

NOTICE OF FIFTH (5TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifth (5th) Annual General Meeting of Renew Akshay Urja Limited (Formerly known as Renew Akshay Urja Private Limited) will be held on Wednesday, the 30th day of September, 2020 at 04:45 P.M. at 138, Ansal Chambers-II, Bhikaji Cama Place, New Delhi-110066 the Registered Office of the Company to transact the following businesses:

ORDINARY BUSINESS:

- 1. To consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon**

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

“RESOLVED THAT the audited Financial Statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. To appoint a Director in place of Mr. Beum Ho Joe (DIN: 07859757), Director who retires by rotation and being eligible, offers himself for re-appointment**

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

“RESOLVED THAT Mr. Beum Ho Joe (DIN: 07859757), who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

SPECIAL BUSINESS:

- 3. To ratify the remuneration of Cost Auditors for the Financial Year 2020-21**

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration (plus applicable service tax and out of pocket expenses) finalized by the Board of Directors to M/s. Sanjay Arya & Associates (Firm Registration

ReNew Akshay Urja Limited

(Formerly known as ReNew Akshay Urja Private Limited)

CIN: U40300DL2015PLC275651

Corporate Office: Commercial Block-1, Zone-6, Golf Course Road, DLF City Phase-V, Gurugram, 122009, Haryana

Regd. Office: 138, Ansal Chambers II, Bikaji Cama Place, Delhi-110066

Phone – 0124-4896 670/80 **Fax No.** +91-1244896699 **Website**–www.renewpower.in, **Email Id** - info@renewpower.in

No. 102619), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year 2020-21.”

**By order of the Board
For Renew Akshay Urja Limited
(Formerly known as Renew Akshay Urja Private Limited)**



Pallavi Chhabra

**Pallavi Chhabra
Company Secretary
M. No.: A46578**

**Place: Gurugram
Date: 31st May, 2020**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
4. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
5. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of meeting.
6. Route map and land mark details for the venue of general meeting is annexed to the notice.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

To ratify the remuneration of Cost Auditors for the Financial Year 2020-21

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint Cost Auditors to audit the cost records of the applicable products of the Company relating to the business.

The Board has appointed M/s. Sanjay Arya & Associates as the Cost Auditors of the Company for the Financial Year 2020-21 on a remuneration as decided by the Directors of the Company plus applicable Service tax and out of pocket expenses that may be incurred.

In terms of Section 148 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

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

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

Your Directors recommend the Resolution in Item No. 3, as Ordinary Resolution for your approval.

**By order of the Board
For Renew Akshay Urja Limited
(Formerly known as Renew Akshay Urja Private Limited)**



Pallavi Chhabra

**Pallavi Chhabra
Company Secretary
M. No.: A46578**

**Place: Gurugram
Date: 31st May, 2020**

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**RENEW AKSHAY URJA LIMITED)
(FORMERLY KNOWN AS RENEW AKSHAY URJA PRIVATE LIMITED)**

CIN: U40300DL2015PLC275651

(Registered office: 138, Ansal Chamber – II, Bikaji Cama Place, New Delhi-110 066)

**ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

Name of the Attending Member/Proxy (in Block Letters): _____

Folio No.: _____

No. of shares: _____

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company being held on Wednesday, the 30th day of September, 2020 at 04:45 P.M. at 138, Ansal Chambers-II, Bhikaji Cama Place, New Delhi-110066.

.....
Signature of the Attending Member/Proxy/ Authorised Representative

Notes:

1. A Member/Proxy/ Authorised representative attending the meeting must fill in and sign this Attendance Slip and hand it over at the entrance.
2. Member intending to appoint a proxy, should complete the Proxy Form given below and deposit it at the Company's Registered Office before the commencement of the Meeting.

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Form No. MGT-11

Proxy form

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

CIN:	U40300DL2015PLC275651
Name of the company:	Renew Akshay Urja Limited
Registered office:	138, Ansal Chamber – II, Bikaji Cama Place, New Delhi-110066

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

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

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

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

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2020 at 04:45 P.M. at 138, Ansal Chambers-II, Bhikaji Cama Place, New Delhi-110066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	Adoption of Financial Statements of the Company.
2.	To appoint a Director in place of Mr. Beum Ho Joe (DIN: 07859757), Director who retires by rotation and being eligible, offers himself for re-appointment

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3.	To ratify the remuneration of Cost Auditors for the Financial Year 2020-21
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Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

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Route Map



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BOARD'S REPORT

To
The Members,

The Board hereby presents the 5th Board's Report along with Company's Audited Financial Statements for the Financial Year ended March 31st, 2020:

FINANCIAL SUMMARY/ HIGHLIGHTS

A. Financial Summary

The performance of the Company for the financial year ended March 31st, 2020 is summarized below:

Particulars	(Amount in INR millions)	
	Standalone	
	For the Financial Year ended March 31,	
	2020	2019
Income		
Revenue from operations	1,439	1,558
Other Income	30	13
Total Revenue (I)	1,469	1,571
Expenses		
Cost of goods sold	-	-
Employee benefit expense	-	-
Other expenses	137	127
Total Expense	137	127
Earning/(loss) before interest, tax, depreciation and amortization (EBITDA) (I) - (II)	1,332	1,444
Depreciation and amortization expense	368	367
Finance cost	755	742
Profit for the year before tax	209	335
Current tax	-	72
Deferred tax	53	130
Earlier year tax	-	(3)
Profit after tax	156	136
Other comprehensive income for the year, net of tax	-	-
Total comprehensive income for the year	156	136
Transfer to Debenture Redemption Reserve	(55)	205
Closing Debenture Redemption Reserves#	304	359
Net Worth*	3,248	3,092

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As per rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014 the Company is required to create Debenture Redemption Reserve (DRR) from profits available for dividend and accordingly Company had created a reserve of INR 304 (INR in millions) during the year in accordance with the profits computed with Previous GAAP.

* Net Worth has been taken as Total Equity as per Balance Sheet

B. Performance Review

During the year under review, the Company has achieved revenue from operations of INR 1,439/- as against INR 1,558/- (INR in millions) in the previous year.

During the year under review, the company has earned a profit of INR 209/- against INR 335/- (INR in millions) profit in the previous year.

C. Transfer to Reserves

During the year under review, there was no transfer to Reserves.

DIVIDEND

No dividend is being recommended by the Board of your Company

OPERATIONS

The Company have following operational and commissioned project in the state of Telangana:

S. No.	Name of Project	Capacity of Project in MWs	District	State of India
1	Veltoor	100	Mehbubnagar	Telangana
2	Sadashivpeth	24	Medak	Telangana
	Total	124		

There has been no change in the nature of business of the Company during the year.

HOLDING SUBSIDIARY RELATIONSHIP

The Company was incorporated as a wholly owned subsidiary of ReNew Solar Power Private Limited on 19th January, 2015. Thereafter vide Joint Venture Agreement entered on 18th June, 2015 HSI Corporation (Formerly known as M/s Hanwha Q Cells Corporation) invested in the

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company and presently ReNew Solar Power Private limited holds 56% stake in Equity share capital of the company.

PUBLIC DEPOSITS

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

INVESTMENT BY HSI CORPORATION (FORMERLY KNOWN AS M/S HANWHA Q CELLS CORPORATION) PURSUANT TO THE JOINT VENTURE AGREEMENT

In the year 2015-16 the company entered into a **Joint Venture Agreement entered on 18th June, 2015** with **HSI Corporation (Formerly known as M/s Hanwha Q Cells Corporation)** pursuant to which HSI Corporation invested INR 109,12,00,000 into the company in the form of 58,53,571 equity shares of Rs. 10/- each at the premium of Rs. 91/- per share and 41,66,577 Compulsorily Convertible Debentures of Rs. 120/- each.

However, during the year under review there has been no such investment.

SHARE CAPITAL

A. Authorized Share Capital

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

B. Paid up Share Capital

During the year under there has been no change in the Paid Up Share Capital of the Company.

AUDITORS

A. Statutory Auditor

M/s S.R Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) had been appointed as the Statutory Auditors of the Company for a period of five years in the 2nd Annual General Meeting held on September 28, 2017. As per the amendment in the Companies Act, 2013, there is no need to ratify the appointment of Statutory Auditors in every Annual General Meeting of the Company.

The Auditors' Report is self- explanatory and do not call for any explanation and comments.

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B. Reporting of Fraud by the Auditor

No fraud has been reported by auditor's pursuant to Section 143(12) of the Companies Act, 2013.

C. Secretarial Auditor

M/s Jayesh Parmar & Associates, Practicing Company Secretaries have been appointed to conduct the Secretarial Audit of the Company for the Financial Year 2019-20 as required under Section 204 of the Companies Act 2013 and Rules made thereunder. The Secretarial Audit Report for the Financial Year 2019-20 is annexed herewith as '**Annexure A**' forming part of the Board's Report.

The Auditors' Report is self-explanatory and do not call for any explanation and comments.

D. Internal Auditors

M/s. Deloitte Touche Tohmatsu India LLP (Deloitte), Chartered Accountants have been appointed to conduct the Internal Audit of the Company for the Financial year 2019-20 as required under Section 138 of the Companies Act, 2013.

Further, the Company propose to re-appoint M/s. Deloitte Touche Tohmatsu India LLP (Deloitte), Chartered Accountants to conduct the Internal Audit of the Company for the Financial Year 2020-21.

E. Cost Auditor

M/s Sanjay Arya & Associates, Cost Accountants (Firm Registration No. 102619) have been appointed Cost Auditors of the Company as per the provisions of Section 148 of Companies Act, 2013 to audit the cost records for the Financial Year 2019-20.

Further, it is proposed to re-appoint M/s Sanjay Arya & Associates, Cost Accountants (Firm Registration No. 102619) as Cost Auditors of the Company to audit the cost records for the Financial Year 2020-21 at a remuneration as may be decided by the Board. The remuneration of the Cost Auditor is subject to the ratification by the shareholders in the ensuing Annual general meeting.

Accordingly, the Board recommends ratification of remuneration of Cost Auditors at the ensuing Annual General Meeting.

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EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the details forming part of the extract of the Annual Return in Form- MGT 9 are annexed herewith as 'Annexure B' forming part of the Boards' Report.

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

As required under Section 134(3)(m) of the Companies Act 2013 read with rule 8 of Companies (Accounts) Rules 2014, details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A. Conservation of energy:

Energy conservation is an area of priority and the Company has made all efforts to ensure continuous monitoring and improvement in energy consumption in all its offices.

B. Technology absorption:

Being in the business of providing clean energy, the Company is constantly looking at innovation and technology absorption to increase production efficiency in its business.

C. Foreign exchange earnings and outgo

During the year under review, there was no Foreign Exchange Earnings and outgoings.

DETAILS OF DIRECTORS / KEY MANAGERIAL PERSON (KMP)

A. Directors

The present composition of Board of Directors as on March 31st, 2020 was as follows:

S. No.	Name of the Director	Designation
1.	Ms. Rita Gupta	Director
2.	Mr. Kannan Natraj Sharma	Director
3.	Mr. Rahul Jain	Managing Director
4.	Ms. Gaurav Wadhwa	Director
5.	Mr. Beum Ho Joe	Director

There was no change in the Directorship of the Company during the year under review.

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Independent Directors

Declaration- In terms of Section 149(7) of the Companies Act, 2013, Ms. Rita Gupta and Mr. Kannan Natraj Sharma, the Independent Directors of the Company have given a declaration to the Company that they meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as Independent Directors.

