CREATING CLIMATE FOR CHANGE

# VIKRAM SOLAR LIMITED

**Corporate Identity Number: U18100WB2005PLC106448**

| Registered and Corporate Office | Contact Person | E-mail and Telephone | Website |
|---|---|---|---|
| The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata, West Bengal - 700107 | Sudip Chatterjee *Company Secretary and Compliance Officer* | secretarial@vikramsolar.com +91 33 2442 7399/ +91 33 2442 7299 | www.vikramsolar.com |

**OUR PROMOTERS: HARI KRISHNA CHAUDHARY, GYANESH CHAUDHARY, HARI KRISHNA CHAUDHARY FAMILY TRUST, GYANESH CHAUDHARY FAMILY TRUST, VIKRAM FINANCIAL SERVICES LIMITED AND VIKRAM CAPITAL MANAGEMENT PRIVATE LIMITED (FORMERLY, MONOLINK TREXIM PRIVATE LIMITED)**

**DETAILS OF OFFER TO PUBLIC**

| Type | Fresh Issue | Offer for Sale | Total Issue size | Eligibility and Share Reservation among QIBs, NIBs, RIIs and Eligible Employees |
|---|---|---|---|---|
| Fresh Issue and Offer for Sale | Up to [●] Equity Shares aggregating up to ₹ 15,000.00 million | Up to 5,000,000 Equity Shares, aggregating up to ₹ [●] million | Up to [●] Equity Shares aggregating up to ₹ [●] million | The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations, as the Company fulfils the requirements set out under Regulation 6(1) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, NIBs, RIIs and Eligible Employees, please see the section entitled "Offer Structure" on page 360. |

**DETAILS OF OFFER FOR SALE BY THE SELLING SHAREHOLDERS**

| Name of Selling Shareholders | Type | Number of Equity Shares Offered/ Amount (in ₹ million) | Average Cost of Acquisition (in ₹ per Equity Share)* |
|---|---|---|---|
| Anil Chaudhary | Promoter Group Selling Shareholder | Up to 3,615,000 Equity Shares aggregating up to ₹ [●] million | ₹ 2.50 |
| Girish Kumar Madhogaria | Individual Selling Shareholder | Up to 258,500 Equity Shares aggregating up to ₹ [●] million | ₹ 11.91 |
| Pushpa Madhogaria | Individual Selling Shareholder | Up to 126,500 Equity Shares aggregating up to ₹ [●] million | ₹ 11.91 |
| Vikram India Limited | Corporate Selling Shareholder | Up to 1,000,000 Equity Shares aggregating up to ₹ [●] million | ₹ 0.66 |

**As certified by Singhi & Co., Chartered Accountants, our Statutory Auditor, pursuant to the certificate dated March 23, 2022.*

**RISKS IN RELATION TO THE OFFER**

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 111 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section entitled "*Risk Factors*" on page 24.

**ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY**

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Offer which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholders accept responsibility for and confirm the statements made by them in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the offered shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

**LISTING**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE and NSE. For the purposes of the Offer, [●] is the Designated Stock Exchange.

**BOOK RUNNING LEAD MANAGERS**

| Name of BRLM and logo | Contact Person | E-mail and Telephone |
|---|---|---|
| **JM Financial Limited** JM FINANCIAL | Prachee Dhuri | vsl.ipo@jmfl.com +91 22 6630 3030 |
| **Kotak Mahindra Capital Company Limited** kotak® Investment Banking | Ganesh Rane | vikramsolar.ipo@kotak.com +91 22 4336 0000 |

**REGISTRAR TO THE OFFER**

| Name of the Registrar | Contact Person | E-mail and Telephone |
|---|---|---|
| Link Intime India Private Limited | Shanti Gopalkrishnan | vikramsolar.ipo@linkintime.co.in +91 22 4918 6200 |

**BID/OFFER PERIOD**

| | | | | | |
|---|---|---|---|---|---|
| **ANCHOR INVESTOR BIDDING DATE** | [●] | **BID/OFFER OPENS ON*** | [●] | **BID/OFFER CLOSES ON**** | [●] |

* *Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

** *Our Company may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

**DRAFT RED HERRING PROSPECTUS**
Dated March 23, 2022
*(This Draft Red Herring Prospectus will be updated upon filing with the RoC)*
*Please read Section 32 of the Companies Act, 2013*
**100% Book Built Issue**

vikramsolar
CREATING CLIMATE FOR CHANGE

# VIKRAM SOLAR LIMITED

Our Company was originally incorporated as "International Leather Clothiers Private Limited" at Kolkata, West Bengal as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 2, 2005, issued by the Registrar of Companies ("**RoC**"). Further, the name of our Company was changed from 'International Leather Clothiers Private Limited' to 'International Clothiers Private Limited' pursuant to which a fresh certificate of incorporation was issued by the RoC dated May 10, 2006. The name of our Company was further changed from 'International Clothiers Private Limited' to 'Vikram Solar Private Limited' pursuant to which a fresh certificate of incorporation was issued by the RoC dated September 3, 2008. Subsequently, our Company was converted from private limited company to public limited company and consequently the name of our Company was changed to its present name i.e. 'Vikram Solar Limited' and a fresh certificate of incorporation dated August 22, 2017 pursuant to the conversion was issued by the RoC. For details in relation to the changes in the name and registered office of our Company, please see the section entitled "*History and Certain Corporate Matters*" on page 206.


**Registered & Corporate Office**: The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata, West Bengal – 700 107; **Tel**: +91 33 2442 7299 / 7399, +91 33 4003 0408 / 0409; **Website**: www.vikramsolar.com;
**Contact Person**: Sudip Chatterjee, Company Secretary and Compliance Officer; **Tel:** +91 33 2442 7399/ +91 33 2442 7299 **E-mail**: secretarial@vikramsolar.com;
**Corporate Identity Number**: U18100WB2005PLC106448


**OUR PROMOTERS: HARI KRISHNA CHAUDHARY, GYANESH CHAUDHARY, HARI KRISHNA CHAUDHARY FAMILY TRUST, GYANESH CHAUDHARY FAMILY TRUST, VIKRAM FINANCIAL SERVICES LIMITED AND VIKRAM CAPITAL MANAGEMENT PRIVATE LIMITED (FORMERLY, MONOLINK TREXIM PRIVATE LIMITED)**

**INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF VIKRAM SOLAR LIMITED ("OUR COMPANY" OR "COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 15,000.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 5,000,000 EQUITY SHARES ("OFFER FOR SALE") COMPRISING UP TO 3,615,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY ANIL CHAUDHARY (PROMOTER GROUP SELLING SHAREHOLDER), UP TO 258,500 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY GIRISH KUMAR MADHOGARIA (INDIVIDUAL SELLING SHAREHOLDER), UP TO 126,500 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY PUSHPA MADHOGARIA (INDIVIDUAL SELLING SHAREHOLDER) AND UP TO 1,000,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY VIKRAM INDIA LIMITED (CORPORATE SELLING SHAREHOLDER) (ANIL CHAUDHARY, GIRISH KUMAR MADHOGARIA, PUSHPA MADHOGARIA AND VIKRAM INDIA LIMITED COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS "NET OFFER". THE OFFER AND NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO ₹ [●] OF THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").**

**OUR COMPANY MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, CONSIDER A PRE-IPO PLACEMENT OF UP TO [●] EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING UP TO ₹ 3,000.00 MILLION. THE PRE-IPO PLACEMENT WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND THE PRE-IPO PLACEMENT, IF ANY, WILL BE UNDERTAKEN PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE SIZE OF THE FRESH ISSUE WILL BE REDUCED BY THE AMOUNT RAISED FROM THE PRE-IPO PLACEMENT AND THE MINIMUM OFFER SIZE SHALL CONSTITUTE AT LEAST 10% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, IN COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR.**

**THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND, THE MINIMUM BID LOT AND EMPLOYEE DISCOUNT, IF ANY, SHALL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMs") AND WILL BE ADVERTISED IN [●] EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, [●] EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND [●] EDITIONS OF [●], A BENGALI DAILY NEWSPAPER, BENGALI BEING THE REGIONAL LANGUAGE OF WEST BENGAL, WHERE THE REGISTERED AND CORPORATE OFFICE IS LOCATED, EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").**

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the Book Running Lead Managers, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations, and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from the Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID (in case of Retail Individual Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the self-certified syndicate banks ("SCSBs") or under the UPI Mechanism, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, please see the section entitled "*Offer Procedure*" on page 363.

**RISKS IN RELATION TO THE OFFER**

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10. The Floor Price, Cap Price and Offer Price (determined by our Company in consultation with the Book Running Lead Managers and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process), as stated in the section entitled "*Basis for Offer Price*" on page [●] should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section entitled "*Risk Factors*" on page 24.

**OUR COMPANY`S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders accept responsibility for and confirm the statements specifically made or confirmed by them in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and the Offered Shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

**LISTING**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, please see the section entitled "*Material Contracts and Documents for Inspection*" on page 385.

| BOOK RUNNING LEAD MANAGERS | | REGISTRAR TO THE OFFER |
|---|---|---|
| JM FINANCIAL | kotak® Investment Banking | LINKIntime |
| **JM Financial Limited**<br>7th Floor, Cnergy<br>Appasaheb Marathe Marg, Prabhadevi<br>Mumbai 400 025<br>Maharashtra, India<br>Tel: +91 22 6630 3030<br>E-mail: vsl.ipo@jmfl.com<br>Investor Grievance E-mail: grievance.ibd@jmfl.com<br>Website: www.jmfl.com<br>Contact Person: Prachee Dhuri<br>SEBI Registration No.: INM000010361 | **Kotak Mahindra Capital Company Limited**<br>1st Floor, 27 BKC<br>Plot No. C-27, 'G' Block<br>Bandra Kurla Complex, Bandra (East)<br>Mumbai 400 051<br>Maharashtra, India<br>Tel: +91 22 4336 0000<br>E-mail: vikramsolar.ipo@kotak.com<br>Website: https://investmentbank.kotak.com<br>Investor Grievance ID: kmccredressal@kotak.com<br>Contact Person: Ganesh Rane<br>SEBI Registration No.: INM000008704 | **Link Intime India Private Limited**<br>C-101, 1st Floor<br>247 Park, L.B.S. Marg<br>Vikhroli West<br>Mumbai 400 083<br>Maharashtra, India<br>Tel: +91 22 4918 6200<br>Email: vikramsolar.ipo@linkintime.co.in<br>Website: www.linkintime.co.in<br>Investor grievance e-mail: vikramsolar.ipo@linkintime.co.in<br>Contact person: Shanti Gopalkrishnan<br>SEBI Registration No.: INR000004058 |

**BID/OFFER PERIOD**

| | |
|---|---|
| **BID/OFFER OPENS ON*** | [●] |
| **BID/OFFER CLOSES ON**** | [●] |

** Our Company may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

*** Our Company may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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## SECTION I: GENERAL

## DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation framed from time to time under that provision.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations notified thereunder. Notwithstanding the foregoing, the terms used in sections entitled "Basis for Offer Price", "Statement of Tax Benefits", "Industry Overview", "Key Regulations and Policies in India", "Financial Information", "Outstanding Litigation and Material Developments", "Government and Other Approvals", "Offer Procedure" and "Main Provisions of Articles of Association" on pages 111, 113, 119, 200, 250, 334, 341, 363 and 381 respectively shall have the meaning ascribed to them in the relevant section.*

