

## INDEPENDENT AUDITOR'S REPORT

### To The Members of Watsun Infrabuild Private Limited Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Watsun Infrabuild Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss, the Cash Flow Statement, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its Loss and its cash flows for the year ended on that date.

#### Basis for Opinion

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

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report but does not include the 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.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these 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 Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statement 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

**Auditor's Responsibility for the Audit of the 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.



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- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the Company.

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



**Other Matter**

The financial statements of the Company for the year ended March 31, 2022 were audited by predecessor auditor and expressed unmodified opinion vide their report dated July 12, 2022.

Our opinion on the financial statements is not modified in respect of the above matter.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant 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 the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(15) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the Company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.



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- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 31 to the financial statements;
  - 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. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 36 (v) to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 36 (vi) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
  - vi. 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 w.e.f. 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 March 31, 2023.



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

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



**Mehul Parekh**  
(Partner)  
(Membership No. 121513)  
(UDIN: 23121513BGYAAL1427)

Place: Mumbai  
Date: June 01, 2023

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**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

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

We have audited the internal financial controls with reference to financial statements of Watsun Infrabuild Private Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 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.

**Auditor's Responsibility**

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

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

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



**Meaning of Internal Financial Controls with reference to financial statements**

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

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

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No.117366W/W-100018)



**Mehul Parekh**  
(Partner)  
(Membership No. 121513)  
(UDIN: 23121513BGYAAL1427)

Place: Mumbai  
Date: June 01, 2023





**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

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

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

- (i)(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment
- (B) As the Company does not hold any intangible assets, reporting under clause 3(i)(a)(B) of the Order is not applicable.
- (i)(b) The Company has a program of verification of property, plant and equipment so as to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (i)(c) Based on the examination of the registered title deed and other records provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date.
- (i)(d) The Company has not revalued any of its property, plant and equipment during the year. The Company does not have any intangible assets.
- (i)(e) 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.
- (ii)(a) The Company does not have any inventory and hence reporting under clause (ii)(a) of the Order is not applicable.
- (ii)(b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting on the quarterly returns or statements filed by the Company with such banks or financial institutions is not applicable.

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- (iii)(a) The Company has provided unsecured loans, during the year and details of which are given below:

Particulars	Loans (INR Lakhs)
Aggregate amount provided during the year	
- Others (Holding company)	2,661.79
- Fellow Subsidiaries	2,900.52
Balance outstanding as at balance sheet date in respect of above cases	
- Others (Holding company)	11,163.75
- Fellow Subsidiaries	Nil

The Company has not made investments, provided any guarantee or security to any other entity during the year.

- (iii)(b) The loans and advances made during the year are in our opinion, prima facie, not prejudicial to the Company's Interest. The Company has not provided any guarantee or security, to companies, firms, limited liability partnerships or any other entity.
- (iii)(c) In respect of loans granted by the Company to Holding Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation. The Company has also granted interest free loan to fellow subsidiary amounting to Rs 2,900.52 Lacs that are payable at any date but not later than the maturity of NCDs issued by that fellow subsidiary. In the absence of specified schedule, we are unable to comment on the regularity of the repayments of principal amounts and payment of interest of such loan.
- (iii)(d) In respect of loans granted by the Company, there is no amount overdue for more than 90 days at the balance sheet date.
- (iii)(e) None of the loans granted by the Company have 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.
- (iii)(f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 of the Companies Act, 2013 in respect of loans granted and guarantees provided. There are no securities given in respect of which provisions of Section 185 of Companies Act 2013 are applicable. Further in our opinion and according to information and explanations given to us, provisions of section 186 of the Companies Act 2013 are not applicable to the Company.



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- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) In respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities in all cases during the year.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- (b) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on March 31, 2023.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix)(a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (ix)(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix)(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (ix)(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.



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- (ix)(e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) and (ix)(f) of the Order is not applicable.
- (x)(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 (x)(a) of the Order is not applicable.
- (x)(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi)(a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (xi)(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (xi)(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- (xii)(a) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 188 of the Companies Act, 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. The Company is a private company and hence provisions of section 177 of the Companies Act 2013 are not applicable to the Company.
- (xiv)(a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xiv)(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit has been considered by us.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)(a) The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.



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- (xvi)(d) The Group does not have any CIC as part of the Group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) During the year, statutory auditor of the Company has resigned and there were no issues, objections or concerns raised by such outgoing auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans as described in Note 2.2 to the financial statements 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 which is not mitigated indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx)(a) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



**Mehul Parekh**

Partner

(Membership No. 121513)

(UDIN: 23121513BGYAAL1427)

Place: Mumbai

Date: June 01, 2023



**WATSUN INFRABUILD PRIVATE LIMITED**  
**CIN:U45400GJ2010PTC060918**  
**BALANCE SHEET AS AT MARCH 31, 2023**  
(All amounts in INR lakhs unless otherwise stated)

Notes	As at March 31, 2023	As at March 31, 2022
<b>Equity and Liabilities</b>		
<b>Shareholders' funds</b>		
Share capital	3	3,825
Reserves and surplus	4	(5,461)
	<u>(1,636)</u>	<u>717</u>
<b>Compulsorily fully convertible debentures (CFCDs)</b>	5	36,229
<b>Non-current liabilities</b>		
Long-term borrowings	6	83,347
Deferred tax liability (net)	7	4,816
Other long term liabilities	8	415
Long-term provisions	9	44
	<u>88,622</u>	<u>93,480</u>
<b>Current liabilities</b>		
Short-term borrowings	10	8,468
Trade payables		6,014
Outstanding dues of micro and small enterprises	11	19
Outstanding dues to creditors other than micro and small enterprises	11	232
Other current liabilities	11	6,349
Short-term provisions	9	26
	<u>15,094</u>	<u>15,163</u>
<b>TOTAL</b>	<u><u>138,309</u></u>	<u><u>145,589</u></u>
<b>Assets</b>		
<b>Non-current assets</b>		
Property, plant and equipment	12	115,920
Capital work-in-progress	13	-
Long-term loans and advances	14	11,302
Other non-current assets	15	3,045
	<u>130,267</u>	<u>132,095</u>
<b>Current assets</b>		
Trade receivables	16	727
Cash and cash equivalents (CCE)	17a	764
Bank balances other than CCE above	17b	4,696
Short-term loans and advances	14	776
Other current assets	18	1,579
	<u>8,042</u>	<u>13,494</u>
<b>TOTAL</b>	<u><u>138,309</u></u>	<u><u>145,589</u></u>
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the financial statements  
As per our report of even date

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants



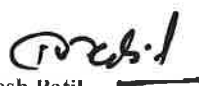
**Mehul Parekh**  
Partner

Membership No. : 121513

Place : Mumbai  
Date : June 01, 2023



For and on behalf of the Board of Directors of  
**Watsun Infrabuild Private Limited**



