

inflation will lead to higher liabilities (although, in most cases, caps on the level of inflationary increases are in place to protect the plan against extreme inflation). The plans hold a significant proportion of assets in index linked gilts, together with other inflation hedging instruments and also assets which are more loosely correlated with inflation. However an increase in inflation will also increase the deficit to some degree.

Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Company's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

	Valuation as at	
	As at 31 March 2024	As at 31 March 2023
Discount rate(s)	**7.20%**	7.30%
Expected rate(s) of salary increase	**14.35%**	8.00%
Attrition rate	**20.75%**	21.50%

Defined benefit plans – as per actuarial valuation on 31st March, 2024

INR (In Lakhs)

Particulars	**Funded Plan**	Funded Plan
	Gratuity	
	2024	2023
Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:		
Service Cost:		
Current Service Cost	42.53	55.74
Past service cost and (gains)/losses from settlements	–	–
Net interest expense	14.93	5.66
Components of defined benefit costs recognised in profit or loss	57.45	61.40
Remeasurement on the net defined benefit liability		
Return on plan assets (excluding amount included in net interest expense)	(3.74)	17.47
Actuarial (gains) and loss arising form changes in financial assumptions	67.30	(0.49)
Actuarial (gains) and loss arising form experience adjustments	26.00	(9.08)
Actuarial (gains) and loss arising from changes in demographics	0.00	(4.31)
Components of defined benefit costs recognised in other comprehensive income	89.55	3.59
Total	147.02	64.99
I. Net Asset/(Liability) recognised in the Balance Sheet as at end of the year		
1. Present value of defined benefit obligation as at end of the year	369.54	269.00
2. Fair value of plan assets as at end of the year	174.09	54.48
3. Net defined benefit liability / (asset) recognized in balance sheet	195.46	214.52
4. Current portion of the above	–	18.08
5. Non current portion of the above	195.46	196.44

INR (In Lakhs)

Particulars	**Funded Plan**	Funded Plan
	Gratuity	
	2024	2023
II. Change in the obligation during the year ended end of the year		
1. Present value of defined benefit obligation at the beginning of the year	269.00	350.90
2. Add/(Less) on account of Scheme of Arrangement/Business Transfer		
3. *Expenses Recognised in Profit and Loss Account*		
- Current Service Cost	42.53	55.74
- Past Service Cost	–	–
- Interest Expense (Income)	16.99	24.62
4. *Recognised in Other Comprehensive Income*		
Remeasurement (gains) / losses		
- Actuarial (Gain) Loss arising from:		
i. Demographic Assumptions	0.00	(4.31)
ii. Financial Assumptions	67.30	(0.49)
iii. Experience Adjustments	26.00	(9.08)
5. Benefit payments	(62.95)	(148.38)
6. Liabilities assumed / (settled)	10.66	–
7. Present value of defined benefit obligation at the end of the year .	**369.54**	**269.00**
III. Change in fair value of assets during the year ended		
1. Fair value of plan assets at the beginning of the year	54.48	262.77
2. Employer Contributions	176.75	–
3. Interest on plan assets	2.06	18.96
Remeasurement due to:		
- Actual return on plan assets	3.74	(17.47)
4. Benefits paid	(62.95)	(148.38)
5. Asset acquired/ (*settled)	–	(61.39)
6. Fair value of plan assets at the end of the year	**174.09**	**54.49**
IV. The Major categories of plan assets		
- List the plan assets by category here		
Insured Funds	LIC investments	LIC investments
V. Actuarial assumptions		
1. Discount rate	7.20%	7.30%
2. Attrition rate	20.75%	20.75%

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

INR (In Lakhs)

Principal assumption		**Changes in assumption**	**Impact on defined benefit obligation** Increase in assumption	**Decrease in assumption**
	2024	**1.00%**	**-4.19%**	**2.90%**
Discount rate	2023	1.00%	-3.52%	3.78%
	2024	**1.00%**	**4.56%**	**-2.91%**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Salary growth rate...	2023	1.00%	3.30%	-3.18%