*In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.*

### Company Related Terms

| Term | Description |
|---|---|
| "our Company" or "the Company" | Vikram Solar Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered and corporate office at The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata, West Bengal 700 107 |
| "we", "us", "our" or "Group" | Unless the context otherwise indicates or implies, refers to our Company and our Subsidiaries |
| Articles of Association or AoA | Articles of association of our Company, as amended |
| Audit Committee | Audit committee of our Board, as described in the section entitled "*Our Management – Committees of the Board*" on page 224 |
| Auditors or Statutory Auditors | Singhi & Co., Chartered Accountants, the statutory auditors of our Company |
| Board or Board of Directors | Board of directors of our Company or a duly constituted committee thereof |
| Chief Executive Officer | Chief executive officer of our Company, Saibaba Vutukuri |
| Chief Financial Officer or CFO | Chief financial officer of our Company, Krishna Kumar Maskara |
| Chief Operating Officer - EPC or COO - EPC | Chief operating officer of EPC business of our Company, Rajendra Kumar Parakh |
| Company Secretary and Compliance Officer | Company secretary and compliance officer of our Company, Sudip Chatterjee |
| Corporate Promoter(s) | Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) and Vikram Financial Services Limited |
| Corporate Selling Shareholder | Vikram India Limited |
| Corporate Social Responsibility Committee | Corporate social responsibility committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, and as described in the section entitled "*Our Management*" on page 216 |
| Director(s) | Directors on our Board as described in the section entitled "*Our Management*" on page 216 |
| Equity Shares | Equity shares of face value of ₹ 10 each of our Company |
| Group Companies | The group companies of our Company identified in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, including companies (other than the Corporate Promoter and the Subsidiaries) with which there were related party transactions as disclosed in the Restated Consolidated Summary Statements as covered under the applicable accounting standards, and any other companies as considered material by the Board, in accordance with the resolution dated February 19, 2022, passed by the Board, as described in the section entitled "*Our Group Companies*" on page 247 |
| Independent Director(s) | Independent directors on our Board. For details of the Independent Directors, please see the section entitled "*Our Management*" on page 216 |
| Individual Promoter(s) | Hari Krishna Chaudhary and Gyanesh Chaudhary |
| Individual Selling Shareholders | Girish Kumar Madhogaria and Pushpa Madhogaria |
| Key Managerial Personnel or KMP | Key managerial personnel of our Company shall have the meaning as set out under Regulation 2(1)(bb) of the SEBI ICDR Regulations as described in the section entitled "*Our Management – Key Managerial Personnel*" on page 233 |
| Managing Director | Managing director of our Company Gyanesh Chaudhary. For details, please see section entitled "*Our Management*" beginning on page 216 |
| Materiality Policy | The materiality policy of our Company adopted pursuant to a resolution of our Board dated February 19, 2022 for the identification of, (a) material outstanding litigation proceedings in each case involving our Company, |

| Term | Description |
| --- | --- |
| | our Promoters, our Directors or our Subsidiaries; (b) material group companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus |
| Memorandum of Association or MoA | Memorandum of association of our Company, as amended |
| Modified Special Incentive Package Scheme | Special incentive scheme announced by the Government to offset disability and attract investments in electronics system design and manufacturing industries. |
| Nomination and Remuneration Committee or NRC Committee | Nomination and remuneration committee of our Board, as described in the section entitled "*Our Management - Committees of the Board*" on page 224 |
| Non-executive Directors | Non-executive directors on our Board. For details of the Non-executive Directors, please see the section entitled "*Our Management*" on page 216 |
| Project Site | Project site of our Company located at Plot no. A-10, SIPCOT Industrial Complex, Gangaikondan, District Tirunelveli 627 352, Tamil Nadu |
| Promoter Group | Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in the section entitled "*Our Promoters and Promoter Group*" on page 235 |
| Promoter Group Selling Shareholder | Anil Chaudhary |
| Promoters | Hari Krishna Chaudhary, Gyanesh Chaudhary, Hari Krishna Chaudhary Family Trust, Gyanesh Chaudhary Family Trust, Vikram Financial Services Limited and Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited). For details, please see the section entitled "*Our Promoters and Promoter Group*" on page 235 |
| Promoter Trusts | Gyanesh Chaudhary Family Trust and Hari Krishna Chaudhary Family Trust |
| Proposed Project | A 2,000 MW integrated solar cell and solar module manufacturing facility at plot no. A-10, SIPCOT Industrial Complex, Gangaikondan, District Tirunelveli 627 352, Tamil Nadu, proposed to be set up by our Company, through its wholly owned Subsidiary, VSL Green Power Private Limited |
| Registered and Corporate Office | The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata, West Bengal – 700107 |
| Registrar of Companies or RoC | Registrar of Companies, West Bengal at Kolkata |
| Restated Consolidated Summary Statements | Restated Consolidated Summary Statements of our Company and its subsidiaries (collectively referred to as, the "Group"), as at and for the six month period ended September 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 comprising the restated consolidated summary statement of assets and liabilities as at and for the six month period ended September 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, restated consolidated summary statements of profit and loss (including other comprehensive income), and restated consolidated summary cash flow statements and restated summary statements of changes in equity as at and for the six month period ended September 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, the consolidated summary statement of notes and other explanatory information derived from special purpose audited financial statements as at and for the six month period ended September 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS and restated by the Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time |
| Risk Management Committee | Risk management committee of our Board, as described in the section entitled "*Our Management - Committees of the Board*" on page 224 |
| Selling Shareholders | Collectively, the Individual Selling Shareholders, Promoter Group Selling Shareholder and the Corporate Selling Shareholder |
| Shareholders | Holders of the Equity Shares of our Company from time to time |
| Stakeholders' Relationship Committee | Stakeholders' relationship committee of our Board, as described in the section entitled "*Our Management - Committees of the Board*" on page 224 |
| Subsidiaries | Subsidiaries of our Company, as follows:<br>1. VP Utilities & Services Private Limited;<br>2. Vikram Solar Cleantech Private Limited;<br>3. VSL Green Power Private Limited;<br>4. Vikram Solar Foundation;<br>5. Vikram Solar Pte. Ltd.;<br>6. Vikram Solar US Inc.;<br>7. Vikram Solar GmbH;<br>8. Solarcode Vikram Management GmbH*;<br>9. Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG*;<br>(*subsidiaries of Vikram Solar GmbH) |

| Term | Description |
|---|---|
| Whole-time Directors | Whole-time directors/ executive directors on our Board. For details of the Whole-time Directors, please see the section entitled "*Our Management*" on page 216 |

### Offer Related Terms

| Term | Description |
|---|---|
| Abridged Prospectus | The abridged prospectus to be issued by our Company in accordance with the provisions of the SEBI ICDR Regulations |
| Acknowledgement Slip | The slip or document issued by the relevant Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form |
| Allot or Allotment or Allotted | Unless the context otherwise requires, allotment of the Equity Shares offered pursuant to the Fresh Issue and transfer of Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders |
| Allotment Advice | A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange |
| Allottee | A successful Bidder to whom the Equity Shares are Allotted |
| Anchor Investor | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Draft Red Herring Prospectus and who has Bid for an amount of at least ₹100 million |
| Anchor Investor Allocation Price | The price at which Equity Shares will be allocated to the Anchor Investors in terms of this Draft Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the Lead Managers during the Anchor Investor Bid/Offer Period |
| Anchor Investor Application Form | The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of this Draft Red Herring Prospectus and Prospectus |
| Anchor Investor Bid/Offer Period | One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed |
| Anchor Investor Offer Price | The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of this Draft Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price.<br><br>The Anchor Investor Offer Price will be decided by our Company, in consultation with the Lead Managers |
| Anchor Investor Portion | Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.<br><br>One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations |
| Application Supported by Blocked Amount or ASBA | An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism |
| ASBA Account | A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of an RIB which is blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism |
| ASBA Bid | A Bid made by an ASBA Bidder |
| ASBA Bidders | All Bidders except Anchor Investors |
| ASBA Form | An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of this Draft Red Herring Prospectus and the Prospectus |
| Banker to the Offer | Collectively, Escrow Collection Bank, Public Offer Bank, Sponsor Bank(s) and Refund Bank, as the case may be |
| Basis of Allotment | Basis on which Equity Shares will be Allotted to successful Bidders under the Offer as described in the section entitled "*Offer Procedure*" on page 363 |
| Bid or Bidding | An indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Draft Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly |
| Bid Amount | The highest value of Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid |

| Term | Description |
|---|---|
| | However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form |
| Bid cum Application Form | Anchor Investor Application Form or the ASBA Form, as the context requires |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter |
| Bid/Offer Closing Date | Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Bengali daily newspaper, Bengali being the regional language of West Bengal, where our Registered Office is located, each with wide circulation.<br><br>Our Company, in consultation with the Lead Managers may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and shall also be notified on the websites of the Lead Managers and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations |
| Bid/ Offer Opening Date | Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Bengali daily newspaper, Bengali being the regional language of West Bengal, where our Registered Office is located, each with wide circulation |
| Bid/ Offer Period | Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations |
| Bidder | Any prospective investor who makes a Bid pursuant to the terms of this Draft Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, which includes an Anchor Investor |
| Bidding Centres | The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs |
| Book Building Process | Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made |
| Book Running Lead Managers or BRLMs or Lead Managers | The book running lead managers to the Offer namely, JM Financial Limited and Kotak Mahindra Capital Company Limited |
| Broker Centres | The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker.<br><br>The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) |
| CAN or Confirmation of Allocation Note | Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid / Offer Period |
| Cap Price | The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price |
| Cash Escrow and Sponsor Bank(s) Agreement | Agreement dated [●] amongst our Company, the Selling Shareholders, the Lead Managers, the Syndicate Members, the Banker(s) to the Offer and Registrar to the Offer, *inter alia*, in accordance with the UPI Circulars, for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof |
| Client ID | The client identification number maintained with one of the Depositories in relation to demat account |
| Collecting Depository Participant or CDP | A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time |
| Cut-off Price | The Offer Price, finalised by our Company, in consultation with the Lead Managers, which shall be any price within the Price Band.<br><br>Only Retail Individual Bidders Bidding in the Retail Portion and Eligible Employees Bidding under the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price |
| Demographic Details | Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable |
| Designated Branches | Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time |
| Designated CDP Locations | Such locations of the CDPs where Bidders can submit the ASBA Forms |

| Term | Description |
|---|---|
| | The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time |
| Designated Date | The date on which funds from the Escrow Account are transferred to the Public Offer Account or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account and / or are unblocked, as applicable, in terms of this Draft Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares may be Allotted to successful Bidders in the Offer |
| Designated Intermediary(ies) | In relation to ASBA Forms submitted by RIBs (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.<br><br>In relation to ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.<br><br>In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs |
| Designated RTA Locations | Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time |
| Designated Stock Exchange | [●] |
| Draft Red Herring Prospectus or DRHP | This draft red herring prospectus dated March 23, 2022 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer |
| Eligible Employee(s) | Permanent employees, working in India or outside India, of our Company or Subsidiaries and a Director of our Company, whether whole-time or not, and who is eligible to Bid in the Offer under applicable law, as on the date of the filing of the Red Herring Prospectus with the RoC, but not including (i) Promoters; (ii) persons belonging to the Promoter Group; or (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company.<br><br>The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 (net of employee discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of employee discount, if any). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000 (net of employee discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount) |
| Eligible NRI(s) | NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Draft Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares |
| Employee Discount | Our Company, in consultation with the Lead Managers, may offer a discount of up to [●]% to the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees and which shall be announced at least two Working Days prior to the Bid / Offer Opening Date |
| Employee Reservation Portion | The portion of the Offer being up to [●] Equity Shares aggregating up to ₹ [●] million, available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer Equity Share capital of our Company |
| Escrow Account(s) | The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid |
| Escrow Collection Bank | Bank which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account shall be opened, in this case being [●] |
| First Bidder or Sole Bidder | Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names |
| Floor Price | The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted |
| Fraudulent Borrower | A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI |
| Fresh Issue | The fresh issue component of the Offer comprising of an issuance of up to [●] Equity Shares at ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹ 15,000.00 million by our Company |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| General Information Document or GID | The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as |

<table>
<tr><th>Term</th><th>Description</th></tr>
<tr><td></td><td>amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Lead Managers</td></tr>
<tr><td>JM</td><td>JM Financial Limited</td></tr>
<tr><td>Monitoring Agency</td><td>[●]</td></tr>
<tr><td>Monitoring Agency Agreement</td><td>The agreement to be entered into between our Company and the Monitoring Agency</td></tr>
<tr><td>Mutual Fund Portion</td><td>5% of the Net QIB Portion, or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price</td></tr>
<tr><td>Net Proceeds</td><td>Proceeds of the Fresh Issue less our Company's share of the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, please see the section entitled "Objects of the Offer" on page 98</td></tr>
<tr><td>Net QIB Portion</td><td>The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors</td></tr>
<tr><td>Net Offer</td><td>The Offer less the Employee Reservation Portion</td></tr>
<tr><td>Non-Institutional Bidders or Non-Institutional Investors</td><td>All Bidders that are not QIBs or Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion, and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)</td></tr>
<tr><td>Non-Institutional Portion</td><td>The portion of the Offer being not less than 15% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price</td></tr>
<tr><td>Non-Resident</td><td>Person resident outside India, as defined under FEMA</td></tr>
<tr><td>Offer</td><td>The initial public offer of Equity Shares comprising of the Fresh Issue and the Offer for Sale. The Offer comprises of the Net Offer and the Employee Reservation Portion</td></tr>
<tr><td>Offer Agreement</td><td>Agreement dated March 23, 2022 entered amongst our Company, the Selling Shareholders and the Lead Managers, pursuant to which certain arrangements have been agreed to in relation to the Offer</td></tr>
<tr><td>Offer for Sale</td><td>The offer for sale of up to 5,000,000 Equity Shares by the Selling Shareholders (as provided below) at the Offer Price aggregating up to ₹ [●] million in terms of the Red Herring Prospectus
<table>
<tr><th>Name of the Selling Shareholder</th><th>Number of Equity Shares Offered/Amount (in ₹ million)</th></tr>
<tr><td>Anil Chaudhary</td><td>Up to 3,615,000 aggregating up to ₹ [●] million</td></tr>
<tr><td>Vikram India Limited</td><td>Up to 1,000,000 aggregating up to ₹ [●] million</td></tr>
<tr><td>Girish Kumar Madhogaria</td><td>Up to 258,500 aggregating up to ₹ [●] million</td></tr>
<tr><td>Pushpa Madhogaria</td><td>Up to 126,500 aggregating up to ₹ [●] million</td></tr>
</table></td></tr>
<tr><td>Offer Price</td><td>The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of this Draft Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company, in consultation with the Lead Managers, in terms of this Draft Red Herring Prospectus and the Prospectus<br><br>The Offer Price will be decided by our Company, in consultation with the Lead Managers, on the Pricing Date in accordance with the Book Building Process and this Draft Red Herring Prospectus</td></tr>
<tr><td>Offer Proceeds</td><td>The proceeds of the Offer which shall be available to our Company. For further information about use of the Offer Proceeds, please see the section entitled "Objects of the Offer" on page 98</td></tr>
<tr><td>Offered Shares</td><td>Up to 5,000,000 Equity Shares aggregating up to ₹ [●] million being offered for sale by the Selling Shareholders in the Offer for Sale</td></tr>
<tr><td>Pre-IPO Placement</td><td>Our Company may, in consultation with the Book Running Lead Managers, consider a Pre-IPO Placement of up to [●] Equity Shares for cash consideration aggregating up to ₹ 3,000.00 million. The Pre-IPO Placement will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers and the Pre-IPO Placement, if any, will be undertaken prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the amount raised from the Pre-IPO Placement and the minimum Offer size shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company, in compliance with Rule 19(2)(b) of the SCRR.</td></tr>
<tr><td>Price Band</td><td>The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof.<br><br>The Price Band, the minimum Bid Lot size and employee discount, if any, for the Offer will be decided by our Company, in consultation with the Lead Managers, and will be advertised, at least two Working Days prior to the Bid/Offer Opening Date, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all edition of [●], a Bengali daily newspaper, Bengali being the regional language of West Bengal where our Registered Office is located, each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites</td></tr>
<tr><td>Pricing Date</td><td>The date on which our Company, in consultation with the Lead Managers, will finalise the Offer Price</td></tr>
<tr><td>Prospectus</td><td>The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto</td></tr>
<tr><td>Public Offer Account</td><td>Bank account opened with the Public Offer Bank, under Section 40(3) of the Companies Act to receive monies from the Escrow Account and ASBA Accounts on the Designated Date</td></tr>
</table>