**Nilesh Patil**  
Director and  
Finance Controller

DIN: 09426673

Place : Goa  
Date : June 01, 2023



**Arno Kikkert**  
Director

DIN : 07597673

Place : Amsterdam  
Date : June 01, 2023




**WATSUN INFRABUILD PRIVATE LIMITED**  
**CIN:U45400GJ2010PTC060918**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**  
(All amounts in INR lakhs unless otherwise stated)

	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Income</b>			
Revenue from operations	19	26,130	24,901
Other income	20	2,042	1,356
<b>Total income (A)</b>		<b>28,172</b>	<b>26,257</b>
<b>Expenses</b>			
Operating and maintenance expenses	21	5,069	4,357
Employee benefits expense	22	347	290
Other expenses	23	1,637	1,436
<b>Total expenses (B)</b>		<b>7,053</b>	<b>6,083</b>
<b>Earnings before interest, tax, depreciation and amortisation (EBITDA) (A-B)</b>		<b>21,119</b>	<b>20,174</b>
Finance cost	24	14,797	15,125
Depreciation expense	12	5,207	5,195
<b>Profit / (loss) before tax</b>		<b>1,115</b>	<b>(146)</b>
<b>Tax expenses</b>			
Current tax		-	-
Deferred tax Expenses	7	3,468	1,228
<b>Total tax Expense</b>		<b>3,468</b>	<b>1,228</b>
<b>Loss for the year</b>		<b>(2,353)</b>	<b>(1,374)</b>
<b>Earnings per equity share ('EPS')</b>			
[Nominal value of share INR 10/- each (March 31, 2022 ; INR 10/- each)]	25		
Basic EPS and Diluted EPS		(6.15)	(3.59)
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

For Deloitte Haskins & Sells LLP  
Chartered Accountants

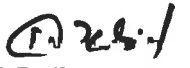
For and on behalf of the Board of Directors of  
Watsun Infrabuild Private Limited



Mehul Parekh  
Partner

Membership No. : 121513

Place : Mumbai  
Date : June 01, 2023



Nilesh Patil  
Director and  
Finance Controller  
DIN: 09426673

Place : Giza  
Date : June 01, 2023



Arno Kikkert  
Director

DIN : 07597673

Place : Amsterdam  
Date : June 01, 2023




**WATSUN INFRABUILD PRIVATE LIMITED**

**CIN:U45400GJ2010PTC060918**

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**

(All amounts in INR lakhs unless otherwise stated)

	March 31, 2023	March 31, 2022
<b>Cash flows from operating activities:</b>		
Profit / (loss) before tax	1,115	(146)
<b>Adjustment to reconcile profit before tax to net cash flows:</b>		
Loss/ (profit) on sale of property, plant and equipment (net)	-	(1)
Depreciation expense	5,207	5,195
Finance cost	14,797	15,125
Balance written off	10	
Interest (income)	(1,687)	(169)
<b>Operating profit before working capital changes</b>	<b>19,442</b>	<b>20,004</b>
<b>Movements in working capital :</b>		
(Decrease) / increase in trade payables	(179)	145
(Decrease) in other long term liabilities	-	(111)
Increase / (decrease) in provisions	6	(74)
(Decrease) / increase in other current liabilities	(546)	1,842
(Increase) / decrease in loans and advances	(82)	82
Decrease / (increase) in trade receivables	68	(271)
Decrease / (increase) in other current and non current assets	1,174	(1,208)
<b>Net Cash flows from operations</b>	<b>19,883</b>	<b>20,409</b>
Direct taxes paid (net)	(52)	(5)
<b>Net cash flows from operating activities (A)</b>	<b>19,831</b>	<b>20,404</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment, including CWIP and capital advances	(877)	(569)
Sale of property, plant and equipment	-	2
Proceeds from / (investment in) fixed deposit	1,039	(5,735)
Loan given to holding company	(2,662)	-
Loan given to related parties repaid during the year	2,901	-
Loan given to related party	(2,901)	-
Interest received	636	102
<b>Net cash flow / (used in) from investing activities (B)</b>	<b>(1,864)</b>	<b>(6,200)</b>
<b>Cash flows from financing activities</b>		
Redemption of non convertible debentures	(5,524)	(1,350)
Proceeds from short-term borrowings	-	490
Repayment of long & Short term borrowings	(1)	-
Loan received from related party repaid	(1,850)	-
Loan received from related party	1,500	350
Finance cost paid	(15,462)	(9,878)
<b>Net cash flow / (used in) from financing activities (C)</b>	<b>(21,337)</b>	<b>(10,388)</b>
Net increase in cash and cash equivalents (A+B+C)	(3,370)	3,816
Cash and cash equivalents at the beginning of the year	4,134	318
<b>Cash and cash equivalents at the end of the year</b>	<b>764</b>	<b>4,134</b>
<b>Reconciliation of cash and cash equivalents with the balance sheet:</b>		
<b>Components of Cash and cash equivalents</b>		
Balance in current account	114	19
Balance in deposit account	650	4,115
<b>Cash and cash equivalents at the end of the year (refer note 17)</b>	<b>764</b>	<b>4,134</b>





**WATSUN INFRABUILD PRIVATE LIMITED**  
**CIN:U45400GJ2010PTC060918**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**  
(All amounts in INR lakhs unless otherwise stated)

Summary of significant accounting policies (refer note 2.1)

Note:

- I) The above Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS-3) on Cash Flow
- II) Figures in brackets are outflows.
- III) Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

The accompanying notes are an integral part of financial statements  
As per our report of even date

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants



**Mehul Parekh**

Partner

Membership No. : 121513

Place : Mumbai

Date : June 01, 2023



For and on behalf of the Board of Directors of  
**Watsun Infrabuild Private Limited**



**Nilesh Patil**

Director and

Finance Controller

DIN: 09426673

Place : Goa

Date : June 01, 2023



**Arno Kikkert**

Director

DIN : 07597673

Place : Amsterdam

Date : June 01, 2023



**WATSUN INFRABUILD PRIVATE LIMITED**

**CIN:U45400GJ2010PTC060918**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(All amounts in INR lakhs unless otherwise stated)

**1 Corporate information**

Watsun Infrabuild Private Limited (the 'company') is a private limited company domiciled in India. The company has developed and operating 148 MW Greenfield and 78.8 MWp solar co-located project at Periyapatti in the state of Tamil Nadu. Except for 10 MW capacity, the entire capacity is allocated to group captive consumers who are also shareholders of the company owning an effective equity shareholding of 27.37% as at 31st March, 2023.

**2 Basis of preparation**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under the section 133 of the Companies Act, 2013 read with Companies (Accounting Standard) Rules, 2021. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

**2.1 Summary of significant accounting policies**

**a. Use of estimates**

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

**b. Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

**Sale of electricity**

Revenue from the sale of electricity is recognized on the basis of the number of units of power generated and supplied in accordance with joint meter readings undertaken on a monthly basis by representatives of the licensed distribution or transmission utilities, as per the terms of the respective Power Purchase Agreements entered into with customers under group captive mechanism / Open access sale / third party power trader.

Income from unutilised banked power units at the end of reporting period is recognized on energy banked with TNEB as per TNEB records, at TNEB buying rate.