Terms- Terms of the appointment of Independent Director is available on our website under the link-<https://renewpower.in/renew-akshay-urja-limited/>

Meetings- The Meeting of Independent Directors was held on May 27, 2019 with the presence of all Independent Directors.

Re-appointment of Directors liable to retire by rotation

Mr. Beum Ho Joe, Director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

B. Key Managerial Personnel

Ms. Pallavi Chhabra was appointed as the Company Secretary of the Company w.e.f April 1st, 2019.

C. Number of meetings of the Board Of Directors

The Board of Directors of the Company duly met 5 (Five) times during the year under review in respect of which proper notices were given and the proceedings were properly recorded. The details of meetings and attendance are mentioned below:

S.No	Date of Meeting	Attended by				
		Rahul Jain	Gaurav Wadhwa	Beum Ho Joe	Kannan Natraj Sharma	Rita Gupta
1.	03-May-2019	Yes	No	No	Yes	Yes
2.	27-May-2019	Yes	Yes	No	Yes	Yes
3.	23-Sep-2019	Yes	No	Yes	Yes	Yes
4.	6-Nov-2019	Yes	Yes	No	Yes	Yes
5.	21-Feb-2020	Yes	Yes	No	No	No
	Total	5	3	1	4	4

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D. Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in terms of section 134(3)(c) of the Companies Act, 2013:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

As per the provision of Section 135 of Companies Act, 2013 ('Act') read with Companies (Corporate Social Responsibility Policy), Rules 2014, it is required that every Company having a 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 any of the three preceding financial year shall constitute a Corporate Social Responsibility (CSR) Committee of the Board consisting of two or more Directors. Companies which fall under the above criteria shall ensure that they spend, in every financial year, at least two per cent of the average Net Profits of the Company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

The Company met the parameters specified by the Act in the financial year 2015-16 and it has set up its Corporate Social responsibility committee by way of a resolution by Circulation on March 17th, 2017 stating therein the mandate of the committee.

Policy

In terms of Section 135 of the Companies Act 2013, the Board has a Corporate Social Responsibility (CSR) Committee to monitor the Corporate Social Responsibility Policy of the Company and the activities included in the policy. CSR Policy is available on our website under the link <https://renewpower.in/renew-akshay-urja-limited/>

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Composition of the CSR Committee

Pursuant to the change in the composition of the Board, the Composition of the Committee was changed on April 30th, 2018

The Composition of the Committee as on March 31st, 2020 was as follows:

S. No.	Name of the Member	Designation
1.	Mr. Kannan Natraj Sharma	Independent Director
2.	Mr. Rahul Jain	Managing Director
3.	Mr. Beum Ho Joe	Director

The Committee met once during the year on 27th May, 2019:

S. No.	Date of Meeting	Attended by		
		Rahul Jain	Kannan Natraj Sharma	Beum Ho Joe
1	27-May-2019	Yes	Yes	No
	Total	01	01	00

Report on CSR Activities

The Annual Report on CSR activities as required under Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as 'Annexure C' forming part of the Boards' Report

AUDIT COMMITTEE

The Audit Committee was constituted on 30th April, 2018. The Composition of the Committee as on March 31st, 2020 was as follows:

S. No.	Name of the Member	Designation
1.	Mr. Kannan Natraj Sharma	Independent Director
2.	Ms. Rita Gupta	Independent Director
3.	Mr. Gaurav Wadhwa	Director

The Scope of Audit Committee is as follows:

- a. The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- b. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

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- c. Examination of the financial statement and the auditors' report thereon;
- d. Approval or any subsequent modification of transactions of the Company with related parties;
- e. Scrutiny of inter-corporate loans and investments;
- f. Valuation of undertakings or assets of the Company, wherever it is necessary;
- g. Evaluation of internal financial controls and risk management systems;
- h. Monitoring the end use of funds raised through public offers and related matters, wherever it is necessary.
- i. Administration and supervision of Vigil Mechanism

All recommendations of Audit Committee made during the year were accepted by the Board.

The Committee met Four (4) times during the year:

S. No.	Date of Meeting	Attended by		
		Kannan Natraj Sharma	Rita Gupta	Gaurav Wadhwa
1.	03-May-2019	Yes	Yes	No
2.	27-May-2019	Yes	Yes	Yes
3.	23-Sep-2019	Yes	Yes	Yes
4.	6-Nov-2019	Yes	Yes	Yes
	Total	04	04	03

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted as on 30th April, 2018.

The Composition of the Committee as on March 31st, 2020 was as follows:

S. No.	Name of the Member	Designation
1.	Mr. Kannan Natraj Sharma	Independent Director
2.	Ms. Rita Gupta	Independent Director
3.	Mr. Rahul Jain	Managing Director
4.	Mr. Beum Ho Joe	Director

The Scope of Nomination and Remuneration Committee is as follows

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial personnel and other employees;

ReNew Akshay Urja Limited

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- b. Formulation of criteria for evaluation of performance of Independent Directors and other Directors, carry out the evaluation of every Director's performance
- c. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal

The Committee met once during the year on 27th May, 2019:

S. No.	Date of Meeting	Attended by				
		Kannan Sharma	Natraj	Rita Gupta	Rahul Jain	Beum Ho Joe
1	27-May-2019	Yes		Yes	Yes	No
	Total	01		01	01	0

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186

The Company has not entered into any transactions that covered under the provision of section 186 of the Companies Act, 2013.

SIGNIFICANT AND THE MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

DISCLOSURE OF VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) and (10) of the Companies Act 2013, the Company has established Vigil Mechanism to report genuine concerns, which will be administered by the Audit Committee. Vigil Mechanism is available on the website of the Company under the link <https://renewpower.in/renew-akshay-urja-limited/>

BOARD EVALUATION, POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

As on date the Company has following KMPs, who are not in receipt of any remuneration from the Company:

- i. Mr. Rahul Jain, Managing Director
- ii. Mr. Manish Karamchandani, Chief Financial Officer
- iii. Ms. Pallavi Chhabra, Company Secretary

Section 134 of the Companies Act 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual Directors.

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Schedule IV of Companies Act states that performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

Evaluation of all Directors, Board and the Committee was conducted and was found to be satisfactory.

RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the Financial Year 2019-20 were on an arm's length basis and were in the ordinary course of business and do not attract the provisions of Section 188(1) of the Companies Act, 2013. Further related party disclosures as per para A of Schedule V of SEBI (LoDR) Regulations 2015 are mentioned in the Note No. 25 to the financial statement.

RISK MANAGEMENT POLICY

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being proposed to be adopted by the Company and key risks will now be managed within a unitary framework.

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

There has been no material change or commitment, affecting the financial position of the Company which have occurred between March 31st, 2020 and the date of this Report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

In terms of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Company has appointed M/s. Deloitte Touche Tohmatsu India LLP (Deloitte), Chartered Accountants, as the Internal Auditors of the Company.

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

ReNew Power Private Limited (Holding Company) has in place a prevention of sexual harassment Policy in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassments at workplace. All women associates (permanent, temporary, contractual and trainees) as well as any woman visiting the Company's office premises or women service providers are covered under this Policy. Further, a Complaints Committee has been set up to redress complaints received.

The said Policy is applicable on every subsidiary Company of ReNew Power Private Limited.

There was no complaint received from any employee during the financial year 2019-20 and hence no complaint is outstanding as on March 31st, 2020 for redressal.

PERSONNEL

During the period under consideration there was no employee in the Company. Therefore, no one was in receipt of any remuneration exceeding the sum prescribed under section 197 of the Companies Act, 2013 read with Rule 5(2) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ACKNOWLEDGEMENT

Your Directors wish to take this opportunity to express their sincere thanks to all the investors, shareholders and stakeholders for the faith and confidence they have reposed in the Company. The directors also wish to place on record their deep appreciation for the employees for the hard work, commitment and dedication shown throughout the period.

**For and on behalf of the Board
ReNew Akshay Urja Limited**



Rahul Jain
Managing Director
DIN- 07641891



Gaurav Wadhwa
Director
DIN- 07641926

**Date – 31st May, 2020
Place – Gurugram**

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**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

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

To
The Members,
M/s. **ReNew Akshay Urja Limited**
138, Ansal Chamber – II, Bikaji Cama Place,
New Delhi-110066

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **ReNew Akshay Urja Limited (Formerly known as ReNew Akshay Urja Private Limited)** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended **31st March, 2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) Environment Protection Act, 1989 and Rules;
- (iii) The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules;
- (iv) Batteries (Management and Handling), Amendments Rules, 2010;
- (v) The Noise Pollution (Regulation and Control) Rules, 2000;

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- (vi) The Electricity Act, 2003 and the Rules & Regulations made thereunder by CERC, CEA and MERC;
- (vii) Employees Provident Fund & Miscellaneous Provisions Act, 1952;
- (viii) Employees' State Insurance Act, 1948 and Schemes;
- (ix) Payment of Wages Act, 1936 and Rules
- (x) Minimum Wages Act, 1948 and Rules
- (xi) The Contract Labour (Regulation & Abolition) Act, 1970 & the Rules
- (xii) Payment of Bonus Act, 1965 and Rules
- (xiii) Payment of Gratuity Act, 1972 and Rules
- (xiv) Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
- (xv) Workman's Compensation Act, 1923 and Rules;
- (xvi) Tax Laws Direct and Indirect Tax (Central Excise Act, Service Tax, IT Act and VAT)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India: ***Applicability of SS-1 and SS-2;***
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange (NSE);
- (iii) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of foreign Direct Investment, Overseas Direct Investment, External Commercial Borrowings;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations;

We report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed

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notes on agenda were sent at least seven days in advance and on shorter notice with the consent of Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

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

For **Jayesh Parmar & Associates**
Company Secretaries

Place: New Delhi
Date: 05th May, 2020

Jayesh Parmar
(Proprietor)
ACS No.:27055
C.P No.:15007

Note: Due to Covid-19, we were not able to physically verify the records and returns of the Company and this report is being issued on the basis of soft/scan copies of documents as per guidelines issued by the ICSI.