| Term | Description |
|---|---|
| Public Offer Bank | The bank with which the Public Offer Account shall be opened, in this case being [●] |
| QIB Portion | The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Offer comprising [●] Equity Shares which shall be allocated to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).<br>Our Company, in consultation with the Managers may allocate up to 60% of the QIB portion to Anchor Investors on a discretionary basis |
| Qualified Institutional Buyers or QIBs or QIB Bidders | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations |
| Red Herring Prospectus or RHP | The red herring prospectus dated [●] to be issued by our Company in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. |
| Refund Account | Account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made |
| Refund Bank | Bank which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Refund Account will be opened, in this case being Axis Bank Limited |
| Registered Brokers | Stock-brokers registered with SEBI and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of the SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 and UPI Circulars issued by SEBI |
| Registrar Agreement | Agreement dated March 23, 2022 entered by and amongst our Company, Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar pertaining to the Offer |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars |
| Registrar to the Offer or Registrar | Link Intime India Private Limited |
| Retail Individual Bidder(s) / Retail Individual Investor(s) / RIB(s) / RII(s) | Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs) |
| Retail Portion | Portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis |
| Revision Form | Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable.<br>QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date |
| Self-Certified Syndicate Bank(s) or SCSB(s) | The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RII using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.<br>In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35as updated from time to time.<br>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time |
| Share Escrow Agent | Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●] |
| Share Escrow Agreement | Agreement to be entered amongst our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees |

| Term | Description |
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| Specified Locations | Bidding Centres where the Syndicate shall accept Bid cum Application Forms |
| Sponsor Bank(s) | [●], being the Banker to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars |
| Syndicate Agreement | Agreement dated [●] amongst our Company, the Lead Managers, the Registrar and the Syndicate Members, in relation to collection of Bids by the Syndicate |
| Syndicate Members | Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●] |
| "Syndicate" or "Members of the Syndicate" | Together, the Lead Managers and the Syndicate Members |
| Underwriters | [●] |
| Underwriting Agreement | Agreement to be entered into amongst our Company and the Underwriters and the Registrar to the Offer on or after the Pricing Date but prior to filing of the Prospectus with the RoC |
| UPI | Unified payments interface, which is an instant payment mechanism, developed by NPCI |
| UPI PIN | Password to authenticate UPI transaction |
| UPI Circulars | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard |
| UPI ID | ID created on the UPI for single-window mobile payment system developed by the NPCI |
| UPI Mandate Request | A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.<br>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 da ted July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43)respectively, as updated from time to time |
| UPI Mechanism | The bidding mechanism that may be used by an RIB in accordance with the UPI Circulars to make an ASBA Bid in the Offer |
| Wilful Defaulter | A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes any company whose director or promoter is categorised as such |
| Working Day(s) | All days on which commercial banks in Mumbai are open for business provided however, with reference to (a) announcement of Price Band and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI including the UPI Circulars |

## Technical/Industry Related Terms or Abbreviations

| Term | Description |
|---|---|
| AD | Accelerated depreciation |
| ALMM | Approved List of Models and Manufacturers |
| Appraisal Report | Appraisal report dated March 21, 2022 issued by Shristi Projects Private Limited, on the proposed 2,000 MW Integrated Solar Cell and Module Manufacturing Facilities in the State of Tamil Nadu, to be set up by our Company, through its wholly owned subsidiary VSL Green Power Private Limited |
| BCD | Basic customs duty |
| BIS | Bureau of Indian Standards |
| BoP | Balance of plant |
| c-Si | Crystalline silicon |
| C&I | Commercial and industrial consumer |
| CERC | Central Electricity Regulatory Commission |
| CFA | Central financial assistance |
| COP 26 | 26$^{th}$ session of the Conference of Parties |
| CPSU | Central Public Sector Undertakings |

| Term | Description |
|---|---|
| CRISIL / CRISIL Research | CRISIL Research, a division of Credit Rating Information Services of India Limited |
| CRISIL Report | Report entitled "Photovoltaic manufacturing and solar energy market" dated March 2022 prepared by CRISIL, which is exclusively prepared for the purpose of the Offer and issued by CRISIL and is commissioned and paid for by our Company. CRISIL was appointed on November 30, 2021, pursuant to an engagement letter entered into with our Company. CRISIL Report will be available on the website of our Company at https://www.vikramsolar.com/investor-centre/, in accordance with applicable law |
| CY | Calendar year |
| DCR | Domestic content requirement |
| DFC | Dedicated freight corridor |
| Efficiencies | A measure of the amount of sunlight (irradiation) that falls on the surface of a solar panel and is converted into electricity |
| EPC | Engineering, Procurement and Construction |
| EPCG | Export Promotion Capital Goods scheme |
| ESG | Environment, Social and Governance |
| EU | European Union |
| GDP | Gross domestic product |
| GHG | Greenhouse Gases |
| GST | Goods and Services Tax |
| GTAM | Green term ahead market |
| GW | Gigawatts. Further, 1GW is equivalent to 1,000 MW |
| HJT | Heterojunction technology |
| IPP | Independent power producer |
| ISA | International Solar Alliance |
| JNNSM | Jawaharlal Nehru National Solar Mission |
| kW | Kilowatt |
| kWp | Kilowatt-peak |
| LCOE | Levelized cost of energy |
| M6 | M6 implies usage of 166mm x 166mm solar cells |
| M10 | M10 implies usage of 182mm x 182mm solar cells |
| M12 | M12 implies usage of 210mm x 210mm solar cells. |
| M-SIPS/ MSIPS | Modified Special Incentive Package Scheme |
| MIP | Minimum Import Price |
| MNRE | Ministry of New and Renewable energy |
| MOOWR | Manufacturing and Other Operations in Warehouse Regulations scheme |
| MoP | Ministry of Power |
| MSME | Micro, small and medium enterprise |
| MW | Megawatt. Further, 1,000 MW is equivalent to 1 GW |
| NDCs | Nationally determined contributions |
| NISE | National Institute of Solar Energy |
| NSM | National Solar Mission |
| NTPC | National Thermal Power Corporation Ltd/ Limited |
| O&M | Operations and maintenance |
| OSOWOG | One Sun One World One Grid Initiative |
| PERC | Passivated emitter and rear cell |
| PLI | Production-linked Incentive/ Production Linked Incentive |
| PM KUSUM | Pradhan Mantri Kisan Urja Suraksha Evem Utthan Mahabhiyan |
| PPA | Power purchase agreement |
| PQP | Product Qualification Program |
| PSU | Public Sector Undertakings |
| PV | Photovoltaic/ photo-voltaic |
| R&D | Research and Development |
| RBI | Reserve Bank of India |
| RESCO | Renewable Energy Service Company |
| RPO | Renewable purchase obligations |
| RTS | Rooftop solar |
| SCADA | Supervisory Control and Data Acquisition |
| SEBI | Securities and Exchange Board of India |
| SECI | Solar Energy Corporation of India |
| SERC | State electricity regulatory commission |
| SEZ | Special Economic Zone |
| SPECS | Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors |
| SRISTI | Sustainable Rooftop Implementation for Solar Transfiguration of India |
| T&D | Transmission and distribution |
| TOPCON | Tunnel Oxide Passivated Contact |
| TQM | Total Quality Management |
| TÜV | Technischer Überwachungsverein |
| UL | Underwriter Laboratories |
| WSH | Wind-solar hybrid |
| y-o-y | Year-on-year |

## Conventional and General Terms or Abbreviations

| Term | Description |
| --- | --- |
| ₹/Rs./Rupees/INR | Indian Rupees |
| £/Pounds/GBP | Pound Sterling |
| AIFs | Alternative Investments Funds |
| AGM | Annual general meeting |
| AS or Accounting Standards | Accounting standards issued by the ICAI |
| BSE | BSE Limited |
| CAGR | Compound annual growth rate |
| Calendar Year | Unless stated otherwise, the period of 12 months ending December 31 of that particular year. |
| CDSL | Central Depository Services (India) Limited |
| CEO | Chief Executive Officer |
| CIN | Corporate Identity Number |
| Companies Act or Companies Act, 2013 | Companies Act, 2013, along with the relevant rules notified thereunder |
| Companies Act, 1956 | Companies Act, 1956, along with the relevant rules notified thereunder |
| Contract Labour Act | Contract Labour (Regulation and Abolition) Act, 1970 |
| Depositories | NSDL and CDSL |
| Depositories Act | Depositories Act, 1996 |
| DIN | Director Identification Number |
| DP or Depository Participant | A depository participant as defined under the Depositories Act |
| DP ID | Depository Participant Identification |
| DP/ Depository Participant | Depository participant as defined under the Depositories Act |
| DPIIT | Department for Promotion of Industry and Internal Trade |
| EBITDA | Earnings before interest, taxes, depreciation and amortisation |
| EMI | Equated Monthly Instalment |
| EGM | Extraordinary General Meeting |
| EPS | Earnings Per Share |
| FDI | Foreign direct investment |
| FDI Policy | Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020 |
| FEMA | The Foreign Exchange Management Act, 1999, read with rules and regulations there under |
| FEMA NDI Rules | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| Financial Year / Fiscal / Fiscal Year / FY | Unless stated otherwise, the period of 12 months ending March 31 of that particular year |
| FPI(s) | Foreign portfolio investors as defined under the SEBI FPI Regulations |
| FVCI(s) | Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations |
| GAAR | General Anti-Avoidance Rules |
| Gazette | Gazette of India |
| GDP | Gross domestic product |
| GoI or Government or Central Government | Government of India |
| GST | Goods and services tax |
| IBC | The Insolvency and Bankruptcy Code, 2016 |
| ICAI | The Institute of Chartered Accountants of India |
| ICSI | The Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| HUF | Hindu Undivided Family |
| HNI | High net worth individual |
| Ind AS / Indian Accounting Standards | Indian Accounting Standards notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended |
| India | Republic of India |
| Indian GAAP / IGAAP | Accounting standards notified under Section 133 of the Companies Act read with Companies (Accounting Standards) Rules 2006 and the Companies (Accounts) Rules, 2014 as amended |
| IPO | Initial public offer |
| IRDAI | Insurance Regulatory and Development Authority of India |
| IST | Indian Standard Time |
| IT | Information Technology |
| IT Act | The Income Tax Act, 1961 |
| MCA | Ministry of Corporate Affairs |
| MCLR | Marginal Cost of Funds Based Lending Rate |
| Mutual Funds | Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| NA | Not applicable |
| NAV | Net Asset Value |
| NEFT | National Electronic Funds Transfer |
| NRI | Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955 |
| NRE Account | Non-resident external rupee account |
| NRO Account | Non-resident ordinary account |
| NSDL | National Securities Depository Limited |
| NSE | National Stock Exchange of India Limited |

| Term | Description |
|---|---|
| OCB or Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer |
| p.a. | Per annum |
| P/E | Price/earnings |
| P/E Ratio | Price to Earnings ratio |
| PAN | Permanent Account Number |
| PAT | Profit after tax |
| PLI | Production Linked Incentive |
| RBI | The Reserve Bank of India |
| RBI Act | The Reserve Bank of India Act, 1934 |
| Regulation S | Regulation S under the U.S. Securities Act |
| RTGS | Real Time Gross Settlement |
| Rule 144A | Rule 144A under the U.S. Securities Act |
| SCRA | Securities Contracts (Regulation) Act, 1956 |
| SCRR | Securities Contracts (Regulation) Rules, 1957 |
| SEBI | Securities and Exchange Board of India constituted under the SEBI Act |
| SEBI Act | Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 |
| SEBI BTI Regulations | Securities and Exchange Board of India (Bankers to an Offer) Regulations, 1994 |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 |
| SEBI ICDR Regulations | Securities and Exchange Board of India (Offer of Capital and Disclosure Requirements) Regulations, 2018 |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| SEBI Merchant Bankers Regulations | Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| SEBI NCRPS Regulations | SEBI (Offer and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 |
| SEBI VCF Regulations | Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations |
| State Government | The government of a state in India |
| Stock Exchanges | BSE and NSE |
| STT | Securities transaction tax |
| Takeover Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| TAN | Tax deduction account number |
| U.S. Securities Act | United States Securities Act of 1933 |
| U.S./USA/United States | United States of America including its territories and possessions, any State of the United States, and the District of Columbia |
| US GAAP | Generally Accepted Accounting Principles |
| USD or US$ | United States Dollars |
| VCFs | Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations |

## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable and all references to the "US", "U.S." "USA" or "United States" are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

### Financial Data

Unless stated otherwise or the context otherwise requires, the financial data in this Draft Red Herring Prospectus is derived from the Restated Consolidated Summary Statements.