Accrued revenue represents the revenue that the company recognize where the PPA is signed but invoice is raised subsequently.

**Interest**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss. Interest earned from customers on delayed payment are accounted on receipt basis.

**Insurance claims**

Receipts from insurance claims are accounted after the same is approved by the insurance company.

**c. Foreign currency transactions and translations**

**Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.



**WATSUN INFRABUILD PRIVATE LIMITED**

**CIN:U45400GJ2010PTC060918**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(All amounts in INR lakhs unless otherwise stated)

**Conversion**

Foreign currency monetary items are reported using the closing rate, Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

**Exchange differences**

Exchange differences arising on translation/ settlement of foreign currency monetary items are recognized as income or as expenses in the year in which they arise. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

**d. Property, plant and equipment**

Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The costs comprises of the purchase price, borrowings costs if capitalisation criteria are met and directly attributable costs of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the cost of the property, plant and equipment.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repairs and maintenance expenditure and the cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

The company identifies and determines cost of each component/part of the asset separately, if it has a cost that is significant to the total cost of the asset and has a useful life that is materially different from that of the remaining life.

**Capital Work-In-Progress**

Costs and direct expenses incurred for construction of assets or assets to be acquired and which are not ready for use are disclosed under "Capital Work-in-Progress".

**e. Depreciation on Property, plant and equipment**

The company provides depreciation on Straight line method (SLM) & Written down value (WDV) basis on Plant & machinery and other assets on the basis of useful life estimated by the management. The company has used the following useful life to provide depreciation on its property, plant and equipment.

Category of property, plant and equipment	SLM / WDV	Useful life
Plant & equipment*	SLM	3 - 40 Years
	WDV	15 years
Buildings	SLM	30 Years
Buildings - Other	WDV	3 years
Computer	WDV	3 years
Office Equipment	WDV	5 years

\* Based on technical estimate, the useful life of Plant & machinery are different than indicated in Schedule II to the Companies Act, 2013.

Temporary structures are depreciated 100% in the year in which they are capitalised.



**WATSUN INFRABUILD PRIVATE LIMITED**

**CIN:U45400GJ2010PTC060918**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(All amounts in INR Lakhs unless otherwise stated)

**f. Impairment**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

**g. Leases**

**Where the company is lessee**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are 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.

**h. Government grants**

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received. When the Grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate.

**i. Borrowing costs**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing cost directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Fees towards structuring / arrangements and securitisation and other incidental costs incurred in connection with borrowings are amortised over the period of the loan.

**j. Income taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income originating during current year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.



**WATSUN INFRABUILD PRIVATE LIMITED**

**CIN:U45400GJ2010PTC060918**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(All amounts in INR lakhs unless otherwise stated)

**k. Earnings per share**

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

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

**l. Retirement and other employee benefits**

Retirement benefits in the form of Provident Fund & Labour Welfare Fund is a defined contribution scheme. The contributions are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

The company operates only one defined benefit plan for its employees i.e. gratuity. The costs of providing this benefit are determined on the basis of actuarial valuation at each year end. Actuarial valuation is carried out using the projected unit credit method. Actuarial gains and losses of the defined benefit plan are recognised in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the leave as a current liability in the balance sheet, as it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where the company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

**m. Provisions**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. While making such estimates, the company considers the contractual obligations in relation to such provisions and available underlying facts and circumstances. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates, if any.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.



**WATSUN INFRABUILD PRIVATE LIMITED**

**CIN:U45400GJ2010PTC060918**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2023**

(All amounts in INR lakhs unless otherwise stated)

**n. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments in fixed deposits with an original maturity of three months or less.

**Other bank balances**

It includes deposits having remaining maturity of less than twelve months as on reporting date which can be readily convertible to cash with insignificant risk of changes in value.

**o. Contingent liability**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle an obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

**p. Current and non-current**

The company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle; or
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

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

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

**q. Segment reporting**

The company intends to be in the business of generation and sale of electricity. The management considers that this constitutes a single business segment and geographically the company is operating in India hence disclosures of segment wise information is not required under AS 17 "Segment Reporting".

**r. Measurement of EBITDA**

As per the Guidance Note on the Schedule III to the Companies Act, 2013, the company has opted to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The company measures EBITDA on the basis of profit/(loss) from continuing operations. In its measurement, the company does not include depreciation and amortization expense, finance costs and tax expense.

2.2

As at March 31, 2023; the current liabilities exceeds current assets of the company by INR 7,052. The company has analysed the cashflow projections for the financial year 2023-24. Basis the cashflow projections and the financial support from its fellow subsidiary; Bothe Windfarm Development Private Limited ('Bothe') if need arises, the company would be in a position to service its current liabilities throughout during financial year 2023-24.



**WATSUN INFRABUILD PRIVATE LIMITED**  
**CIN:U45400GJ2010PTC060918**  
**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**  
(All amounts in INR Lakhs unless otherwise stated)

**3 Share capital**

	March 31, 2023	March 31, 2022
<b>Authorised shares</b>	3,825	3,825
38,250,200 (March 31,2022 ; 38,250,200) Equity shares of INR10/- each	<u>3,825</u>	<u>3,825</u>
<b>Issued, subscribed and fully paid-up shares :</b>		
38,250,000 (March 31,2022 ; 38,250,000) Equity shares of INR10/- each	3,825	3,825
<b>Total issued, subscribed and paid-up share capital</b>	<u>3,825</u>	<u>3,825</u>

**a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

	March 31, 2023		March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity shares of INR 10/- each fully paid up</b>				
At the beginning of the year	38,250,000	3,825.00	38,250,000	3,825
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<u>38,250,000</u>	<u>3,825.00</u>	<u>38,250,000</u>	<u>3,825</u>

**b) Terms / rights attached to equity shares**

The company has only one class of equity shares having par value of INR 10/- per share. Each shareholder is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend if proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**c) Shares held by holding company & subsidiary of holding company**

Out of equity shares issued by the company, shares held by holding company & subsidiary of holding company are as below :

	March 31, 2023	March 31, 2022
<b>Continuum Green Energy (India) Private Limited (CGE IPL), holding company</b>		
2,77,79,329 (March 31,2022 ; 2,72,51,150) Equity shares of INR 10/- each fully paid up	2,778	2,725
<b>Continuum MP Windfarm Development Private Limited(holding shares on behalf of CGE IPL),</b>		
Subsidiary of Continuum Green Energy (India) Private Limited		
Nil (March 31,2022 ; 100) Equity shares of INR 10/- each fully paid up	-	0
<b>Shubh Wind Power Private Limited (holding shares on behalf of CGE IPL),</b>		
Subsidiary of Continuum Green Energy (India) Private Limited		
100 (March 31,2022 ; Nil) Equity shares of INR 10/- each fully paid up	0	-
<b>Outstanding at the end of the year</b>	<u>2,778</u>	<u>2,725</u>

**d) Details of registered shareholders holding more than 4% equity shares in the company \***

Name of the shareholder	March 31, 2023		March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
<b>Equity shares of INR 10/- each fully paid up</b>				
Continuum Green Energy (India) Private Limited, holding company* (and it's nominee)	27,779,429	72.63%	27,251,250	71.25%
Others	-	-	-	-
<b>Total</b>	<u>27,779,429</u>	<u>72.63%</u>	<u>27,251,250</u>	<u>71.25%</u>

\*Based on beneficial ownership.