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

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To
The Members
M/s. **ReNew Akshay Urja Limited**

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Jayesh Parmar & Associates**
Company Secretaries

Place: New Delhi
Date: 05th May, 2020

Jayesh Parmar
(Proprietor)
ACS No.:27055
C.P No.:15007

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FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2020
[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	U40300DL2015PLC275651
2.	Registration Date	1/19/2015
3.	Name of the Company	ReNew Akshay Urja Limited (Formerly known as ReNew Akshay Urja Private Limited)
4.	Category / Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
5.	Address of the Registered office	138, Ansal Chambers- II Bhikaji Cama Place New Delhi - 110066
	Corporate Office	Commercial Block-1, Zone 6, Golf Course Road, DLF City Phase-V, Gurugram – 122009
	Contact Details	Contact No. : 0124-4896670, Fax: 0124-4896672
6.	Whether listed company	No
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited/ Plot No. 17 to 24, Vitiialrao Nagar, Madhapur, Hyderabad-500081/ 23420815-24

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the
1	To generate electricity through conventional and non-conventional sources	35106	100

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Holding Company

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	ReNew Solar Power Private Limited 138, Ansal Chambers- II Bhikaji Cama Place New Delhi -110066	U40300DL2012PTC236953	Holding	100%	2(87)(ii)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during period under review
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER									
<i>1) Indian</i>									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	7449995	-	7449995	56	7449995	-	7449995	56	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other (nominee)	-	5	5	-	4	1	5	-	-
Sub-total(A)(1):-	7449995	5	7450000	56	7449999	1	7450000	56	-
<i>2) Foreign</i>									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-

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c) Bodies Corp. (along with its nominees)	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total (A)	7449995	5	7450000	56	7449999	1	7450000	56	-
B. PUBLIC SHAREHOLDING									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									-
(i) Indian	-	-	-	-	-	-	-	-	-
(ii) Overseas	-	5853571	5853571	44	-	5853571	5853571	44	-
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	5853571	5853571	44	-	5853571	5853571	44	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	5853571	5853571	44	-	5853571	5853571	44	-

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C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	7449995	5853576	13303571	100	7449995	5853576	13303571	100	-

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of year			Shareholding at the end of year			% change in shareholding
		No. of Shares	% of total Shares	% of Shares Pledged	No. of Shares	% of total Shares	% of Shares Pledged	
1.	ReNew Solar Power Private Limited	7449995	56%	56%	7449995	56%	56%	
2.	Kailash Vasant Vaswani (Nominee of ReNew Solar Power Private Limited)	1	0.00%	-	1	0.01%	-	-
3.	Balram Mehta (Nominee of ReNew Solar Power Private Limited)	1	0.00%	-	1	0.00%	-	-
4.	Parag Sharma (Nominee of ReNew Solar Power Private Limited)	1	0.00%	-	0	0.00%	-	-
5.	Pushkar Prasad (Nominee of ReNew Solar Power Private Limited)	1	0.00%	-	1	0.00%	-	-
6.	Ashish Jain (Nominee of ReNew Solar Power Private Limited)	1	0.00%	-	1	0.00%	-	-
7.	Ajay Bhardwaj (Nominee of ReNew Solar Power Private Limited)	0	0.00%		1	0.00%		
	Total	7450000	56%	56%	7450000	56%	56%	

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iii. Change in Promoters' Shareholding (please specify, if there is no change):

S.No	Particulars	Shareholding at the beginning of year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Parag Sharma (Nominee of ReNew Solar Power Private Limited)				
	At the Beginning of the year	1	0.00%	1	0.00%
	Transfer of Share on 15/11/2019	1	0.00%	1	0.00%
	At the end of the year	0	0.00%	0	0.00%
2	Ajay Bhardwaj (Nominee of ReNew Solar Power Private Limited)				
	At the Beginning of the year	0	0.00%	0	0.00%
	Transfer of Share on 15/11/2019	1	0.00%	1	0.00%
	At the end of the year	1	0.00%	1	0.00%

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

S.No	For Each of the Top 10 Shareholders	Shareholding at the end of year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of year	5853571	44	5853571	44
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	5853571	44	5853571	44

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v. Shareholding of Directors & Key Managerial Personnel

S. No	For Each of the Directors & KMP	Shareholding at the beginning of year			Cumulative Shareholding during the year	
		Type of Share	No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1						
	At the beginning of year		-	-	-	-
	Date wise increase/decrease in Shareholding during the year		-	-	-	-
	At the end of the year		-	-	-	-

C. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness of the Company including interest outstanding/accrued but not due for payment				INR (Millions)
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	7,180	509	-	7,689
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	11	-	11
Total (i+ii+iii)	7,180	520	-	7,700
Change in Indebtedness during the financial year				
Additions	-	170	-	170
Reduction	(327)	-	-	(327)
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	6,853	679	-	7,532
ii) Interest due but not paid	-	54	-	54
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,853	733	-	7,586

ReNew Akshay Urja Limited

(Formerly known as ReNew Akshay Urja Private Limited)

CIN: U40300DL2015PLC275651

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Regd. Office: 138, Ansal Chambers II, Bikaji Cama Place, Delhi-110066 Phone – 0124-4896 670/80 Fax No. +91-1244896699

Website-www.renewpower.in, Email Id - info@renewpower.in

D. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - Others, specify...	-	-
5.	Others, please specify	-	-
6.	Total (A)	-	-
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	<u>Independent Directors</u> · Fee for attending Board committee meetings · Commission · Others, please specify	Mr. Kannan Natraj Sharma 1,60,000/- 5,85,000/- NIL	
	Total (1)		7,45,000
2.	<u>Independent Directors</u> · Fee for attending Board committee meetings · Commission · Others, please specify	Ms. Rita Gupta 1,50,000/- 4,20,000/- NIL	
	Total (2)		5,70,000
3.	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	Mr. Gaurav Wadhwa NIL	-
	Total (3)		NIL
4.	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings	Mr. Beum Ho Joe NIL	

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	· Commission · Others, please specify		
	Total (4)	-	NIL
	Total Managerial Remuneration	-	13,15,000
	Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

S. No	Particulars of Remuneration	Key Managerial Personnel				
		Chief Executive Officer	Chief Operating Officer	Chief Financial Officer	Company Secretary	Total
				Mr. Manish Karamchandani	Ms. Pallavi Chhabra	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-	-	
2.	Stock Option	-		-	-	-
3.	Sweat Equity	-		-	-	-
4.	Commission - as % of profit - Others, specify...	-		-	-	-
5.	Others, please specify	-		-	-	-
	Total					

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E. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For and on behalf of the Board
ReNew Akshay Urja Limited**



Rahul Jain
Managing Director
DIN- 07641891



Gaurav Wadhwa
Director
DIN- 07641926

Date – 31st May, 2020
Place – Gurugram

ReNew Akshay Urja Limited

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ANNEXURE-C

Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

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

ReNew Power is committed to the highest standards of Corporate Social Responsibility (CSR) through programs that improve and empower the quality of lives of women and children in the community. ReNew India Initiatives (RII) are based on three broad indicators of development: **Human, Social and Natural** capital.

CSR Policy stated herein below:

Weblink:

<http://renewpower.in/corporate-social-responsibility/>

2. The Composition of the CSR Committee.

Mr. Kannan Natraj Sharma	-	Independent Director
Mr. Rahul Jain	-	Director
Mr. Beum Ho Joe	-	Director

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

Average Net Profit: INR 24,05,53,145

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)

The Company is required to spend INR. 48,11,063 towards CSR. The Company has complied with Section 135 and other applicable provisions of the Companies Act, 2013.

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year; INR 48,11,063 (Actual spent INR 50,10,702)

(b) Amount unspent, if any; Nil

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(c) Manner in which the amount spent during the financial year is detailed below.

S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or program (1)Local Area or other (2)Specify the state and district where the projects or program was undertaken	Amount outlay (Budget) Project or Programs wise	Amount spent on the project or programs Sub- heads: (1)Direct expenditure on projects or programs (2)Overheads	Cumulative Expenditure upto the reporting period* (unaudited)	Amount spent: Direct or through implementing Agency
1	Education, School infrastructure upgradation	Rural Development	Mologhavalli, Andhra Pradesh	17,69,606	Direct expenditure on projects	17,69,606	Implementing Agency
2	Borewell installation for community	Rural Development	Sadashivpet, Telangana	1,50,096	Direct expenditure on projects	1,50,096	Direct
3	Construction of taankas	Rural Development	Jaisalmer, Rajasthan	27,86,000	Direct expenditure on projects	27,86,000	Implementing Agency
4	Blanket distribution	Rural Development	New Delhi	2,20,000	Direct expenditure on projects	2,20,000	Direct
5	Community development and mobilization	Rural Development	Kalyandurgam, Andhra Pradesh	85,000	Direct expenditure on projects	85,000	Direct

*Details of Implementing Agency

*Name of NGO Partner/Implementing Agency
1. Society for Educational Welfare and Economic Development , Address: 81/2, 2 nd Floor opposite STC housing colony, Shri Aurobindo Marg, Adhchini, New Delhi-110017
2. Gramin Vikas Vigyan Samiti , 3/437,458, M.M Colony Pal Road, Jodhpur, 342008

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6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.- N.A.
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

As a part of our high level CSR strategy we have designed the ReNew India Initiative (RII), a holistic pan India program which has a sustainable impact across various communities at the grassroots and urban level. This is implemented in partnership with various stakeholders such as NGOs, ReNew employees, the central and local government, India Inc, investors etc. The goal of the Board is to ensure optimum utilization of resources in a planned and coordinated manner to magnify impact.

**For and on behalf of the Board
ReNew Akshay Urja Limited**



Rahul Jain
Managing Director
DIN- 07641891



Gaurav Wadhwa
Director
DIN- 07641926

Date – 31st May, 2020
Place – Gurugram

ReNew Akshay Urja Limited

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INDEPENDENT AUDITOR'S REPORT

To the Members of ReNew Akshay Urja Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of ReNew Akshay Urja Limited ("the Company"), which comprise the Balance sheet as at 31 March 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended 31 March 2020. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Related Party Transactions – Accuracy and completeness of related party transactions and disclosure thereof <i>(as described in note 25 of the Ind AS financial statements)</i>	
We identified the measurement, completeness, presentation and disclosure of related party transactions as a key audit matter due to the high volume and complexity of business transactions with related parties during the year ended 31 March 2020.	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none">• Obtained an understanding of the process and tested the design and operating effectiveness of key controls that management has established to identify, account for and disclose related party transactions.• Obtained an updated list of all related parties to the Company and reviewed the general ledger against this list to ensure completeness of transactions.• We read contracts and agreements with related parties to understand the nature of the transactions.• We agreed the amounts disclosed to underlying documentation and reviewing relevant agreements, on a sample basis, as part of our evaluation of the disclosure.• We obtained an understanding of the Company's methodology of determination of arms-length price. We have also obtained and evaluated the Company's independent expert's reports on validation of arms-length price.• Made enquiries of management in order to identify if any related party transactions outside the normal course of business have taken place.• We evaluated the completeness of the disclosures through review of statutory information, books and records and other documents obtained during the course of our audit.

Other Information

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 Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the 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 for the Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended 31 March 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) In our opinion, the managerial remuneration for the year ended 31 March 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

S.R. BATLIBOI & Co. LLP

Chartered Accountants

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**AMIT
CHUGH**

Digitally signed by AMIT CHUGH
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o=Personal,
email=amit.chugh@srb.in
Location: Gurugram
Date: 2020.05.31 21:57:15 +05'30'

per Amit Chugh

Partner

Membership Number: 505224

UDIN: 20505224AAAABE8509

Place of Signature: Gurugram

Date: 31 May 2020

Annexure 1 referred to in paragraph 1 of our report of even date under section ‘Report on other legal and regulatory requirements’

Re: ReNew Akshay Urja Limited (“the Company”)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
 - (c) According to information and explanation given to us by the management, title deeds of immovable properties included in property, plant and equipment, are held in the name of Company and have been given as security (mortgage and charge) against debentures issued. Original title deeds are kept with Catalyst Trusteeship Limited, the Security Trustee as security for the lenders. Accordingly, it could not be made available to us for our verification. Further the same has not been independently confirmed by the Security Trustee.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification. There was no inventory lying with third parties.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 of the Companies Act, 2013 are applicable. Further, since the Company is an infrastructure company within the meaning of Schedule VI of the Companies Act, 2013, the provision of section 186 of the Companies Act, 2013 is not applicable.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) Undisputed statutory dues including income-tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. The provisions relating to provident fund, employees’ state insurance, sales-tax, service tax, duty of custom, duty of excise and value added tax are not applicable to the Company.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to provident fund, employees’ state insurance, sales-tax, service tax, duty of custom, duty of excise and value added tax are not applicable to the Company.
 - (c) According to the information and explanations given to us, there are no dues of income-tax, goods and service tax, cess and other statutory dues, which have not been deposited on account of any dispute. The provisions relating to provident fund, employees’ state insurance, sales-tax, service tax, duty of custom, duty of excise and value added tax are not applicable to the Company.

