



Date: September 03, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Dear Sir/Madam,

Sub: Submission of Annual Report under Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2021-22.

Ref: Waa Solar Limited (Security Id/Code: WAA/541445)

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the financial year 2021-22.

Kindly take the same on your record and oblige us.

Thanking You,

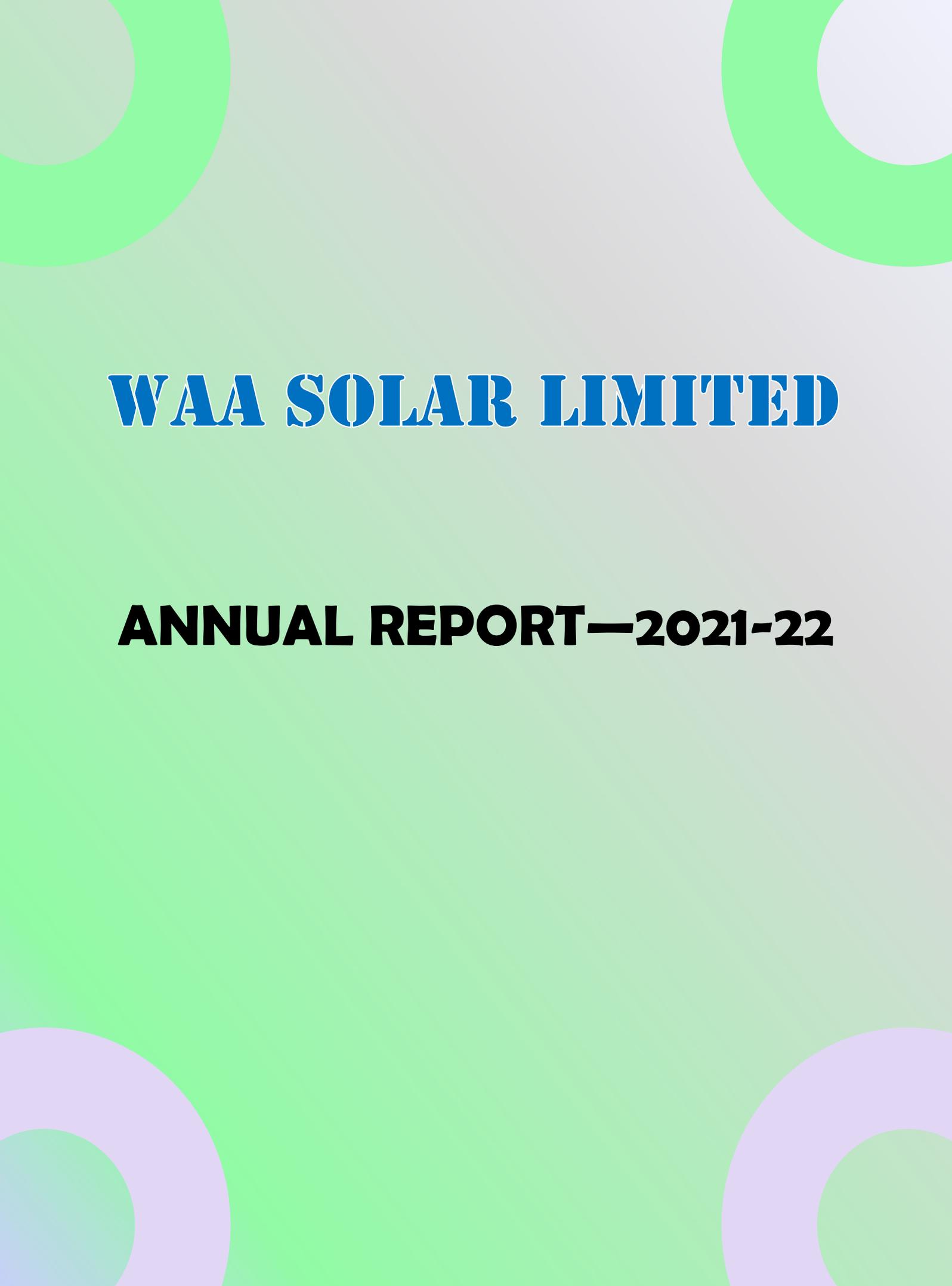
Yours faithfully,

For, **Waa Solar Limited**


Nikita Sadhwani
Company Secretary



Encl: As above



WAA SOLAR LIMITED

ANNUAL REPORT—2021-22



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Amit A. Khurana	Chairman & Managing Director
Mrs. Neelakshi Khurana	Director
Mr. Mangi Lal Singhi	Director
Ms. Jaini Jain	Independent Director
Mr. Sumitkumar J. Patel	Independent Director
Mrs. Heena Parikh	Independent Director

BOARD COMMITTEES

Audit Committee	Nomination and Remuneration Committee	Stakeholder's Relationship Committee
Mr. Sumitkumar Patel - Chairman	Ms. Jaini Jain - Chairman	Ms. Jaini Jain - Chairman
Ms. Jaini Jain	Mr. Sumitkumar Patel	Mr. Mangi Lal Singhi
Mr. Amit Khurana	Ms. Heena Parikh	Mr. Sumitkumar Patel
Mr. Mangilal Singhi		

CHIEF FINANCIAL OFFICER

Mr. Mangilal Singhi

COMPANY SECRETARY

Ms. Nikita Sadhwani (*w.e.f. 31st August, 2022*)
Ms. Bhumi Vaid (*Up to 10th June, 2022*)

BANKERS

State Bank of India

REGISTERED OFFICE

Waa Solar Limited

CIN:L40106GJ2009PLC076764

Madhav House

Near Panchratna Building

Subhanpura, Vadodara 390023

Tel: 0265 2290722

Website: www.waasolar.org

ANNUAL GENERAL MEETING

Date : Saturday, September 24, 2022

Time : 04:30 P.M. through VC/OAVM

STATUTORY AUDITORS

M/s. Chandrakant & Sevantilal & J.K. Shah & Co.,
Chartered Accountants, Vadodara

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

S6-2, 6th floor Pinnacle Business Park

Next to Ahura Centre

Mahakali Caves Road

Andheri (East) Mumbai - 400093

Tel: 022 62638200

Website: www.bigshareonline.com

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NOTICE

NOTICE is hereby given that the 13th Annual General Meeting (AGM) of the Members of **Waa Solar Limited** will be held on Saturday, the 24th day of September, 2022 at 04:30 P.M. through Video Conference / Other Audio Visual Means, to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statement:

To consider and adopt the Audited Financial Statement (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors' thereon.

2. To Appoint and fix the remuneration of Statutory Auditors of the Company

To Appoint and fix the remuneration of Statutory Auditors of the Company and in this regards to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT, in accordance with the provisions of the Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Sections 139 and 142 of the Companies Act, 2013, Messrs. JCH & Associates, Chartered Accountants (Registration No. 134480W), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the Eighteenth Annual General Meeting, at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.”

3. Appointment of Shri Mangi Lal Singhi as a Director, who liable to retire by rotation:

To appoint a Director in place of Shri Mangi Lal Singhi (DIN- 02754372), who retires by rotation and being eligible, offers himself for re-appointment and in this regards to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company, be and is hereby accorded to the reappointment of Mr. Mangi Lal Singhi (DIN- 02754372) as a Director, to the extent that he is required to retire by rotation.”

SPECIAL BUSINESS:

4. Re-Appointment of Mr. Amit Khurana (DIN: 00003626) as Managing Director of the Company

To Re-Appoint Mr. Amit Khurana (DIN: 00003626) as Managing Director of the Company and in this regards to consider and, if through fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with, the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Article of Association of the Company and subject to any other approvals as may be required, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Amit Ashok Khurana (DIN: 000036326), as Managing Director of the Company for the period of five years with effect from 20th February, 2023, and the payment of such remuneration as may be determined by the Board or any of its Committer, from time to time, within the maximum limits of remuneration for Managing Director approved by the members of the Company on such terms & conditions as set out in the foregoing resolution and the explanatory statements annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Authorisation and Ratification to Advance any Loan or Give Guarantee or to provide Security under section 185 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

“RESOLVED THAT in suppression of earlier resolution passed, pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 (“The Act”) read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to ratify and authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt or give any guarantee or provide any security over the Company’s assets in respect of any loans or advances taken/granted by Company or any entity which is a subsidiary or associate or joint venture of the Company or any Partnership Firm / LLPs or any other person in whom any of the Directors of the Company is interested / deemed to be interested up to an aggregate sum of Rs.200,00,00,000/- (Rupees Two Hundred Crores Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, any Guarantee, providing any security and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board
for **Waa Solar Limited**

Amit A. Khurana
Chairman & MD
[DIN:00003626]

Date: August 31, 2022
Place: Vadodara



WAA SOLAR LIMITED

**NOTES:**

1. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@waasolar.org between September 21, 2022 (9:00 a.m. IST) to September 23, 2022 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting, as furnished as annexure to the Notice. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder. Members desirous of any relevant information or clarifications on accounts at the Annual General Meeting are requested to write to the Company at least ten days before the date of the Annual General Meeting so as to enable the Management to keep the information ready at the Meeting.
6. **Trading / Transfer in the shares of the Company shall compulsorily be done in dematerialized form only *w.e.f.*, April 01, 2019.** Pursuant to SEBI Press Release No. 12/2019 dated 27th March, 2019, SEBI had clarified that the investors may continue to hold such shares in physical form even after the 1st April, 2019 subject to condition that investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized. Shareholders are therefore advised to dematerialize your physical shareholding at the earliest, if not yet already done. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2022 to 24th September, 2022 (including both days).
8. The 13th Annual Report for FY 2021-22 of the Company is also available on the Company's website: www.waasolar.org/Investors/Annual Reports.
9. The shareholders are hereby informed that all the correspondence of the shares or updation of Email address is addressed to the Registrar & Share Transfer Agent **M/s Bigshare Services Private Limited**.
10. The Annual Report and Notice of 13th Annual General Meeting, is being sent by electronic mode to all members whose email addresses are registered with the Registrar/ Depository Participant (s) unless a member has requested for the hard copy of the same. For members who have not registered their email addresses, physical copies of aforesaid documents on demand are sent by the permitted mode. Members may also note that Notice and Annual Report 2021-22 will be available on the Company's website: www.waasolar.org

**VOTING THROUGH ELECTRONIC MEANS AND
INSTRUCTION FOR ATTENDING THE MEETING THROUGH VC OR OAVM**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 12, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Share holders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.waasolar.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, Circular No. 19/2021 dated December 12, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022.

8. The remote e-voting period commences on September 21, 2022 (9:00 am) and ends on September 23, 2022 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

8. The process and manner for remote e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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- **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- **Helpdesk** for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file
The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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

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

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

Step 2 : Cast your vote electronically and join virtual meeting on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@madhavcorp.com. The same will be replied by the company suitably.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to khassociates2016@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@waasolar.org.
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
 - iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
12. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 16, 2022.
 13. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
 15. Mr. Haresh Kapuriya, PCS (Membership No. ACS 26109; CP No. 16749) has been appointed as the Scrutinizer to the scrutinize the voting process in a fair and transparent manner.
 16. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total





votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

17. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.waasolar.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

The Members of the Company at the 8th Annual General Meeting ('AGM') held on 26th August, 2017 approved the appointment of M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants ('CSJ'), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. CSJ will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of CSJ for conducting the audit for the financial year 2021-22, as approved by the Members and as decided by the Board of Directors with consultation of Audit Committee.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. JCH & Associates, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 18th AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/s JCH & Associates for the financial year 2022-23 as set out in the Resolution relating to their appointment i.e. as decided by the Board. The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm etc., and found M/s. JCH & Associates to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

JCH & Associates, have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The Directors recommend the Item No. 3 of the Notice for consent and approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the said Resolution.

Item No. 4

Mr. Amit Ashok Khurana (DIN: 00003626) was appointed as the Managing Director of the Company for a period of five years with effect from 20th February, 2018, after obtaining due approval of the members of the Company in Extra Ordinary General Meeting held on 20th February, 2018. Accordingly, the present terms of Mr. Amit Khurana comes to an end on 19th February, 2023.

The Board, in its meeting held on 13th August, 2022 has approved re-appointment of Mr. Amit Khurana as the Managing Director of the Company for a further period of five years after his current tenure ends on 20th February, 2022. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company.

Mr. Amit Khurana is not disqualified from being re-appointed as a Director or managing Director in terms of Section 164 of the Companies Act, 2013. He has Communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the Company. He satisfied all the conditions as set out in Section 196(3) of the said Act and part-I of the Schedule V thereof and hence, is eligible for re-appointment.

The Remuneration as approved by the Nomination and Remuneration Committee in their meeting held and confirm the same Terms of their remuneration approved by the Members at inter alia included payment of "Minimum Remuneration" to the said Managing Directors in the event of inadequacy or absence of profits, in any financial year or years during the currency of their tenure, comprising basic salary, performance linked incentive, contribution to Provident and other funds, perquisites, allowances and benefits etc., as under, subject to requisite approvals under the Act :

- A. Salary and Perquisites: Within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.
- B. Other Terms:
 1. He shall be entitled to re-imbursment of actual out of pocket expenses incurred in connection with the business of the Company.
 2. He shall be entitled to re-imbursment of entertainment expenses incurred for the business of the Company.
 3. As long as he functions as Chairman and Managing Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof.
 4. In the event of inadequacy or absence of profits in any financial year, he will be entitled to the payment of salary and perquisites, as set out under point (A) above, as minimum remuneration, subject to necessary approvals, if required notwithstanding the fact that it may exceed the limits prescribed under Section 196, 197 of the Companies Act, 2013, along with the perquisites stated under point (B) above which are not included in the computation of limits for the remuneration or perquisites aforesaid.
 5. He shall be entitled to earned/privileged leave as per the Rules of the Company.
 6. He shall be entitled for telephone facility as per Company's policy.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting.

The Directors recommend the Item No. 4 of the Notice for consent and approval by the shareholders.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 4 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No. 5

Pursuant to Section 185(2) of the Companies Act, 2013 provides that the Company shall not advance any loan (including any loan represented by a book debt) or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in (as defined in the explanation provided in Section 185(2)) without the consent of the Company by way of a special resolution passed by its shareholders in a general meeting.

The Company may have to render support for the business requirements and for that to advance any loan including any loan represented by a book debt or give any guarantee or provide any security over the Company's assets in respect of any loans or advances taken/granted by Company or any entity which is a subsidiary or associate or joint venture of the Company or any Partnership Firm / LLPs or any other person in whom any of the Directors of the Company is interested / deemed to be interested, from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities except to the Subsidiary Company.

The Board of Directors seek consent of the Members for ratification and authorization to the Board by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017 or as amended time to time) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for its business activities and other matters connected and incidental thereon for their principal business activities to the extent of Rs. 200 Crore (Rupees Two Hundred Crore).

The Directors recommend the Item No. 5 of the Notice for consent and approval by the shareholders.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 5 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Profile of Director(s) recommended for appointment / re-appointment as required under to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Name of Director	Shri Mangi Lal Singhi	Mr. Amit Khurana
DIN	02754372	00003626
Date of Birth	05/05/1959	29/12/1979
Nationality	Indian	Indian
Date of Appointment on the Board	October 27, 2017	December 26, 2017
Qualifications	Graduate in Commerce	Bachelor in Business Administration
Expertise	Finance, Accounting & Treasury Management	Renewables, EPC, Admin etc.
Brief Resume	Over 35 years of experience in the field of Accounts, Finance, Banking and Management Immense knowledge, strength in the fields of Accounts to be maintain.	Over 18 years of Experience in the field of management of Renewables energy and Administration
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed by the shareholders at the Extra Ordinary General Meeting, appointed as Non-executive Director, liable to retire by rotation	Board recommended to appoint him for another term of 5 years as Managing Director
Directorship held in other Public Listed Companies	NIL	Madhav Infra Projects Limited
Shareholding in the Company	NIL	3.58%





DIRECTORS' REPORT

To,
The Members,
Waa Solar Limited

The Director presents the 13th Annual Report of your Company together with the audited standalone and consolidated financial statements for the financial year ended March 31, 2022.

1. FINANCIAL HIGHLIGHTS

Financial Results of the Company for the year under review along with the figures for previous year are as follows:

2. OPERATION AND PERFORMANCE REVIEW

(Rs. in Lakhs) except per equity share data)

Particulars	Year Ended on 31.03.2022	Year ended on 31.03.2021	Year Ended on 31.03.2022	Year ended on 31.03.2021
	Standalone Results		Consolidated Results	
Net Sales/ Income from Operation	2,352.37	2,443.87	4,600.20	4,415.67
Other Income	52.50	99.81	105.56	128.15
Total Income	2,404.87	2,543.68	4,705.78	4,543.83
Profit before interest, Depreciation & Tax	2,084.31	2,249.61	3,626.58	3,788.37
Less Interest (Financial Cost)	569.02	788.79	1,181.80	1,497.41
Depreciation	895.49	901.14	1,612.94	1,638.87
Profit Before Tax	619.80	559.68	831.84	652.09
Less Previous years Adjustments	17.13	131.15	58.45	135.30
Provision for Current year Income Tax	108.46	97.94	143.28	116.88
Net Profit after tax	494.21	330.58	630.11	399.91
Add: Balance carried from Profit & Loss A/c	-	-	143.18	29.99
Less: Provision for earlier year taxation	-	-	-	-
Minority Interest	-	-	47.39	24.74
Net Profit after tax and adjustments	494.21	330.58	725.90	405.16
Dividends: Interim Dividend	-	-	-	-
Dividends: Final Dividend (Proposed)	-	-	-	-
Transferred to general Reserve	494.21	330.58	725.90	405.16
Balance carried to the balance sheet				
EPS (Basic)	3.88	4.98	5.70	6.11
EPS (Diluted)	3.88	4.98	5.70	6.11

Standalone Results

The Company achieved revenue from operations of Rs. 2,352.37 Lakhs against Rs.2,443.87 and EBITDA of Rs. 2,084.31 lakhs as against Rs. 2,249.61 in the previous year. Net Profit for the year is Rs. 494.21 Lakhs as compared to net profit of Rs. 330.58 Lakhs in the previous year. The Company has incurred the more profit as compare to last year.

Consolidated Results

The Company achieved revenue from operations of Rs. 4,600.20 Lakhs against Rs. 4,415.67 and EBITDA of Rs. 3,626.58 lakhs as against Rs. 3,788.37 Lakhs respectively in the previous year. Net Profit for the year is Rs. 725.90 Lakhs as compared to net profit of Rs. 405.16 Lakhs in the previous year. The Company has incurred the more profit as compare to last year.

3. DIVIDEND

The Board of your Company has not recommended any dividend on equity shares for the year ended.

4. TRANSFER TO RESERVES

During the financial year under review, the Company has transferred its net profit to general reserve account for further expansion of business.

5. PROJECT UNDER REVIEW

During the year under review the projects set up by your Company i.e. 10.25 MW (DC) capacity of ground mounted Solar PV Power Project at Village Tikar (Parmar), Taluka Muli, District Surendra-nagar, Gujarat and 100 KWP at Raja Bhoj Airport, Bhopal on Built, Own and Operate ("BOO") basis has regular generation and no major change in business operation. Other Projects through SPVs are also in streamline operation and getting regular power generation.

6. CAPITAL

The capital of the Company during the year and at the end of the year is Rs. 13,26,67,640/-

7. ANNUAL RETURN

In Accordance with the Companies Act, 2013 and applicable rules thereunder, the Annual Return in the prescribed format is available at <http://www.waasolar.org/investor/annualreport.html>

8. NUMBER OF BOARD MEETINGS HELD

The Board of Directors met Five times during the year, which are on dated 29/04/2021, 25/06/2021, 23/08/2021, 12/11/2021 and 24/01/2022.

9. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosure to the Board that they have fulfill all the requirements as to qualify for their appointment as an Independent Director u/s 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down u/s 149(6) of the Companies Act, 2013 and the regulation 25 of SEBI (LODR) Regulations, 2015.

10. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

In accordance with Section 178 of the Companies Act, 2013 and the Listing Regulations, the 'Nomination and Remuneration Policy' as approved by the Nomination and Remuneration Committee of the Board of Directors is available on the Company's website (www.waasolar.org).

11. CORPORATE GOVERNANCE

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of para C, D and E of schedule V as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, Corporate Governance report is not required. However, our company has adhered to corporate governance by having optimum combination of independent directors and executive directors on Board of our Company.

12. COMMITTEES OF THE BOARD**A. AUDIT COMMITTEE**

The Audit Committee of your Company has been constituted as per the requirements of Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

The Audit Committee comprises 3 (Three) Non-Executive Directors (NED) and 1 (one) Executive Director as members. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Auditors of the Company attend the Meetings of the Audit Committee on invitation of the Chairman of the Committee. The Composition of Audit Committee, is given below:

Mr. Sumitkumar Patel - Chairman, NED & ID
Mr. Amit Khurana - Member, ED

Ms. Jaini Jain- Member, NED & ID
Mr. Mangilal Singhi - Member, NED

During the Financial Year 2021-22, the Audit Committee met Four times on 29/04/2021, 25/06/2021, 23/08/2021 & 12/11/2021.

B. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

The Stakeholder's Relationship Committee comprises 3 (three) Non-Executive Directors as Members.

Ms. Jaini Jain - Chairman, NED & ID
Mr. Mangilal Singhi - Member, NED

Mr. Sumitkumar Patel - Member, NED & ID

During the Financial Year 2021-22, he Stakeholder's Relationship Committee met 2 (Two) times on 26/06/2021 & 12/11/2021.

C. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II). The Chairman of the Committee is an Independent Director.

The Nomination and Remuneration Committee comprises 3 (Three) Non-Executive Directors as members. The Composition of Nomination and Remuneration Committee is given below:

Ms. Jaini Jain - Chairman, NED & ID
Mr. Mangilal Singhi - Member, NED

Mr. Sumitkumar Patel - Member, NED & ID

During the Financial Year 2021-22, the Stakeholder's Relationship Committee met 1 (One) times on 12/11/2021.

13. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors confirm to the best of their knowledge and belief that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;





- c) the directors had taken proper and sufficient care 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;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year, your Company have given Loan or any Guarantee or provided any Security or made any investment which covered under section 186 of the Companies Act, 2013. The details of loans made by the Company during the year, mentioned as below:

(Rs. In Crore)

Sr. No.	Name of Entity	Relationship	Amount of Loan Made	Purpose of Loan
1	Madhav Infra Projects Limited	Associate Concern	04.10	General Business Purpose

During the year the Company has not given any additional Guarantee to any body Corporate.

During the year the Company has made investment as mentioned herein as under:

(Rs. In Crore)

Sr. No.	Name of Entity	Amount
1	Infinity Infrabuild Limited	10.00

15. PARTICULARS OF CONTRACTS / ARRANGEMENTS WITH RELATED PARTIES

Pursuant to the provisions of section 188 of Companies Act, 2013. All the related party transactions entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Accordingly, information in form AOC-2 is not annexed.

16. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo for the financial year under review as required to be given under Section 134(3)(m) of the Companies Act, 2013 and the Rules made thereunder. Your Company having business of power generation and transmission to the concern authority by Solar Power Projects which required optimum use of energy. Your Company absorbed best technology and product during setting its solar power project. Your Company has not been spend any money towards research and development. Your Company during year under review has not entered in transaction towards foreign exchange earnings and outgo.

17. INSURANCE & RISK MANAGEMENT

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits etc. In terms of the Listing Regulations, as it is not mandatorily required, the Company has not constituted a Risk Management Committee. However Board has considered the necessary risk in solar industry and evaluated the same.

18. BOARD EVALUATION

SEBI (LODR) Regulations, 2015, mandates that, the Board has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings. The Chairman was also evaluated on the key aspects of his role. In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

19. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, the Company had appointed Mrs. Heena Parikh (DIN: 02879703) as an Independent Director and Mrs. Neelakshi Khurana (DIN: 00027350) as a Director of the Company. Shri Mangilal Singhi had been appointed as Chief Financial Officer of the Company with effect from 25th June, 2021.

* Ms. Bhumi Vaid (Mehta) was resigned from the post of Company Secretary with effect from 10th June, 2022 and Ms. Nikita Sadhwani is join as a Company Secretary and Compliance Officer of the Company with effect from 26th August, 2022.

The Company had obtain certificate from the Practicing Company Secretary on Non of the Directors are disqualified, Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annex as Annexure B.

20. SUBSIDIARIES

As on March 31, 2022, the Company has 8 subsidiaries in terms of the Companies Act, 2013, a list of which is given under Annual Return the forming part of this Annual Report. The salient features of the financial statement of subsidiaries / joint ventures / associates and their contribution to the overall performance of the Company during the period under review have been provided in Form AOC-1 as Annexure A and Notes to Accounts respectively both forming part of this Annual Report.

21. CERTIFICATE FROM COMPANY SECRETARY IN PRACTISE

There is to certify by the Practicing Company Secretary that none of the Directors of the Board of the Company, as listed hereunder for the financial year ended 31st March, 2022, have been debarred or disqualified from being appointed or continuing as Director of the Companies as per Annexure B.

22. LISTING OF SECURITIES OF THE COMPANY

Your Company is listed on BSE Limited through SME Listing and having scrip code is 541445. The Company has paid the Annual Listing Fees to the Stock Exchange as required.

23. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as required in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is annexed and forming part of the Directors' Report.

24. SIGNIFICANT AND MATERIAL EVENTS AND ORDERS

During the financial year under review, There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and your Company's operations in future. The Company was issued the Bonus Shares in the Ratio of 1:1 to the Shareholders of the Company.

25. AUDITOR'S AND THEIR REPORT

M/s. Chandrakant & Seventilal & J. K. Shah & Co., Chartered Accountants (Registration No. 101676W), who were appointed as the Statutory Auditors of the Company who can hold the office till the 13th AGM. The Auditor completed his term of appointment, pursuant to this the Company has approach to M/s JCH & Associates, Chartered Accountant (Registration No. 134480W), who were appointed as the Statutory Auditor of the Company at this 13th Annual General Meeting up to the five years i.e. till 18th AGM, subject to the approval of the members.

M/s. JCH & Associates, Chartered Accountants have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for appointment as Statutory Auditors of the Company. As required under SEBI (LODR) Regulations, 2015, M/s. Bipin & Co., have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India

The Auditors report for financial year ended on March 31, 2022 does not contain any qualification, reservation or adverse remark. The Auditors report enclosed with the financial statements in the Annual Report.

26. SECRETARIAL AUDITORS

Mr. Haresh Kapuriya of M/s. KH & Associates, Practicing Company Secretaries, was appointed to conduct secretarial audit of the Company for the year ended on March 31, 2022, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report given by Secretarial Auditors in Form No. MR-3 has been annexed herewith as Annexure -C to this report. The Board has appointed Mr. Haresh Kapuriya of M/s. KH & Associates, Practicing Company Secretaries, as secretarial auditor of the Company.

27. CREDIT RATING

Your Company has been assigned a rating of CARE A- (Minus) for Long Term Bank Limits of Rs. 63.75 Crores. The rating is assigned by CARE.

28. PARTICULARS OF EMPLOYEES

None of the employee was drawing in excess of the limits prescribe under section 197 (12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been annexed herewith as Annexure - D to this report.

29. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of the Companies Act, 2013 and amendments and rules made thereunder are attract applicability to the Company and the Company has formulated CSR policy as provided under Section 135 of the Companies Act, 2013. The Company is committed to discharging its social responsibility as a good corporate citizen. The Corporate Social Responsibility Report has been annexed herewith as Annexure- E to this report.

30. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended March 31, 2022, no complaint was received.

31. POLICIES

The SEBI (LODR) Regulations, 2015 mandate to formulations of certain policies for all listed Companies. Accordingly, the Company has formulated the Policies for the same as the Company believed to retain and encourage high level of ethical standard in business transactions. All our Policies are available on our website www.waasolar.org.

32. ACKNOWLEDGEMENT

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thank the employees at all levels, our consistent growth was made possible by their hard work, solidarity, cooperation and support.

For and on behalf of the Board of Directors
Waa Solar Limited

Date: August 31, 2022

Place: Vadodara

Amit A Khurana
[DIN:00003626]





FORM NO. AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/
joint ventures

Part “A”: Subsidiaries Companies

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

Subsidiary Company

Sr. No	Particulars	Details	Details	Details	Details	Details*	Details*	Details*	Details*
1	Name of the subsidiary	MS(J)PL ¹	MI (BVC) PL ²	MI (VKC) PL ³	MI (AKC) PL ⁴	MS (VR) PL ⁵	M (SSC) H PL ⁶	AIPL ⁷	SIPL ⁸
2	Reporting period for the subsidiary concerned	31.03.2022	31.03.2022	31.03.2022	31.03.2022	31.03.2022	31.03.2022	31.03.2022	31.03.2022
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	NA	NA	NA	NA
4	Share capital	500.00	112.00	295.00	225.00	1,406.00	2,759.00	1.53	139.25
5	Reserves & surplus	-	67.79	(435.35)	(126.29)	221.78	89.24	-	63.76
6	Total assets	500.28	179.84	1055.32	98.82	3,280.39	7,063.77	2,627.74	442.87
7	Total Liabilities	0.28	0.05	1195.68	0.12	1,652.61	4,215.53	26,26.21	239.85
8	Investments	64.50	-	-	-	-	-	313.85	-
9	Turnover	-	0.9	0.01	0.07	671.93	1,569.91	-	58.80
10	Profit before taxation	-	0.03	(0.09)	(0.05)	90.23	91.35	-	30.50
11	Provision for taxation	-	-	-	-	16.24	54.18	-	5.72
12	Profit after taxation	-	0.02	(0.09)	(0.05)	73.99	37.16	-	24.78
51	Proposed Dividend	-	-	-	-	-	-	-	-
14	% of shareholding	99.99	99.77	73.99	73.99	51.00	70.00	64.05	100.00

¹ Madhav Solar (J) Private Limited

² Madhav Infracon (Bhopal Vidisha Corridor) Private Ltd

³ Madhav Infracon (Vidhisha Kurwai Corridor) Private Ltd

⁴ Madhav Infracon (Astha Kannod Corridor) Private Ltd

⁵ Madhav Solar (Vadodara Rooftop) Private Limited

⁶ Madhav (Sehora Silodi Corridor) Highway Private Ltd

⁷ Aspire Infracon Private Limited

⁸ Sol Kar Infrastructure Private Limited

Part “B”: Associate Companies

(Information in respect of each associate to be presented with amounts in Rs. Lakhs)

Sr. No.	Name of Associates/ Joint Ventures	MPNS ₁	MISPL ₂
1	Latest Audited B/S Date	31/03/2022	31/03/2022
2	Shares of Associate/Joint Ventures held by the company on the year end:	48.99%	44.19%
3	No. of Shares	48,999	13,30,000
4	Amount of Investment in Associates	2,100.00	112.85
5	Extend of Holding %	48.99	44.19%
6	Description of how there is significant influence	Common Management	Common Management
7	Reason why the associate/joint venture is not consolidated	NA	NA
8	Net worth attributable to shareholding as per Audited B/S	2,392.34	146.35
9	Profit/Loss for the year	275.22	18.90
i.	Considered in Consolidation	134.83	8.35
ii.	Not Considered in Consolidation	140.39	10.55

Associates Company

¹ Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Private Limited

² MI Solar (India) Private Ltd

Certificate by a Company Secretary in Practice

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Waa Solar Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Waa Solar Limited having CIN: L40106GJ2009PLC076764 and having its registered office at Madhav House, Plot No. 04, Near Panchratna Building, Subhanpura, Vadodara 390023(hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-e Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In our opinion and to the best of our information and according to verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment	Date of Cessation
1	Mr. Amit Khurana	00003626	26-12-2017	NA
2	Mr. Magilal Singhi	02754372	27-10-2017	NA
3	Mr. Sumitkumar Patel	08206567	28-09-2018	NA
4	Ms. Jaini Jain	07859496	20-02-2018	NA
5	Mrs. Neelakshi Khurana	00027350	01-04-2021	NA
6	Mrs. Heena Parikh	02879703	01-04-2021	NA

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

This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. This Certificate has been issued at the request of the Company to make disclosure in its Board's Report of the financial year ended March 31, 2022.

For K H & Associates
Practicing Company Secretaries

Place: Vadodara
Date: 04/08/2022
UDIN:A026109D000743848

Haresh Kapuriya
Partner
ACS No. 26109; CP No. 16749



**FORM MR -3
SECRETARIAL AUDIT REPORT**

(For the Financial year ended on 31st March, 2022)

[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,
WAA SOLAR LIMITED
Madhav House,
Near Panchratna Building,
Subhanpura,
Vadodara-390023

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by the Company (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 **WAA SOLAR LIMITED** books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company, for the financial year ended on 31st March, 2022, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings. – Not Applicable to the Company during the Audit period;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – Not Applicable to the Company during the audit period;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable to the Company during the audit period ;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not Applicable to the Company during the audit period and
 - h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 - Not Applicable to the Company during the audit period.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited, including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR')

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above. Further, as per representation of management letter, the, company has complied with all the clauses of the contractual agreement entered by it and all relevant industry specific provisions of laws are complied by the Company.

Further, as per representation of management letter, the company has complied with all the clauses of the contractual agreement entered by it and all relevant industry specific provisions of laws are complied by the Company.

We further report that;

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance, 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.

During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report (by way of information) that during the audit period, the Company has :

- I. Appoint Mrs. Heena Parikh (DIN: 02879703) as an Independent Director of the Company
- II. Appoint Mrs. Neelakshi Khurana (DIN: 00027350) as a Director of the Company

We further state that my report of even date is to be read along with "**Annexure – A**" appended hereto.

**For K H & Associates
Practicing Company Secretaries**

Place: Vadodara
DATE: 04/08/2022
UDIN: A026109D000744277

**Haresh Kapuriya
Partner
ACS No. 26109; CP No. 16749**

"Annexure – A"

To,
The Members,
WAA SOLAR LIMITED

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 the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided 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. Wherever 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 procedures 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 K H & Associates
Practicing Company Secretaries**

Place: Vadodara
DATE: 04/08/2022
UDIN: A026109D000744277

**Haresh Kapuriya
Partner
ACS No. 26109; CP No. 16749**





DISCLOSURE IN THE BOARD'S REPORT UNDER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

Sr. No.	Particulars	Directors Name	Ratio to median Remuneration
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22	Mr. Amit Khurana Ms. Neelakshi Khurana Mr. Mangilal Singhi & Other Independent Directors	3.87% 3.87% 1.04% Nil
2	The percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive Officer, Company Secretary or Manager if any in the financial year	Directors' /CFO/CEO/CS/ Manager Name	% increase in Remuneration
		Mr. Amit Khurana, MD Ms. Neelakshi Khurana	0.00% 0.00%
		Company Secretary Chief Financial Officer	0.00% 0.00%
3	Percentage increase in the median remuneration of employees in the financial year 2021-22	Nil Increment was given to the employee	
4	Number of employees on the rolls of the Company	As on 31.03.2022 20	As on 31.03.2021 14
5	Explanation on the relationship between average increase in remuneration and Company performance	The Profit Before Tax for the year ended on 31.03.2022 increased by 10.74% whereas the increase in the median remuneration was average. The average increase in median remuneration was in line with the performance of the Company.	
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	Remuneration of Key Managerial Personnel has increased by 0%, in comparison to a of PBT before extraordinary items	
7	Variation In	31.03.2022	31.03.2021
	Market Price (Rs. Per Share)	40.65	91.50
	Market Capitalization (Crore)	53.93 CR	60.70 CR
	Earnings Per Share (Rs.)	3.88	4.98
	Price Earning Ration	10.47	18.37
8	Average percentile increase in the salaries of employees other than Managerial Personnel in last financial year and its comparison with the percentile increase in the managerial remuneration.	The average increase in employees' salary during the year 2021-22 is NIL.	
9	Comparison of Remuneration of each of the Key Managerial Personnel against the Performance of the Company. (The total revenue of the Company has decreased to Rs. 24.05 Crores from Rs. 25.44 Crores and increased in Profits Before Tax is 10.74% in F.Y. 2021-22)	Name of KMP	Increment in Remuneration
		Mr. Amit Khurana (MD) Ms. Neelakshi Khurana [WTD]	Nil
		Mr. Mangilal Singhi [CFO] Ms. Bhumi Vaid [CS]	Nil
10	Key Parameter for any variable component of remuneration availed by the Directors	The variable component of remuneration of Directors is as 5.00% of Profits and is based on performance	
11	Ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable	
The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.			

REPORT ON CORPORATE SOCIAL RESPONSIBILITY**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

In adherence to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors upon the recommendation of CSR Committee, in its Meeting held on June 29, 2019, approved a CSR Policy of the Company. The Policy available on the website of the Company www.waasolar.org.

CSR policy of the Company encompasses the Company's philosophy for describing its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large.

2. The Composition of CSR Committee

The Company's CSR Committee comprises three members of which two are Non- Executive Director of the Company, and is chaired by an Independent Director. The composition of the Committee is set out below:

Name	Category	Designation
Ms. Jaini Jain	Non- Executive Independent	Chairman
Mr. Mangilal Singhi	Non Executive Non-Independent	Member
Mr. Amit Khurana	Executive Non- Independent	Member

3. Average net profit of the Company for last three financial years

The Average Net Profit of three financial years preceding the reporting financial year (*i.e.* 2020-21, 2019-20 & 2018-19) calculated in accordance with section 135 of the Companies Act, 2013 is Rs. 629.55 Lakhs.

4. Prescribed CSR Expenditure (two percent of amount stated in item 3 above)

The prescribed CSR Expenditure to be incurred during the financial year *i.e.* 2021-22 is Rs. 12.59 Lakhs.

5. Details of CSR spent during financial year

(a) Total amount to be spent for Financial Year: 12.59 Lakhs

(b) Amount unspent, if any: NIL

(c) Manner in which amount spent during the financial year: The Company has sent Rs. 18.95 Lakhs towards the CSR Expenditure by way of the Donation to the Rama Memorial Foundation, who carrying the activities of Providing Education and helping to the poor and needy people.

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Not Applicable.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the Company.

Date: May 30, 2022

Place: Vadodara

(Jaini Jain)

Chairman of CSR Committee

(Amit Khurana)

Managing Director





MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. FORWARD-LOOKING STATEMENTS

This Report contains statements that constitute 'forward looking statements' including, without restraint, statements relating to the expectations, projections and implementation of strategic initiatives and other statements relating to the future business growth/ developments and economic performance. This statements based on certain expectations, believes, projections and future expectations concerning, the development of strategic growth, market risks, uncertainties and other factors depends on the management's thoughts. It could be differ from actual performance and results, to differ significantly from Management's thoughts / expectations.

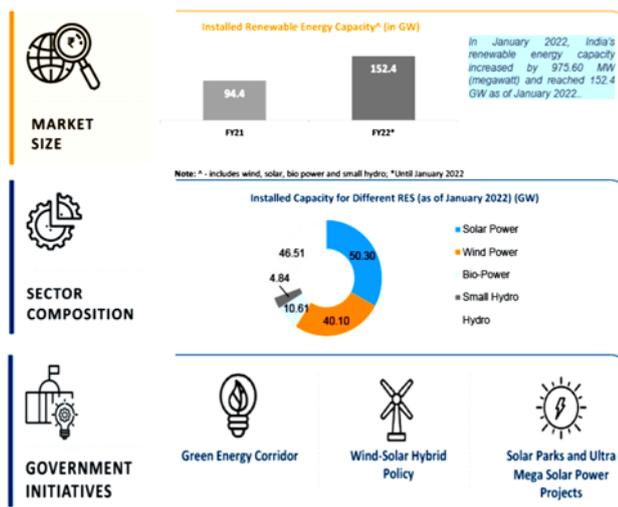
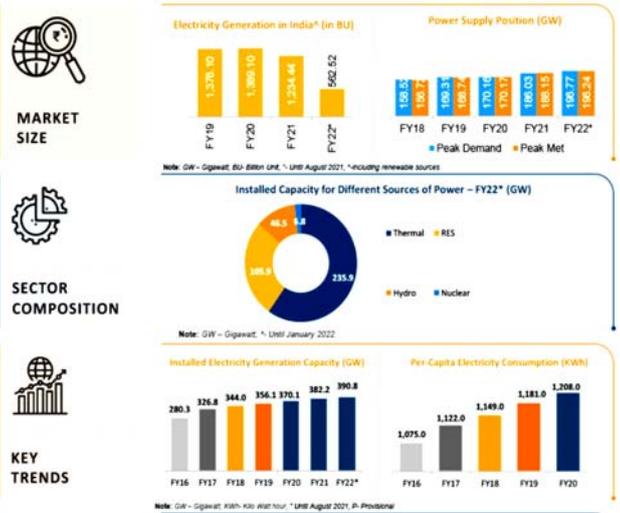
2. INDUSTRY STRUCTURE AND DEVELOPMENTS

The government-backed policy initiatives along with the consistent fall in cost of solar technology boosted solar energy sector as seen in increased participation by both, domestic and global players in project tenders. The changing dynamics driven by maturing technologies have shifted the trend from plain standalone solar and wind projects, to rising interest in more complex projects including hybrid, RTC, peak power, floating solar and storage.

The focus on renewable energy sector has led to steady growth of India's renewable energy capacity over the years. The total installed renewable energy capacity of the country has been on the rise from 12% share in FY12 to 28% in FY22, crossing the 100 GW mark in FY22. Solar has been the mainstay of renewables growth in India over the past decade. Its share in total RE installed capacity has risen from 4% in FY12 to 49% in FY22 and its share in India's total installed capacity has increased from 0.5% to 14% during the same period.

India's installed generation capacity stands at 399.5 GW as on March 31, 2022, with capacity addition of more than 17 GW in FY22 compared to 12 GW during FY21. The capacity additions in FY22 happened majorly in the renewables segment, led by solar. Renewables accounted for 90% share of the incremental capacity addition in FY22, up from 61% in the previous year, with solar alone contributing to 80% of the total capacity addition in FY22-a sharp jump from 45% in the previous year.

Indian renewable energy sector is the fourth most attractive renewable energy market in the world. India is ranked fourth in wind power, fifth in solar power and fifth in renewable power installed capacity as of 2019. Solar power installed capacity has increased by more than 18 times from 2.63 GW in March 2014 to 49.3 GW in at the end of 2021. In FY22, till December 2021, India has added 7.4GW of solar power capacity, up 335% from 1.73 GW in the previous year. Off-grid solar power is growing at a fast pace in India, with sales of 329,000 off-grid solar products in the first half of 2021.



As of January 2022, India's installed renewable energy capacity stood at 152.36 GW, representing 38.56% of the overall installed power capacity. 975.60 MW of renewable energy capacity was added in January 2022. Power generation from renewable energy sources stood at 13.15 billion units (BU) in January 2022, up from 11.51 BU in January 2021. The country is targeting about 450 Gigawatt (GW) of installed renewable energy capacity by 2030 – about 280 GW (over 60%) is expected from solar. The renewable energy capacity addition stood at 8.2 GW for the first eight months of FY22 against 3.4 GW for the first eight months of FY21. ICRA expects renewable energy capacity addition of 12.5 GW in FY22 and 16 GW in FY23.

In 2022, India's renewable energy sector is expected to boom with a likely investment of US\$ 15 billion this year, as the government focuses on electric vehicles, green hydrogen, and manufacturing of solar equipment. It is expected that by 2040, around 49% of the total electricity will be generated by renewable energy as more efficient batteries will be used to store electricity, which will further cut the solar energy cost by 66% as compared to the current cost. Use of renewables in place of coal will save India Rs. 54,000 crore (US\$ 8.43 billion) annually.

Under the Union Budget 2022-23, the allocation for the Solar Energy Corporation of India (SECI), which is currently responsible for the development of the entire renewable energy sector, stood at Rs. 1,000 crores (US\$ 132 million). In the Budget, the government allocated Rs. 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules. Indian Railways is taking increased efforts through sustained energy efficient measures and maximum use of clean fuel to cut down emission level by 33% by 2030.

3. RISKS AND CONCERNS

Your company being engaged in the business of solar power generation and its transmission and totally depend upon the Government Policies. So adverse government policy may affect the business in negative like reduction in PPA unit rate or increase in rate of material which may cost high to the company and get low return or margin on investment. The Company has sufficient risk

management policies in place that act as an effective tool in minimizing the various risks that the businesses are exposed to during the course of their day-to-day operations as well as in their strategic actions.

4. FINANCIAL PERFORMANCE

An overview of the financial performance is given in the Directors' Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

5. INTERNAL CONTROLS AND THEIR ADEQUACY

Your Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations. It has documented procedures covering all financial, operating and management functions. These controls have been designed to provide a reasonable assurance with regard to maintaining proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with best practices in these areas as well. The systems are periodically reviewed for identification of control deficiencies and formulation of time bound action plans to improve efficiency at all the levels.

The Audit committee of the Board reviews internal control systems and their adequacy, significant risk areas, observations made by the internal auditors on control mechanism and the operations of the company, recommendations made for corrective action and the internal audit reports. The committee reviews with the statutory auditors and the management, key issues, significant processes and accounting policies. The company continues its efforts in strengthening internal controls to enable better management and controls over all processes.

6. CAUTIONARY STATEMENT

Some of the statements in this Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable Laws and Regulations. Actual results might differ substantially from those expressed or implied. Important developments that could affect the Company's operations include changes in economic conditions affecting demand, supply and price movements in the domestic and overseas markets in which your Company operates, changes in the Government regulations, Tax Laws and other Statutes or other incidental factors. Market data and products information contained in this Report have been based on information accumulated from various published and unpublished reports and their accuracy, reliability and completeness cannot be assured. The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future.





INDEPENDENT AUDITOR'S REPORT

Standalone

TO THE MEMBERS OF WAA SOLAR LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

1. OPINION

We have audited the accompanying financial statements of Waa Solar Ltd ("the Company"), which comprise the balance sheet as at 31st March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our opinion is not modified in respect of the above matters.

3. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to be communicated in our report.

4. INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENT AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprise the information included in Board's Report including Annexures to that Board's Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statement 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 Statement, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in 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.

5. RESPONSIBILITY OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENT

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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

6. AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENT

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 financial

statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, if applicable, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation:

Materiality is the magnitude of misstatement in the financial statements that, individually or in aggregate, makes it possible that the economic decisions of a reasonably knowledgeable users of the financial statements may be influenced. We consider quantitative materiality and qualitative factor 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 misstatement in the 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 control that we identify during our audit.

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

7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A: a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act;
- e) On the basis of written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - i) The Management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or



WAA SOLAR LIMITED



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, whether, 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;

- ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii) Based on such 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) contain any material mis-statement.
- v. There is no dividend declared or paid during the year by the Company and hence provisions of section 123 of the Companies Act, 2013 are not applicable.

For CHANDRAKANT & SEVANTILAL & J.K. SHAH & Co.
CHARTERED ACCOUNTANTS
FRN: 101676W

PRATAP B SHAH
PARTNER

M. No.: 032937

UDIN: 22032937AJXOEZ4724

Place: Vadodara
 Date: 30/05/2022

ANNEXURE-A TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the Waa Solar Limited of the Company on the financial statements for the year ended 31st March 2022.