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents beneficial ownerships of shares.

Continuum Green Energy (India) Private Limited (CGE IPL), holding company & the company have entered into various contracts & agreements with industrial consumers whereby a set of consumers have invested in the shares of the company by purchasing those shares from CGE IPL to qualify as group captive consumers as per applicable regulations in the State of Tamil Nadu. Under group captive framework, these set of consumers are required to consume the power generated by the company in a specific pre-defined mechanism and in accordance with the framework set by Tamil Nadu State Electricity Regulator.



**WATSUN INFRABUILD PRIVATE LIMITED**  
**CIN:U45400GJ2010PTC060918**  
**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**  
(All amounts in INR lakhs unless otherwise stated)

e) Details of shares held by promoters

As at March 31, 2023

Particulars	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% increase / (decrease) during the year
Equity shares of INR 10/- each fully paid up	CGE IPL	27,251,250	528,179	27,779,429	72.63%	1.94%
<b>Total</b>		<b>27,251,250</b>	<b>528,179</b>	<b>27,779,429</b>	<b>72.63%</b>	<b>1.94%</b>

As at March 31, 2022

Particulars	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% increase / (decrease) during the year
Equity shares of INR 10/- each fully paid up	CGE IPL	27,597,900	(346,650)	27,251,250	71.25%	(1.26%)
<b>Total</b>		<b>27,597,900</b>	<b>(346,650)</b>	<b>27,251,250</b>	<b>71.25%</b>	<b>(1.26%)</b>

\*Based on beneficial ownership.

4 Reserves and surplus

	March 31, 2023	March 31, 2022
<b>(Deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	(3,108)	(1,734)
Loss for the year	(2,353)	(1,374)
<b>Deficit in the statement of profit and loss</b>	<b>(5,461)</b>	<b>(3,108)</b>

5 Compulsorily fully convertible debentures (CFCDs/Debentures) (unsecured)

	March 31, 2023	March 31, 2022
362,290,000 (March 31, 2022 ; 362,290,000) 10% compulsorily fully convertible debentures of Rs 10/- each. (Refer note 28)	36,229	36,229
<b>Total</b>	<b>36,229</b>	<b>36,229</b>

Note:

**CFCDs are issued to CGE IPL. The salient terms of CFCDs for INR 3,207,500,000/-**

1. Debentures shall be compulsorily fully convertible debentures;
2. Debentures shall be convertible into equity shares at anytime at the option of the debenture holders;
3. Debentures shall be compulsorily convertible into equity shares at the end of the 20 years from the date of allotment, if not converted earlier;
4. Debentures shall be convertible into equity shares at par into one equity share of INR 10/- each for each debenture;
5. Coupon for the Debentures shall be ten percent per annum compounded annually, on cumulative basis from the date of commissioning of the project;
6. The equity shares to be issued to the debenture holders upon conversion of debentures shall rank pari passu with the existing equity shares.
7. Interest on CFCDs accrued will be paid in accordance with permitted distribution as defined in the financing documents executed with senior NCD holders of the company.

**CFCDs are issued to CGE IPL. The salient terms of CFCDs for INR 415,400,000/-**

1. Debentures shall be Compulsorily Fully convertible Debentures;
2. Promoter's contribution by way of CFCDs shall not have any charge/ recourse to the assets of the wind/ solar project set up/ proposed to be set up by the company, more particularly mentioned in the sanction letters of the lenders ("Project");
3. No interest shall be payable/ accruable on such instrument till Commercial Operation Date ("COD") of the project;
4. Any dividend/interest/coupon on CFCDs shall be out of dividend distribution surplus left in the Project Trust and Retention Account after meeting all reserve requirements and all debt obligation and with prior permission of Lenders of the Project;
5. CFCDs shall not be redeemed till the all secured obligations of the Lenders of the Project are paid in full, to the Lenders' satisfaction, except such release is made on fresh infusion of equity (either proportionately or fully) or by conversion;
6. Prior intimation shall be provided to Lenders for conversion of CFCDs to ordinary shares; and after conversion 51% of such equity shares shall be pledged to the lenders of the Project;
7. CFCDs holders would have no voting rights in any annual general meeting/ extra ordinary general meeting of the company;
8. Prior approval of Lenders shall be required for transferring CFCDs to any other party other than the present CFCD holders;
9. The agreement of CFCD shall not contain any terms/ conditions contradicting the terms/ conditions sanctioned by the Lenders and in case of any contradiction; terms/ conditions stipulated by the Lenders shall prevail;
10. Any modification in CFCD terms will be with prior written permission of the Lenders;
11. Interest rate of CFCDs shall be ten percent per annum but at any point of time should not be higher than the interest rate applicable for the project by the Lenders;
12. CFCDs shall be compulsorily convertible into equity shares at the end of the 20 years from the date of allotment, if not converted earlier. The prior intimation shall be provided to the Lenders for the said conversion;
13. The equity shares to be issued to the CFCDs holders upon conversion of debentures shall rank pari-passu with the existing equity shares;
14. Interest on CFCDs accrued will be paid in accordance with permitted distribution as defined in the financing documents executed with Senior NCD holders of the





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**6 Long-term borrowings**

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Non Convertible Debentures</b>				
982 (March 31, 2022 ; 982) 8.75% Non convertible debenture (NCD) of INR 10,000,000/- each (Refer note 28 and note i below)	83,347	91,326	7,979	5,524
<b>Inter corporate borrowings (unsecured)</b>				
Loan from related party(Refer note 28 and note ii below )	-	350	-	-
	<u>83,347</u>	<u>91,676</u>	<u>7,979</u>	<u>5,524</u>
Current maturity of long-term borrowings disclosed under the head "Short Term Borrowings" (Refer note 10)	-	-	(7,979)	(5,524)
<b>Total</b>	<u><u>83,347</u></u>	<u><u>91,676</u></u>	<u><u>-</u></u>	<u><u>-</u></u>