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

Maturity profile of defined benefit obligation:

	2024	2023
Within 1 year	**82.97**	72.56
1 – 2 year	**67.77**	59.70
2 – 3 year	**56.55**	46.21
3 – 4 year	**46.00**	36.23
4 – 5 year	**56.40**	27.37
5 – 10 years	**113.76**	81.04
10 years & above	**111.07**	42.62

The weighted average duration of the defined benefit obligation as at 31 March 2024 is 4.37 years (2023: 3.64 years)

INR (In Lakhs)

	Period Ended				
VIII. Experience Adjustments :	**2024**	**2023**	2022	2021	2020
	Gratuity				
1. Defined Benefit Obligation					
2. Fair value of plan assets	**–**	–	–	–	–
3. Surplus/(Deficit)	**–**	–	–	–	–
4. Experience adjustment on plan liabilities [(Gain)/Loss]	**(26.00)**	9.08	(3.35)	89.08	39.85
5. Experience adjustment on plan assets [Gain/(Loss)]	**–**	–	–	–	–

The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Note No. 31 - Related Party Transactions

List of related parties where there is trasactions

Relationships:	**Name:**
Ultimate Joint Venturer	Mahindra & Mahindra Limited (Ultimate Holding Company till 21st December 2022) Ontrario Teacher's Pension Plan Board (w.e.f. 22nd December 2022)
Joint Venturer	Mahindra Holdings Limited (Intermediate holding Company till 21st December 2022) 2452991 ONTARIO LIMITED (w.e.f. 22nd December 2022)
Subsidiaries	1. Astra Solren Private Limited (till 9 January 2024) 2. Brightsolar Renewable Energy Private Limited (till 9 January 2024) 3. Neo Solren Private Limited (till 9 January 2024) 4. Mega Surya Urja Private Limited (till 9 January 2024) 5. Megasolis Renewables Private Limited (formerly known as Mahindra Renewables Private Limited) (till 9 January 2024) 6. Martial Solren Private Limited 7. Illuminate Hybren Private Limited (Formerly known as Icarus Hybren Private Limited) (incorporated on 30 May 2023) 8. Hazel Hybren Private Limited (incorporated on 2 June 2023) 9. Furies Solren Private Limited (incorporated on14 June 2023) 10. Gelos Solren Private Limited (incorporated on 14 June 2023) 11. Jade Hybren Private Limited (incorporated on 30 November 2023) 12. Kyros Hybren Private Limited (incorporated on 30 November 2023) 13. Layer Hybren Private Limited (incorporated on 2 December 2023) 14. Migos Hybren Private Limited (incorporated on 15 December 2023)
Joint venture	1. Marvel Solren Pvt Ltd (till 12 December 2023)
Venture Group Co (Fellow subsidiaries till 22 December 2022)	1. Mahindra Intratrade Pvt Limited 2. Mahindra Powerol Limited 3. Bristlecone India Pvt Ltd 4. Mahindra Steel Services Centre Ltd 5. Mahindra Engineering & Chemical Products Ltd 6. Mahindra Integrated Business Solutions Pvt Ltd 7. Mahindra Logistics Limited 8. NBS International Ltd 9. Mahindra Holidays & Resorts India Ltd 10. Mahindra & Mahindra Financial Services Ltd 11. Mahindra Defence System Limited 12. Mahindra Solarize Private Limited (from 12 March'22) 13. Mahindra Teqo Pvt Ltd (Subsidiary till 8th December '2022) 14. Tech Mahindra (Other Related Parties till 22 December 2022) 15. Mahindra world city Jaipur (Other Related Parties till 22 December 2022) 16. Mahindra Marine Private Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Relationships:	Name:
	17. Emergent Solern Private Limited (till 9 January, 2024) 18. Mahindra And Mahindra Synergy divison 19. Mahindra Sustainable Energy Pvt Ltd (Formely known as Mahindra Telecom Energy Management Service Pvt Ltd) 20. Marvel Solren Pvt Ltd (from 1 3 December 2023)
Other Related Party (from 10 Jan 2024)	1. Sustainable Energy Infra Trust (from 10 January, 2024) 2. Green Energy Infra Project Managers Private Limited (from 10 January, 2024) 3. Sustainable Energy Infra Investment Managers Private Limited (from 10 January, 2024)
Key Managerial Persons (KMP)	**Managing Director:** Basant Jain (reappointment w.e.f. July 1, 2022 to August 15, 2022) Deepak Thakur appointed (w.e.f. August 16, 2022) **Executive Director** Deepak Thakur appointed (w.e.f. August 16, 2022)