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

1(a)	In respect of the Company's Property, Plant and Equipment and Intangible Assets:										
(A)	The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipment;										
(B)	The Company has maintained proper records showing full particulars of Intangible Assets;										
1(b)	The company has a phased programme of physical verification of its Property, plant and equipments so as to cover all assets once in three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets. In accordance with this programme, certain Property, plant and equipments were verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification;										
1(c)	Based on our verification of the documents provided to us and according to the information and explanations given by the Management, the title deeds of all the immovable properties as disclosed in the financial statements, are held in the name of the Company as at the Balance Sheet date;										
1(d)	The company has not revalued its Property, Plant and Equipment and intangible assets during the year;										
1(e)	The Company does not have any proceedings initiated or pending for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Hence the requirements under paragraph 3(i)(e) of the Companies (Auditor's Report) Order, 2020 ("the Order") are not applicable to the Company;										
2(a)	The inventory have been physically verified by the Management at reasonable intervals. Considering the size of the Company, the frequency of verification is reasonable and the procedures are adequate. No discrepancies have been noticed on such verification;										
2(b)	The Company has working capital limits sanctioned from banks or financial institutions exceeding Rs. 5 crores during the year and the quarterly returns / statements filed by the Company are generally in agreement with the books of accounts and no material discrepancy was observed;										
3	The Company has made investments in, companies, firms, Limited Liability Partnerships and granted unsecured loans to other parties, during the year, in respect of which:										
a)	The Company has provided unsecured loan to Six parties with aggregate amount granted/provided during the year is Rs.1,173.84 lakhs during the year and where balance outstanding as at Balance Sheet date is Rs.3,481.00 lakhs.										
b)	In our opinion, the investments made are prima facie not prejudicial to the Company's interest, however the terms and conditions of aforesaid loans granted by the company are prejudicial to the company's interest on account of the fact that the aforesaid loans have been provided interest free which is not as per requirement under section 186 of the Companies Act, 2013.										
c)	There is no stipulation of schedule of repayment of principal and payment of interest and we are unable to make specific comment on the regularity of repayment of principal & payment of interest in aforesaid loan;										
d)	In respect of the aforesaid loan, there is no stipulation of schedule of repayment of principal and we are unable to make specific comment on overdue for more than ninety days;										
e)	No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties;										
f)	The Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Details are as follow:										
	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Aggregate amount of loans/ advances in nature of loans</th> <th style="text-align: left;">Related Parties</th> </tr> </thead> <tbody> <tr> <td>- Repayable on demand (A)</td> <td>-</td> </tr> <tr> <td>- Agreement does not specify any terms or period of repayment (B)</td> <td>Rs. 3,481.00 lakhs</td> </tr> <tr> <td>Total (A+B)</td> <td>Rs. 3,481.00 lakhs</td> </tr> <tr> <td>Percentage of loans/ advances in nature of loans to the total loans</td> <td>94%</td> </tr> </tbody> </table>	Aggregate amount of loans/ advances in nature of loans	Related Parties	- Repayable on demand (A)	-	- Agreement does not specify any terms or period of repayment (B)	Rs. 3,481.00 lakhs	Total (A+B)	Rs. 3,481.00 lakhs	Percentage of loans/ advances in nature of loans to the total loans	94%
Aggregate amount of loans/ advances in nature of loans	Related Parties										
- Repayable on demand (A)	-										
- Agreement does not specify any terms or period of repayment (B)	Rs. 3,481.00 lakhs										
Total (A+B)	Rs. 3,481.00 lakhs										
Percentage of loans/ advances in nature of loans to the total loans	94%										

	Aggregate amount of loans/ advances in nature of loans	Related Parties	
	- Repayable on demand (A)	-	
	- Agreement does not specify any terms or period of repayment (B)	Rs. 3,481.00 lakhs	
	Total (A+B)	Rs. 3,481.00 lakhs	
	Percentage of loans/ advances in nature of loans to the total loans	94%	
4	The Company has complied with the provisions of sections 185 and 186 of the Companies Act 2013 in respect of loans granted, investment made, and guarantee and securities provided, as applicable except following on which no interest has been charged;		
	Name of the Party	Yearend Balance (Rs. in lakhs)	Maximum Balance (Rs. in lakhs)
	MI Solar India Pvt. Ltd.	63.05	63.05
	Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd.	1,195.55	1,195.55
	Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.	211.00	211.00
	Madhav Infra Projects Ltd.	409.85	409.75
	Solkar Infrastructure Pvt. Ltd.	232.30	268.30
	Aspire Infracon Pvt. Ltd.	1,369.25	1,369.25
5	The Company has not accepted any deposits or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company;		
6	We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(l) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;		
7(a)	In our opinion, the company is generally regular in depositing undisputed statutory dues including Goods and Service tax, provident fund, employee state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues as applicable to the appropriate authorities. There were no undisputed amounts payable with respect to above statutory dues in arrears as at March 31, 2022 for a period of six months from the date they became payable;		
7(b)	According to the records of the company examined by us and information and explanations given by the management, there are no statutory dues of referred in sub-clause (a) that has not been deposited on account of disputes;		
8	The Company has no transactions which were not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;		
9(a)	The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;		
9(b)	The Company is not declared as willful defaulter by any bank or financial institution or other lender;		
9(c)	The term loans taken by the company were applied for the purpose for which the loans were obtained;		
9(d)	On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company;		
9(e)	The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, Associate, or joint ventures;		
9(f)	We report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint venture, or associate companies;		
10(a)	The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable;		
10(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 3(x)(b) of the Order is not applicable;		
11(a)	No fraud by the Company and no material fraud on the company has been noticed or reported during the year;		
11(b)	No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.		
11(c)	As represented to us by the management, there are no whistle blower complaints received by the company during the year.		
12	The Company is not a nidhi company and hence the reporting under clause 3(xii) of the order is not applicable to the Company		
13	The Company is in compliance with Section 177 and 188 of the Companies Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards;		
14(a)	In our opinion, the company has an internal audit system commensurate with the size and nature of its business;		
14(b)	We were unable to obtain any of the internal audit reports of the Company, hence the internal audit reports have not been entirely considered by us.		
15	In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of the Companies Act, 2013 are not applicable;		
16(a)	In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable;		
16(b)	There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable;		
17	The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year;		
18	There is no resignation of the statutory auditors during the year Hence provision of Clause 18 of the Companies (Auditor's Report) order 2020, is not applicable to the Company;		
19	Based on our examination financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, knowledge of the Board of Directors and management plans, there is no material uncertainty exists as on the date of the audit report 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;		





20(a) & (b)	In our opinion and according to the information and explanations provided by the management, the company do not fall under the prescribed classes of the Companies mentioned under the section 135(1) of the Companies Act, 2013;
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For CHANDRAKANT & SEVANTILAL & J.K. SHAH & Co.
CHARTERED ACCOUNTANTS
FRN: 101676W

PRATAP B SHAH
PARTNER

M. No.: 032937

UDIN: 22032937AJXOEZ4724

Place: Vadodara
Date: 30/05/2022

ANNEXURE-B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Waa Solar Limited ("the Company") as of 31st March, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an internal financial controls with reference to financial statements of the Company and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For CHANDRAKANT & SEVANTILAL & J.K. SHAH & Co.
CHARTERED ACCOUNTANTS
FRN: 101676W

PRATAP B SHAH
PARTNER

M. No.: 032937

UDIN: 22032937AJXOEZ4724

Place: Vadodara
Date: 30/05/2022

BALANCE SHEET AS AT 31ST MARCH 2022

Amounts in INR

PARTICULARS	NOTE NO		AS AT 31-03-2022		AS AT 31-03-2021
I EQUITY AND LIABILITIES					
1 Shareholders' Funds					
(a) Share Capital	2	132,667,640		66,333,820	
(b) Reserves and Surplus	3	1,581,794,864	1,714,462,504	1,598,708,034	1,665,041,854
2 Non-current Liabilities					
(a) Long-term Borrowings	4		400,092,000		512,682,697
3 Current Liabilities					
(a) Short-term Borrowings		-	-		
(b) Trade Payable	5	12,682,545		14,419,068	
Total outstanding dues of micro enterprise and small enterprise		-	-	-	
Total Outstanding dues of creditors other than micro enterprise and small enterprise		-	-	-	
(c) Other Current Liabilities	6	129,526,660	142,209,205	133,948,170	148,367,238
TOTAL			2,256,763,709		2,326,091,789
II ASSETS					
1 Non-current Assets					
(a) Fixed Assets					
Tangible Assets	7	584,711,601		674,260,388	
(b) Non-current Investment	8	1,176,227,493	1,760,939,094	1,137,683,711	1,811,944,099
2 Current Assets					
(a) Inventories	9	15,269,783		9,029,111	
(b) Cash and Bank Balances	10	72,561,904		71,265,749	
(c) Trade Receivable	11	4,074,040		10,620	
(d) Short-term Loans and Advances	12	370,798,127		401,703,438	
(e) Other Current Assets	13	33,120,761	495,825,615	32,138,773	514,147,690
TOTAL			2,256,763,709		2,326,091,789
Significant Accounting Policies and Notes on Financial Statements	1 to 28				

AS per our Report of even date

For and on behalf of the Board

For Chandrakant & Sevantil & J K Shah & Co
Chartered Accountants
Firm Registration No.101676W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director
[DIN:02754372]

(P B Shah - Partner)
Membership No.32937

Company Secretary

Place : Vadodara
Date : 30/05/2022



WAA SOLAR LIMITED



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2022

Amounts in INR

PARTICULARS	NOTE NO		FOR THE YEAR ENDED 31-03-2022		FOR THE YEAR ENDED 31-03-2021
INCOME					
I Revenue from Operation	14	235,237,324		244,387,384	
II Other Income	15	5,249,914	240,487,238	9,981,075	254,368,459
III Total Revenue					
IV EXPENDITURE					
Purchase of Stock in Trade	16	10,316,372		-	
Change of Stock in Trade	17	(6,240,672)		-	
Employee Benefits Expenses	18	11,570,378		11,592,543	
Finance Costs	19	56,902,284		78,878,784	
Depreciation and Amortisation Expense	7	89,548,786		90,114,138	
Other Expenses	20	16,410,428		17,815,117	
Total Expenses			178,507,476		198,400,581
V Profit Before Tax			61,979,762		55,967,878
VI Tax Expenses					
Current Tax		-		-	
MAT		10,846,458		9,794,379	
Short / (Excess) Provision of Earlier Year		17,12,654	12,559,112	13,115,405	22,909,784
VII Profit For The Year			49,420,650		33,058,094
VIII Earnings per equity share of face value of Rs.10 each					
Basic & Diluted			3.88		4.98
Significant Accounting Policies and Notes on Financial Statements	1 to 28				

AS per our Report of even date

For and on behalf of the Board

For Chandrakant & Sevantilal & J K Shah & Co
Chartered Accountants
Firm Registration No.101676W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director
[DIN:02754372]

(P B Shah - Partner)
Membership No. 32937

Company Secretary

Place : Vadodara
Date : 30/05/2022

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2022

Amounts in INR

PARTICULARS	FOR THE YEAR END- 31-03-2022	FOR THE YEAR END- 31-03-2021
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) After Tax and Extraordinary Items	61,979,762	55,967,878
Adjustments for :		
- Depreciation and amortisation expenses	89,548,786	90,114,138
- Income Tax (MAT)	-	-
- Interest paid	56,902,284	78,878,784
- Deferred Tax Adjustment	-	-
- Interest Received	(3,424,621)	(9,605,380)
- Capital Gain on sale of Investment	-	-
	143,026,449	159,387,542
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	205,006,211	215,355,420
Adjustments for :		
- Trade and Other Receivable	(11,286,680)	(176,610)
- Trade Payables & Other liabilities	(6,158,033)	(15,809,604)
	(17,444,113)	(15,986,214)
CASH GENERATED FROM OPERATION	187,562,098	199,369,206
- Income Tax /Advance Tax paid	(12,559,112)	(22,909,784)
NET CASH FROM OPERATING ACTIVITIES	175,002,985	176,459,422
B CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase of Fixed Assets	-	-
- Purchase of Investments	(38,543,782)	(143,374,585)
- Interest Received	3,424,621	9,605,380
- Investments declared against ITSC	-	-
- Excess booking of Fixed Assets reversed against ITSC	-	-
- Loans & Advances given	30,905,311	(87,162,257)
- Sales of Investment	-	-
NET CASH USED IN INVESTING ACTIVITIES	(4,213,850)	(220,931,462)
C CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds from issues of Share Capital	-	-
- Borrowings (Long term & Short term)	(112,590,697)	(116,053,990)
- Public Issue Expenses	-	-
- Interest paid	(56,902,284)	(78,878,784)
NET CASH IN FINANCING ACTIVITIES	(169,492,981)	(194,932,774)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,296,155	(239,404,813)
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Opening Balance)	71,265,749	310,670,562
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Closing Balance)	72,561,904	71,265,749

As per our Report of even date

For and on behalf of the Board

For Chandrakant & Sevantilal & J K Shah & Co

Chartered Accountants
Firm Registration No.101676W(P B Shah - Partner)
Membership No.32937

Place : Vadodara

Date : 30/05/2022

Amit A. Khurana
Managing Director
DIN:00003626]Mangilal Singhi
Director
[DIN:02754372

Company Secretary





NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2022

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of accounting

The financial statements have been prepared on historical cost basis and in accordance with the applicable provisions of the Companies Act, 2013 and Accounting Standards referred therein.

1.2 Revenue recognition

All revenue and expenses are accounted for on accrual basis. Revenue is recognized when no significant uncertainties exist in relation to the amount of eventual receipt.

1.3 Fixed assets

Fixed assets are stated at cost of acquisition and includes other direct/ indirect and incidental expenses incurred to put them into use.

All indirect expenses incurred during project implementation and on trial run are treated as incidental expenditure during construction and capitalised.

1.4 Depreciation

Depreciation is provided on straight line method, at the rates derived on the basis of useful life of assets and method specified in Schedule II of the Companies Act, 2013.

Freehold land is not amortised/depreciated.

1.5 Provisions and contingencies

The company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or present obligation that probably will not require an outflow of resources or where reliable estimate of the amount of the obligation cannot be made.

1.6 Inventories

Inventories are stated at the lower of cost or net realisable value.

Stores and spares are written off in the year of purchase.

1.7 Employee benefit

1.7.1 Short Term Employee Benefits

Short term employee benefits are recognised in the period during which the services have been rendered.

1.7.2 Long Term Employee Benefits

Leave encashment liabilities is accounted as and when paid.

1.8 Foreign Currency Transactions

Transaction in foreign currency is recorded at the exchange rate prevailing on the date of the transaction. Exchange rate differences resulting from foreign exchange transactions settled during the period including year-end translation of current assets and liabilities are recognized in the statement of profit and loss. In case of gains or losses arising on long term foreign currency Monetary items relating to the acquisition of depreciable assets are added to or deducted from the cost of such assets.

In respect of forward exchange contract, except in case of fixed assets, The differences between forward rate and the exchange rate at the inception of the forward exchange contract is recognized as income/expenses over the life of the contract.

Gain/Loss on settlement of transaction arising on cancellation or renewal of such a forward exchange contract is recognized as income or expense for the period.

1.9 Borrowing cost

Borrowing costs directly attributed to the acquisition of fixed assets are capitalized as a part of the cost of asset up to the date the asset is put to use. Other borrowing Costs are charged to the profit and loss account in the year in which they are incurred.

1.10 Income tax

a Tax expenses comprise of current and deferred tax.

i Provision for current income tax is made on the basis of relevant provisions of the Income Tax Act,1961 as applicable to the financial year.

ii Deferred Tax is recognized subject to the consideration of prudence on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1.11 Operating Lease

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

1.12 Claims, Demands and Contingencies

Disputed and/ or contingent liabilities are either provided for / or disclosed depending on management's judgment of the outcome.

1.13 Impairment of Asset

If internal/external indications suggest that an asset of the company may be impaired., the recoverable amount of asset/cash generating asset is determined on the balance - sheet date and if it is less than its carrying amount of the asset/cash generating unit is reduced to the said recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use of such asset/cash generating unit, which is determined by the present value of carrying amount of the estimated future cash flow.

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2022

2 SHARE CAPITAL

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
AUTHORISED CAPITAL		
1,35,00,000 (P.Y.70,00,000)Equity Shares of Rs. 10/- each	135,000,000	70,000,000
ISSUED, SUBSCRIBED, AND PAID-UP CAPITAL		
1,32,66,764 (P.Y.66,33,382) Equity Shares of Rs. 10/- Each fully paid Up (Out of the above, the Company has issued 11245465 shares of Rs 10 each fully paid up by way of bonus share out of Security Premium Reserve.)	132,667,640	66,333,820
TOTAL	132,667,640	66,333,820

2.1 The reconciliation of the number of shares outstanding is set out below.

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
	No. of Shares	No. of Shares
Number of shares at the beginning	6,633,382	6,633,382
Add:- Bonus Shares issued during the year	6,633,382	-
Add:- Further issued during the year	-	-
Number of shares at the end of year	13,266,764	6,633,382

2.2 Shares held by holding company

Amounts in INR

NAME	AS AT 31-03-2022	AS AT 31-03-2021
	No. of Shares	No. of Shares
Madhav Power Private Limited	7,042,780	3,521,390

2.3 Details of the share holders holding more than 5% shares in Company

Amounts in INR

NAME	AS AT 31-03-2022	AS AT 31-03-2021
	No. of Shares	No. of Shares
Madhav Power Private Limited	7,042,780	3,521,390
	53.09%	53.09%
Armaan Amit Trust	1,489,824	744,912
	11.23%	11.23%

2.4 Term/rights to equity shares

The Company has only one class of equity share of Rs.10 per share, each holder of equity share is entitled to One vote per share.

3 RESERVES AND SURPLUS

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
<u>Securities Premium Reserve</u>		
Opening balance	966,769,153	966,769,153
Less:- Utilized during the year for issuing Bonus Shares	66,333,820	-
	900,435,333	966,769,153
<u>Surplus (Deficit) in the statement of Profit & Loss</u>		
Opening balance	631,938,881	598,880,787
Add:- Net Profit for the year	49,420,650	33,058,094
	681,359,531	631,938,881
TOTAL	1,581,794,864	1,598,708,034





4 LONG TERM BORROWINGS

Amounts in INR

PARTICULARS	AS AT 31-03-2022		AS AT 31-03-2021	
	Non Current	Current	Non Current	Current
SECURED				
TERM LOAN FROM State Bank of India (i) Secured by exclusive charge by way of hypothecation on all the movable asset of the company, both present and future, pertaining to the project situated at Village Tikar (Parmar), Taluka Muli, Dist. Surendranagar (ii) exclusive charge cum assignment or creation of security Interest on all the right, titles, interests, benefits, claims, permits, approvals, consents and demand whatsoever of company, both present and future (iv) exclusive charge on book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future, of the company pertaining to the project (v) exclusive charge on intangible assets of the company, both present and future (vi) The Credit facilities will be secured by (a) Corporate Guarantee of Madhav Power Pvt. Ltd., Vikrama Architecture and Design Pvt. Ltd & MSK Real Estate Private Ltd (b) Personal Guarantee of Directors of the company, Repayment :- Term loan shall be paid in 140 variable monthly instalments, commencing from 1st August'2020. Rate of Interest:- 3 % above MCLR- 6 M present effective rate being 9.95 % p.a. with 6 monthly reset.	399,992,000	110,004,000	509,996,000	110,004,000
UNSECURED LOAN From Inter-Corporate	100,000		2,686,697	-
TOTAL	400,092,000	110,004,000	512,682,697	110,004,000

5 TRADE PAYABLES

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
	Trade payables Total outstanding dues of micro enterprise and small enterprise Total Outstanding dues of creditors other than micro enterprise and small enterprise	- 12,682,545
TOTAL	12,682,545	14,419,068

6 OTHER CURRENT LIABILITIES

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
	Current maturity of Long Term Debts (Refer Note No.4)	110,004,000
Tax Deducted	665,035	1,001,828
Other Liabilities	485,220	485,220
Interest accrued but not due	98,836	5,289,515
Provision for Income Tax (net of TDS)	8,773,569	7,417,607
Advance received against sale of Land	9,500,000	95,00,000
Advance received from customers	-	250,000
TOTAL	129,526,660	133,948,170

7 FIXED ASSETS

Amounts in INR

NAME OF THE ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 01-04-2021	ADDITION FOR THE YEAR	DEUCTION FOR THE YEAR	AS ON 31-03-2022	AS ON 01-04-2021	ADDITION FOR THE YEAR	Deduction on change of Dep. method WDM to SLM	AS ON 31-03-2022	AS ON 31-03-2022	AS ON 31-03-2021
Tangible assets:										
Land : Free hold	39,279,507	-	-	39,279,507	-	-	-	-	39,279,507	39,279,507
Buildings	110,913,712	-	-	110,913,712	32,348,940	3,515,964	-	35,864,904	75,048,808	78,564,772
Plant & Machineries	1,352,281,608	-	-	1,352,281,608	795,907,352	86,025,086	-	881,932,438	470,349,170	556,374,256
Office Equipment	132,932	-	-	132,932	125,050	-	-	125,050	7,882	7,882
Computer & Printers	54,400	-	-	54,400	51,681	-	--	51,681	2,719	2,719
Furniture & Fixtures	86,038	-	-	86,038	54,786	7,736	-	62,522	23,516	31,252
TOTAL	1,502,748,197	-	-	1,520,748,197	828,487,810	89,548,786	-	918,036,596	584,711,601	674,260,388
PREVIOUS YEAR	1,502,748,197	-	-	1,502,748,197	738,373,672	90,114,138	-	828,487,810	674,260,388	764,374,526

8 NON-CURRENT INVESTMENT

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
<u>INVESTMENT IN SHARES (UN QUOTED, NON TRADE, AT COST)</u>		
IN SUBSIDIARY COMPANIES		
a) In Equity Shares		
5,100 Equity Shares (Previous year 5,100) in Madhav Solar (Vadodara Rooftop) Private Limited of Rs.10 each, Fully Paid up	51,000	51,000
7,399 Equity Shares (Previous year 7,399) in Madhav Infracon (Ashta Kannod Corridor) Private Limited of Rs.10 each, Fully Paid up	73,990	73,990
11,17,399 Equity Shares (Previous year 1117399) in Madhav Infracon (Bhopal Vidisha Corridor) pvt. Ltd. Of Rs.10 each, Fully Paid up	11,173,990	11,173,990
7,399 Equity Shares (Previous year 7,399) in Madhav Infracon (Vidisha Kurwai Corridor) Private Limited of Rs.10 each, Fully Paid up	73,990	73,990
70,000 Equity Shares (Previous year 70,000) in Madhav (Sihora Silodi Corridor) Highways Private Limited of Rs.10 each, Fully Paid up	700,000	700,000
49,99,990 Equity Shares (Previous year—49,99,990) in Madhav Solar (J) Private Limited of Rs. 10 each, Fully Paid up	49,999,000	49,999,000
9800 Equity Shares (Previous year 9800) in Aspire Infracon Pvt. Ltd. Of Rs.10 each, Fully Paid up	98,000	98,000
10,000 Equity Shares (Previous year 10,000) in Sol Kar Infrastructure Private Limited of Rs.10 each, Fully Paid up	100,000	100,000
b) In Preference Shares		
1,40,50,000 Preference Shares (Previous year 140,50,000) in Madhav Solar (Vadodara Rooftop) Private Limited of Rs.10 each, Fully Paid up	140,500,000	140,500,000
88,64,000 Preference Shares (Previous year Nil) in Madhav (Sehora Silodi Corridor) Highways Private Limited of Rs. 10 each, Fully Paid up	88,640,000	88,640,000
22,40,000 Preference Shares (Previous year Nil) in Madhav Infracon (Astha Kanod Corridor) Pvt. Ltd. Of Rs.10 each, Fully Paid up	22,400,000	22,400,000



WAA SOLAR LIMITED



29,40,000 Equity Shares (Previous year Nil) in Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd. Of Rs.10 each, Fully Paid up	29,400,000	29,400,000
13,82,500 Preference Shares (Previous year 13,82,500) in Sol Kar Infrastructure Private Limited of Rs.10 each, Fully Paid up	13,825,000	13,825,000
IN ASSOCIATED COMPANIES		
a) In Equity Shares		
48,999 Equity Shares (Previous year 48,999) in Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Private Limited of Rs.10 each, fully Paid up	489,990	489,990
13,30,000 Equity Shares (Previous year 13,30,000) in MI Solar (India) Private Limited of Rs.10 each, Fully Paid up	13,300,000	13,300,000
b) In Preference Shares		
3,79,00,000 Preference Shares (Previous year 4,41,12,600) in Madhav Infra Projects Ltd. Of Rs.10 each, fully Paid up	379,000,000	441,126,000
33,18,40,000 Preference Shares (Previous year 31840000) in Madhav (Phool sagar niwas shahpura coridor) Highways pvt. Ltd. Of Rs.10 each, Fully Paid up	318,400,000	318,400,000
100,00,000 Preference Shares (Previous year :Nil) in Infinity Infrabuild Ltd. of Rs. 10 each, fully Paid up	1,000,000	-
INVESTMENT IN PARTNERSHIP FIRM		
Prakash Power	8,002,533	7,332,751
TOTAL	1,176,227,493	1,137,683,711

9 INVENTORIES

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
INVENTORIES (As Taken Valued and Certified By The Managing Director)		
Raw Material	15,269,783	9,029,111
TOTAL	15,269,783	9,029,111

10 CASH AND CASH EQUIVALENTS

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
BALANCES WITH BANKS		
In current accounts	76,15,290	9,387,007
In Fixed Deposit accounts with Corporation Bank	1,321,264	1,263,066
IDBI Bank Ltd	3,424,444	3,244,911
SBI	60,193,856	57,349,431
CASH ON HAND	7,049	21,334
TOTAL	72,561,904	71,265,749

Balances in deposits accounts with banks held as margin money deposits as Debt service reserve account.

The details of balances as on Balance sheet dates with banks are as follows:

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
IN CURRENT ACCOUNT		
Allahabad Bank A/C No.50145113858	10,805	10,805
ICICI Bank A/C no.000305017425	138,336	138,336
ICICI Bank A/Cno.171505000472	108,814	108,814
IDBI Bank A/c No.0375103000003780	2,582,636	3,650,102
IOB - Alkapuri A/c No.19502000002680	23,557	23,557
State Bank of India A/c No-39684248128- Escrow	1,392,175	56,77,103
State Bank of India A/c No-31482041118	3,358,967	(221,710)
TOTAL	7,615,290	9,387,007

11 TRADE RECEIVABLE

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
UNSECURED, CONSIDERED GOOD		
Outstanding from period exceeding 6 months from the day they are due for payment	-	-
Others	4,074,040	10,620
TOTAL	4,074,040	10,620

12 SHORT-TERM LOANS AND ADVANCES

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
UNSECURED, CONSIDERED GOOD		
Advances to Subsidiaries Companies	307,114,590	278,564,590
Advances to Associate Companies	40,985,784	100,000,000
Advances to Staff	30,953	30,953
Other Advances	22,666,800	23,107,895
TOTAL	370,798,127	401,703,438

12.1 Loan and Advances to Subsidiaries Companies

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
Advances to Subsidiaries Companies		
Madhav Solar (Vadodara Rooftop) Private Limited	6,305,000	6,305,000
Madhav Infracon (Vidisha Kurwai Corridor) Private Limited	119,554,983	119,554,983
Aspire Infracon Pvt. Ltd.	136,925,000	125,875,000
Solkar Infrastructure Pvt. Ltd.	23,229,607	26,829,607
Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.	21,100,000	-

12.2 Loan and Advances to Associates Companies

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
Advances to Associates Companies		
Infinity Infrabuild Pvt. Ltd.	-	100,000,000
Sol Kar Infrastructure Private Limited	40,958,784	-

13 OTHER CURRENT ASSETS

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
OTHERS		
Prepaid expenses	552,719	515,955
Deposit	5,697,135	5,697,135
GST Receivable	3,513,726	1,448,248
Unbilled Revenue	23,357,181	24,477,435
Interest accrued but not due	-	-
TOTAL	33,120,761	32,138,773

14 REVENUE FROM OPERATION

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED 31-03-2022	FOR THE YEAR ENDED 31-03-2021
Sale of Products	235,237,324	244,387,384
TOTAL	235,237,324	244,387,384

14.1 PARTICULARS OF SALE

Amounts in INR

NAME OF PRODUCTS	FOR THE YEAR ENDED 31-03-2022	FOR THE YEAR ENDED 31-03-2021
Solar Power	231,693,324	244,387,384
Sales of Solar Power generation System (Incl. Installation)	3,544,000	-
TOTAL	235,237,324	244,387,384





15 OTHER INCOME

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
OTHER INCOME		
Interest on Fixed deposit	3,424,621	9,605,380
Lease Rent	12,000	375,695
Insurance Claimed received	1,813,293	-
TOTAL	5,249,914	9,981,075

16 PURCHASE OF STOCK IN TRADE

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
PURCHASE OF MATERIALS IN TRADE		
Purchase during the year	-	-
# MBB half Cell Solar Modules	6,240,672	-
# Solar Cell	4,075,600	-
TOTAL	10,316,272	-

17 CHANGE OF STOCK IN TRADE

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
Change in Stock in Trade		
Stock at Commencement	9,029,111	9,029,111
Less:- Stock at Close	15,269,783	9,029,111
TOTAL	(6,240,672)	-

18 EMPLOYEE BENEFIT EXPENSES

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
EMPLOYEE BENEFIT EXPENSES		
Salary and Wages	10,969,146	11,074,841
Staff welfare	601,232	517,702
TOTAL	11,570,378	11,592,543

19 FINANCE COST

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
Interest to Banks	56,411,304	72,097,140
Finance Cost	490,980	6,781,644
TOTAL	56,902,284	78,878,784

20 OTHER EXPENSES

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
OTHER EXPENSES		
Consumable Store	61,950	40,418
Insurance Premium	841,341	609,759
Professional Fees	1,915,294	4,475,038
Director Sitting Fees	180,000	120,000
Repairs & maintenance-Others	1,854,443	130,150
Operational & Maintenance Charges	1,981,839	1,202,823
Rate & Taxes	257,748	-
Rebate	2,535,475	2,797,874
Security Expenses	15,63,000	1,575,000
Forecasting & Scheduling Charge	108,450	90,000
Expenditure towards Corporate Social Responsibility	1,895,000	-
Vehicle Hiring Charges	466,826	340,134

Deviation Settlement Charges	247,843	288,989
Share of Loss in Partnership Firm	321,863	1,366,348
Miscellaneous Expenses	1,864,366	4,436,084
	16,095,428	17,472,617
AUDITORS REMUNERATION		
Audit Fees	250,000	250,000
Certification Works	65,000	92,500
	315,000	342,500
TOTAL	16,410,428	17,815,117

21 The contingent liabilities not provided for:

- (a) Guarantees issued by the bank on behalf of the company Rs.0.04 Cr. (Previous year Rs.0.09 Cr.)
 (b) The Company has given Corporate Guarantees for Loan taken by subsidiary Companies & Associate Concern, from banks, of Rs.213.33 Cr.(P.Y. Rs.211.61 Cr.) (Loan outstanding as on 31-03-2022, Rs.110.81 Cr. (P.Y. Rs.131.63 Cr.))

22 Employee Benefits:

- (a) The Liabilities for Gratuity & leave encashment is neither ascertained nor provided by the Company.

23 The Company is a partner in M/s. Prakash Power, the details of the partners, their share in profit / loss and total capital of the partners of the firm as on 31-03-2022 are as under.

(a)

Sr. No.	Name of Partners	Share (%)
i	Shri Amit Khurana	5.00
ii	M/s. Waa Solar Limited	95.00

- (b) Total Capital of the partners as on 31-03-2022 Rs. 70,57,361.

- (c) Share of Loss in the partnership firm Prakash Power of Rs. 3,21,863 Shown under the head "Other Expenses" in the statement of Profit and Loss account.

24 The company has taken on operating lease certain assets. The total lease rent paid on the same amounting to Rs.1,80,000/- (Previous year Rs.1,80,000/-) is included under the head Guest House Rent & Office Rent. The minimum future lease rentals payable in respect thereof are as follows:

Particulars	Amount (Rs.)	Amount (Rs.)
	2021-22	2020-21
Not later than one year	-	-
Later than one year but not later than	-	-
Later than Five years	-	-

25 Related Party Transactions:

Disclosures as required by Accounting Standard -18 are given below:

Holding Company

Madhav Power Pvt. Ltd.

Subsidiary Company

Aspire Infracon Pvt. Ltd.

Madhav Solar(Vadodara

Solkar Infrastructure Pvt. Ltd.

Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd.

Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.

Directors and Key Management Personnel

Amit Khurana	Managing Director
Neelakshi Khurana	Director
Jaini Jain	Independent Director
Sumit Patel	Independent Director
Heena Parikh	Independent Director
Mangilal Singhi	Director & Chief Financial Officer
Bhumi Mehta	Company Secretary

Associate Concern

Madhav Infra Projects Ltd.

Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Pvt. Ltd.

MI Solar (India) Pvt. Ltd.

Infinity Infrabuild Pvt. Ltd

Relative of Key Management Personnel

Ashok Khurana Father of Managing Director



WAA SOLAR LIMITED



Amounts in INR

Transaction during the year	Holding Company	Subsidiary company	Associate Concern	Relative of Key Management Personnel	Key Management Personnel
Loan Received	-	-	-	-	-
	-	-	-	-	-
Repayment of Loan	2,586,697	-	-	-	-
	(300,000)	-	-	-	-
Reimbursement of Expenses	-	-	-	-	-
	-	-	(31,060)	-	-
Investment in Preference Shares	-	-	100,000,000	-	-
	-	-	-	-	-
Redemption of Preference Shares	-	-	62,126,000	-	-
	-	-	-	-	-
Loan Given	-	32,150,000	85,234,553	-	-
	-	(15,150,000)	(183,702,530)	-	-
Loan received back	-	3,600,000	144,248,769	-	-
	-	(23,305,000)	(84,130,243)	-	-
Purchase of Goods & Services	-	-	2,284,222	-	-
	-	-	-	-	-
Purchase of Investment	80,000,000	-	-	-	-
	-	-	-	-	-
Rent	-	-	-	180,000	-
	-	-	-	(180,000)	-
Director Remuneration	-	-	-	-	5,776,428
	-	-	-	-	(2,592,000)
Directors Sitting fees paid/ provided	-	-	-	-	180,000
	-	-	-	-	-
Payable as on 31/03/22	-	-	-	-	180,000
Payable as on 31/03/21	2,586,697	-	-	-	409,400
Receivable as on 31/03/22	-	307,114,590	40,985,784	-	-
Receivable as on 31/03/21	-	278,564,590	100,000,000	-	-

26 EARNING PER SHARE

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED 2021-22	FOR THE YEAR ENDED 2020-21
a Net (Loss)/Profit after Tax available for equity shareholders	4,942,065	33,058,094
b Number of Equity Shares of Rs.10/-each Weightage average outstanding at end of the year (Nos. of Shares)	12,739,728	6,633,382
c Basic/ Diluted Earning Per Share (a/b)	3.88	4.98

27 During the year, the Company had issued and allotted the Bonus Shares in the ratio of 1:1 i.e. 1 Bonus Share for every 1 Equity share held by the Shareholders ,having a face value of Rs.10/- each, by utilizing Security premium of Rs.6,63,33,820/-

28 Previous Year's figures have been regrouped, rearranged and reclassified whenever necessary.

AS per our Report of even date

For and on behalf of the Board

For Chandrakant & Sevantilal & J K Shah & Co
Chartered Accountants
Firm Registration No.101676W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director
[DIN:02754372]

(P B Shah - Partner)
Membership No.32937

Company Secretary

Place : Vadodara
Date : 30/05/2022

INDEPENDENT AUDITOR'S REPORT

Consolidated

TO THE MEMBERS OF WAA SOLAR LIMITED

1. OPINION

We have audited the accompanying Consolidated Financial Statements of Waa Solar Ltd. (hereinafter referred to as "the Holding Company"), and its Subsidiaries (together referred to as "the Group"), and its Associates comprising of the Consolidated Balance Sheet as at 31 March 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, its associates and joint ventures, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards as amended;

- a) in the case of the Consolidated Balance Sheet, of the consolidated statement of affairs of the Group and its associates as at March 31, 2022;
- b) in the case of the Statement of Profit and Loss, of the Loss of the Group and its associates and joint ventures for the year ended on that date; and
- c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group and its associates for the year ended on that date;

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our opinion is not modified in respect of the above matter.

2. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to be communicated in our report.

3. INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENT AND AUDITOR'S REPORT THERE ON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained 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.

4. RESPONSIBILITIES OF ANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the Consolidated Financial Position, Consolidated Financial Performance, Consolidated Cash Flow Statement of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group and its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, its associates and joint ventures and for preventing and detecting the frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of presentation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate companies and joint ventures are responsible for assessing the ability of the Group and of its associate companies and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group and of its associate companies and joint ventures are responsible for overseeing the financial reporting process of the Group and of its associate companies and joint ventures.





5. AUDITORS' RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, if applicable, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

6. OTHER MATTERS:

We have relied on the audited financial statement of seven subsidiary companies, which are audited by the other auditors. The financial statements of the subsidiary companies reflect total assets of Rs. 81.85 Crores as at 31st March, 2022, total revenue of Rs. 7.31 crores for the year then ended and total Net profit of Rs. 98.73 Lakhs for the year ended 31st March, 2022. These financial statements as approved by the Board of Directors of the respective Company have been furnished to us by the management and our report in so far as it relates to amounts included in respect of these subsidiaries is based solely on such approved audited financial statements.

We have relied upon the audited financial statements of one Associate, wherein Group's share of net profit after tax is Rs. 18.90 Lakhs for the year ended March 31, 2022. These audited financial statements as approved by the board of Directors of the Associate have been furnished to us by the management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of this Associates is based solely on such approved audited financial statements.

Our report on the Statement is not modified in respect of our reliance on the interim financial information / results certified by the management.

7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

I. As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, its associates and its joint ventures, as referred in the 'Other Matters' paragraph, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended;
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiaries, and its associates and joint ventures incorporated in India, none of the directors of the Group's companies, its associates and joint ventures are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company, its subsidiaries, its associates and joint ventures incorporated in India, refer to our separate report in "Annexure A" to this report;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations and commitments on the consolidated financial position of the Group;
 - ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring the amount required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries companies, its associates and joint ventures incorporated in India.
 - iv.
 - i) The Holding Company Management has represented that, to the best of its knowledge and belief, 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 Holding Company, its subsidiaries and its associates 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, its subsidiaries and its associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - ii) The Holding Company Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company, its subsidiaries and its associates from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company, its subsidiaries and its associates shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - iii) Based on such audit procedures that we have 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) contain any material mis-statement.
- V. There is no dividend declared or paid during the year by the Holding Company.
- II. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary and its associate included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For CHANDRAKANT & SEVANTILAL & J.K. SHAH & Co.
CHARTERED ACCOUNTANTS
FRN: 101676W

P.B. SHAH
PARTNER
M. No.: 032937

UDIN: 22032937AJXOYL5956

Place: Vadodara
 Date: 30/05/2022

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Waa Solar Ltd ("the Company") and in respect of its subsidiary, associate, joint venture companies wherein such audit of internal financial controls over financial reporting was carried out by other Auditors whose reports have been forwarded to us and have been appropriately dealt with by us in making this report as on 31st March, 2022 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.



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

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting 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") and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements of the Company were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company, its subsidiary company, its associate company and its joint venture company has, in all material respects, an internal financial controls with reference to financial statements of the Company and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and the operating effectiveness of the internal financial controls over financial reporting in so far as it relates to subsidiary company and associate companies, which are incorporated in India, are based on the corresponding reports of the auditors of such companies incorporated in India. Our Opinion is not modified in respect of above matter.

For CHANDRAKANT & SEVANTILAL & J.K. SHAH & Co.
CHARTERED ACCOUNTANTS
FRN: 101676W

P.B. SHAH
PARTNER

M. No.: 032937

UDIN: 22032937AJXOYL5956

Place: Vadodara
Date: 30/05/2022

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2022

Amounts in INR

PARTICULARS	NOTE NO		AS AT 31-03-2022		AS AT 31-03-2021
I EQUITY AND LIABILITIES					
1 Shareholders' Funds					
(a) Share Capital	2	132,667,640		66,333,820	
(b) Reserves and Surplus	3	1,588,260,470	1,720,928,110	1,582,003,862	1,648,337,682
(c) Non-controlling interest			185,697,799		180,957,742
2 Non-current Liabilities					
(a) Long-term Borrowings	4	941,062,268		1,139,089,128	
(b) Long-term Provision		-		-	
(c) Deferred tax Liabilities (Net)		-	941,062,268	-	1,139,089,128
3 Current Liabilities					
(a) Short-term Borrowings		-	-	-	-
(b) Trade Payable	5	-	-	-	-
Total outstanding dues of micro enterprise and small enterprise		-	-	-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprise		25,067,927	-	22,198,077	-
(c) Other Current Liabilities	6	230,167,667	255,233,594	227,901,542	250,099,619
TOTAL			3,102,920,771		3,218,484,171
2 ASSETS					
1 Non-current Assets					
(a) Fixed Assets					
Tangible assets	7	878,229,352		982,667,545	
Intangible assets		342,690,666		399,546,162	
(b) Non-current Investment	8	874,345,876	2,095,265,894	821,483,793	2,203,697,500
2 Current Assets					
(a) Inventories	9	25,705,921		9,718,596	
(b) Cash and Bank Balances	10	151,384,727		138,684,913	
(c) Trade Receivable	11	132,572,511		108,075,879	
(d) Short-term loans and advances	12	644,333,197		705,911,916	
(e) Other current assets	13	53,658,522	1,007,654,877	52,395,366	1,014,786,670
TOTAL			3,102,920,771		3,218,484,171
Significant Accounting Policies and Notes on Financial Statements	1 to 29				

As per our Report of even date

For and on behalf of the Board

For Chandrakant & Sevantilal & J K Shah & Co

Chartered Accountants
Firm Registration No.101676WAmit A. Khurana
Managing Director
[DIN:00003626]Mangilal Singhi
Director
[DIN:02754372](P B Shah - Partner)
Membership No.32937

Company Secretary

Place : Vadodara
Date : 30/05/2022

WAA SOLAR LIMITED



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2022

Amounts in INR

PARTICULARS	NOTE NO		FOR THE YEAR ENDED 31-03-2022		FOR THE YEAR ENDED 31-03-2021
INCOME					
I Revenue from Operation	14	460,022,997		441,566,738	
II Other Income	15	10,555,359		12,815,908	
III Total Revenue			470,578,356		454,382,646
IV EXPENDITURE					
Purchase of Stock in Trade	16	17,401,148		919,278	
Change of Stock in Trade	17	(6,240,672)		-	
Changes in work in Progress	18	(9,746,000)		(689,485)	
Employee Benefits Expenses	19	22,628,300		17,675,323	
Finance Costs	20	118,179,679		149,740,915	
Depreciation and Amortization Expense	7	161,294,000		163,886,634	
Other Expenses	21	83,878,129		57,640,487	
Total Expenses			387,393,620		389,173,153
V Profit/(Loss) Before Tax			83,184,736		65,209,494
VI Tax Expenses:					
Current tax		-		-	
MAT		14,328,523		11,688,587	
Deferred tax		-		-	
Short / (Excess) provision of earlier year		5,845,029	20,173,552	13,530,118	25,218,705
VII Profit for the year before share of profit of Associates			63,011,184		39,990,789
Share of Profits of Associates			14,318,301		2,999,462
Profit/(Loss) for the year before non-controlling interest			77,329,485		42,990,250
VIII Non-controlling Interests			4,739,057		2,474,159
IX Profit /(Loss) for the year attributable to owners of the Company			77,590,428		40,516,091
X Earnings per equity share of face value of Rs.10 each					
Basic & Diluted			5.70		6.11
Significant Accounting Policies and Notes on Financial Statements	1 to 29				

As per our Report of even date

For and on behalf of the Board

For Chandrakant & Sevantilal & J K Shah & Co
Chartered Accountants
Firm Registration No.101676W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director
[DIN:02754372]

(P B Shah - Partner)
Membership No.32937

Company Secretary

Place : Vadodara
Date : 30/05/2022

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2022

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED 31-03-2022	FOR THE YEAR ENDED 31-03-2021
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) After Tax and Extraordinary Items	72,590,428	40,516,091
Adjustments for :		
- Depreciation and amortisation expenses	161,293,689	163,886,634
- Income Tax (MAT)	20,173,552	25,218,705
- Interest paid	118,179,679	149,740,915
- Deferred Tax Adjustment	-	-
- Interest Received	(5,415,945)	(12,154,622)
- Capital gain on sale of Investment	-	-
	294,230,975	326,691,632
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	366,821,403	367,207,723
Adjustments for :		
- Trade and Other Receivable	(41,747,112)	2,595,272
- Trade Payables & Other liabilities	5,138,975	(5,012,619)
	(36,608,137)	(2,417,347)
CASH GENERATED FROM OPERATION	330,213,266	364,790,376
- Income Tax /Advance Tax paid	(20,173,552)	(25,218,705)
NET CASH FROM OPERATING ACTIVITIES	310,039,714	339,571,672
B CASH FLOW FROM INVESTING ACTIVITIES		
- Advance received against Sales of Fixed Assets		9,500,000
- Sales / (Purchase) of Investments	(52,862,083)	(54,279,947)
- Loan Given	61,573,719	(97,194,848)
- Interest Received	5,415,945	12,154,622
- Excess booking of Fixed Assets reversed against ITSC	-	-
- Investment declared against ITSC	-	-
- Adjustment of Assets -Liabilities -admission & omission of Subsidiaries	-	(53,009,300)
NET CASH USED IN INVESTING ACTIVITIES	14,127,581	(182,829,473)
C CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds from issues of Share Capital	-	-
- Public Issue Expenses	-	-
- Increase /(Decrease) of Non controlling Interest	(4,739,057)	(62,178,350)
- Borrowings (Long Term and Short Term)	(198,026,860)	(173,261,895)
- Interest Paid	(118,179,679)	(149,740,915)
NET CASH IN FINANCING ACTIVITIES	(311,467,482)	(385,181,160)
NET INCREASE IN CASH AND CASH EQUIVALENTS	12,699,813	(28,438,962)
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Opening Balance)	138,684,913	367,123,875
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Closing Balance)	151,384,727	138,684,913

As per our Report of even date

For and on behalf of the Board

For Chandrakant & Sevantilal & J K Shah & Co

Chartered Accountants
Firm Registration No.101676W(P B Shah - Partner)
Membership No.32937Place : Vadodara
Date : 30/05/2022Amit A. Khurana
Managing Director
[DIN:00003626]Mangilal Singhi
Director
[DIN:02754372]

Company Secretary



SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022

1 BASIS OF CONSOLIDATION

A. Basis of Accounting:

The Consolidated Financial Statements relates to Waa Solar Limited, its Subsidiary Companies and Associate Company are drawn up to the same reporting date as of the Company, i.e., year ended 31st March, 2022.

B. Principle of Consolidation:

- i) The Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard – AS-21 (Consolidated Financial Statements) & Accounting Standard – AS-23 (Accounting for Investments in Associates in Consolidated Financial Statements) issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements have been prepared on the following basis.
- a) The Financial Statements of the Company and its Subsidiary Companies are combined on a line by line basis by adding together the book value of the like item of assets, liabilities, income and expenses after fully eliminating intra group balances and intra group transactions resulting in unrealised profit.
- ii) The difference between the Company's cost of investments in the subsidiaries over its position of equity at the time of acquisition of the shares is recognised in the Consolidated Financial Statements as Goodwill or Capital Reserves as the case may be.
- iii) The Consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and presented to the extent possible, in the financial statements.
- a) The Subsidiary Companies considered in the Consolidated Financial Statements are :

Name of the Company	Country of Incorporation	% of Ownership interest as on 31 st March' 22
Sol Kar Infrastructure Private Limited	India	100.00
Madhav Solar (J) Private Limited	India	99.99
Madhav Infracon (Bhopal Vidisha Corridor) Private Limited	India	99.77
Madhav Infracon (Astha Kannod Corridor) Private Limited	India	73.99
Madhav Infracon (Vidisha Kurwai Corridor) Private Limited	India	73.99
Madhav (Sehora Silodi Corridor) Highway Private Limited	India	70.00
Aspire Infracon Private Limited	India	64.05
Madhav Solar (Vadodara Rooftop) Private Limited	India	51.00

- b) The group has adopted and accounted for investment in the following Associates using the "Equity Method" as per AS-23 issued by the ICAI in this CFS.

Name of the Company	Country of Incorporation	% of Ownership interest as on 31 st March' 22
MI Solar (India) Pvt. Ltd.	India	44.19
Madhav (Phoolsagar Niwas Shahpura Corridor) Highway Private Limited	India	48.99

C. Other Significant Accounting Policies:

These are set out under "Significant Accounting Policies" as given in the Company's separate statements.

NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2022

2 SHARE CAPITAL

PARTICULARS	Amounts in INR	
	AS AT 31-03-2022	AS AT 31-03-2021
AUTHORISED CAPITAL 1,35,00,000 (P.Y.70,00,000)Equity Shares of Rs. 10/- each	135,000,000	70,000,000
ISSUED, SUBSCRIBED, AND PAID-UP CAPITAL 1,32,66,764 (P.Y.66,33,382) Equity Shares of Rs. 10/- Each fully paid Up (Out of the above, the Company has issued 11245465 shares of Rs 10 each fully paid up by way of bonus share out of Security Premium Reserve.	132,667,640	66,333,820
TOTAL	132,667,640	66,333,820

2.1 The reconciliation of the number of shares outstanding is set out below.

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
	No. of Shares	No. of Shares
Number of shares at the beginning	6,633,382	6,633,382
Add:- Bonus Shares issued during the year	6,633,382	-
Number of shares at the end of year	13,266,764	6,633,382

2.2 Shares held by holding company

NAME	AS AT 31-03-2022	AS AT 31-03-2021
	No. of Shares	No. of Shares
Madhav Power Private Limited	7,042,780	3,521,390

2.3 Details of the share holders holding more than 5% shares in Company

NAME	AS AT 31-03-2022	AS AT 31-03-2021
	No. of Shares	No. of Shares
Madhav Power Private Limited	7,042,780	3,521,390
	53.09%	53.09%
Armaan Amit Trust	1,489,824	744,912
	11.23%	11.23%

2.4 Term/rights to equity shares

The company has only one class of equity share of Rs.10 per share, each holder of equity share is entitled to One vote per share.

3 RESERVES AND SURPLUS

PARTICULARS	Amounts in INR	
	AS AT 31-03-2022	AS AT 31-03-2021
<u>Securities Premium Reserve</u>		
Opening balance	966,769,153	966,769,153
Add:- Received on issue of shares during the year	66,333,820	-
Less:- Public Issue expenses	-	-
	900,435,333	966,769,153
<u>Surplus (Deficit) in the statement of Profit & Loss</u>		
Opening balance		
Add:- Income disclosed against Income Tax Settlement Commission	615,234,709	574,718,618
Add:- Net Profit for the year	72,590,428	40,516,091
	687,825,137	615,234,709
TOTAL	1,588,260,470	1,582,003,862





4 LONG TERM BORROWINGS				
PARTICULARS	AS AT 31-03-2022		AS AT 31-03-2021	
	Non Current	Current	Non Current	Current
	SECURED			
<p>TERM LOAN FROM State Bank of India</p> <p>(i) Secured by exclusive charge by way of hypothecation on all the movable asset of the company, both present and future, pertaining to the project situated at Village Tikar (Parmar), Taluka Muli, Dist. Surendranagar (ii) exclusive charge cum assignment or creation of security Interest on all the right, titles, interests, benefits, claims, permits, approvals, consents and demand whatsoever of company, both present and future (iv) exclusive charge on book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future, of the company pertaining to the project (v) exclusive charge on intangible assets of the company, both present and future (vi) The Credit facilities will be secured by (a) Corporate Guarantee of Madhav Power Pvt.Ltd., Vikrama Architecture and Design Pvt. Ltd & MSK Real Estate Private Ltd (b) Personal Guarantee of Directors of the company, Repayment :- Term loan shall be paid in 140 variable monthly instalments, commencing from 1st August'2020.</p> <p>Rate of Interest:- 3 % above MCLR- 6 M present effective rate being 9.95 % p.a. with 6 monthly reset.</p>	399,992,000	110,004,000	509,996,000	110,004,000
<p>Small Industries Development Bank of India</p> <p>Secured by</p> <p>(i) First charge by way of hypothecation of the company's Movable including movables, Plant, Machinery, Machinery spares, tools & accessories, office equipments, computers, furniture & fixtures, both present and future ; (ii) First charges on the company's book-debt, operating cash flows, receivables, commissions, revenue of whatsoever nature & wherever arising from , intangible asset including goodwill, uncalled capital, present & future ,(iii) First charge or assignment of (1) all the rights, titles, interest benefits, claims and demands whatsoever of the company in the Project Documents (including PPA), duly acknowledge and consented to by the relevant counter-parties to such Projects Documents, all as amended varied or supplemented from time to time; (2) all the rights, title, interest, benefits, claims and demands whatsoever of the company in the clearance in the respect of the Project, (3) all the rights, titles, interest, benefits ,claims and demands whatsoever of the company in any letter of credit, guarantee, performance bond provided by to any party to the major projects Document and (4) all insurance contracts/ insurance proceeds in respect of the project. (iv) First charges on the Letter of Credit, Escrow Account, Debt Service Reserve Account and other reserve and bank account of the company, wherever maintained. (v) First charges by way of mortgage in favour of SIDBI of several immovable properties owned by Zeel Hospitality Pvt. Ltd, Bindiya Khurana, Neelakshi Khurana & Lien on FDR having aggregate face value of Rs.50 Lakhs. Personal guarantee of the Directors of the Company Mr. Amit Khurana, Mrs. Neelakshi Khurana, Miss Bindiya Khurana and Mr. Ashok Khurana, Corporate Guarantee of M/S Waa Solar Pvt. Ltd. & Zeel Hospitality Pvt. Ltd.</p> <p>Repayment:-Term Loan shall be payable in 138 Monthly instalments , commencing from 3rd quarter of F.Y.2015-16 Rate of Interest :-12.95% p.a.</p>	89,550,000	28,250,000	99,850,000	30,000,000
<p>State Bank of India</p> <p>Secured by</p> <p>(i) A first mortgage on all immovable assets and , first charge by way of hypothecation on all movable assets of the</p>	329,420,481	69,800,000	403,481,644	69,800,000

company ,both present and future; (ii) a first charge/ assignment on all the intangible assets of the company , including but not limited to the goodwill, rights, undertakings and uncalled capital both present and future. (iii) A first charge on all the company's bank accounts including, without limitation, the Escrow Account and the Debt Service Revenue Account (iv) First charge/ assignment of security interest on the company's right under the concession agreement, Project Documents, Contracts, Licenses, permits, approvals, consents in respect of the captioned projects; (v) Assignment of contactor guarantees, liquidated damages, letter of credit, guarantee or performance bond and insurance policies pertaining to the project on pari-passu basis, and noting the interest of the lenders. (vi) Assignment of toll collection right along with escrow on future toll collection, The aforesaid security would rank pari-passu with all the senior lenders joined to finance the project under consortium arrangement.(vii) Personal guarantee of the Directors of the Company Mr. Amit Khurana & Smt. Neelakshi Khurana.				
UNSECURED LOAN				
From Related Parties	121,999,787	-	120,799,787	-
From Inter-Corporate	1,00,000	-	4,961,697	-
TOTAL	941,062,268	208,054,000	1,139,089,128	209,804,000

5 TRADE PAYABLES

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
Trade payables		
Total outstanding dues of micro enterprise and small enterprise		-
Total Outstanding dues of creditors other than micro enterprise and small enterprise	25,066,927	22,198,077
TOTAL	25,066,927	22,198,077

6 OTHER CURRENT LIABILITIES

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
Current maturity of Long Term Debts (Refer Note No.4)	208,054,000	209,804,000
Tax Deducted	1,149,189	1,261,999
Other Liabilities	485,220	515,220
Interest accrued but not due	799,606	6,110,667
Advance received from Customer	-	294,735
Provision for Income Tax (net of TDS)	7,611,111	414,921
Advance received against Sales of Land	95,00,000	95,00,000
TOTAL	227,599,126	227,901,542



7 FIXED ASSETS

Amounts in INR

NAME OF THE ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS ON 01-04-2021	ADDITION FOR THE YEAR	DEUDCTION FOR THE YEAR	AS ON 31-03-2022	AS ON 01-04-2021	ADDITION FOR THE YEAR	DEUDCTION FOR THE YEAR	AS ON 31-03-2022	AS ON 31-03-2021
Tangible assets:									
Land: Free hold	39,279,507	-	-	39,279,507	-	-	-	39,279,507	39,279,507
Buildings	110,913,712	-	-	110,913,712	32,348,940	3,515,964	-	75,048,808	78,564,772
Plant & Machineries	1,743,811,547	-	-	1,743,811,547	879,067,679	100,903,224	-	763,840,644	864,743,868
Office Equipment	132,932	-	-	132,932	125,050	-	-	7,882	7,882
Computer & Printers	54,400	-	-	54,400	51,681	-	-	2,719	2,719
Furniture & Fixtures	188,282	-	-	188,282	146,849	10,458	-	30,975	41,433
Vehicle	312,557	-	-	312,557	285,193	8,547	-	18,817	27,364
TOTAL	1,894,692,937	-	-	1,894,692,937	912,025,392	104,438,193	-	878,229,353	982,667,545
PREVIOUS YEAR	1,884,032,753	10,660,184	-	1,894,692,937	807,350,033	104,675,359	-	912,025,392	1,042,132,230
Intangible Assets:									
Operation, Maintenance & Transfer Project Expenditure (Toll Collection Right) at Bhopal Vidisha Corridor, MP	103,258,162	-	-	103,258,162	103,258,162	-	-	103,258,162	-
Operation, Maintenance & Transfer Project Expenditure (Toll Collection Right) at Astha Kannod Corridor, MP	116,324,570	-	-	116,324,570	116,324,570	-	-	116,324,570	-
Operation, Maintenance & Transfer Project Expenditure (Toll collection Right) at Vidisha Kurwai Corridor, MP	147,768,583	-	-	147,768,583	147,768,583	-	-	147,768,583	-
## Built, Operate & Transfer Project Expenditure (Toll Collection Right) at Sihora Silodi Corridor, MP	770,690,805	-	-	770,690,805	371,144,642	56,855,496	-	428,000,138	399,546,163
TOTAL	1,138,042,120	-	-	1,138,042,120	738,495,958	56,885,496	-	795,351,454	399,546,163
PREVIOUS YEAR	1,138,042,120	-	-	1,138,042,120	679,284,683	59,211,275	-	738,495,958	458,757,437



8 NON-CURRENT INVESTMENT

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
<u>INVESTMENT IN SHARES (UN QUOTED, NON TRADE, AT COST)</u>		
IN ASSOCIATED COMPANIES		
<u>a) In Equity Shares</u>		
48,999 Equity Shares (Previous year 48999) in Madhav (Phoolsagar Niwas Shahpur Corridor) Highways Pvt. Ltd. Of Rs.10 each, fully Paid up	16,695,559	3,212,604
1,33,000 Equity Shares (Previous year 1,33,000) in MI Solar India Pvt. Ltd. Of Rs.10 each, Fully Paid up	14,412,193	13,576,847
2,40,000 (Previous Year : 2,40,000) Equity Shares of Sainergy Industrial Products Pvt. Ltd. Of Rs.10 each ,Fully Paid up	2,400,000	2,400,000
3,60,000 (Previous Year : 3,60,000) Equity Shares of Vikrama Architecture & Design Pvt. Ltd. Of Rs.10 each, Fully Paid up	3,600,000	3,600,000
45,000 (Previous Year : 45,000 Equity Shares of Zeel Hospitality Pvt. Ltd. Of Rs.10 each, Fully Paid up	450,000	450,000
10000 (Previous Year 10000) Equity shares of Aspire Confra Pvt Ltd of Rs. 10 each	31,385,590	31,385,590
<u>b) In Preference Shares</u>		
3,79,00,000 Preference Shares (Previous year :4,41,12,600) in Madhav Infra Projects Ltd. Of Rs.10 each, fully Paid up	379,000,000	441,126,000
100,00,000 Preference Shares (Previous year :Nil) in Infinity Infrabuild Ltd. Of Rs.10 each, fully Paid up	100,000,000	-
3,18,40,000 Preference Shares (Previous year 3,18,40,000) in Madhav (Phool sagar niwas shahpura coridor) Highways pvt. Ltd. Of Rs.10 each, Fully Paid up	318,400,000	318,400,000
<u>INVESTMENT IN PARTNERSHIP FIRM</u>		
Prakash Power	8,002,533	7,332,751
TOTAL	874,345,876	821,483,793

9 INVENTORIES

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
INVENTORIES		
(As Taken Valued and Certified By The Managing Director)		
Raw Material	15,269,783	9,029,111
Work-in Progress	10,436,138	689,485
TOTAL	25,705,921	9,718,596

10 CASH AND CASH EQUIVALENTS

Amounts in INR

Particulars	AS AT 31-03-2022	AS AT 31-03-2021
BALANCES WITH BANKS		
In current Accounts	13,055,061	19,196,240
In Escrow Accounts	-	-
In Fixed Deposit accounts with		
Union Bank	22,881,264	88,23,066
IDBI Bank Ltd	3,424,444	32,44,911
SIDBI	16,957,722	16,099,152
SBI	91,700,271	87,936,906



WAA SOLAR LIMITED



CASH ON HAND	3,365,965	3,384,639
TOTAL	151,384,727	138,684,913

Balances in deposits accounts with banks held as margin money deposits as Debt service reserve account.