**Note :**

**i) NCDs are issued to Continuum Energy Levanter Pte Limited (CELPL). The salient terms of NCDs are as follows:**

1. The NCDs are freely transferable. The NCDs are unlisted and unrated.
  2. Each NCDs has a face value INR 100,00,000/- (referred to as the "principal amount" of each NCD) and are issued at a discount of INR 2,00,000/- to the principal amount (i.e. at the issue price of INR 98,00,000/-).
  3. The NCDs bear interest on their outstanding principal amount at the rate of 8.75 % per annum plus applicable withholding taxes, payable semi-annually on 9 August and 9 February in each year.
  4. In addition to interest, each NCD shall accrue a redemption premium at the rate of 2 % per annum plus applicable withholding taxes of the outstanding principal amount till 9 August 2027. The Redemption Premium shall be paid in full by the Company on the Maturity Date or otherwise at the date of redemption in full of a NCD to the extent not paid earlier.
  5. In accordance with the Debenture Trust Deed (DTD), the NCD holder has a right to redeem all (but not some only) of the NCDs at an amount equal to the principal amount plus the Redemption Premium applicable to the NCDs (together with interest accrued) on giving a notice to the company and to the NCD Trustee in writing any time on or after (i) the date falling 12 Business Days prior to 9 February 2027 or (ii) the date on which the aggregate principal amount of all outstanding Restricted Group Issuer NCDs is less than INR 1,85,000
  - The Restricted Group Issuers include the company, Bothe Windfarm Development Private Limited, DJ Energy Private Limited, Uttar Urja Projects Private Limited, Trinethra Wind and Hydro Power Private Limited and Renewables Trinethra Private Limited.
  6. The Company has a right to redeem all or any part of the NCDs held by NCD holder at an amount equal to the principal amount plus the Voluntary Redemption Premium applicable to the NCDs (together with interest accrued) on giving notice to the NCD holder and the NCD Trustee as prescribed in DTD.
  7. The NCDs principal amount are redeemable in semi-annual unequal instalments ranging between 0.25% to 1.25% alongwith mandatory cash sweep (MCS) amount ranging between 1.625% to 3.875% as per the terms of DTD . Unless previously redeemed, or purchased and cancelled, the NCDs will be redeemed at their principal amount (together with accrued but unpaid interest (if any)) on the date falling 15 years from the Initial Issue Date of March 04, 2021.
  8. The company has a right to redeem NCDs, in part or full, in certain conditions as per the terms of the DTD.
  9. All of the obligations of the Company including the payment of the debt are secured by:
    - i. a first ranking exclusive pledge over 100% (one hundred percent) of the equity shares of the each other Restricted Group Issuer and in the case of the company where the holding company shall create and perfect a first ranking exclusive pledge over 51% (fifty one percent) of the equity shares of the company;
    - ii. a first ranking charge over the moveable and immovable assets (both present and future) of the company in connection with the Project operated by the Company (including leasehold rights, but excluding immovable property in respect of which only a right to use has been provided), other than the current assets of the Company; PPA, insurance policies and project documents; Issue Proceeds Escrow Account, the Debt Service Reserve Account, the Restricted Surplus Account, the Senior Debt Enforcement Proceeds Account and the Senior Debt Restricted Amortization Account of the Company.
    - iii. a second ranking charge over the current assets of the Company and over the RCF Facility (Working Capital Facility) Restricted amortization Account, the RCF Facility Enforcement Proceeds Account, the Operating Account, the Statutory Dues Account, the Operating and maintenance (O&M) Expenses Account, the Restricted Debt Service Account and the Distribution Account of the Issuer.
  10. The NCDs are guaranteed pursuant to the Deed of Corporate Guarantee executed by the other Restricted Group Issuers as defined above.
- ii) The company has taken interest free unsecured loan from Renewables Trinethra Private Limited (RTPL). The said loan shall be repaid at any date but not later than the maturity of NCDs issued by the company. The company has fully repaid the loan in the current year .



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**7 Deferred tax liability (net)**

	March 31, 2023	March 31, 2022
<b>Deferred tax liability</b>		
Property, plant and equipment: Impact of difference between book depreciation and tax depreciation	16,083	12,869
<b>Gross deferred tax liability</b>	<b>16,083</b>	<b>12,869</b>
<b>Deferred tax asset</b>		
Carry forward tax losses	117	382
Unabsorbed depreciation	11,132	11,139
Provision for Employee benefits	18	
<b>Gross deferred tax asset</b>	<b>11,267</b>	<b>11,521</b>
<b>Net deferred tax liability</b>	<b>4,816</b>	<b>1,348</b>

**8 Other long term liabilities**

	March 31, 2023	March 31, 2022
Security deposits (Refer note below)	415	415
<b>Total</b>	<b>415</b>	<b>415</b>

Note:  
Security deposits received from customer are interest free & repayable at the end of contract.

**9 Provisions**

	Non- Current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Provision for Employee benefits</b>				
Provision for gratuity (Refer note 26)	44	41	5	4
Provision for leave benefits	-	-	21	19
<b>Total</b>	<b>44</b>	<b>41</b>	<b>26</b>	<b>23</b>

**10 Short-term borrowings**

	March 31, 2023	March 31, 2022
Working capital facility from bank*	489	490
Current maturities of long-term borrowings (Refer note 6)	7,979	5,524
<b>Total</b>	<b>8,468</b>	<b>6,014</b>

Note:

**\* Salient terms of working capital facility:**

- 1 First ranking charge by way of hypothecation over present and future current assets of the company as more particularly set out in, and in accordance with the terms of, the Deed of Hypothecation but excluding the Issue Proceeds Escrow Account, Debt Service Reserve Account, Senior Debt Restricted Amortization Account, Restricted Surplus Account;
- 2 First ranking charge in accordance with the terms of the Deed of Hypothecation, over certain Trust and Retention Accounts as defined under the facility agreement;
- 3 Second charge by way of mortgage over the moveable (other than current assets) and immovable assets (both present and future) of the company in connection with the Project (including leasehold rights, but excluding immovable property in respect of which only a right to use has been provided), in each case, as more particularly identified in, and in accordance with the terms of, the Mortgage Documents
- 4 Second charge on the Pledged Shares of the company and each other Restricted Group Issuer entities held by CGEIPL in accordance with the terms of the Share Pledge Agreement.
- 5 Non disposal undertaking (NDU) is issued in respect of NDU shares as defined in the facility agreement signed with working capital lender;
- 6 Second ranking charge over the Power Purchase Agreements entered into by the company, Insurance Contracts and other project documents entered into by the company in relation to the Project, in accordance with the terms of the Deed of Hypothecation;
- 7 Second ranking charge over the Senior Debt Enforcement Proceeds Account, in accordance with the terms of the Deed of Hypothecation;
- 8 Guarantee issued by other restricted group issuers in favour of security trustee for the benefit of working capital lender; and
- 9 The above facility carries an interest rate of one year MCLR plus 0.30% p.a.

The company have used the borrowings from banks and financial institutions as applicable for the year ended FY 2022-23 and FY 2021-22 for the specific purpose for which it was taken.

The company has taken working capital facility from IndusInd Bank Ltd (IBL) on the basis of security of current assets in respect to which stock statement is filed with bank. The stock statement are in agreement with trade receivable as per books of accounts as on June 2022, as on September 2022 and as on December 2022 and March 2023.