Restated Consolidated Summary Statements of our Company and its Subsidiaries (collectively referred as "the Group"), as at and for the six month period ended September 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 comprising the restated consolidated summary statement of assets and liabilities as at and for the six month period ended September 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, restated consolidated summary statements of profit and loss (including Other Comprehensive Income), and restated consolidated summary cash flow statements and restated summary statements of changes in equity as at and for the six month period ended September 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, the consolidated summary statement of notes and other explanatory information derived from audited consolidated financial statements as at and for the six month period ended September 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS and restated by the Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time

For further information on our Company's financial information, please see the section entitled "*Restated Consolidated Summary Statements*" on page 250.

Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS please see the section entitled "*Risk Factors – Significant differences exist between Indian Accounting Standards ("IndAS") and other accounting principles, such as the generally accepted accounting principles in the US ("US GAAP") and International Financial Reporting Standards ("IFRS"), which may be material to an investor's assessment of our financial condition*" on page 57. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage or amounts (excluding certain operational metrics), with respect to financial information of our Company in the sections entitled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 24, 175 and 314, respectively, and elsewhere this Draft Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Summary Statements.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Consolidated Summary Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. Further, any figures sourced from third party industry sources may be rounded off to other than to the second decimal to conform to their respective sources.

### Non-GAAP Financial Measures

Certain Non-GAAP financial measures and certain other statistical information relating to our operations and financial performance including EBITDA, EBITDA Margin, CAGR, Net Asset Value per share, Net Worth, Return on Net Worth and Total debt have been included in this Draft Red Herring Prospectus are a supplemental measure of our performance or liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit for the year or any other measure of financial performance. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies in India or elsewhere and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

**Currency and Units of Presentation**

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India;
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America;
- "EUR" or "€" are to EURO, the official currency of the Eurozone;
- "SGD" are to the Singapore Dollar, the official currency of Singapore; and
- "£" or "Pounds" are to Pound Sterling, the official currency of the United Kingdom.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "lakh", "million", "billion", "trillion" and "crores" units or in whole numbers where the numbers have been too small to represent in such units. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. One lakh represents 100,000 and one crore represents 10,000,000.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

**Time**

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time.

**Exchange Rates**

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and other foreign currencies:

*(in ₹)*

| Currency | As at | | | |
|---|---|---|---|---|
| | **September 30, 2021** | **March 31, 2021** | **March 31, 2020** | **March 31, 2019(1)** |
| 1 USD | 74.25 | 73.50 | 75.39 | 69.17 |
| 1 GBP | 99.86 | 100.95 | 93.08 | 90.48 |
| 1 EUR | 85.92 | 86.10 | 83.05 | 77.70 |
| 1 SGD | 54.52 | 54.33 | 52.68 | 50.98 |

*Source: www.fbil.org.in; www1.oanda.com*

*(1) Exchange rate as on March 29, 2019, as FBIL Reference Rate is not available for March 30, 2019, being a Saturday, and March 31, 2019, being a Sunday.*

For details of the exchange rate considered for the Appraisal Report, please see the section entitled "*Objects of the Offer*" on page 98.

**Industry and Market Data**

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the CRISIL Report issued by CRISIL, which has been exclusively prepared for the purposes of the Offer and is commissioned and paid for by our Company. CRISIL was appointed pursuant to an engagement letter entered into with our Company dated November 30, 2021. CRISIL Report will be available on the website of our Company at https://www.vikramsolar.com/investor-centre/, in accordance with applicable law. For risks in relation to commissioned reports, please see the section entitled "*Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us for such a purpose*" on page 48.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section entitled "*Risk Factors*" on page 24. Accordingly, investment decisions should not be based solely on such information.

**Disclaimer of CRISIL**

This Draft Red Herring Prospectus contains data and statistics from certain reports and the CRISIL Report, which is subject to the following disclaimer:

**CRISIL RESEARCH, A DIVISION OF CRISIL LIMITED (CRISIL) HAS TAKEN DUE CARE AND CAUTION IN PREPARING THIS REPORT (REPORT) BASED ON THE INFORMATION OBTAINED BY CRISIL FROM SOURCES WHICH IT CONSIDERS RELIABLE (DATA). THIS REPORT IS NOT A RECOMMENDATION TO INVEST / DISINVEST IN ANY ENTITY COVERED IN THE REPORT AND NO PART OF THIS REPORT SHOULD BE CONSTRUED AS AN EXPERT ADVICE OR INVESTMENT ADVICE OR ANY FORM OF INVESTMENT BANKING WITHIN THE MEANING OF ANY LAW OR REGULATION. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, NOTHING IN THE REPORT IS TO BE CONSTRUED AS CRISIL PROVIDING OR INTENDING TO PROVIDE ANY SERVICES IN JURISDICTIONS WHERE CRISIL DOES NOT HAVE THE NECESSARY PERMISSION AND/OR REGISTRATION TO CARRY OUT ITS BUSINESS ACTIVITIES IN THIS REGARD. VIKRAM SOLAR LIMITED WILL BE RESPONSIBLE FOR ENSURING COMPLIANCES AND CONSEQUENCES OF NON-COMPLIANCES FOR USE OF THE REPORT OR PART THEREOF OUTSIDE INDIA. CRISIL RESEARCH OPERATES INDEPENDENTLY OF, AND DOES NOT HAVE ACCESS TO INFORMATION OBTAINED BY CRISIL RATINGS LIMITED / CRISIL RISK AND INFRASTRUCTURE SOLUTIONS LTD (CRIS), WHICH MAY, IN THEIR REGULAR OPERATIONS, OBTAIN INFORMATION OF A CONFIDENTIAL NATURE. THE VIEWS EXPRESSED IN THIS REPORT ARE THAT OF CRISIL RESEARCH AND NOT OF CRISIL RATINGS LIMITED / CRISIL. NO PART OF THIS REPORT MAY BE PUBLISHED/REPRODUCED IN ANY FORM WITHOUT CRISIL'S PRIOR WRITTEN APPROVAL.**

**Notice to Prospective Investors in the United States**

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any other applicable law of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to the registration requirements of the U.S. Securities Act and (b) outside the United States in an "offshore transactions" in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**Notice to Prospective Investors in the European Economic Area**

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity shares in Member States of the European Economic Area ("**EEA**") (each a "**Member State**") will be made pursuant to an exemption under the Prospectus Regulation (as defined below), as applicable to each Member State, from the requirement to produce a prospectus for offers of Equity Shares. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129. Accordingly, any person making or intending to make an offer to the public within the EEA of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company, any of the Selling Shareholders or any of the BRLMs to produce a prospectus for such offer pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. None of our Company, the Selling Shareholders and the BRLMs have authorised, nor do they authorise, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the BRLMs which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in any Member State means the communication in any form and by any means of sufficient information on the terms of the Offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares.

**Information to Distributors (as defined below)**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) ("**Distributors**") should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the BRLMs will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

**Notice to Prospective Investors in the United Kingdom**

This Draft Red Herring Prospectus has been prepared on the basis that all offers to the public of Equity Shares will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression "UK Prospectus Regulation" means Prospectus Regulation (EU) 2017/1129, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. Accordingly, any person making or intending to make an offer to the public within the United Kingdom of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for our Company, any of the Selling Shareholders or any of the BRLMs to produce a prospectus for such offer pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. None of our Company, the Selling Shareholders the BRLMs have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Members of the Syndicate which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the Offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares.

**Information to Distributors**

Solely for the purposes of the product governance requirements contained within the FCA Handbook Product Intervention and Product Governance Sourcebook ("**PROD**") (the "**UK MiFIR Product Governance Rules**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any 'manufacturer' (for the purposes of the UK Product Governance Rules) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of: (a) investors who meet the criteria of professional clients as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (b) eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"); and (c) retail clients who do not meet the definition of professional client under (b) or eligible counterparty per (c); and (ii) eligible for distribution through all distribution channels (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the BRLMs will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of COBS 9A and COBS 10A respectively; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Equity Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

## FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Draft Red Herring Prospectus that are not statements of historical or present fact constitute "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "objective", "plan", "seek", "propose", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate, incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- outbreaks of contagious diseases, such as the recent outbreak of COVID-19, may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects;
- our success depends on our ability to build new manufacturing plants and add production lines in a cost-effective manner, both of which are subject to risks and uncertainties;
- we may be unable to benefit from the government policies like PLI scheme and various other policies;
- we do not have long-term contracts with suppliers of solar PV cells and all other raw materials and therefore are susceptible to potential unavailability of raw materials;
- we derive a significant amount of revenue from only one product and therefore its continued success is necessary for our business and prospects;
- changes in the price of wafers, solar PV cells and other raw materials due to changes in demand or other factors could adversely affect our manufacturing of solar PV modules; and
- our Company, certain of our Directors, some of whom are also our Promoters, and one of our Corporate Promoters are involved in certain legal proceedings. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.

For details regarding factors that could cause actual results to differ from expectations, please see the sections entitled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 24, 175 and 314, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoters, our Directors, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the Book Running Lead Managers will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. Further, the Selling Shareholders shall ensure that investors in India are informed of material developments from the date of the Red Herring Prospectus in relation to the statements and undertakings specifically made or confirmed by such Selling Shareholders in the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

## SUMMARY OF THIS DRAFT RED HERRING PROSPECTUS

The following is a general summary of the terms of the Offer and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "*Risk Factors*", "*Objects of the Offer*", "*Our Business*", "*Industry Overview*", "*Outstanding Litigation and Material Developments*", "*Main Provisions of Articles of Association*" and "*Offer Procedure*" beginning on pages 24, 98, 175, 119, 334, 314 and 363 respectively.

### Primary business of our Company

As of December 31, 2021, we are one of India's largest module manufacturers, in terms of operational capacity, producing solar photo-voltaic ("**PV**") modules (*Source: CRISIL Report*). Our Company had a domestic market share of approximately 19.00% (calculated as a percentage of operational modules capacity) with 2,500 MW (inclusive of trial production i.e. which is not yet commercially available) of installed manufacturing capacity for solar PV modules, as of December 31, 2021. (*Source: CRISIL Report*). We strive to deliver reliable solar solutions through innovative products, and we achieve this through our specialized high efficiency PV module manufacturing, comprehensive EPC solutions and O&M services.

### Primary Industry in which our Company operates

According to CRISIL, India has set a target of 280 GW of solar energy by 2030. Further, a potential 230 GW of solar energy may be driven over the next nine years. According to CRISIL, this would mean a potential requirement of 460 GW of module manufacturing rated capacity over the next nine years i.e. 50 GW per annum. Also, on February 4, 2022, Biden administration extended the Section 201 tariffs imposed on the import of solar modules from China for four years which would be a positive growth driver for domestic module exports.

### Names of our Promoters

Our Promoters are Hari Krishna Chaudhary, Gyanesh Chaudhary, Hari Krishna Chaudhary Family Trust, Gyanesh Chaudhary Family Trust, Vikram Financial Services Limited and Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited).