11 TRADE RECEIVABLE

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
UNSECURED, CONSIDERED GOOD		
Outstanding from period exceeding Six months from the day they are due for payment	-	-
Others	132,572,511	108,075,879
TOTAL	132,572,511	108,075,879

12 SHORT-TERM LOANS AND ADVANCES

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
UNSECURED, CONSIDERED GOOD		
Advances to Associate Companies	620,838,563	682,354,382
Advances to Staff	366,847	372,782
Other Advances	23,127,787	23,184,752
TOTAL	644,333,197	705,911,916

13 OTHER CURRENT ASSETS

Amounts in INR

PARTICULARS	AS AT 31-03-2022	AS AT 31-03-2021
OTHERS		
Prepaid expenses	1,065,933	957,466
Preliminary & Pre-Operative Expenses	2,856,823	2,837,256
Deposit	8,243,230	8,284,623
GST Receivable	4,166,016	1,559,297
Interest accrued on FDR	1,061,642	1,213,506
Unbilled Revenue	23,882,654	25,276,286
Interest accrued but not due	520,157	404,865
Provision for Annuity Income	10,159,239	10,159,239
Provision for Income Receivable	1,702,828	1,702,828
TOTAL	53,658,522	52,395,366

14 REVENUE FROM OPERATION

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED 31-03-2022	FOR THE YEAR ENDED 31-03-2021
Sale of Products	460,022,997	44,156,6738
TOTAL	460,022,997	441,566,738

14.1 PARTICULARS OF SALE

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED 31-03-2022	FOR THE YEAR ENDED 31-03-2021
Solar Power	300,708,775	299,133,129
Toll Collection	35,170,222	20,703,771
Annuity from MPRDC	120,600,000	120,600,000
Sales of Goods	-	1,129,838
Solar Cell	3,544,000	-
TOTAL	460,022,997	441,566,738

15 OTHER INCOME

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
OTHER INCOME		
Interest on Fixed deposit	5,415,945	12,154,622
Insurance claim	4,718,476	-
Lease Rent	12,000	375,695
Interest on Income Tax Refund	348,118	2,775
Misc. credit Balances written off	21,094	282,816
Miscellaneous Income	-	-
Capital Gain on Sales of Investment	39,726	-
Compensation receivable due to termination of Toll	-	-
TOTAL	10,555,359	12,815,908

16 PURCHASE OF STOCK IN TRADE

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
PURCHASE OF MATERIAL IN TRADE		
Purchase during the year	17,401,148	919,278
TOTAL	17,401,148	919,278

17 CHANGE OF STOCK IN TRADE

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
MATERIAL CONSUMED		
Stock at Commencement	90,29,111	90,29,111
Less: Stock at close	15,269,783	90,29,111
TOTAL	(6,240,672)	-

18 CHANGES IN WORK IN PROGRESS

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
Opening Stock of Work in Progress	689,485	-
Less: Closing stock of work in Progress	10,436,138	689,485
TOTAL	(9,746,653)	(689,485)

19 EMPLOYEE BENEFIT EXPENSES

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2022
EMPLOYEE BENEFIT EXPENSES		
Salary and Wages	20,858,439	16,613,585
Staff welfare	1,769,861	1,061,738
TOTAL	22,628,300	17,675,323

20 FINANCE COST

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
Interest to Banks	117,353,422	142,648,805
Finance Cost	826,257	7,092,110
TOTAL	118,179,679	149,740,915





21 OTHER EXPENSES

Amounts in INR

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2022	31-03-2021
OTHER EXPENSES		
Consumable Store	176,063	154,088
Director Sitting Fees	180,000	120,000
Green Incentive to Roof owner	8,986,938	9,730,537
Insurance Premium	1,786,911	1,351,503
Professional Fees	2,682,648	5,287,169
Repairs & maintenance-Others	4,785,079	2,444,524
Road Maintenance Charges	35,345,895	20,032,170
Operational & Maintenance Charges	16,937,477	2,553,757
Rate & Taxes	257,748	-
Rebate	2,840,474	3,160,779
Security Expenses	2,735,074	2,271,923
Forecasting and Scheduling Charges	108,450	90,000
Vehicle Running Expenses	108,566	161,788
Vehicle Hiring Charges	622,430	340,134
Share of Loss in Partnership Firm	321,863	1,366,348
Loss due to termination of toll	-	-
Deviation Settlement Charges	247,843	288,989
Miscellaneous Expenses	3,271,449	1,971,962
Bad Debts	-	5,699,096
	83,469,909	57,204,767
AUDITORS REMUNERATION		
Audit Fees	337,320	337,320
Tax Audit Fees	5,900	5,900
Certification Works	65,000	92,500
	408,220	435,720
TOTAL	83,878,129	57,640,487

22 The contingent liabilities not provided for:

- a Guarantees issued by the bank on behalf of the company Rs.0.04 Cr. (Previous year Rs.0.09 Cr.)
- b The Company has given Corporate Guarantees for Loan taken by subsidiary Companies & Associate Concern, from banks, of Rs.213.33 Cr.(P.Y. Rs.211.61 Cr.) (Loan outstanding as on 31-03-2021, Rs.110.81 Cr. (P.Y. Rs.131.63 Cr.))

23 Employee Benefits:

- A The Liabilities for Gratuity & leave encashment is neither ascertained nor provided by the Company.

24 The Company is a partner in M/s. Prakash Power, the details of the partners, their share in profit / loss and total capital of the partners of the firm as on 31-03-2022 are as under.

(a)

Sr. No.	Name of Partners	Share (%)
i	Shri Amit Khurana	5.00
ii	M/s. Waa Solar Pvt.Ltd.	93.00

- b Total Capital of the partners as on 31-03-2022 Rs. 70,57,361.
- c Share of Loss in the partnership firm Prakash Power of Rs. 3,21,863 Shown under the head "Other Expenses" in the statement of Profit and Loss account.

25 The company has taken on operating lease certain assets. The total lease rent paid on the same amounting to Rs.1,80,000/- (Previous year Rs.1,80,000/-) is included under the head Guest House Rent & Office Rent. The minimum future lease rentals payable in respect thereof are as follows:

Particulars	Amount Rs.
	2021-22
Not later than one year	-
Later than one year but not later than five years	-
Later than Five years	-

26 RELATED PARTY TRANSACTIONS:

Disclosures as required by Accounting Standard -18 are given below:

Holding Company

Madhav Power Pvt. Ltd.

Associate Concern

Madhav Infra Projects Ltd.

Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Pvt. Ltd.

Infinity Infrabuild Limited

Badi Baktara Toll Private Limited

Madhav Heights Private Limited

Madhav Urja Private Limited

Directors and Key Management Personnel [KMP]

Name of Directors / KMP	Position Held
Amit Khurana	Managing Director
Neelakshi Khurana	Director
Jaini Jain	Independent Director
Heena Parikh	Independent Director
Sumit Patel	Independent Director
Mangelal Singhi	Director & Chief Financial Officer
Bhumi Mehta	Company Secretary

Relative of Key Management Personnel

Ashok Khurana	Father of Managing Director
---------------	-----------------------------

Amounts in INR in Lakhs

Transaction during the year	Holding Company	Associate Concern	Key Management Personnel / Relative of Key Management Personnel
Loan Received	-	1,961.90	117.00
	-	(392.75)	-
Repayment of Loan	25.87	1,992.11	30.00
	(3.00)	(370.00)	-
Repairs & Maintenance Expenses	-	315.59	.-
	-	(200.32)	.-
Green Incentive Expenses	-	-	0.34
	-	-	(0.58)
Reimbursement of expenses	-	-	-
	-	(7.38)	-
Investment in Preference Shares	-	1,000	-
	-	-	-
Redemption of Preference Shares	-	621.26	-
	-	-	-
Loan Given	-	1,586.69	-
	-	(2,291.64)	-
Loan received back	-	2,065.11	-
	-	(1,315.66)	-
Sale of Goods	-	198.72	-
	-	-	-
Purchase of Goods & Services	-	22.84	-
	-	-	-
Purchase of Investment	-	-	-
	(800.00)	-	-
Rent	-	-	1.80
	-	-	(1.80)
Director remuneration	-	-	57.76
	-	-	(25.92)
Directors Sitting fees paid/provided	-	-	1.80
Payable as on 31/03/22	-	215.48	88.91
Payable as on 31/03/21	25.87	22.75	-
Receivable as on 31/03/22	-	3,751.12	-
Receivable as on 31/03/21	-	4,167.44	-



WAA SOLAR LIMITED**27 EARNING PER SHARE**

PARTICULARS	FOR THE YEAR ENDED
	31-03-2022
a Net (Loss)/Profit after Tax available for equity shareholders (Rs.)	72,590,428
b Number of Equity Shares of Rs.10/-each Weightage average outstanding at end of the year (Nos. of Shares)	12,739,728
c Basic/ Diluted Earning Per Share (Rs. a/b)	5.70

28 During the year, the Company had issued and allotted the Bonus Shares in the ratio of 1:1 i.e. 1 Bonus Share for every 1 Equity share held by the Shareholders ,having a face value of Rs.10/- each ,by utilising Security premium of Rs.6,63,33,820/-

29 Previous Year's figures have been regrouped, rearranged and reclassified whenever necessary.

AS per our Report of even date

For and on behalf of the Board

For Chandrakant & Sevantilal & J K Shah & Co
Chartered Accountants
Firm Registration No.101676W

Amit A. Khurana
Managing Director
 [DIN:00003626]

Mangilal Singhi
Director
 [DIN:02754372]

(P B Shah - Partner)
Membership No.32937

Company Secretary

Place : Vadodara
Date : 30/05/2022



WAA SOLAR LIMITED

Regd. Office: Madhav House, Nr. Pancharatna Building, Subhanpura, Vadodara – 390023

Corporate Identity Number (CIN): L40106GJ2009PLC076764

Tel-Fax. 0265 2290722, Email: info@waasolar.org, website: www.waasolar.org

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WAA SOLAR LIMITED



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Amit A. Khurana	Chairman & Managing Director
Mrs. Neelakshi Khurana	Director
Mr. Mangi Lal Singhi	Director
Ms. Jaini Jain	Independent Director
Mr. Sumitkumar J. Patel	Independent Director
Mrs. Heena Parikh	Independent Director

BOARD COMMITTEES

Audit Committee

Mr. Sumitkumar Patel - Chairman
Ms. Jaini Jain
Mr. Amit Khurana
Mr. Mangilal Singhi

Nomination and Remuneration Committee

Ms. Jaini Jain - Chairman
Mr. Sumitkumar Patel
Mr. Mangi Lal Singhi

Stakeholder's Relationship Committee

Ms. Jaini Jain - Chairman
Mr. Mangi Lal Singhi
Mr. Sumitkumar Patel

CHIEF FINANCIAL OFFICER

Mr. Mangilal Singhi

COMPANY SECRETARY

Ms. Nikita Sadhwani (w.e.f. 31st August, 2022)
Ms. Bhumi Vaid [Up to 10th June, 2022]

BANKERS

State Bank of India

REGISTERED OFFICE

Waa Solar Limited

CIN:L40106GJ2009PLC076764

Madhav House

Near Panchratna Building

Subhanpura, Vadodara 390023

Tel: 0265 2290722

Website: www.waasolar.org

ANNUAL GENERAL MEETING

Date : Monday, September 25, 2023

Time : 04:00 P.M. through VC/OAVM

STATUTORY AUDITORS

M/s. JCH & Associates, Chartered Accountants, Vadodara

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

S6-2, 6th floor Pinnacle Business Park

Next to Ahura Centre

Mahakali Caves Road

Andheri (East) Mumbai - 400093

Tel: 022 62638200

Website: www.bigshareonline.com

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NOTICE

NOTICE is hereby given that the 14th Annual General Meeting (AGM) of the Members of **Waa Solar Limited** will be held on Wednesday, the 27th day of September, 2023 at 04:00 P.M. through Video Conference / Other Audio Visual Means, to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statement:

To consider and adopt the Audited Financial Statement (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors' thereon.

2. Appointment of Shri Mangi Lal Singhi as a Director, who liable to retire by rotation:

To appoint a Director in place of Shri Mangi Lal Singhi (DIN- 02754372), who retires by rotation and being eligible, offers himself for re-appointment and in this regards to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company, be and is hereby accorded to the reappointment of Mr. Mangi Lal Singhi (DIN- 02754372) as a Director, to the extent that he is required to retire by rotation.”

SPECIAL BUSINESS:

3. Re-Appointment of Mr. Sumitkumar Jayantibhai Patel (DIN: 08206567) as an Independent Director

To Re-Appoint Mr. Sumitkumar Jayantibhai Patel (DIN: 08206567) as Independent Director of the Company and in this regards to consider and, if through fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the re-appointment of Mr. Sumitkumar Jayantibhai Patel (DIN: 08206567), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as a Non-Executive Independent Director of the Company for the second consecutive term of five years i.e. from September 28, 2023 up to September 27, 2028, and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

4. Authorisation and Ratification to Advance any Loan or Give Guarantee or to provide Security under section 185 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

“RESOLVED THAT in suppression of earlier resolution passed, pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 (“The Act”) read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to ratify and authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt or give any guarantee or provide any security over the Company’s assets in respect of any loans or advances taken/granted by Company or any entity which is a subsidiary or associate or joint venture of the Company or any Partnership Firm / LLPs or any other person in whom any of the Directors of the Company is interested / deemed to be interested up to an aggregate sum of Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, any Guarantee, providing any security and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board
for **Waa Solar Limited**

Date: August 29, 2023
Place: Vadodara

Amit A. Khurana
Chairman & MD
[DIN:00003626]



**NOTES:**

- As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@waasolar.org between September 24, 2023 (9:00 a.m. IST) to September 26, 2023 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
- A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- Pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting, as furnished as annexure to the Notice. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder. Members desirous of any relevant information or clarifications on accounts at the Annual General Meeting are requested to write to the Company at least ten days before the date of the Annual General Meeting so as to enable the Management to keep the information ready at the Meeting.
- Trading / Transfer in the shares of the Company shall compulsorily be done in dematerialized form only *w.e.f.*, April 01, 2019.** Pursuant to SEBI Press Release No. 12/2019 dated 27th March, 2019, SEBI had clarified that the investors may continue to hold such shares in physical form even after the 1st April, 2019 subject to condition that investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized. Shareholders are therefore advised to dematerialize your physical shareholding at the earliest, if not yet already done. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.
- The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2023 to 27th September, 2023 (including both days).
- The 14th Annual Report for FY 2022-23 of the Company is also available on the Company's website: www.waasolar.org/Investors/Annual Reports.
- The shareholders are hereby informed that all the correspondence of the shares or updation of Email address is addressed to the Registrar & Share Transfer Agent **M/s Bigshare Services Private Limited**.
- The Annual Report and Notice of 14th Annual General Meeting, is being sent by electronic mode to all members whose email addresses are registered with the Registrar/ Depository Participant (s) unless a member has requested for the hard copy of the same. For members who have not registered their email addresses, physical copies of aforesaid documents on demand are sent by the permitted mode. Members may also note that Notice and Annual Report 2022-23 will be available on the Company's website: www.waasolar.org

**VOTING THROUGH ELECTRONIC MEANS AND
INSTRUCTION FOR ATTENDING THE MEETING THROUGH VC OR OAVM**

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.waasolar.org. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 24.09.2023 at 09:00 A.M. and ends on 26.09.2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20.09.2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20.09.2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

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

NSDL Mobile App is available on










Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

How to Log-in to NSDL e-Voting website?

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- (a) If are already registered for e-Voting, then you can user your existing password to login and cast your vote you.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
- (c) How to retrieve your 'initial password'?
 - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - II. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- (a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.





4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to khasociates2016@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@waasolar.org
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@waasolar.org. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@waasolar.org between September 24, 2023 (9:00 a.m. IST) to September 26, 2023 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
7. Mr. Haresh Kapuriya, Practicing Company Secretary (CP No. 16749), Partner of M/s. KH & Associates (Practicing Company Secretaries), Vadodara has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.waasolar.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.



**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3**

The following statement sets out all material facts relating to the resolution to be passed as mentioned in the accompanying Notice. Mr. Sumitkumar Jayantibhai Patel (DIN: 08206567) was appointed as a Non-Executive Independent Director of the Company, for a period of 5 (five) years, with effect from September 28, 2018 to September 27, 2023, in terms of the provisions of Section 149 of the Act and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the first term of five years of Mr. Sumitkumar Jayantibhai Patel, as a Non-Executive Independent Director of the Company, expired on September 27, 2023.

Based on the skills, competence and expertise in understanding, of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, contribution in the Board and Committee meetings, performance evaluation, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the re-appointment of Mr. Sumitkumar Jayantibhai Patel would be beneficial to the Company.

On recommendation of the Board of Directors and Nomination and Remuneration Committee, Mr. Sumitkumar Jayantibhai Patel (DIN-DIN-08206567 is re-appointment as a Non-Executive Independent Director for a second consecutive term from September 28, 2023 up to September 27, 2028, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Sumitkumar Jayantibhai Patel has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel.

In the opinion of the Board, Mr. Sumitkumar Jayantibhai Patel is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relative except Mr. Sumitkumar Jayantibhai Patel, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice. The Board recommends the Special Resolution set out at Item No.3 of the Notice for approval by the members.

Item No. 4

Pursuant to Section 185(2) of the Companies Act, 2013 provides that the Company shall not advance any loan (including any loan represented by a book debt) or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in (as defined in the explanation provided in Section 185(2)) without the consent of the Company by way of a special resolution passed by its shareholders in a general meeting.

The Company may have to render support for the business requirements and for that to advance any loan including any loan represented by a book debt or give any guarantee or provide any security over the Company's assets in respect of any loans or advances taken/granted by Company or any entity which is a subsidiary or associate or joint venture of the Company or any Partnership Firm / LLPs or any other person in whom any of the Directors of the Company is interested / deemed to be interested, from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities except to the Subsidiary Company.

The Board of Directors seek consent of the Members for ratification and authorization to the Board by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017 or as amended time to time) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for its business activities and other matters connected and incidental thereon for their principal business activities to the extent of Rs. 200 Crore (Rupees Two Hundred Crore).

The Directors recommend the Item No. 4 of the Notice for consent and approval by the shareholders.

None of the Directors (except Chairman and Managing Director), Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution. The resolution as set out in item No. 4 of this Notice is accordingly recommended for your approval.

Profile of Director(s) recommended for appointment / re-appointment as required under to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Name of Director	Shri Mangi Lal Singhi	Mr. Sumitkumar Jayantibhai Patel
DIN	02754372	08206567
Date of Birth	05/05/1959	12/07/1990
Nationality	Indian	Indian
Date of Appointment on the Board	October 27, 2017	-
Qualifications	Graduate in Commerce	Commerce Graduate, Company Secretary
Expertise	Finance, Accounting & Treasury Management	Finance & Company Law
Brief Resume	Over 35 years of experience in the field of Accounts, Finance, Banking and Management Immense knowledge, strength in the fields of Accounts to be maintain.	Over 7 Years of experience in the field of Finance, Broking, consultancy and in Company Law.
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed by the shareholders at the Extra Ordinary General Meeting, appointed as Non-executive Director, liable to retire by rotation	As per the resolution at Item No. 3 of the Notice of Convening Annual General Meeting on September 25, 2023 read with explanatory Statement
Details of Remuneration last drawn	NIL	NIL
Number of Board meetings attended during the year (Financial Year 2022-23)	5	5
Directorship held in other Companies	7	2
Listed Entities from which he has resigned as Director in past 3 years:	NIL	NIL
Memberships / Chairmanships of committees of other companies	NIL	NIL
Shareholding in the Company	NIL	NIL





DIRECTORS' REPORT

To,
The Members,
Waa Solar Limited

The Director presents the 14th Annual Report of your Company together with the audited standalone and consolidated financial statements for the financial year ended March 31, 2023.

1. FINANCIAL HIGHLIGHTS

Financial Results of the Company for the year under review along with the figures for previous year are as follows:

2. OPERATION AND PERFORMANCE REVIEW

(Rs. in Lakhs) except per equity share data)

Particulars	Year Ended on 31.03.2023	Year ended on 31.03.2022	Year Ended on 31.03.2023	Year ended on 31.03.2022
	Standalone Results		Consolidated Results	
Net Sales/ Income from Operation	2580.64	2,352.37	4904.27	4,600.20
Other Income	38.04	52.50	65.23	105.56
Total Income	2618.68	2,404.87	4969.50	4,705.78
Profit before interest, Depreciation & Tax	2140.52	2,084.31	3608.43	3,626.58
Less Interest (Financial Cost)	472.37	569.02	1005.56	1,181.80
Depreciation	878.39	895.49	1595.77	1,612.94
Profit Before Tax	789.76	619.80	1007.10	831.84
Less Previous years Adjustments	2.52	17.13	2.55	58.45
Provision for Current year Income Tax	138.21	108.46	174.06	143.28
Net Profit after tax	649.04	494.21	830.49	630.11
Add: Balance carried from Profit & Loss A/c	-	-	208.28	143.18
Less: Provision for earlier year taxation	-	-	-	-
Minority Interest	-	-	54.47	47.39
Net Profit after tax and adjustments	649.04	494.21	984.30	725.90
Dividends: Interim Dividend	-	-	-	-
Dividends: Final Dividend (Proposed)	-	-	-	-
Transferred to general Reserve	649.04	494.21	984.30	725.90
Balance carried to the balance sheet				
EPS (Basic)	4.89	3.88	7.42	5.70
EPS (Diluted)	4.89	3.88	7.42	5.70

Standalone Results

The Company achieved revenue from operations of Rs. 2,580.64 Lakhs against Rs.2,352.37 and EBITDA of Rs. 2,140.52 lakhs as against Rs. 2,084.31 in the previous year. Net Profit for the year is Rs. 649.03 Lakhs as compared to net profit of Rs. 494.21 Lakhs in the previous year. The Company has incurred the more profit as compare to last year.

Consolidated Results

The Company achieved revenue from operations of Rs. 4,904.27 Lakhs against Rs. 4,600.20 and EBITDA of Rs. 3,608.43 lakhs as against Rs. 3,626.58 Lakhs respectively in the previous year. Net Profit for the year is Rs. 984.30 Lakhs as compared to net profit of Rs. 725.90 Lakhs in the previous year. The Company has incurred the more profit as compare to last year.

3. DIVIDEND

The Board of your Company has not recommended any dividend on equity shares for the year ended.

4. TRANSFER TO RESERVES

During the financial year under review, the Company has transferred its net profit to general reserve account for further expansion of business.

5. PROJECT UNDER REVIEW

During the year under review the projects set up by your Company i.e. 10.25 MW (DC) capacity of ground mounted Solar PV Power Project at Village Tikar (Parmar), Taluka Muli, District Surendra-nagar, Gujarat and 100 KWP at Raja Bhoj Airport, Bhopal on Built, Own and Operate ("BOO") basis has regular generation and no major change in business operation. Other Projects through SPVs are also in streamline operation and getting regular power generation.

6. CAPITAL

The capital of the Company during the year and at the end of the year is Rs. 13,26,67,640/-

7. ANNUAL RETURN

In Accordance with the Companies Act, 2013 and applicable rules thereunder, the Annual Return in the prescribed format is available at <http://www.waasolar.org/investor/annualreport.html>

8. NUMBER OF BOARD MEETINGS HELD

The Board of Directors met Five times during the year, which are on dated 22/04/2022, 30/05/2022, 31/08/2022, 12/11/2022 and 20/02/2023.

9. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosure to the Board that they have fulfill all the requirements as to qualify for their appointment as an Independent Director u/s 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down u/s 149(6) of the Companies Act, 2013 and the regulation 25 of SEBI (LODR) Regulations, 2015.

10. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

In accordance with Section 178 of the Companies Act, 2013 and the Listing Regulations, the 'Nomination and Remuneration Policy' as approved by the Nomination and Remuneration Committee of the Board of Directors is available on the Company's website (www.waasolar.org).

11. CORPORATE GOVERNANCE

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of para C, D and E of schedule V as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, Corporate Governance report is not required. However, our company has adhered to corporate governance by having optimum combination of independent directors and executive directors on Board of our Company.

12. COMMITTEES OF THE BOARD**A. AUDIT COMMITTEE**

The Audit Committee of your Company has been constituted as per the requirements of Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

The Audit Committee comprises 3 (Three) Non-Executive Directors (NED) and 1 (one) Executive Director as members. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Auditors of the Company attend the Meetings of the Audit Committee on invitation of the Chairman of the Committee. The Composition of Audit Committee, is given below:

Mr. Sumitkumar Patel - Chairman, NED & ID
Mr. Amit Khurana - Member, ED

Ms. Jaini Jain- Member, NED & ID
Mr. Mangilal Singhi - Member, NED

During the Financial Year 2022-23, the Audit Committee met Four times on 22/04/2022, 30/05/2022, 12/11/2022 & 20/02/2023.

B. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

The Stakeholder's Relationship Committee comprises 3 (three) Non-Executive Directors as Members.

Ms. Jaini Jain - Chairperson, NED & ID
Mr. Mangilal Singhi - Member, NED

Mr. Sumitkumar Patel - Member, NED & ID

During the Financial Year 2022-23, he Stakeholder's Relationship Committee met 2 (Two) times on 30/05/2022 & 12/11/2022.

C. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II). The Chairman of the Committee is an Independent Director.

The Nomination and Remuneration Committee comprises 3 (Three) Non-Executive Directors as members. The Composition of Nomination and Remuneration Committee is given below:

Ms. Jaini Jain - Chairperson, NED & ID
Mr. Mangilal Singhi - Member, NED

Mr. Sumitkumar Patel - Member, NED & ID

During the Financial Year 2022-23, the Stakeholder's Relationship Committee met 1 (One) times on 31/08/2022.

13. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors confirm to the best of their knowledge and belief that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;





- c) the directors had taken proper and sufficient care 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;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year, your Company have given Loan or any Guarantee or provided any Security or made any investment which covered under section 186 of the Companies Act, 2013. The details of loans made by the Company during the year, mentioned as below:

(Rs. In Crore)

Sr. No.	Name of Entity	Relationship	Amount of Loan Made	Purpose of Loan
1	Infinity Infrabuild Limited	Associate Concern	02.00	General Business Purpose
2	Madhav Solar (Vadodara Roof-top) Pvt. Ltd.	Subsidiary Company	02.66	General Business Purpose
3	Aspire Infracon Pvt. Ltd.	Subsidiary Company	02.06	General Business Purpose
4	Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd.)	Subsidiary Company	0.02	General Business Purpose

During the year the Company has not given any additional Guarantee to any body Corporate.

During the year the Company has made investment as mentioned herein as under:

(Rs. In Crore)

Sr. No.	Name of Entity	Amount
1	Prakash Power	0.03

15. PARTICULARS OF CONTRACTS / ARRANGEMENTS WITH RELATED PARTIES

Pursuant to the provisions of section 188 of Companies Act, 2013. All the related party transactions entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Accordingly, information in form AOC-2 is not annexed.

16. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo for the financial year under review as required to be given under Section 134(3)(m) of the Companies Act, 2013 and the Rules made thereunder. Your Company having business of power generation and transmission to the concern authority by Solar Power Projects which required optimum use of energy. Your Company absorbed best technology and product during setting its solar power project. Your Company has not been spend any money towards research and development. Your Company during year under review has not entered in transaction towards foreign exchange earnings and outgo.

17. INSURANCE & RISK MANAGEMENT

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits etc. In terms of the Listing Regulations, as it is not mandatorily required, the Company has not constituted a Risk Management Committee. However Board has considered the necessary risk in solar industry and evaluated the same.

18. BOARD EVALUATION

SEBI (LODR) Regulations, 2015, mandates that, the Board has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings. The Chairman was also evaluated on the key aspects of his role. In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

19. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, the Company has Re-appointed Ms. Jaini Jain (DIN: 07859496) as an Independent Director of the Company for the Second consecutive Term of Five Years.

* Ms. Bhumi Vaid (Mehta) was resigned from the post of Company Secretary with effect from 10th June, 2022 and Ms. Nikita Sadhwani joined as a Company Secretary and Compliance Officer of the Company with effect from 31st August, 2022.

The Company had obtain certificate from the Practicing Company Secretary on None of the Directors are disqualified, Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annex as Annexure B.

20. SUBSIDIARIES

As on March 31, 2023, the Company has 8 subsidiaries in terms of the Companies Act, 2013, a list of which is given under Annual Return the forming part of this Annual Report. The salient features of the financial statement of subsidiaries / joint ventures / associates and their contribution to the overall performance of the Company during the period under review have been provided in Form AOC-1 as Annexure A and Notes to Accounts respectively both forming part of this Annual Report.

21. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

There is to certify by the Practicing Company Secretary that none of the Directors of the Board of the Company, as listed hereunder for the financial year ended 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Director of the Companies as per Annexure B.

22. LISTING OF SECURITIES OF THE COMPANY

Your Company is listed on BSE Limited through SME Listing and having scrip code is 541445. The Company has paid the Annual Listing Fees to the Stock Exchange as required.

23. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as required in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is annexed and forming part of the Directors' Report.

24. SIGNIFICANT AND MATERIAL EVENTS AND ORDERS

During the financial year under review, There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and your Company's operations in future.

25. AUDITOR'S AND THEIR REPORT

M/s. JCH & Associates, Chartered Accountants (Registration No. 134480W), who were appointed as the Statutory Auditors of the Company who can hold the office till the 18th AGM of the Company. The Auditors report for financial year ended on March 31, 2023 does not contain any qualification, reservation or adverse remark. The Auditors report enclosed with the financial statements in the Annual Report.

26. SECRETARIAL AUDITORS

Mr. Haresh Kapuriya of M/s. KH & Associates, Practicing Company Secretaries, was appointed to conduct secretarial audit of the Company for the year ended on March 31, 2023, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report given by Secretarial Auditors in Form No. MR-3 has been annexed herewith as Annexure -C to this report. The Board has appointed Mr. Haresh Kapuriya of M/s. KH & Associates, Practicing Company Secretaries, as secretarial auditor of the Company.

27. CREDIT RATING

Your Company has been assigned a rating of CARE BBB+ (Plus) (Stable) for Long Term Bank Limits of Rs. 48 Crores. The rating is assigned by CARE.

28. PARTICULARS OF EMPLOYEES

None of the employee was drawing in excess of the limits prescribe under section 197 (12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been annexed herewith as Annexure - D to this report.

29. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of the Companies Act, 2013 and amendments and rules made thereunder are attract applicability to the Company and the Company has formulated CSR policy as provided under Section 135 of the Companies Act, 2013. The Company is committed to discharging its social responsibility as a good corporate citizen. The Corporate Social Responsibility Report has been annexed herewith as Annexure- E to this report.

30. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended March 31, 2023, no complaint was received.

31. POLICIES

The SEBI (LODR) Regulations, 2015 mandate to formulations of certain policies for all listed Companies. Accordingly, the Company has formulated the Policies for the same as the Company believed to retain and encourage high level of ethical standard in business transactions. All our Policies are available on our website www.waasolar.org.

32. ACKNOWLEDGEMENT

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thank the employees at all levels, our consistent growth was made possible by their hard work, solidarity, cooperation and support.

**For and on behalf of the Board of Directors
Waa Solar Limited**

Date: August 29, 2023

Place: Vadodara

Amit A Khurana
[DIN:00003626]

Chairman & Managing Director





FORM NO. AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/
joint ventures

Part “A”: Subsidiaries Companies

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

Subsidiary Company

Sr. No	Particulars	Details	Details	Details	Details	Details*	Details*	Details*	Details*
1	Name of the subsidiary	MS(J)PL ¹	MI (BVC) PL ²	MI (VKC) PL ³	MI (AKC) PL ⁴	MS (VR) PL ⁵	M (SSC) H PL ⁶	AIPL ⁷	SIPL ⁸
2	Reporting period for the subsidiary concerned	31.03.2023	31.03.2023	31.03.2023	31.03.2023	31.03.2023	31.03.2023	31.03.2023	31.03.2023
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	NA	NA	NA	NA
4	Share capital	500.00	112.00	295.00	225.00	1,406.00	2,759.00	1.53	139.25
5	Reserves & surplus	-	67.73	(437.33)	(126.37)	251.21	224.53	-	82.60
6	Total assets	500.35	179.82	1055.51	98.81	3,164.40	6,359.07	2,710.472	441.04
7	Total Liabilities	0.35	0.09	1197.84	0.18	1,507.19	3,375.54	2,708.94	219.19
8	Investments	64.50	-	-	-	-	-	313.85	-
9	Turnover	-	-	-	-	740.20	1,526.24	-	57.18
10	Profit before taxation	-	(0.06)	(1.99)	(0.07)	36.32	160.15	-	22.98
11	Provision for taxation	-	-	-	-	6.88	24.86	-	4.14
12	Profit after taxation	-	(0.06)	(1.99)	(0.07)	29.44	135.28	-	18.84
51	Proposed Dividend	-	-	-	-	-	-	-	-
14	% of shareholding	99.99	99.77	73.99	73.99	51.00	70.00	64.05	100.00

¹ Madhav Solar (J) Private Limited

³ Madhav Infracon (Vidhisha Kurwai Corridor) Private Ltd

⁵ Madhav Solar (Vadodara Rooftop) Private Limited

⁷ Aspire Infracon Private Limited

² Madhav Infracon (Bhopal Vidisha Corridor) Private Ltd

⁴ Madhav Infracon (Astha Kannod Corridor) Private Ltd

⁶ Madhav (Sehora Silodi Corridor) Highway Private Ltd

⁸ Sol Kar Infrastructure Private Limited

Part “B”: Associate Companies

(Information in respect of each associate to be presented with amounts in Rs. Lakhs)

Sr. No.	Name of Associates/ Joint Ventures	MPNS ₁	MISPL ₂
1	Latest Audited B/S Date	31/03/2023	31/03/2023
2	Shares of Associate/Joint Ventures held by the company on the year end:	48.99%	44.19%
3	No. of Shares	48,999	13,30,000
4	Amount of Investment in Associates	2,100.00	0
5	Extend of Holding %	48.99	44.19%
6	Description of how there is significant influence	Common Management	Common Management
7	Reason why the associate/joint venture is not consolidated	NA	NA
8	Net worth attributable to shareholding as per Audited B/S	2,592.36	154.62
9	Profit/Loss for the year	408.29	18.68
i.	Considered in Consolidation	243.22	8.25
ii.	Not Considered in Consolidation	253.25	10.43

Associates Company

¹ Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Private Limited

² MI Solar (India) Private Ltd

Certificate by a Company Secretary in Practice

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Waa Solar Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Waa Solar Limited having CIN: L40106GJ2009PLC076764 and having its registered office at Madhav House, Plot No. 04, Near Panchratna Building, Subhanpura, Vadodara 390023 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In our opinion and to the best of our information and according to verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment	Date of Cessation
1	Mr. Amit Khurana	00003626	26-12-2017	NA
2	Mr. Magilal Singhi	02754372	27-10-2017	NA
3	Mr. Sumitkumar Patel	08206567	28-09-2018	NA
4	Ms. Jaini Jain	07859496	20-02-2018	NA
5	Mrs. Neelakshi Khurana	00027350	01-04-2021	NA
6	Mrs. Heena Parikh	02879703	01-04-2021	NA

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

This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. This Certificate has been issued at the request of the Company to make disclosure in its Board's Report of the financial year ended March 31, 2023.

For K H & Associates
Practicing Company Secretaries

Place: Vadodara
Date: 26/08/2023
UDIN:A026109E000872671

Haresh Kapuriya
Partner
ACS No. 26109; CP No. 16749



**FORM MR -3
SECRETARIAL AUDIT REPORT**

(For the Financial year ended on 31st March, 2023)

[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,
WAA SOLAR LIMITED
Madhav House,
Near Panchratna Building,
Subhanpura,
Vadodara-390023

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by the Company (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 **WAA SOLAR LIMITED** books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company, for the financial year ended on 31st March, 2023, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings. – Not Applicable to the Company during the Audit period;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable to the Company during the Audit period;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – Not Applicable to the Company during the audit period;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable to the Company during the audit period ;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not Applicable to the Company during the audit period and
 - h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 - Not Applicable to the Company during the audit period.

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

- (i) (Mandatory) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited, including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR')

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above. Further, as per representation of management letter, the, company has complied with all the clauses of the contractual agreement entered by it and all relevant industry specific provisions of laws are compiled by the Company. However, the company has granted the intercorporate loans on which no interest has been charged, which is required to be charged per section of the 186(7) Companies Act,2013.

Further, as per representation of management letter, the company has complied with all the clauses of the contractual agreement entered by it and all relevant industry specific provisions of laws are compiled by the Company.

We further report that;

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance, 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.

During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report (by way of information) that during the audit period, the Company has passed following Special Resolution at the Annual General Meeting of the Company held on 24.09.2022 :

- I. Authorization and Ratification to Advance any Loan or Give Guarantee or to provide Security under section 185 of the Companies Act, 2013 up to an aggregate sum of Rs.200,00,00,000/- (Rupees Two Hundred Crores Only),

We further state that my report of even date is to be read along with "**Annexure – A**" appended hereto.

**For K H & Associates
Practicing Company Secretaries**

Place: Vadodara
DATE: 24/08/2023
UDIN: A026109E000858061

**Haresh Kapuriya
Partner
ACS No. 26109; CP No. 16749**

"Annexure – A"

To,
The Members,
WAA SOLAR LIMITED

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 the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided 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. Wherever 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 procedures 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 K H & Associates
Practicing Company Secretaries**

Place: Vadodara
DATE: 24/08/2023
UDIN: A026109E000858061

**Haresh Kapuriya
Partner
ACS No. 26109; CP No. 16749**





DISCLOSURE IN THE BOARD'S REPORT UNDER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

Sr. No.	Particulars	Directors Name	Ratio to median Remuneration
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23	Mr. Amit Khurana Ms. Neelakshi Khurana Mr. Mangilal Singhi & Other Independent Directors	3.83% 3.83% 1.06% Nil
2	The percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive Officer, Company Secretary or Manager if any in the financial year	Directors' /CFO/CEO/CS/ Manager Name	% increase in Remuneration
		Mr. Amit Khurana, MD	0.00%
		Ms. Neelakshi Khurana	0.00%
		Company Secretary Chief Financial Officer	0.00% 0.00%
3	Percentage increase in the median remuneration of employees in the financial year 2022-23	Nil Increment was given to the employee	
4	Number of employees on the rolls of the Company	As on 31.03.2023 14	As on 31.03.2022 20
5	Explanation on the relationship between average increase in remuneration and Company performance	The Profit Before Tax for the year ended on 31.03.2023 increased by 27.42 % whereas the increase in the median remuneration was average. The average increase in median remuneration was in line with the performance of the Company.	
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	Remuneration of Key Managerial Personnel has increased by 0%, in comparison to a of PBT before extraordinary items	
7	Variation In	31.03.2023	31.03.2022
	Market Price (Rs. Per Share)	37.00	40.65
	Market Capitalization (Crore)	49.08 CR	53.93 CR
	Earnings Per Share (Rs.)	4.89	3.88
	Price Earning Ration	7.57	10.47
8	Average percentile increase in the salaries of employees other than Managerial Personnel in last financial year and its comparison with the percentile increase in the managerial remuneration.	The average increase in employees' salary during the year 2022-23 is NIL.	
9	Comparison of Remuneration of each of the Key Managerial Personnel against the Performance of the Company. (The total revenue of the Company has Increased to Rs. 25.81 Crores from Rs. 23.52 Crores and increased in Profits Before Tax is 27.42 % in F.Y. 2022-23)	Name of KMP	Increment in Remuneration
		Mr. Amit Khurana (MD) Ms. Neelakshi Khurana [WTD]	Nil
		Mr. Mangilal Singhi [CFO] Ms. Bhumi Vaid [CS] Ms. Nikita Sadhwani (CS)	Nil
10	Key Parameter for any variable component of remuneration availed by the Directors	The variable component of remuneration of Directors is as 5.00% of Profits and is based on performance	
11	Ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable	
The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.			

REPORT ON CORPORATE SOCIAL RESPONSIBILITY**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

In adherence to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors upon the recommendation of CSR Committee, in its Meeting held on June 29, 2019, approved a CSR Policy of the Company. The Policy available on the website of the Company www.waasolar.org.

CSR policy of the Company encompasses the Company's philosophy for describing its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large.

2. The Composition of CSR Committee

The Company's CSR Committee comprises three members of which two are Non- Executive Director of the Company, and is chaired by an Independent Director. The composition of the Committee is set out below:

Name	Category	Designation
Ms. Jaini Jain	Non- Executive Independent	Chairperson
Mr. Mangilal Singhi	Non Executive Non-Independent	Member
Mr. Amit Khurana	Executive Non- Independent	Member

3. Average net profit of the Company for last three financial years

The Average Net Profit of three financial years preceding the reporting financial year (*i.e.* 2021-22, 2020-21 & 2019-20) calculated in accordance with section 135 of the Companies Act, 2013 is Rs. 617.95 Lakhs.

4. Prescribed CSR Expenditure (two percent of amount stated in item 3 above)

The prescribed CSR Expenditure to be incurred during the financial year *i.e.* 2022-23 is Rs. 12.35 Lakhs.

5. Details of CSR spent during financial year

(a) Total amount to be spent for Financial Year: 12.35 Lakhs

(b) Amount unspent, if any: NIL

(c) Manner in which amount spent during the financial year: The Company has sent Rs. 12.35 Lakhs towards the CSR Expenditure by way of the Donation to the Rama Memorial Foundation, who carrying the activities of Providing Education and helping to the poor and needy people.

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Not Applicable.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the Company.

Date: May 26, 2023

Place: Vadodara

(Jaini Jain)

Chairman of CSR Committee

(Amit Khurana)

Managing Director





MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. FORWARD-LOOKING STATEMENTS

This Report contains statements that constitute 'forward looking statements' including, without restraint, statements relating to the expectations, projections and implementation of strategic initiatives and other statements relating to the future business growth/ developments and economic performance. This statements based on certain expectations, believes, projections and future expectations concerning, the development of strategic growth, market risks, uncertainties and other factors depends on the management's thoughts. It could be differ from actual performance and results, to differ significantly from Management's thoughts / expectations.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

The government-backed policy initiatives along with the consistent fall in cost of solar technology boosted solar energy sector as seen in increased participation by both, domestic and global players in project tenders. The changing dynamics driven by maturing technologies have shifted the trend from plain standalone solar and wind projects, to rising interest in more complex projects including hybrid, RTC, peak power, floating solar and storage.

The Indian renewable energy sector is the fifth in solar power and fourth in renewable power installed capacity, as of 2020. Installed renewable power generation capacity has gained pace over the past few years, posting a CAGR of 15.92% between FY16-22. India is the market with the fastest growth in renewable electricity, and by 2026, new capacity additions are expected to double.

With the increased support of the Government and improved economics, the sector has become attractive from an investor's perspective. As India looks to meet its energy demand on its own, which is expected to reach 15,820 TWh by 2040, renewable energy is set to play an important role.

The government-backed policy initiatives along with the consistent fall in cost of solar technology boosted solar energy sector as seen in increased participation by both, domestic and global players in project tenders. The changing dynamics driven by maturing technologies have shifted the trend from plain standalone solar and wind projects, to rising interest in more complex projects including hybrid, RTC, peak power, floating solar and storage.

The country is targeting about 450 Gigawatt (GW) of installed renewable energy capacity by 2030 – about 280 GW (over 60%) is expected from solar.

According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), FDI inflow in the Indian non-conventional energy sector stood at US\$ 12.57 billion between April 2000-June 2022. More than Rs. 5.2 lakh crore (US\$ 70 billion) has been invested in India's renewable energy sector since 2014. According to the analytics firm British Business Energy, India ranked 3rd globally in terms of its renewable energy investments and plans in 2020.

Some major investments and developments in the Indian renewable energy sector are as follows:

- (a) US\$ 2.4 billion National Hydrogen Mission for production of 5 MMT by 2030 and US\$ 36 million additional in budget.
- (b) 59 solar parks of aggregate capacity 40 GW have been approved in India.
- (c) Solar Parks in Pavagada (2 GW), Kurnool (1 GW) and Bhadla-II (648 MW) included in top 5 operational solar parks of 7 GW capacity in the country.
- (d) The world's largest renewable energy park of 30 GW capacity solar-wind hybrid project is under installation in Gujarat.
- (e) India offers a great opportunity for investments in RE sector; \$196.98 Bn worth of projects underway in India.
- (f) Wind Energy has an offshore target of 30 GW by 2030 with three potential sites identified.
- (g) In August 2022, Norfund, who manage the Norwegian Climate Investment Fund, and KLP, Norway's biggest pension company, signed an agreement to buy a 49% share of a 420 MW solar power plant in Rajasthan for Rs. 2.8 billion (US\$ 35.05 million).
- (h) India has generated 47.64 BU of solar power in the first half of 2022, a 34% YoY increase.
- (i) Investment in renewable energy in India reached a record US\$ 14.5 billion in FY22, an increase of 125% over FY21.
- (j) Ayana Renewable Power Pvt Ltd (Ayana) announced plans to set up renewable energy projects totaling 2 gigawatts (GWs) with an investment of Rs. 12,000 crore (US\$ 1.53 billion) in Karnataka.
- (k) India ranked third on the EY Renewable Energy Country Attractive Index 2021.
- (l) In February 2022, Creduce Technologies-HCPL JV announced winning the bid for India's single largest hydro power carbon credits project with Satluj Jal Vidyut Nigam, which will create more than 80 million carbon credits.

(m) In February 2022, Husk Power Systems, a renewable energy company working towards rural electrification, secured a US\$ 4.2 million loan from the Indian Renewable Energy Development Agency (IREDA).

(n) In October 2021, Reliance New Energy Solar Ltd. (RNESL) announced two acquisitions to build more capabilities. Both acquisitions – REC Solar Holdings AS (REC Group), a Norway-based firm, and Sterling & Wilson Solar, based in India – exceeded US\$ 1 billion and are expected to contribute to Reliance's target of achieving the capacity of 100 GW of solar energy at Jamnagar by 2030.

(o) The NTPC is expected to commission India's largest floating solar power plant in Ramagundam, Telangana by May-June 2022. The expected total installed capacity is 447MW.

(p) The Solar Energy Corporation of India (SECI) implemented large-scale central auctions for solar parks and has awarded contracts for 47 parks with over 25 GW of combined capacity.

Under the Union Budget 2022-23, the allocation for the Solar Energy Corporation of India (SECI), which is currently responsible for the development of the entire renewable energy sector, stood at Rs. 1,000 crores (US\$ 132 million). In the Budget, the government allocated Rs. 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules. Indian Railways is taking increased efforts through sustained energy efficient measures and maximum use of clean fuel to cut down emission level by 33% by 2030.