S.R. BATLIBOI & CO. LLP

Chartered Accountants

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.
- (ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

AMIT
CHUGH

Digitally signed by AMIT CHUGH
DN: cn=AMIT CHUGH, c=IN,
o=Personal,
email=amit.chugh@srb.in
Location: Gurugram
Date: 2020.05.31 21:57:51 +05'30'

per Amit Chugh

Partner

Membership Number: 505224

UDIN: 20505224AAAABE8509

Place of Signature: Gurugram

Date: 31 May 2020

Annexure 2 to the Independent Auditor's Report of even date on the financial statements of ReNew Akshay Urja Limited

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

We have audited the internal financial controls over financial reporting of ReNew Akshay Urja Limited ("the Company") as of 31 March 2020 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 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Ind AS 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 system over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind AS 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 internal financial controls system over financial reporting with reference to these Ind AS financial statements.

Meaning of Internal Financial Controls over Financial Reporting with Reference to these Ind AS Financial Statements

A company's internal financial control over financial reporting with reference to these Ind AS 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 over financial reporting with reference to these Ind AS 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 Over Financial Reporting with reference to these Ind AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS 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 over financial reporting with reference to these Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these Ind AS financial statements and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**AMIT
CHUGH**

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Location: Gurugram
Date: 2020.05.31 21:58:04 +05'30'

per Amit Chugh

Partner

Membership Number: 505224

UDIN: 20505224AAAABE8509

Place of Signature: Gurugram

Date: 31 May 2020

ReNew Akshay Urja Limited
Balance Sheet as at 31 March 2020

(Amounts in INR millions, unless otherwise stated)

	Notes	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	4	8,061	8,440
Prepayments	7	-	16
Non current tax assets (net)		37	0
Other non-current assets	8	8	8
Total non-current assets		8,106	8,464
Current assets			
Inventories	9	5	1
Financial assets			
Trade receivables	10	1,445	1,299
Cash and cash equivalent	11	14	6
Bank balances other than cash and cash equivalent	11	480	153
Loans	5	1,104	1,104
Others	5	18	11
Prepayments	7	47	49
Other current assets	8	6	3
Total current assets		3,119	2,626
Total assets		11,225	11,090
Equity and liabilities			
Equity			
Equity share capital	12A	133	133
Other equity			
Equity component of compulsory convertible debentures	13A	1,144	1,144
Securities premium	13B	1,200	1,200
Debenture redemption reserve	13C	304	359
Retained earnings	13D	467	256
Total equity		3,248	3,092
Non-current liabilities			
Financial liabilities			
Long-term borrowings	14	6,448	6,790
Deferred tax liabilities (net)	6	53	-
Total non-current liabilities		6,501	6,790
Current liabilities			
Financial liabilities			
Short-term borrowings	15	678	508
Trade payables			
Outstanding dues to micro enterprises and small enterprises	16	-	-
Others	16	359	316
Other current financial liabilities	17	436	376
Other current liabilities	18	3	6
Current tax liabilities (net)		-	2
Total current liabilities		1,476	1,208
Total liabilities		7,977	7,998
Total equity and liabilities		11,225	11,090

Summary of significant accounting policies 3.1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP
 ICAI Firm Registration No.: 301003E/E300005
 Chartered Accountants

**AMIT
 CHUGH**

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per Amit Chugh

Partner

Membership No.: 505224

Place: Gurugram

Date: 31 May 2020

For and on behalf of the ReNew Akshay Urja Limited

**RAHUL
 JAIN**

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 by RAHUL JAIN
 Date:
 2020.05.31
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Managing Director

(Rahul Jain)

DIN- 07641891

Place: Gurugram

Date: 31 May 2020

**MANISH
 KARAMCHANDANI**

Digitally signed by
 MANISH
 KARAMCHANDANI
 Date: 2020.05.31 18:37:05
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Chief Financial Officer

(Manish Karamchandani)

Place: Gurugram

Date: 31 May 2020

**GAURAV
 WADHWA**

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 WADHWA
 Date: 2020.05.31
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Director

(Gaurav Wadhwa)

DIN- 07641926

Place: Gurugram

Date: 31 May 2020

**PALLAVI
 CHHABRA**

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 PALLAVI CHHABRA
 Date: 2020.05.31
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Company Secretary

(Pallavi Chhabra)

Membership No.: A46578

Place: Gurugram

Date: 31 May 2020

ReNew Akshay Urja Limited
Statement of Profit and Loss for the year ended 31 March 2020
(Amounts in INR millions, unless otherwise stated)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
Income:			
Revenue from operations	19	1,439	1,558
Other income	20	30	13
Total income		1,469	1,571
Expenses:			
Other expenses	21	137	127
Total expenses		137	127
Earning before interest, tax, depreciation and amortization (EBITDA)			
		1,332	1,444
Depreciation expense	22	368	367
Finance costs	23	755	742
Profit before tax		209	335
Tax expense			
Current tax	6	-	72
Deferred tax	6	53	130
Tax for earlier years		-	(3)
Profit for the year	(a)	156	136
Other comprehensive income (OCI)	(b)	-	-
Total comprehensive income for the year	(a) +(b)	156	136
Earnings per share:			
(face value per share: INR 10)			
(1) Basic	24	6.81	5.95
(2) Diluted		6.81	5.95
Summary of significant accounting policies	3.1		

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

For S.R. Batliboi & Co. LLP
ICAI Firm Registration No.: 301003E/E300005
Chartered Accountants

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per Amit Chugh
Partner
Membership No.: 505224
Place: Gurugram
Date: 31 May 2020

For and on behalf of the ReNew Akshay Urja Limited

RAHUL JAIN
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by RAHUL JAIN
Date: 2020.05.31
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Managing Director
(Rahul Jain)
DIN- 07641891
Place: Gurugram
Date: 31 May 2020

GAURAV WADHWHA
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Date: 2020.05.31
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Director
(Gaurav Wadhwa)
DIN- 07641926
Place: Gurugram
Date: 31 May 2020

MANISH KARAMCHANDANI
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Chief Financial Officer
(Manish Karamchandani)

Place: Gurugram
Date: 31 May 2020

PALLAVI CHHABRA
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Company Secretary
(Pallavi Chhabra)
Membership No.: A46578
Place: Gurugram
Date: 31 May 2020

ReNew Akshay Urja Limited
Statement of Cash Flows for the year ended 31 March 2020

(Amounts in INR millions, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flow from operating activities		
Profit before tax	209	335
Adjustments for:		
Depreciation expense	368	367
Interest income	(27)	(13)
Interest expense	675	662
Operating profit before working capital changes	1,225	1,351
Movement in working capital		
(Increase)/decrease in trade receivables	(148)	(829)
(Increase)/decrease in inventories	(4)	(1)
(Increase)/decrease in other current assets	(3)	(1)
(Increase)/decrease in other current financial assets	(4)	5
(Increase)/decrease in prepayments	18	17
Increase/(decrease) in other current liabilities	(2)	3
Increase/(decrease) in trade payables	42	67
Cash generated from operations	1,123	612
Direct taxes paid (net of refunds)	(38)	(65)
Net cash generated from operating activities	1,085	547
Cash flow from investing activities		
Purchase of Property, Plant and Equipment including capital work in progress, capital creditors and capital advances	7	(50)
Net (Investments)/Redemption of bank deposits having residual maturity more than 3 months	(327)	(57)
Interest received	23	10
Net cash used in investing activities	(297)	(97)
Cash flow from financing activities		
Repayment of long-term borrowings	(327)	(290)
Proceeds from short-term borrowings	170	485
Interest paid	(623)	(646)
Net cash generated from financing activities	(780)	(451)
Net (decrease) / increase in cash and cash equivalents	8	(1)
Cash and cash equivalents at the beginning of the year	6	7
Cash and cash equivalents at the end of the year	14	6
Components of cash and cash equivalents		
Balances with banks:		
- On current accounts	14	6
Total cash and cash equivalents (note 11)	14	6

Changes in liabilities arising from financing activities

Particulars	Opening balance as at 1 April 2019	Cash flows (net)	Other changes*	Closing balance as at 31 March 2020
Long-term borrowings (including current maturities and net of ancillary borrowings cost incurred)	7,110	(327)	8	6,790
Short-term borrowings	508	170	-	678
Total liabilities from financing activities	7,618	(157)	8	7,468

ReNew Akshay Urja Limited**Statement of Cash Flows for the year ended 31 March 2020**

(Amounts in INR millions, unless otherwise stated)

Changes in liabilities arising from financing activities

Particulars	Opening balance as at 1 April 2018	Cash flows (net)	Other changes*	Closing balance as at 31 March 2019
Long-term borrowings (including current maturities and net of ancillary borrowings cost incurred)	7,392	(290)	8	7,110
Short-term borrowings	23	485	-	508
Total liabilities from financing activities	7,414	194	8	7,618

* other changes includes reinstatement of foreign currency borrowing and amortisation of ancillary borrowing cost.

Summary of significant accounting policies

3.1

Notes:

The cash flow statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the ReNew Akshay Urja Limited**For S.R. Batliboi & Co. LLP**

ICAI Firm Registration No.: 301003E/E300005

Chartered Accountants

**AMIT
CHUGH**Digitally signed by AMIT CHUGH
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Location: Gurugram
Date: 2020.05.31 21:58:53 +05'30'

per Amit Chugh

Partner

Membership No.: 505224

Place: Gurugram

Date: 31 May 2020

**RAHUL
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Managing Director

(Rahul Jain)

DIN- 07641891

Place: Gurugram

Date: 31 May 2020

**GAURAV
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Date: 2020.05.31
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Director

(Gaurav Wadhwa)

DIN- 07641926

Place: Gurugram

Date: 31 May 2020

**MANISH
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HANDANI**Digitally signed
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Chief Financial Officer

(Manish Karamchandani)

Place: Gurugram

Date: 31 May 2020

**PALLAVI
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Company Secretary

(Pallavi Chhabra)

Membership No.: A46578

Place: Gurugram

Date: 31 May 2020

ReNew Akshay Urja Limited

Statement of Changes in Equity for the year ended 31 March 2020

(Amounts in INR millions, unless otherwise stated)

Particulars	Attributable to the equity holders of the Company					Total equity
	Equity share capital	Equity component of compulsorily convertible debentures	Reserves and Surplus			
			Securities premium	Retained earnings	Debenture redemption reserve	
	(refer note 12A)	(refer note 12B)	(refer note 13B)	(refer note 13D)	(refer note 13C)	
At 1 April 2018	133	1,144	1,200	325	154	2,956
Profit for the year	-	-	-	136	-	136
Total comprehensive income	-	-	-	136	-	136
Debenture redemption reserve	-	-	-	(205)	205	-
At 31 March 2019	133	1,144	1,200	256	359	3,092
Profit for the year	-	-	-	156	-	156
Total Comprehensive Income	-	-	-	156	-	156
Debenture redemption reserve	-	-	-	55	(55)	-
At 31 March 2020	133	1,144	1,200	467	304	3,248

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP

ICAI Firm Registration No.: 301003E/E300005

Chartered Accountants

**AMIT
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per Amit Chugh

Partner

Membership No.: 505224

Place: Gurugram

Date: 31 May 2020

For and on behalf of the ReNew Akshay Urja Limited

**RAHUL
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Managing Director
(Rahul Jain)
DIN- 07641891
Place: Gurugram
Date: 31 May 2020

**GAURAV
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Director
(Gaurav Wadhwa)
DIN- 07641926
Place: Gurugram
Date: 31 May 2020

**MANISH
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DANI** Digitally signed by
MANISH
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Date: 2020.05.31
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Chief Financial Officer
(Manish Karamchandani)

Place: Gurugram
Date: 31 May 2020

**PALLAVI
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Date: 2020.05.31
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Company Secretary
(Pallavi Chhabra)
Membership No.: A46578
Place: Gurugram
Date: 31 May 2020

1 General information

ReNew Akshay Urja Limited (Formerly known as ReNew Akshay Urja Private Limited) ('the Company') is a public limited company domiciled in India. The Company was converted into a public company with effect from 1 November 2017 and consequently the name of the Company has changed from ReNew Akshay Urja Private Limited to ReNew Akshay Urja Limited.