Relationships:	Name:
	Non Executive Director: 1. Parag Shah (ceased w.e.f. 22 April 2022) 2. Ramesh Iyer (appointed as chairman w.e.f 22 March 2023) 3. Amit Raje (ceased w.e.f. 22 April 2022) 4. Manoj Bhat (appointed w.e.f. 28 July , 2021) 5. Amit Kumar Sinha (appointed w.e.f. 28 July , 2021) 6. Ami Goda(ceased w.e.f. 22 December 2022) 7. Zhooben Bhiwandiwala ` 22nd March , 2022) 8 Puneet Renjhen (appointed w.e.f. 22 April, 2022) 9 Debapratim Hajara (appointed w.e.f. 22 December 2022) 10 Bruce Ross Crane (appointed w.e.f. 22 December 2022) **Independent Director** 1. Anup Shah (appointed w.e.f.November 1, 2022) and (ceased w.e.f.24 February 2023) 2. Anjali Gupta (appointed w.e.f. February 25, 2023) 3. Diwakar Gupta

Details of transaction between the Company and its related parties are disclosed below:

INR (In Lakhs)

Particulars	For the year ended	Ultimate Holding and Parent Company	Ultimate Joint Venturer	Intermediate Joint Venturer	Subsidiaries	Joint Venture Group Co	Joint venture	KMP of the Company	Fellow Subsidiaries	Other related parties	Total
Nature of transactions with Related Parties											
Sale of goods	31-Mar-24	–	79.75	–	865.76	64.30	22.26	–	–	1,153.46	2,185.54
	31-Mar-23	79.37	29.85	–	6,884.32	91.41	–	–	25.98	–	7,110.94
Purchase of goods	31-Mar-24	–	–	–	–	14.24	–	–	–	–	14.24
	31-Mar-23	–	–	–	–	–	–	–	–	–	–
Sale of property and other assets	31-Mar-24	–	–	–	–	–	746.71	–	–	–	746.71
	31-Mar-23	–	–	–	–	–	–	–	–	–	–
Receiving of services	31-Mar-24	–	241.54	–	–	1,084.36	3.03	–	–	–	1,328.93
	31-Mar-23	196.15	84.84	–	666.51	598.16	–	–	80.94	–	1,626.60
Interest expense	31-Mar-24	–	3,271.70	–	–	–	–	–	–	–	3,271.70
	31-Mar-23	1,807.90	633.96	–	–	–	–	–	–	187.52	2,629.38
Loans given	31-Mar-24	–	–	–	54,153.43	–	–	–	–	–	54,153.43
	31-Mar-23	–	–	–	3,498.70	–	–	–	–	–	3,498.70
Loans given refunded	31-Mar-24	–	–	–	11,906.56	500.00	–	–	–	–	12,406.56
	31-Mar-23	–	–	–	3,603.51	100.00	–	–	–	–	3,703.51
Loans Taken	31-Mar-24	–	11,000.00	–	–	–	–	–	–	–	11,000.00
	31-Mar-23	–	28,000.00	–	–	–	–	–	–	5,000.00	33,000.00
Loans Repaid	31-Mar-24	–	68,500.00	–	–	–	–	–	–	–	68,500.00
	31-Mar-23	28,000.00	–	–	–	–	–	–	–	5,000.00	33,000.00
Interest income	31-Mar-24	–	–	–	8,717.05	32.01	–	–	–	–	8,749.06
	31-Mar-23	–	–	–	8,610.63	13.56	–	–	–	–	8,624.19
Consideration on sale of Investment	31-Mar-24	–	–	–	–	2,803.68	–	–	–	–	2,803.68
	31-Mar-23	–	–	–	–	–	–	–	2,682.96	–	2,682.96
Demerger	31-Mar-24	–	–	–	–	7,410.82	–	–	–	–	7,410.82
	31-Mar-23	–	–	–	–	–	–	–	–	–	–
Equity contribution by the Company	31-Mar-24	–	–	–	160.00	–	–	–	–	–	160.00
	31-Mar-23	–	–	–	–	–	–	–	–	–	–
Guarantee given	31-Mar-24	–	–	–	58,853.00	–	–	–	–	–	58,853.00
	31-Mar-23	–	–	–	–	–	–	–	–	–	–
Commission to non executive director	31-Mar-24	–	–	–	–	–	–	17.03	–	–	17.03
	31-Mar-23	–	–	–	–	–	–	22.62	–	–	22.62
Sitting fees to non executive director	31-Mar-24	–	–	–	–	–	–	12.83	–	–	12.83
	31-Mar-23	–	–	–	–	–	–	10.60	–	–	10.60
Remuneration to KMP	31-Mar-24	–	–	–	–	–	–	323.48	–	–	323.48
	31-Mar-23	–	–	–	–	–	–	582.92	–	–	582.92
Post Employment Benefit (PF) to KMP	31-Mar-24	–	–	–	–	–	–	–	–	–	–