### Offer size

| | |
|---|---|
| Offer of Equity Shares(1)(2) | Up to [●] Equity Shares aggregating up to ₹ [●] million |
| of which: | |
| (i) Fresh Issue(1)(2) | Up to [●] Equity Shares aggregating up to ₹ 15,000.00 million |
| (ii) Offer for Sale(3) | Up to 5,000,000 Equity Shares aggregating up to ₹ [●] million |
| Employee Reservation Portion(4) | Up to [●] Equity Shares aggregating up to ₹ [●] million |
| | |
| Net Offer | Up to [●] Equity Shares aggregating up to ₹ [●] million |

(1) *The Offer has been authorized by a resolution of our Board of Directors at their meeting held on March 1, 2022 and the Fresh Issue has been authorized by our Shareholders pursuant to a special resolution passed on March 4, 2022.*

(2) *Our Company may, in consultation with the Book Running Lead Managers, consider a Pre-IPO Placement of up to [●] Equity Shares for cash consideration aggregating up to ₹ 3,000.00 million. The Pre-IPO Placement will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers and the Pre-IPO Placement, if any, will be undertaken prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the amount raised from the Pre-IPO Placement and the minimum Offer size shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company, in compliance with Rule 19(2)(b) of the SCRR.*

(3) *The Selling Shareholders confirm that the Offered Shares have been held by the Selling Shareholders for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization of the Selling Shareholders in relation to the Offered Shares, please see section entitled "The Offer" on page 63.*

(4) *In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of employee discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of employee discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹500,000 (net of employee discount)), shall be added to the Net Offer. For further details, see "Offer Structure" beginning on page 360.*

### Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

| Objects | Amount* (in ₹ million) |
|---|---|
| Funding capital expenditure for setting up of the Proposed Project | 12,388.03 |
| General corporate purposes(1) | [●] |
| **Total** | **[●]** |

* *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the amount raised from the Pre-IPO Placement and the minimum Offer size shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company, in compliance with Rule 19(2)(b) of the SCRR.*

(1) *To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds.*

**Aggregate pre-Offer shareholding of Promoters, Promoter Group and Selling Shareholders**

The aggregate pre-Offer shareholding of our Promoters, Promoter Group and Selling Shareholders as a percentage of the pre-Offer paid-up equity share capital of our Company is set out below:

| Sr. No. | Name of the Shareholder | Number of Equity Shares held | Percentage of the pre-Offer paid up equity share capital (%) |
|---|---|---|---|
| ***Promoters*** | | | |
| 1. | Hari Krishna Chaudhary | 13,731,146 | 5.31 |
| 2. | Gyanesh Chaudhary | 13,004,332 | 5.02 |
| 3. | Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) | 111,109,900 | 42.93 |
| 4. | Vikram Financial Services Limited | 16,421,900 | 6.34 |
| 5. | Hari Krishna Chaudhary Family Trust | 72,986,090 | 28.20 |
| 6. | Gyanesh Chaudhary Family Trust | 100,000 | 0.04 |
| | **Total (A)** | **227,353,368** | **87.84** |
| ***Promoter Group*** | | | |
| 1. | Anil Chaudhary* | 13,565,882 | 5.24 |
| | **Total (B)** | **13,565,882** | **5.24** |
| ***Selling Shareholders*** | | | |
| 1. | Girish Kumar Madhogaria | 258,500 | 0.10 |
| 2. | Pushpa Madhogaria | 126,500 | 0.05 |
| 3. | Vikram India Limited** | 10,991,750 | 4.24 |
| | **Total (C)** | **11,376,750** | **4.39** |
| | **Total (A+B+C)** | **252,296,000** | **97.47** |

**Promoter Group Selling Shareholder*
***Corporate Selling Shareholder*

For further details, please see the section entitled "*Capital Structure*" beginning on page 79.

**Summary of Financial Information**

A summary of the financial information of our Company as per the Restated Consolidated Summary Statements is as follows:

*(in ₹ million, except per share data)*

| Particulars | As at / For the six months period ended September 30, 2021 | As at / For the Financial Year ended March 31, 2021 | As at / For the Financial Year ended March 31, 2020 | As at / For the Financial Year ended March 31, 2019 |
|---|---|---|---|---|
| Equity share capital | 235.30 | 235.30 | 279.25 | 279.25 |
| Net worth(1) | 3,904.21 | 4,129.11 | 3,641.01 | 3,392.31 |
| Total income | 6,053.54 | 16,276.02 | 16,619.74 | 20,312.94 |
| Profit after tax | (189.62) | 381.93 | 225.24 | 408.22 |
| Earnings per Share (₹ / share) | | | | |
| - Basic | (0.73) | 1.48 | 0.86 | 1.55 |
| - Diluted | (0.73) | 1.48 | 0.86 | 1.55 |
| Net Asset Value per equity share(2) (₹) | 15.25 | 16.05 | 13.75 | 13.13 |
| Total debt (as per restated consolidated balance sheet) (3) | 7,294.16 | 6,207.79 | 5,182.37 | 5,961.51 |

*(1) 'Net worth' is the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation..*
*(2) Net Assets Value per equity share (₹): Net assets at the end of the respective periods divided by number of equity shares outstanding at the end of respective periods after impact of Bonus shares retrospectively. Net Assets means total assets minus total liabilities (excluding revaluation reserves).*
*(3) Total debt represents non current borrowings and current borrowings including current maturities of long term borrowings*

**Qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Summary Statements**

There are no auditor qualifications which have not been given effect to in the Restated Consolidated Summary Statements.

**Summary of outstanding litigations and material developments**

A summary of outstanding litigation proceedings involving our Company, Directors, Promoters and Subsidiaries, as on the date of this Draft Red Herring Prospectus is provided below:

*Litigation involving our Company*

| Name of entity | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by SEBI or stock exchanges against our Promoters | Material civil proceedings | Aggregate amount involved (₹ in million)* |
|---|---|---|---|---|---|---|
| ***Company*** | | | | | | |
| By our Company | 1 | Nil | Nil | Nil | 8(1) | 2,185.35# |
| Against our Company | 1 | 27 | 2 | Nil | 7(2) | 761.06 |
| ***Directors*** | | | | | | |
| By the Directors | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Directors | 1 | 1 | Nil | Nil | 2 | 42.14 |
| ***Promoters*** | | | | | | |
| By the Promoters | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Promoters | 1(3) | 5(4) | Nil | Nil | 2(5) | 149.73 |
| ***Subsidiaries*** | | | | | | |
| By the Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |

* *Note: The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable. Such amounts are net off of any counter claims made by the relevant parties, as disclosed in the section entitled "Outstanding Litigation and Material Developments" on page 334.*

\# *In relation to the material civil proceeding initiated by our Company against Andhra Pradesh Power Generation Corporation Limited ("APGENCO"), our Company has sought injunction against a bank guarantee of ₹ 596.60 million invoked by APGENCO against a claim of ₹ 232.69 million. The invocation of the said bank guarantee has been stayed by the Hon'ble High Court. Further, by way of an additional counter affidavit APGENCO has claimed an input tax credit amounting to ₹ 771.12 million, as disclosed in the section entitled "Outstanding Litigation and Material Developments – Litigation involving our Company – A. Material Civil Proceedings – By our Company" on page 334. The amount indicated above only includes the amount against the bank guarantee of ₹ 596.60 million invoked by APGENCO.*

1. *This includes one material civil proceeding by our Company that is non-quantifiable.*
2. *This includes four material civil proceedings against our Company that are non-quantifiable, including a material civil proceeding initiated by Jakson Power Limited owing to alternate claims made by it, the outcome of which is non-quantifiable prior to the arbitration award, as disclosed in the section entitled "Outstanding Litigation and Material Developments" on page 334.*
3. *This includes one criminal matter currently pending against Gyanesh Chaudhary which has also been disclosed under the litigations involving our Directors.*
4. *This includes tax matter currently pending against Hari Krishna Chaudhary which has also been disclosed under the litigations involving our Directors.*
5. *This includes two civil matters currently pending against Gyanesh Chaudhary and Hari Krishna Chaudhary which has also been disclosed under the litigations involving our Directors.*

For further details, please see the section entitled "*Outstanding Litigation and Material Developments*" beginning on page 334.

**Risk factors**

Investors should please see the section entitled "*Risk Factors*" beginning on page 24 to have an informed view before making an investment decision.

**Summary of contingent liabilities and commitments**

The details of our contingent liabilities are set forth in the table below:

(*in ₹ million*)

| Contingent liabilities | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Demands/claims by various government authorities and other claims not acknowledged as debts:** | | | | |
| - Income tax demand | 20.98 | 20.98 | 20.98 | 37.76 |
| - VAT, CST, GST and Entry tax | 330.53 | 354.71 | 364.80 | 349.72 |
| - Safeguard Duty on imports | 102.04 | 102.04 | 102.04 | 102.04 |
| - Contractual claim from customers | 232.70 | 232.70 | - | - |
| **Total** | **686.25** | **710.43** | **487.82** | **489.52** |

- *Notes: - These cases are pending at various forums with the respective authorities. Outflow, if any, arising out of the claims would depend upon the outcome of the decision of the appellate authorities and the group's right for future appears before judiciary. The group does not expect any reimbursement in respect of above contingent liabilities.*

The details of our commitments are set forth in the table below:

(*in ₹ million*)

| Particulars | As at September 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account | 422.44 | 819.59 | 367.67 | 186.16 |

For further details, please see the section entitled "*Restated Consolidated Summary Statements – Notes forming part of the Restated Consolidated Summary Statements – Note 46: Contingent liabilities and Commitments*" on page 292.

**Summary of related party transactions**

(*in ₹ million*)

| Particulars | For the period/year ended | | | |
|---|---|---|---|---|
| | **September 30, 2021** | **March 31, 2021** | **March 31, 2020** | **March 31, 2019** |
| **Remuneration to Key Management Personnel and relatives** | | | | |
| Gyanesh Chaudhary | 17.55 | 29.66 | 23.06 | 22.81 |
| Krishna Kumar Maskara | 4.64 | 6.12 | 6.54 | 5.88 |
| Saibaba Vutukuri | 24.95 | 21.04 | - | - |
| Neha Agarwal | 3.21 | 0.38 | - | - |
| Meenakshi Chaudhary | 13.94 | 20.00 | 17.40 | 9.60 |
| **Total** | **64.29** | **77.19** | **47.00** | **38.29** |
| | | | | |
| **Sitting fees paid to Key Management Personnel** | | | | |
| Joginder Pal Dua | 0.08 | 0.30 | 0.20 | 0.28 |
| Probir Roy | 0.15 | 0.30 | 0.15 | 0.03 |
| Vikram Swarup | 0.10 | 0.33 | 0.23 | 0.33 |
| Mamta Binani | - | - | - | 0.03 |
| **Total** | **0.33** | **0.93** | **0.58** | **0.67** |
| **Rent Paid** | | | | |
| Urmila Chaudhary | 0.60 | 0.60 | 0.60 | 0.60 |
| **Total** | **0.60** | **0.60** | **0.60** | **0.60** |
| **Sale of investment** | | | | |
| Urmila Chaudhary | - | 0.26 | - | - |
| **Total** | **-** | **0.26** | **-** | **-** |
| **Equity share allotment** | | | | |
| Urmila Chaudhary | - | 150.00 | - | - |
| **Total** | **-** | **150.00** | **-** | **-** |
| **Advance Paid** | | | | |
| Gyanesh Chaudhary | - | - | 1.03 | - |
| **Total** | **-** | **-** | **1.03** | **-** |
| **Advance recovered** | | | | |
| Gyanesh Chaudhary | - | 1.03 | - | - |
| **Total** | **-** | **1.03** | **-** | **-** |
| **Sale of goods/services** | | | | |
| Vikram Solar Energy Solutions GmbH | - | - | 298.53 | 215.67 |
| Yashvi Art Foundation | 0.03 | 0.06 | - | - |
| **Total** | **0.03** | **0.06** | **298.53** | **215.67** |
| **Corpus Donation paid** | | | | |
| Yashvi Art Foundation | - | 0.80 | 0.50 | 0.50 |
| **Total** | **-** | **0.80** | **0.50** | **0.50** |
| **Reimbursement of expenses** | | | | |
| Yashvi Art Foundation | - | 0.02 | - | - |
| **Total** | **-** | **0.02** | **-** | **-** |

For further details, please see the section entitled "*Related Party Transactions*" on page 310.