During financial year 2017-18, the Company issued and allotted 7,600 Non -Convertible Debentures at a face value of INR 1,000,000 each to (Total value INR 7,600,000,000) for the purpose of refinancing of existing term loans on 20 September 2017 and the same are listed under the Wholesale Debt Market Segment of National Stock Exchange with effect from 13 October 2017.

The registered office of the Company is located at 138, Ansal Chamber - II Bikaji Cama Place, New Delhi-110066. The Company is carrying out business activities relating to generation of power through non-conventional and renewable energy sources.

The Financial Statements of the Company were authorised for issue by the Company's Board of Directors on 31 May 2020.

2 Basis of preparation

The Company prepared its Financial Statements as per Ind AS prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended. The Financial Statements have been prepared using presentation and disclosure requirements of the Schedule III of Companies Act, 2013.

The Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The accounting policies and estimates adopted in the preparation of Financial Statements are consistent with those used in the annual financial statements for the year ended 31 March 2019 except for changes in accounting policies and disclosures as detailed in note 3.2.

3.1 Summary of Significant Accounting Policies

a) Current versus non-current classification

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 sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents 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 treated as current when it is:

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

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation/settlement in cash and cash equivalents. The company has identified twelve months as their operating cycle for classification of their current assets and liabilities.

b) Fair value measurement

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

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

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

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy. (Refer Note 28 and 29).

At each reporting date, the management of the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies of the Company.

At each reporting date, the management of the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies of the Company.

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

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

This note summarises the accounting policy for determination of fair value. Other fair value related disclosures are given in the relevant notes as following:

- Disclosures for significant estimates and assumptions (Refer Note 31)
- Quantitative disclosures of fair value measurement hierarchy (Refer Note 29)
- Financial instruments (including those carried at amortised cost) (Refer Note 28)

c) Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Sale of Power

Income from supply of power is recognised over time on the supply of units generated from plant to the grid as per terms of the Power Purchase Agreement ("PPA") entered into with the customers.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of power, the Company considers the effects of variable consideration and consideration payable to the customer (if any).

Transaction Price - Remaining Performance Obligation

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

(i) Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods or service to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Rebates

In some PPAs, the Company provide rebates in invoice if payment is made before the due date. Rebates are offset against amounts payable by the customers. To estimate the variable consideration for the expected future rebate, the Company applies the most likely method.

(ii) Consideration payable to customers

In some PPAs, Company has to pay consideration to customers. Consideration payable to customers are offset against the revenue recognised as and when sale of power occurs.

(iii) Contract Balances

Contract assets

A contract asset is the right to consideration in exchange for sale of power transferred to the customer. If the Company performs by transferring sale of power to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract Liabilities

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

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (m) Financial instruments – initial recognition and subsequent measurement.

Income from compensation for loss of revenue

Income from compensation for loss of revenue is recognised after certainty of receipt of the same is established.

Dividend

Dividend income is recognised when the right of the Company to receive dividend is established by the reporting date.

Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the Statement of Profit and Loss.

d) Foreign currencies

The Company Financial Statements are presented in Indian rupees (INR), which is also the functional currency and the currency of the primary economic environment in which the Company operate.

Transactions and balances

Transactions in foreign currencies are initially recorded by the company at their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that are designated as part of the hedge of the Company's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

e) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current income tax assets and liabilities are offset if a legally enforceable right exists to set off these.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In situations where company is entitled to a tax holiday under the Income-tax Act, 1961, enacted in India, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period. Deferred taxes in respect of temporary differences which reverse after the tax holiday period are recognized in the year in which the temporary differences originate. However, the company restrict the recognition of deferred tax assets to the extent that it has become reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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 taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

f) Property, plant and equipment

Capital work-in-progress, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent Costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognised. The cost for day-to-day servicing of property, plant and equipment are recognised in Statement of Profit and Loss as and when incurred.

Derecognition

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

Gains or losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

g) Depreciation/amortization of PPE

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Category	Life (In years)
Plant and equipment (solar power projects)*	25
Office equipment	5
Furniture and fixture	10

* Based on an external technical assessment, the management believes that the useful lives as given above and residual value of 0%, best represents the period over which management expects to use its assets and its residual value. The useful life of plant and equipment is different from the useful life as prescribed under Part C of Schedule II of Companies Act, 2013.

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

h) Borrowing costs

Borrowing costs 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. Borrowing costs consist of interest, discount on issue, premium payable on redemption and other costs that an entity incurs in connection with the borrowing of funds (this cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs). The borrowing costs are amortised basis the Effective Interest Rate (EIR) method over the term of the loan. The EIR amortisation is recognised under finance costs in the Statement of Profit or Loss. The amount amortized for the period from disbursement of borrowed funds upto the date of capitalization of the qualifying assets is added to cost of the qualifying assets.

i) Impairment of non-financial assets

The company assess, 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 estimate the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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 fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit or Loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as an increase in revaluation.

j) Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

k) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Consumables and spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

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

l) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets***Initial recognition and measurement***

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Debt instruments at fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present the subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Other equity investments

All other equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The respective company has transferred their rights to receive cash flows from the asset or have assumed the obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; And
- Either the companies under the company has transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

When the Company have transferred their rights to receive cash flows from an asset or have entered into a pass-through arrangement, they evaluate if and to what extent they have retained the risks and rewards of ownership. When they have neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the continuing involvement of company. In that case, the company also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on all the financial assets and credit risk exposure.

The Company follows 'simplified approach for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

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

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

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

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the Statement of profit and loss (P&L).

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The financial liabilities of the company include trade and other payables, derivative financial instruments, loans and borrowings including bank overdraft.

Subsequent measurement

The measurement of financial liabilities depends on their classification as discussed below:-

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to borrowings.

The Company recognise debt modifications agreed with lenders to restructure their existing debt obligations. Such modifications are done to take advantage of falling interest rates by cancelling the exposure to high interest fixed rate debt, pay a fee or penalty on cancellation and replace it with debt at a lower interest rate (exchange of old debt with new debt). The qualitative factors considered to be relevant for modified financial liabilities include, but are not limited to, the currency that the debt instrument is denominated in, the interest rate (that is fixed versus floating rate), conversion features attached to the instrument and changes in covenants. The accounting treatment is determined depending on whether modifications or exchange of debt instruments represent a settlement of the original debt or merely a renegotiation of that debt. The exchange of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

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

Compound Instruments- Compulsorily Convertible Debentures (CCDs)

Compulsorily Convertible Debentures (CCDs) are separated into liability and equity components based on the terms of the contract

Basis the terms of these compound financial instruments the distributions to holders of an equity instrument are being recognised by the entity directly in equity. Transaction costs of an equity transaction are being accounted for as a reduction from equity.

The company recognises interest, dividends, losses and gains relating to such financial instrument or a component that is a financial liability as income or expense in profit or loss.

The present value of the liability part of the compulsorily convertible debentures classified under financial liabilities and the equity component is calculated by subtracting the liability from the total proceeds of CCDs.

Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components of the instrument in proportion to the allocation of proceeds. Transaction costs that relate jointly to more than one transaction (for example, cost of issue of debentures, listing fees) are allocated to those transactions using a basis of allocation that is rational and consistent with similar transactions.

Derecognition

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

Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent.

Offsetting of financial instruments

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

m) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as interest rate swaps and call options, to hedge its interest rate risks and foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

n) Cash and Cash-Equivalents

Cash and short-term deposits in the balance sheet comprise cash at banks and cash in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net off bank overdrafts as they considered an integral part of the Company's cash management.

o) Measurement of EBITDA

The company has elected 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 measure EBITDA on the basis of profit/ (loss) from continuing operations. In their measurement, the companies include interest income but do not include depreciation and amortization expense, finance costs and tax expense.

p) Events occurring after the Balance Sheet date

Impact of events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date are adjusted to respective assets and liabilities.

The Company does not adjust the amounts recognised in its financial statements to reflect non-adjusting events after the reporting period.

The Company makes disclosures in the financial statement in cases of significant events.

q) Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

r) Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issue data later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

'The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share'

3.2 Changes in accounting policy and disclosures- New and amended standards

a) Other regulatory changes

On 20 September 2019, vide the Taxation Laws (Amendment) Ordinance, 2019 (the "Ordinance"), the Government of India inserted 115BAA in the Income Tax Act, 1961 which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective 1st April, 2019, subject to certain conditions. The Company has decided to opt for reduced corporate tax rates and accordingly, has recognized current tax and re-measured its deferred taxes as per the provisions of the Ordinance. This has resulted in write-off of MAT credit amounting to INR 155, and creation of Deferred Tax Assets (DTA) amounting to INR 159 on account of re-measurement of deferred tax as at 31 March, 2019. The tax charge for the year have decreased by INR 4.

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ReNew Akshay Urja Limited

Notes to Financial Statements for the year ended 31 March 2020

(Amounts in INR millions, unless otherwise stated)

4 Property, plant and equipment

	<u>Freehold Land</u>	<u>Plant and equipment</u>	<u>Office equipment</u>	<u>Furniture & Fixtures</u>	<u>Total Property, plant and equipment</u>	<u>Capital work in progress</u>
Cost						
At 1 April 2018	279	9,138	0	-	9,417	42
Additions during the year	4	72	-	0	76	30
Capitalised during the year	-	-	-	-	-	(72)
At 31 March 2019	283	9,210	0	0	9,493	-
Additions during the year	8	-	0	-	8	-
Adjustment*	-	(19)	-	-	(19)	-
At 31 March 2020	291	9,191	0	0	9,482	-
Accumulated Depreciation						
At 1 April 2018	-	686	0	-	686	-
Charge for the year (refer note 22)	-	367	0	0	367	-
At 31 March 2019	-	1,053	0	0	1,053	-
Charge for the year (refer note 22)	-	368	0	0	368	-
At 31 March 2020	-	1,421	0	0	1,421	-
Net book value						
At 31 March 2019	283	8,157	0	0	8,440	-
At 31 March 2020	291	7,770	0	0	8,061	-

Mortgage and hypothecation on Property, plant and equipment:

Property, plant and equipment with a carrying amount of INR 8,061 (31 March 2019: INR 8,440) are subject to a pari passu first charge to respective lenders for project term loans and debentures as disclosed in Note 14.

*** Adjustment pertains to following**

Adjustment during the year pertains to actualisation of certain provisional capitalisation.

5 Financial assets	As at 31 March 2020	As at 31 March 2019
Current		
Loans		
Considered good - Unsecured		
Loan to fellow subsidiaries - redeemable non cumulative preference shares (refer note 25)	1,104	1,104
Security deposits	0	0
Total	1,104	1,104
Others		
Recoverable from related parties (refer note 25)	4	1
Interest accrued on fixed deposits	10	6
Interest accrued on loans to related parties (refer note 25)	4	4
Total	18	11

Loans and receivables are non-derivative financial assets which generate a fixed or variable interest income for the Company. The carrying value may be affected by changes in the credit risk of the counterparties.