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

INR (In Lakhs)

Particulars	For the year ended	Ultimate Holding and Parent Company	Ultimate Joint Venturer	Intermediate Joint Venturer	Subsidiaries	Joint Venture Group Co	Joint venture	KMP of the Company	Fellow Subsidiaries	Other related parties	Total
	31-Mar-23	–	–	–	–	–	–	38.53	–	–	38.53
ESOP's to KMP	**31-Mar-24**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	31-Mar-23	–	–	–	–	–	–	359.41	–	–	359.41
Advance to KMP	**31-Mar-24**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	31-Mar-23	–	–	–	–	–	–	–	–	–	–
Other transactions	**31-Mar-24**	**–**	**462.29**	**–**	**35.16**	**38.11**	**–**	**–**	**–**	**1,38,500.00**	**1,39,035.56**
	31-Mar-23	200.36	69.36	20.14	–	–	–	–	–	–	289.86
Reimbursement	**31-Mar-24**	**–**	**–**	**–**	**–**	**391.24**	**–**	**–**	**–**	**293.72**	**684.96**
	31-Mar-23	–	–	–	–	–	–	–	–	–	–

INR (In Lakhs)

Nature of Balances with Related Parties	Balance as on	Ultimate Holding and Parent Company	Ultimate Joint Venturer	Intermediate Joint Venturer	Subsidiaries	Joint Venture Group Co	Joint venture	KMP of the Company	Fellow Subsidiaries	Other related parties	Total
Trade Receivable	**31-Mar-24**	**–**	**0.70**	**–**	**–**	**818.97**	**–**	**–**	**–**	**2.76**	**822.43**
	31-Mar-23	–	18.03	–	0.53	1,788.37	10.67	–	–		1,817.60
Trade payables	**31-Mar-24**	**–**	**71.49**	**–**	**–**	**2.61**	**–**	**–**	**–**	**–**	**74.10**
	31-Mar-23	–	537.15		–	1,158.95	–		–		1,696.10
Loans & advances given	**31-Mar-24**	**–**	**–**	**–**	**4,280.92**	**–**	**–**	**–**	**–**	**–**	**4,280.92**
	31-Mar-23	–	–	–	73,044.59	500.00	–	–	–	–	73,544.59
Loans Taken	**31-Mar-24**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	31-Mar-23	–	57,500.00	–	–	–	–	–	–	–	57,500.00
Guarantee given	**31-Mar-24**	**–**	**–**	**–**	**53,923.00**	**55.76**	**–**	**–**	**–**	**–**	**53,978.76**
	31-Mar-23	–	–	–	680.00	859.81	–	–	–	–	1,539.81
Interest Receivable	**31-Mar-24**	**–**	**–**	**–**	**95.72**	**–**	**–**	**–**	**–**	**–**	**95.72**
	31-Mar-23	–	–	–	10,976.13	25.25	–	–			11,001.38
Interest Payable	**31-Mar-24**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	31-Mar-23	–	2,387.24	–	–	–	–	–	–	–	2,387.24

Notes :

1) All outstanding balances are unsecured.