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**11 Trade payables and other current liabilities**

	March 31, 2023	March 31, 2022
<b>Trade payables</b>		
Outstanding dues of micro and small enterprises (Refer note 29)	19	9
Outstanding dues to creditors other than micro and small enterprises	232	421
<b>Total</b>	<b>251</b>	<b>430</b>
<b>Other current liabilities</b>		
Capital creditors	28	835
Dues to related party (Refer note 28)	194	738
Interest accrued and not due on compulsorily fully convertible debentures (Refer note 28)	893	3,623
Interest accrued but not due on working capital facility from bank (Refer note 10)	4	4
Interest accrued but not due on non convertible debentures (Refer note 28)	1,221	1,295
Liability towards premium on redemption of non convertible debentures (Refer note 28)	3,973	2,163
Statutory dues payable*	30	33
Others	6	5
<b>Total</b>	<b>6,349</b>	<b>8,696</b>

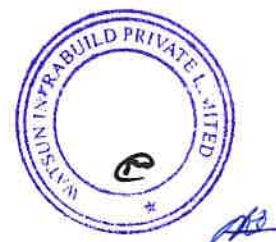
\* Includes tax deducted at source, tax collected at source, employees provident fund, employees profession tax, employee state insurance corporation (ESIC) and goods and services tax (GST).

**Trade payable ageing schedule**  
 As at March 31, 2023

Particulars	Unbilled	Current but not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	19	-	-	-	19
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	94	-	138	-	-	-	232
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>94</b>	<b>-</b>	<b>157</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>251</b>

As at March 31, 2022

Particulars	Unbilled	Current but not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	9	-	-	-	9
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	142	-	279	0	0	0	421
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>142</b>	<b>-</b>	<b>288</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>430</b>





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**14 Loans and advances**

	Non- Current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Unsecured, considered good unless stated otherwise</b>				
Loans and advances to holding company (Refer note i & ii below and note 28)	11,164	8,502	-	-
Other advances	-	-	7	1
Prepaid expenses	-	-	268	193
Advance taxes (net of provisions)	138	86	-	-
Receivable from related party	-	-	1	-
<b>Total</b>	<b>11,302</b>	<b>8,588</b>	<b>276</b>	<b>194</b>
	<b>11,302</b>	<b>8,588</b>	<b>276</b>	<b>194</b>

**Note :**

- Loan given to holding company carries an interest rate equals to 12.12% p a Principal and interest of the loan will be paid at in one or more parts, without any prepayment penalty, at any time prior to the expiry of 15 (fifteen) years but no later than 15 years from the date of loan given.
- The company has no loans and advances which are either repayable on demand or are without specifying any terms or period of repayment.

**15 Other non-current assets**

	March 31, 2023	March 31, 2022
<b>Unsecured, considered good unless stated otherwise</b>		
Security deposits	27	131
Security deposit for leased assets	1	-
Unamortised discount on issue of non convertible debentures	945	1,274
Interest on unsecured loans receivable from holding company (Refer note 28)	2,072	1,444
<b>Total</b>	<b>3,045</b>	<b>2,449</b>

**16 Trade receivables**

	March 31, 2023	March 31, 2022
<b>Unsecured, considered good unless stated otherwise</b>		
Outstanding for a period exceeding six months from the date they are due for payment	45	92
Other trade receivables	682	713
<b>Total</b>	<b>727</b>	<b>805</b>

**Trade receivables ageing schedule**  
As at March 31, 2023

Particulars	Unbilled	Current but not due	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 receivables – considered good	-	360	321	-	24	13	9	727
Undisputed trade receivables – considered doubtful	-	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-	-
Disputed trade receivables – considered doubtful	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>360</b>	<b>321</b>	<b>-</b>	<b>24</b>	<b>13</b>	<b>9</b>	<b>727</b>



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As at March 31, 2022

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Current but not due	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-	392	321	45	38	9	-	805
Undisputed trade receivables – considered doubtful	-	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-	-
Disputed trade receivables – considered doubtful	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>392</b>	<b>321</b>	<b>45</b>	<b>38</b>	<b>9</b>	<b>0</b>	<b>805</b>

**17 Cash and bank balances**

	Current	
	March 31, 2023	March 31, 2022
<b>17a Cash and cash equivalents</b>		
Balances with banks		
- Current account	114	19
- Deposits with original maturity of less than 3 months	650	4,115
<b>Total</b>	<b>764</b>	<b>4,134</b>

**17b Other bank balances**

	March 31, 2023	March 31, 2022
- Deposits with remaining maturity for less than 12 months*	4,696	5,735
<b>Total</b>	<b>5,460</b>	<b>9,869</b>

\*Deposit include deposit created towards Debt Service Reserve Account as required under lender's agreement amounting to INR 4,696 (March 31, 2022; INR 5,125) by the company.

**18 Other current assets**

	March 31, 2023	March 31, 2022
<b>Unsecured, considered good unless stated otherwise</b>		
Security deposit	-	990
Accrued income (Refer note below)	1,166	1,240
Accrued interest on bank deposits	84	67
Other receivable	-	-
Unamortised discount on issue of non convertible debentures	-	-
<b>Total</b>	<b>329</b>	<b>329</b>
<b>Notes</b>	<b>1,579</b>	<b>2,626</b>

Accrued income represents revenue earned as at year end and billed to the customers subsequent to the period end.



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**19 Revenue from operations**

	March 31, 2023	March 31, 2022
Sale of electricity	26,130	24,901
<b>Total</b>	<b>26,130</b>	<b>24,901</b>

**20 Other income**

	March 31, 2023	March 31, 2022
Interest income on		
Bank deposits	653	169
Unsecured loans to holding company (Refer note 28)	1,034	1,030
Insurance claim received	5	154
Income from liquidation damages	338	-
Interest on income tax refund	2	1
Miscellaneous income	10	2
<b>Total</b>	<b>2,042</b>	<b>1,356</b>

**21 Operating and maintenance expenses**

	March 31, 2023	March 31, 2022
Operation and maintenance expenses	2,015	2,004
Transmission and other operating charges	3,054	2,353
<b>Total</b>	<b>5,069</b>	<b>4,357</b>

**22 Employee benefits expense**

	March 31, 2023	March 31, 2022
Salaries, wages and bonus	317	261
Contribution to provident and other funds (Refer note 26)	15	13
Gratuity expense (Refer note 26)	10	11
Leave benefits	5	5
<b>Total</b>	<b>347</b>	<b>290</b>

**23 Other expenses**

	March 31, 2023	March 31, 2022
Rent (Refer note 27)	2	6
Insurance expense	277	281
Rates and taxes	1	12
Travelling, lodging and boarding	70	59
Legal and professional fees	309	328
Payment to auditor	??	18
Repairs and maintenance plant and machinery	52	37
Rebate and discount	75	54
Allocable common overheads **	746	580
Miscellaneous expenses	83	61
<b>Total</b>	<b>1,657</b>	<b>1,436</b>

\*\*Allocable common overheads represent allocation of common expenses incurred by Continuum Green Energy (India) Private Limited, the holding company on behalf of its group companies.

**Note (a):**

**Payment to auditor (including GST):**

As the statutory auditor

    Audit fees

Other services :

    Certification fees

Reimbursement of expenses

Out of pocket expenses

**Total**

	21	17
	-	1
	-	0
	1	-
<b>Total</b>	<b>22</b>	<b>18</b>



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**24 Finance cost**

	March 31, 2023	March 31, 2022
Interest on working capital facility	10	16
Interest on compulsorily fully convertible debentures	3,623	3,623
Interest on non convertible debentures	8,805	9,073
Redemption premium on non convertible debentures	2,017	2,080
Other borrowing costs	342	333
<b>Total</b>	<b>14,797</b>	<b>15,125</b>

**25 Earnings per share ('EPS')**

The following reflects the loss and equity share data used in the basic and diluted EPS computation.