*Unsecured loan to related party is recoverable on demand and carries interest at 8.00% per annum.

6 Deferred tax liabilities (net)	As at 31 March 2020	As at 31 March 2019
Deferred tax relates to the following:		
Deferred tax related to items recognised in equity:		
Deferred tax assets (gross)		
Compound Financial Instruments	0	0
(a)	0	0
Deferred tax related to items recognised in statement of profit and loss:		
Deferred tax liabilities (gross)		
Difference in written down value as per books of account and tax laws	1,344	1,816
Ancillary borrowing cost post commissioning	16	18
(b)	1,360	1,834
Deferred tax assets (gross)		
Compound Financial Instruments	0	0
Losses available for offsetting against future taxable income	1,307	1,680
Unused tax credit (MAT)	-	154
(c)	1,307	1,834
Deferred tax liabilities (net)	(d) = (b) - (c)	0

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

	31 March 2020	31 March 2019
Accounting profit before income tax	209	335
Effective Tax Rate	25%	26%
Tax at the India's tax rate of 22% added applicable surcharge(10%) and cess(4%) (PY 26%)	52	87
Effect of tax holidays and other tax exemptions	-	114
Other non deductible tax expenses	5	1
On account of adoption of new tax ordinance		
MAT credit written off	155	-
DTA recognised on losses	(159)	-
At the effective income tax rate	53	202
Current tax expense reported in the statement of profit and loss	-	72
Deferred tax expense reported in the statement of profit and loss	53	130
	53	202

*** Where deferred tax expense relates to the following :**

Loan to subsidiary - redeemable non cumulative preference shares		
Losses available for offsetting against future taxable Income	372	(253)
Ancillary borrowing cost	(2)	2
Compound Financial Instruments	(0)	(0)
Unused tax credit (MAT)	155	(72)
Difference in WDV as per books of accounts and tax laws	(472)	452
	53	130

Reconciliation of deferred tax assets (net):

	31 March 2020	31 March 2019
Opening balance of DTA/(DTL) (net)	-	130
Deferred tax income/(expense) during the year recognised in profit or loss	(53)	(130)
Closing balance of DTA/(DTL) (net)	(53)	-

The company has unabsorbed depreciation and carried forward losses which arose in India of INR 5,190 (31 March 2019: INR 9,511). The unabsorbed depreciation will be available for offsetting against future taxable profits of the Company.

Out of this, the tax losses that are available for offsetting for 8 years against future taxable profits of the company in which the losses arose are INR Nil (31 March 2019: INR 2,080). The unabsorbed depreciation that will be available for offsetting against future taxable profits of the company indefinitely in which the losses arose are of INR 5,190 (31 March 2019: INR 7,431).

The Company has recognised deferred tax asset of INR 1,307 (31 March 2019: INR 1,679) utilisation of which is dependent on future taxable profits. The future taxable profits are based on projections made by the management considering the power purchase agreement with power procurer.

ReNew Akshay Urja Limited
Notes to Financial Statements for the year ended 31 March 2020
(Amounts in INR millions, unless otherwise stated)

	As at 31 March 2020	As at 31 March 2019
7 Prepayments		
Non-current (unsecured, considered good unless otherwise stated)		
Prepaid expenses	-	16
Total	<u>-</u>	<u>16</u>
Current (unsecured, considered good unless otherwise stated)		
Prepaid expenses	47	49
Total	<u>47</u>	<u>49</u>
8 Other assets		
Non-current (unsecured, considered good unless otherwise stated)		
Others		
Balances with Government authorities	8	8
Total	<u>8</u>	<u>8</u>
Current (Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or kind	6	3
Total	<u>6</u>	<u>3</u>
9 Inventories		
Consumables & Spares	5	1
Total	<u>5</u>	<u>1</u>
10 Trade receivables		
Unsecured, considered good	1,445	1,299
Less: Impairment allowance (bad and doubtful debts)	1,445	1,299
Total	<u>-</u>	<u>-</u>
	<u>1,445</u>	<u>1,299</u>
No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. No any trade or other receivables are due from firms or private companies respectively in which any director is a partner, director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 days.		
11 Cash and cash equivalents		
Cash and cash equivalents		
Balance with bank		
- On current accounts	14	6
Total	<u>14</u>	<u>6</u>
Bank balances other than cash and cash equivalents		
Deposits with		
- Remaining maturity for less than twelve months #	480	153
- Remaining maturity for more than twelve months #	(0)	-
	<u>480</u>	<u>153</u>
Less: amount disclosed under financial assets (others) (Note 5)	0	-
Total	<u>480</u>	<u>153</u>

#Fixed deposits of INR 89 (31 March 2019: INR 153) are under lien with various banks for the purpose of Debt Service Reserve Account (DSRA) and margin money.

The bank deposits have an original maturity period of 181 to 366 days and carry an interest rate from 5.70 to 6.75% which is receivable on maturity.

12 Share capital

Authorised share capital

Equity shares of INR 10 each

At 1 April 2018

At 31 March 2019

At 31 March 2020

	Number of shares	Amount
	25,000,000	250
	25,000,000	250
	25,000,000	250

Issued share capital

12A Equity shares of INR 10 each issued, subscribed and paid up

At 1 April 2018

At 31 March 2019

At 31 March 2020

	Number of shares	Amount
	13,303,571	133
	13,303,571	133
	13,303,571	133

Terms/rights attached to equity shares

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

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

12B Shares held by the holding Company

ReNew Solar Power Private Limited (including its nominees)

Equity shares of INR 10 each

	As at 31 March 2020		As at 31 March 2019	
	Number of shares	Amount	Number of shares	Amount
	7,450,000	74	7,450,000	74

12C Details of shareholders holding more than 5% shares in the Company

Equity shares of INR 10 each

ReNew Solar Power Private Limited

Hanwha Q Cells Corporation

	As at 31 March 2020		As at 31 March 2019	
	Number	% Holding	Number	% Holding
	7,450,000	56.00%	7,450,000	56.00%
	5,853,571	44.00%	5,853,571	44.00%

As per the records of the Company, including its register of shareholders/members the above shareholding represents both legal and beneficial ownerships of shares.

12D No shares have been allotted without payment of cash or by way of bonus shares during the period of five years immediately preceding the balance sheet date.

13 Other equity

13A Equity component of compulsory convertible debentures (CCD)

At 1 April 2018

Accretion during the year

At 31 March 2019

Accretion during the year

At 31 March 2020

	Number of debentures	Total proceeds	Liability component (refer note 14)	Equity component
	9,539,077	1,145	1	1,144
	-	-	0	-
	9,539,077	1,145	1	1,144
	-	-	-	-
	9,539,077	1,145	-	1,144

Terms of conversion of CCDs

CCDs are compulsorily convertible into equity shares at the end of twenty years from the date of issue, viz., June 17, 2035 or in accordance with the terms of the JVA at conversion ratio defined therein.

CCD carry an interest coupon rate of 0.01% per annum with moratorium of 18 months from the date of issue. CCDs do not carry any voting rights.

13B Securities premium

At 1 April 2018

At 31 March 2019

At 31 March 2020

1,200
1,200
1,200

Nature and purpose

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

ReNew Akshay Urja Limited**Notes to Financial Statements for the year ended 31 March 2020**

(Amounts in INR millions, unless otherwise stated)

13C Debenture redemption reserve

At 1 April 2018	154
Amount transferred from surplus balance in retained earnings	205
At 31 March 2019	<u>359</u>
Debenture redemption reserve release on account of repayment of debenture	(55)
At 31 March 2020	<u><u>304</u></u>

Nature and purpose

Debenture redemption reserve represents amount transferred from retained earnings as per the requirements of Companies (Share capital and Debentures) Rules, 2014 (as amended).

13D Retained earnings

At 1 April 2018	325
Profit for the year	136
Appropriation for debenture redemption reserve	(205)
At 31 March 2019	<u>256</u>
Profit for the year	156
Debenture redemption reserve release on account of repayment of debenture	55
At 31 March 2020	<u><u>467</u></u>

As per amendments in Companies (Share capital and Debentures) Rules, 2014 the requirement of listed Companies to create DRR has been removed.

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ReNew Akshay Urja Limited

Notes to Financial Statements for the year ended 31 March 2020

(Amounts in INR millions, unless otherwise stated)

14 Long-term borrowings	Nominal interest rate %	Maturity	Non-current		Current	
			31 March 2020	31 March 2019	31 March 2020	31 March 2019
Debentures						
- Listed Non convertible Debentures (secured)	8.55% - 8.75%	30 Sep 2034	6,447	6,789	342	319
- Unlisted compulsorily convertible Debentures (unsecured)	0.01%	19 Sep 2035	1	1	-	-
Total long-term borrowings			6,448	6,790	342	319
Amount disclosed under the head 'Other current financial liabilities' (Refer note 17)			-	-	(342)	(319)
			6,448	6,790	-	-

Notes:

Details of Security

(i) Listed Non convertible Debentures (secured)

The debentures are secured by way of first pari passu charge on the Company's immovable properties, movable assets, current assets, cash accruals including but not limited to current assets, receivables, book debts, cash and bank balances, loans and advances etc. present and future.

(ii) Listed Non convertible Debentures is repayable in half yearly installments starting from 31 March 2018 to 30 September 2034.

(iii) Unlisted compulsorily convertible debentures (unsecured)

Compulsorily Convertible Debentures (CCD) are compulsorily convertible into equity shares in accordance with the terms of the Joint Venture Agreement at conversion ratio defined therein. CCD do not carry any voting rights.

(iv) ReNew Solar Power Private Limited, the holding company, has pledged 6,784,821 (31 March 2019; 6,784,821) equity shares and 4,864,929 (31 March 2019; 4,864,929) CCDs as on 31 March 2020 in favour of security trustee on behalf of lender.

(v) The facility is covered by corporate guarantee of ReNew Power Private Limited, the ultimate holding company. The guarantee shall remain valid and in force till all security is created and perfected to the satisfaction of lenders.