3. GOVERNMENT INITIATIVES

Some initiatives by Government of India to boost India's renewable energy sector are as follows:

In Budget 2023-24, Green Growth identified is one of the nodes in the SAPTARISHI (seven priorities).

In Budget 2023-24, US\$ 1.02 billion (Rs. 8,300 crore) central sector support for ISTS infrastructure for 13 GW renewable energy from Ladakh was announced.

In the Union Budget 2022-23, the allocation for the Solar Energy Corporation of India (SECI), which is currently responsible for the development of the entire renewable energy sector, stood at Rs. 1,000 crores (US\$ 132 million).

In the Budget, the government allocated Rs. 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules.

In November 2021, at the Cop-26 Summit in Glasgow, Prime Minister Mr. Narendra Modi made a promise to increase India's renewable energy generation capacity to 500 GW, and meet 50% of India's energy needs through renewable means by the year 2030.

4. RISKS AND CONCERNS

Your company being engaged in the business of solar power generation and its transmission and totally depend upon the Government Policies. So advert government policy may affect the business in negative like reduction in PPA unit rate or increase in rate of material which may cost high to the company and get low return or margin on investment. The Company has sufficient risk management policies in place that act as an effective tool in minimizing the various risks that the businesses are exposed to during the course of their day-to-day operations as well as in their strategic actions.

5. FINANCIAL PERFORMANCE

An overview of the financial performance is given in the Directors' Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

6. INTERNAL CONTROLS AND THEIR ADEQUACY

Your Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations. It has documented procedures covering all financial, operating and management functions. These controls have been designed to provide a reasonable assurance with regard to maintaining proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with best practices in these areas as well. The systems are periodically reviewed for identification of control deficiencies and formulation of time bound action plans to improve efficiency at all the levels.

The Audit committee of the Board reviews internal control systems and their adequacy, significant risk areas, observations made by the internal auditors on control mechanism and the operations of the company, recommendations made for corrective action and the internal audit reports. The committee reviews with the statutory auditors and the management, key issues, significant processes and accounting policies. The company continues its efforts in strengthening internal controls to enable better management and controls over all processes.

7. CAUTIONARY STATEMENT

Some of the statements in this Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable Laws and Regulations. Actual results might differ substantially from those expressed or implied. Important developments that could affect the Company's operations include changes in economic conditions affecting demand, supply and price movements in the domestic and overseas markets in which your Company operates, changes in the Government regulations, Tax Laws and other Statutes or other incidental factors. Market data and products information contained in this Report have been based on information accumulated from various published and unpublished reports and their accuracy, reliability and completeness cannot be assured. The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future.





INDEPENDENT AUDITOR'S REPORT

Standalone

TO THE MEMBERS OF WAA SOLAR LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

1. OPINION

We have audited the financial statements of Waa Solar Limited ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, its profit/loss and its cash flows for the year ended on that date.

2. BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

4. INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENT AND AUDITOR'S REPORT THEREON

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

5. RESPONSIBILITY OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENT

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

6. AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENT

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 financial statements.

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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A: a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act;
- e) On the basis of written representations received from the directors as on 31st March, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - i) The Management has represented that, to the best of its knowledge and belief, 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, whether, 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;

- ii) The management has represented, that, to the best of it’s knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii) Based on such audit procedures 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 mis-statement.
- v. No dividend have been declared or paid during the year by the company.

**FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W**

**CHINTAN JOSHI
PARTNER**

M. No.: 144277

UDIN: 23144277BGTLUZ7133

Place: Vadodara
Date: 26/05/2023

ANNEXURE-A TO THE AUDITORS’ REPORT

The Annexure referred to in our Independent Auditors’ Report to the Waa Solar Limited of the Company on the financial statements for the year ended 31st March 2023.

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

1(A)	The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipment;										
(B)	The Company has maintained proper records showing full particulars of Intangible Assets;										
1(b)	All Property, plant and equipment have been physically verified by the management at a regular interval of time (normally once a year). No material discrepancies were noticed on such verification;										
1(c)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the company is the lessee and the lease agreement are duly executed in favour of the lessee) disclosed in the financial statement are held in the name of the Company.										
1(d)	The Company has not revalued its property, plant and equipment (including right to use assets) or Intangible assets or both during the year.										
1(e)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.										
2(a)	The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by management as at March 31, 2023. No discrepancies were noticed on verification between the physical stock and book records that were 10% or more in aggregate for each class of inventory.										
2(b)	The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.										
3	The Company has made investments in, provided any guarantee and security and granted any loans and advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has made investments in, companies, firms, Limited Liability Partnerships and granted unsecured loans to other parties, during the year, in respect of which: <ul style="list-style-type: none"> a) The Company has provided loans and advances in the nature of loan during the year : The Company has provided loans and advances aggregate amounting to Rs 1628.02 Lacs during the year to Subsidiaries, Joint Ventures and Associates and balance outstanding at the balance sheet date is Rs. 3446.55 Lacs. b) In our opinion, the investments made are prima facie not prejudicial to the Company’s interest, however the terms and conditions of aforesaid loans granted by the company are prejudicial to the company’s interest on account of the fact that the aforesaid loans have been provided interest free which is not as per requirement under section 186 of the Companies Act,2013. c) In respect of loans and advances granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and repayment or receipts are regular. d) In respect of loans and advances granted by the Company, there are no overdue amount remaining outstanding as at the balance sheet date. e) There are no loans granted by the Company which has fallen due during the year and has been renewed and extended. Hence, reporting under clause 3(iii)(e) is not applicable. f) The Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year Details are as follow: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;">Aggregate amount of loans/ advances in nature of loans</th> <th style="width: 40%;">Related Parties</th> </tr> </thead> <tbody> <tr> <td>- Repayable on demand (A)</td> <td style="text-align: center;">-</td> </tr> <tr> <td>- Agreement does not specify any terms or period of repayment (B)</td> <td style="text-align: right;">Rs. 3,446.55 lakhs</td> </tr> <tr> <td>Total (A+B)</td> <td style="text-align: right;">Rs. 3,446.55 lakhs</td> </tr> <tr> <td>Percentage of loans/ advances in nature of loans to the total loans</td> <td></td> </tr> </tbody> </table> 	Aggregate amount of loans/ advances in nature of loans	Related Parties	- Repayable on demand (A)	-	- Agreement does not specify any terms or period of repayment (B)	Rs. 3,446.55 lakhs	Total (A+B)	Rs. 3,446.55 lakhs	Percentage of loans/ advances in nature of loans to the total loans	
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Total (A+B)	Rs. 3,446.55 lakhs										
Percentage of loans/ advances in nature of loans to the total loans											

4	The Companies has complied with the provisions of sections 185 and 186 of the Companies Act 2013 in respect of loans, investments, guarantees, and security provided, as applicable except following on which no interest has been charged.																		
	<table border="1"> <thead> <tr> <th>Name of the Party</th> <th>Yearend Balance (Rs. in lakhs)</th> <th>Maximum Balance (Rs. in lakhs)</th> </tr> </thead> <tbody> <tr> <td>MI Solar India Pvt. Ltd.</td> <td>328.85</td> <td>328.85</td> </tr> <tr> <td>Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd.</td> <td>1,197.54</td> <td>1,197.54</td> </tr> <tr> <td>Infinity Infrabuild Pvt Ltd</td> <td>200.00</td> <td>200.00</td> </tr> <tr> <td>Solkar Infrastructure Pvt. Ltd.</td> <td>144.29</td> <td>144.29</td> </tr> <tr> <td>Aspire Infracon Pvt. Ltd.</td> <td>1,575.85</td> <td>1,575.85</td> </tr> </tbody> </table>	Name of the Party	Yearend Balance (Rs. in lakhs)	Maximum Balance (Rs. in lakhs)	MI Solar India Pvt. Ltd.	328.85	328.85	Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd.	1,197.54	1,197.54	Infinity Infrabuild Pvt Ltd	200.00	200.00	Solkar Infrastructure Pvt. Ltd.	144.29	144.29	Aspire Infracon Pvt. Ltd.	1,575.85	1,575.85
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Solkar Infrastructure Pvt. Ltd.	144.29	144.29																	
Aspire Infracon Pvt. Ltd.	1,575.85	1,575.85																	
5	In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits. Therefore, the reporting of clause 3(v) of the Order is not applicable to the Company.																		
6	The maintenance of cost records has not been specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause(vi) of the order is not applicable to the company.																		
7(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, duty of Customs, duty of Excise, value added tax and cess and any other statutory dues to appropriate authority have generally been regularly deposited during the year by the Company. According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess and other statutory dues were in arrears, as at March 31, 2023 for a period of more than six months from the date they became payable.																		
7(b)	According to the information and explanations given to us and the records of the Company examined by us, as at March 31, 2023, there are no dues of Goods and Service Tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute. According to the records of the company examined by us and information and explanations given by the management, there are no statutory dues of referred in sub-clause (a) that has not been deposited on account of disputes;																		
8	According to the information and explanations given to us and the records of the Company examined by us, as at March 31, 2023, there were no such transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 .																		
9(a)	The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;																		
9(b)	The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.																		
9(c)	The term loans taken by the company were applied for the purpose for which the loans were obtained;																		
9(d)	On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company;																		
9(e)	On an overall examination of the financial statements of the Company, the Company has not taken Inter Corporate Deposit from holding company on account of or to meet the obligations of its subsidiaries.																		
9(f)	The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable We report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint venture, or associate companies;																		
10(a)	The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.																		
10(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 3(x)(b) of the Order is not applicable. 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 3(x)(b) of the Order is not applicable;																		
11(a)	No fraud by the Company and on the company has been noticed or reported during the year.																		
11(b)	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.																		
11(c)	As informed, the Company has not received any whistle blower complaints during the year and upto the date of this report.																		
12	The company is not a Nidhi company, therefore the provisions of paragraph 3(xii) of the order is not applicable.																		
13	In our opinion, the Company is in compliance with section 177 and 188 of the Companies Act,2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.																		
14(a)	Based on information and explanations provided to us and our audit procedures, the company has an internal audit system commensurate with the size and nature of its business.																		
14(b)	We have considered the internal audit reports of the Company issued till date for the period under audit.																		
15	Company has not entered into any non-cash transaction with directors or person connected with him and therefore the provisions of section 192 of the Companies Act' 2013 are not applicable to the Company.																		
16(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 3(xvi)(a) & (b) of the Order is not applicable.																		
16(b)	In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c) & (d) of the Order is not applicable.																		
17	The Company has not incurred any cash losses in the financial year covered by our audit and the immediately preceding financial year.																		
18	There has been no resignation of the statutory auditors of the Company during the year.																		
19	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.																		





20 & 21	According to information given to us, company does not have any unspent amount in respect of any on going/other than on going projects as at the expiry of Financial Year. Accordingly, reporting under clause 3(xx) of the order is not applicable to the company. There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial.
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FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W

CHINTAN JOSHI
PARTNER
M. No.: 144277
UDIN: 23144277BGTLUZ7133

Place: Vadodara
Date: 26/05/2023

ANNEXURE-B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Waa Solar Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over

FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W

CHINTAN JOSHI
PARTNER
M. No.: 144277
UDIN: 23144277BGTLUZ7133

Place: Vadodara
Date: 26/05/2023

BALANCE SHEET AS AT 31ST MARCH 2023

Amounts In Lakhs

PARTICULARS	NOTE NO		AS AT 31-03-2023		AS AT 31-03-2022
I EQUITY AND LIABILITIES					
1 Shareholders' Funds					
(a) Share Capital	2	1,326.68		1326.68	
(b) Reserves and Surplus	3	16,466.99	17,793.66	15817.95	17,144.63
2 Non-current Liabilities					
(a) Long-term Borrowings	4		2819.91		4000.92
3 Current Liabilities					
(a) Short-term Borrowings	5	1,113.82	-	1,100.04	
(b) Trade Payable	6	-	-	-	
Total outstanding dues of micro enterprise and small enterprise		-	-	-	
Total Outstanding dues of creditors other than micro enterprise and small enterprise		112.18	-	126.83	
(c) Other Current Liabilities	7	217.49	1443.49	195.23	1422.09
TOTAL			22,057.07		22,567.64
II ASSETS					
1 Non-current Assets					
(a) Fixed Assets					
Tangible Assets	8	5,015.21		5,847.12	
(b) Non-current Investment	9	11,765.34	16,780.54	11,762.27	17,609.39
2 Current Assets					
(a) Inventories	10			152.70	
(b) Cash and Bank Balances	11	1,265.53		725.62	
(c) Trade Receivable	12	4.60		40.74	
(d) Short-term Loans and Advances	13	3,671.95		3,707.98	
(e) Other Current Assets	14	334.44	5,276.52	331.21	4,958.25
TOTAL			22,057.07		22,567.64
Significant Accounting Policies and Notes on Financial Statements	1 to 30				

AS per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director & CFO
[DIN:02754372]

(Chintan Joshi - Partner)
Membership No. 144277

Nikita Sadhwani
Company Secretary

Place : Vadodara

Date : 26/05/2023



WAA SOLAR LIMITED



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2023

Amounts in Lakhs

PARTICULARS	NOTE NO		FOR THE YEAR ENDED 31-03-2023		FOR THE YEAR ENDED 31-03-2022
INCOME					
I Revenue from Operation	15	2,580.64		2,352.37	
II Other Income	16	38.04	2618.69	52.50	2404.87
III Total Revenue					
IV EXPENDITURE					
Purchase of Stock in Trade	17	-		103.16	
Change of Stock in Trade	18	152.70		(62.41)	
Employee Benefits Expenses	19	173.81		115.70	
Finance Costs	20	472.37		569.02	
Depreciation and Amortisation Expense	8	878.39		895.49	
Other Expenses	21	151.65		164.10	
Total Expenses			1828.92		1785.07
V Profit Before Tax			789.77		619.80
VI Tax Expenses					
Current Tax		-		-	
MAT		138.21		108.46	
Short / (Excess) Provision of Earlier Year		2.52	140.73	17.13	125.59
VII Profit For The Year			649.04		494.21
VIII Earnings per equity share of face value of Rs.10 each					
Basic & Diluted			4.89		3.88
Significant Accounting Policies and Notes on Financial Statements	1 to 30				

AS per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director & CFO
[DIN:02754372]

(Chintan Joshi - Partner)
Membership No. 144277

Nikita Sadhwani
Company Secretary

Place : Vadodara
Date : 26/05/2023

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2023

Amounts in Lakhs

PARTICULARS	FOR THE YEAR END- 31-03-2023	FOR THE YEAR END- 31-03-2022
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) After Tax and Extraordinary Items	789.77	619.80
Adjustments for :		
- Depreciation and amortisation expenses	878.39	895.49
- Share of Profit in Partnership Firm	(1.38)	-
- Interest paid	472.37	569.02
- Deferred Tax Adjustment	-	-
- Interest Received	(36.27)	(34.25)
- Capital Gain on sale of Investment	-	-
	1313.11	1430.26
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2102.88	2050.06
Adjustments for :		
- Trade and Other Receivable	185.63	(112.86)
- Trade Payables & Other liabilities	7.61	(61.58)
	193.24	(174.44)
CASH GENERATED FROM OPERATION	2296.12	1875.62
- Income Tax /Advance Tax paid	(140.73)	(125.59)
NET CASH FROM OPERATING ACTIVITIES	2155.39	1750.03
B CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase of Fixed Assets	(46.48)	-
- Purchase of Investments	(3.07)	(385.44)
- Interest Received	36.27	34.25
- Investments declared against ITSC	-	-
- Excess booking of Fixed Assets reversed against ITSC	-	-
- Loans & Advances given	36.03	309.05
- Share of Profit in Partnership Firm	1.38	-
NET CASH USED IN INVESTING ACTIVITIES	24.13	(42.14)
C CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds from issues of Share Capital	-	-
- Borrowings (Long term & Short term)	(1167.23)	(1125.91)
- Public Issue Expenses	-	-
- Interest paid	(472.37)	(569.02)
NET CASH IN FINANCING ACTIVITIES	(1639.60)	(1694.93)
NET INCREASE IN CASH AND CASH EQUIVALENTS	539.91	12.96
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Opening Balance)	725.62	712.66
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Closing Balance)	1265.53	725.62

As per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director & CFO
[DIN:02754372]

(Chintan Joshi - Partner)
Membership No. 144277

Nikita Sadhwani
Company Secretary

Place : Vadodara

Date : 26/05/2023



WAA SOLAR LIMITED



NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2023

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of accounting

The financial statements have been prepared on historical cost basis and in accordance with the applicable provisions of the Companies Act, 2013 and Accounting Standards referred therein.

1.2 Revenue recognition

All revenue and expenses are accounted for on accrual basis. Revenue is recognized when no significant uncertainties exist in relation to the amount of eventual receipt.

1.3 Fixed assets

Fixed assets are stated at cost of acquisition and includes other direct/ indirect and incidental expenses incurred to put them into use. All indirect expenses incurred during project implementation and on trial run are treated as incidental expenditure during construction and capitalised.

1.4 Depreciation

Depreciation is provided on straight line method, at the rates derived on the basis of useful life of assets and method specified in Schedule II of the Companies Act, 2013.

Freehold land is not amortised/depreciated.

1.5 Provisions and contingencies

The company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or present obligation that probably will not require an outflow of resources or where reliable estimate of the amount of the obligation cannot be made.

1.6 Inventories

Inventories are stated at the lower of cost or net realisable value.

Stores and spares are written off in the year of purchase.

1.7 Employee benefit

1.7.1 Short Term Employee Benefits

Short term employee benefits are recognised in the period during which the services have been rendered.

1.7.2 Long Term Employee Benefits

Leave encashment liabilities is accounted as and when paid.

1.8 Foreign Currency Transactions

Transaction in foreign currency is recorded at the exchange rate prevailing on the date of the transaction. Exchange rate differences resulting from foreign exchange transactions settled during the period including year-end translation of current assets and liabilities are recognized in the statement of profit and loss. In case of gains or losses arising on long term foreign currency Monetary items relating to the acquisition of depreciable assets are added to or deducted from the cost of such assets.

In respect of forward exchange contract, except in case of fixed assets, The differences between forward rate and the exchange rate at the inception of the forward exchange contract is recognized as income/expenses over the life of the contract.

Gain/Loss on settlement of transaction arising on cancellation or renewal of such a forward exchange contract is recognized as income or expense for the period.

1.9 Borrowing cost

Borrowing costs directly attributed to the acquisition of fixed assets are capitalized as a part of the cost of asset up to the date the asset is put to use. Other borrowing Costs are charged to the profit and loss account in the year in which they are incurred.

1.10 Income tax

a Tax expenses comprise of current and deferred tax.

i Provision for current income tax is made on the basis of relevant provisions of the Income Tax Act,1961 as applicable to the financial year.

ii Deferred Tax is recognized subject to the consideration of prudence on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1.11 Operating Lease

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

1.12 Claims, Demands and Contingencies

Disputed and/ or contingent liabilities are either provided for / or disclosed depending on management's judgment of the outcome.

1.13 Impairment of Asset

If internal/external indications suggest that an asset of the company may be impaired., the recoverable amount of asset/cash generating asset is determined on the balance - sheet date and if it is less than its carrying amount of the asset/cash generating unit is reduced to the said recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use of such asset/cash generating unit, which is determined by the present value of carrying amount of the estimated future cash flow.

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2023

2 SHARE CAPITAL

Amounts in Lakhs

PARTICULARS	AS AT	AS AT
	31-03-2023	31-03-2022
AUTHORISED CAPITAL		
1,35,00,000 (P.Y.70,00,000)Equity Shares of Rs. 10/- each	135,0.00	1350.00
ISSUED, SUBSCRIBED, AND PAID-UP CAPITAL		
1,32,66,764 (P.Y.66,33,382) Equity Shares of Rs. 10/- Each fully paid Up (Out of the above, the Company has issued 11245465 shares of Rs 10 each fully paid up by way of bonus share out of Security Premium Reserve.)	1326.68	1326.68
TOTAL	1326.68	1326.68

2.1 The reconciliation of the number of shares outstanding is set out below.

Amounts in INR

PARTICULARS	AS AT	AS AT
	31-03-2023	31-03-2022
	No. of Shares	No. of Shares
Number of shares at the beginning	13,266,764	6,633,382
Add:- Bonus Shares issued during the year	-	6,633,382
Add:- Further issued during the year	-	-
Number of shares at the end of year	13,266,764	13,266,764

2.2 Shares held by holding company

Amounts in INR

NAME	AS AT	AS AT
	31-03-2023	31-03-2022
	No. of Shares	No. of Shares
Madhav Power Private Limited	7,042,780	7,042,780

2.3 Details of the share holders holding more than 5% shares in Company

Amounts in INR

NAME	AS AT	AS AT
	31-03-2023	31-03-2022
	No. of Shares	No. of Shares
Madhav Power Private Limited	7,042,780	7,042,780
	53.09%	53.09%
Armaan Amit Trust	1,489,824	1,489,824
	11.23%	11.23%

2.4 Term/rights to equity shares

The Company has only one class of equity share of Rs.10 per share, each holder of equity share is entitled to One vote per share.

3 RESERVES AND SURPLUS

Amounts in Lakhs

PARTICULARS	AS AT	AS AT
	31-03-2023	31-03-2022
<u>Securities Premium Reserve</u>		
Opening balance	9004.35	9667.69
Less:- Utilized during the year for issuing Bonus Shares	-	663.34
	9004.35	9004.35
<u>Surplus (Deficit) in the statement of Profit & Loss</u>		
Opening balance	6,813.60	6,319.39
Add:- Net Profit for the year	649.04	494.21
	7,462.63	6813.60
TOTAL	16,466.99	15,817.95





4 LONG TERM BORROWINGS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023		AS AT 31-03-2022	
	Non Current	Current	Non Current	Current
SECURED				
TERM LOAN FROM State Bank of India (i) Secured by exclusive charge by way of hypothecation on all the movable asset of the company, both present and future, pertaining to the project situated at Village Tikar (Parmar), Taluka Muli, Dist. Surendranagar (ii) exclusive charge cum assignment or creation of security Interest on all the right, titles, interests, benefits, claims, permits, approvals, consents and demand whatsoever of company, both present and future (iv) exclusive charge on book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future, of the company pertaining to the project (v) exclusive charge on intangible assets of the company, both present and future (vi) The Credit facilities will be secured by (a) Corporate Guarantee of Madhav Power Pvt. Ltd., Vikrama Architecture and Design Pvt. Ltd & MSK Real Estate Private Ltd (b) Personal Guarantee of Directors of the company, Repayment :- Term loan shall be paid in 140 variable monthly instalments, commencing from 1st August'2020. Rate of Interest:- 3 % above MCLR- 6 M present effective rate being 9.95 % p.a. with 6 monthly reset. HDFC Bank Ltd. Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors ICICI Bank Ltd. Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors	2,795.14	1,100.04	3,999.92	1,100.04
UNSECURED LOAN From Inter-Corporate	-	-	1.00	-
TOTAL	2,819.91	1,113.82	4,000.92	1100.04

5 SHORT TERM BORROWINGS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
	Current maturity of Long Term Debts (Refer Note No. 4)	1,114
TOTAL	1,114	1,100.04

6 TRADE PAYABLES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
	Trade payables Total outstanding dues of micro enterprise and small enterprise Total Outstanding dues of creditors other than micro enterprise and small enterprise	- 112.18
TOTAL	112.18	126.83

7 OTHER CURRENT LIABILITIES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
	Statutory Liabilities Other Liabilities Interest accrued but not due Provision for Income Tax (net of TDS) Advance received against sale of Land	11.58 0.00 0.00 110.91 95.00
TOTAL	217.49	195.23

8 PROPERTY, PLANT AND EQUIPMENT

Amounts in Lakhs

NAME OF THE ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 01-04-2022	ADDITION FOR THE YEAR	DEDUCTION FOR THE YEAR	AS ON 31-03-2023	AS ON 01-04-2022	ADDITION FOR THE YEAR	Deduction on change of Dep. method WDM to SLM	AS ON 31-03-2023	AS ON 31-03-2023	AS ON 31-03-2022
Tangible assets:										
Land : Free hold	392.80	-	-	392.80	-	-	-	-	392.80	392.80
Buildings	1109.14	-	-	1,109.14	358.65	35.16	-	393.81	715.33	750.49
Plant & Machineries	13522.82	-	-	1,3522.82	8819.32	840.02	-	9,659.35	3,863.47	4,703.49
Office Equipment	1.33	-	-	1.33	1.25	-	-	1.25	0.08	0.08
Computer & Printers	0.54	-	-	0.54	0.52	-	-	0.52	0.03	0.03
Furniture & Fixtures	0.86	-	-	0.86	0.63	0.03	-	0.66	0.20	0.24
Vehicles		46.48		46.48		3.18		3.18	43.31	
TOTAL	15,027.48	46.48	-	15073.96	9180.37	878.39	-	10,058.76	5,015.21	5,847.12
PREVIOUS YEAR	15,027.48	-	-	15,027.48	8,284.88	895.49	-	9,180.37	5847.12	6,742.60

9 NON-CURRENT INVESTMENT

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
<u>INVESTMENT IN SHARES (UN QUOTED, NON TRADE, AT COST)</u>		
IN SUBSIDIARY COMPANIES		
a) In Equity Shares		
5,100 Equity Shares (Previous year 5,100) in Madhav Solar (Vadodara Rooftop) Private Limited of Rs.10 each, Fully Paid up	0.51	0.51
7,399 Equity Shares (Previous year 7,399) in Madhav Infracon (Ashta Kannod Corridor) Private Limited of Rs.10 each, Fully Paid up	0.74	0.74
11,17,399 Equity Shares (Previous year 1117399) in Madhav Infracon (Bhopal Vidisha Corridor) pvt. Ltd. Of Rs.10 each, Fully Paid up	111.74	111.74
7,399 Equity Shares (Previous year 7,399) in Madhav Infracon (Vidisha Kurwai Corridor) Private Limited of Rs.10 each, Fully Paid up	0.74	0.74
70,000 Equity Shares (Previous year 70,000) in Madhav (Sehora Silodi Corridor) Highways Private Limited of Rs.10 each, Fully Paid up	7.00	7.00
49,99,990 Equity Shares (Previous year—49,99,990) in Madhav Solar (J) Private Limited of Rs. 10 each, Fully Paid up	499.99	499.99
9800 Equity Shares (Previous year 9800) in Aspire Infracon Pvt. Ltd. Of Rs.10 each, Fully Paid up	0.98	0.98
10,000 Equity Shares (Previous year 10,000) in Sol Kar Infrastructure Private Limited of Rs.10 each, Fully Paid up	1.00	1.00
b) In Preference Shares		
1,40,50,000 Preference Shares (Previous year 140,50,000) in Madhav Solar (Vadodara Rooftop) Private Limited of Rs.10 each, Fully Paid up	1405.00	1405.00
88,64,000 Preference Shares (Previous year 88,64,000) in Madhav (Sehora Silodi Corridor) Highways Private Limited of Rs. 10 each, Fully Paid up	886.40	886.40
22,40,000 Preference Shares (Previous year 2240000) in Madhav Infracon (Asth Kanod Corridor) Pvt. Ltd. Of Rs.10 each, Fully Paid up	224.00	224.00



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29,40,000 Equity Shares (Previous year 2940000) in Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd. Of Rs.10 each, Fully Paid up	294.00	294.00
13,82,500 Preference Shares (Previous year 13,82,500) in Sol Kar Infrastructure Private Limited of Rs.10 each, Fully Paid up	138.25	138.25
IN ASSOCIATED COMPANIES		
a) In Equity Shares		
48,999 Equity Shares (Previous year 48,999) in Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Private Limited of Rs.10 each, fully Paid up	4.90	4.90
13,30,000 Equity Shares (Previous year 13,30,000) in MI Solar (India) Private Limited of Rs.10 each, Fully Paid up	133.00	133.00
b) In Preference Shares		
3,79,00,000 Preference Shares (Previous year 3,79,00,000) in Madhav Infra Projects Ltd. Of Rs.10 each, fully Paid up	3790.00	3790.00
33,18,40,000 Preference Shares (Previous year 31840000) in Madhav (Phool sagar niwas shahpura coridor) Highways pvt. Ltd. Of Rs.10 each, Fully Paid up	3184.00	3184.00
100,00,000 Preference Shares (Previous year :100,00,000) in Infinity Infrabuild Ltd. of Rs. 10 each, fully Paid up	1,000.00	1000.00
INVESTMENT IN PARTNERSHIP FIRM		
Prakash Power	83.09	80.03
TOTAL	11,765.34	11,762.27

10 INVENTORIES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
INVENTORIES (As Taken Valued and Certified By The Managing Director)		
Raw Material	-	152.70
TOTAL	-	152.70

11 CASH AND CASH EQUIVALENTS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
BALANCES WITH BANKS		
In current accounts	583.44	76.15
In Fixed Deposit accounts with Union Bank	14.21	13.21
IDBI Bank Ltd	36.08	34.24
SBI	631.80	601.94
CASH ON HAND	0.01	0.07
TOTAL	1,265.53	725.62

12 TRADE RECEIVABLE

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
UNSECURED, CONSIDERED GOOD		
Outstanding from period exceeding 6 months from the day they are due for payment	-	-
Others	4.60	40.74
TOTAL	4.60	40.74

13 SHORT-TERM LOANS AND ADVANCES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
UNSECURED, CONSIDERED GOOD		
Advances to Subsidiaries Companies	3,246.55	3,071.15
Advances to Associate Companies	200.00	409.86
Advances to Staff	2.68	0.31
Other Advances	222.73	226.67
TOTAL	3,671.95	3,707.98

13.1 Loan and Advances to Subsidiaries Companies

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
<u>Advances to Subsidiaries Companies</u>		
Madhav Solar (Vadodara Rooftop) Private Limited	328.85	63.05
Madhav Infracon (Vidisha Kurwai Corridor) Private Limited	1,197.55	1,195.55
Aspire Infracon Pvt. Ltd.	1,575.85	1,369.25
Solkar Infrastructure Pvt. Ltd.	144.30	232.30
Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.	-	211.00

13.2 Loan and Advances to Associates Companies

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
<u>Advances to Associates Companies</u>		
Infinity Infrabuild Pvt. Ltd.	200.00	-
Sol Kar Infrastructure Private Limited	-	409.86

14 OTHER CURRENT ASSETS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
OTHERS		
Prepaid expenses	4.67	5.53
Deposit	112.47	56.97
GST Receivable	-	35.14
Unbilled Revenue	217.18	233.57
Provision for Income	0.12	-
TOTAL	334.44	331.21

15 REVENUE FROM OPERATION

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2023	FOR THE YEAR ENDED 31-03-2022
Sale of Products	2,580.64	2,352.37
TOTAL	2,580.64	2,352

15.1 PARTICULARS OF SALE

Amounts in Lakhs

NAME OF PRODUCTS	FOR THE YEAR ENDED 31-03-2023	FOR THE YEAR ENDED 31-03-2022
Solar Power	2,427.94	2,316.93
Solar Cell	0.00	35.44
MBB Half Cell Solar Modules	62.41	-
Sales	90.29	-
TOTAL	2,580.64	2,352.37





16 OTHER INCOME

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
OTHER INCOME		
Interest on Fixed deposit	36.27	34.25
Lease Rent	0.12	0.12
Insurance Claimed received	0.27	18.13
Share of Profit in Partnership Firm	1.38	-
TOTAL	38.04	52.50

17 PURCHASE OF STOCK IN TRADE

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
PURCHASE OF MATERIALS IN TRADE		
Purchase during the year	-	-
# MBB half Cell Solar Modules	-	62.41
# Solar Cell	-	40.76
TOTAL	-	103.16

18 CHANGE OF STOCK IN TRADE

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
Change in Stock in Trade		
Stock at Commencement	152.70	90.29
Less:- Stock at Close	-	152.70
TOTAL	152.70	(62.41)

19 EMPLOYEE BENEFIT EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
EMPLOYEE BENEFIT EXPENSES		
Salary and Wages	166.50	109.69
Staff welfare	7.31	6.01
TOTAL	173.81	115.70

20 FINANCE COST

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
Interest to Banks	469.73	564.11
Finance Cost	2.65	4.91
TOTAL	472.37	569.02

21 OTHER EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
OTHER EXPENSES		
Consumable Store	1.87	0.62
Insurance Premium	7.16	8.41
Professional Fees	37.32	19.15
Director Sitting Fees	1.20	1.80
Repairs & maintenance-Others	11.17	18.54
Operational & Maintenance Charges	14.09	19.82
Rate & Taxes	2.13	2.58
Rebate	26.71	25.35
Security Expenses	19.51	15.63
Forecasting & Scheduling Charge	1.09	1.08
Expenditure towards Corporate Social Responsibility	12.36	18.95
Vehicle Hiring Charges	3.21	4.67

Deviation Settlement Charges	2.21	2.48
Share of Loss in Partnership Firm	0.00	3.22
Miscellaneous Expenses	7.32	16.84
Rent	1.80	1.80
	149.15	160.95
AUDITORS REMUNERATION		
Audit Fees	2.50	2.50
Certification Works	-	0.65
	2.50	3.15
TOTAL	151.65	164.10

22 The contingent liabilities not provided for:

- (a) Guarantees issued by the bank on behalf of the company Rs.0.04 Cr. (Previous year Rs.0.04 Cr.)
(b) The Company has given Corporate Guarantees for Loan taken by subsidiary Companies & Associate Concern, from banks, of Rs.90.16 Cr.(P.Y. Rs.213.33 Cr.) (Loan outstanding as on 31-03-2023, Rs.42.58 Cr. (P.Y. Rs.110.81 Cr.)

23 Employee Benefits:

- (a) The Liabilities for Gratuity & leave encashment is neither ascertained nor provided by the Company.

24 The Company is a partner in M/s. Prakash Power, the details of the partners, their share in profit / loss and total capital of the partners of the firm as on 31-03-2023 are as under.

(a)

Sr. No.	Name of Partners	Share (%)
i	Shri Amit Khurana	5.00
ii	M/s. Waa Solar Limited	95.00

- (b) Total Capital of the partners as on 31-03-2023 Rs. 73.71 Lakhs

- (c) Share of Profit/Loss in the partnership firm Prakash Power of Rs. 1.38 Lakhs Shown under the head "Other Income" in the statement of Profit and Loss account.

25 The company has taken on operating lease certain assets. The total lease rent paid on the same amounting to Rs.1,80,000/- (Previous year Rs.1,80,000/-) is included under the head Guest House Rent & Office Rent. The minimum future lease rentals payable in respect thereof are as follows:

Particulars	Amount (Rs.) 2022-23	Amount (Rs.) 2021-22
Not later than one year	-	-
Later than one year but not later than	-	-
Later than Five years	-	-

26 Related Party Transactions:

Disclosures as required by Accounting Standard -18 are given below:

Holding Company

Madhav Power Pvt. Ltd.

Subsidiary Company

Aspire Infracon Pvt. Ltd.

Madhav Solar(Vadodara

Rooftop) Pvt. Ltd.

Solkar Infrastructure Pvt. Ltd.

Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd.

Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.

Associate Concern

Madhav Infra Projects Ltd.

Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Pvt. Ltd.

MI Solar (India) Pvt. Ltd.

Infinity Infrabuild Pvt. Ltd

Relative of Key Management Personnel

Ashok Khurana Father of Managing Director

Directors and Key Management Personnel

Amit Khurana	Managing Director
Neelakshi Khurana	Director
Jaini Jain	Independent Director
Sumit Patel	Independent Director
Heena Parikh	Independent Director
Mangilal Singhi	Director & Chief Financial Officer
Bhumi Mehta	Company Secretary
Nikita Sadhwani	Company Secretary



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Amounts in Lakhs

Transaction during the year	Holding Company	Subsidiary company	Associate Concern	Key Management Personnel / Relative of Key Managerial Personnel
Loan Received	-	-	-	-
	-	-	-	-
Repayment of Loan	-	-	-	-
	(25.87)	-	-	-
Reimbursement of Expenses	-	-	-	-
	-	-	-	-
Investment in Preference Shares	-	-	-	-
			(1000.00)	
Redemption of Preference Shares	-	-	-	-
	-	-	(621.26)	-
Loan Given	-	836.60	1153.62	-
	-	(321.50)	(852.35)	-
Loan received back	-	661.20	1363.48	-
	-	(36.00)	(1442.49)	-
Purchase of Goods & Services	-	-	-	-
	-	-	(22.84)	-
Sales of Goods & Services	-	-	176.44	-
	-	-	-	-
Rent	-	-	-	1.80
				(1.80)
Director Remuneration	-	-	-	59.47
	-	-	-	(57.76)
Directors Sitting fees paid/ provided	-	-	-	1.20
	-	-	-	(1.80)
Payable as on 31/03/23	-	-	-	1.80
Payable as on 31/03/22	-	-	-	1.80
Receivable as on 31/03/23	-	3246.55	200.00	-
Receivable as on 31/03/22	-	3071.15	409.86	-

27 EARNING PER SHARE

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 2022-23	FOR THE YEAR ENDED 2021-22
a Net (Loss)/Profit after Tax available for equity shareholders	649.04	494.21
b Number of Equity Shares of Rs.10/-each Weightage average outstanding at end of the year (Nos. of Shares)	132.67	127.40
c Basic/ Diluted Earning Per Share (a/b)	4.89	3.88

28 OTHER DISCLOSURES

(A) SHAREHOLDING OF PROMOTERS

PROMOTER NAME	FOR THE YEAR ENDED 31-03-2023			FOR THE YEAR ENDED 31-03-2022		
	No. of Shares	% of Total Shares	% change during the year	No. of Shares	% of Total Shares	% change during the year
a Madhav Power Pvt. Ltd.	70,42,780	53.09	-	70,42,780	53.09	-
b Armaan Amit Trust (in the name of Trustee Shri Ashok M. Khurana)	14,89,824	11.23	-	14,89,824	11.23	-
c Amit Ashok Khurana	4,74,380	3.58	-	4,74,380	3.58	-
d Madhav Ashok Trust (in the name of Trustee Shri Ashok M. Khurana)	2,21,352	1.67	-	2,21,352	1.67	-
e Manju Ashok Khurana	16,684	0.12	-	16,684	0.12	-
f Ashok Khurana	16,908	0.13	-	16,908	0.13	-
g Khurana Neelakshi Amit	36	-	-	36	-	-

28 (B) TRADE RECEIVABLE AGEING AS ON 31.03.2023

Amounts in Lakhs

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable—Considered Good	4.60	-	-	-	-	4.60
Undisputed Trade Receivable—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable—credit impaired	-	-	-	-	-	-
Disputed Trade Receivable—Considered Good	-	-	-	-	-	-
Disputed Trade Receivable-which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable-credit impaired	-	-	-	-	-	-
Total	4.60	-	-	-	-	4.60

TRADE RECEIVABLE AGEING AS ON 31.03.2022

Amounts in Lakhs

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable—Considered Good	40.74	-	-	-	-	40.74
Undisputed Trade Receivable—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable—credit impaired	-	-	-	-	-	-
Disputed Trade Receivable—Considered Good	-	-	-	-	-	-
Disputed Trade Receivable-which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable-credit impaired	-	-	-	-	-	-
Total	40.74	-	-	-	-	40.74

28 (C) TRADE PAYABLE AGEING AS ON 31.03.2023

Amounts in Lakhs

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	16.54	-	3.63	92.01	112.18
Disputed Dues—MSME	-	-	-	-	-
Disputed Dues—Others	-	-	-	-	-
Total	16.54	-	3.63	92.01	112.18

TRADE PAYABLE AGEING AS ON 31.03.2022

Amounts in Lakhs

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	26.28	7.33	91.04	2.18	126.83
Disputed Dues—MSME	-	-	-	-	-
Disputed Dues—Others	-	-	-	-	-
Total	26.28	7.33	91.04	2.18	126.83





28 (D) DISCLOSURE RELATING TO RATIOS

NAME OF RATIO	FORMULA	F.Y. 2022-23		F.Y. 2021-22		% CHANGE IN RATIOS	REASON FOR VARIANCES
Current Ratio (No. of Times)	Current Assets / Current Liabilities	5,276.52/1,443.49	3.66	4,958.25/1,422.09	3.49	4.84%	-
Debt Equity Ratio (No. of Times)	Short Term Debt + Long Term Debt / Shareholder's Equity	3,933.73/17,793.66	0.22	5,100.96/17,144.63	0.30	(25.70%)	Due to increase in Net Profit after tax
Debt Service Coverage Ratio (No. of Times)	Earnings available for debt service / Debt Service	1,999.80/1,639.60	1.22	1,958.72/1,694.93	1.16	5.54%	-
Return on Equity	NPAT/ Net worth	649.04/17,793.66	0.04	494.21/17,144.63	0.03	26.54%	Due to increase in Net Profit after tax
Inventory Turnover Ratio (No. of Times)	Net Sales/Average Inventory	2,580.64/76.35	33.80	2352.37/21.50	19.36	74.57%	Due to No Inventory at the end of the year
Trade Receivable turnover Ratio (No. of Times)	Net Sales / Average Trade receivable	2,580.64/22.67	113.83	2,352.37/20.43	115.17	(1.16%)	-
Trade payable turnover Ratio (No. of Times)	Net Credit Purchase / Average Trade Payable	-/119.50	-	103.16/135.51	0.76	(100.00%)	Due to non purchase of materials
Net Capital Turnover Ratio (No. of Times)	Net Sales / Working Capital	2,580.64/3,833.03	0.67	2,352.37/3,536.15	0.67	1.21%	-
Net Profit Ratio	NPAT/ Net Sales	649.04/2,580.64	0.25	494.21/2,352.37	0.21	19.71%	Due to increase in Net Profit after tax
Return on Capital Employed	Earning before interest and taxes / Capital Employed	1,262.14/17,793.66	0.07	1,188.82/17,144.63	0.07	2.29%	-
Return on Investment	NPAT/Total Asset	649.04/2,057.07	0.03	494.21/22,567.64	0.02	34.37%	Due to increase in Net Profit after tax

29 Other Statutory Information

- (i) The Company do not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding Benami property.
- (ii) The Company do not have any transactions with Companies Struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the year.
- (v) 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: directly or indirectly lend or invest In other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) 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 (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company do not have any such transaction which is not recorded in the books of accounts and 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)
- (viii) The Company holds all the Title deeds of immovable property in its name.
- (ix) there is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- (x) The Company is not declared as willful defaulter by any bank or financial Institution or other lender.
- (xi) There is no Capital Work in Progress as on 31.03.2023 and 31.03.2022

30 Previous Year's figures have been regrouped, rearranged and reclassified whenever necessary.

As per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director & CFO
[DIN:02754372]

(Chintan Joshi - Partner)
Membership No. 144277

Nikita Sadhwani
Company Secretary

Place : Vadodara
Date : 26/05/2023





INDEPENDENT AUDITOR'S REPORT

Consolidated

TO THE MEMBERS OF WAA SOLAR LIMITED

1. OPINION

We have audited the accompanying consolidated financial statements of Waa Solar Ltd (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, which comprise the consolidated Balance Sheet as at 31st March 2023 and the consolidated statement of Profit and Loss, and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March 2023, of consolidated profit/loss and its consolidated cash flows for the year then ended.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

2. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

3. INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENT AND AUDITOR'S REPORT THERE ON

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed and based on the work done/ audit report of other auditor, 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.

4. RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

5. AUDITORS' RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS:

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

6. OTHER MATTERS:

(a) We did not audit the financial statements / financial information of 8 subsidiaries, and no jointly controlled entities, whose financial statements / financial information reflect total assets of Rs. 14,509.48 Lacs as at 31st March 2023, total revenues of Rs. 2,350.81 Lacs and as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs. 181.43 Lacs for the year ended 31st March 2023, as considered in the consolidated financial statements, in respect of 2 associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

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

7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

I. As required by Section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;





- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act;
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A;
- g. With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us
- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities;
 - ii. No Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies and jointly controlled companies incorporated in India;
 - iv.
 - i) The management has represented that, to the best of it's knowledge and belief, 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, whether, 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;
 - ii) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - iii) Based on such audit procedures 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 mis-statement.
- V. There is no dividend declared or paid during the year by the Holding Company.
- II. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary and its associate included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W**

**CHINTAN JOSHI
PARTNER**

**M. No.: 144277
UDIN: 23144277BGTLVA8154**

Place: Vadodara
Date: 26/05/2023

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Waa Solar Ltd ("the Company") as of March 31, 2023 in conjunction with our audit of the consolidated financial statements of the Company, its subsidiary companies, its associates and joint ventures, which are companies incorporated in India, as of that date. for the year ended on that date

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies and joint ventures, which are companies incorporated in India, 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 and the audit evidence obtained by auditors of the subsidiary companies and joint ventures, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies and joint ventures, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies and joint ventures, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023 based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 8 subsidiary companies and 2 associates which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India. Our Opinion is not modified in respect of the above matter.

**FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W**

**CHINTAN JOSHI
PARTNER
M. No.: 144277
UDIN: 23144277BGTLVA8154**

Place: Vadodara
Date: 26/05/2022



WAA SOLAR LIMITED



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2023

Amount in Lakhs

PARTICULARS	NOTE NO		AS AT 31-03-2023		AS AT 31-03-2022
I EQUITY AND LIABILITIES					
1 Shareholders' Funds					
(a) Share Capital	2	1,326.68		1,326.68	
(b) Reserves and Surplus	3	16,693.64	18,020.32	15,882.60	17,209.28
(c) Non-controlling interest			1,911.42		1,856.97
2 Non-current Liabilities					
(a) Long-term Borrowings	4	7,280.41		9,410.62	
(b) Long-term Provision		-		-	
(c) Deferred tax Liabilities (Net)		-	7,280.41	-	9,410.62
3 Current Liabilities					
(a) Short-term Borrowings	5	2,069.82	-	2,080.54	-
(b) Trade Payable	6	-	-	-	-
Total outstanding dues of micro enterprise and small enterprise		-	-	-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprise		244.98	-	250.67	-
(c) Other Current Liabilities	7	323.15	2,637.95	221.13	2,552.34
TOTAL			29,850.11		31,029.21
2 ASSETS					
1 Non-current Assets					
(a) Fixed Assets					
Property, Plant and Equipment	8	7,801.56		8,782.29	
Intangible assets		2,858.35		3,426.91	
(b) Non-current Investment	9	8,781.62	19,441.53	8,743.46	20,952.66
2 Current Assets					
(a) Inventories	10	104.37		257.06	
(b) Cash and Bank Balances	11	1,978.49		1,513.85	
(c) Trade Receivable	12	1,213.82		1,325.73	
(d) Short-term loans and advances	13	6,532.93		6,443.33	
(e) Other current assets	14	578.98	10,408.58	536.59	10,076.55
TOTAL			29,850.11		31,029.21
Significant Accounting Policies and Notes on Financial Statements	1 to 31				

As per our Report of even date

For and on behalf of the Board

For JCH & Associates

Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director & CFO
[DIN:02754372]

(Chintan Joshi - Partner)
Membership No. 144277

Nikita Sadhwani
Company Secretary

Place : Vadodara
Date : 26/05/2023

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2023

Amounts in Lakhs

PARTICULARS	NOTE NO		FOR THE YEAR ENDED 31-03-2023		FOR THE YEAR ENDED 31-03-2022
INCOME					
I Revenue from Operation	15	4,904.27		4,600.23	
II Other Income	16	65.23		105.55	
III Total Revenue			4,969.50		4,705.78
IV EXPENDITURE					
Purchase of Stock in Trade	17	31.88		174.01	
Change of Stock in Trade	18	152.70		(62.41)	
Changes in work in Progress	19	(0.01)		(97.47)	
Employee Benefits Expenses	20	476.58		226.28	
Finance Costs	21	1,005.56		1,181.80	
Depreciation and Amortization Expense	8	1,595.77		1,612.94	
Other Expenses	22	699.92		838.78	
Total Expenses			3,962.41		3,873.94
V Profit/(Loss) Before Tax			1,007.09		831.85
VI Tax Expenses:					
Current tax		-		-	
MAT		174.06		143.29	
Deferred tax		-		-	
Short / (Excess) provision of earlier year		2.55	176.61	58.45	201.74
VII Profit for the year before share of profit of Associates			830.48		630.11
Share of Profits of Associates			208.28		143.18
Profit/(Loss) for the year before non-controlling interest			1,038.75		773.29
VIII Non-controlling Interests			54.47		47.39
IX Profit /(Loss) for the year attributable to owners of the Company			984.28		725.90
X Earnings per equity share of face value of Rs.10 each					
Basic & Diluted			7.42		5.70
Significant Accounting Policies and Notes on Financial Statements	1 to 31				

AS per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director & CFO
[DIN:02754372]

(Chintan Joshi - Partner)
Membership No. 144277

Nikita Sadhwani
Company Secretary

Place : Vadodara
Date : 26/05/2023



WAA SOLAR LIMITED



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2023

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2023	FOR THE YEAR ENDED 31-03-2022
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) After Tax and Extraordinary Items	984.28	725.90
Adjustments for :		
- Depreciation and amortisation expenses	1595.77	1612.94
- Income Tax (MAT)	176.61	201.74
- Interest paid	1005.56	1181.80
- Deferred Tax Adjustment	-	-
- Share of Profit in Partnership Firm	(1.38)	
- Interest Received	(62.76)	(54.16)
- Capital gain on sale of Investment	-	-
	2713.81	2942.31
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	3698.09	3668.21
Adjustments for :		
- Trade and Other Receivable	222.20	(417.47)
- Trade Payables & Other liabilities	96.03	51.39
	318.23	(366.08)
CASH GENERATED FROM OPERATION	4016.33	3302.13
- Income Tax /Advance Tax paid	(176.61)	(201.74)
NET CASH FROM OPERATING ACTIVITIES	3839.72	3100.40
B CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase of Fixed Assets	(46.48)	-
- Sales / (Purchase) of Investments	(38.16)	(528.62)
- Loan Given	(89.55)	615.74
- Share of Profit in Partnership Firm	1.38	-
- Interest Received	62.76	54.16
- Excess booking of Fixed Assets reversed against ITSC	-	-
- Investment declared against ITSC	-	-
- Adjustment of Assets -Liabilities -admission & omission of Subsidiaries	(172.98)	-
NET CASH USED IN INVESTING ACTIVITIES	(283.03)	141.28
C CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds from issues of Share Capital	-	-
- Public Issue Expenses	-	-
- Increase /(Decrease) of Non controlling Interest	54.45	47.39
- Borrowings (Long Term and Short Term)	(2140.93)	(1980.27)
- Interest Paid	(1005.56)	(1181.80)
NET CASH IN FINANCING ACTIVITIES	(3092.05)	(3114.67)
NET INCREASE IN CASH AND CASH EQUIVALENTS	464.64	127
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Opening Balance)	1513.85	1386.85
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Closing Balance)	1978.49	1513.85

As per our Report of even date

For and on behalf of the Board

For JCH & Associates

**Chartered Accountants
Firm Registration No. 134480W**

**(Chintan Joshi - Partner)
Membership No. 144277**

**Amit A. Khurana
Managing Director
[DIN:00003626]**

**Mangilal Singhi
Director & CFO
[DIN:02754372]**

**Nikita Sadhwani
Company Secretary**

**Place : Vadodara
Date : 26/05/2023**

SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2023**1 BASIS OF CONSOLIDATION****A. Basis of Accounting:**

The Consolidated Financial Statements relates to Waa Solar Limited, its Subsidiary Companies and Associate Company are drawn up to the same reporting date as of the Company, i.e., year ended 31st March, 2023.