	March 31, 2023	March 31, 2022
(Loss) after tax for calculation of basic EPS	(2,353)	(1,374)
Add: Interest on CFCDs (net of tax)	2,711	3,623
Profit after tax for calculation of diluted EPS	358	2,249
Outstanding number of equity shares (nos.)	3,82,50,000	3,82,50,000
Weighted average number of equity shares in calculating basic EPS (nos.)	3,82,50,000	3,82,50,000
Weighted average number of equity shares in calculating dilutive EPS (nos.)	40,05,40,000	40,05,40,000
Nominal value of equity share	10	10
Basic and diluted EPS	(6.15)	(3.59)

Potential equity shares should be treated as dilutive when, and only when, their conversion to equity shares would decrease net profit per share from continuing ordinary operations. Therefore, basic and diluted EPS is same.

**26 Employee benefits**

**a) Defined Contribution Plan**

Amount recognised and included in note 22 "Contribution to Provident and other funds" - INR 15 (March 2022, INR 13).

**b) Defined Benefit Plan**

Gratuity is a defined benefit plan under which employees are entitled to receive gratuity calculated @ 15 days (for 26 days a month) of last drawn salary for number of years of their completed year of service. The gratuity plan is unfunded.

The following tables summarize the components of net benefit expense recognized in the profit and loss account and the amounts recognized in the balance sheet:

**i) Expenses recognised**

	March 31, 2023	March 31, 2022
Current service cost	7	6
Interest cost on benefit obligation	3	2
Benefits paid	-	-
Net actuarial loss recognized in the year	0	3
<b>Net benefit expense</b>	<b>10</b>	<b>11</b>

**ii) Amount recognised in balance sheet**

	March 31, 2023	March 31, 2022
Present value of defined benefit obligation	49	45
Fair value of plan assets	-	-
<b>Plan liability</b>	<b>49</b>	<b>45</b>





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iii) Changes in the present value of the defined benefit obligation are as follows:

	March 31, 2023	March 31, 2022
Opening defined benefit obligation	45	35
Current service cost	/	6
Interest cost	3	2
Benefits paid	(6)	(1)
Net liability/(asset) transfer in		
Actuarial losses on obligation	0	3
<b>Closing defined benefit obligation*</b>	<b>49</b>	<b>45</b>
<b>*Note</b>		
Current	5	4
Non current	44	41
<b>Total</b>	<b>49</b>	<b>45</b>

iv) The principal assumptions used in determining the gratuity obligations are as follows:

	March 31, 2023	March 31, 2022
Discount rate	7.39% p.a.	6.84% p.a.
Rate of salary increase	10.00%	10.00%
Expected rate of return on planned assets	Not Applicable	Not Applicable
Rate of employee turnover	12.00%	12.00%
Retirement age	60 years	60 years
Mortality rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14) Urban

Amount for the current and previous four periods are as follows:

	April to March 2023	April to March 2022	April to March 2021	April to March 2020	April to March 2019
Defined benefit obligation	49	45	35	27	17
Plan assets	-	-	-	-	-
<b>Surplus/ (Deficit)</b>	<b>49</b>	<b>45</b>	<b>35</b>	<b>27</b>	<b>17</b>
Experience adjustment on plan liabilities	2	4	2	3	2
Experience adjustment on plan assets	-	-	-	-	-

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

**27. Leases**

**Operating lease: company as lessee**

- The company has entered into commercial leases for office premises & furniture. These leases have an average life of one year.
- Operating lease payment recognised in the statement of profit and loss amounting to INR 2 (March 2022; INR 6).



*[Handwritten signature]*

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 (All amounts in INR lakhs unless otherwise stated)

**28 Related party disclosure**

**Names of the related parties and related party relationships**

**Related parties where control exists :**

Ultimate holding company : Continuum Green Energy Limited (CGEL), Singapore  
 Holding company : Continuum Green Energy (India) Private Limited

Fellow subsidiaries with whom transactions have taken place during the Year : Continuum Energy Levanter Pte. Ltd.  
 Trinethra Wind and Hvdro Power Private Limited  
 Renewables Trinethra Private Limited  
 Bothe Windfarm Development Private Limited  
 Continuum Trinethra Renewable Private Limited  
 Dalavaipuram Renewables Private Limited

Key management personnel : NV Venkataramanan Chief Executive Officer /Director (upto March 07, 2022)  
 Marc Maria van't Noordende Director (upto September 05, 2022)  
 Raja Parthasarathy Director  
 Arno Nico Kikkert Director (w.e.f July 06, 2022)  
 Nilesh Patil Director (w.e.f March 02, 2022) and Finance controller  
 Arvind Bansal Director & Chief Executive Officer of holding company  
 J arun Bhargava Chief Financial Officer (upto September 08, 2021)  
 Gautam Chopra Vice President - Project Development of holding  
 Ranjeet Kumar Sharma Vice President - Projects - Wind business of holding

**Related party transactions and balances**

Transactions	Holding company	Fellow subsidiaries	KMP/Relatives of KMP	Total Amount
<b>Transactions during the year :</b>				
<b>Continuum Green Energy (India) Private Limited</b>				
Intercorporate borrowings given	2,662	-	-	2,662
	-	-	-	-
Allocable common overheads	716	-	-	716
	(580)	-	-	(580)
Interest expense on compulsory fully convertible debenture	3,623	-	-	3,623
	(3,623)	-	-	(3,623)
Interest income on borrowing given	1,034	-	-	1,034
	(1,030)	-	-	(1,030)
<b>Continuum Energy Levanter Pte. Ltd.</b>				
Non convertible debentures issued	-	-	-	-
	-	-	-	-
Non convertible debentures repaid	-	5,521	-	5,521
	-	(1,350)	-	(1,350)
Interest expense on non convertible debentures	-	8,805	-	8,805
	-	(9,073)	-	(9,073)
Redemption premium expense on non convertible debentures	-	2,017	-	2,017
	-	(2,080)	-	(2,080)
<b>Renewable Trinethra Private Limited</b>				
Intercorporate loan received	-	500	-	500
	-	(350)	-	(350)
Intercorporate loan received repaid	-	850	-	850
	-	-	-	-
<b>Bothe Windfarm Development Private Limited</b>				
Intercorporate loan received	-	1,000	-	1,000
	-	-	-	-
Intercorporate loan received repaid	-	1,000	-	1,000
	-	-	-	-
Intercorporate loan given	-	2,400	-	2,400
	-	-	-	-
Intercorporate loan given repaid	-	2,400	-	2,400
	-	-	-	-