2) Above inter corporate deposits and loans have been given for general business purposes (including investment purposes) and guarantees have been given against their borrowing obligation which have been taken for general corporate purpose

3) Investment Made to Subsidiaries are disclosed under note no 6

Note No. 32 - Segment Information:

(a) Operating segments are reported in a manner consistent with internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performances of the operating segments of the Company. Post demerger of its 2 power plants namely – Goyalri and SECI, the Company operates only in one segment viz. Engineering, Procurement and construction services (EPC).

(b) Information about major customers:

Revenue from customers with more than 10% total revenue from EPC business is as follows –

Neo Solren Private Limited : 334.12 lacs
Brightsolar Renewable Energy Private Limited: 281.54 lacs
Megasolis Renewables Private Limited : 237.74 lacs
Mega Surya Urja Private Limited : 124.62 lacs

(c) Geographical Information:

The Company's operations is majorly confined within India. Accordingly there are no reportable geographical segments.

Note No. 33 Key ratios

Financial ratios **INR (In Lakhs)**

Particulars	Numerator	Denominator	2023-24	2022-23	% Variance	Reason for Variance on Change in ratio in excess of 25% compared to preceding year
Current Ratio	Current Asset	Current Liabilities	**13.87**	0.36	3,752%	Increase is due to Investment in Invit and reduction of short term debt to nil.(refer note no. 36)
Debt Equity Ratio	Total Debt	Shareholder's Equity	**0.00**	1.43	(100%)	All debt is transfered to operating unit (refer note no. 41)
Debt Service Coverage ratio	Profit before Finance cost, tax and Depreciation; amortisation	Interest expenses relating to Debt plus Principal repayment	**0.71**	1.36	(48%)	Change is on account of repayment of debt and increase in interest income and sale of units

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Financial ratios

INR (In Lakhs)

Particulars	Numerator	Denominator	2023-24	2022-23	% Variance	Reason for Variance on Change in ratio in excess of 25% compared to preceding year
Return on Equity Ratio	Net Profit after taxes	Average Shareholder's Equity	**0.59**	0.03	1,860%	Increase is on account of gain on sale of units
Inventory turnover ratio	Cost of goods sold	Average inventory	**5.90**	46.36	(87%)	Reduction in COGS as no new project started during current year
Trade receivables turnover ratio	Net Sales	Average Trade Receivable	**0.55**	2.15	(74%)	Change is on account of decrease in Net Sales
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payable	**0.23**	0.78	(71%)	Reduction in COGS as no new project started during current year
Net Capital turnover ratio	Net Sales	Average Working Capital=avg (Current assets - Current Liabilities)	**0.05**	(0.68)	(108%)	change is on account of repayment of short term debt.
Net Profit ratio	Net Profit	Net Sales	**45.01**	0.12	37,405%	Increase is on account of gain on sale of units and increase in interest income.
Return on capital employed	Earning before Finance cost and Taxes	Capital Employed = Net worth + Total Debt + Lease liability	**0.57**	0.07	712%	Change is on account of repayment of debt and increase in interest income and sale of units

Note No. 34 - Contingent liabilities and commitments

Contingent liabilities (to the extent not provided for)

INR (In Lakhs)

	As at 31 March 2024	As at 31 March 2023
Contingent liabilities		
(a) Claims against the Company not acknowledged as debt......................	**11,242.50**	3,550.32
(b) Performance Bank Guarantees	**77,741.78**	23,622.07

INR (In Lakhs)

	As at 31 March 2024	As at 31 March 2023
Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	**40.00**	3.50

Note No. 35 - Event during the year

– Company "Marvel Solren Pvt Ltd" ceased to be in a joint venture with Mahindra Susten Private Limited ("Susten") w.e.f. 12th December, 2023, pursuant to the transfer of shares from Susten to Mahindra Sustainable Energy Private Limited (MSEPL) (Formerly know as Mahindra Telecom Energy Solutions Private Limited ("Telecom")).