B. Principle of Consolidation:

i) The Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard – AS-21 (Consolidated Financial Statements) & Accounting Standard – AS-23 (Accounting for Investments in Associates in Consolidated Financial Statements) issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements have been prepared on the following basis.

a) The Financial Statements of the Company and its Subsidiary Companies are combined on a line by line basis by adding together the book value of the like item of assets, liabilities, income and expenses after fully eliminating intra group balances and intra group transactions resulting in unrealised profit.

ii) The difference between the Company's cost of investments in the subsidiaries over its position of equity at the time of acquisition of the shares is recognised in the Consolidated Financial Statements as Goodwill or Capital Reserves as the case may be.

iii) The Consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and presented to the extent possible, in the financial statements.

a) The Subsidiary Companies considered in the Consolidated Financial Statements are :

Name of the Company	Country of Incorporation	% of Ownership interest as on 31 st March' 23
Sol Kar Infrastructure Private Limited	India	100.00
Madhav Solar (J) Private Limited	India	99.99
Madhav Infracon (Bhopal Vidisha Corridor) Private Limited	India	99.77
Madhav Infracon (Astha Kannod Corridor) Private Limited	India	73.99
Madhav Infracon (Vidisha Kurwai Corridor) Private Limited	India	73.99
Madhav (Sehora Silodi Corridor) Highway Private Limited	India	70.00
Aspire Infracon Private Limited	India	64.05
Madhav Solar (Vadodara Rooftop) Private Limited	India	51.00

b) The group has adopted and accounted for investment in the following Associates using the "Equity Method" as per AS-23 issued by the ICAI in this CFS.

Name of the Company	Country of Incorporation	% of Ownership interest as on 31 st March' 23
MI Solar (India) Pvt. Ltd.	India	44.19
Madhav (Phoolsagar Niwas Shahpura Corridor) Highway Private Limited	India	48.99

C. Other Significant Accounting Policies:

These are set out under "Significant Accounting Policies" as given in the Company's separate statements.





NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2023

2 SHARE CAPITAL

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
AUTHORISED CAPITAL 1,35,00,000 (P.Y.,1,35,00,000)Equity Shares of Rs. 10/- each	1,350.00	1,350.00
ISSUED, SUBSCRIBED, AND PAID-UP CAPITAL 1,32,66,764 (P.Y. 1,32,66,764) Equity Shares of Rs. 10/- Each fully paid Up (Out of the above, the Company has issued 11245465 shares of Rs 10 each fully paid up by way of bonus share out of Security Premium Reserve.	1,326.68	1326.68
TOTAL	1,326.68	1326.68

2.1 The reconciliation of the number of shares outstanding is set out below.

PARTICULARS	AS AT 31-03-2023 No. of Shares	AS AT 31-03-2022 No. of Shares
Number of shares at the beginning	1,32,66,764	66,33,382
Add:- Bonus Shares issued during the year	-	66,33,382
Number of shares at the end of year	1,32,66,764	1,32,66,764

2.2 Shares held by holding company

NAME	AS AT 31-03-2023 No. of Shares	AS AT 31-03-2022 No. of Shares
Madhav Power Private Limited	70,42,780	70,42,780

2.3 Details of the share holders holding more than 5% shares in Company

NAME	AS AT 31-03-2023 No. of Shares	AS AT 31-03-2022 No. of Shares
Madhav Power Private Limited	70,42,780 53.09%	70,42,780 53.09%
Armaan Amit Trust	14,89,824 11.23%	14,89,824 11.23%

2.4 Term/rights to equity shares

The company has only one class of equity share of Rs.10 per share, each holder of equity share is entitled to One vote per share.

3 RESERVES AND SURPLUS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
<u>Securities Premium Reserve</u>		
Opening balance	9,004.35	9,667.69
Less :- Utilised during the year for issuing Bonus Shares	-	663.34
	9,004.35	9,004.35
<u>Surplus (Deficit) in the statement of Profit & Loss</u>		
Opening balance	6,878.25	6,152.35
Adjustment during the year	(173.24)	
Add:- Net Profit for the year	984.28	725.90
	7,689.29	6,878.25
TOTAL	16,693.64	15,882.60

4 LONG TERM BORROWINGS		Amounts in Lakhs			
PARTICULARS	AS AT 31-03-2023		AS AT 31-03-2022		
	Non Current	Current	Non Current	Current	
SECURED					
<p>TERM LOAN FROM State Bank of India</p> <p>(i) Secured by exclusive charge by way of hypothecation on all the movable asset of the company, both present and future, pertaining to the project situated at Village Tikar (Parmar), Taluka Muli, Dist. Surendranagar (ii) exclusive charge cum assignment or creation of security Interest on all the right, titles, interests, benefits, claims, permits, approvals, consents and demand whatsoever of company, both present and future (iv) exclusive charge on book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future, of the company pertaining to the project (v) exclusive charge on intangible assets of the company, both present and future (vi) The Credit facilities will be secured by (a) Corporate Guarantee of Madhav Power Pvt.Ltd., Vikrama Architecture and Design Pvt. Ltd & MSK Real Estate Private Ltd (b) Personal Guarantee of Directors of the company, Repayment :- Term loan shall be paid in 140 variable monthly instalments, commencing from 1st August'2020.</p> <p>Rate of Interest:- 3 % above MCLR- 6 M present effective rate being 9.95 % p.a. with 6 monthly reset.</p> <p>HDFC Bank Ltd.</p> <p>Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors</p> <p>ICICI Bank Ltd.</p> <p>Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors</p>	2,795.14	1,100.04	3,999.92	1,100.04	
<p>Small Industries Development Bank of India</p> <p>Secured by</p> <p>(i) First charge by way of hypothecation of the company's Movable including movables, Plant ,Machinery, Machinery spares, tools & accessories, office equipments, computers, furniture & fixtures, both present and future ; (ii) First charges on the company's book-debt, operating cash flows, receivables, commissions, revenue of whatsoever nature & wherever arising from , intangible asset including goodwill, uncalled capital, present & future ,(iii) First charge or assignment of (1) all the rights, titles, interest benefits, claims and demands whatsoever of the company in the Project Documents (including PPA), duly acknowledge and consented to by the relevant counter-parties to such Projects Documents, all as amended varied or supplemented from time to time; (2) all the rights, title, interest, benefits, claims and demands whatsoever of the company in the clearance in the respect of the Project, (3) all the rights, titles, interest, benefits ,claims and demands whatsoever of the company in any letter of credit, guarantee, performance bond provided by to any party to the major projects Document and (4) all insurance contracts/insurance proceeds in respect of the project. (iv) First charges on the Letter of Credit, Escrow Account, Debt Service Reserve Account and other reserve and bank account of the company, wherever maintained. (v) First charges by way of mortgage in favour of SIDBI of several immovable properties owned by Zeel Hospitality Pvt. Ltd, Bindiya Khurana, Neelakshi Khurana & Lien on FDR having aggregate face value of Rs.50 Lakhs. Personal guarantee of the Directors of the Company Mr. Amit Khurana, Mrs. Neelakshi Khurana, Miss Bindiya Khurana and Mr. Ashok Khurana, Corporate Guarantee of M/S Waa Solar Pvt. Ltd. & Zeel Hospitality Pvt. Ltd.</p> <p>Repayment:-Term Loan shall be payable in 138 Monthly instalments , commencing from 3rd quarter of F.Y.2015-16</p> <p>Rate of Interest :-12.95% p.a.</p> <p>State Bank of India</p> <p>Secured by</p> <p>(i) A first mortgage on all immovable assets and , first charge by way of hypothecation on all movable assets of the</p>	637.50	258.00	895.50	282.50	
<p>State Bank of India</p> <p>Secured by</p> <p>(i) A first mortgage on all immovable assets and , first charge by way of hypothecation on all movable assets of the</p>	2,660.05	698.00	3,294.20	698.00	





<p>company ,both present and future; (ii) a first charge/ assignment on all the intangible assets of the company , including but not limited to the goodwill, rights, undertakings and uncalled capital both present and future. (iii) A first charge on all the company's bank accounts including, without limitation, the Escrow Account and the Debt Service Revenue Account (iv) First charge/ assignment of security interest on the company's right under the concession agreement, Project Documents, Contracts, Licenses, permits, approvals, consents in respect of the captioned projects; (v) Assignment of contactor guarantees, liquidated damages, letter of credit, guarantee or performance bond and insurance policies pertaining to the project on pari-passu basis, and noting the interest of the lenders. (vi) Assignment of toll collection right along with escrow on future toll collection, The aforesaid security would rank pari-passu with all the senior lenders joined to finance the project under consortium arrangement.(vii) Personal guarantee of the Directors of the Company Mr. Amit Khurana & Smt. Neelakshi Khurana.</p> <p>Repayment :- Repayment of Principle amount to be paid in 23 variable half yearly instalments to commence from Dec, 2014 or receipt of Annuity Grant whichever is earlier.</p> <p>Rate of Interest:- 3075% above MCLR-1 y present effective rate being 12.30% p.a. with monthly rests.</p> <p>UNSECURED LOAN</p> <p>From Shareholders</p> <p>From Inter-Corporate</p>				
	1,162.95	-	1,220.00	-
	-	-	1.00	-
TOTAL	7,280.41	2,056.04	9,410.62	2,080.54

5 SHORT TERM BORROWING

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
Current maturity of Long Term Debts (Refer Note No. 4)	2,069.82	2,080.54
TOTAL	2,069.82	2,080.54

6 TRADE PAYABLES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
Trade payables		
Total outstanding dues of micro enterprise and small enterprise	-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprise	244.98	250.67
TOTAL	244.98	250.67

7 OTHER CURRENT LIABILITIES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
Union Bank of India	-	25.68
Statutory Liabilities	39.45	11.49
Other Liabilities	71.05	4.85
Interest accrued but not due	5.38	8.00
Advance received from Customer	-	-
Provision for Income Tax (net of TDS)	112.27	76.11
Advance received against Sales of Land	95.00	95.00
TOTAL	323.15	221.13

8 Property, Plant and Equipment

Amounts in Lakhs

NAME OF THE ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS ON 01-04-2022	ADDITION FOR THE YEAR	DEUDCTION FOR THE YEAR	AS ON 31-03-2023	AS ON 01-04-2022	ADDITION FOR THE YEAR	DEUDCTION FOR THE YEAR	AS ON 31-03-2023	AS ON 31-03-2022
Tangible assets:									
Land: Free hold	392.80	-	-	392.80	-	-	-	392.80	392.80
Buildings	1,109.14	-	-	1,109.14	358.65	35.16	-	715.33	750.49
Plant & Machineries	17,438.12	-	-	17,438.12	9,799.71	988.80	-	6,649.60	7,638.41
Office Equipment	1.33	-	-	1.33	1.25	-	-	0.08	0.08
Computer & Printers	0.54	-	-	0.54	0.52	-	-	0.03	0.03
Furniture & Fixtures	1.88	-	-	1.88	1.57	0.05	-	0.26	0.31
Vehicle	3.13	46.48	-	49.61	2.94	3.21	-	43.46	0.19
TOTAL	18,946.93	46.48	-	18,993.41	10,164.64	1,027.22	-	7,801.56	8,782.29
PREVIOUS YEAR	18,946.93	-	-	18,946.93	9,120.25	1,044.38	-	8,782.29	9,826.68
Intangible Assets:									
Operation, Maintenance & Transfer Project Expenditure (Toll Collection Right) at Bhopal Vidisha Corridor, MP	1,032.58	-	-	1,032.58	1,032.58	-	-	1,032.58	-
Operation, Maintenance & Transfer Project Expenditure (Toll Collection Right) at Astha Kannod Corridor, MP	1,163.25	-	-	1,163.25	1,163.25	-	-	1,163.25	-
Operation, Maintenance & Transfer Project Expenditure (Toll collection Right) at Vidisha Kurwai Corridor, MP	1,477.69	-	-	1,477.69	1,477.69	-	-	1,477.69	-
## Built, Operate & Transfer Project Expenditure (Toll Collection Right) at Sehora Silodi Corridor, MP	7,706.91	-	-	7,706.91	4,280.00	568.55	-	2,858.35	3426.91
TOTAL	11,380.42	-	-	11,380.42	7,953.51	568.55	-	8,522.07	3,426.91
PREVIOUS YEAR	11,380.42	-	-	11,380.42	7,384.96	568.55	-	3,426.91	3,995.46



9 NON-CURRENT INVESTMENT

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
<u>INVESTMENT IN SHARES (UN QUOTED, NON TRADE, AT COST)</u>		
IN ASSOCIATED COMPANIES		
<u>a) In Equity Shares</u>		
48,999 Equity Shares (Previous year 48999) in Madhav (Phoolsagar Niwas Shahpur Corridor) Highways Pvt. Ltd. Of Rs.10 each, fully Paid up	204.92	166.96
1,33,000 Equity Shares (Previous year 1,33,000) in MI Solar India Pvt. Ltd. Of Rs.10 each, Fully Paid up	141.26	144.12
2,40,000 (Previous Year : 2,40,000) Equity Shares of Sainergy Industrial Products Pvt. Ltd. Of Rs.10 each ,Fully Paid up	24.00	24.00
3,60,000 (Previous Year : 3,60,000) Equity Shares of Vikrama Architecture & Design Pvt. Ltd. Of Rs.10 each, Fully Paid up	36.00	36.00
45,000 (Previous Year : 45,000 Equity Shares of Zeel Hospitality Pvt. Ltd. Of Rs.10 each, Fully Paid up	4.50	4.50
10000 (Previous Year 10000) Equity shares of Aspire Confra Pvt Ltd of Rs. 10 each	313.86	313.86
<u>b) In Preference Shares</u>		
3,79,00,000 Preference Shares (Previous year :3,79,00,000) in Madhav Infra Projects Ltd. Of Rs.10 each, fully Paid up	3,790.00	3,790.00
100,00,000 Preference Shares (Previous year :100,00,000) in Infinity Infrabuild Ltd. Of Rs.10 each, fully Paid up	1,000.00	1,000.00
3,18,40,000 Preference Shares (Previous year 3,18,40,000) in Madhav (Phool sagar niwas shahpura coridor) Highways pvt. Ltd. Of Rs.10 each, Fully Paid up	3,184.00	3,184.00
<u>INVESTMENT IN PARTNERSHIP FIRM</u>		
Prakash Power	83.09	80.03
TOTAL	8,781.62	8,743.46

10 INVENTORIES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
INVENTORIES		
(As Taken Valued and Certified By The Managing Director)		
Raw Material	-	152.70
Work-in Progress	104.37	104.36
TOTAL	104.37	257.06

11 CASH AND CASH EQUIVALENTS

Amounts in Lakhs

Particulars	AS AT 31-03-2023	AS AT 31-03-2022
BALANCES WITH BANKS		
In current Accounts	760.56	130.55
In Escrow Accounts	-	-
In Fixed Deposit accounts with		
Union Bank	14.81	228.81
IDBI Bank Ltd	36.08	34.24
SIDBI	178.38	169.58
SBI	955.38	917.00

CASH ON HAND	33.27	33.66
TOTAL	1,978.49	1,513.85

Balances in deposits accounts with banks held as margin money deposits as Debt service reserve account.

12 TRADE RECEIVABLE

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
UNSECURED, CONSIDERED GOOD		
Outstanding from period exceeding Six months from the day they are due for payment	-	-
Others	1,213.82	1,325.73
TOTAL	1,213.82	1,325.73

13 SHORT-TERM LOANS AND ADVANCES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
UNSECURED, CONSIDERED GOOD		
Advances to Associate Companies	6,303.80	6,208.39
Advances to Staff	5.56	3.67
Other Advances	223.57	231.28
TOTAL	6,533	6,443.33

14 OTHER CURRENT ASSETS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
OTHERS		
Prepaid expenses	9.79	10.66
Preliminary & Pre-Operative Expenses	28.70	28.57
Deposit	138.12	82.43
GST Receivable	-	41.66
Interest accrued on FDR	9.37	10.62
Unbilled Revenue	265.67	238.83
Interest accrued but not due	8.58	5.20
Provision for Annuity Income	101.59	101.59
Provision for Income Receivable	17.15	17.03
TOTAL	578.98	536.59

15 REVENUE FROM OPERATION

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2023	FOR THE YEAR ENDED 31-03-2022
Sale of Products	4,814.00	4,600.23
TOTAL	4814.00	4,600.23

15.1 PARTICULARS OF SALE

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2023	FOR THE YEAR ENDED 31-03-2022
Solar Power	2,907.07	3,007.09
Contract Receipt	318.26	-
MBB Half Cell Solar Modules	62.41	-
Toll Collection	320.24	351.70
Annuity from MPRDC	1,206.00	1,206.00
Sales of Goods	-	-
Solar Cell	-	35.44
TOTAL	4,813.97	4,600.23



**16 OTHER INCOME**

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
OTHER INCOME		
Interest on Fixed deposit	61.17	54.16
Insurance claim	0.27	47.18
Lease Rent	0.12	0.12
Interest on Income Tax Refund	1.59	3.48
Misc. credit Balances written off	0.71	0.21
Share of Profit in Partnership Firm	1.38	-
Capital Gain on Sales of Investment	-	0.40
Compensation receivable due to termination of Toll	-	-
TOTAL	65.23	105.55

17 PURCHASE OF STOCK IN TRADE

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
PURCHASE OF MATERIAL IN TRADE		
Purchase during the year	31.88	174.01
TOTAL	31.88	174.01

18 CHANGE OF STOCK IN TRADE

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
MATERIAL CONSUMED		
Stock at Commencement	152.70	90.29
Less: Stock at close	-	152.70
TOTAL	152.70	(62.41)

19 CHANGES IN WORK IN PROGRESS

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
Opening Stock of Work in Progress	104.36	6.89
Less: Closing stock of work in Progress	104.37	104.36
TOTAL	(0.01)	(97.47)

20 EMPLOYEE BENEFIT EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
EMPLOYEE BENEFIT EXPENSES		
Salary and Wages	443.34	208.58
Staff welfare	33.24	17.70
TOTAL	476.58	226.28

21 FINANCE COST

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
Interest to Banks	999.56	1,173.53
Finance Cost	6.01	8.26
TOTAL	1,005.56	1,181.80

22 OTHER EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
OTHER EXPENSES		
Consumable Store	1.96	1.76
Director Sitting Fees	1.20	1.80
Green Incentive to Roof owner	83.45	89.87
Insurance Premium	17.11	17.87
Professional Fees	58.87	26.83
Repairs & maintenance-Others	71.33	47.85
Road Maintenance Charges	226.87	353.46
Operational & Maintenance Charges	113.93	169.37
Rate & Taxes	2.13	2.58
Rebate	30.05	28.40
Rent	1.80	1.80
Security Expenses	39.33	27.35
Forecasting and Scheduling Charges	1.09	1.08
Vehicle Running Expenses	0.38	1.09
Vehicle Hiring Charges	6.85	6.22
Expenditure towards Corporate Social Responsibility	12.36	18.95
Share of Loss in Partnership Firm	-	3.22
Loss due to termination of toll	-	-
Deviation Settlement Charges	2.21	2.48
Miscellaneous Expenses	25.63	32.71
Bad Debts	-	-
	696.55	834.70
AUDITORS REMUNERATION		
Audit Fees	3.37	3.37
Tax Audit Fees	-	0.06
Certification Works	-	0.65
	3.37	4.08
TOTAL	699.92	838.78

23 The contingent liabilities not provided for:

- Guarantees issued by the bank on behalf of the company Rs.0.04 Cr. (Previous year Rs.0.04 Cr.)
- The Company has given Corporate Guarantees for Loan taken by subsidiary Companies & Associate Concern, from banks, of Rs.90.16 Cr.(P.Y. Rs.213.33 Cr.) (Loan outstanding as on 31-03-2023, Rs.42.58 Cr. (P.Y. Rs.110.81 Cr.))

24 Employee Benefits:

- The Liabilities for Gratuity & leave encashment is neither ascertained nor provided by the Company.

25 The Company is a partner in M/s. Prakash Power, the details of the partners, their share in profit / loss and total capital of the partners of the firm as on 31-03-2023 are as under.

(a)

Sr. No.	Name of Partners	Share (%)
i	Shri Amit Khurana	5.00
ii	M/s. Waa Solar Ltd.	95.00

- Total Capital of the partners as on 31-03-2023 Rs. 73.71 Lakhs .
 - Share of Profit/Loss in the partnership firm Prakash Power of Rs. 1.38 Lakhs Shown under the head "Other Income" in the statement of Profit and Loss account.
- 26 The company has taken on operating lease certain assets. The total lease rent paid on the same amounting to Rs.1,80,000/- (Previous year Rs.1,80,000/-) is included under the head Guest House Rent & Office Rent. The minimum future lease rentals payable in respect thereof are as follows:

Particulars	Amount Rs.	Amount Rs.
	2022-23	2021-22
Not later than one year	-	-
Later than one year but not later than five years	-	-
Later than Five years	-	-





27 RELATED PARTY TRANSACTIONS:

Disclosures as required by Accounting Standard -18 are given below:

Holding Company

Madhav Power Pvt. Ltd.

Associate Concern

Madhav Infra Projects Ltd.
 Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Pvt. Ltd.
 Infinity Infrabuild Limited
 Badi Baktara Toll Private Limited
 Madhav Heights Private Limited
 Madhav Urja Private Limited

Directors and Key Management Personnel [KMP]

Name of Related Parties	Nature of Relationship
Amit Khurana	Managing Director
Neelakshi Khurana	Director
Jaini Jain	Independent Director
Heena Parikh	Independent Director
Sumit Patel	Independent Director
Mangilal Singhi	Director & Chief Financial Officer
Bhumi Mehta	Company Secretary
Nikita Sadhwani	Company Secretary

Relative of Key Management Personnel

Ashok Khurana	Father of Managing Director
---------------	-----------------------------

Previous Year's figure shown in bracket ()

Amounts in INR in Lakhs

Transaction during the year	Holding Company	Associate Concern	Key Management Personnel / Relative of Key Management Personnel
Loan Received	-	0.07	-
	-	(1,961.90)	(117.00)
Repayment of Loan	-	0.07	57.05
	(25.87)	(1,992.11)	(30.00)
Repairs & Maintenance Expenses	-	200.21	-
	-	(315.59)	-
Green Incentive Expenses	-	-	0.34
	-	-	(0.34)
Investment in Preference Shares	-	-	-
	-	(1000.00)	-
Redemption of Preference Shares	-	-	-
	-	(621.26)	-
Loan Given	-	2674.77	-
	-	(1586.69)	-
Loan received back	-	3132.93	-
	-	(2065.11)	-
Sale of Goods	-	551.99	-
	-	(198.72)	-
Purchase of Goods & Services	-	-	-
	-	(22.84)	-
Rent	-	-	1.80
	-	-	(1.80)
Director remuneration	-	-	59.47
	-	-	(57.76)
Directors Sitting fees paid/provided	-	-	1.20
	-	-	(1.80)
Payable as on 31/03/23	-	-	31.81
Payable as on 31/03/22	-	215.48	88.91
Receivable as on 31/03/23	-	3324.11	-
Receivable as on 31/03/22	-	3751.12	-

28 EARNING PER SHARE

Amount in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2023	31-03-2022
a Net (Loss)/Profit after Tax available for equity shareholders (Rs.)	984.28	725.90
b Number of Equity Shares of Rs.10/-each Weightage average outstanding at end of the year (Nos. of Shares)	132.67	127.40
c Basic/ Diluted Earning Per Share (Rs. a/b)	7.42	5.70

29 OTHER DISCLOSURES

(A) SHAREHOLDING OF PROMOTERS

PROMOTER NAME	FOR THE YEAR ENDED 31-03-2023			FOR THE YEAR ENDED 31-03-2022		
	No. of Shares	% of Total Shares	% change during the year	No. of Shares	% of Total Shares	% change during the year
a Madhav Power Pvt. Ltd.	70,42,780	53.09	-	70,42,780	53.09	-
b Armaan Amit Trust (in the name of Trustee Shri Ashok M. Khurana)	14,89,824	11.23	-	14,89,824	11.23	-
c Amit Ashok Khurana	4,74,380	3.58	-	4,74,380	3.58	-
d Madhav Ashok Trust (in the name of Trustee Shri Ashok M. Khurana)	2,21,352	1.67	-	2,21,352	1.67	-
e Manju Ashok Khurana	16,684	0.12	-	16,684	0.12	-
f Ashok Khurana	16,908	0.13	-	16,908	0.13	-
g Khurana Neelakshi Amit	36	-	-	36	-	-

29 (B) TRADE RECEIVABLE AGEING AS ON 31.03.2023

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable—Considered Good	204.94	0.01	-	-	1,008.87	1,213.82
Undisputed Trade Receivable—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable—credit impaired	-	-	-	-	-	-
Disputed Trade Receivable—Considered Good	-	-	-	-	-	-
Disputed Trade Receivable-which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable-credit impaired	-	-	-	-	-	-
Total	204.94	0.01	-	-	1,008.87	1,213.82

TRADE RECEIVABLE AGEING AS ON 31.03.2022

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable—Considered Good	316.86	-	-	1,007.67	1.20	1,325.73
Undisputed Trade Receivable—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable—credit impaired	-	-	-	-	-	-
Disputed Trade Receivable—Considered Good	-	-	-	-	-	-
Disputed Trade Receivable-which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable-credit impaired	-	-	-	-	-	-
Total	316.86	-	-	1,007.67	1.20	1,325.73





29 (C) TRADE PAYABLE AGEING AS ON 31.03.2023

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	149.29	0.05	3.63	92.01	244.98
Disputed Dues—MSME	-	-	-	-	-
Disputed Dues—Others	-	-	-	-	-
Total	149.29	0.05	3.63	92.01	244.98

TRADE PAYABLE AGEING AS ON 31.03.2022

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	149.29	7.50	91.07	2.18	250.67
Disputed Dues—MSME	-	-	-	-	-
Disputed Dues—Others	-	-	-	-	-
Total	149.29	7.50	91.07	2.18	250.67

29 (D) DISCLOSURE RELATING TO RATIOS

NAME OF RATIO	Formula	F.Y. 2022-23	F.Y. 2021-22	% Change in ratios	Reason for Variances		
Current Ratio (No. of Times)	Current Assets / Current Liabilities	10,408.58 / 2637.95	3.95	10,076.55 / 2,552.34	3.95	(0.06%)	-
Debt Equity Ratio (No. of Times)	Short Term Debt + Long Term Debt / Shareholder's equity	9,350.23 / 18,020.32	0.52	11,491.16 / 17,209.28	0.67	(22.29%)	Due to increase in Net Profit after tax
Debt Service Coverage Ratio (No. of Times)	Earnings available for debt service / Debt Service	3,585.62 / 3,146.50	1.14	3,520.64 / 3,179.57	1.11	2.92%	-
Return on Equity	NPAT/ Net worth	984.28 / 18,020.32	0.05	725.90 / 17,209.28	0.04	29.49%	Due to increase in Net Profit after tax
Inventory Turnover Ratio (No. of Times)	Net Sales / Average Inventory	4,904.27 / 180.72	27.14	4,600.23 / 177.13	25.97	4.49%	-
Trade Receivable turnover ratio (No. of Times)	Net Sales / Average Trade receivable	4,904.27 / 1,269.78	3.86	4,600.23 / 1,203.25	3.82	1.02%	-
Trade payable turnover Ratio (No. of Times)	Net Credit Purchase / Average Trade Payable	31.88 / 247.83	0.13	174.01 / 236.33	0.74	(82.53%)	Due to non purchase of materials
Net Capital Turnover Ratio (No. of Times)	Net Sales / Working Capital	4,904.27 / 7,770.62	0.63	4,600.23 / 7,524.21	0.61	3.23%	-
Net Profit Ratio	NPAT/ Net Sales	984.28 / 4,904.27	0.20	725.90 / 4,600.23	0.16	27.19%	Due to increase in Net Profit after tax
Return on Capital Employed	Earning before interest and taxes / Capital Employed	2,166.46 / 18,020.32	0.12	2,109.44 / 17,209.28	0.12	(1.92%)	-
Return on Investment	NPAT/ Total Asset	984.28 / 29,850.11	0.03	725.90 / 31,029.21	0.02	40.95%	Due to increase in Net Profit after tax

30 Other Statutory Information

- (i) The Company do not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding Benami property.
- (ii) The Company do not have any transactions with Companies Struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the year.
- (v) 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: directly or indirectly lend or invest In other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) 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 (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company do not have any such transaction which is not recorded in the books of accounts and 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)
- (viii) The Company holds all the Title deeds of immovable property in its name.
- (ix) there is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- (x) The Company is not declared as willful defaulter by any bank or financial Institution or other lender.
- (xi) There is no Capital Work in Progress as on 31.03.2023 and 31.03.2022

31 Previous Year's figures have been regrouped, rearranged and reclassified whenever necessary.

AS per our Report of even date

For and on behalf of the Board

For JCH & Associates

**Chartered Accountants
Firm Registration No. 134480W**

**(Chintan Joshi - Partner)
Membership No. 144277**

**Amit A. Khurana
Managing Director
[DIN:00003626]**

**Mangilal Singhi
Director & CFO
[DIN:02754372]**

**Nikita Sadhwani
Company Secretary**

Place : Vadodara

Date : 26/05/2023





WAA SOLAR LIMITED

Regd. Office: Madhav House, Nr. Pancharatna Building, Subhanpura, Vadodara – 390023

Corporate Identity Number (CIN): L40106GJ2009PLC076764

Tel-Fax. 0265 2290722, Email: info@waasolar.org, website: www.waasolar.org

15th
ANNUAL REPORT
2023-2024



WAA SOLAR LIMITED



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Amit A. Khurana	Chairman & Managing Director
Mrs. Neelakshi Khurana	Director
Mr. Mangi Lal Singhi	Director
Ms. Jaini Jain	Independent Director (Up to 01st July, 2024)
Mr. Sumitkumar J. Patel	Independent Director (Up to 01st July, 2024)
Mrs. Heena Parikh	Independent Director (Up to 12th June, 2024)
Mr. Nikhil Kaushik	Independent Director (w.e.f. 09th February, 2024)
Mr. Shankar Bhagat	Independent Director (w.e.f. 14th August, 2024)
Mr. Kamal Lalani	Independent Director (w.e.f. 14th August, 2024)

BOARD COMMITTEES

Audit Committee	Nomination and Remuneration Committee	Stakeholder's Relationship Committee
Mr. Sumitkumar Patel - Chairman	Ms. Jaini Jain - Chairman	Ms. Jaini Jain - Chairman
Ms. Jaini Jain	Mr. Sumitkumar Patel	Mr. Mangi Lal Singhi
Mr. Amit Khurana	Mr. Mangi Lal Singhi	Mr. Sumitkumar Patel
Mr. Mangilal Singhi		

RECONSTITUTION OF BOARD COMMITTEES W.E.F. 14TH AUGUST, 2024

Audit Committee	Nomination and Remuneration Committee	Stakeholder's Relationship Committee
Mr. Mr. Nikhil Kaushik - Chairman	Mr. Shankar Bhagat - Chairman	Mr. Kamal Lalani - Chairman
Mr. Shankar Bhagat	Mr. Kamal Lalani	Mr. Shankar Bhagat
Mr. Kamal Lalani	Mr. Mangilal Singhi	Mr. Mangilal Singhi
Mr. Mangilal Singhi		

CHIEF FINANCIAL OFFICER

Mr. Mangilal Singhi

COMPANY SECRETARY

Ms. Nikita Sadhwani (w.e.f. 31st August, 2022)
Ms. Bhumi Vaid [Up to 10th June, 2022]

BANKERS

State Bank of India

REGISTERED OFFICE

Waa Solar Limited

CIN:L40106GJ2009PLC076764

Madhav House

Near Panchratna Building

Subhanpura, Vadodara 390023

Tel: 0265 2290722

Website: www.waasolar.org

ANNUAL GENERAL MEETING

Date : Wednesday, September 25, 2024

Time : 04:00 P.M. through VC/OAVM

STATUTORY AUDITORS

M/s. JCH & Associates, Chartered Accountants, Vadodara

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

S6-2, 6th floor Pinnacle Business Park

Next to Ahura Centre

Mahakali Caves Road

Andheri (East) Mumbai - 400093

Tel: 022 62638200

Website: www.bigshareonline.com

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NOTICE

NOTICE is hereby given that the 15th Annual General Meeting (AGM) of the Members of **Waa Solar Limited** will be held on Wednesday, the 25th day of September, 2024 at 04:00 P.M. through Video Conference / Other Audio Visual Means, to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statement:

To consider and adopt the Audited Financial Statement (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors' thereon.

2. Appointment of Shri Mangi Lal Singhi as a Director, who liable to retire by rotation:

To appoint a Director in place of Shri Mangi Lal Singhi (DIN- 02754372), who retires by rotation and being eligible, offers himself for re-appointment and in this regards to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company, be and is hereby accorded to the reappointment of Mr. Mangi Lal Singhi (DIN- 02754372) as a Director, to the extent that he is required to retire by rotation.”

SPECIAL BUSINESS:

3. Appointment of Mr. Shankar Prasad Bhagat (DIN: 01359807) as an Independent Director of the Company

To Appoint Mr. Shankar Prasad Bhagat (DIN: 01359807) as Independent Director of the Company and in this regards to consider and, if through fit, to pass, with or without modification(s), the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Shankar Prasad Bhagat (DIN: 01359807), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from August 14, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 14, 2024 up to August 14, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

4. Appointment of Mr. Kamal Lalani (DIN: 09141815) as an Independent Director of the Company

To Appoint Mr. Kamal Lalani (DIN: 09141815) as Independent Director of the Company and in this regards to consider and, if through fit, to pass, with or without modification(s), the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kamal Lalani (DIN: 09141815), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from August 14, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 14, 2024 up to August 14, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”





5. **Authorisation and Ratification to Advance any Loan or Give Guarantee or to provide Security under section 185 of the Companies Act, 2013** and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

“RESOLVED THAT in suppression of earlier resolution passed, pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 (“The Act”) read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to ratify and authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt or give any guarantee or provide any security over the Company’s assets in respect of any loans or advances taken/granted by Company or any entity which is a subsidiary or associate or joint venture of the Company or any Partnership Firm / LLPs or any other person in whom any of the Directors of the Company is interested / deemed to be interested up to an aggregate sum of Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, any Guarantee, providing any security and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. **Approval For Availing Loan(s) Convertible into Equity Shares.**

and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and applicable regulations and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as **“the Board”**), which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board in respect of the financial assistance, including unsecured loans, which have already been availed or which may be availed from financial institutions/banks/any bodies corporate/directors (hereinafter collectively referred to as the **“Lenders”**) from time to time aggregating to a sum not exceeding Rs. 186,58,00,000/ (Rupees One Hundred Eighty Six Crore and Fifty Eight Lakhs Only) (**“Loans”**) consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, such that in the event of request by the Company for restructuring the facilities under the lending arrangements as may be executed between the Lenders and the Company or upon exercise of an option provided/agreed under the lending arrangements, Lenders, may be able to convert the outstanding facilities or part thereof, into equity shares in the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined at the time of such conversion, subject to applicable law, Securities and Exchange Board of India Regulations and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the **“Notice of Conversion”**) and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Loans;
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the Loans so converted;
- (iii) the part of the Loans so converted shall cease to carry interest as from the date of conversion and the Loans shall stand correspondingly reduced. Upon such conversion, the repayment installments of the Loans payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the Loans so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.
- (iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.

RESOLVED FURTHER THAT the Board of Directors (**“Board”**) of the Company be and is hereby authorized to finalize on behalf of the Company the drafts of said common loan agreement and such other undertakings or documents that may be required by the Lender and execute the same.

RESOLVED FURTHER THAT, the Board be and are hereby authorized to issue, offer and allot such number of equity shares to the Lender on terms and conditions as provided in the documents to be executed in relation to the Loans for conversion of the Loans.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid terms providing for such option and do such acts and things as may be necessary to give effect to the above resolution.”

By Order of the Board
for **Waa Solar Limited**

Date: August 30, 2024
Place: Vadodara

Amit A. Khurana
Chairman & MD
[DIN:00003626]

NOTES:

1. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@waasolar.org between September 22, 2024 (09:00 a.m. IST) to September 24, 2024 (05:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
6. Pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting, as furnished as annexure to the Notice. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder. Members desirous of any relevant information or clarifications on accounts at the Annual General Meeting are requested to write to the Company at least ten days before the date of the Annual General Meeting so as to enable the Management to keep the information ready at the Meeting.
7. **Trading / Transfer in the shares of the Company shall compulsorily be done in dematerialized form only *w.e.f.*, April 01, 2019.** Pursuant to SEBI Press Release No. 12/2019 dated 27th March, 2019, SEBI had clarified that the investors may continue to hold such shares in physical form even after the 1st April, 2019 subject to condition that investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized. Shareholders are therefore advised to dematerialize your physical shareholding at the earliest, if not yet already done. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2024 to 25th September, 2024 (including both days).
9. The 15th Annual Report for FY 2023-24 of the Company is also available on the Company's website: www.waasolar.org/Investors/AnnualReports.
10. The shareholders are hereby informed that all the correspondence of the shares or updation of Email address is addressed to the Registrar & Share Transfer Agent **M/s Bigshare Services Private Limited**.
11. The Annual Report and Notice of 15th Annual General Meeting, is being sent by electronic mode to all members whose email addresses are registered with the Registrar/ Depository Participant (s) unless a member has requested for the hard copy of the same. For members who have not registered their email addresses, physical copies of aforesaid documents on demand are sent by the permitted mode. Members may also note that Notice and Annual Report 2023-24 will be available on the Company's website: www.waasolar.org

VOTING THROUGH ELECTRONIC MEANS AND

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.waasolar.org. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.





7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 22.09.2024 at 09:00 A.M. and ends on 24.09.2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18.09.2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18.09.2024.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

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

NSDL Mobile App is available on







Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers .
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.





4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- (a) If are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
 - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - II. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- (a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to khasociates2016@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@waasolar.org
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@waasolar.org. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/ members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.





2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@waasolar.org. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@waasolar.org between September 22, 2024 (09:00 a.m. IST) to September 24, 2024 (05:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
7. Mr. Haresh Kapuriya, Practicing Company Secretary (CP No. 16749), Partner of M/s. KH & Associates (Practicing Company Secretaries), Vadodara has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.waasolar.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 3**

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company at its meeting held on August 14, 2024, based on the recommendation of the Nomination and Remuneration Committee ("the Committee") and subject to the approval of shareholders, appointed Mr. Shankar Prasad Bhagat (DIN: 01359807), as a Non-Executive Independent Director (Additional Director) of the Company, with effect from August 14, 2024 for a term of five consecutive years.

Mr. Shankar Prasad Bhagat possesses requisite skills, experience, knowledge and capabilities identified by the Committee and the Board and required for the role of an Independent Director of the Company. His expertise in managing, leading and advising businesses globally, deep insights into the global markets and strength in technology, sustainability and risk management will be of great value for the Company.

Mr. Shankar Prasad Bhagat is not disqualified from being appointed as Director in terms of section 164 of the Act and have given his consent to act as a Director. The Company has received declarations from Mr. Shankar Prasad Bhagat stating that he meets with the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Shankar Prasad Bhagat is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Considering Mr. Shankar Prasad Bhagat experience and professional competence, his appointment on the Board is in the overall interest of the Company. Mr. Shankar Prasad Bhagat candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Committee and the Board, Mr. Shankar Prasad Bhagat fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relative except Mr. Shankar Prasad Bhagat, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice. The Board recommends the Special Resolution set out at Item No.3 of the Notice for approval by the members.

Item No. 4

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company at its meeting held on August 14, 2024, based on the recommendation of the Nomination and Remuneration Committee ("the Committee") and subject to the approval of shareholders, appointed Mr. Kamal Lalani (DIN: 09141815), as a Non-Executive Independent Director (Additional Director) of the Company, with effect from August 14, 2024 for a term of five consecutive years.

Mr. Kamal Lalani possesses requisite skills, experience, knowledge and capabilities identified by the Committee and the Board and required for the role of an Independent Director of the Company. His expertise in managing, leading and advising businesses globally, deep insights into the global markets and strength in technology, sustainability and risk management will be of great value for the Company.

Mr. Kamal Lalani is not disqualified from being appointed as Director in terms of section 164 of the Act and have given his consent to act as a Director. The Company has received declarations from Mr. Shankar Prasad Bhagat stating that he meets with the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Shankar Prasad Bhagat is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Considering Mr. Kamal Lalani experience and professional competence, his appointment on the Board is in the overall interest of the Company. Mr. Kamal Lalani candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Committee and the Board, Mr. Shankar Prasad Bhagat fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relative except Mr. Kamal Lalani, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice. The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the members.

Item No. 5

Pursuant to Section 185(2) of the Companies Act, 2013 provides that the Company shall not advance any loan (including any loan represented by a book debt) or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in (as defined in the explanation provided in Section 185(2)) without the consent of the Company by way of a special resolution passed by its shareholders in a general meeting.

The Company may have to render support for the business requirements and for that to advance any loan including any loan represented by a book debt or give any guarantee or provide any security over the Company's assets in respect of any loans or advances taken/granted by Company or any entity which is a subsidiary or associate or joint venture of the Company or any Partnership Firm / LLPs or any other person in whom any of the Directors of the Company is interested / deemed to be interested, from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities except to the Subsidiary Company.





The Board of Directors seek consent of the Members for ratification and authorization to the Board by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017 or as amended time to time) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for its business activities and other matters connected and incidental thereon for their principal business activities to the extent of Rs. 300 Crores (Rupees Three Hundred Crores).

The Directors recommend the Item No. 5 of the Notice for consent and approval by the shareholders.

None of the Directors (except Chairman and Managing Director), Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution. The resolution as set out in item No. 5 of this Notice is accordingly recommended for your approval.

Item No. 6

In line with the regulatory changes in the recent past, the changes in the Companies Act and in line with various directives issued by Reserve Bank of India, from time to time, and in pursuance of the financing documents of the Company, the Company is required to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to enable the banks and financial institutions (hereinafter referred to as the “**Lenders**”) to convert the outstanding debt or any other financial assistance categorized as debt, in foreign currency or Indian Rupee, already availed or to be availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable laws at the time of such conversion.

Further, Section 62(3) of the Companies Act, 2013, provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Loans raised by the company to convert such Loans into shares in the Company; provided that the terms of issue of such loan containing such an option have been approved before the raising of Loans by a special resolution passed by the company in General Meeting.

Pursuant to Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company also recommends to borrow any sum or sums of monies (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as the Board may deem fit, such that the total amount borrowed and outstanding at any time shall not exceed Rs.350.00 Crores (Rupees Three Fifty Crores Only) and to create charges on the Company’s properties for securing the borrowings within the above limits and working capital facilities availed or to be availed by the Company.

For the purposes of such Borrowings, the Company may, from time to time, be required to execute financing documents, which provides for an enabling option to the Lenders, to convert the whole or any part of such outstanding financial assistance (comprising loans, or any other financial assistance categorized as loans), into fully paid up Equity Shares of the Company;

Accordingly, the Board recommends the resolution as set forth in the item no. 6 of the Notice, to enable the Lenders, in terms of the lending arrangements, entered/to be entered and as may be specified by the financial institutions/banks under the financing documents already executed or to be executed in respect of the financial assistance availed/ to be availed, at their option, to convert the whole or part of their respective outstanding financial assistance into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable laws at the time of such conversion.

The Company hereby clarifies that this resolution is merely an enabling resolution and there are no proposals of conversion of Loans into Equity, either pending or envisaged currently.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

By Order of the Board
for **Waa Solar Limited**

Date: August 30, 2024
Place: Vadodara

Amit A. Khurana
Chairman & MD
[DIN:00003626]

Profile of Director(s) recommended for appointment / re-appointment as required under to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Name of Director	Shri Mangi Lal Singhi	Mr. Shankar Prasad Bhagat	Mr. Kamal Lalani
DIN	02754372	01359807	09141815
Age, Date of Birth	05/05/1959, 65 Years	10/06/1951, 73 Years	08/06/1986, 38 Years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	October 27, 2017	August 14, 2024	August 14, 2024
Qualifications	Graduate in Commerce	Commerce Graduate, Chartered Accountant	Commerce Graduate, Company Secretary
Brief Resume & Expertise in specific functional Area	Mr. Mangi Lal Singhi has Over 35 years of experience in the field of Accounts, Finance, Banking and Management. Immense knowledge, strength in the fields of Accounts to be maintain.	Mr Bhagat is CA from ICAI and has his own practice since 1985, he has vast experience of statutory audit of companies, internal audit, bank branch statutory audit, Concurrent audit of banks, school and colleges, Co-operative society audit, Tax audit, GST audit, Experience of Income tax and company law matters.	Mr. Kamal Lalani is an Associate Company Secretary with having experience of 10 years in the field of Corporate Laws, FEMA and SEBI Rules and Regulations. Founded in 2022, Kamal Lalani is a Practicing Company Secretary firm rendering specialized services in area of Corporate Laws, Secretarial Auditor, IPOs, Corporate Governance issues, Legal drafting of agreements, Corporate Restructuring etc and registered as a Practicing Company secretaries' firm with the Institute of Company Secretaries of India (ICSI).
Experience	35 years of experience	40 Years of experience	Over 10 Years of experience
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed by the shareholders at the Extra Ordinary General Meeting, appointed as Non-executive Director, liable to retire by rotation	As per the resolution at Item No. 3 of the Notice of Convening Annual General Meeting on September 25, 2024 read with explanatory Statement	As per the resolution at Item No. 4 of the Notice of Convening Annual General Meeting on September 25, 2024 read with explanatory Statement
Details of Remuneration last drawn	NIL	Independent Directors are paid sitting fee for attending meetings of the Board/Committee as per provisions of the companies act 2013 and as directed by board of directors from time to time.	Independent Directors are paid sitting fee for attending meetings of the Board/Committee as per provisions of the companies act 2013 and as directed by board of directors from time to time.
Number of Board meetings attended during the year (Financial Year 2023-24)	8	NIL	NIL
Directorship held in other Companies	7	2 (Rushil Décor Ltd. & Madhav Infra Projects Ltd.)	2 (Krupamayi Traders Private Ltd. & Madhav Infra Projects Ltd.)
Listed Entities from which he has resigned as Director in past 3 years:	NIL	1. Minal Industries Ltd.	1. I Secure Credit & Capital Services Limited 2. Mangalam Industrial Finance Ltd. 3. Wardwizard Healthcare Limited. 4. Wardwizard Innovations & Mobility Ltd.
Memberships / Chairmanships of committees of other companies	NIL	1. Chairman in Audit Committee, NRC Committee & Stakeholders Relationship Committee also member in CSR Committee in company Rushil Decor Ltd. 2. Chairman in Audit Committee and member in NRC Committee, Stakeholders Relationship Committee, & CSR Committee in Madhav Infra Projects Ltd.	1. Chairman in NRC Committee and member in Audit Committee & CSR Committee in Madhav Infra Projects Ltd.
Shareholding in the Company	NIL	NIL	NIL
Relationship with other directors of the Board, or Key Managerial Personnel of the Company	Not related to any of the Directors or KMP's of the Company	Mr. Shankar Prasad Bhagat is not related to any of the Directors or KMP's of the Company	Mr. Kamal Lalani is not related to any of the Directors or KMP's of the Company

By Order of the Board
for **Waa Solar Limited**

Date: August 30, 2024
Place: Vadodara

Amit A. Khurana
Chairman & MD
[DIN:00003626]





DIRECTORS' REPORT

To,
The Members,
Waa Solar Limited

The Director presents the 15th Annual Report of your Company together with the audited standalone and consolidated financial statements for the financial year ended March 31, 2024.

1. FINANCIAL HIGHLIGHTS

Financial Results of the Company for the year under review along with the figures for previous year are as follows:

2. OPERATION AND PERFORMANCE REVIEW

(Rs. in Lakhs) except per equity share data)

Particulars	Year Ended on 31.03.2024	Year ended on 31.03.2023	Year Ended on 31.03.2024	Year ended on 31.03.2023
	Standalone Results		Consolidated Results	
Net Sales/ Income from Operation	2607.66	2580.64	2668.97	4904.27
Other Income	66.25	38.04	66.26	65.23
Total Income	2673.91	2618.68	2735.24	4969.50
Profit before interest, Depreciation & Tax	1840.17	2140.52	1884.25	3608.43
Less Interest (Financial Cost)	392.28	472.37	400.94	1005.56
Depreciation	879.28	878.39	897.97	1595.77
Profit Before Tax	568.61	789.76	585.34	1007.10
Less Previous years Adjustments	28.78	2.52	29.12	2.55
Provision for Current year Income Tax	99.51	138.21	102.15	174.06
Net Profit after tax	440.33	649.04	454.07	830.49
Add: Balance carried from Profit & Loss A/c	-	-	209.03	208.28
Less: Provision for earlier year taxation	-	-	-	-
Minority Interest	-	-	(0.05)	54.47
Net Profit after tax and adjustments	440.33	649.04	663.15	984.30
Dividends: Interim Dividend	-	-	-	-
Dividends: Final Dividend (Proposed)	-	-	-	-
Transferred to general Reserve	440.33	649.04	663.15	984.30
Balance carried to the balance sheet				
EPS (Basic)	3.32	4.89	5.00	7.42
EPS (Diluted)	3.32	4.89	5.00	7.42

Standalone Results

The Company achieved revenue from operations of Rs. 2,607.66 Lakhs against Rs.2,580.64 Lakhs and EBITDA of Rs. 1840.17 Lakhs as against Rs. 2,140.52 Lakhs in the previous year. Net Profit for the year is Rs. 440.33 Lakhs as compared to net profit of Rs. 649.04 Lakhs in the previous year.

Consolidated Results

The Company achieved revenue from operations of Rs. 2,668.97 Lakhs against Rs. 4,904.27 Lakhs and EBITDA of Rs. 1,884.25 Lakhs as against Rs. 3,608.43 Lakhs respectively in the previous year. Net Profit for the year is Rs. 663.15 Lakhs as compared to net profit of Rs. 984.30 Lakhs in the previous year.

3. DIVIDEND

The Board of your Company has not recommended any dividend on equity shares for the year ended.

4. TRANSFER TO RESERVES

During the financial year under review, the Company has transferred its net profit to general reserve account for further expansion of business.

5. PROJECT UNDER REVIEW

During the year under review the projects set up by your Company i.e. 10.25 MW (DC) capacity of ground mounted Solar PV Power Project at Village Tikar (Parmar), Taluka Muli, District Surendra-nagar, Gujarat and 100 KWP at Raja Bhoj Airport, Bhopal on Built, Own and Operate ("BOO") basis has regular generation, Also During the year the Company has received LOA from PGVCL, for execution of 47.50 MW Project at Various Location of Gujarat.

6. CAPITAL

The capital of the Company during the year and at the end of the year is Rs. 13,26,67,640/-

7. ANNUAL RETURN

In Accordance with the Companies Act, 2013 and applicable rules thereunder, the Annual Return in the prescribed format is available at <http://www.waasolar.org/investor/annualreport.html>

8. NUMBER OF BOARD MEETINGS HELD

The Board of Directors met Five times during the year, which are on dated 26/05/2023, 29/08/2023, 07/11/2023, 29/11/2023, 19/01/2024, 09/02/2024, 06/03/2024 and 12/03/2024.

9. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosure to the Board that they have fulfilled all the requirements as to qualify for their appointment as an Independent Director u/s 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down u/s 149(6) of the Companies Act, 2013 and the regulation 25 of SEBI (LODR) Regulations, 2015.

10. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

In accordance with Section 178 of the Companies Act, 2013 and the Listing Regulations, the 'Nomination and Remuneration Policy' as approved by the Nomination and Remuneration Committee of the Board of Directors is available on the Company's website (www.waasolar.org).

11. CORPORATE GOVERNANCE

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of para C, D and E of schedule V as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, Corporate Governance report is not required. However, our company has adhered to corporate governance by having optimum combination of independent directors and executive directors on Board of our Company.