**Financing Arrangements**

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, directors of our Promoters, our Directors and their relatives have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the relevant financing entity) during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

**Weighted average price at which the Equity Shares were acquired by the Promoters and Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus**

The weighted average price at which the Equity Shares were acquired by our Promoters and Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus is:

| Name | Number of Equity Shares acquired in the one year preceding the date of the DRHP** | Weighted average price of acquisition per Equity Share (in ₹)* |
|---|---|---|
| ***Promoters*** | | |
| Hari Krishna Chaudhary | 12,677,146 | 0.62 |
| Gyanesh Chaudhary | 12,096,882 | Nil |
| Hari Krishna Chaudhary Family Trust | 72,986,090 | Nil |
| Gyanesh Chaudhary Family Trust | 100,000 | Nil |
| Vikram Financial Services Ltd | 15,104,000 | 1.85 |
| Vikram Capital Management Pvt Limited (Formerly, Monolink Trexim Private Limited) | 101,009,000 | Nil |
| ***Selling Shareholders*** | | |
| Anil Chaudhary | 12,614,882 | Nil |

| Name | Number of Equity Shares acquired in the one year preceding the date of the DRHP** | Weighted average price of acquisition per Equity Share (in ₹)* |
|---|---|---|
| Vikram India Ltd | 9,992,500 | Nil |
| Pushpa Madhogaria | 115,000 | Nil |
| Girish Kumar Madhogaria | 235,000 | Nil |

* *As certified by Singhi & Co., Chartered Accountants, by way of their certificate dated March 23, 2022.*

** *Certain Equity Shares acquired in the last year were considered at nil value in the calculation of weighted average price of Equity Shares acquired in the last one year, since the same were acquired through HUF dissolution or gift or issue of bonus share for which no consideration was paid.*

**Price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus**

The details of price at which specified securities were acquired by our Promoters, Promoter Group and Selling Shareholders in the last three years preceding the date of this Draft Red Herring Prospectus are as set forth in the table below:

| Name of the acquirer | Date of acquisition of Equity Shares | Number of Equity Shares acquired | Acquisition price per Equity Share (in ₹)* |
|---|---|---|---|
| ***Promoters*** | | | |
| Hari Krishna Chaudhary | December 31, 2019 | 60,000 | 135 |
| | October 13, 2020 | 60,000 | 135 |
| | September 29, 2021 | 20,000 | 131 |
| | September 29, 2021 | 40,000 | 131 |
| | November 12, 2021 | 134,286 | Nil |
| | December 20, 2021 | 12,482,860 | Nil |
| Gyanesh Chaudhary | November 12, 2021 | 44,762 | Nil |
| | November 12, 2021 | 230,000 | Nil |
| | December 20, 2021 | 11,822,120 | Nil |
| Hari Krishna Chaudhary Family Trust | February 28, 2022 | 31,873,590 | Nil |
| | February 28, 2022 | 41,112,500 | Nil |
| Gyanesh Chaudhary Family Trust | February 28, 2022 | 100,000 | Nil |
| Vikram Financial Services Ltd | July 6, 2021 | 50,000 | 160 |
| | July 23, 2021 | 125,000 | 160 |
| | December 20, 2021 | 14,929,000 | Nil |
| Vikram Capital Management Pvt Limited (Formerly, Monolink Trexim Private Limited) | June 10, 2019 | 6,000 | 135 |
| | June 10, 2019 | 5,000 | 135 |
| | June 11, 2019 | 5,500 | 135 |
| | June 13, 2019 | 7,000 | 135 |
| | June 17, 2019 | 3,000 | 135 |
| | June 25, 2019 | 6,800 | 135 |
| | July 18, 2019 | 9,100 | 135 |
| | July 18, 2019 | 16,600 | 135 |
| | July 18, 2019 | 13,500 | 135 |
| | July 22, 2019 | 13,000 | 135 |
| | October 11, 2019 | 10,000 | 135 |
| | October 17, 2019 | 23,000 | 135 |
| | October 22, 2019 | 10,000 | 135 |
| | November 19, 2019 | 13,500 | 131 |
| | November 29, 2019 | 5,000 | 131 |
| | December 29, 2020 | 4,500 | 131 |
| | December 29, 2020 | 4,500 | 131 |
| | December 29, 2020 | 4,500 | 131 |
| | December 20, 2021 | 55,120,000 | Nil |
| | December 20, 2021 | 45,889,000 | Nil |
| ***Selling Shareholders*** | | | |
| Anil Chaudhary | November 12, 2021 | 44,762 | Nil |
| | November 12, 2021 | 237,500 | Nil |
| | December 20, 2021 | 12,332,620 | Nil |
| Vikram India Limited | December 20, 2021 | 9,992,500 | Nil |
| Pushpa Madhogaria | December 20, 2021 | 115,000 | Nil |
| Girish Kumar Madhogaria | December 20, 2021 | 235,000 | Nil |

* *As certified by Singhi & Co., Chartered Accountants, statutory auditors by way of their certificate dated March 23, 2022.*

\- *Please note that Nil indicated against acquisition price per equity share as stated in the above table represents Equity Shares acquired through HUF dissolution or gift or issue of bonus shares for which no consideration was paid.*

As of the date of this Draft Red Herring Prospectus, there are no special rights available to our Promoters and Shareholders of the Company.

**Average cost of acquisition of Equity Shares by our Promoters and Selling Shareholders**

The average cost of acquisition of Equity Shares held by our Promoters and Selling Shareholders are set forth in the table below:

| S. No. | Name of acquirer | Number of Equity Shares** | Acquisition price per Equity Share (in ₹)* |
|---|---|---|---|
| ***Promoters*** | | | |
| 1. | Hari Krishna Chaudhary | 13,731,146 | 5.09 |
| 2. | Gyanesh Chaudhary | 13,004,332 | 2.31 |
| 3. | Hari Krishna Chaudhary Family Trust | 72,986,090 | Nil |
| 4. | Gyanesh Chaudhary Family Trust | 100,000 | Nil |
| 5. | Vikram Financial Services Limited | 16,421,900 | 6.38 |
| 6. | Vikram Capital Management Private Limited (Formerly, Monolink Trexim Private Limited) | 111,109,900 | 2.45 |
| ***Selling Shareholders*** | | | |
| 7. | Anil Chaudhary | 1,35,65,882 | 2.50 |
| 8. | Vikram India Limited | 1,09,91,750 | 0.66 |
| 9. | Pushpa Madhogaria | 1,26,500 | 11.91 |
| 10. | Girish Kumar Madhogaria | 2,58,500 | 11.91 |

** As certified by Singhi & Co., our Statutory Auditor, pursuant to the certificate dated March 23, 2022.*
*** Certain Equity Shares held as on date of this Draft Red Herring Prospectus were considered at nil value in the calculation of average cost of acquisition of Equity Shares, since the same were acquired through HUF dissolution or gift or issue of bonus share for which no consideration was paid.*

**Details of pre-IPO placement**

Our Company may, in consultation with the Book Running Lead Managers, consider a Pre-IPO Placement of up to [●] Equity Shares for cash consideration aggregating up to ₹ 3,000.00 million. The Pre-IPO Placement will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers and the Pre-IPO Placement, if any, will be undertaken prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the amount raised from the Pre-IPO Placement and the minimum Offer size shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company, in compliance with Rule 19(2)(b) of the SCRR.

**Offer of equity shares for consideration other than cash in the last one year**

Except for the allotment of equity shares and bonus issue, as disclosed in the section entitled "*Capital Structure*" on page 79, our Company has not issued any equity shares in the preceding one year below the Offer Price.

**Split / Consolidation of Equity Shares in the last one year**

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

**SEBI exemptions**

Our Company has not been granted any exemption from complying with any provisions of securities laws by SEBI.

# RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Draft Red Herring Prospectus and the Red Herring Prospectus, when available, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse impact on our business, results of operations, cash flows and financial condition. If any or a combination of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition may be adversely affected, the price of the Equity Shares could decline, and you may lose all or part of your investment. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this section.*

*In making an investment decision, as prospective investors, you must rely on your own examination of us and the terms of the Offer, including the merits and the risks involved. You should consult your tax, financial, legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. To obtain a complete understanding of our business, you should read this section in conjunction with the sections titled "Industry Overview", "Our Business", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 119, 175, 250 and 314, respectively, of this Draft Red Herring Prospectus, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.*

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "*Photovoltaic manufacturing and solar energy market*" dated March 2022 ("**CRISIL Report**") prepared by CRISIL, which is exclusively prepared for the purpose of the Offer and issued by CRISIL and is commissioned and paid for by our Company. CRISIL was appointed on November 30, 2021, pursuant to an engagement letter entered into with our Company. The CRISIL Report is available on the website of our Company at https://www.vikramsolar.com/investor-centre/, in accordance with applicable law. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 12.*

*This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the considerations described in this section and elsewhere in this Draft Red Herring Prospectus. See "Forward Looking Statements" on page 17 of this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Summary Statements" on page 250. Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to Vikram Solar Limited on a consolidated basis and references to "the Company" or "our Company" refers to Vikram Solar Limited on a standalone basis.*

## Internal Risk Factors

**1. Outbreaks of contagious diseases, such as the recent outbreak of COVID-19, may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.**

Our business has been adversely affected due to the ongoing COVID-19 pandemic, and we are currently unable to predict its near-term or long-term impact on our business. India experienced multiple waves of COVID-19 which had impacted global supply chains and resulted in shortages of materials and components used in our manufacturing operations and an inability to meet our manufacturing targets in Fiscals 2020 and 2021 and for the six months ended September 30, 2021 and this impact continues in this fiscal. The COVID-19 pandemic had resulted in restrictions on travel and transportation and prolonged closures of workplaces, businesses and schools, with employees being asked to work from home and citizens being advised to stay at home. Consequently, there was a significant disruption in attendance at our manufacturing facilities.

Furthermore, on March 20, 2020, the MNRE issued a notice that all renewable energy implementing agencies will treat lockdown due to COVID-19 as a *force majeure* event for the time period between March 25, 2020 to August 24, 2020. There was no loss of existing EPC orders during that period. While none of our customers invoked the *force majeure* clauses in their contracts with us over the past three years, there can be no assurance that our customers will not invoke these *force majeure* clauses in the event of any future outbreak of contagious diseases. In particular, as a result of the COVID-19 pandemic, certain of our customers had delayed their payments as against the agreed payment terms, which temporarily increased our cash flow requirements.

The government-imposed lockdowns had severely impacted our manufacturing capacity due to stoppages of factory operations and delays in execution of solar EPC projects in the months of April, 2020 to June, 2020 and April, 2021 and May, 2021. In a particular case, our Company undertook a project for designing, engineering, procurement, supply, erection, testing, commissioning and operation and maintenance of 140 MW and 85 MW projects in Uttar Pradesh, which were to be completed in 2020. However, on account of the COVID-19 pandemic, the same were completed in early 2021 within the extended contractual timelines. In addition to the above, there were general restrictions on business operations and movement of people and goods within India for several weeks in 2020, 2021 and early 2022 which had an impact on our operations and services. For example, the establishment of our Chennai facility (i.e. our solar module manufacturing facility at Kanchipuram, Tamil Nadu) was delayed by approximately six months as Chinese technicians of the equipment supplier could not travel to India to complete the installation and commissioning work, due to COVID-19 restrictions. Further, such lockdowns also impacted our ability to render EPC contracts and O&M services to our customers. Consequently, our revenue from operations decreased by 18.70% from ₹20,168.36 million in Fiscal 2019 to ₹16,396.83 million in Fiscal 2020 and by 20.17% to ₹16,101.38 million in Fiscal 2021. For details, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations – Results of Operation*" on page 324.

With the COVID-19 situation persisting, global supply chains have not yet recovered to pre-pandemic levels and this has impacted both our imports of raw materials and export of products. In particular, we and our third-party transportation providers have faced and continue to face issues of availability of containers and vessels for the transportation of raw materials and products. Such non-availability of vessels has resulted in a general increase in our freight cost. Our transportation, freight, duty and handling charges (excluding inward freight cost which is accounted for under raw material costs) were ₹276.86 million, ₹371.87 million, ₹360.73 million and ₹319.10 million for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, respectively, and represented 4.35%, 2.37%, 2.21% and 1.62%, respectively, of our total expenses in such periods. Consequently, the delay in transportation has and continues to adversely impact our production and deliveries to customers. We are unable to assure you that there will be a resolution of these logistic issues in the near future. Further, these logistic issues continue to increase our costs thereby affecting our results of operations and financial condition.

There is also no assurance that there will not be further mutations of COVID-19 resulting in new variants and additional economic downturns that materially adverse effect our business, financial condition, results of operations, cash flows and prospects.

The Reserve Bank of India granted relief to borrowers by way of moratorium of interest and principal instalments falling due to banks and financial institutions till August 2020 and the same was availed by the Company. We had availed a moratorium on interest payment on cash credit facilities of ₹201.00 million in Fiscal 2021 (March 2020 to August 2020), which we have since repaid. We had also availed moratoriums on the (i) interest payment of a term loan of ₹73.35 million from March to August 2020; and (ii) payment of instalments of term loans amounting to ₹166.48 million for the period from March 2020 to August 2020. These amounts have been adjusted to the principal component of the term loan and are required to be repaid during the tenure of the term loan. While there has been no previous instance of non-repayment, there can be no assurance that such amounts shall be repaid within the stipulated period. In the Restated Consolidated Summary Statements, our Statutory Auditors included an emphasis of matter in relation to the impact of the COVID-19 pandemic. For more details, see *"Risk Factors – Our Statutory Auditor has included certain emphasis of matters in their report on our financial statements"* on page 32 and see "*Restated Consolidated Summary Statements – Note 59*" on page 306.

There can also be no assurance that the policies and controls for outbreak prevention and disease recurrence or any stimulus packages introduced by the GoI will be successful in preventing disease outbreaks or recurrences or that any actual or suspected outbreak of COVID-19 or other contagious disease affecting India or elsewhere will not occur. There can also be no assurance that any future outbreak of contagious diseases will not have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

**2. Our success depends on our ability to build new manufacturing plants and add production lines in a cost-effective manner, both of which are subject to risks and uncertainties.**

We intend to use part of our Net Proceeds to establish a new facility of 2 GW in Tamil Nadu for manufacturing of solar PV modules having backward integration with solar cells of 2 GW. In connection with this new facility, we have submitted a bid under the Production Linked Incentive ("**PLI**") scheme for High Efficiency Solar PV Modules to the Indian Renewable Energy Development Agency ("**IREDA**") to increase the integrated capacity of the new facility in Tamil Nadu from 2 GW to a total of 3.6 GW of solar PV modules and solar cells.

Our Company has also commenced plans on upgrading the existing manufacturing plant in Falta from its present capacity of 1.2 GW to 3 GW within Fiscal 2023. As on date of this Draft Red Herring Prospectus, we are yet to identify vendors or place orders for the plants and machinery required for such expansion. Subject to its successful completion and receipt of approvals, as required, the proposed expansion is expected to not only increase the overall capacity but also upgrade the entire capacity with M10 and M12 cell technology production that provides higher wattage per solar PV module. In the process of implementing our upgrade, certain parts of our production facilities may have to be shut down in phases, resulting in lower production for a few months.