Note No. 36 - Strategic Partnership in Renewables business and Listing of Infrastructure Investment Trust (InvIT)

In furtherance to MSPL's partnership with Ontario Teachers' Pension Plan Board ("OTPP"), 2452991 Ontario Limited ("2OL"), a wholly owned subsidiary of OTPP, increased their stake by 9.99% in Mahindra Susten Private Limited ("MSPL") by entering into a Share Purchase Agreement with Mahindra Holdings Limited ("MHL"), a wholly owned subsidiary of Mahindra & Mahindra Limited. Pursuant to this transaction, MHL holds 60.01% stake and 2OL holds 39.99% stake in MSPL.

As part of the partnership with OTPP, it was also envisaged to form an InvIT to unlock value in the Renewable Energy Sector through a series of transactions during the year. First, the undertaking pertaining to Solar Power Business i.e. two solar projects in MSPL aggregating to ~360 MWp portfolio, was demerged into Emergent Solren Private Limited ("ESPL") by way of a Scheme of Arrangement, sanctioned by the Mumbai Bench of the National Company Law Tribunal (""NCLT""), between MSPL, ESPL, and their respective shareholders and creditors. The scheme has been sanctioned by NCLT with the Appointed date as the Effective date i.e. 1st September, 2023.

During the year, Sustainable Energy Infra Trust ("SEIT") was registered as an InvIT with SEBI, with MSPL and OTPP as the Co-Sponsors. Further, MSPL executed Share Purchase Agreements to sell their entire stakes in Megasolis Renewables Private Limited ("MRPL") and Mega Suryaurja Private Limited ("MSUPL") to SEIT. In consideration, SEIT allotted units of SEIT to MSPL. Consequent to the sale, MRPL and MSUPL ceased to be subsidiaries of MSPL

Lastly, as part of the Initial Offer through Private Placement of units of SEIT by way of Offer for Sale of INR 8,978 Million by MSPL and a Primary Issue, the stake held by MSPL in SEIT was diluted to 15.0% post-offer.

Note No. 37

The Company had procured land parcel in the Tumkur district in Karnataka admeasuring 66.8 acres in concurrence with ITC Limited, the purposes of acquisition of land was for development of 10 Mega Watts Open Access solar Power project in Karnataka. Since the contract for Engineering, Procurement and Services with ITC Limited has been cancelled, the Company proposes to explore the option of sale of the said land parcel.

Note No 38

During the year, the Company investigated a case of breach of ethical practices whereby the Head of Administration department and his colleague were found guilty of committing to certain financial malpractices through collusion with vendors and overstating their expenses. Subsequent to the admission made by the concerned individual and his colleague, certain partial amounts were subsequently recovered from the said individuals. Since the estimated amount involved was less than Rs 1 crore the Statutory Auditors were not required to report the matter to the Central Government. Consequently, some of the internal processes related to vendor due diligence and expenses reimbursement have been strengthened by the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Note No. 39 - Disclosure required under Section 186(4) of the Companies Act, 2013

1) Guarantees given on behalf of subsidiaries

INR (In Lakhs)

	2023-24	2022-23
Mahindra Renewables Pvt. Ltd		2,160.00
Mahindra Teqo Private Limited (Refer note 35)	–	172.00
Mega Surya Urja Pvt. Ltd	–	4,475.00
Illuminate Hybren Private Limited (Formerly known as Icarus Hybren Private Limited)	12,264	–
Furies Solren Private Limited	10,380	–
Hazel Hybren Private Limited	10,335	–
Jade Hybren Private Limited	8,784	–
Kyros Hybren Private Limited	1,000	–
Layer Hybren Private Limited	1,160	–
Martial Solren Private Limited	4,000	–
Migos Hybren Private Limited	6,000	–
	53,923.00	6,807.00

2) Investment Made and Securities provided in connection with loan given to Subsidiaries are disclosed under note 6.