12. COMMITTEES OF THE BOARD**A. AUDIT COMMITTEE**

The Audit Committee of your Company has been constituted as per the requirements of Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

The Audit Committee comprises 3 (Three) Non-Executive Directors (NED) and 1 (one) Executive Director as members. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Auditors of the Company attend the Meetings of the Audit Committee on invitation of the Chairman of the Committee. The Composition of Audit Committee, is given below:

Mr. Sumitkumar Patel - Chairman, NED & ID	Ms. Jaini Jain- Member, NED & ID
Mr. Amit Khurana - Member, ED	Mr. Mangilal Singhi - Member, NED

During the Financial Year 2023-24, the Audit Committee met Five times on 26/05/2023, 29/08/2023, 07/11/2023, 09/02/2024 & 12/03/2024.

Reconstitution of Audit Committee w.e.f. 14th August, 2024

Mr. Mr. Nikhil Kaushik - Chairman, NED & ID	Mr. Shankar Bhagat - Member, NED & ID
Mr. Kamal Lalani - Member, NED & ID	Mr. Mangilal Singhi - Member, NED

B. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

The Stakeholder's Relationship Committee comprises 3 (three) Non-Executive Directors as Members.

Ms. Jaini Jain - Chairperson, NED & ID	Mr. Sumitkumar Patel - Member, NED & ID
Mr. Mangilal Singhi - Member, NED	

During the Financial Year 2023-24, the Stakeholder's Relationship Committee met 1 (One) time on 07/11/2023.

Reconstitution of Stakeholder Relationship Committee w.e.f. 14th August, 2024

Mr. Kamal Lalani - Chairman, NED & ID	Mr. Shankar Bhagat - Member, NED & ID
Mr. Mangilal Singhi - Member, NED	

C. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II). The Chairman of the Committee is an Independent Director.

The Nomination and Remuneration Committee comprises 3 (Three) Non-Executive Directors as members. The Composition of Nomination and Remuneration Committee is given below:

Ms. Jaini Jain - Chairperson, NED & ID	Mr. Sumitkumar Patel - Member, NED & ID
Mr. Mangilal Singhi - Member, NED	

During the Financial Year 2023-24, the Nomination and Remuneration Committee met 2 (Two) times on 29/08/2023 & 09/02/2024.

Reconstitution of Nomination And Remuneration Committee w.e.f. 14th August, 2024

Mr. Shankar Bhagat - Chairman, NED & ID	Mr. Kamal Lalani - Member, NED & ID
Mr. Mangilal Singhi - Member, NED	

13. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors confirm to the best of their knowledge and belief that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;





- c) the directors had taken proper and sufficient care 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;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year, your Company have given Loan or any Guarantee or provided any Security or made any investment which covered under section 186 of the Companies Act, 2013. The details of loans made by the Company during the year, mentioned as below:

During the year the Company has not given any additional Guarantee to any body Corporate.

During the year the Company has made investment as mentioned herein as under:

(Rs. In Crore)

Sr. No.	Name of Entity	Relationship	Amount of Loan Made	Purpose of Loan
1	Infinity Infrabuild Limited	Associate Concern	09.40	General Business Purpose
2	Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Pvt. Ltd.	Associate Concern	01.00	General Business Purpose
3	Madhav (Sehora Silodi Corridor) Highways Pvt Ltd.	Associate Concern	01.27	General Business Purpose

15. PARTICULARS OF CONTRACTS / ARRANGEMENTS WITH RELATED PARTIES

(Rs. In Crore)

Sr. No.	Name of Entity	Amount
1	Madhav Infra Projects Ltd-Refundable Advance	16.07
2	Madhav Infra Projects Ltd Chetak Enterprises Ltd Jv	2.20
3	Prakash Power	0.04

Pursuant to the provisions of section 188 of Companies Act, 2013. All the related party transactions entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Accordingly, information in form AOC-2 is not annexed.

16. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo for the financial year under review as required to be given under Section 134(3)(m) of the Companies Act, 2013 and the Rules made thereunder. Your Company having business of power generation and transmission to the concern authority by Solar Power Projects which required optimum use of energy. Your Company absorbed best technology and product during setting its solar power project. Your Company has not been spend any money towards research and development. Your Company during year under review has not entered in transaction towards foreign exchange earnings and outgo.

17. INSURANCE & RISK MANAGEMENT

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits etc. In terms of the Listing Regulations, as it is not mandatorily required, the Company has not constituted a Risk Management Committee. However Board has considered the necessary risk in solar industry and evaluated the same.

18. BOARD EVALUATION

SEBI (LODR) Regulations, 2015, mandates that, the Board has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings. The Chairman was also evaluated on the key aspects of his role. In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

19. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, the Company has Re-appointed Mr. Sumitkumar Jayantibhai Patel (DIN: 08206567) as an Independent Director of the Company for the Second consecutive Term of Five Years also the Company has Appointed Mr. Nikhil Kaushik (DIN:00040403) as an Independent Director of the Company with effect from 09th February,2024.

Mrs. Heena Ullash Parikh (DIN-02879703), was resigned from the post of Independent Director with effect from 12th June, 2024

Ms. Jaini Shaileshbhai Jain (DIN-07859496) & Mr. Sumitkumar Jayantibhai Patel (DIN: 08206567) was also resigned from the post of Independent Director with effect from 01st July, 2024.

Mr. Shankar Prasad Bhagat & Mr. Kamal Lalani was appointed as Additional Non—Executive Independent Director with effect from 14th August, 2024 for a term of Five years.

The Company had obtain certificate from the Practicing Company Secretary on None of the Directors are disqualified, Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annex as Annexure B.

20. SUBSIDIARIES

As on March 31, 2024, the Company has 4 subsidiaries in terms of the Companies Act, 2013, a list of which is given under Annual Return the forming part of this Annual Report. The salient features of the financial statement of subsidiaries / joint ventures / associates and their contribution to the overall performance of the Company during the period under review have been provided in Form AOC-1 as Annexure A and Notes to Accounts respectively both forming part of this Annual Report.

21. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

There is to certify by the Practicing Company Secretary that none of the Directors of the Board of the Company, as listed hereunder for the financial year ended 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Director of the Companies as per Annexure B.

22. LISTING OF SECURITIES OF THE COMPANY

Your Company is listed on BSE Limited through SME Listing and having scrip code is 541445. The Company has paid the Annual Listing Fees to the Stock Exchange as required.

23. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as required in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is annexed and forming part of the Directors' Report.

24. SIGNIFICANT AND MATERIAL EVENTS AND ORDERS

During the financial year under review, There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and your Company's operations in future.

25. AUDITOR'S AND THEIR REPORT

M/s. JCH & Associates, Chartered Accountants (Registration No. 134480W), who were appointed as the Statutory Auditors of the Company who can hold the office till the 18th AGM of the Company. The Auditors report for financial year ended on March 31, 2024 does not contain any qualification, reservation or adverse remark. The Auditors report enclosed with the financial statements in the Annual Report.

26. SECRETARIAL AUDITORS

Mr. Haresh Kapuriya of M/s. KH & Associates, Practicing Company Secretaries, was appointed to conduct secretarial audit of the Company for the year ended on March 31, 2024, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report given by Secretarial Auditors in Form No. MR-3 has been annexed herewith as Annexure -C to this report. The Board has appointed Mr. Haresh Kapuriya of M/s. KH & Associates, Practicing Company Secretaries, as secretarial auditor of the Company.

27. CREDIT RATING

Your Company has been assigned a rating of CARE BBB+ (Plus) (Stable) for Long Term Bank Limits of Rs. 33.83 Crores. The rating is assigned by CARE.

28. PARTICULARS OF EMPLOYEES

None of the employee was drawing in excess of the limits prescribe under section 197 (12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been annexed herewith as Annexure - D to this report.

29. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of the Companies Act, 2013 and amendments and rules made thereunder are attract applicability to the Company and the Company has formulated CSR policy as provided under Section 135 of the Companies Act, 2013. The Company is committed to discharging its social responsibility as a good corporate citizen. The Corporate Social Responsibility Report has been annexed herewith as Annexure- E to this report.

30. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended March 31, 2024, no complaint was received.

31. POLICIES

The SEBI (LODR) Regulations, 2015 mandate to formulations of certain policies for all listed Companies. Accordingly, the Company has formulated the Policies for the same as the Company believed to retain and encourage high level of ethical standard in business transactions. All our Policies are available on our website www.waasolar.org.

32. ACKNOWLEDGEMENT

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thank the employees at all levels, our consistent growth was made possible by their hard work, solidarity, cooperation and support.

**For and on behalf of the Board of Directors
Waa Solar Limited**

Date: August 30, 2024

Place: Vadodara

Amit A Khurana
[DIN:00003626]

Chairman & Managing Director





FORM NO. AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/
joint ventures

Part "A": Subsidiaries Companies

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

Subsidiary Company

Sr. No	Particulars	Details	Details	Details*	Details*
1	Name of the subsidiary	MS(J)PL ¹	MI (VKC) PL ²	AIPL ³	SIPL ⁴
2	Reporting period for the subsidiary concerned	31.03.2024	31.03.2024	31.03.2024	31.03.2024
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA
4	Share capital	500.00	295.00	1.53	139.25
5	Reserves & surplus	-	(437.53)	-	96.54
6	Total assets	500.11	1055.13	2,710.487	428.62
7	Total Liabilities	0.11	1197.66	2,708.957	192.83
8	Investments	64.50	-	313.855	-
9	Turnover	-	-	-	61.31
10	Profit before taxation	-	(0.19)	-	16.92
11	Provision for taxation	-	-	-	2.98
12	Profit after taxation	-	(0.19)	-	13.94
51	Proposed Dividend	-	-	-	-
14	% of shareholding	99.99	73.99	64.05	100.00

¹ Madhav Solar (J) Private Limited

² Madhav Infracon (Vidhisha Kurwai Corridor) Private Ltd

³ Aspire Infracon Private Limited

⁴ Sol Kar Infrastructure Private Limited

Part "B": Associate Companies

(Information in respect of each associate to be presented with amounts in Rs. Lakhs)

Sr. No.	Name of Associates/ Joint Ventures	MPNS ₁	MISPL ₂	M (SSC) H PL ³
1	Latest Audited B/S Date	31/03/2024	31/03/2024	31/03/2024
2	Shares of Associate/Joint Ventures held by the company on the year end:	30.00%	44.19%	30%
3	No. of Shares	30,000	13,30,000	30,000
4	Amount of Investment in Associates	2,100.00	0	2740.48
5	Extend of Holding %	30.00%	44.19%	30.00%
6	Description of how there is significant influence	Common Management	Common Management	Common Management
7	Reason why the associate/joint venture is not consolidated	NA	NA	NA
8	Net worth attributable to shareholding as per Audited B/S	1,706.78	166.83	975.40
9	Profit/Loss for the year	397.63	27.64	267.80
i.	Considered in Consolidation	145.19	12.21	80.34
ii.	Not Considered in Consolidation	338.77	15.43	187.46

Associates Company

¹ Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Private Limited

² MI Solar (India) Private Limited

³ Madhav (Sehora Silodi Corridor) Highway Private Limited

Certificate by a Company Secretary in Practice

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Waa Solar Limited

We have examined the following documents:

- Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents')

as submitted by the Directors of Waa Solar Limited ('the Company') bearing CIN: L40106GJ2009PLC076764 and having its registered office at Madhav House, Plot No. 04, Near Panchratna Building, Subhanpura, Vadodara – 390023, to the Board of Directors of the Company ('the Board') for the financial year 2023-24 and relevant registers, records, forms and returns maintained by the Company and as made available to us for the purpose of issuing this Certificate in accordance with, Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (LODR) Regulations, 2015. We have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities.

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

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with, the provisions of the Act.

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

Based on our examination as aforesaid and such other verifications carried out by us as deemed necessary and adequate (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and Authorised Representatives, we hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the financial year ended 31st March, 2024, have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment	Date of Cessation
1	Mr. Amit Khurana	00003626	26-12-2017	NA
2	Mr. Mangi Lal Singhi	02754372	27-10-2017	NA
3	Mr. Nikhil Kaushik	00040403	09-02-2024	NA
4	Mr. Sumitkumar Patel	08206567	28-09-2018	01-07-2024
5	Ms. Jaini Jain	07859496	20-02-2018	01-07-2024
6	Mrs. Neelakshi Khurana	00027350	01-04-2021	NA
7	Mrs. Heena Parikh	02879703	01-04-2021	12-06-2024

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

This Certificate has been issued at the request of the Company to make disclosure in its Board's Report of the financial year ended March 31, 2024.

For K H & Associates
Practicing Company Secretaries

Place: Vadodara
Date: 06/08/2024
UDIN:A026109F000907429

Haresh Kapuriya
Partner
ACS No. 26109; CP No. 16749



**FORM MR -3
SECRETARIAL AUDIT REPORT**

(For the Financial year ended on 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,
WAA SOLAR LIMITED
Madhav House,
Near Panchratna Building,
Subhanpura,
Vadodara-390023

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by the Company (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 **WAA SOLAR LIMITED** books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings. – Not Applicable to the Company during the Audit period;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable to the Company during the Audit period;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – Not Applicable to the Company during the audit period;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable to the Company during the audit period ;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not Applicable to the Company during the audit period and
 - h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 - Not Applicable to the Company during the audit period.

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

- (i) (Mandatory) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited, including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR')

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above. Further, as per representation of management letter, the, company has complied with all the clauses of the contractual agreement entered by it and all relevant industry specific provisions of laws are complied by the Company.

Further, as per representation of management letter, the company has complied with all the clauses of the contractual agreement entered by it and all relevant industry specific provisions of laws are complied by the Company.

We further report that;

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance, 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.

During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report (by way of information) that during the audit period, the Company has passed following Special Resolution at the Annual General Meeting of the Company held on 27.09.2023 and Postal Ballot dated April 24, 2023 & February 12, 2024:

- I. Authorization and Ratification to Advance any Loan or Give Guarantee or to provide Security under section 185 of the Companies Act, 2013 up to an aggregate sum of Rs.200,00,00,000/- (Rupees Two Hundred Crores Only),
- II. Re-Appointment of Ms. Jaini Jain (Din 07859496) as an Independent Director for a Second Consecutive Term of Five Years in postal Ballot dated 24.04.2023,
- III. Re-Appointment of Mr. Sumitkumar Jayantibhai Patel (DIN: 08206567) as an Independent Director of the Company.
- IV. To Approve Sale of Shares of Madhav (Sehora Silodi Corridor) Highways Private Limited, Material Subsidiary of the Company in postal ballot dated 12.02.2024,
- V. To Consider and Approve Appointment of Mr. Nikhil Kaushik (DIN: 00040403) as an Independent Director of the Company in postal Ballot dated 12.02.2024.

We further state that my report of even date is to be read along with “**Annexure – A**” appended hereto.

**For K H & Associates
Practicing Company Secretaries**

Place: Vadodara
DATE: 06/08/2024
UDIN: A026109F000907121

**Haresh Kapuriya
Partner
ACS No. 26109; CP No. 16749**

“Annexure – A”

To,
The Members,
WAA SOLAR LIMITED

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 the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided 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. Wherever 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 procedures 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 K H & Associates
Practicing Company Secretaries**

Place: Vadodara
DATE: 06/08/2024
UDIN: A026109F000907121

**Haresh Kapuriya
Partner
ACS No. 26109; CP No. 16749**





DISCLOSURE IN THE BOARD’S REPORT UNDER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

Sr. No.	Particulars	Directors Name	Ratio to median Remuneration
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24	Mr. Amit Khurana Ms. Neelakshi Khurana Mr. Mangilal Singhi & Other Independent Directors	4.19% 4.19% 1.16% Nil
2	The percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive Officer, Company Secretary or Manager if any in the financial year	Directors’/CFO/CEO/CS/ Manager Name	% increase in Remuneration
		Mr. Amit Khurana, MD Ms. Neelakshi Khurana, Director	0.00% 0.00%
		Company Secretary Chief Financial Officer	0.00% 0.00%
3	Percentage increase in the median remuneration of employees in the financial year 2023-24	Nil Increment was given to the employee	
4	Number of employees on the rolls of the Company	As on 31.03.2024 17	As on 31.03.2023 14
5	Explanation on the relationship between average increase in remuneration and Company performance	The Profit Before Tax for the year ended on 31.03.2024 decreased by 28% whereas the increase in the median remuneration was average. The average increase in median remuneration was in line with the performance of the Company.	
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	Remuneration of Key Managerial Personnel has increased by 0%, in comparison to a of PBT before extraordinary items	
7	Variation In	31.03.2024	31.03.2023
	Market Price (Rs. Per Share)	114.70	37.00
	Market Capitalization (Crore)	152.17 CR	49.08 CR
	Earnings Per Share (Rs.)	3.32	4.89
	Price Earning Ration	34.55	7.57
8	Average percentile increase in the salaries of employees other than Managerial Personnel in last financial year and its comparison with the percentile increase in the managerial remuneration.	The average increase in employees’ salary during the year 2023 -24 is NIL.	
9	Comparison of Remuneration of each of the Key Managerial Personnel against the Performance of the Company. (The total revenue of the Company has Increased to Rs. 26.08 Crores from Rs. 25.81 Crores and decreased in Profits Before Tax is 28 % in F.Y. 2023-24)	Name of KMP	Increment in Remuneration
		Mr. Amit Khurana (MD) Ms. Neelakshi Khurana [WTD]	Nil
		Mr. Mangilal Singhi [CFO] Ms. Nikita Sadhwani (CS)	Nil
10	Key Parameter for any variable component of remuneration availed by the Directors	The variable component of remuneration of Directors is as 5.00% of Profits and is based on performance	
11	Ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable	
The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.			

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs

In adherence to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors upon the recommendation of CSR Committee, in its Meeting held on June 29, 2019, approved a CSR Policy of the Company. The Policy available on the website of the Company www.waasolar.org.

CSR policy of the Company encompasses the Company's philosophy for describing its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.

2. The Composition of CSR Committee

The Company's CSR Committee comprises three members of which two are Non- Executive Director of the Company, and is chaired by an Independent Director. The composition of the Committee is set out below:

Name	Category	Designation
Ms. Jaini Jain	Non- Executive Independent	Chairperson
Mr. Mangilal Singhi	Non Executive Non-Independent	Member
Mr. Amit Khurana	Executive Non- Independent	Member

Reconstitution of CSR Committee w.e.f. 14th August, 2024

Name	Category	Designation
Mr. Nikhil Kaushik	Non- Executive Independent	Chairman
Mr. Shankar Bhagat	Non- Executive Independent	Member
Mrs. Neelakshi Khurana	Executive Non- Independent	Member

3. Average net profit of the Company for last three financial years

The Average Net Profit of three financial years preceding the reporting financial year (*i.e.* 2022-23, 2021-22 & 2020-21) calculated in accordance with section 135 of the Companies Act, 2013 is Rs. 491.28 Lakhs.

4. Prescribed CSR Expenditure (two percent of amount stated in item 3 above)

The prescribed CSR Expenditure to be incurred during the financial year *i.e.* 2023-24 is Rs. 9.83 Lakhs.

5. Details of CSR spent during financial year

(a) Total amount to be spent for Financial Year: 9.83 Lakhs

(b) Amount unspent, if any: NIL

(c) Manner in which amount spent during the financial year: The Company has sent Rs. 9.83 Lakhs towards the CSR Expenditure by way of the Donation to the Rama Memorial Foundation, who carrying the activities of Providing Education and helping to the poor and needy people.

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Not Applicable.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the Company.

Date: May 13, 2024

Place: Vadodara

(Jaini Jain)

Chairman of CSR Committee

(Amit Khurana)

Managing Director





MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. FORWARD-LOOKING STATEMENTS

This Report contains statements that constitute 'forward looking statements' including, without restraint, statements relating to the expectations, projections and implementation of strategic initiatives and other statements relating to the future business growth/ developments and economic performance. This statements based on certain expectations, believes, projections and future expectations concerning, the development of strategic growth, market risks, uncertainties and other factors depends on the management's thoughts. It could be differ from actual performance and results, to differ significantly from Management's thoughts / expectations.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

The government-backed policy initiatives along with the consistent fall in cost of solar technology boosted solar energy sector as seen in increased participation by both, domestic and global players in project tenders. The changing dynamics driven by maturing technologies have shifted the trend from plain standalone solar and wind projects, to rising interest in more complex projects including hybrid, RTC, peak power, floating solar and storage.

With the increased support of the Government and improved economics, the sector has become attractive from an investor's perspective. As India looks to meet its energy demand on its own, which is expected to reach 15,820 TWh by 2040, renewable energy is set to play an important role.

The government-backed policy initiatives along with the consistent fall in cost of solar technology boosted solar energy sector as seen in increased participation by both, domestic and global players in project tenders. The changing dynamics driven by maturing technologies have shifted the trend from plain standalone solar and wind projects, to rising interest in more complex projects including hybrid, RTC, peak power, floating solar and storage.

The country is targeting about 4500 Gigawatt (GW) of installed renewable energy capacity by 2032 – about 280 GW (over 60%) is expected from solar.

Some major investments and developments in the Indian renewable energy sector are as follows:

- (a) US\$ 2.4 billion National Hydrogen Mission for production of 5 MMT by 2030 and US\$ 36 million additional in budget.
- (b) 59 solar parks of aggregate capacity 40 GW have been approved in India.
- (c) Solar Parks in Pavagada (2 GW), Kurnool (1 GW) and Bhadla-II (648 MW) included in top 5 operational solar parks of 7 GW capacity in the country.
- (d) The world's largest renewable energy park of 30 GW capacity solar-wind hybrid project is under installation in Gujarat.
- (e) India offers a great opportunity for investments in RE sector; \$196.98 Bn worth of projects underway in India.
- (f) Wind Energy has an offshore target of 30 GW by 2030 with three potential sites identified.
- (g) In August 2022, Norfund, who manage the Norwegian Climate Investment Fund, and KLP, Norway's biggest pension company, signed an agreement to buy a 49% share of a 420 MW solar power plant in Rajasthan for Rs. 2.8 billion (US\$ 35.05 million).
- (h) India has generated 47.64 BU of solar power in the first half of 2022, a 34% YoY increase.
- (i) Investment in renewable energy in India reached a record US\$ 14.5 billion in FY22, an increase of 125% over FY21.
- (j) India ranked third on the EY Renewable Energy Country Attractive Index 2021.
- (k) In February 2022, Creduce Technologies-HCPL JV announced winning the bid for India's single largest hydro power carbon credits project with Satluj Jal Vidyut Nigam, which will create more than 80 million carbon credits.
- (l) In February 2022, Husk Power Systems, a renewable energy company working towards rural electrification, secured a US\$ 4.2 million loan from the Indian Renewable Energy Development Agency (IREDA).
- (m) The NTPC is expected to commission India's largest floating solar power plant in Ramagundam, Telangana by May-June 2022. The expected total installed capacity is 447MW.
- (n) The Solar Energy Corporation of India (SECI) implemented large-scale central auctions for solar parks and has awarded contracts for 47 parks with over 25 GW of combined capacity.

Under the Union Budget 2022-23, the allocation for the Solar Energy Corporation of India (SECI), which is currently responsible for the development of the entire renewable energy sector, stood at Rs. 1,000 crores (US\$ 132 million). In the Budget, the government allocated Rs. 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules. Indian Railways is taking increased efforts through sustained energy efficient measures and maximum use of clean fuel to cut down emission level by 33% by 2030.

3. GOVERNMENT INITIATIVES

Some initiatives by Government of India to boost India's renewable energy sector are as follows:
In Budget 2023-24, Green Growth identified is one of the nodes in the SAPTARISHI (seven priorities).

In Budget 2023-24, US\$ 1.02 billion (Rs. 8,300 crore) central sector support for ISTS infrastructure for 13 GW renewable energy from Ladakh was announced.

In the Union Budget 2022-23, the allocation for the Solar Energy Corporation of India (SECI), which is currently responsible for the development of the entire renewable energy sector, stood at Rs. 1,000 crores (US\$ 132 million).

In the Budget, the government allocated Rs. 19,500 crore (US\$ 2.57 billion) for a PLI scheme to boost manufacturing of high-efficiency solar modules.

In November 2021, at the Cop-26 Summit in Glasgow, Prime Minister Mr. Narendra Modi made a promise to increase India's renewable energy generation capacity to 500 GW, and meet 50% of India's energy needs through renewable means by the year 2030.

4. RISKS AND CONCERNS

Your company being engaged in the business of solar power generation and its transmission and totally depend upon the Government Policies. So adverse government policy may affect the business in negative like reduction in PPA unit rate or increase in rate of material which may cost high to the company and get low return or margin on investment. The Company has sufficient risk management policies in place that act as an effective tool in minimizing the various risks that the businesses are exposed to during the course of their day-to-day operations as well as in their strategic actions.

5. FINANCIAL PERFORMANCE

An overview of the financial performance is given in the Directors' Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

6. INTERNAL CONTROLS AND THEIR ADEQUACY

Your Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations. It has documented procedures covering all financial, operating and management functions. These controls have been designed to provide a reasonable assurance with regard to maintaining proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with best practices in these areas as well. The systems are periodically reviewed for identification of control deficiencies and formulation of time bound action plans to improve efficiency at all the levels.

The Audit committee of the Board reviews internal control systems and their adequacy, significant risk areas, observations made by the internal auditors on control mechanism and the operations of the company, recommendations made for corrective action and the internal audit reports. The committee reviews with the statutory auditors and the management, key issues, significant processes and accounting policies. The company continues its efforts in strengthening internal controls to enable better management and controls over all processes.

7. CAUTIONARY STATEMENT

Some of the statements in this Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable Laws and Regulations. Actual results might differ substantially from those expressed or implied. Important developments that could affect the Company's operations include changes in economic conditions affecting demand, supply and price movements in the domestic and overseas markets in which your Company operates, changes in the Government regulations, Tax Laws and other Statutes or other incidental factors. Market data and products information contained in this Report have been based on information accumulated from various published and unpublished reports and their accuracy, reliability and completeness cannot be assured. The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future.





INDEPENDENT AUDITOR'S REPORT

Standalone

TO THE MEMBERS OF WAA SOLAR LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

1. OPINION

We have audited the financial statements of Waa Solar Limited ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, its profit/loss and its cash flows for the year ended on that date.

2. BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

4. INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENT AND AUDITOR'S REPORT THEREON

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

5. RESPONSIBILITY 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 Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

6. AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st 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 financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B';
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - i) The management has represented that, to the best of its knowledge and belief, 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, whether, 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;





- ii) The management has represented, that, to the best of it’s knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii) Based on such audit procedures 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 mis-statement.
- v. No dividend have been declared or paid during the year by the company.

**FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W**

**CHINTAN JOSHI
PARTNER
M. No.: 144277
UDIN: 24144277BKERYO5974**

Place: Vadodara
Date: 13/05/2024

ANNEXURE-A TO INDEPENDENT AUDITORS’ REPORT

The Annexure referred to in our Independent Auditors’ Report to the Waa Solar Limited of the Company on the financial statements for the year ended 31st March 2024.

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

1(A)	The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment;										
(B)	The Company has maintained proper records showing full particulars of Intangible Assets;										
1(b)	All Property, plant and equipment have been physically verified by the management at a regular interval of time (normally once a year). No material discrepancies were noticed on such verification.										
1(c)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the company is the lessee and the lease agreement are duly executed in favor of the lessee) disclosed in the financial statement are held in the name of the Company.										
1(d)	The Company has not revalued its property, plant and equipment (including right to use assets) or Intangible assets or both during the year.										
1(e)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.										
2(a)	The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by management as at March 31, 2024. No discrepancies were noticed on verification between the physical stock and book records that were 10% or more in aggregate for each class of inventory.										
2(b)	The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.										
3	<p>The Company has made investments in, provided any guarantee and security and granted any loans and advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year:</p> <ul style="list-style-type: none"> a) The Company has provided loans and advances in the nature of loan during the year : The Company has provided loans and advances aggregate amounting to Rs 2,795.32 Lacs during the year to Subsidiaries, Joint Ventures and Associates and balance outstanding at the balance sheet date is Rs. 5,253.72 Lacs. b) In our opinion, the investments made are prima facie not prejudicial to the Company’s interest, however the terms and conditions of aforesaid loans granted by the company are prejudicial to the company’s interest on account of the fact that the aforesaid loans have been provided interest free which is not as per requirement under section 186 of the Companies Act,2013. c) In respect of loans and advances granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and repayment or receipts are regular. d) In respect of loans and advances granted by the Company, there are no overdue amount remaining outstanding as at the balance sheet date. e) There are no loans granted by the Company which has fallen due during the year and has been renewed and extended. Hence, reporting under clause 3(iii)(e) is not applicable. f) The Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year Details are as follow: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Aggregate amount of loans/ advances in nature of loans</th> <th>Related Parties</th> </tr> </thead> <tbody> <tr> <td>- Repayable on demand (A)</td> <td>-</td> </tr> <tr> <td>- Agreement does not specify any terms or period of repayment (B)</td> <td>Rs. 5,253.72 lakhs</td> </tr> <tr> <td>Total (A+B)</td> <td>Rs. 5,253.72 lakhs</td> </tr> <tr> <td>Percentage of loans/ advances in nature of loans to the total loans</td> <td></td> </tr> </tbody> </table>	Aggregate amount of loans/ advances in nature of loans	Related Parties	- Repayable on demand (A)	-	- Agreement does not specify any terms or period of repayment (B)	Rs. 5,253.72 lakhs	Total (A+B)	Rs. 5,253.72 lakhs	Percentage of loans/ advances in nature of loans to the total loans	
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Total (A+B)	Rs. 5,253.72 lakhs										
Percentage of loans/ advances in nature of loans to the total loans											

4	The Companies has complied with the provisions of sections 185 and 186 of the Companies Act 2013 in respect of loans, investments, guarantees, and security provided, as applicable except following on which no interest has been charged.																								
	<table border="1"> <thead> <tr> <th>Name of the Party</th> <th>Yearend Balance (Rs. in lakhs)</th> <th>Maximum Balance (Rs. in lakhs)</th> </tr> </thead> <tbody> <tr> <td>Madhav (PNS Corridor) Highways Pvt. Ltd.</td> <td>100.00</td> <td>100.00</td> </tr> <tr> <td>Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd.</td> <td>1,197.54</td> <td>1,197.54</td> </tr> <tr> <td>Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.</td> <td>127.47</td> <td>127.47</td> </tr> <tr> <td>Aspire Infracon Pvt. Ltd.</td> <td>1,060.85</td> <td>1,060.85</td> </tr> <tr> <td>Infinity Infrabuild Pvt. Ltd</td> <td>940.00</td> <td>940.00</td> </tr> <tr> <td>Madhav Infra Projects Ltd.</td> <td>1,607.00</td> <td>1,607.00</td> </tr> <tr> <td>Madhav Infra Projects Ltd Chetak Enterprise Ltd JV</td> <td>220.85</td> <td>220.85</td> </tr> </tbody> </table>	Name of the Party	Yearend Balance (Rs. in lakhs)	Maximum Balance (Rs. in lakhs)	Madhav (PNS Corridor) Highways Pvt. Ltd.	100.00	100.00	Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd.	1,197.54	1,197.54	Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.	127.47	127.47	Aspire Infracon Pvt. Ltd.	1,060.85	1,060.85	Infinity Infrabuild Pvt. Ltd	940.00	940.00	Madhav Infra Projects Ltd.	1,607.00	1,607.00	Madhav Infra Projects Ltd Chetak Enterprise Ltd JV	220.85	220.85
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5	In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits. Therefore, the reporting of clause 3(v) of the Order is not applicable to the Company.																								
6	The maintenance of cost records has not been specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause(vi) of the order is not applicable to the company.																								
7(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, duty of Customs, duty of Excise, value added tax and cess and any other statutory dues to appropriate authority have generally been regularly deposited during the year by the Company. According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess and other statutory dues were in arrears, as at March 31, 2024 for a period of more than six months from the date they became payable.																								
7(b)	According to the information and explanations given to us and the records of the Company examined by us, as at March 31, 2024, there are no dues of Goods and Service Tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute;																								
8	According to the information and explanations given to us and the records of the Company examined by us, as at March 31, 2024, there were no such transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.																								
9(a)	The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;																								
9(b)	The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.																								
9(c)	The term loans taken by the company were applied for the purpose for which the loans were obtained;																								
9(d)	On an overall examination of the financial statements of the company, Funds raised on short term basis have, Prime facie, not been used during the year for long term purpose by the company;																								
9(e)	On an overall examination of the financial statements of the Company, the Company has not taken Inter Corporate Deposit from holding company on account of or to meet the obligations of its subsidiaries.																								
9(f)	The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable;																								
10(a)	The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.																								
10(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 3(x)(b) of the Order is not applicable;																								
11(a)	No fraud by the Company and on the company has been noticed or reported during the year.																								
11(b)	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.																								
11(c)	As informed, the Company has not received any whistle blower complaints during the year and upto the date of this report.																								
12	The company is not a Nidhi company, therefore the provisions of paragraph 3(xii) of the order is not applicable.																								
13	In our opinion, the Company is in compliance with section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.																								
14(a)	Based on information and explanations provided to us and our audit procedures, the company has an internal audit system commensurate with the size and nature of its business.																								
14(b)	We have considered the internal audit reports of the Company issued till date for the period under audit.																								
15	Company has not entered into any non-cash transaction with directors or person connected with him and therefore the provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.																								
16(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 3(xvi)(a) & (b) of the Order is not applicable.																								
16(b)	In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c) & (d) of the Order is not applicable.																								
17	The Company has not incurred any cash losses in the financial year covered by our audit and the immediately preceding financial year.																								
18	There has been no resignation of the statutory auditors of the Company during the year.																								
19	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.																								
20	According to information given to us, company does not have any unspent amount in respect of any on going/other than on going projects as at the expiry of Financial Year. Accordingly, reporting under clause 3(xx) of the order is not applicable to the company.																								





21	There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial.
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FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W

CHINTAN JOSHI
PARTNER
M. No.: 144277

UDIN: 24144277BKERYO5974

Place: Vadodara
Date: 13/05/2024

ANNEXURE-B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Waa Solar Limited ("the Company") as of 31st March, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W

CHINTAN JOSHI
PARTNER
M. No.: 144277

UDIN: 24144277BKERYO5974

Place: Vadodara
Date: 13/05/2024

BALANCE SHEET AS AT 31ST MARCH 2024

Amounts In Lakhs

PARTICULARS	NOTE NO		AS AT 31-03-2024		AS AT 31-03-2023
I EQUITY AND LIABILITIES					
1 Shareholders' Funds					
(a) Share Capital	2	1,326.68		1326.68	
(b) Reserves and Surplus	3	16,907.31	18,233.99	16,466.99	17,793.66
2 Non-current Liabilities					
(a) Long-term Borrowings	4		3397.34		2819.91
3 Current Liabilities					
(a) Short-term Borrowings	5	360.59	-	1,113.82	
(b) Trade Payable	6	-		-	
Total outstanding dues of micro enterprise and small enterprise		2.50	-	-	
Total Outstanding dues of creditors other than micro enterprise and small enterprise		164.93	-	112.18	
(c) Other Current Liabilities	7	103.49	631.51	217.49	1443.49
TOTAL			22,262.84		22,057.07
II ASSETS					
1 Non-current Assets					
(a) Fixed Assets					
Tangible Assets	8	4059.31		5,015.21	
Capital Work in Progress		26.59			
(b) Non-current Investment	9	10,278.50	14,364.40	11,765.34	16,780.54
2 Current Assets					
(a) Inventories	10	261.88			
(b) Cash and Bank Balances	11	1,852.43		1,265.53	
(c) Trade Receivable	12	281.29		4.60	
(d) Short-term Loans and Advances	13	5,288.38		3,671.95	
(e) Other Current Assets	14	214.44	7,898.44	334.44	5,276.52
TOTAL			22,262.84		22,057.07
Significant Accounting Policies and Notes on Financial Statements	1 to 30				

As per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Neelakshi Khurana
Director
[DIN:00027350]

(Chintan Joshi - Partner)
Membership No. 144277

Mangilal Singhi
Director & CFO
[DIN:02754372]

Nikita Sadhwani
Company Secretary

Place : Vadodara

Date : 13/05/2024

UDIN: 24144277BKERYO5974



WAA SOLAR LIMITED



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2024

Amounts in Lakhs

PARTICULARS	NOTE NO		FOR THE YEAR ENDED 31-03-2024		FOR THE YEAR ENDED 31-03-2023
INCOME					
I Revenue from Operation	15	2,607.66		2,580.64	
II Other Income	16	66.25	2,673.91	38.04	2618.69
III Total Revenue					
IV EXPENDITURE					
Cost of Materials Consumed	17	167.52			
Change of Stock in Trade	18	(261.88)		-	
Construction Expenses	19	428.02		152.70	
Employee Benefits Expenses	20	189.59		173.81	
Finance Costs	21	392.28		472.37	
Depreciation and Amortisation Expense	8	879.28		878.39	
Other Expenses	22	310.48		151.65	
Total Expenses			2,105.30		1828.92
V Profit Before Tax			568.61		789.77
VI Tax Expenses					
Current Tax		-		-	
MAT		99.51		138.21	
Short / (Excess) Provision of Earlier Year		28.78	128.29	2.52	140.73
VII Profit For The Year			440.33		649.04
VIII Earnings per equity share of face value of Rs.10 each					
Basic & Diluted			3.32		4.89
Significant Accounting Policies and Notes on Financial Statements	1 to 31				

AS per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Neelakshi Khurana
Director
[DIN:00027350]

(Chintan Joshi - Partner)
Membership No. 144277

Mangi Lal Singhi
Director & CFO
[DIN:02754372]

Nikita Sadhwani
Company Secretary

Place : Vadodara
Date : 13/05/2024
UDIN: 24144277BKERYO5974

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024

Amounts in Lakhs

PARTICULARS	FOR THE YEAR END- 31-03-2024	FOR THE YEAR END- 31-03-2023
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) After Tax and Extraordinary Items	568.61	789.77
Adjustments for :		
- Depreciation and amortisation expenses	879.28	878.39
- Share of Profit in Partnership Firm	(2.20)	(1.38)
- Interest paid	392.28	472.37
- Deferred Tax Adjustment	-	-
- Interest Received	(52.57)	(36.27)
- Loss on Sales of Investment	11.47	-
- Capital Gain on Sales of Fixed Assets	(11.47)	-
	1216.79	1313.11
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1785.40	2102.88
Adjustments for :		
- Inventories	(261.88)	
- Trade and Other Receivable	(156.69)	185.63
- Trade Payables & Other liabilities	(58.69)	7.61
	(477.26)	193.24
CASH GENERATED FROM OPERATION	1308.14	2296.12
- Income Tax /Advance Tax paid	(128.29)	(140.73)
NET CASH FROM OPERATING ACTIVITIES	1179.86	2155.39
B CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase of Fixed Assets & Capital Work in Progress	(65.59)	(46.48)
- Sale / (Purchase) of Investments	1486.84	(3.07)
- Interest Received	52.57	36.27
- Loss on Sales of Investment	(11.47)	-
- Proceed on sale of Fixed Assets	127.00	-
- Loans & Advances given	(1616.43)	36.03
- Share of Profit in Partnership Firm	2.20	1.38
NET CASH USED IN INVESTING ACTIVITIES	24.88	24.13
C CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds from issues of Share Capital	-	-
- Borrowings (Long term & Short term)	(175.80)	(1167.23)
- Public Issue Expenses	-	-
- Interest paid	(392.28)	(472.37)
NET CASH IN FINANCING ACTIVITIES	(568.08)	(1639.60)
NET INCREASE IN CASH AND CASH EQUIVALENTS	586.90	539.91
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Opening Balance)	1265.53	725.62
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Closing Balance)	1,852.43	1265.53

As per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Neelakshi Khurana
Director
[DIN:00027350]

(Chintan Joshi - Partner)
Membership No. 144277
Place : Vadodara

Mangi Lal Singhi
Director & CFO
[DIN:02754372]

Nikita Sadhwani
Company Secretary

Date : 13/05/2024
UDIN: 24144277BKERYO5974





NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of accounting

The financial statements have been prepared on historical cost basis and in accordance with the applicable provisions of the Companies Act, 2013 and Accounting Standards referred therein.

1.2 Revenue recognition

All revenue and expenses are accounted for on accrual basis. Revenue is recognized when no significant uncertainties exist in relation to the amount of eventual receipt.

1.3 Fixed assets

Fixed assets are stated at cost of acquisition and includes other direct/ indirect and incidental expenses incurred to put them into use. All indirect expenses incurred during project implementation and on trial run are treated as incidental expenditure during construction and capitalised.

1.4 Depreciation

Depreciation is provided on straight line method, at the rates derived on the basis of useful life of assets and method specified in Schedule II of the Companies Act, 2013.

Freehold land is not amortised/depreciated.

1.5 Provisions and contingencies

The company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or present obligation that probably will not require an outflow of resources or where reliable estimate of the amount of the obligation cannot be made.

1.6 Inventories

Inventories are stated at the lower of cost or net realisable value.

Stores and spares are written off in the year of purchase.

1.7 Employee benefit

1.7.1 Short Term Employee Benefits

Short term employee benefits are recognised in the period during which the services have been rendered.

1.7.2 Long Term Employee Benefits

Leave encashment liabilities is accounted as and when paid.

1.8 Foreign Currency Transactions

Transaction in foreign currency is recorded at the exchange rate prevailing on the date of the transaction. Exchange rate differences resulting from foreign exchange transactions settled during the period including year-end translation of current assets and liabilities are recognized in the statement of profit and loss. In case of gains or losses arising on long term foreign currency Monetary items relating to the acquisition of depreciable assets are added to or deducted from the cost of such assets.

In respect of forward exchange contract, except in case of fixed assets, The differences between forward rate and the exchange rate at the inception of the forward exchange contract is recognized as income/expenses over the life of the contract.

Gain/Loss on settlement of transaction arising on cancellation or renewal of such a forward exchange contract is recognized as income or expense for the period.

1.9 Borrowing cost

Borrowing costs directly attributed to the acquisition of fixed assets are capitalized as a part of the cost of asset up to the date the asset is put to use. Other borrowing Costs are charged to the profit and loss account in the year in which they are incurred.

1.10 Income tax

a Tax expenses comprise of current and deferred tax.

i Provision for current income tax is made on the basis of relevant provisions of the Income Tax Act,1961 as applicable to the financial year.

ii Deferred Tax is recognized subject to the consideration of prudence on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1.11 Operating Lease

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

1.12 Claims, Demands and Contingencies

Disputed and/ or contingent liabilities are either provided for / or disclosed depending on management's judgment of the outcome.

1.13 Impairment of Asset

If internal/external indications suggest that an asset of the company may be impaired., the recoverable amount of asset/cash generating asset is determined on the balance - sheet date and if it is less than its carrying amount of the asset/cash generating unit is reduced to the said recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use of such asset/cash generating unit, which is determined by the present value of carrying amount of the estimated future cash flow.

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024

2 SHARE CAPITAL

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
AUTHORISED CAPITAL		
1,35,00,000 (P.Y.70,00,000)Equity Shares of Rs. 10/- each	1350.00	1350.00
ISSUED, SUBSCRIBED, AND PAID-UP CAPITAL		
1,32,66,764 (P.Y.1,32,66,764) Equity Shares of Rs. 10/- Each fully paid Up (Out of the above, the Company has issued 11245465 shares of Rs 10 each fully paid up by way of bonus share out of Security Premium Reserve.)	1326.68	1326.68
TOTAL	1326.68	1326.68

2.1 The reconciliation of the number of shares outstanding is set out below.

Amounts in INR

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
	No. of Shares	No. of Shares
Number of shares at the beginning	13,266,764	13,266,764
Add:- Bonus Shares issued during the year	-	-
Add:- Further issued during the year	-	-
Number of shares at the end of year	13,266,764	13,266,764

2.2 Shares held by holding company

Amounts in INR

NAME	AS AT 31-03-2024 No. of Shares	AS AT 31-03-2023 No. of Shares
Madhav Power Private Limited	7,017,180	7,042,780

2.3 Details of the share holders holding more than 5% shares in Company

Amounts in INR

NAME	AS AT 31-03-2024 No. of Shares	AS AT 31-03-2023 No. of Shares
Madhav Power Private Limited	7,017,180 52.89%	7,042,780 53.09%
Armaan Amit Trust	1,489,824 11.23%	1,489,824 11.23%

2.4 Term/rights to equity shares

The Company has only one class of equity share of Rs.10 per share, each holder of equity share is entitled to One vote per share.

3 RESERVES AND SURPLUS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
<u>Securities Premium Reserve</u>		
Opening balance	9004.35	9004.35
Less:- Utilized during the year for issuing Bonus Shares	-	-
	9004.35	9004.35
<u>Surplus (Deficit) in the statement of Profit & Loss</u>		
Opening balance	7,462.63	6,813.60
Add:- Net Profit for the year	440.33	649.04
	7,902.96	7,462.63
TOTAL	16,907.31	16,466.99



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4 LONG TERM BORROWINGS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024		AS AT 31-03-2023	
	Non Current	Current	Non Current	Current
SECURED				
TERM LOAN FROM State Bank of India (i) Secured by exclusive charge by way of hypothecation on all the movable asset of the company, both present and future, pertaining to the project situated at Village Tikar (Parmar), Taluka Muli, Dist. Surendranagar (ii) exclusive charge cum assignment or creation of security Interest on all the right, titles, interests, benefits, claims, permits, approvals, consents and demand whatsoever of company, both present and future (iv) exclusive charge on book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future, of the company pertaining to the project (v) exclusive charge on intangible assets of the company, both present and future (vi) The Credit facilities will be secured by (a) Corporate Guarantee of Madhav Power Pvt. Ltd., Vikrama Architecture and Design Pvt. Ltd & MSK Real Estate Private Ltd (b) Personal Guarantee of Directors of the company, Repayment :- Term loan shall be paid in 140 variable monthly instalments, commencing from 1st August'2020. Rate of Interest:- 3 % above MCLR- 6 M present effective rate being 9.95 % p.a. with 6 monthly reset. HDFC Bank Ltd. Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors ICICI Bank Ltd. Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors Aditya Birla Finance Ltd. (i) Secured by exclusive charge of on an immovable property of Rasika Vikramsinh Chauhan at moje Shankarpura-391760, Vadodara, Gujarat. (ii) Corporate guarantee of Madhav Power Pvt. Ltd. (iii) Personal guarantee of 1.Smt. Rashika Vikramsinh Chauhan 2.Shri.Amit Ashok Khurana. Repayment Term loan shall be payable in 144 structured monthly instalments, commencing from Jan 2024,. Rate of Interest shall be 11.25 % P.a Floating.	2,570.01	300.00	2,795.14	1,100.04
	26.93	14.23	12.62	6.47
	4.84	7.32	12.16	7.32
	795.55	38.38		
UNSECURED LOAN				
From Inter-Corporate	-	-	-	-
TOTAL	3,397.34	359.93	2,819.91	1,113.82

5 SHORT TERM BORROWINGS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
Current maturity of Long Term Debts (Refer Note No. 4)	359.93	1,113.82
SBI - FDOD - 42609467789	0.65	
TOTAL	360.59	1,113.82

6 TRADE PAYABLES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
Trade payables		
Total outstanding dues of micro enterprise and small enterprise	2.50	-
Total Outstanding dues of creditors other than micro enterprise and small enterprise	164.93	112.18
TOTAL	167.43	112.18

7 OTHER CURRENT LIABILITIES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
Statutory Liabilities	25.54	11.58
Other Liabilities	0.00	0.00
Interest accrued but not due	0.00	0.00
Provision for Income Tax (net of TDS)	77.95	110.91
Advance received against sale of Land	-	95.00
TOTAL	103.49	217.49

8 PROPERTY, PLANT AND EQUIPMENT

Amounts in Lakhs

NAME OF THE ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 01-04-2023	ADDITION FOR THE YEAR	DEUDCTION FOR THE YEAR	AS ON 31-03-2024	AS ON 01-04-2023	ADDITION FOR THE YEAR	Deduction for the year	AS ON 31-03-2024	AS ON 31-03-2024	AS ON 31-03-2023
Tangible assets:										
Land : Free hold	392.80	-	115.53	277.27	-	-	-	-	277.27	392.80
Buildings	1109.14	-	-	1,109.14	393.81	35.16	-	428.97	680.17	715.33
Plant & Machineries	13522.82	1.16	-	1,3523.98	9659.35	837.27	-	10496.61	3,027.36	3,863.47
Office Equipment	1.33	2.03	-	3.36	1.25	0.31	-	1.56	1.80	0.08
Computer & Printers	0.54	-	-	0.54	0.52	-	-	0.52	0.03	0.03
Furniture & Fixtures	0.86	0.96	-	1.82	0.66	0.07	-	0.73	1.09	0.20
Vehicles	46.48	34.85	-	81.34	3.18	6.56	-	9.74	71.60	43.31
TOTAL	15,027.48	39.00	115.53	14997.44	10058.76	879.37	-	10,938.13	4,059.31	5,015.21
PREVIOUS YEAR	15,027.48	46.48	-	15,073.96	9180.37	878.39	-	10,058.76	5,015.21	5,847.12

Amounts in Lakhs

9 NON-CURRENT INVESTMENT

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
INVESTMENT IN SHARES (UN QUOTED, NON TRADE, AT COST)		
IN SUBSIDIARY COMPANIES		
a) In Equity Shares		
NIL Equity Shares (Previous year 5,100) in Madhav Solar (Vadodara Rooftop) Private Limited of Rs.10 each, Fully Paid up	-	0.51
NIL Equity Shares (Previous year 7,399) in Madhav Infracon (Ashta Kannod Corridor) Private Limited of Rs.10 each, Fully Paid up	-	0.74
NIL Equity Shares (Previous year 1117399) in Madhav Infracon (Bhopal Vidisha Corridor) Pvt. Ltd. Of Rs.10 each, Fully Paid up	-	111.74
7,399 Equity Shares (Previous year 7,399) in Madhav Infracon (Vidisha Kurwai Corridor) Private Limited of Rs.10 each, Fully Paid up	0.74	0.74
49,99,990 Equity Shares (Previous year 49,99,990) in Madhav Solar (J) Private Limited of Rs. 10 each, Fully Paid up	499.99	499.99
9800 Equity Shares (Previous year 9800) in Aspire Infracon Pvt. Ltd. of Rs.10 each, Fully Paid up	0.98	0.98
10,000 Equity Shares (Previous year 10,000) in Sol Kar Infrastructure Private Limited of Rs.10 each, Fully Paid up	1.00	1.00
b) In Preference Shares		
NIL Preference Shares (Previous year 140,50,000) in Madhav Solar (Vadodara Rooftop) Private Limited of Rs.10 each, Fully Paid up	-	1405.00
22,40,000 Preference Shares (Previous year 2240000) in Madhav Infracon (Ashta Kanod Corridor) Pvt. Ltd. Of Rs.10 each, Fully Paid up	224.00	224.00



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29,40,000 Equity Shares (Previous year 2940000) in Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd. Of Rs.10 each, Fully Paid up	294.00	294.00
13,82,500 Preference Shares (Previous year 13,82,500) in Sol Kar Infrastructure Private Limited of Rs.10 each, Fully Paid up	138.25	138.25
IN ASSOCIATED COMPANIES		
a) In Equity Shares		
30,000 Equity Shares (Previous year 48,999) in Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Private Limited of Rs.10 each, fully Paid up	3.00	4.90
13,30,000 Equity Shares (Previous year 13,30,000) in MI Solar (India) Private Limited of Rs.10 each, Fully Paid up	133.00	133.00
30,000 Equity Shares (Previous year 70,000) in Madhav (Sehora Silodi Corridor) Highways Private Limited of Rs.10 each, Fully Paid up	3.00	7.00
b) In Preference Shares		
3,79,00,000 Preference Shares (Previous year 3,79,00,000) in Madhav Infra Projects Ltd. Of Rs.10 each, fully Paid up	3790.00	3790.00
3,18,40,000 Preference Shares (Previous year 3,18,40,000) in Madhav (Phool sagar niwas shahpura coridor) Highways pvt. Ltd. Of Rs.10 each, Fully Paid up	3184.00	3184.00
100,00,000 Preference Shares (Previous year :100,00,000) in Infinity Infrabuild Ltd. of Rs. 10 each, fully Paid up	1,000.00	1000.00
88,64,000 Preference Shares (Previous year 88,64,000) in Madhav (Sehora Silodi Corridor) Highways Private Limited of Rs. 10 each, Fully Paid up	886.40	886.40
INVESTMENT IN PARTNERSHIP FIRM		
Prakash Power	87.14	83.09
INVESTMENT IN MUTUAL FUND		
Aditya Birla Money Manager Fund	33.00	-
TOTAL	10,278.50	11,765.34

10 INVENTORIES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
INVENTORIES		
(As Taken Valued and Certified By The Managing Director)		
Work in Progress	261.88	-
TOTAL	261.88	-

11 CASH AND CASH EQUIVALENTS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
BALANCES WITH BANKS		
In current accounts	186.03	583.44
In Fixed Deposit accounts with Union Bank	15.13	14.21
IDBI Bank Ltd	6.54	36.08
SBI	1,644.11	631.80
CASH ON HAND	0.62	0.01
TOTAL	1,852.43	1,265.53

12 TRADE RECEIVABLE

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
UNSECURED, CONSIDERED GOOD		
Outstanding from period exceeding 6 months from the day they are due for payment	-	-
Others	281.29	4.60
TOTAL	281.29	4.60

13 SHORT-TERM LOANS AND ADVANCES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
UNSECURED, CONSIDERED GOOD		
Advances to Subsidiaries Companies	2,258.40	3,246.55
Advances to Associate Companies	2,995.32	200.00
Advances to Staff	0.37	2.68
Other Advances	34.29	222.73
TOTAL	5,288.38	3,671.95

13.1 Loan and Advances to Subsidiaries Companies

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
Advances to Subsidiaries Companies		
Madhav Solar (Vadodara Rooftop) Private Limited	-	328.85
Madhav Infracon (Vidisha Kurwai Corridor) Private Limited	1197.55	1,197.55
Aspire Infracon Pvt. Ltd.	1060.85	1,575.85
Solkar Infrastructure Pvt. Ltd.	-	144.30

13.2 Loan and Advances to Associates Companies

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
Advances to Associates Companies		
Infinity Infrabuild Pvt. Ltd.	940.00	200.00
Madhav (PNS Corridor) Highways Pvt. Ltd.	100.00	-
Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.	127.47	-
Madhav Infra Projects Ltd-Refundable Advance	1607.00	-
Madhav Infra Projects Ltd Chetak Enterprises Ltd Jv	220.85	-

14 OTHER CURRENT ASSETS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
OTHERS		
Prepaid expenses	3.40	4.67
Deposit	108.79	112.47
Provision for Income	20.79	0.12
Unbilled Revenue	81.47	217.18
TOTAL	214.44	334.44

15 REVENUE FROM OPERATION

Amounts in Lakhs

PARTICULARS	FOR THE YEAR END- 31-03-2024	FOR THE YEAR 31-03-2023
Sale of Products	2,607.66	2,580.64
TOTAL	2,607.66	2,580.64

15.1 PARTICULARS OF SALE

Amounts in Lakhs

NAME OF PRODUCTS	FOR THE YEAR END- 31-03-2024	FOR THE YEAR 31-03-2023
Solar Power	1,930.28	2,427.94
Contract Receipt	677.39	-
MBB Half Cell Solar Modules	-	62.41
Sales	-	90.29
TOTAL	2,607.66	2,580.64





16 OTHER INCOME

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2024	31-03-2023
OTHER INCOME		
Interest on Fixed deposit	52.57	36.27
Lease Rent	-	0.12
Insurance Claimed received	-	0.27
Profit on Sales of Fixed Assets	11.47	
Share of Profit in Partnership Firm	2.20	1.38
TOTAL	66.25	38.04

17 COST OF MATERIAL CONSUMED

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2024	31-03-2023
Stock at Commencement		
Add :- Purchases	167.52	-
Total	167.52	-
Less:- Stock at Close	-	-
TOTAL	167.52	-

18 CHANGE IN WORK IN PROGRESS

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2024	31-03-2023
Change in Stock in Trade		
Stock at Commencement	-	152.70
Less:- Stock at Close	261.88	-
TOTAL	(261.88)	152.70

19 CONSTRUCTION EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2024	31-03-2023
Installation & Commissioning Works	45.63	-
Machinery Hire Charges	14.20	-
Material Testing Charges	4.87	-
Piling Work	98.73	-
Precast Boundary Wall	148.07	-
Site Development Exp.	68.81	-
Miscellaneous Site Expenses	47.71	-
TOTAL	428.02	-

20 EMPLOYEE BENEFIT EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2024	31-03-2023
EMPLOYEE BENEFIT EXPENSES		
Salary and Wages	163.03	166.50
Staff welfare	26.56	7.31
TOTAL	189.59	173.81

21 FINANCE COST

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2024	31-03-2023
Interest to Banks	389.58	469.73
Finance Cost	2.70	2.65
TOTAL	392.28	472.37

22 OTHER EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2024	31-03-2023
OTHER EXPENSES		
Consumable Store	0.85	1.87
Insurance Premium	5.68	7.16
Professional Fees	72.22	37.32
Director Sitting Fees	0.45	1.20
Repairs & maintenance-Others	85.53	11.17
Operational & Maintenance Charges	11.62	14.09
Rate & Taxes	6.96	2.13
Rebate	28.53	26.71
Security Expenses	39.19	19.51
Forecasting & Scheduling Charge	1.31	1.09
Expenditure towards Corporate Social Responsibility	9.83	12.36

Vehicle Hiring Charges	3.89	3.21
Deviation Settlement Charges	2.37	2.21
Loss on Sale of Investment	11.47	0.00
Miscellaneous Expenses	26.28	7.32
Rent	1.80	1.80
	307.98	149.15
AUDITORS REMUNERATION		
Audit Fees	2.50	2.50
Certification Works	-	-
	2.50	2.50
TOTAL	310.48	151.65

23 The contingent liabilities not provided for:

- (a) Guarantees issued by the bank on behalf of the company Rs.0.04 Cr. (Previous year Rs.0.04 Cr.)
(b) The Company has given Corporate Guarantees for Loan taken by subsidiary Companies & Associate Concern, from banks, of Rs. 189.61 Cr. (P.Y. Rs. 90.16 Cr.) (Loan outstanding as on 31-03-2024, Rs.58.67 Cr. (P.Y. Rs. 42.58 Cr.))