If we are a successful bidder under the PLI scheme, then post commissioning of aforementioned facilities, our total annual rated capacity for module production is expected to increase from 2.5 GW to 7.9 GW, of which 3.6 GW of capacity would be integrated with solar cells. For further details in relation to the proposed facility for solar cell and solar module manufacturing, please see the sections entitled "*Our Business*" on page 175. Our future growth depends on our ability to significantly increase both our manufacturing capacity and production throughput in a cost-effective and efficient manner. Our ability to expand production capacity is subject to significant risks and uncertainties, including the following:

- the need to raise significant additional funds to build additional manufacturing facilities, which we may be unable to obtain on reasonable terms or at all;

- delays and cost overruns as a result of a number of factors, many of which may be beyond our control, such as our inability to secure successful contracts with equipment vendors or the unavailability of timely supplies of equipment and technologies;
- delays or denial of required approvals by relevant government authorities;
- diversion of significant management attention and other resources;
- failure to execute our expansion plans effectively;
- unavailability of timely supplies of equipment and technologies; and
- failure to identify the right vendors who will supply quality products at correct prices.

If we are unable to build new manufacturing plants and add production lines within our estimated time frame, we may be unable to expand our business, realise economies of scales by decreasing our costs per watt peak, maintain our competitive position, satisfy our contractual obligations or sustain profitability. There can be no assurance that we will complete any proposed expansion or upgradation in a timely manner or whether it will result in higher production capacity as has been contemplated by our management. For example, the establishment and stabilization of our Chennai facility (i.e. our solar module manufacturing facility at Kanchipuram, Tamil Nadu) was delayed by approximately six months as Chinese technicians of the equipment supplier could not travel to India to complete the installation and commissioning work, due to COVID-19 restrictions and consequently costs for the facility overran by ₹173.27 million over its original budget, as on September 30, 2021, primarily due to trial run costs.

Furthermore, when we commence production and manufacturing of products at our facility in Tamil Nadu, there may be a time lag before we achieve optimal production levels and capacity. Thus, the initial periods of manufacturing may result in higher than ordinary rejections of products on account of ramp up in the production line. There can be no assurance that such problems would be resolved in a timely manner, or at all, which may adversely impact our production capacity and consequently our results of operations and profitability.

**3. We may be unable to benefit from the government policies like PLI scheme and various other policies.**

We benefit from a favourable regulatory landscape and support provided to domestic manufacturing. For example, in 2012 the GoI launched the Modified Special Incentive Package Scheme ("**MSIPS**") to provide subsidies for capital expenditure. Under this scheme, domestic players can avail of certain capital expenditure subsidies of 20% for plants set up in a SEZ and 25% for plants set up in non-SEZs. (*Source: CRISIL Report*). There can be no assurance that we will continue to achieve the conditions prescribed under the MSIPS and consequently may not be entitled to receive the benefits provided under the scheme.

Recently, in its budget for 2022-2023, the GoI announced enhancement of the outlay under the PLI scheme for high efficiency modules from ₹45,000 million to ₹240,000 million, as a result of which the segment could see a further boost. (*Source: CRISIL Report*) This scheme provides companies with production-linked incentives on sales from products manufactured in domestic units. In connection with our plans to establish a new facility of 2 GW in Tamil Nadu for the manufacturing of solar PV modules with full backward integration with solar cells of 2 GW, our Company has placed a bid application under the PLI scheme to increase this to a 3.6 GW integrated facility (cell and module) and subject to being successful in our bid, we will be entitled to receive certain subsidies as prescribed under the PLI scheme. These incentives are stipulated to be received over five years from the start of operations of the facility. As per the terms of the PLI sanction, the facility is required to be commissioned within 18 months from date of the letter of award received from the relevant authority. The commissioning of this integrated facility is dependent on various factors beyond our control and therefore there can be no assurance that we would be granted the benefits and incentives under the PLI scheme.

Further, in accordance with the PLI scheme, if we fail to produce and sell at least 1.8 GW in any year post commencement of operations, we will not be eligible to receive the PLI subsidies for that particular year. Thus, there can be no assurance that we will achieve the conditions prescribed under the PLI scheme and consequently may not be entitled to receive the benefits provided under the scheme. Furthermore, in case the government decides to cancel the existing bids under the PLI scheme or initiates a fresh auction, there can be no assurance that we will make a bid or be successful in winning an award.

Our strategic expansion plans to establish a new facility in Tamil Nadu may also benefit from incentives offered by the government of Tamil Nadu for electronic hardware manufacturing under which we would be eligible to claim various subsidies such as capital subsidy, electricity tax exemption, interest subsidy, training subsidy and a 50% stamp duty exemption which form a substantial portion of our project capital expenditure. (*Source: CRISIL Report*). There can be no assurance that we will achieve the conditions prescribed under the scheme of the government of Tamil Nadu and consequently may not be entitled to receive the benefits provided under the scheme.

**4. We do not have long-term contracts with suppliers of solar PV cells and all other raw materials and therefore are susceptible to potential unavailability of raw materials.**

The availability of solar PV cells and various raw materials, essential for manufacturing solar PV modules, is through short term supply contracts. We purchase all these raw materials on a need basis primarily through the spot market purchase mechanism and seek to source such raw materials from diverse suppliers.

In the past few years, there has been a growing demand for solar power products necessitating continuing expansion of the full solar value chain industry. This growing demand and global supply chains to meet such demand, however, has been negatively impacted by the COVID-19 pandemic. For details, see *"Risk Factors – Outbreaks of contagious diseases, such as the recent outbreak of COVID-19, may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects."* on page 24. In the future, there may be industry-wide fluctuations in the supply of raw materials due to the growing demand for solar PV modules. We may, from time to time, experience late delivery from suppliers and may have to purchase raw materials at a higher price or with lower conversion efficiencies / specifications, which in turn may result in reduced revenues per solar PV module. Further, our raw material costs from our top five suppliers (both international and domestic) for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019 was ₹2,311.29 million, ₹3,333.84 million, ₹3,570.17 million and ₹3,861.06 million, respectively, representing 46.71%, 49.95%, 36.09%, and 37.72% of our total raw materials, respectively.

There can be no assurance that the current procurement efforts will be successful in ensuring an adequate supply of raw materials at viable prices to meet our solar PV module production requirements. If we are unable to meet customer demand for our products or if our products are only available at a higher price because of a shortage of raw materials, we could lose customers, market share and revenue. Further, many of our competitors, that also purchase raw materials from our suppliers, may have stronger relationships as well as greater bargaining power with the suppliers. This may materially and adversely affect our business, financial condition, results of operations and cash flow.

**5. We derive a significant amount of revenue from only one product and therefore its continued success is necessary for our business and prospects.**

We currently manufacture only solar PV modules using polycrystalline and monocrystalline cell technology with wattages ranging between 330Wp and 660Wp (660Wp module (M12) is a prototype and currently under third party lab testing as at the date of this Draft Red Herring Prospectus) with efficiencies, which is a measure of the amount of sunlight (irradiation) that falls on the surface of a solar panel and is converted into electricity ("**Efficiencies**"), ranging between 17.01% and 21.47%. For the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, the revenue from the sale of solar PV modules (other than EPC) was ₹3,450.88 million, ₹7,074.78 million, ₹11,406.32 million and ₹8,537.67 million, respectively, and which represented 57.72%, 43.94%, 69.56% and 42.33%, respectively, of our revenue from operations in such periods. We are therefore exposed to the changes in demand for solar PV modules manufactured using polycrystalline and monocrystalline technology which would affect our business, profitability and prospects. On the other hand, some of our competitors may be planning to become vertically integrated from upstream mono/ poly-silicon manufacturing to solar system integration, while our integration plans are currently limited to solar cells. Thus, our business depends entirely upon our ability to manufacture and sell solar PV modules using the poly-crystalline and mono-crystalline technology on a profitable basis. The lack of product diversification may make the results of our operations more volatile than if we manufactured more than one type of product.

**6. Changes in the price of wafers, solar PV cells and other raw materials due to changes in demand or other factors could adversely affect our manufacturing of solar PV modules.**

In order to manufacture solar PV modules, we require multiple raw materials and components, primarily solar PV cells. The cost of solar PV cell constitutes a significant portion of our total manufacturing cost. For the six months ended September 30, 2021 and Fiscal 2021, 2020, 2019, our expenses towards procurement of solar cells was ₹2,831.32 million, ₹3,395.44 million, ₹5,800.12 million and ₹6,164.29 million, which represented 51.01%, 33.62%, 51.81% and 43.11%, respectively, of our total purchases in such periods. The price of solar PV cells is based on the price of wafers, the price of which can be volatile and unpredictable. There can be no assurance that the price of solar PV cells will decline and /or stabilize at a particular level. Further, there can be no assurance that the price of solar PV cells will not increase in the future or that we will be able to pass on such increases to our customers. During times of scarcity, suppliers could substantially increase their prices. Additionally, the prices of our raw materials fluctuate based on a number of factors outside our control, including general economic conditions, competition, commodity market fluctuations, the quality and availability of supply, currency fluctuations, consumer demand, manufacturing capacity, transportation costs, import duties and government policies and regulations.

The failure to achieve corresponding sales price increases in a timely manner, sales price erosion without a corresponding reduction in raw material costs, a significant shortage of supply of solar PV cells and delays in their availability or failure to re-negotiate favourable raw material supply contracts are factors that may have a material adverse effect on our business, financial condition and results of operations.

**7. Our Company, certain of our Directors, some of whom are also our Promoters, and one of our Corporate Promoters are involved in certain legal proceedings. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.**

Our Company and three of our Directors including two Directors who are also Promoters of our Company, and one of our Corporate Promoters are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation in relation to our Company and Directors/ Promoters as on the date of this Draft Red Herring Prospectus have been provided below in accordance with the materiality policy adopted by our Board. For details, see "*Outstanding Litigation and Material Developments*" on page 334.

| Name of entity | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by SEBI or stock exchanges against our Promoters | Material civil proceedings | Aggregate amount involved (₹ in million)* |
|---|---|---|---|---|---|---|
| ***Company*** | | | | | | |
| By our Company | 1 | Nil | Nil | Nil | 8(1) | 2,185.35# |
| Against our Company | 1 | 27 | 2 | Nil | 7(2) | 761.06 |
| ***Directors*** | | | | | | |
| By the Directors | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Directors | 1 | 1 | Nil | Nil | 2 | 42.14 |
| ***Promoters*** | | | | | | |
| By the Promoters | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Promoters | 1(3) | 5(4) | Nil | Nil | 2(5) | 149.73 |
| ***Subsidiaries*** | | | | | | |
| By the Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |

* *The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable. Such amounts are net off of any counter claims made by the relevant parties, as disclosed in the section entitled "Outstanding Litigation and Material Developments" on page 334.*

# *In relation to the material civil proceeding initiated by our Company against Andhra Pradesh Power Generation Corporation Limited ("**APGENCO**"), our Company has sought injunction against a bank guarantee of ₹ 596.60 million invoked by APGENCO against a claim of ₹ 232.69 million. The invocation of the said bank guarantee has been stayed by the Hon'ble High Court. Further, by way of an additional counter affidavit APGENCO has claimed an input tax credit amounting to ₹ 771.12 million, as disclosed in the section entitled "Outstanding Litigation and Material Developments – Litigation involving our Company – A. Material Civil Proceedings – By our Company" on page 334. The amount indicated above only includes the amount against the bank guarantee of ₹ 596.60 million invoked by APGENCO.*

(1) *This includes one material civil proceeding by our Company that is non-quantifiable.*

(2) *This includes four material civil proceedings against our Company that are non-quantifiable, including a material civil proceeding initiated by Jakson Power Limited owing to alternate claims made by it, the outcome of which is non-quantifiable prior to the arbitration award, as disclosed in the section entitled "Outstanding Litigation and Material Developments" on page 334.*

(3) *This includes one criminal matter currently pending against Gyanesh Chaudhary which has also been disclosed under the litigations involving our Directors.*

(4) *This includes tax matter currently pending against Hari Krishna Chaudhary which has also been disclosed under the litigations involving our Directors.*

(5) *This includes two civil matters currently pending against Gyanesh Chaudhary and Hari Krishna Chaudhary which has also been disclosed under the litigations involving our Directors.*

The amounts claimed in these legal proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in the applicable laws or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that these legal proceedings will be decided in favour of our Company, Directors and Promoters, as the case may be, or that no further liability will arise out of these proceedings. Further, such legal proceedings could divert management time and attention and consume financial resources. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.

**8. We are required to maintain certain licenses, approvals, registrations, consents and permits in the ordinary course of business.**

Our business is regulated, and we require a number of licenses, approvals, registrations, consents and permits to operate our business in India and globally. As we expand our operations globally and enter new markets, we may not be familiar with local regulations and may need to incur additional costs to ensure regulatory compliance. In addition, we may need to apply for approvals, including the renewal of approvals which may expire, from time to time, as and when required in the ordinary course of business. We are also required to obtain and maintain consents, approvals, registrations and permits with respect to the provision of EPC, O&M and solar rooftop services and solutions for the solar power projects.