**WATSUN INFRABUILD PRIVATE LIMITED**  
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Transactions	Holding company	Fellow subsidiaries	KMP/Relatives of KMP	Total Amount
<b>Trinethra Wind and Hydro Power Private Limited</b>				
Intercorporate loan given		501		501
		-		-
Intercorporate loan given repaid		501		501
		-		-
<b>Kutch Windfarm Development Private Limited</b>				
Sale of land	-	-	-	-
	-	(2)		(2)
<b>Continuum Trinethra Renewable Private Limited</b>				
Transfer of material	-	1		1
	-	-		-
<b>Dalavaipuram Renewables Private Limited</b>				
Rental Income for furniture transfer	-	(0)		(0)
	-	-		-
<b>Others</b>				
Reimbursement of expense	-	-	0.02	0.02
	-	-		-
<b>Closing balances as at year end</b>	<b>Holding company</b>	<b>Fellow subsidiaries</b>	<b>KMP/Relatives of KMP</b>	<b>Total Amount</b>
<b>Continuum Green Energy (India) Private Limited</b>				
Intercorporate borrowings receivable	11,164 (8,502)	-	-	11,164 (8,502)
Interest on compulsorily convertible debenture payable	893 (3,623)	-	-	893 (3,623)
Interest receivable on intercorporate borrowing	2,072 (1,044)	-	-	2,072 (1,044)
Allocable common overheads payable	194 (738)	-	-	194 (738)
<b>Continuum Energy Levanter Pte. Ltd.</b>				
Non convertible debentures	-	91,326 (96,850)	-	91,326 (96,850)
Interest accrued but not due on non convertible debentures	-	1,221 (1,295)	-	1,221 (1,295)
Liability towards premium on redemption of non convertible debentures	-	3,973 (2,163)	-	3,973 (2,163)
<b>Continuum Trinethra Renewable Private Limited</b>				
Amount receivable for transfer of material	-	-	-	-
<b>Dalavaipuram Renewables Private Limited</b>				
Rental Receivable	-	0	-	0
	-	-	-	-
<b>Renewables Trinethra Private Limited</b>				
Intercorporate loan Payable	-	-	-	-
	-	(350)	-	(350)

(Previous year's figure in brackets)

Note:

**Other transactions:**

- i) The company has executed the Deed of Corporate Guarantee with respect to amount payable by all the other Restricted Group Issuer to security trustee as defined in Security Trust Agreement
- ii) The debt shall be guaranteed by each Restricted Group Issuer's Debt obligations pursuant to Deed of Guarantee is guaranteed by the other Restricted Group Issuers.



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**29 Disclosure relating to micro and small enterprises :-**

Sr.No	Particulars	March 31, 2023	March 31, 2022
1	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year.	21	-
2	The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
3	The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid).	2	-
4	The amount of interest accrued and remaining unpaid at the end of accounting year.	2	-
5	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	-	-

**30 Expenditure in foreign currency (accrual basis)**

Professional fees  
**Total**

March 31, 2023	March 31, 2022
18	27
<b>18</b>	<b>27</b>

**31 Contingent liabilities**

There are no pending litigations outstanding as at March 31, 2023 and March 31, 2022 which will have material financial impact on the company.

**32 Capital and other commitments**

Estimated amount of capital commitment remaining to be executed on capital account as on March 31, 2023 is INR Nil (March 31, 2022 INR 9)

**33 Segment reporting**

The company is involved in the business of generation and sale of electricity. The management considers that this constitutes a single business segment and geographically the company is operating only in India hence no additional disclosures made as required under AS 17 "Segment Reporting."

**34 Long term contract**

The company does not have any long term contract including derivative contracts for which there are any material foreseeable losses.

**35 Ratio Analysis and its elements**

Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Current ratio	Current Assets	Current Liabilities	0.5	0.9	-40%	The Current ratio has declined as compared to last year is due repayment of NCD during the year
Debt- Equity Ratio(4)	Total Debt(1)	Shareholder's Equity(2)	(78.3)	186.7	-142%	Decrease in debt equity ratio mainly due to loss incurred during the year resulted into lower reserves and surplus.
Debt Service Coverage Ratio(4)	EBITDA	Debt service = Interest + Principal Repayments	1.1	1.3	-15%	
Return on Equity Ratio (%) (4)	Net Profits after taxes	Average Shareholder's Equity(2)	512.0%	(97.8%)	-624%	The ratio has decreased as the loss incurred during the year and due to this the effect on the Shareholder Equity.
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivable	34.1	37.2	-8%	
Trade Payable Turnover Ratio	Operating and maintenance expenses + other expenses	Average Trade Payables	17.5	14.6	20%	



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Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Net Capital Turnover Ratio	Revenue from operations	Working capital = Current assets - Current liabilities	(3.7)	(14.9)	-75%	The ratio has decreased as compared to previous year due to increase in outstanding working capital deficit during the year.
Net Profit Ratio (%)	Net Profit	Revenue from operations	(9.0%)	(5.5%)	63%	Due to Net Loss because of higher deferred tax expenses, resulted into reduction in net profit ratio.
Return on Capital Employed (%)	Earnings before interest and taxes	Capital Employed = Shareholder's Equity(2) + Total Debt(1) + Deferred Tax Liability	12.1%	11.0%	10%	

**Note:**

- (1) Total debt includes long term borrowings, short term borrowings and CFCDs.  
 (2) Shareholder's Equity represent shareholders' funds  
 (3) Other expenses excludes allocable common overhead which is payable to holding company.  
 (4) In case CFCDs of INR 36,229 [March 31, 2022; INR 36,229] is considered to be part of Shareholder's equity, the Debt Equity Ratio and Return on Equity ratio stands at 2.7 [March 31, 2022; 2.6] and 3.6% [March 31, 2022; (5.9%)] respectively. The disclosed ratio post inclusion of CFCDs as part of Shareholder's equity is pursuant to the financing documents executed by the company with its erstwhile project lenders prior to refinancing. Similarly, in case interest on CFCDs is excluded from interest, the Debt Service Coverage Ratio stands at 1.3 (March 31, 2022; 1.6).

**36 Other Statutory Information**

- i) The company neither have any Benami property, nor any proceeding has been initiated or pending against the company for holding any Benami property.  
 ii) The company does not have any transactions with companies struck off.  
 iii) The company has complied with the number of layers prescribed under section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.  
 iv) The company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.  
 v) The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall  
 (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or  
 (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries  
 vi) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:  
 (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 does not have any undisclosed income which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period / year in the tax assessments under the Income Tax Act, 1961.  
 viii) The company has not entered in Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.  
 ix) The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.  
 x) The company has not been declared wilful defaulter by any bank or financial institutions or other lender.



**WATSUN INFRABUILD PRIVATE LIMITED**  
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**37 Subsequent event**

No events occurred from the Balance Sheet date which has material impact on the financial statements at that date or for the period then ended.

**38** Amount less than 0.5 appearing in the financial statements are disclosed as "0" due to presentation in lakhs.

**39** The financial statements of the company for the year ended 31st March 31 2022, were audited by the SRBC & co LLP Chartered Accountants, the predecessor auditor

**40 Previous year comparatives**

Previous year figures have been regrouped / reclassified, where ever necessary, to conform to current year's classification.

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