24 Employee Benefits:

- (a) The Liabilities for Gratuity & leave encashment is neither ascertained nor provided by the Company.

25 The Company is a partner in M/s. Prakash Power, the details of the partners, their share in profit / loss and total capital of the partners of the firm as on 31-03-2024 are as under.

(a)

Sr. No.	Name of Partners	Share (%)
i	Shri Amit Khurana	5.00
ii	M/s. Waa Solar Limited	95.00

- (b) Total Capital of the partners as on 31-03-2024 Rs. 73.24 Lakhs

- (c) Share of Profit/Loss in the partnership firm Prakash Power of Rs. 2.20 Lakhs Shown under the head "Other Income" in the statement of Profit and Loss account.

26 The company has taken on operating lease certain assets. The total lease rent paid on the same amounting to Rs.1,80,000/- (Previous year Rs.1,80,000/-) is included under the head Guest House Rent & Office Rent. The minimum future lease rentals payable in respect thereof are as follows:

Particulars	Amount (Rs.) 2023-24	Amount (Rs.) 2022-23
Not later than one year	-	-
Later than one year but not later than five years	-	-
Later than Five years	-	-

27 Related Party Transactions:

Disclosures as required by Accounting Standard -18 are given below:

Holding Company

Madhav Power Pvt. Ltd.

Subsidiary Company

Aspire Infracon Pvt. Ltd.
Solkar Infrastructure Pvt. Ltd.

Madhav Infracon (Vidisha Kurwai Corridor) Pvt. Ltd.

Associate Concern

Madhav Infra Projects Ltd.
Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Pvt. Ltd.
MI Solar (India) Pvt. Ltd.
Infinity Infrabuild Pvt. Ltd.
Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.

Relative of Key Management Personnel

Ashok Khurana Father of Managing Director

Directors and Key Management Personnel

Amit Khurana	Managing Director
Neelakshi Khurana	Director
Jaini Jain	Independent Director
Sumit Patel	Independent Director
Heena Parikh	Independent Director
Nikhil Kaushik	Independent Director
Mangilal Singhi	Director & Chief Financial Officer
Nikita Sadhwani	Company Secretary



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Amounts in Lakhs

Transaction during the year	Holding Company	Subsidiary company	Associate Concern	Key Management Personnel / Relative of Key Managerial Personnel
Loan Received	190.00	-	-	-
	-	-	-	-
Repayment of Loan	190.00	-	-	-
	-	-	-	-
Sales of Investment	821.75	-	-	-
	-	-	-	-
Loan Given	-	95.00	6925.91	-
	-	(836.60)	(1153.62)	-
Loan received back	-	1083.15	4351.44	-
	-	(661.20)	(1363.48)	-
Purchase of Goods & Services	-	-	68.81	-
	-	-	-	-
Sales of Goods & Services	-	-	462.73	-
	-	-	(176.44)	-
Rent	-	-	-	1.80
	-	-	-	(1.80)
Remuneration paid / Provided	-	-	-	58.51
	-	-	-	(59.47)
Directors Sitting fees paid/ provided	-	-	-	0.45
	-	-	-	(1.20)
Payable as on 31/03/23	-	-	-	1.80
Payable as on 31/03/22	-	-	-	1.80
Receivable as on 31/03/23	-	2258.40	2774.47	-
Receivable as on 31/03/22	-	3246.55	200.00	-

28 EARNING PER SHARE

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 2023-24	FOR THE YEAR ENDED 2022-23
a Net (Loss)/Profit after Tax available for equity shareholders	440.33	649.04
b Number of Equity Shares of Rs.10/-each Weightage average outstanding at end of the year (Nos. of Shares)	132.67	132.67
c Basic/ Diluted Earning Per Share (a/b)	3.32	4.89

29 OTHER DISCLOSURES

(A) SHAREHOLDING OF PROMOTERS

PROMOTER NAME	FOR THE YEAR ENDED 31-03-2024			FOR THE YEAR ENDED 31-03-2023		
	No. of Shares	% of Total Shares	% change during the year	No. of Shares	% of Total Shares	% change during the year
a Madhav Power Pvt. Ltd.	70,17,180	52.89	(0.36)	70,42,780	53.09	-
b Armaan Amit Trust (in the name of Trustee Shri Ashok M. Khuarana)	14,89,824	11.23	-	14,89,824	11.23	-
c Amit Ashok Khurana	4,74,380	3.58	-	4,74,380	3.58	-
d Madhav Ashok Trust (in the name of Trustee Shri Ashok M. Khurana)	96,552	0.72	(56.38)	2,21,352	1.67	-
e Manju Ashok Khurana	684	0.01	(95.90)	16,684	0.12	-
f Ashok Khurana	8,908	0.07	(47.31)	16,908	0.13	-
g Khurana Neelakshi Amit	36	-	-	36	-	-

29 (B) TRADE RECEIVABLE AGEING AS ON 31.03.2024

Amounts in Lakhs

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable—Considered Good	251.80	29.49	-	-	-	281.29
Undisputed Trade Receivable—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable—credit impaired	-	-	-	-	-	-
Disputed Trade Receivable—Considered Good	-	-	-	-	-	-
Disputed Trade Receivable-which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable-credit impaired	-	-	-	-	-	-
Total	251.80	29.49	-	-	-	281.29

TRADE RECEIVABLE AGEING AS ON 31.03.2023

Amounts in Lakhs

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable—Considered Good	4.60	-	-	-	-	4.60
Undisputed Trade Receivable—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable—credit impaired	-	-	-	-	-	-
Disputed Trade Receivable—Considered Good	-	-	-	-	-	-
Disputed Trade Receivable-which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable-credit impaired	-	-	-	-	-	-
Total	4.60	-	-	-	-	4.60

29 (C) TRADE PAYABLE AGEING AS ON 31.03.2024

Amounts in Lakhs

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
MSME	2.50	-	-	-	2.50
Others	66.46	3.96	-	94.51	164.93
Disputed Dues—MSME	-	-	-	-	-
Disputed Dues—Others	-	-	-	-	-
Total	68.96	3.96	-	94.51	167.43

TRADE PAYABLE AGEING AS ON 31.03.2023

Amounts in Lakhs

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	16.54	-	3.63	92.01	112.18
Disputed Dues—MSME	-	-	-	-	-
Disputed Dues—Others	-	-	-	-	-
Total	16.54	-	3.63	92.01	112.18





**29 (D) CAPITAL WORK IN PROGRESS (CWIP) AS ON
31.03.2024**

Amounts in Lakhs

CWIP	Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Projects in progress	26.59	-	-	-	26.59
Projects temporarily suspended	-	-	-	-	-
Total	26.59	-	-	-	26.59

**CAPITAL WORK IN PROGRESS (CWIP) AS ON
31.03.2023**

Amounts in Lakhs

CWIP	Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

29 (E) DISCLOSURE RELATING TO RATIOS

NAME OF RATIO	FORMULA	F.Y. 2023-24	F.Y. 2022-23	% CHANGE	REASON FOR VARIANCES		
Current Ratio (No. of Times)	Current Assets / Current Liabilities	7,898.44/631.51	12.51	5,276.52/1,443.49	3.66	242.16%	-
Debt Equity Ratio (No. of Times)	Short Term Debt + Long Term Debt / Shareholder's Equity	3,757.93/18,233.99	0.21	3,933.73/17,793.66	0.22	(6.78%)	Due to decrease in Net Profit after tax
Debt Service Coverage Ratio (No. of Times)	Earnings available for debt service / Debt Service	1,711.89/568.09	3.01	1,999.80/1,639.60	1.22	147.05%	-
Return on Equity	NPAT/ Net worth	440.33/18,233.99	0.02	649.04/17,793.66	0.04	(33.80)%	Due to decrease in Net Profit after tax
Inventory Turnover Ratio (No. of Times)	Net Sales/Average Inventory	2,607.66/130.94	19.91	2,580.64/76.35	33.80	(41.08)%	Due to No Inventory at the end of the year
Trade Receivable turnover Ratio (No. of Times)	Net Sales / Average Trade receivable	2,607.66/142.95	18.24	2,580.64/22.67	113.84	(83.97%)	-
Trade payable turnover Ratio (No. of Times)	Net Credit Purchase / Average Trade Payable	167.52/138.56	1.21	-/119.50	-	0	Due to non-purchase of materials
Net Capital Turnover Ratio (No. of Times)	Net Sales / Working Capital	2,607.66/7,266.93	0.36	2,580.64/3,833.03	0.67	(46.70)%	-
Net Profit Ratio	NPAT/ Net Sales	440.33/2,607.66	0.17	649.04/2,580.64	0.25	(32.86)%	Due to decrease in Net Profit after tax
Return on Capital Employed	Earning before interest and taxes / Capital Employed	960.89/18,233.99	0.05	1,262.14/17,793.66	0.07	(25.71)%	-
Return on Investment	NPAT/Total Asset	440.33/2,262.84	0.02	649.04/22,057.07	0.03	(32.78)%	Due to decrease in Net Profit after tax

30 Other Statutory Information

- (i) The Company do not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding Benami property.
- (ii) The Company do not have any transactions with Companies Struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the year.
- (v) 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: directly or indirectly lend or invest In other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) 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 (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company do not have any such transaction which is not recorded in the books of accounts and 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)
- (viii) The Company holds all the Title deeds of immovable property in its name.
- (ix) there is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- (x) The Company is not declared as willful defaulter by any bank or financial Institution or other lender.
- (xi) There is Rs. 26.59 Lakhs Capital Work in Progress as on 31.03.2024 and Rs. Nil Capital Work in Progress as on 31.03.2023

31 Previous Year's figures have been regrouped, rearranged and reclassified whenever necessary.

AS per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Neelakshi Khurana
Director
[DIN:00027350]

(Chintan Joshi - Partner)
Membership No. 144277

Mangilal Singhi
Director & CFO
[DIN:02754372]

Nikita Sadhwani
Company Secretary

Place : Vadodara

Date : 13/05/2024

UDIN: 24144277BKERYO5974





INDEPENDENT AUDITOR'S REPORT

Consolidated

TO THE MEMBERS OF WAA SOLAR LIMITED

1. OPINION

We have audited the accompanying consolidated financial statements of Waa Solar Ltd (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, which comprise the consolidated Balance Sheet as at 31st March 2024 and the consolidated statement of Profit and Loss, and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March 2024, of consolidated profit/loss and its consolidated cash flows for the year then ended.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

2. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

3. INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENT AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed and based on the work done/ audit report of other auditor, 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.

4. RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

5. AUDITORS' RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS:

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

6. OTHER MATTERS:

(a) We did not audit the financial statements / financial information of 4 subsidiaries, and no jointly controlled entities, whose financial statements / financial information reflect total assets of Rs. 4,694.35 Lacs as at 31st March 2024, total revenues of Rs. 61.33 Lacs and as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs. 13.75 Lacs for the year ended 31st March 2024, as considered in the consolidated financial statements, in respect of 3 associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

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

7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

I. As required by Section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;





- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act;
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A;
- g. With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us;
- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities;
 - ii. No Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies and jointly controlled companies incorporated in India;
 - iv.
 - i) The management has represented that, to the best of it's knowledge and belief, 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, whether, 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;
 - ii) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - iii) Based on such audit procedures 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 mis-statement.
- V. No dividend have been declared or paid during the year by the company.
- II. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary and its associate included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W**

**CHINTAN JOSHI
PARTNER**

M. No.: 144277

UDIN: 24144277BKERYP1689

Place: Vadodara
Date: 13/05/2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Waa Solar Ltd ("the Company") as of March 31, 2024 in conjunction with our audit of the consolidated financial statements of the Company, its subsidiary companies, its associates and joint ventures, which are companies incorporated in India, as of that date. for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies and joint ventures, which are companies incorporated in India, 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 and the audit evidence obtained by auditors of the subsidiary companies and joint ventures, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies and joint ventures, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies and joint ventures, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024 based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 8 subsidiary companies and 2 associates which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India. Our Opinion is not modified in respect of the above matter.

**FOR J C H & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 134480W**

**CHINTAN JOSHI
PARTNER
M. No.: 144277**

UDIN: 24144277BKERYP1689

Place: Vadodara
Date: 13/05/2024



WAA SOLAR LIMITED



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2024

Amount in Lakhs

PARTICULARS	NOTE NO		AS AT 31-03-2024		AS AT 31-03-2023
I EQUITY AND LIABILITIES					
1 Shareholders' Funds					
(a) Share Capital	2	1,326.68		1,326.68	
(b) Reserves and Surplus	3	16,889.16	18,215.84	16,693.64	18,020.32
(c) Non-controlling interest			(112.98)		1,911.42
2 Non-current Liabilities					
(a) Long-term Borrowings	4	4,692.25		7,280.41	
(b) Long-term Provision		-		-	
(c) Deferred tax Liabilities (Net)		-	4,692.25	-	7,280.41
3 Current Liabilities					
(a) Short-term Borrowings	5	389.15	-	2,069.82	-
(b) Trade Payable	6	-	-	-	-
Total outstanding dues of micro enterprise and small enterprise		2.50	-	-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprise		165.37	-	244.98	-
(c) Other Current Liabilities	7	105.73	662.75	323.15	2,637.95
TOTAL			23,457.86		29,850.11
2 ASSETS					
1 Non-current Assets					
(a) Fixed Assets					
Property, Plant and Equipment	8	4,440.06		7,801.56	
Intangible assets		-		2,858.35	
Capital Work in Progress		26.59		-	
(b) Non-current Investment	9	9,930.93	14,397.57	8,781.62	19,441.53
2 Current Assets					
(a) Inventories	10	261.88		104.37	
(b) Cash and Bank Balances	11	1,925.64		1,978.49	
(c) Trade Receivable	12	1,292.50		1,213.82	
(d) Short-term loans and advances	13	5,330.49		6,532.93	
(e) Other current assets	14	249.79	9,060.29	578.98	10,408.58
TOTAL			23,457.86		29,850.11
Significant Accounting Policies and Notes on Financial Statements	1 to 32				

AS per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Neelakshi Khurana
Director
[DIN:00027350]

(Chintan Joshi - Partner)
Membership No. 144277

Mangilal Singhi
Director & CFO
[DIN:02754372]

Nikita Sadhwani
Company Secretary

Place : Vadodara
Date : 13/05/2024

UDIN: 24144277BKERYP1689

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2024

Amounts in Lakhs

PARTICULARS	NOTE NO		FOR THE YEAR ENDED 31-03-2024		FOR THE YEAR ENDED 31-03-2023
INCOME					
I Revenue from Operation	15	2,668.97		4,904.27	
II Other Income	16	66.26		65.23	
III Total Revenue			2,735.24		4,969.50
IV EXPENDITURE					
Cost of Materials Consumed	17	167.52		31.88	
Change of Stock in Trade	18	-		152.70	
Changes in work in Progress	19	(261.88)		(0.01)	
Construction Expenses	20	428.02		-	
Employee Benefits Expenses	21	205.54		476.58	
Finance Costs	22	400.94		1,005.56	
Depreciation and Amortization Expense	8	897.97		1,595.77	
Other Expenses	23	311.78		699.92	
Total Expenses			2,149.90		3,962.41
V Profit/(Loss) Before Tax			585.34		1,007.09
VI Tax Expenses:					
Current tax		-		-	
MAT		102.15		174.06	
Deferred tax		-		-	
Short / (Excess) provision of earlier year		29.12	131.27	2.55	176.61
VII Profit for the year before share of profit of Associates			454.07		830.48
Share of Profits of Associates			209.03		208.28
Profit/(Loss) for the year before non-controlling interest			663.10		1,038.75
VIII Non-controlling Interests			(0.05)		54.47
IX Profit / (Loss) for the year attributable to owners of the Company			663.15		984.28
X Earnings per equity share of face value of Rs.10 each					
Basic & Diluted			5.00		7.42
Significant Accounting Policies and Notes on Financial Statements	1 to 32				

As per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

(Chintan Joshi - Partner)
Membership No. 144277

Place : Vadodara
Date : 13/05/2024
UDIN: 24144277BKERYP1689

Amit A. Khurana
Managing Director
[DIN:00003626]

Mangilal Singhi
Director & CFO
[DIN:02754372]

Neelakshi Khurana
Director
[DIN:00027350]

Nikita Sadhwani
Company Secretary



WAA SOLAR LIMITED



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) After Tax and Extraordinary Items	585.34	1007.09
Adjustments for :		
- Depreciation and amortisation expenses	897.97	1595.77
- Loss on Sales of Investment	11.47	-
- Interest paid	400.94	1005.56
- Deferred Tax Adjustment	-	-
- Share of Profit in Partnership Firm	(2.20)	(1.38)
- Interest Received	(52.59)	(62.76)
- Capital gain on Sales of Fixed Assets	(11.47)	-
	1244.12	2537.20
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1829.46	3544.29
Adjustments for :		
- Inventories	(157.51)	
- Trade and Other Receivable	250.51	222.20
- Trade Payables & Other liabilities	(262.15)	59.87
	(11.64)	282.07
CASH GENERATED FROM OPERATION	1817.82	3826.36
- Income Tax / Advance Tax paid	(163.35)	(140.45)
NET CASH FROM OPERATING ACTIVITIES	1654.47	3685.91
B CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase of Fixed Assets & Capital Work in Progress	(65.59)	(46.48)
- Proceed on sale of Fixed Assets	127.00	
- Sales / (Purchase) of Investments	(1160.78)	(38.16)
- Loan Given	1202.44	(89.55)
- Share of Profit in Partnership Firm	2.20	1.38
- Interest Received	52.59	62.76
- Excess booking of Fixed Assets reversed against ITSC	-	-
- Investment declared against ITSC	-	-
- Adjustment of Assets -Liabilities -admission & omission of Subsidiaries	4828.99	(19.18)
NET CASH USED IN INVESTING ACTIVITIES	4986.85	(129.23)
C CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds from issues of Share Capital	-	-
- Public Issue Expenses	-	-
- Increase /(Decrease) of Non controlling Interest	(2024.40)	54.45
- Borrowings (Long Term and Short Term)	(4268.83)	(2140.93)
- Interest Paid	(400.94)	(1005.56)
NET CASH IN FINANCING ACTIVITIES	(6694.17)	(3092.05)
NET INCREASE IN CASH AND CASH EQUIVALENTS	(52.85)	464.64
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Opening Balance)	1978.49	1513.85
CASH AND CASH EQUIVALENTS AS AT 31ST, March (Closing Balance)	1925.64	1978.49

As per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Neelakshi Khurana
Director
[DIN:00027350]

(Chintan Joshi - Partner)
Membership No. 144277
Place : Vadodara

Mangi Lal Singhi
Director & CFO
[DIN:02754372]

Nikita Sadhwani
Company Secretary

Date : 13/05/2024
UDIN: 24144277BKERYP1689

SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2024**1 BASIS OF CONSOLIDATION****A. Basis of Accounting:**

The Consolidated Financial Statements relates to Waa Solar Limited, its Subsidiary Companies and Associate Company are drawn up to the same reporting date as of the Company, *i.e.*, year ended 31st March, 2024.

B. Principle of Consolidation:

i) The Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard – AS-21 (Consolidated Financial Statements) & Accounting Standard – AS-23 (Accounting for Investments in Associates in Consolidated Financial Statements) issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements have been prepared on the following basis.

a) The Financial Statements of the Company and its Subsidiary Companies are combined on a line by line basis by adding together the book value of the like item of assets, liabilities, income and expenses after fully eliminating intra group balances and intra group transactions resulting in unrealised profit.

ii) The difference between the Company's cost of investments in the subsidiaries over its position of equity at the time of acquisition of the shares is recognised in the Consolidated Financial Statements as Goodwill or Capital Reserves as the case may be.

iii) The Consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and presented to the extent possible, in the financial statements.

a) The Subsidiary Companies considered in the Consolidated Financial Statements are :

Name of the Company	Country of Incorporation	% of Ownership interest as on 31 st March' 24
Sol Kar Infrastructure Private Limited	India	100.00
Madhav Solar (J) Private Limited	India	99.99
Madhav Infracon (Vidisha Kurwai Corridor) Private Limited	India	73.99
Aspire Infracon Private Limited	India	64.05

b) The group has adopted and accounted for investment in the following Associates using the "Equity Method " as per AS-23 issued by the ICAI in this CFS.

Name of the Company	Country of Incorporation	% of Ownership interest as on 31 st March' 24
MI Solar (India) Pvt. Ltd.	India	44.19
Madhav (Phoolsagar Niwas Shahpura Corridor) Highway Private Limited	India	30.00
Madhav (Sehora Silodi Corridor) Highway Private Limited	India	30.00

C. Other Significant Accounting Policies:

These are set out under "Significant Accounting Policies" as given in the Company's separate statements.





NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024

2 SHARE CAPITAL

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
AUTHORISED CAPITAL 1,35,00,000 (P.Y.,1,35,00,000)Equity Shares of Rs. 10/- each	1,350.00	1,350.00
ISSUED, SUBSCRIBED, AND PAID-UP CAPITAL 1,32,66,764 (P.Y. 1,32,66,764) Equity Shares of Rs. 10/- Each fully paid Up (Out of the above, the Company has issued 11245465 shares of Rs 10 each fully paid up by way of bonus share out of Security Premium Reserve.	1,326.68	1,326.68
TOTAL	1,326.68	1,326.68

2.1 The reconciliation of the number of shares outstanding is set out below.

PARTICULARS	AS AT 31-03-2024 No. of Shares	AS AT 31-03-2023 No. of Shares
Number of shares at the beginning	1,32,66,764	1,32,66,764
Add:- Bonus Shares issued during the year	-	-
Number of shares at the end of year	1,32,66,764	1,32,66,764

2.2 Shares held by holding company

NAME	AS AT 31-03-2024 No. of Shares	AS AT 31-03-2023 No. of Shares
Madhav Power Private Limited	70,17,180	70,42,780

2.3 Details of the share holders holding more than 5% shares in Company

NAME	AS AT 31-03-2024 No. of Shares	AS AT 31-03-2023 No. of Shares
Madhav Power Private Limited	70,17,180 52.89%	70,42,780 53.09%
Armaan Amit Trust	14,89,824 11.23%	14,89,824 11.23%

2.4 Term/rights to equity shares

The company has only one class of equity share of Rs.10 per share, each holder of equity share is entitled to One vote per share.

3 RESERVES AND SURPLUS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
<u>Securities Premium Reserve</u>		
Opening balance	9,004.35	9,004.35
Less :- Utilised during the year for issuing Bonus Shares	-	-
	9,004.35	9,004.35
<u>Surplus (Deficit) in the statement of Profit & Loss</u>		
Opening balance	7,689.29	6,878.25
Adjustment during the year	(467.64)	(173.24)
Add:- Net Profit for the year	663.15	984.28
	7,884.81	7,689.29
TOTAL	16,889.16	16,693.64

4 LONG TERM BORROWINGS		Amounts in Lakhs			
PARTICULARS	AS AT 31-03-2024		AS AT 31-03-2023		
	Non Current	Current	Non Current	Current	
SECURED					
<p>TERM LOAN FROM State Bank of India (i) Secured by exclusive charge by way of hypothecation on all the movable asset of the company, both present and future, pertaining to the project situated at Village Tikar (Parmar), Taluka Muli, Dist. Surendranagar (ii) exclusive charge cum assignment or creation of security Interest on all the right, titles, interests, benefits, claims, permits, approvals, consents and demand whatsoever of company, both present and future (iv) exclusive charge on book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future, of the company pertaining to the project (v) exclusive charge on intangible assets of the company, both present and future (vi) The Credit facilities will be secured by (a) Corporate Guarantee of Madhav Power Pvt.Ltd., Vikrama Architecture and Design Pvt. Ltd & MSK Real Estate Private Ltd (b) Personal Guarantee of Directors of the company, Repayment :- Term loan shall be paid in 140 variable monthly instalments, commencing from 1st August'2020.</p> <p>Rate of Interest:- 3 % above MCLR- 6 M present effective rate being 9.95 % p.a. with 6 monthly reset.</p>	2,570.01	300.00	2,795.14	1,100.04	
<p>HDFC Bank Ltd. Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors</p>	26.93	14.23	12.62		
<p>ICICI Bank Ltd. Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors</p>	4.84	7.32	12.16		
<p>Aditya Birla Finance Ltd. (i) Secured by exclusive charge of on an immovable property of Rasika Vikramsinh Chauhan at moje Shankarpura-391760, Vadodara, Gujarat. (ii) Corporate guarantee of Madhav Power Pvt. Ltd. (iii) Personal guarantee of 1.Smt. Rashika Vikramsinh Chauhan 2.Shri.Amit Ashok Khurana. Repayment Term loan shall be payable in 144 structured monthly instalments, commencing from Jan 2024,. Rate of Interest shall be 11.25 % P.a Floating.</p>	795.55	38.38			
<p>Small Industries Development Bank of India Secured by (i) First charge by way of hypothecation of the company's Movables including movables, Plant ,Machinery, Machinery spares, tools & accessories, office equipments, computers, furniture & fixtures, both present and future ; (ii) First charges on the company's book-debt, operating cash flows, receivables, commissions, revenue of whatsoever nature & wherever arising from , intangible asset including goodwill, uncalled capital, present & future ,(iii) First charge or assignment of (1) all the rights, titles, interest benefits, claims and demands whatsoever of the company in the Project Documents (including PPA), duly acknowledge and consented to by the relevant counter-parties to such Projects Documents, all as amended varied or supplemented from time to time; (2) all the rights, title, interest, benefits, claims and demands whatsoever of the company in the clearance in the respect of the Project, (3) all the rights, titles, interest, benefits ,claims and demands whatsoever of the company in any letter of credit, guarantee, performance bond provided by to any party to the major projects Document and (4) all insurance contracts/insurance proceeds in respect of the project. (iv) First charges ont the Letter of Credit, Escrow Account, Debt Service Reserve Account and other reserve and bank account of the company, wherever maintained. (v) First charges by way of morgage in favour of SIDBI of several immovable properties owned by Zeel Hopitality Pvt. Ltd, Bindiya Khurana, Neelakshi Khurana & Lien on FDR having aggregate face value of Rs.50 Lakhs. Personal guarantee of the Directors of the Company Mr. Amit Khurana, Mrs. Neelakshi Khurana, Miss Bindiya Khurana and Mr. Ashok Khurana, Corporate Guarantee of M/S Waa Solar Pvt. Ltd. & Zeel Hospitality Pvt. Ltd.</p> <p>Repayment:-TermLoan shall be payable in 138 Monthly instalments,commencing from 3rd quarter of F.Y.2015-16 Rate of Interest:-12.95%</p>	-	-	637.50	258.00	
<p>State Bank of India Secured by (i) A first mortgage on all immovable assets and , first charge by way of hypothecation on all movable assets of the company ,both present and future;</p>	-	-	2,660.05	698.00	



WAA SOLAR LIMITED



<p>(ii) a first charge/assignment on all the intangible assets of the company , including but not limited to the goodwill, rights, undertakings and uncalled capital both present and future. (iii) A first charge on all the company's bank accounts including, without limitation, the Escrow Account and the Debt Service Revenue Account (iv) First charge/ assignment of security interest on the company's right under the concession agreement, Project Documents, Contracts, Licenses, permits, approvals, consents in respect of the captioned projects; (v) Assignment of contactor guarantees, liquidated damages, letter of credit, guarantee or performance bond and insurance policies pertaining to the project on pari-passu basis, and noting the interest of the lenders. (vi) Assignment of toll collection right along with escrow on future toll collection, The aforesaid security would rank pari-passu with all the senior lenders joined to finance the project under consortium arrangement. (vii) Personal guarantee of the Directors of the Company Mr. Amit Khurana & Smt. Neelakshi Khurana.</p> <p>Repayment :- Repayment of Principle amount to be paid in 23 variable half yearly instalments to commence from Dec, 2014 or receipt of Annuity Grant whichever is earlier.</p> <p>Rate of Interest:- 3.75% above MCLR-1 y present effective rate being 12.30% p.a. with monthly rests.</p> <p>Axis Bank Loan A/c no.92306005444243</p> <p>(i) Primary security of Hypothecation of entire current assests of the borrower both present and future. (ii) Collateral security of 1. Residential Property situated at green wood Infinity tower owned by Mrs Manju A Khurana 2. Immovably property situated at land Village Chapad Vadodara owned by Madhav Infra Projects Limited.(iii) Corporate Guarantee of 1.Madhav Infra Projects Limited 2. Waa Solar Limited (iv) Personal guarantee of 1.Shri Ashok Khurana 2.Shri Amit Khurana. Repayment Term loan shall be payable in 84 structured monthly instalments, commencing from Jan 2024,. Rate of Interest shall be 9 % P.a Floating.</p>	161.92	28.56		
UNSECURED LOAN				
From Shareholders	1,133.00	-	1,162.95	-
From Inter-Corporate	-	-	-	-
TOTAL	4,692.25	388.49	7,280.41	2,056.04

5 SHORT TERM BORROWING

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
SBI - FDOD - 42609467789	0.65	
Current maturity of Long Term Debts (Refer Note No. 4)	388.49	2,069.82
TOTAL	389.15	2,069.82

6 TRADE PAYABLES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
Trade payables		
Total outstanding dues of micro enterprise and small enterprise	2.50	-
Total Outstanding dues of creditors other than micro enterprise and small enterprise	-	-
Trade payables	165.37	244.98
TOTAL	167.87	244.98

7 OTHER CURRENT LIABILITIES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
Statutory Liabilities	25.54	39.45
Other Liabilities	-	71.05
Interest accrued but not due	-	5.38
Advance received from Customer	-	-
Provision for Income Tax (net of TDS)	80.19	112.27
Advance received against Sales of Land	-	95.00
TOTAL	105.73	323.15

8 Property, Plant and Equipment

NAME OF THE ASSETS	GROSS BLOCK						DEPRECIATION				NET BLOCK	
	AS ON 01-04-2023	ADDITION FOR THE YEAR	DEDUCTION FOR THE YEAR	ADJUST- MENT DUR- ING THE YEAR	AS ON 31-03-2024	AS ON 01-04-2023	ADDITION FOR THE YEAR	DEDUCTION FOR THE YEAR	ADJUSTMENT DURING THE YEAR	AS ON 31-03-2024	AS ON 31-03-2023	
Tangible assets:												
Land: Free hold	392.80	-	115.53	-	277.27	-	-	-	-	277.27	392.80	
Buildings	1,109.14	-	-	-	1,109.14	393.81	35.16	-	-	428.97	680.17	715.33
Plant & Machineries	17,438.12	1.16	-	3,423.48	14,015.79	10,788.51	855.96	-	1,036.79	10,607.68	6,649.60	
Office Equipment	1.33	2.03	-	-	3.36	1.25	0.31	-	-	1.56	1.80	0.08
Computer & Printers	0.54	-	-	-	0.54	0.52	-	-	-	0.52	0.03	0.03
Furniture & Fixtures	1.88	0.96	-	1.02	1.82	1.62	0.07	-	0.96	0.73	1.09	0.26
Vehicle	49.61	34.85	-	3.13	81.34	6.15	6.56	-	2.97	9.74	71.60	43.46
TOTAL	18,993.41	39.00	115.53	3,427.63	15,489.26	11,191.85	898.06	-	1,040.72	11,049.20	4,440.06	7,801.56
PREVIOUS YEAR	18,946.93	46.48	-	-	18,993.41	10,164.64	1,027.22	-	-	11,191.85	7,801.56	8,782.29
Intangible Assets:												
Operation, Maintenance & Transfer Project Expenditure (Toll Collection Right) at Bhopal Vidisha Corridor, MP	1,032.58	-	-	1,032.58	-	1,032.58	-	-	1,032.58	-	-	-
Operation, Maintenance & Transfer Project Expenditure (Toll Collection Right) at Astha Kanmod Corridor, MP	1,163.25	-	-	1,163.25	-	1,163.25	-	-	1,163.25	-	-	-
Operation, Maintenance & Transfer Project Expenditure (Toll collection Right) at Vidisha Kurwai Corridor, MP	1,477.69	-	-	-	1,477.69	1,477.69	-	-	-	1,477.69	-	-
## Built, Operate & Transfer Project Expenditure (Toll Collection Right) at Sehora Silodi Corridor, MP	7,706.91	-	-	7,706.91	-	4,848.56	-	-	4,848.56	-	-	2858.35
TOTAL	11,380.42	-	-	9,902.74	1,477.69	8,522.07	-	-	7,044.39	1,477.69	-	2,858.35
PREVIOUS YEAR	11,380.42	-	-	-	11,380.42	7,953.51	568.55	-	-	8,522.07	2,858.35	3,426.91

Amounts in Lakhs



9 NON-CURRENT INVESTMENT

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
<u>INVESTMENT IN SHARES (UN QUOTED, NON TRADE, AT COST)</u>		
IN ASSOCIATED COMPANIES		
<u>a) In Equity Shares</u>		
30,000 Equity Shares (Previous year 48999) in Madhav (Phoolsagar Niwas Shahpur Corridor) Highways Pvt. Ltd. of Rs.10 each, fully Paid up	122.29	204.92
1,33,000 Equity Shares (Previous year 1,33,000) in MI Solar India Pvt. Ltd. of Rs.10 each, Fully Paid up	142.40	141.26
30,000 Equity Shares (Previous year 70,000) IN Madhav (Sihora Silodi Corridor) Highways pvt. Ltd. of Rs.10 each ,Fully Paid up	83.34	-
2,40,000 (Previous Year : 2,40,000) Equity Shares of Sainergy Industrial Products Pvt. Ltd. of Rs.10 each ,Fully Paid up	24.00	24.00
3,60,000 (Previous Year : 3,60,000) Equity Shares of Vikrama Architecture & Design Pvt. Ltd. of Rs.10 each, Fully Paid up	36.00	36.00
45,000 (Previous Year : 45,000 Equity Shares of Zeel Hospitality Pvt. Ltd. Of Rs.10 each, Fully Paid up	4.50	4.50
10000 (Previous Year 10000) Equity shares of Aspire Confra Pvt Ltd of Rs. 10 each	313.86	313.86
<u>b) In Preference Shares</u>		
3,79,00,000 Preference Shares (Previous year :3,79,00,000) in Madhav Infra Projects Ltd. of Rs.10 each, fully Paid up	3,790.00	3,790.00
88,64,000 Preference Shares (Previous year 88,64,000) IN Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd. of Rs.10 each ,Fully Paid up	886.40	-
100,00,000 Preference Shares (Previous year : Nil) in Infinity Infrabuild Ltd. of Rs.10 each, fully Paid up	1,000.00	1,000.00
3,18,40,000 Preference Shares (Previous year 3,18,40,000) in Madhav (Phool sagar niwas shahpura coridor) Highways pvt. Ltd. of Rs.10 each, Fully Paid up	3,184.00	3,184.00
22,40,000 Preference Shares (Previous year Nil) in Madhav Infracon (Astha Kanod Corridor) pvt. Ltd. of Rs.10 each, Fully Paid up	224.00	-
<u>INVESTMENT IN PARTNERSHIP FIRM</u>		
Prakash Power	87.14	83.09
<u>INVESTMENT IN MUTUAL FUND</u>		
Aditya Birla Money Manager Fund	33.00	-
TOTAL	9,930.93	8,781.62

10 INVENTORIES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
INVENTORIES		
(As Taken Valued and Certified By The Managing Director)		
Raw Material	-	-
Work-in Progress	261.88	104.37
TOTAL	261.88	104.37

11 CASH AND CASH EQUIVALENTS

Amounts in Lakhs

Particulars	AS AT 31-03-2024	AS AT 31-03-2023
BALANCES WITH BANKS		
In current Accounts	239.52	760.56
In Escrow Accounts	2.23	-

In Fixed Deposit accounts with Union Bank	15.33	14.81
IDBI Bank Ltd	6.54	36.08
SIDBI	-	178.38
SBI	1,644.11	955.38
CASH ON HAND	17.90	33.27
TOTAL	1,925.64	1,978.49

Balances in deposits accounts with banks held as margin money deposits as Debt service reserve account.

12 TRADE RECEIVABLE

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
UNSECURED, CONSIDERED GOOD		
Outstanding from period exceeding Six months from the day they are due for payment	-	-
Others	1,292.50	1,213.82
TOTAL	1,292.50	1,213.82

13 SHORT-TERM LOANS AND ADVANCES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
UNSECURED, CONSIDERED GOOD		
Advances to Associate Companies	5,295.32	6,303.80
Advances to Staff	0.88	5.56
Other Advances	34.29	223.57
TOTAL	5,330.49	6,532.93

13.1 LOAN AND ADVANCES TO ASSOCIATE COMPANIES

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
Advances to Associates Companies		
MI Solar (India) Pvt. Ltd.	27.65	43.15
Infinity Infrabuild Pvt. Ltd.	940.00	352.00
Madhav (PNS Corridor) Highways Pvt. Ltd.	100.00	-
Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.	127.47	-
Madhav Infra Projects Ltd-Refundable Advance	1,607.00	-
Madhav Infra Projects Ltd Chetak Enterprises Ltd Jv	220.85	-
Zeel Hospitality Pvt. Ltd	3.00	-
Madhav Power Pvt. Ltd	(123.35)	-
Aspire Confra Pvt. Ltd.	2,392.70	-

14 OTHER CURRENT ASSETS

Amounts in Lakhs

PARTICULARS	AS AT 31-03-2024	AS AT 31-03-2023
OTHERS		
Prepaid expenses	3.54	9.79
Preliminary & Pre-Operative Expenses	28.84	28.70
Deposit	109.04	138.12
GST Receivable	-	-
Interest accrued on FDR	-	9.37
Unbilled Revenue	87.58	265.67
Interest accrued but not due	-	8.58
Provision for Annuity Income	-	101.59
Provision for Income Receivable	20.79	17.15
TOTAL	249.79	578.98

15 REVENUE FROM OPERATION

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
Sale of Products	2,668.97	4,904.27
TOTAL	2,668.97	4,904.27





15.1 PARTICULARS OF SALE

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
Solar Power	1,991.59	2,907.07
Contract Receipt	677.39	318.26
MBB Half Cell Solar Modules	-	62.41
Sales	-	90.29
Toll Collection	-	320.24
Annuity from MPRDC	-	1,206.00
Sales of Goods	-	-
Solar Cell	-	-
TOTAL	2,668.97	4,904.27

16 OTHER INCOME

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
OTHER INCOME		
Interest on Fixed deposit	52.59	61.17
Insurance claim	-	0.27
Lease Rent	-	0.12
Interest on Income Tax Refund	-	1.59
Misc. credit Balances written off	-	0.71
Share of Profit in Partnership Firm	2.20	1.38
Profit on Sales of Fixed Assets	11.47	-
Capital Gain on Sales of Investment	-	-
Compensation receivable due to termination of Toll	-	-
TOTAL	66.26	65.23

17 COST OF MATERIAL CONSUMED

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
Stock at Commencement	-	-
Add :- Purchases	167.52	31.88
Total	167.52	31.88
Less:- Stock at Close	-	-
TOTAL	167.52	31.88

18 CHANGE OF STOCK IN TRADE

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
MATERIAL CONSUMED		
Stock at Commencement	-	152.70
Less: Stock at close	-	-
TOTAL	-	152.70

19 CHANGES IN WORK IN PROGRESS

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
Opening Stock of Work in Progress	-	104.36
Less: Closing stock of work in Progress	261.88	104.37
TOTAL	(261.88)	(0.01)

20 CONSTRUCTION EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
Installation & Commissioning Works	45.63	-
Machinery Hire Charges	14.20	-
Material Testing Charges	4.87	-
Pilling Work	98.73	-
Precast Boundary Wall	148.07	-

Site Development Exp.	68.81	-
Miscellaneous Site Expenses	47.71	-
TOTAL	428.02	-

21 EMPLOYEE BENEFIT EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
EMPLOYEE BENEFIT EXPENSES		
Salary and Wages	178.32	443.34
Staff Welfare	27.22	33.24
TOTAL	205.54	476.58

22 FINANCE COST

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
Interest to Banks	394.22	999.56
Finance Cost	6.72	6.01
TOTAL	400.94	1,005.56

23 OTHER EXPENSES

Amounts in Lakhs

PARTICULARS	FOR THE YEAR ENDED 31-03-2024	FOR THE YEAR ENDED 31-03-2023
OTHER EXPENSES		
Consumable Store	0.90	1.96
Director Sitting Fees	0.45	1.20
Green Incentive to Roof owner	0.00	83.45
Insurance Premium	6.13	17.11
Professional Fees	72.27	58.87
Repairs & maintenance-Others	85.54	71.33
Road Maintenance Charges	0.00	226.87
Operational & Maintenance Charges	11.62	113.93
Rate & Taxes	6.96	2.13
Rebate	28.53	30.05
Rent	1.80	1.80
Security Expenses	39.19	39.33
Forecasting and Scheduling Charges	1.31	1.09
Vehicle Running Expenses	0.00	0.38
Vehicle Hiring Charges	3.89	6.85
Loss on Sale of Investment	11.47	0.00
Expenditure towards Corporate Social Responsibility	9.83	12.36
Deviation Settlement Charges	2.37	2.21
Miscellaneous Expenses	26.80	25.63
Bad Debts		-
	309.06	696.55
AUDITORS REMUNERATION		
Audit Fees	2.72	3.37
Tax Audit Fees		-
Certification Works		-
	2.72	3.37
TOTAL	311.78	699.92

24 The contingent liabilities not provided for:

- Guarantees issued by the bank on behalf of the company Rs.0.04 Cr. (Previous year Rs.0.04 Cr.)
- The Company has given Corporate Guarantees for Loan taken by subsidiary Companies & Associate Concern, from banks, of Rs. 189.61 Cr. (P.Y. Rs. 90.16 Cr.) (Loan outstanding as on 31-03-2024, Rs.58.67 Cr. (P.Y. Rs. 42.58 Cr.))

25 Employee Benefits:

- The Liabilities for Gratuity & leave encashment is neither ascertained nor provided by the Company.

26 The Company is a partner in M/s. Prakash Power, the details of the partners, their share in profit / loss and total capital of the partners of the firm as on 31-03-2024 are as under.

(a)

Sr. No.	Name of Partners	Share (%)
i	Shri Amit Khurana	5.00
ii	M/s. Waa Solar Ltd.	95.00





- b Total Capital of the partners as on 31-03-2024 Rs. 73.24 Lakhs .
 - c Share of Profit/Loss in the partnership firm Prakash Power of Rs. 2.20 Lakhs Shown under the head "Other Income" in the statement of Profit and Loss account.
- 27 The company has taken on operating lease certain assets. The total lease rent paid on the same amounting to Rs.1,80,000/- (Previous year Rs.1,80,000/-) is included under the head Guest House Rent & Office Rent. The minimum future lease rentals payable in respect thereof are as follows:

Particulars	Amount Rs.	Amount Rs.
	2023-24	2022-23
Not later than one year	-	-
Later than one year but not later than five years	-	-
Later than Five years	-	-

28 RELATED PARTY TRANSACTIONS:

Disclosures as required by Accounting Standard -18 are given below:

Holding Company

Madhav Power Pvt. Ltd.