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ReNew Akshay Urja Limited**Notes to Financial Statements for the year ended 31 March 2020**

(Amounts in INR millions, unless otherwise stated)

	<u>As at 31 March 2020</u>	<u>As at 31 March 2019</u>
15 Short term borrowings		
Loan from related party (unsecured) (refer note 25)	678	508
Total	<u>678</u>	<u>508</u>
Loan from related party (unsecured)		
Unsecured loan from related party is repayable on demand and carries interest at 8.00% per annum.		
16 Trade payables	<u>As at 31 March 2020</u>	<u>As at 31 March 2019</u>
Current		
Outstanding dues to micro enterprises and small enterprises (refer note 34)	-	-
Others	359	316
Total	<u>359</u>	<u>316</u>
17 Other current financial liabilities	<u>As at 31 March 2020</u>	<u>As at 31 March 2019</u>
Financial liabilities at amortised cost		
Current maturities of long term borrowings (Refer note 14)	342	319
Others		
Interest accrued on loan to related parties (refer note 25)	54	11
Capital creditors	40	46
Total	<u>436</u>	<u>376</u>
18 Other current liabilities	<u>As at 31 March 2020</u>	<u>As at 31 March 2019</u>
Other payables		
TDS payable	3	6
GST payable	0	0
Total	<u>3</u>	<u>6</u>

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ReNew Akshay Urja Limited
Notes to Financial Statements for the year ended 31 March 2020
(Amounts in INR millions, unless otherwise stated)

19 Revenue from operations	For the year ended 31 March 2020	For the year ended 31 March 2019
Income from contracts with customers		
Sale of power	1,439	1,558
Total	1,439	1,558
20 Other income	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest income		
- on fixed deposit with banks	27	13
- on loan to related parties (refer note 25)	-	0
Miscellaneous income	3	-
Total	30	13
21 Other expenses	For the year ended 31 March 2020	For the year ended 31 March 2019
Legal and professional fees	12	14
Corporate social responsibility (refer note 27)	5	4
Travelling and conveyance	1	1
Director's commission	2	2
Printing and stationery	0	0
Management shared services	38	38
Rates and taxes	1	0
Payment to auditors *	1	1
Insurance	4	3
Operation and maintenance	70	62
Repair and maintenance		
- plant and machinery	-	0
Miscellaneous expenses	3	2
Total	137	127
*Payment to Auditors	For the year ended 31 March 2020	For the year ended 31 March 2019
As auditor:		
Audit fee	1	1
In other capacity:		
Certification fees	-	0
Limited review	0	0
Reimbursement of expenses	0	0
	1	1
22 Depreciation expense	For the year ended 31 March 2020	For the year ended 31 March 2019
Depreciation of property, plant & equipment (refer note 4)	368	367
Total	368	367
23 Finance costs	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest expense on		
- loan from related party (refer note 25)	48	9
- debentures	627	652
- liability component of compulsorily convertible debentures	0	0
Bank charges	80	81
Total	755	742

ReNew Akshay Urja Limited
Notes to Financial Statements for the year ended 31 March 2020
(Amounts in INR millions, unless otherwise stated)

24 Earnings per share (EPS)

	For the year ended 31 March 2020	For the year ended 31 March 2019
The following reflects the profit and share data used for the basic and diluted EPS computations:		
Profit attributable to equity holders for basic earnings	156	136
Interest on compulsory convertible debentures	<u>0</u>	<u>0</u>
	<u>156</u>	<u>136</u>
Net profit for calculation of basic EPS	156	136
Weighted average number of equity shares for calculating basic EPS	22,842,648	22,842,648
Basic earnings per share	6.81	5.95
Net profit for calculation of diluted EPS	156	136
Weighted average number of equity shares for calculating diluted EPS	22,842,648	22,842,648
Diluted earnings per share	6.81	5.95
	No. of shares	No. of shares
Weighted average number of equity shares in calculating basic EPS	(a) 13,303,571	13,303,571
Effect of dilution in calculating basic EPS and diluted EPS		
Convertible equity for compulsorily convertible debentures (CCD)	(b) 9,539,077	9,539,077
Weighted average number of equity shares in calculating diluted EPS	(c) = (a) + (b)	22,842,648

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25 Related party disclosure

a) Names of related parties and related party relationship:

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

I. Holding Company

ReNew Solar Power Private Limited

II. Ultimate Holding Company

GS Wyvern Holdings Limited (till 22 March 2018)

ReNew Power Private Limited (formerly known as ReNew Power Ventures Private Limited and Renew Power Private Limited) (post 22 March 2018) ; (Intermediate Holding Company till 22 March 2018)

III. Entities with significant influence

Hanwa Q Cells Corporation

IV. Key management personnel (KMPs) :

Mr. Sumant Sinha, Chairman and Managing Director of ReNew Power Private Limited.

V. Fellow Subsidiaries with whom transactions incurred during the year

Abaha Wind Energy Private Limited	ReNew Wind Energy (Welturi) Private Limited
ReNew Solar Energy (Karnataka) Private Limited	ReNew Solar Energy (TN) Private Limited
ReNew Power Services Private Limited	ReNew Wind Energy (Devgarh) Private limited
Ostro Energy Private Limited	Renew Saur Shakti Private limited
ReNew Wind Energy (Karnataka Two) Private Limited	ReNew Clean Energy Private limited
ReNew Saur Urja Private Limited	ReNew Solar Energy Private Limited
ReNew Wind Energy (Jath) Private Limited	ReNew Wind Energy (Rajasthan 3) Private Limited
ReNew Wind Energy (AP) Private Limited	ReNew Wind Energy (TN 2) Private Limited
ReNew Wind Energy (Rajasthan) Private Limited	ReNew Solar Energy (Telangana) Private Limited
ReNew Sol Energy (Jharkhand One) Private Limited	ReNew Services Private Limited

VI. Enterprise with significant influence

Hareon Solar Singapore Private Limited

b) Details of transactions with holding Company:

Particulars	ReNew Solar Power Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Unsecured loan received from related party	-	31
Expenses incurred on behalf of the company	6	-
Reimbursement of expenses	1	-
Purchase of services# (Management shared services)	37	38
Interest expense on unsecured loan	4	4

The Holding Company has charged certain common expenses to its subsidiary companies on the basis of its best estimate of expenses incurred for each of its subsidiary companies and recovered the said expenses in the form of 'Management Shared Services'. The management believes that the method adopted by the holding Company is most appropriate basis for recovering of such common expenses.

c) Details of outstanding balances with holding Company:

Particulars	ReNew Solar Power Private Limited	
	31 March 2020	31 March 2019
Unsecured loan payable	54	54
Trade payables	75	38
Capital creditors	11	5
Interest expense accrued on unsecured loan	8	3

d) Details of transactions with Ultimate Holding Company:

Particulars	ReNew Power Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Unsecured loan refunded from related party	-	4
Unsecured loan received from related party	170	454
Interest expense on unsecured loan	43	6
Interest income on unsecured loan given	-	0
Expenses incurred on behalf of the ultimate holding company	-	1
Expenses incurred on behalf of the company	1	1

The Ultimate holding Company has charged certain common expenses to its subsidiary companies on the basis of its best estimate of expenses incurred for each of its subsidiary companies and recovered the said expenses in the form of 'Management Shared Services'. The management believes that the method adopted by the holding Company is most appropriate basis for recovering of such common expenses.

ReNew Akshay Urja Limited
Notes to Financial Statements for the year ended 31 March 2020

(Amounts in INR millions, unless otherwise stated)

e) Details of outstanding balances with Ultimate Holding Company:

Particulars	ReNew Power Private Limited	
	31 March 2020	31 March 2019
Trade payables	170	170
Unsecured loan payable	624	454
Interest accrued on loan payable	45	5
Interest accrued on loan recoverable	4	4
Recoverable from related party	-	0
Capital creditors	26	26

f) Details of transactions with fellow subsidiaries:

Particulars	Abaha Wind Energy Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the fellow subsidiary	-	0

Particulars	Renew Saur Shakti Private limited		Ostro Energy Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the fellow subsidiary	-	0	-	-

Particulars	ReNew Wind Energy (Karnataka Two) Private Limited		ReNew Clean Energy Private limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the fellow subsidiary	-	0	-	0

Particulars	ReNew Solar Energy Private Limited		ReNew Saur Urja Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the fellow subsidiary	-	0	9	0
Expenses incurred on behalf of the company by fellow subsidiary	-	0	-	9

Particulars	ReNew Wind Energy (Jath) Limited		ReNew Solar Energy (Karnataka) Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the company by fellow subsidiary	-	1	-	8

Particulars	ReNew Wind Energy (AP) Private Limited		ReNew Solar Energy (TN) Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the fellow subsidiary	-	0	-	0

Particulars	ReNew Wind Energy (Devgarh) Private Limited		ReNew Wind Energy (Rajasthan 3) Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the fellow subsidiary	-	-	-	0

Particulars	ReNew Services Private Limited		ReNew Wind Energy (TN 2) Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the fellow subsidiary	-	-	3	0
Expenses incurred on behalf of the company by fellow subsidiary	-	-	-	0

Particulars	ReNew Power Services Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the company by fellow subsidiary	0	0
Expenses incurred on behalf of fellow subsidiary	0	-
Purchase of services# (Management shared services)	-	0
Loan to fellow subsidiary : Redeemable Non Cumulative Preference shares	-	-

ReNew Akshay Urja Limited
Notes to Financial Statements for the year ended 31 March 2020

(Amounts in INR millions, unless otherwise stated)

The ReNew Power Services Private Limited has charged certain common expenses to its subsidiary companies on the basis of its best estimate of expenses incurred for each of its subsidiary companies and recovered the said expenses in the form of 'Management Shared Services'. The management believes that the method adopted by the ReNew Power Services Limited is most appropriate basis for recovering of such common expenses.

Particulars	ReNew Wind Energy (Rajasthan) Private Limited	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses incurred on behalf of the company by fellow subsidiary	-	0

g) Details of outstanding balances with fellow subsidiaries:

Particulars	ReNew Wind Energy (TN 2) Private Limited		Abaha Wind Energy Private Limited	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Interest expense accrued on unsecured loan	-	-	2	2
Recoverable from related party	3	-	0	0
Trade payable	-	0	-	-

Particulars	ReNew Wind Energy (Jath) limited		Ostro Energy Private Limited	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Trade payable	1	1	1	-

Particulars	ReNew Saur Shakti Private Limited		ReNew Clean Energy Private limited	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Recoverable from related party	-	0	0	0

Particulars	ReNew Solar Energy (Karnataka) Private Limited		ReNew Saur Urja Private Limited	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Trade payable	6	6	-	9
Recoverable from related party	-	-	0	-

Particulars	ReNew Wind Energy (AP) Private limited		ReNew Solar Energy Private Limited	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Recoverable from related party	0	0	0	0

Particulars	ReNew Wind Energy (Rajasthan 3) Private Limited		ReNew Wind Energy (Karnataka Two) Private Limited	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Recoverable from related party	0	0	0	0

Particulars	ReNew Wind Energy (Rajasthan) Private Limited		ReNew Wind Energy (Welturi) Private Limited	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Recoverable from related party	0	0	0	0

Particulars	ReNew Solar Energy (TN) Private Limited		ReNew Wind Energy (Devgarh) Private Limited	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Trade payable	52	52	0	0

Particulars	ReNew Services Private Limited		ReNew Power Services Private Limited	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Trade payable	-	-	-	0
Recoverable from related party	-	-	1	1
Loan to fellow subsidiary : RNCPS	-	-	1,104	1,104

h) Compensation of Key management personnel

Remuneration to the key managerial personnel is paid by the holding Company of the company and is allocated between the subsidiary companies as management shared services and is not separately identifiable.

i) The facility is covered by corporate guarantee of ReNew Power Limited, the Intermediate holding company. The guarantee shall remain valid and in force till all security is created and perfected to the satisfaction of lenders.

j) ReNew Solar Power Private Limited, the holding company, has pledged 6,784,821 (31 March 2019; 6,784,821) equity shares and 4,864,929 (31 March 2019; 4,864,929) CCDs as on 31 March 2020 in favour of security trustee on behalf of lender.

26 Segment Information

The Chairman and Managing Director of ReNew Power Limited takes decision in respect of allocation of resources and assesses the performance basis the report/ information provided by functional heads and are thus considered to be Chief Operating Decision Maker.

The Company is in the business of development and operation of solar power plant. There are no separate reportable segments (business and/ or geographical) in accordance with the requirements of Ind AS 108 'Operating segment' and hence, there are no additional disclosures to be provided other than those already provided in the financial statements.

The Company generates entire revenue from single customer.

27 Corporate social responsibility expenditure

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities as follows :-

- 1) Sanitation & making available safe drinking water- Construction of toilets, Bore-well, well, Tube-well etc.
- 2) Empowering women through SHGs (self-help group) and creating income generation activities for the women like stitching and tailoring, goatery, backyard poultry etc.)
- 3) Ensuring environmental sustainability- animal welfare Plantation, environment awareness,
- 4) Animal Welfare-Animal health camp, Para –vet training
- 5) Education awareness, Remedial classes for weak students etc.
- 6) Health and Hygiene- Health camps in the community, cleanliness drive to create awareness.