3) Loans given are disclosed under note 7.

Note No. 40 - Other Statutory Information

- The Company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property
- The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.)
- The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- The Company have 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: (a) 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 (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries .
- The Company has made investments in, provided guarantee and granted unsecured loans to Subsidiaries during the year and details of which are given below:

INR (In Lakhs)

Particulars	Investment	Loans	Guarantee
Aggregate amount granted / provided during the year:	322.00	4,280.92	58853
Balance outstanding as at balance sheet date in respect of above cases:	322.00	4,280.92	53,923

Note No. 41 - Demerger

The Board of Directors of the Company, at their meeting held on 18th January, 2023 and subsequently on 24th February 2023, has inter alia, approved, the Scheme of Arrangement between Mahindra Susten Private Limited ("Demerged Company") and Emergent Solren Private Limited ("Resulting Company") and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme inter alia provides for

(i) the demerger, transfer and vesting of the Demerged Undertaking (as defined in the Scheme) from the Demerged Company into the Resulting Company on a going concern basis and the consequent issue of equity shares by the Resulting Company; and

(ii) reduction and cancellation of the entire pre-scheme paid-up share capital of the Resulting Company. The Scheme got sanctions and consents from the National Company Law Tribunal, shareholders and creditors of the companies involved in the Scheme, and such other authorities as may be required under the applicable laws and regulations, effective from 1st September, 2023.

(i) The results of the Demerger, which have been included in the profit for the year, were as follows:

INR (In Lakhs)

Particulars	2023-24	2022-23
Revenue	8,229.91	18,306.46
Expenses	6,032.30	14,396.54
Profit before tax	2,197.61	3,909.92
Attributable tax expense	3,338.27	136.61
Profit after tax from Discontinued Operations	(1,140.67)	3,773.31
De-recognition of net carrying value of assets	(6,321.83)	–
Adjusted against respective reserves	6,321.83	–

(ii) Below is sumary of movement in the Balance sheet on execution date as on 1st Septemeber 2023:

Particulars	INR (In Lakhs)
Fixed Asset (Net)	104,521.38
Financial and Other Asset	2,495.32
Cash and Bank	13,182.92
Borrowings	(99,730.56)
Financial and Other Liablity	(1,790.86)
Defferred tax Liablity	(11,267.36)
Net Impact	7,410.83

(iii) Cash flows from Demerged operations

INR (In Lakhs)

Particulars	2023-24	2022-23
Net cash inflows / (outflow) from operating activities	25,137.90	32,628.97
Net cash inflows / (outflow) from investing activities	(2,448.66)	(5,680.09)
Net cash inflows / (outflow) from financing activities	(22,238.14)	(26,996.04)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

Note No. 42 - Relationship with Struck off Companies

Name of struck off Company	Nature of transactions with struck off Company	Transaction during the year ended 31.03.2024	Balance outstanding as on March 31, 2024	Balance outstanding as on March 31, 2023	Relationship
ETAP Automation Pvt. Ltd.	Service work	191,400.00	–	–	Vendor
SIDHU SURVEY SERVICE	Service work	769,902.00	99,131.00	394,447.50	Vendor

Note No. 43

Previous year figures have been re-grouped/ re-classified, to the extent necessary, to conform to current period's classifications All the numbers have been rounded off to nearest Lakhs.

Note No. 44

The financial statements for the year ended 31st March 2024 were approved by the Board of Directors and authorised for issue on April 17, 2024.

For and on behalf of the Board of Directors

Ramesh Iyer
Chairman & Non-Exective Director
DIN: 00220759

Deepak Thakur
Managing Director & Chief Executive Officer
DIN: 06939592

Avinash Bapat
Chief Financial Officer

Mandar Joshi
Company Secretary
ACS: 21351

Place : Mumbai
Date : 17th April, 2024