Associate Concern

Madhav Infra Projects Ltd.
 Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Pvt. Ltd.
 Madhav (Sehora Silodi Corridor) Highways Pvt. Ltd.
 Infinity Infrabuild Limited
 MI Solar India Private Limited

Directors and Key Management Personnel [KMP]

Name of Related Parties	Nature of Relationship
Amit Khurana	Managing Director
Neelakshi Khurana	Director
Jaini Jain	Independent Director
Heena Parikh	Independent Director
Sumit Patel	Independent Director
Nikhil Kaushik	Independent Director
Mangilal Singhi	Director & Chief Financial Officer
Nikita Sadhwani	Company Secretary

Relative of Key Management Personnel

Ashok Khurana	Father of Managing Director
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Previous Year's figure shown in bracket ()

Amounts in INR in Lakhs

Transaction during the year	Holding Company	Associate Concern	Key Management Personnel / Relative of Key Management Personnel
Loan Received	190.00	0.04	-
	-	(0.07)	-
Repayment of Loan	190.00	0.04	-
	-	(0.07)	(57.05)
Repairs & Maintenance Expenses	-	-	-
	-	(200.21)	-
Green Incentive Expenses	-	-	-
	-	-	(0.34)
Sales of Investment	821.75	-	-
	-	-	-
Loan Given	-	7408.41	-
	-	(2674.77)	-
Loan received back	-	4833.44	-
	-	(3132.93)	-

Sale of Goods	-	462.73	-
	-	(551.99)	-
Purchase of Goods & Services	-	68.81	-
	-	-	-
Rent	-	-	1.80
	-	-	(1.80)
Director remuneration	-	-	58.51
	-	-	(59.47)
Directors Sitting fees paid/provided			0.45
			(1.20)
Payable as on 31/03/24	-	-	1.80
Payable as on 31/03/23	-	-	31.81
Receivable as on 31/03/24	-	3196.77	-
Receivable as on 31/03/23	-	3324.11	-

29 EARNING PER SHARE

Amount in Lakhs

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2024	31-03-2023
a Net (Loss)/Profit after Tax available for equity shareholders (Rs.)	663.15	984.28
b Number of Equity Shares of Rs.10/- each Weightage average outstanding at end of the year (Nos. of Shares)	132.67	132.67
c Basic/ Diluted Earning Per Share (Rs. a/b)	5.00	7.42

30 OTHER DISCLOSURES**(A) SHAREHOLDING OF PROMOTERS**

PROMOTER NAME	FOR THE YEAR ENDED 31-03-2024			FOR THE YEAR ENDED 31-03-2023		
	No. of Shares	% of Total Shares	% change during the year	No. of Shares	% of Total Shares	% change during the year
a Madhav Power Pvt. Ltd.	70,17,180	52.89	(0.36)	70,42,780	53.09	-
b Armaan Amit Trust (in the name of Trustee Shri Ashok M. Khurana)	14,89,824	11.23	-	14,89,824	11.23	-
c Amit Ashok Khurana	4,74,380	3.58	-	4,74,380	3.58	-
d Madhav Ashok Trust (in the name of Trustee Shri Ashok M. Khurana)	96,552	0.72	(56.38)	2,21,352	1.67	-
e Manju Ashok Khurana	684	0.01	(95.90)	16,684	0.12	-
f Ashok Khurana	8,908	0.07	(47.31)	16,908	0.13	-
g Khurana Neelakshi Amit	36	-	-	36	-	-

30 (B) TRADE RECEIVABLE AGEING AS ON 31.03.2024

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable—Considered Good	254.14	29.49	-	-	1,008.87	1,292.50
Undisputed Trade Receivable—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable—credit impaired	-	-	-	-	-	-
Disputed Trade Receivable—Considered Good	-	-	-	-	-	-
Disputed Trade Receivable-which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable-credit impaired	-	-	-	-	-	-
Total	254.14	29.49	-	-	1,008.87	1,292.50

TRADE RECEIVABLE AGEING AS ON 31.03.2023

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable—Considered Good	204.94	0.01	-	-	1,008.87	1,213.82
Undisputed Trade Receivable—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable—credit impaired	-	-	-	-	-	-
Disputed Trade Receivable—Considered Good	-	-	-	-	-	-
Disputed Trade Receivable-which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable-credit impaired	-	-	-	-	-	-
Total	204.94	0.01	-	-	1,008.87	1,213.82





30 (C) TRADE PAYABLE AGEING AS ON 31.03.2024

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
MSME	2.50	-	-	-	2.50
Others	66.90	3.96	-	94.51	165.37
Disputed Dues—MSME	-	-	-	-	-
Disputed Dues—Others	-	-	-	-	-
Total	69.40	3.96	-	94.51	167.87

TRADE PAYABLE AGEING AS ON 31.03.2023

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	149.29	0.05	3.63	92.01	244.98
Disputed Dues—MSME	-	-	-	-	-
Disputed Dues—Others	-	-	-	-	-
Total	149.29	0.05	3.63	92.01	244.98

30 (D) CAPITAL WORK IN PROGRESS (CWIP) AS ON 31.03.2024

CWIP	Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Projects in progress	26.59	-	-	-	26.59
Projects temporarily suspended	-	-	-	-	-
Total	26.59	-	-	-	26.59

CAPITAL WORK IN PROGRESS (CWIP) AS ON 31.03.2023

CWIP	Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 Years	More than 3 Years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

30 (E) DISCLOSURE RELATING TO RATIOS

NAME OF RATIO	Formula	F.Y. 2023-24	F.Y. 2022-23	% Change in ratios	Reason for Variances		
Current Ratio (No. of Times)	Current Assets / Current Liabilities	9,060.29/662.75	13.67	10,408.58/2,637.95	3.95	246.47%	-
Debt Equity Ratio (No. of Times)	Short Term Debt + Long Term Debt / Shareholder's equity	5,081.40/18,215.84	0.28	9,350.23/8,020.32	0.52	(46.24%)	Due to decrease of subsidiaries companies
Debt Service Coverage Ratio (No. of Times)	Earnings available for debt service / Debt Service	1,962.06/4,669.76	0.42	3,585.62/3,146.49	1.14	(63.13)%	-

Return on Equity	NPAT/ Net worth	663.15/18,215.84	0.04	984.28/18,020.32	0.05	(33.35)%	Due to increase in Net Profit after tax
Inventory Turnover Ratio (No. of Times)	Net Sales/Average Inventory	2,668.97/183.12	14.57	4,904.27/180.72	27.14	(46.29)%	-
Trade Receivable turnover Ratio (No. of Times)	Net Sales / Average Trade receivable	2,668.97/1,253.16	2.13	4,904.27/1,269.78	3.86	(44.86)%	-
Trade payable turnover Ratio (No. of Times)	Net Credit Purchase / Average Trade Payable	167.52/206.43	0.81	31.88/247.83	0.13	530.87%	Due to non purchase of materials
Net Capital Turnover Ratio (No. of Times)	Net Sales / Working Capital	2,668.97/8,397.54	0.32	4,904.27/7,770.62	0.63	(49.64)%	-
Net Profit Ratio	NPAT/ Net Sales	663.15/2,668.97	0.25	984.28/4,904.27	0.20	23.80%	Due to increase in Net Profit after tax
Return on Capital Employed	Earning before interest and taxes / Capital Employed	1,195.36/18,215.84	0.07	2,166.46/18,020.32	0.12	(45.42)%	-
Return on Investment	NPAT/Total Asset	663.15/23,457.86	0.03	984.28/29,850.11	0.03	(14.27)%	Due to increase in Net Profit after tax

31 Other Statutory Information

- (i) The Company do not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding Benami property.
- (ii) The Company do not have any transactions with Companies Struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the year.
- (v) 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: directly or indirectly lend or invest In other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) 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 (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company do not have any such transaction which is not recorded in the books of accounts and 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)
- (viii) The Company holds all the Title deeds of immovable property in its name.
- (ix) there is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- (x) The Company is not declared as willful defaulter by any bank or financial Institution or other lender.
- (xi) There is Rs. 26.59 Lakhs Capital Work in Progress as on 31.03.2024 and Rs. Nil Capital Work in Progress as on 31.03.2023

32 Previous Year's figures have been regrouped, rearranged and reclassified whenever necessary.

As per our Report of even date

For and on behalf of the Board

For JCH & Associates
Chartered Accountants
Firm Registration No. 134480W

Amit A. Khurana
Managing Director
[DIN:00003626]

Neelakshi Khurana
Director
[DIN:00027350]

(Chintan Joshi - Partner)
Membership No. 144277

Mangilal Singhi
Director & CFO
[DIN:02754372]

Nikita Sadhwani
Company Secretary

Place : Vadodara

Date : 13/05/2024

UDIN: 24144277BKERYP1689





WAA SOLAR LIMITED

Regd. Office: Madhav House, Nr. Pancharatna Building, Subhanpura, Vadodara – 390023

Corporate Identity Number (CIN): L40106GJ2009PLC076764

Tel-Fax. 0265 2290722, Email: info@waasolar.org, website: www.waasolar.org

Consolidated Independent Auditor's Report

To the Members of **Waa Solar Ltd.**

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of " **Waa Solar Ltd** " (hereinafter referred to as the 'Holding Company") **and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group")**, **its associates and jointly controlled entities**, which comprise the consolidated Balance Sheet as at 30th September 2024, and the consolidated statement of Profit and Loss, and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 30th September 2024 of consolidated profit/loss and its consolidated cash flows for the year then ended.

BASIS OF OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined no matters to be the key audit matters to be communicated in our report.



INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed and based on the work done/ audit report of other auditor, 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 CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless



management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS:

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

OTHER MATTERS

We did not audit the financial statements / financial information of four subsidiaries included in the consolidated audited financial results, whose financial statements reflect total assets of Rs. 46.82 Crores as at 30th September 2024, total revenues of Rs. 0.28 Crores, total Net Profit after tax of Rs. 0.01 Crores for the half year ended on 30th September 2024. The consolidated financial statements also include three Associates wherein Group's share of Net profit after tax is Rs. 1.14 Crores for the half year ended 30th September, 2024, as considered in the consolidated financial statements, in respect of associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information are **audited** and have been furnished to us by the Management and our opinion on the



consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements / financial information and Management representation received. In our opinion and according to the information and explanations given to us by the Management, this financial statements / financial information are not material to the Group.

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that :

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors of the Holding Company as on 30th September 2024 taken on record by the Board of Directors of the Holding Company and the reports of the management of its subsidiary, associate and jointly controlled entities incorporated in India, none of the directors of the Group, its associate and jointly controlled entities incorporated in India is disqualified as on 30th September 2024 from being appointed as a director in terms of Section 164(2) of the Act.



- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities.
- g) 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, in our opinion and to the best of our information and according to the explanations given to us:
- h) There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities.
 - ii) The Group, its associates and jointly controlled entities did not have any material foreseeable losses 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 Holding Company, and its subsidiary, associate and jointly controlled entities incorporated in India
 - (iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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, whether, 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 notes to the accounts, 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, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and



(c) Based on such audit procedures 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 mis-statement.

- (v) No dividend have been declared or paid during the year by the company.
- (vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 30th September, 2024

Place:-Vadodara
Date:- 25/11/2024
UDIN:- 24144277BKESAQ3806

For J C H & Associates LLP
Chartered Accountants
FRN: 134480W/W101042



Chintan Joshi
Partner
M No. : 144277



WAA SOLAR LIMITED

CONSOLIDATED BALANCE SHEET AS AT 30th SEPT 2024

(Rs.in Lakhs)

PARTICULARS	NOTE NO		AS AT 30-09-2024		AS AT 31-03-2024
EQUITY AND LIABILITIES					
Shareholders' funds					
Share capital	2	1,326.68		1,326.68	
Reserves and surplus	3	16,686.74	18,013.42	16,889.16	18,215.84
Non-controlling interest			(113.00)		(112.98)
Non-current liabilities					
Long-term borrowings	4	4,546.87		4,692.25	
Long-term Provision		-	4,546.87	-	4,692.25
Current liabilities					
Short-term borrowings	5	1,654.04		389.15	
Trade payable	6				
(a) total outstanding dues of Micro Enterprises and Small Enterprises		36.63		2.50	
(b) total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		653.77		165.37	
Other current liabilities	7	410.27	2,754.71	105.73	662.75
TOTAL (Rs.)			25,202.00		23,457.86
ASSETS					
Non-current assets					
Fixed assets					
Property, Plant and Equipment	8	3,992.59		4,440.06	
Intangible assets		-		-	
Capital Work in Progress		2,905.30		26.59	
Non-current Investment	9	9,790.91	16,688.80	9,930.93	14,397.57
Current assets					
Inventories	10	178.11		261.88	
Cash and Bank Balances	11	2,260.15		1,925.64	
Trade Receivable	12	1,293.65		1,292.50	
Short-term loans and advances	13	4,558.80		5,330.49	
Other current assets	14	222.49	8,513.19	249.79	9,060.29
TOTAL (Rs.)			25,202.00		23,457.86
Significant Accounting Policies and Notes on Financial Statements	1 to 32				

AS PER OUR REPORT OF EVEN DATE

For and on behalf of the Board

For J C H & Associates LLP
Chartered Accountants
Firm Registration No.134480W/W101042

(Chintan Joshi - Partner)
Membership No.144277



Director
Amit Khurana
Din No:00003626

Director
Mangilal Singh
Din No:02754372

Vadodara
Date- 25/11/2024
UDIN: 24144277BKE5A03806

WAA SOLAR LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED ON 30-09-2024

(Rs.in Lakhs)

PARTICUALRS	NOTE NO		For the period ended 30-09-2024		For the year ended 31-03-2024
INCOME					
Revenue from operation	15	1,438.46		2,668.97	
Other income	16	61.34		66.26	
Total Revenue			1,499.80		2,735.24
EXPENDITURE					
Cost of materials consumed	17	288.66		167.52	
Change of Stock in Trade	18	-		-	
Changes in Work in Progress	19	116.61		(261.88)	
Construction Expenses	20	352.30		428.02	
Employee benefits expenses	21	62.23		205.54	
Finance costs	22	223.63		400.94	
Depreciation and amortisation expense	8	449.87		897.97	
Other expenses	23	149.37		311.78	
Total expenses			1,642.67		2,149.90
Profit before exceptional and extraordinary item and tax			-142.87		585.34
Exceptional Items					
Profit before extraordinary item and tax			-142.87		585.34
Extraordinary Items					
Profit before Tax			-142.87		585.34
TAX EXPENSE:					
1 Current tax					
MAT		0.05		102.15	
Short /(Excess) provision of earlier year		0.00	0.05	29.12	131.27
Profit for the year before share of profit of Associates			-142.93		454.07
Share of profit of Associates			149.52		209.03
Profit/(Loss) for the year before non-controlling interests			6.59		663.10
Non-controlling interests			-0.02		-0.05
Profit /(Loss) for the year attributable to owners of the Company			6.61		663.15
Earnings per equity share of face value of Rs.10 each					
1 Basic & Diluted			0.05		5.00
Significant Accounting Policies and Notes on Financial Statements	1to 32				

AS PER OUR REPORT OF EVEN DATE

For and on behalf of the Board

For J C H & Associates LLP
Chartered Accountants
Firm Registration No.134480W/W101042

(Chintan Joshi - Partner)
Membership No.144277



Director
Amit Khurana
Din No:00003626

Director
Mangilal Singhi
Din No:02754372

Vadodara

Date- 25/11/2024

UDIN: 24144277BKESAO3806

WAA SOLAR LIMITED

Consolidated Cash Flow Statement for the Period Ended on Sept 30,2024.

(Rs.in Lakhs)

Particulars	30-09-24	2023-24
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) Before Tax and Extraordinary Items	(142.87)	585.34
Adjustments for :		
- Depreciation and amortisation expenses	449.87	897.97
- Loss on Sales of Investment	-	11.47
- Interest paid	223.63	400.94
- Share of Profit in Partnership firm	-	(2.20)
- Capital gain on Sales of Fixed Assets	-	(11.47)
- Interest Received	(61.34)	(52.59)
	612.16	1244.12
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	469.28	1829.46
Adjustments for :		
- (Increase)/Decrease in Inventories	83.77	(157.51)
- (Increase)/Decrease in Trade and Other Receivable	26.15	250.51
- Increase/(Decrease) in Trade Payables & Other liabilities	848.32	(262.15)
	958.24	(11.64)
CASH GENERATED FROM OPERATION	1427.52	1817.82
- Income Tax	(21.29)	(163.35)
NET CASH FROM OPERATING ACTIVITIES	1406.23	1654.47
B CASH FLOW FROM INVESTING ACTIVITIES		
- Purchase of Fixed Assets & Capital Work in Progress	(2881.53)	(65.59)
- Proceed on sale of Fixed Assets	-	127.00
- (Purchase)/Sales of Investments	175.30	(1160.78)
- Adjustment of Assets -Liabilities -admission & omission of Subsidiaries	(94.39)	4828.99
- Loan given	771.69	1202.44
- Share of Profit in Partnership firm	0.00	2.20
- Interest Received	61.34	52.59
	-	-
NET CASH USED IN INVESTING ACTIVITIES	(1967.59)	4986.85
C CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds from issue of Share Capital	-	-
- Public issue expenses	-	-
- Increase /(Decrease) of Non controlling Interest	(0.02)	(2024.40)
- Borrowings (Long term & Short term)	1119.51	(4268.83)
- Interest paid	(223.63)	(400.94)
NET CASH IN FINANCING ACTIVITIES	895.86	(6694.17)
NET INCREASE IN CASH AND CASH EQUIVALENTS	334.50	(52.85)
CASH AND CASH EQUIVALENTS AS AT (Opening Balance)	1925.64	1978.49
CASH AND CASH EQUIVALENTS AS AT (Closing Balance)	2260.14	1925.64

AS PER OUR REPORT OF EVEN DATE

For J C H & Associates LLP

Chartered Accountants

Firm Registration No.134480W

Chintan Joshi

(Chintan Joshi - Partner)

Membership No.134480W/W10104



Vadodara

Date: 25/11/2024

UDIN : 24144277 BKESAQ3806

For and on behalf of the Board

Amit Khurana
Director
Amit Khurana
Din No:00003626

Mangilal Singhi

Director
Mangilal Singhi

Din No:02754372

WAA SOLAR LIMITED

1 NOTE ON FINANCIAL STATEMENT FOR THE PERIOD ENDED ON 30TH SEPTEMBER 2024

1 SIGNIFICANT ACCOUNTING POLICIES.

1.1 **Basis of accounting**

The financial statements have been prepared on historical cost basis and in accordance with the applicable provisions of the Companies Act,2013 and Accounting Standards referred therein.

1.2 **Revenue recognition**

All revenue and expenses are accounted for on accrual basis. Revenue is recognised when no significant uncertainties exist in relation to the amount of eventual receipt.

1.3 **Fixed assets**

Fixed assets are stated at cost of acquisition and includes other direct/ indirect and incidental expenses incurred to put them into use.

All indirect expenses incurred during project implementation and on trial run are treated as incidental expenditure during construction and capitalised.

1.4 **Depreciation**

Depreciation is provided on straight line method , at the rates derived on the basis of useful life of assets and method specified in Schedule II of the Companies Act,2013.

Freehold land is not amortised/depreciated.

1.5 **Provisions and contingencies**

The company creates a provision when there is a present obligation as a result of past event that propably requires an outflow of resources and a reliable estimate can be made of the amount of the obiligation. A disclosure for a contingent liability is made when there is a possible obligation or present obligation that probably will not require an outflow of resources or where reliable estimate of the amount of the obligation cannot be made.

1.6 **Inventories**

Inventories are stated at the lower of cost or net realisable value. Stores and spares are written off in the period of purchase.

1.7 **Employee benefit**

1.7.1 Short Term Employee Benefits

Short term employee benefits are recognised in the period during which the services have been rendered.

1.7.2 Long Term Employee Benefits

Leave encashment liabilities is accounted as and when paid.



FOR WAA SOLAR LIMITED

DIRECTOR

WAA SOLAR LIMITED

1.8 Foreign Currency Transactions

Transaction in foreign currency is recorded at the exchange rate prevailing on the date of the transaction. Exchange rate differences resulting from foreign exchange transactions settled during the period including year-end translation of current assets and liabilities are recognised in the statement of profit and loss. In case of gains or losses arising on long term foreign currency Monetary items relating to the acquisition of depreciable assets are added to or deducted from the cost of such assets.

In respect of forward exchange contract, except in case of fixed assets, The differences between forward rate and the exchange rate at the inception of the forward exchange contract is recognised as income/expenses over the life of the contract.

Gain/Loss on settlement of transaction arising on cancellation or renewal of such a forward exchange contract is recognized as income or expense for the period.

1.9 Borrowing cost

Borrowing costs directly attributed to the acquisition of fixed assets are capitalised as a part of the cost of asset upto the date the asset is put to use. Other borrowing Costs are charged to the profit and loss account in the year in which they are incurred.

1.10 Income tax

- a a Tax expenses comprise of current and deferred tax.
 - i Provision for current income tax is made on the basis of relevant provisions of the Income Tax Act,1961 as applicable to the financial year.
 - ii Deferred Tax is recognised subject to the consideration of prudence on timing differences,being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1.11 Operating Lease

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

1.12 Claims, Demands and Contingencies

Disputed and/ or contingent liabilities are either provided for / or disclosed depending on management's judgment of the outcome.

1.13 Impairment of Asset

If internal/external indications suggest that an asset of the company may be impaired., the recoverable amount of asset/cash generating asset is determined on the balance - sheet date and if it is less than its carrying amount of the asset/cash generating unit is reduced to the said recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use of such asset/cash generating unit, which is determined by the present value of carrying amount of the estimated future cash flow.



FOR WAA SOLAR LIMITED

DIRECTOR

WAA SOLAR LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE PERIOD ENDED ON 30TH SEPT,2024

2 SHARE CAPITAL

(Rs.in Lakhs)

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
AUTHORISED CAPITAL		
1,35,00,000 (P.Y.1,35,00,000)Equity Shares of Rs. 10/- each	1,350.00	1350.00
ISSUED, SUBSCRIBED, AND PAID-UP CAPITAL		
1,32,66,764 (P.Y.1,32,66,764) Equity Shares of Rs. 10/- Each fully paid Up	1,326.68	1326.68
(Out of the above, the Company has issued 11245465 shares of Rs 10 each fully paid up by way of bonus share out of Security Premium Reserve.		
TOTAL	1,326.68	1326.68

2.1 The reconciliation of the number of shares outstanding is set out below.

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
	No.of Shares	No.of Shares
Number of shares at the beginning	1,32,66,764	1,32,66,764
Add:- Bonus Shares Issued during the year	-	0
Number of shares at the end of year	1,32,66,764	1,32,66,764

2.2 Shares held by holding company

Name	AS AT 30-09-2024	AS AT 31-03-2024
	No.of Shares	No.of Shares
Madhav Power Private Limited	70,17,180	70,42,780

2.3 Details of the share holders holding more than 5% shares in Company

Name	AS AT 30-09-2024	AS AT 31-03-2024
	No.of Shares	No.of Shares
Madhav Power Private Limited	70,17,180 52.89%	70,17,180 52.89%
Armaan Amit Trust	14,89,824 11.23%	14,89,824 11.23%

2.4 Term/rights to equity shares

The company has only one class of equity share of Rs.10 per share, each holder of equity share is entitled to One vote per share.

3 RESERVES AND SURPLUS

(Rs.in Lakhs)

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
Securities Premium Reserve		
Opening balance	9,004.35	9,004.35
Less:- Utilised during the year for issuing Bonus Shares	9,004.35	9,004.35
Surplus (Deficit) in the statement of Profit & Loss		
Opening balance	7,884.81	7,689.29
Adjustment during the year	(209.03)	(467.64)
Add:- Net Profit for the year	6.61	663.15
	7,682.39	7,884.81
TOTAL	16,686.74	16,889.16



FOR WAA SOLAR LIMITED

DIRECTOR

4 LONG TERM BORROWINGS

Particulars	AS AT 30-09-2024		AS AT 31-03-2024	
	Non Current	Current	Non Current	Current
	(Rs.in Lakhs)			
SECURED TERM LOAN FROM				
State Bank of India (i) Secured by exclusive charge by way of hypothecation on all the movable asset of the company both present and future, pertaining to the project situated at Village Tikar (Parnar), Taluka Muli, Dist. Surendranagar (ii) exclusive charge cum assignment or creation of security interest on all the right, titles, interests, benefits, claims, permits, approvals, consents and demand whatsoever of company both present and future (iv) exclusive charge on book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future, of the company pertaining to the project (v) exclusive charge on intangible assets of the company, both present and future (vi) The Credit facilities will be secured by (a) Corporate Guarantee of Madhav Power Pvt. Ltd., Vikrama Architecture and Design Pvt. Ltd & MSK Real Estate Private Ltd (b) Personal Guarantee of Directors of the company, Repayment :- Term loan shall be paid in 140 variable monthly instalments, commencing from Rate of Interest:- 3% above MCLR- 6 M present effective rate being 9.95% p.a. with 6 monthlv reset.	2,419.90	300.00	2,570.01	300.00
HDFC Bank Ltd. Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors	18.83	14.23	26.93	14.23
ICICI Bank Ltd. Security :- (i) a pari passu first charge by way of hypothecation of the company's assets (Vehicle) for Loan sought (ii) Joint & several Personal Guarantee of Directors	0.95	7.32	4.84	7.32
Aditya Birla Finance Ltd. (i) Secured by exclusive charge of on an immovable property of Rasika Vikramsinh Chauhan at moje Shankarpura-391760, Vadodara, Gujarat. (ii) Corporate guarantee of Madhav Power Pvt. Ltd. (iii) Personal guarantee of 1. Smt. Rashika Vikramsinh Chauhan 2. Shri. Amit Ashok Khurana. Repayment Term loan shall be payable in 144 structured monthly instalments, commencing from Jan 2024. Rate of Interest shall be 11.25% P.a Floating.	772.35	38.38	796	38.38
Small Industries Development Bank of India Secured by	-	-	-	-





<p>(i) First charge by way of hypothecation of the company's Movables including movables, Plant, Machinery, Machinery spares, tools & accessories, office equipments, computers, furniture & fixtures, both present and future; (ii) First charges on the company's book-debt, operating cash flows, receivables, commissions, revenue of whatsoever nature & wherever arising from, intangible asset including goodwill, uncalled capital, present & future, (iii) First charge or assignment of (1) all the rights, titles, interest, benefits, claims, and demands whatsoever of the company in the Project Documents (including PPA), duly acknowledge and consented to by the relevant counter-parties to such Projects Documents, all as amended varied or supplemented from time to time; (2) all the rights, titles, interest, benefits, claims and demands whatsoever of the company in the clearance in the respect of the Project. (3) all the rights, titles, interest, benefits, claims and demands whatsoever of the company in any letter of credit, guarantee, performance bond provided by to any party to the major projects Document and (4) all insurance contracts/insurance proceeds in respect of the project. (iv) First charges on the Letter of Credit, Escrow Account, Debt Service Reserve Account and other reserve and bank account of the company, wherever maintained. (v) First charges by way of mortgage in favour of SIDBI of several immovable properties owned by Zeel Hospitality Pvt. Ltd, Bindiya Khurana, Neelakshi Khurana & Lien on FDR having aggregate face value of Rs.50 Lakhs. Personal guarantee of the Directors of the Company Mr. Amit Khurana, Mrs. Neelakshi Khurana, Miss Bindiya Khurana and Mr. Ashok Khurana, Corporate Guarantee of M/S Waa Solar Pvt. Ltd. & Zeel Hospitality Pvt. Ltd. Repayment:--Term Loan shall be payable in 138 Monthly instalments, commencing from 3rd quarter of F.Y.2015-16 Rate of Interest :-12.95% p.a.</p>	<p>State Bank of India Secured by (i) A first mortgage on all immovable assets and, first charge by way of hypothecation on all movable assets of the company, both present and future; (ii) a first charge/assignment on all the intangible assets of the company, including but not limited to the goodwill, rights, undertakings and uncalled capital both present and future. (iii) A first charge on all the company's bank accounts including, without limitation, the Escrow Account and the Debt Service Revenue Account (iv) First charge/ assignment of security interest on the company's right under the concession agreement, Project Documents, Contracts, Licenses, permits, approvals, consents in respect of the captioned projects; (v) Assignment of contactor guarantees, liquidated damages, letter of credit, guarantee or performance bond and insurance policies pertaining to the project on pari-passu basis, and noting the interest of the lenders. (vi) Assignment of toll collection right along with escrow on future toll collection, The aforesaid security would rank pari-passu with all the senior lenders joined to finance the project under consortium arrangement. (vii) Personal guarantee of the Directors of the Company Mr. Amit Khurana & Smt. Neelakshi Khurana. Repayment:--Repayment of Principle amount to be paid in 23 variable half yearly instalments to commence from Dec, 2014 or receipt of Annuity Grant whichever is earlier. Rate of Interest: - 3.75% above MCLR-1 y present effective rate being 12.30% p.a. with monthly rests</p>	<p>Axis Bank Loan A/c no.92306005444243 (i) Primary security of Hypothecation of entire current assets of the borrower both present and future. (ii) Collateral security of 1. Residential Property situated at green wood Infinity tower owned by Mrs Manju A Khurana 2. Immovably property situated at land Village Chapad Vadodara owned by Madhav Infra Projects Limited. (iii) Corporate Guarantee of 1. Madhav Infra Projects Limited 2. Waa Solar Limited (iv) Personal guarantee of 1. Shri Ashok Khurana 2. Shri Amit Khurana. Repayment Term loan shall be payable in 84 structured monthly instalments, commencing from Jan 2024. Rate of Interest shall be 9 % P.a Floating.</p>	<p>UNSECURED LOAN From Shareholders From Inter-Corporate</p>	
	<p>147.64</p>	<p>28.56</p>	<p>1,133.00 54.20</p>	
	<p>161.92</p>	<p>28.56</p>	<p>1,133.00</p>	
			<p>28.56</p>	
				<p>TOTAL</p>
				<p>388.49</p>
				<p>4,692.25</p>
				<p>388.49</p>
				<p>4,546.87</p>
				<p>388.49</p>

WAA SOLAR LIMITED

5 SHORT TERM BORROWING

(Rs.in Lakhs)

Particulars	AS AT	AS AT
	30-09-2024	31-03-2024
SECURED		
SBI - FDOD - 42609467789	1,265.54	0.65
Idbi Bank FDOD A/c No.0021651000006866		
Current maturity of Long Term Debts (Refer Note No.4)	388.49	388.49
TOTAL	1,654.03	389.15

6 TRADE PAYABLES

(Rs.in Lakhs)

Particulars	AS AT	AS AT
	30-09-2024	31-03-2024
Total outstanding dues of Micro Enterprises and Small Enterprises	36.63	2.50
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		
Trade payables	653.77	165.37
TOTAL	690.41	167.87

7 OTHER CURRENT LIABILITIES

(Rs.in Lakhs)

Particulars	AS AT	AS AT
	30-09-2024	31-03-2024
Statutory Liabilities	127.32	25.54
Other Liabilities	-	-
Interest accrued but not due	-	-
Provision for Income Tax (net of TDS)	58.95	80.19
Advance received against sales of Investment	224.00	-
TOTAL	410.27	105.73



FOR WAA SOLAR LIMITED

DIRECTOR

WAA SOLAR LIMITED

8) Property, Plant and Equipment											
NAME OF THE ASSETS	GROSS BLOCK						DEPRECIATION			NET BLOCK	
	AS ON 01-04-2024	ADDITION FOR THE PERIOD	DEDUCTION FOR THE PERIOD	Adjustment during the period	AS ON 30-09-2024	AS ON 01-04-2024	ADDITION FOR THE PERIOD	DEDUCTION FOR THE PERIOD	Adjustment during the period	AS ON 30-09-2024	AS ON 31-03-2024
Tangible assets:											
LAND : Free hold	277.27	-	-	-	277.27	-	-	-	-	277.27	277.27
BUILDINGS	1,109.14	-	-	-	1,109.14	428.97	17.58	-	-	662.59	680.17
# PLANT & MACHINERIES	14,015.79	0.27	-	-	14,016.06	10,607.68	427.60	-	-	2,980.78	3,408.11
OFFICE EQUIPMENT	3.36	-	-	-	3.36	1.56	0.18	-	-	1.61	1.80
COMPUTER & PRINTERS	0.54	-	-	-	0.54	0.52	-	-	-	0.03	0.03
FURNITURE & FIXTURE	1.82	2.55	-	0.00	4.37	0.73	0.21	-	-	3.44	1.09
VEHICLE	81.34	-	-	0.00	81.34	9.74	4.71	-	-	66.88	71.60
TOTAL	15,489.26	2.82	0.00	0.00	15,492.07	11,049.20	450.28	0	0.00	11,499.48	4,440.06
PREVIOUS YEAR	18,993.41	39.00	115.53	3,427.63	15,489.26	11,191.85	898.06	-	1,040.72	11,049.20	7,801.56
Intangible assets:											
Operation, Maintenance & Transfer Project Expenditure(Toll Collection Right) at Vidisha Kurwai Corridor , MP	1,477.69	-	-	-	1,477.69	1,477.69	-	-	-	1,477.69	-
TOTAL	1,477.69	-	-	-	1,477.69	1,477.69	-	-	-	1,477.69	-
PREVIOUS YEAR	11,380.42	-	-	9,902.74	1,477.69	8,522.07	-	-	7,044.39	1,477.69	2,858.35

459.28



[Signature]
FOR WAA SOLAR LIMITED
DIRECTOR

WAA SOLAR LIMITED

9 NON-CURRENT INVESTMENT

(Rs.in Lakhs)

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
INVESTMENT IN SHARES (UN QUOTED, NON TRADE, AT COST)		
IN ASSOCIATED COMPANIES		
a) In Equity Shares		
30,000 Equity Shares (Previous year 30,000) in Madhav (Phool sagar niwas shahpura Corridor) Highways pvt. Ltd. Of Rs.10 each, fully Paid up	84.86	122.29
1,33,000 Equity Shares (Previous year 1,33,000) in MI Solar India pvt. Ltd. Of Rs.10 each, Fully Paid up	133.18	142.40
30,000 Equity Shares (Previous year 30,000) IN Madhav (Sihora Silodi Corridor) Highways pvt. Ltd. Of Rs.10 each ,Fully Paid up	70.48	83.34
2,40,000 (Previous Year : 2,40,000) Equity Shares of Sainergy Ind Products pvt. Ltd. Of Rs.10 each ,Fully Paid up	24.00	24.00
3,60,000 (Previous Year : 3,60,000) Equity Shares of Vikrama Architecture & Desiqn pvt. Ltd. Of Rs.10 each ,Fully Paid up	36.00	36.00
45,000 (Previous Year : 45,000) Equity Shares of Zeel Hospitality pvt. Ltd. Of Rs.10 each ,Fully Paid up	4.50	4.50
10000 (P.Y.10000) Equity Share of Aspire confra Pvt. Ltd. ,of Rs.10 each	313.86	313.86
b) In Preference Shares		
3,79,00,000 Preference Shares (Previous year :3,79,00,000) in Madhav Infra Projects Ltd. Of Rs.10 each, fully Paid up	3,790.00	3,790.00
88,64,000 Preference Shares (Previous year 88,64,000) IN Madhav (Sihora Silodi Corridor) Highways pvt. Ltd. Of Rs.10 each ,Fully Paid up	886.40	886.40
3,18,40,000 Preference Shares (Previous year 3,18,40,000) in Madhav (Phool sagar niwas shahpura coridor) Highways pvt. Ltd. Of Rs.10 each, Fully Paid up	3,184.00	3,184.00
100,00,000 Preference Shares (Previous year :100,00,000) in Infinity Infrabuild Ltd. Of Rs.10 each, fully Paid up	1,000.00	1,000.00
22,40,000 Preference Shares (Previous year 22,40,000) in Madhav Infracon (Astha Kanod Corridor) pvt. Ltd. Of Rs.10 each, Fully Paid up	224.00	224.00
INVESTMENT IN PARTNERSHIP FIRM		
Prakash Power	6.64	87.14
INVESTMENT IN MUTUAL FUND		
Aditya Birla Money Manager Fund	33.00	33.00
TOTAL	9,790.91	9,930.93



FOR WAA SOLAR LIMITED

DIRECTOR

WAA SOLAR LIMITED

10 INVENTORIES

(Rs.in Lakhs)

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
INVENTORIES (As Taken Valued and Certified By The Managing Director)		
Raw Material	32.84	-
Work-In-Progress	145.27	261.88
TOTAL	178.11	261.88

11 CASH AND CASH EQUIVALENTS

(Rs.in Lakhs)

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
BALANCES WITH BANKS		
In current accounts	281.19	239.52
In Escrow Accounts	0.83	2.23
In Fixed Deposit accounts with Union Bank	15.33	15.33
IDBI Bank Ltd	6.54	6.54
SIDBI	-	0.00
SBI	1,936.98	1,644.11
CASH ON HAND	19.28	17.90
TOTAL	2,260.15	1,925.64

Balances in deposits accounts with banks held as margin money deposits as Debt service reserve account

The details of balances as on Balance sheet dates with banks are as follows:

(Rs.in Lakhs)

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
IN CURRENT ACCOUNT		
Icici Bank A/c No. 000305017425	1.38	0.11
Icici Bank A/c No.171505000472	1.08	1.38
State Bank of India A/c No-31482041118	224.62	1.08
State Bank of India -A/c No.39684248128-Escrow	1.54	15.00
State Bank of India CA A/c 42756527842	0.59	
TOTAL	229.22	17.57

12 TRADE RECEIVABLE

(Rs.in Lakhs)

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
UNSECURED, CONSIDERED GOOD		
Outstanding from period exceeding Six months from the day they are due for payment	-	-
Others	1,293.65	1,292.50
TOTAL	1,293.65	1,292.50



FOR WAA SOLAR LIMITED

DIRECTOR

WAA SOLAR LIMITED

13 SHORT-TERM LOANS AND ADVANCES

(Rs.in Lakhs)

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
UNSECURED, CONSIDERED GOOD		
Advances to Subsidiaries Companies	-	-
Advances to Associate Companies	4,440.36	5,295.32
Advances to Staff	2.29	0.88
Other Advances	116.15	34.29
TOTAL	4,558.80	5,330.49

13.1 Loan and Advances to Subsidiaries Companies

(Rs.in Lakhs)

Name	AS AT 30-09-2024	AS AT 31-03-2024
Advances to Subsidiaries Companies		
Madhav Infracon (Vidisha Kurwai Corridor) Pvt.Ltd.	0	0
Aspire Infracon Pvt.Ltd.	0	0
Solkar Infrastructure Pvt.Ltd.	0	0
Madhav (Sehora Silodi Corridor) Highways Pvt.Ltd.	-	-

13.2 Loan and Advances to Associates Companies

(Rs.in Lakhs)

Name	AS AT 30-09-2024	AS AT 31-03-2024
Advances to Associates Companies		
MI Solar (India) Pvt.Ltd.	27.65	27.65
Infinity Infrabuild Pvt.Ltd.	701.00	940.00
Madhav(PNS Corridor) Highways Pvt.Ltd.	0.65	100.00
Madhav Infra Projects Limited	-	127.47
Madhav Infra Projects Ltd-Refundable Advance	1,967.86	1,607.00
Madhav Infra Projects Ltd Chetak Enterprises Ltd Jv	220.85	220.85
Zeel Hospitality P Ltd	3.00	3.00
Madhav Power Pvt.Ltd.	(873.35)	(123.35)
Aspire Infracon Pvt.Ltd.	-	-
Aspire Confra Pvt. Ltd.	2,392.70	2,392.70

14 OTHER CURRENT ASSETS

(Rs.in Lakhs)

Particulars	AS AT 30-09-2024	AS AT 31-03-2024
OTHERS		
Prepaid expenses	0.11	3.54
Preliminary & Pre-Operative Exp	28.84	28.84
Deposit	70.14	109.04
Interest accrued on FDR	-	-
Interest accrued but not due	-	-
Provision of Income	65.56	20.79
Provision for Annuity Income	-	-
Unbilled Revenue	57.84	87.58
TOTAL	222.49	249.79



FOR WAA SOLAR LIMITED

DIRECTOR

WAA SOLAR LIMITED

15 REVENUE FROM OPERATION		
(Rs.in Lakhs)		
Particulars	For the period ended 30-09-2024	For the year ended 31-03-2024
Sale of Products	1,438.46	2,668.97
TOTAL	1,438.46	2,668.97
15.1 PARTICULARS OF SALE		
(Rs.in Lakhs)		
Name of Products	For the period ended 30-09-2024	For the year ended 31-03-2024
Solar Power	393.06	1,991.59
Contract Receipt	1,045.40	677.39
MBB Half Cell Solar Modules	-	-
Sales	-	-
Toll Collection	-	-
Annuity from MPRDC	-	-
TOTAL	1,438.46	2,668.97
16 OTHER INCOME		
(Rs.in Lakhs)		
Particulars	For the period ended 30-09-2024	For the year ended 31-03-2024
OTHER INCOME		
Interest on Fixed deposit	61.34	52.59
Insurance Claim	-	-
Lease Rent	-	-
Share of Profit in Partnership Firm	-	2.20
Profit on Sales of Fixed Assets	-	11.47
Capital Gain on Sales of Investment	-	-
Interest on Income Tax Refund	-	-
Misc. credit balance written off	-	-
TOTAL	61.34	66.26
17 COST OF MATERIAL CONSUMED		
(Rs.in Lakhs)		
Particulars	For the period ended 30-09-2024	For the year ended 31-03-2024
Stock at Commencement	-	-
Add :- Purchases	321.50	167.52
Total	321.50	167.52
Less:- Stock at Close	32.84	-
TOTAL	288.66	167.52



FOR WAA SOLAR LIMITED

DIRECTOR

WAA SOLAR LIMITED

18 CHANGE OF STOCK IN TRADE

(Rs.in Lakhs)

Particulars	For the period ended 30-09-2024	For the year ended 31-03-2024
MATERIAL CONSUMED		
Stock at Commencement	-	-
Less:- Stock at Close	-	-
TOTAL	-	-

19 CHANGE IN WORK IN PROGRESS

(Rs.in Lakhs)

Particulars	For the Year ended 30-09-2024	For the year ended 31-03-2024
Opening Stock of work in progress	261.88	-
Less :- Closing stock of Work in progress	145.27	261.88
TOTAL	116.61	(261.88)

20 CONSTRUCTION EXPENSES

(Rs.in Lakhs)

Particulars	For the Year ended 30-09-2024	For the year ended 31-03-2024
Installation & Commissioning Works	255.93	45.63
Machinery Hire Charges	10.01	14.20
Material Testing Charges	0.81	4.87
Pilling Work	9.37	98.73
Precast Boundary Wall	21.25	148.07
Site Development Exp.	0.00	68.81
Miscellaneous Site Expenses	54.93	47.71
TOTAL	352.30	428.02

21 EMPLOYEE BENEFIT EXPENSES

(Rs.in Lakhs)

Particulars	For the period ended 30-09-2024	For the year ended 31-03-2024
EMPLOYEE BENEFIT EXPENSES		
Salary and Wages	45.22	178.32
Staff welfare	17.01	27.22
TOTAL	62.23	205.54

22 FINANCE COST

(Rs.in Lakhs)

Particulars	For the period ended 30-09-2024	For the year ended 31-03-2024
Interest to Banks	222.85	394.22
Finance Cost	0.78	6.72
TOTAL	223.63	400.94



FOR WAA SOLAR LIMITED

DIRECTOR

WAA SOLAR LIMITED

23 OTHER EXPENSES		
(Rs.in Lakhs)		
Particulars	For the period ended 30-09-2024	For the year ended 31-03-2024
OTHER EXPENSES		
Consumable Store	0.54	0.90
Director Sitting Fees	-	0.45
Insurance Premium	3.05	6.13
Arbitration Fee	10.52	-
Professional Fees	21.42	72.27
Repairs & maintenance	57.26	85.54
Deviation Settlement Charges	1.03	2.37
Forecasting & Scheduling Charges	0.97	1.31
Operational & Maintenance Charges	3.69	11.62
Rate & Taxes	1.92	6.96
Rebate	5.09	28.53
Rent	-	1.80
Security Expenses	26.84	39.19
Vehicle Running Exp	-	-
Vehicle Hiring Charges	5.73	3.89
Loss on Sale of Investment	-	11.47
Expenditure towards Corporate Social Responsibility	-	9.83
Miscellaneous Expenses	9.95	26.80
	148.01	309.06
AUDITORS REMUNERATION		
Audit Fees	1.36	2.72
Tax Audit Fees	-	-
Certification Works	-	-
	1.36	2.72
TOTAL	149.37	311.78



FOR WAA SOLAR LIMITED

DIRECTOR

24 The contingent liabilities not provided for:

- a Guarantees issued by the bank on behalf of the company Rs.0.04 Cr.(Previous year Rs.0.04 Cr.)
- b The Company has given Corporate Guarantees for Loan taken by subsidiary Companies & Associate Concern, from banks, of Rs.189.61 Cr.(P.Y. Rs.189.61 Cr.) (Loan outstanding as on 30-09-2024, Rs.48.18 Cr. (P.Y. Rs.58.67 Cr.))

25 Employee Benefits:

The Liabilities for Gratuity & leave encashment is niether acertained nor provided by the Company.

26 The Company is a partner in M/s. Prakash Power, the details of the partners, their share in profit / loss and total capital of the partners of the firm as on 30-09-2024 are as under.

Sr. No.	Name of Partners	Share (%)
i	Shri Amit Khurana	5.00
ii	M/s. Waa Solar Ltd.	95.00

b Total Capital of the partners as on 30-09-2024 Rs. 67.21 Lakhs

c Share of Profit in the partnership firm Prakash Power of Rs.Nil

27 The company has taken on operating lease certain assets. The total lease rent paid on the same amounting to Rs.1,80,000/-(Previous year Rs.1,80,000/-) is included under the head Guest House Rent & Office Rent.The minimum future lease rentals payable in respect thereof are as follows:

Particulars	Amount Rs. April to Sep'24	Amount Rs. 2023-24
Not later than one year	-	-
Later than one year but not later than five years	-	-
Later than Five years	-	-

28 Related Party Transactions:

Disclosures as required by Accounting Standard -18 are given below:

Holding Company	
Madhav Power Pvt. Ltd.	
Associate Concern	
Madhav Infra Projects Ltd.	
Madhav (Phoolsagar Niwas Shahpura Corridor) Highways Pvt.Ltd.	
Madhav (Sehora Silodi Corridor) Highways Pvt.Ltd.	
MI Solar India Pvt. Ltd.	
Infinity Infrabuild Pvt.Ltd	

Directors /Key Management Personnel & Relative of Key Management Personnel

Name of Related Parties	Nature of Relationship
Amit Khurana	Managing Director
Neelakshi Khurana	Director
Ashok Khurana	Father of Managing Director
Jaini Jain	Independent Director
Sumit Patel	Independent Director
Nikhil Kaushik	Independent Director
Nikita Sadhwani	Company Secretary
Mangilal Singhi	Chief Financial Officer



WAA SOLAR LIMITED.

Previous year's figure shown in bracket () (Rs.in Lakhs)

Transaction during the year	Holding Company	Associate Concern	Key Management Personnel /Relative of Key Managerial Personnel
Loan Received	-	60.00	5.35
	(190.00)	(0.04)	-
Repayment of Loan	-	5.80	-
	(190.00)	(0.04)	
Repairs & Maintenance Expenses	-	-	-
	-	-	-
Green Incentive Expenses	(224.00)	-	-
Sales of Investment	-	-	-
	(821.75)	-	-
Advance received against sale of Investment	224.00	-	-
	-	-	-
Loan Given	-	2918.42	-
	-	(7,408.41)	-
Loan received back	-	3023.38	-
	-	(4,833.44)	-
Purchase of Goods & Services	-	2,441.39	-
	-	(68.81)	-
Sales of Goods & Services	-	1233.57	-
	-	(462.73)	-
Rent	-	-	(1.80)
Remuneration paid /Provided	-	-	29.69
	-	-	(58.51)
Directors Sitting fees paid/provided	-	-	0.45
	-	-	(0.45)
Payable as on 30/09/24	224.00	-	7.15
Payable as on 31/03/24	-	-	1.80
Receivable as on 30/09/24	-	2685.76	-
Receivable as on 31/03/24	-	(3,196.77)	-

29 Earning per share

(Rs.in Lakhs)

Particulars	April to Sep'24	2023-24
a Net Profit after Tax available for equity shareholders (Rs.)	6.61	663.15
b Number of Equity Shares of Rs.10/-each Weightage average outstanding at end of the year(Nos.of Shares)	132.67	132.67
c Basic/ Diluted Earning Per Share(Rs.a/b)	0.05	5.00



30 Other Disclosures

A Shareholding of Promoters

Promoter Name	As at 30.09.2024			As at 31.03.2024		
	No of shares	% of total shares	% change during the year	No of shares	% of total shares	% change during the year
Madhav Power Pvt.Ltd.	70,17,180	52.89	-	70,17,180	52.89	(0.36)
Armaan Amit Trust [In the name of Trustee Shri Ashok M. Khurana]	14,89,824	11.23	-	14,89,824	11.23	-
Amit Ashok Khurana	4,74,380	3.58	-	4,74,380	3.58	-
Madhav Ashok Trust [In the name of Trustee Shri Ashok M. Khurana]	10,152	0.07	(89.49)	96,552	0.72	(56.38)
Manju Ashok Khurana	684	0.01	-	684	0.01	(95.90)
Ashok Khurana	8,908	0.07	-	8,908	0.07	(47.31)
Khurana Neelakshi Amit	36	-	-	36	-	-

B Trade Receivable ageing as on 30.09.2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	
Undisputed Trade Receivable - Considered Good	257.54	28.44	-	-	1,007.67	1,293.65
Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable - credit impaired	-	-	-	-	-	-
Total	257.54	28.44	-	-	1,007.67	1,293.65

Trade Receivable ageing as on 31.03.2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	
Undisputed Trade Receivable - Considered Good	254.14	29.49	-	-	1,008.87	1,292.50
Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivable - credit impaired	-	-	-	-	-	-
Total	254.14	29.49	-	-	1,008.87	1,292.50

C Trade Payable ageing as on 30.09.2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	
MSME	36.63	-	-	-	36.63
Others	554.31	1.45	1.80	96.22	653.78
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Total	590.94	1.45	1.80	96.22	690.41

Trade Payable ageing as on 31.03.2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	
MSME	2.50	-	-	-	2.50
Others	66.90	3.96	-	94.51	165.37
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Total	69.40	3.96	-	94.51	167.87



D Capital Work In Progress (CWIP) as on 30.09.2024

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	Total
Projects in progress	2,905.30	-	-	-	2,905.30
Projects temporarily suspended	-	-	-	-	-
Total	2,905.30	-	-	-	2,905.30

Capital Work In Progress (CWIP) as on 31.03.2024

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	Total
Projects in progress	26.59	-	-	-	26.59
Projects temporarily suspended	-	-	-	-	-
Total	26.59	-	-	-	26.59

E Disclosure relating to Ratios

Name of Ratio	Formula	30-09-24		F.Y. 2023-24		% Change in ratios	Reason for Variances
Current Ratio (No. of Times)	Current Assets	8,513.19	3.09	9,060.29	13.67	-77.39%	-
	Current Liabilities	2,754.71		662.75			
Debt Equity Ratio (No. of Times)	Short term Debt + Long term Debt	6,200.91	0.34	5,081.40	0.28	23.40%	Due to decrease of subsidiaries companies
	Share holder's equity	18,013.42		18,215.84			
Debt Service Coverage Ratio (No. of Times)	Earnings available for debt service	680.11	-0.76	1,962.06	0.62	-221.74%	-
	Debt Service	-895.87		3,146.49			
Return on Equity	NPAT	6.61	0.00	663.15	0.04	-98.99%	Due to increase in Net Profit after tax
	Net worth	18,013.42		18,215.84			
Inventory Turnover Ratio (No. of Times)	Net Sales	1,438.46	6.54	2,668.97	14.77	-55.73%	-
	Average Inventory	220.00		180.72			
Trade Receivable turnover Ratio (No. of Times)	Net Sales	1,438.46	1.11	2,668.97	2.10	-47.08%	
	Average Trade receivable	1,293.07		1,269.78			
Trade payable turnover Ratio (No. of Times)	Net Credit Purchase	288.66	0.67	167.52	0.68	-0.20%	Due to non-purchase of materials
	Average Trade Payable	427.89		247.83			
Net Capital Turnover Ratio (No. of Times)	Net Sales	1,438.46	0.25	2,668.97	0.32	-21.40%	-
	Working Capital	5,758.48		8,397.54			
Net Profit Ratio	NPAT	6.61	0.00	663.15	0.25	-98.15%	Due to increase in Net Profit after tax
	Net Sales	1,438.46		2,668.97			
Return on Capital Employed	Earning before interest and taxes	230.29	0.01	1,195.36	0.07	-80.52%	-
	Capital Employed	18,013.42		18,215.84			
Return on Investment	NPAT	6.61	0.00	663.15	0.03	-99.07%	Due to increase in Net Profit after tax
	Total Asset	25,202.00		23,457.86			



31 Other statutory information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the year.
- (v) 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: directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) 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
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Company do not have any such transaction which is not recorded in the books of accounts and 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)
- viii) The company holds all the title deeds of immovable property in its name.
- ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- x) The company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- xi) There is Rs.2905.30 Lakhs Capital Work in Progress as on 30.09.2024 and Rs. 26.59 Lakhs Capital Work in Progress as on 31.03.2024. The CWIP comprises expenditures incurred on projects under development.
- xii) During the financial year 2024-25, a search was conducted by the Income Tax Department. The appraisal report and subsequent proceedings related to the search are currently pending with the department.

32 Previous Year's figures have been regrouped, rearranged and reclassified whenever necessary.

As per our Report of even date
For J C H & Associates LLP
Chartered Accountants
Firm Registration No.134480W/W101042

(Chintan Joshi - Partner)
Membership No.144277

Vadodara
Date- 25/11/2024



UDIN: 24144277BKES403806

For and on behalf of the Board
For Waa Solar Ltd.

Director
Amit Khurana
Din No:00003626