A CSR committee has been formed by the Company as per the Act. The funds were utilised on above mentioned activities which are specified in Schedule VII of the Companies Act, 2013.

(a) Gross amount required to be spent by the Company during the year is INR 5 (31March 2019: INR 4).

(b) Amount spent during the year on:

List of CSR activities	In Cash	Yet to be paid	Total
1. Construction / Acquisition of any asset	-	-	-
2. On purposes other than (1) above			
Current year	0	5	5
Previous year*	2	2	4

* The amount yet to be paid in previous year has been subsequently paid in current year.

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28 Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the Company:

	31 March 2020		31 March 2019	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Measured at amortised cost				
Loans	1,104	1,104	1,104	1,104
Trade receivables	1,445	1,445	1,299	1,299
Cash and cash equivalent	14	14	6	6
Bank balances other than cash and cash equivalent	480	480	153	153
Other current financial assets	18	18	11	11
Financial liabilities				
Measured at amortised cost				
Long term borrowings	6,448	6,448	6,790	6,790
Short-term borrowings	678	678	508	508
Trade payables	359	359	316	316
Other current financial liabilities	436	436	376	376

The management of the Company assessed that current investments, cash and cash equivalents, trade receivables, trade payables, short term borrowings, other current financial liabilities and other current financial assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

The following methods and assumptions were used to estimate the fair values:

- The fair values of the Company's term loans from financial institutions including current maturities are determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk. The own non-performance risk as at 31 March 2020 was assessed to be insignificant.
- The fair values of the liability component of compulsory convertible debentures and lease liability including current maturities are determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the borrowing rate as at the end of the reporting period. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risk. The own non-performance risk as at 31 March 2020 was assessed to be insignificant.

29 Fair value hierarchy

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- Level 3 - Inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

The following table provides the fair value measurement hierarchy of the assets and liabilities of the Company :-

Quantitative disclosures fair value measurement hierarchy for assets/liabilities as at year end:

	Level of fair value measurement	31 March 2020		31 March 2019	
		Carrying value	Fair value	Carrying value	Fair value
Financial liabilities not measured at fair value					
Measured at amortised cost					
Long-term borrowings					
Non convertible debentures	Level 3	6,447	6,447	6,789	6,789
Compulsory convertible debentures	Level 3	1	1	1	1
Total		6,448	6,448	6,790	6,790

Particulars	Fair value hierarchy	Valuation technique	Inputs used
Financial liabilities not measured at fair value			
Non convertible debentures	Level 3	Discounted cash flow	Prevailing interest rates in the market, Future cash flows
Compulsory convertible debentures	Level 3	Discounted cash flow	Prevailing interest rates in the market, Future cash flows

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30 Financial Risk Management objectives and policies

"The Company's principal financial liabilities comprise loans and borrowings, trade and other payables.

The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a various sub committees that advises on financial risks and the appropriate financial risk governance framework for the Company. These committees provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below.

Market Risk

Market risk is the risk that the Company's assets and liabilities will be exposed to due to a change in market prices that determine the valuation of these financial instruments. Market risk comprises 3 types of risk: interest rate risk, currency risk and other price risk such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and deposits..

The sensitivity analyses in the following sections relate to the position as at 31 March 2020. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt are all constant as at 31 March 2020.

Interest rate Risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk primarily from the external borrowings that are used to finance their operations. The Company also monitors the changes in interest rates and actively re finances its debt obligations to achieve an optimal interest rate exposure.

Interest Rate Sensitivity

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has fixed interest rate bearing external borrowing and hence not exposed to interest rate risk.

Foreign Currency Risk:

Foreign Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not have any foreign currency exposures as on 31 March 2020. In case of foreign currency exposures, the Company monitors that the hedges do not exceed the underlying foreign currency exposure. The Company does not undertake any speculative transactions.

Credit Risk

Credit risk is the risk that the power procurer will not meet their obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from their operating activities (primarily trade receivables) but this credit risk exposure is insignificant given the fact that substantially whole of the revenues are from state utilities/government entities.

Further the Company sought to reduce counterparty credit risk under long-term contracts in part by entering into power sales contracts with utilities or other customers of strong credit quality and we monitor their credit quality on an on going basis.

The maximum credit exposure to credit risk for the components of the balance sheet at 31 March 2020 and 31 March 2019 is the carrying amount of all the financial assets.

Trade Receivables

Customer credit risk is managed basis established policies of Company, procedures and controls relating to customer credit risk management. Outstanding customer receivables are regularly monitored. The Company does not hold collateral as security.

The Company has state utilities/government entities as it's customers with high credit worthiness, therefore, the Company does not see any risk related to credit. The credit quality of the customers other than state utilities/government entities is evaluated based on their credit ratings and other publicly available data.

Financial instruments and credit risk

Credit risk from balances with banks is managed by company's treasury department. Investments, in the form of fixed deposits, loans and other investments of surplus funds are made only with banks and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed on an annual basis by the Company, and may be updated throughout the year subject to approval of company's finance committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

ReNew Akshay Urja Limited**Notes to Financial Statements for the year ended 31 March 2020**

(Amounts in INR millions, unless otherwise stated)

Liquidity Risk

Liquidity risk is the risk that the Company will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The approach of the Company to manage liquidity is to ensure, as far as possible, that these will have sufficient liquidity to meet their respective liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to their reputation.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The Company rely mainly on long-term debt obligations to fund their construction activities. To the extent available at acceptable terms, utilized non-recourse debt to fund a significant portion of the capital expenditures and investments required to construct and acquire our wind and solar power plants and related assets. The Company's non-recourse financing is designed to limit default risk and is a combination of fixed and variable interest rate instruments. In addition, the debt is typically denominated in the currency that matches the currency of the revenue expected to be generated from the benefiting project, thereby reducing currency risk. The majority of non-recourse debt is funded by banks and financial institutions, with debt capacity supplemented by unsecured loan from related party.

The table below summarizes the maturity profile of financial liabilities of Company based on contractual undiscounted payments:

Year ended 31 March 2020	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings (other than preference shares)						
Non convertible debentures*	-	-	-	3,622	7,155	10,777
Compulsory convertible debentures	-	-	-	-	1	1
Short term borrowings						
Loans from related party	678	-	-	-	-	678
Other financial liabilities						
Current maturities of long term borrowings*	-	148	790	-	-	938
Interest accrued but not due on borrowings	-	54	-	-	-	54
Capital Creditors	37	3	-	-	-	40
Trade payables						
Trade payables	306	53	-	-	-	359

* Including future interest payments.

The Company expect liabilities with current maturities to be repaid from net cash provided by operating activities of the entity to which the debt relates or through opportunistic refinancing activity or some combination thereof.

Year ended 31 March 2019	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings (other than preference shares)						
Non Convertible Debentures*	-	-	-	3,682	8,035	11,717
Compulsory convertible debentures	-	-	-	-	1	1
Short term borrowings						
Loans from related party	508	-	-	-	-	508
Other financial liabilities						
Current maturities of long term borrowings*	-	156	791	-	-	948
Interest accrued but not due on borrowings	-	11	-	-	-	11
Capital Creditors	31	15	-	-	-	46
Trade payables						
Trade payables	276	40	-	-	-	316

* Including future interest payments.

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31 Significant accounting judgments, estimates and assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In the process of applying the accounting policies management has made certain judgements, estimates and assumptions. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based their assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

A) Accounting judgements:

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company makes various assumptions and estimates while computing deferred taxes which include production related data (PLFs), projected operations and maintenance costs, projected finance costs, proposed availment of deduction under section 80IA of the Income Tax Act, 1961 and the period over which such deduction shall be availed, accelerated depreciation, other applicable allowances, usage of brought forward losses etc. While these assumptions are based on best available facts in the knowledge of management as on the balance sheet date however, they are subject to change year on year depending on the actual tax laws and other variables in the respective year. Given that the actual assumptions which would be used to file the return of income shall depend upon the tax laws prevailing in respective year, management shall continue to reassess these assumptions while calculating the deferred taxes on each balance sheet date and the impact due to such change, if any, is considered in the respective year.

Depreciation on property, plant and equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. Considering the applicability of Schedule II of Companies Act, 2013, the management has re-estimated useful lives and residual values of all its property, plant and equipment. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment, though these rates in certain cases are different from lives prescribed under Schedule II of the Companies Act, 2013.

Basis legal opinion obtained, management is of the view that application of CERC and/or SERC rates for the purpose of accounting for depreciation expenses is not mandatory. Hence, Company is depreciating the assets bases on life as determined by an expert.

B) Estimates and assumptions:

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values.

Assumptions include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See note 28 and 29 for further disclosures.

32 Capital management

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

The Company manage their capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitor capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, other payables, less cash and short-term deposits.

The policy of the Company is to keep the gearing ratio of the power project to 3:1 during the construction phase and aim to enhance it to 4:1 post the construction phase. This is in line with the industry standard ratios. The current gearing ratios for the various projects in the Company is between 3:1 to 4:1.

In order to achieve this overall objective, the capital management of the Company, amongst other things, aims to ensure that they meet financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2020.

33 Commitments Liabilities and Contingencies (to the extent not provided for)

(i) Contingent liabilities

At 31 March 2020, the Company has contingent liabilities of INR Nil (31 March 2019: Nil)

(ii) Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for

At 31 March 2020, the Company has no capital commitment pertaining to commissioning of solar energy projects. (31 March 2019: INR Nil).

34 Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosure are required to be made relating to Micro, Small and Medium Enterprises. On the basis of the information and records available with the management, there are no outstanding dues to the Micro, Small and Medium Enterprises development Act, 2006.

Particulars	As at 31 March 2020	As at 31 March 2019
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year/period	Nil	Nil
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year/period	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year/period) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year/period; and	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	Nil	Nil

35 There are no employees on the rolls of the company and therefore no employee benefit expense accrued in the financial statements.

36 Absolute amounts less than INR 500,000 are appearing in the financial statements as "0" due to presentation in millions.

37 Due to outbreak of COVID-19 in India and globally, the Company has made initial assessment of likely adverse impact on economic environment in general and financial risks on account of COVID-19. Considering that the Company is in the business of generation of electricity which is granted "Must Run" status by MNRE, the management believes that the impact of outbreak on the business and financial position of the company will not be significant. The management does not see any risks in the Group's ability to continue as a going concern and meeting its liabilities as and when they fall due. The Company is closely monitoring developments, its operations, liquidity and capital resources and is actively working to minimize the impact of the unprecedented situation.

As per our report of even date

For S.R. Batliboi & Co. LLP

ICAI Firm Registration No.: 301003E/E300005

Chartered Accountants

**AMIT
CHUGH**

Digitally signed by AMIT CHUGH
DN: cn=AMIT CHUGH, c=IN,
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per Amit Chugh

Partner

Membership No.: 505224

Place: Gurugram

Date: 31 May 2020

For and on behalf of the ReNew Akshay Urja Limited

**RAHUL
JAIN**

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Date:
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Managing Director

(Rahul Jain)

DIN- 07641891

Place: Gurugram

Date: 31 May 2020

**MANISH
KARAMCHANDANI**

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Chief Financial Officer
(Manish Karamchandani)

Place: Gurugram

Date: 31 May 2020

**GAURAV
WADHWHA**

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Director

(Gaurav Wadhwa)

DIN- 07641926

Place: Gurugram

Date: 31 May 2020

**PALLAVI
CHHABRA**

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Company Secretary

(Pallavi Chhabra)

Membership No.: A46578

Place: Gurugram

Date: 31 May 2020