A certain portion of the land on which our solar power projects are currently located at or will be located at in the future may require certain approvals and permits for us to use such land for developing solar power projects. In the event that we are unable to obtain such approvals and permits, our business, results of operations, cash flows and financial condition could be adversely affected. Additionally, certain land on which our solar power projects are currently located at or will be located at in the future may be subject to third party rights or onerous conditions, which may adversely affect its use.

If we fail to obtain, maintain or renew such licenses, approvals, registrations, consents and permits in a timely manner, it may result in interruption of our business operations, including an inability to execute solar power projects in accordance with the terms of our EPC contracts with our customers, or at all, and expose us to regulatory and contractual liabilities, which could have an adverse effect on our business, financial condition and results of operations. While we have obtained key approvals required for our business, we have also applied for, and are awaiting grant/ renewal of certain key approvals.

For instance, we have applied for the following approvals, in relation to our Proposed Project: (i) approval to construct, extend or take into use any building as a factory; (ii) consent to establish; (iii) no-objection certificate for building plan and installation; (iv) no-objection certificate for multi storied buildings; (v) building planning permission; and (vi) registration of establishments employing building or other construction workers. These approvals are necessary to be obtained prior to commencement of civil construction on the Project Site.

Further, expansion of manufacturing facilities and backward integration measures require approvals from authorities and we cannot assure you that we will be able to obtain or renew such approvals in a timely manner, or at all. If we fail to obtain or renew such licenses, approvals, registrations and permits in a timely manner, our commissioning date for our expansion plans and backward integration plans may be delayed, which could adversely affect our business and results of operations.

Furthermore, government approvals and licenses are subject to numerous conditions, including adherence to emission standards and regular monitoring and compliance requirements, some of which are onerous and require us to incur substantial expenditure. We may incur substantial costs, including clean up and/or remediation costs, fines and civil or criminal sanctions, as a result of violations of or liabilities under environmental or health and safety laws, which may have a material adverse effect on our business or financial condition. We cannot assure you that approvals, licenses, registrations, consents and permits issued to us would not be suspended or revoked in the event of non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for, obtain and validly maintain the required licenses, approvals, registrations, consents or permits, or any suspension or revocation of any approvals, licenses, registrations and permits that have been or may be issued to us, may materially and adversely affect our operations. For further details, please see the section entitled "*Government and Other Approvals*" on page 341 of this Draft Red Herring Prospectus for more details, including such approvals for which applications are pending before relevant authorities.

**9. Our revenue from operations is highly dependent upon a limited number of customers.**

Our revenue from operations of our top five customers for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019 was ₹5,298.50 million, ₹10,853.01 million, ₹6,524.72 million and ₹12,080.56 million, respectively, which represented 88.63%, 67.40%, 39.79%, and 59.90% of our revenue from operations for the same periods. These top five customers, for the respective periods, are tender based EPC customers/ module customers. Since we are significantly dependent on certain key customers for a significant portion of our sales, the loss of any one of our key customers for any reason (including, due to loss of contracts or failure to negotiate acceptable terms in contract renewal negotiations, disputes with customers, adverse change in the financial condition of such customers, including due to possible bankruptcy or liquidation or other financial hardship, merger or decline in their sales, reduced or delayed customer requirements, plant shutdowns, labour strikes or other work stoppages), could have an adverse effect on our business, results of operations and financial condition. While we strive to maintain good relations with our key customers, there is no assurance that our key customers will continue to place similar orders with us in the future. In addition to these external factors, these key customers may also set off any payment obligations, require indemnification for themselves or their affiliates, replace us with our competitors, or replace their existing products with alternative products which we do not supply. Therefore, there can be no assurance that we will not lose all or a portion of sales to these key customers, or that we will be able to offset any reduction of prices to these customers with reductions in our costs or by obtaining new customers. We may continue to remain dependent upon our key customers for a substantial portion of our revenues. Further, the deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and result in a significant decrease in the revenues we derive from these customers. In the event of our failure to retain one or more of our key customers, it will have an adverse effect on our financial performance and result of operations.

We generally have short to medium term arrangements for the supply of our products to our customers (other than EPC which are at times long term and tender based) and there can be no assurance that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future, all of which could have an impact on our business prospects and financial performance. Dependence on a few counterparties or states/ regions is risky for manufacturers in case of customer attrition, customer exits from the sector or decline in demand. This is especially true for both imports and exports. India's export to the United States of America continued to be strong as it accounted for 82% of the total export share in Fiscal 2021. South Africa, the UAE and Belgium accounted for 3%, 1% and 0.4%, respectively. As far as imports are concerned, India is dependent on China. (*Source: CRISIL Report*) Further, there are challenges in negotiating pricing and payment terms with key customers, which may have an impact on our profit margins and financial performance. We cannot assure you that we will be able to maintain historic levels of business from our key customers, or that we will be able to significantly reduce customer concentration in the future, all of which could have an impact on our business prospects and financial performance

In particular, we are also highly dependent on projects awarded by government entities / public sector undertakings ("**PSU**"). As at December 31, 2021, the split between exports, government entities / PSU and private companies in our order book (which consists of contracts which have been partly executed and/or for which a letter of award or agreement or framework agreement/ letter of intent have been obtained (including EPC and O&M contracts with module supply) and for which amounts may be receivable in the next 12-24 months ("**Order Book**")) was 31.45%, 29.09% and 39.46%, respectively. Any adverse change in the policies adopted by the government regarding award of its projects or our existing relationship with the government may adversely affect our ability to win such projects. In addition, we benefit from policies adopted by the government in respect of solar power developments, including incentives granted, resource and budgetary allocation and concessions. Any changes in these existing policies could adversely affect our existing projects and opportunities to secure new projects. For details of certain of these policies and incentives, see "*Key Regulations and Policies in India*" and "*Statement of Tax Benefits*" beginning on pages 200 and 113, respectively. Further, interaction with government entities is critical to the development and ongoing operations of our projects, and as a result projects may get delayed or disrupted due to, among other things, extensive internal processes, policy changes, government or external budgetary allocation and insufficiency of funds. To the extent that any of the projects awarded to us by the government entities are delayed, disrupted or cancelled our cash flows, business, results of operations and financial condition may be adversely affected. Any adverse changes in government policies may lead to our agreements being restructured or renegotiated, which could adversely affect our financing, capital expenditure, asset utilization, revenues, cash flows or operations relating to existing projects as well as our ability to participate in competitive bidding or bilateral negotiations for future projects.

Furthermore, since we depend on government institutions and public sector undertakings for some of our business, we enter into various contracts with government institutions and public sector undertakings may be subject to extensive internal processes and policy changes. Due to these and other factors, certain terms of such contracts, such as pricing terms, contract period, use of sub-contractors or ability to make appropriate adjustments may be less flexible than contracts with private companies. Further, payments from government entities may be subject to delays due to regulatory scrutiny and procedural formalities. In addition, certain government entities may be subject to audits by applicable regulatory authorities.

**10. Reduced growth in, or the reduction/ removal of, exemption of, elimination or expiration of, government subsidies and economic incentives to promote solar energy and domestic production could reduce demand for our solar modules.**

The GoI has offered several fiscal benefits, tariffs, safeguard duties on foreign imports, policies and schemes aimed at promoting the solar energy industry. Reduced growth in or the reduction, elimination or expiration of these government subsidies and economic incentives may result in the diminished competitiveness of solar energy relative to conventional and non-solar renewable sources of energy, and could materially and adversely affect the growth of the solar energy industry and our revenue from operations. Furthermore, government incentives typically expire, phase out over time, exhaust the allocated funding or require renewal by the applicable authority, and there can be no assurances that the GoI will continue to offer incentives to the solar energy industry in the future.

The imposition of extra duties being levied on sources of energy that cause carbon dioxide pollution for the purpose of reducing greenhouse gas emissions has indirectly supported the expansion of power generated from renewable energy and, in turn, solar power projects in general. If such direct and indirect government support for renewable energy (in particular, solar power) is terminated or reduced, it would make producing electricity from solar power projects less competitive and reduce demand for new solar power projects which in turn adversely impacts our revenue and results of operation.

In particular, the GoI had introduced the safeguard duty in July 2018 on import of solar cells which was applicable until July 2021, and this is being replaced with significantly higher basic customs duty of 25% on solar cells, commencing April 1, 2022. The imposition of such high basic customs duty on imported solar cells is expected to impact our cost of materials unless we are able to implement our backward integration plan of producing our own solar cells by such time in a cost-effective manner or procure from other cost-effective and domestic producers of solar cells. In addition, the GoI may impose additional duties on the equipment that we will need to import for implementation of our proposed expansion, upgradation and backward integration plans.

Further, government projects are permitted to procure solar PV modules of certain quality and specification only from a limited number of select suppliers identified in the Approved List of Models and Manufacturers ("**ALMM**") identified by the MNRE. Furthermore, regulatory policies in various states in India currently provide a favourable framework for securing attractive returns on capital invested for renewable and solar energy projects. If any of these incentives or policies are adversely amended, eliminated or not extended beyond their current expiration dates, or if funding for these incentives is reduced, or if governmental support of renewable energy development, particularly solar energy, is discontinued or reduced, it could have an adverse effect on our ability to obtain financing, and may affect the viability of new solar energy projects based on current tariff and cost assumptions.

We expect that a substantial portion of our solar PV modules, upon sale, shall eventually be utilized in the on-grid market and generate electricity to feed into the national grid. We also believe that the near-term growth of the solar energy market for on-grid applications depends in large part on the availability and size of government subsidies and economic incentives. In addition, if any of these policies or schemes are reduced or discontinued, sales of our solar PV modules could decline significantly, which could have a material adverse effect on our business and results of operations. Electric utility companies or generators of electricity from fossil fuels or other renewable energy sources could also lobby for a change in the relevant legislation in their markets to protect their revenue streams. Reduced growth in or the reduction, elimination or expiration of government subsidies and economic incentives to promote solar energy and domestic production, could cause our revenue from operations to decline and adversely affect our business and financial condition.

**11. Restrictions on the import of solar raw materials, machineries and equipment and related components may increase our business costs. We may also face similar restrictions on our exports.**

A substantial part of our raw materials, including solar cells, are imported from China and certain other countries, including Taiwan and Malaysia. Any restrictions, either from the central or state/provincial governments or from any other authorized bilateral or multilateral organizations, including any export duties by the exporting country, on such imports may adversely affect our business, results of operations, cash flows and prospects. For the six months ended September 30, 2021 and Fiscals 2021, 2020 and 2019, our cost of imported raw materials was ₹4,241.88 million, ₹6,304.17 million, ₹9,189.25 million and ₹9,785.62 million, which represented 85.74%, 94.45%, 92.89% and 95.60%, respectively, of our total raw material purchases in such periods. Out of our total raw material purchases in the six months ended September 30, 2021 and Fiscals 2021, 2020 and 2019, ₹2,545.06 million, ₹3,936.49 million, ₹5,793.83 million and ₹6,556.90 million worth of raw materials were imported from China, respectively, representing 60.00%, 62.44%, 63.05% and 67.01% of our total imports, respectively.

We cannot assure you that there will not be any new action by the relevant authorities imposing anti-dumping or other import duties, export duties or similar tariffs. Any such imposition will result in an increase in our input costs for our solar business, and, if the consequent increased costs cannot be passed on to our customers, our margins will correspondingly decrease. We cannot assure you that such restrictions or tariffs will not be imposed in the future, that any new regulations governing imposition of new tariffs or similar import duties will be introduced in the future, that the scope of such restrictions or tariffs will not be extended to cover equipment that we import, or that if such restrictions or tariffs are imposed, we will be able to find alternative sources to procure raw materials or equipment at competitive prices.

More recently, the power crisis in China had curtailed its manufacturing operations thereby hampering output across the solar value chain and impacting our import costs adversely. This resulted in an increase in costs of our solar projects since October 2021. There can be no assurance that similar incidents will not impact our costs and results of operations in the future.

Similarly, the solar PV modules we manufacture, and export may be subject to additional duties. For example, in January 2018, the United States imposed higher duties, starting at 30% and declining to 15% over the next four years, on imported solar module panels and cells. For the six months ended September 30, 2021 and Fiscal 2021, 2020, 2019, our export sales were ₹945.51 million, ₹2,138.22 million, ₹4,619.05 million and ₹2,308.16 million which represented 15.82%, 13.28%, 28.17% and 11.44%, respectively, of our total revenue from operations in such periods. If any additional duties are imposed on our exported goods, the demand for our solar PV modules may decline and that may adversely impact our business and results of operations. The international markets in which we sell our products are diverse, with distinct legal and regulatory systems, having different levels of economic and infrastructure development and different stages of adoption of renewable energy. We may therefore be subject to risks inherent in doing business in markets outside India, including risks related to: respective legal and regulatory environment; complex local tax regimes; payments by international customers; security issues; unexpected changes in regulatory environment and enforcement; challenges caused by distance, language and cultural differences; ensuring timely supply of products and provision of related support to customers in such markets; costs associated with doing business in multiple markets; fluctuations in currency exchange rates; difficulties in implementing hedging measures; political, social or economic instability; difficulties in managing exports to multiple international locations; and exposure to local banking, currency control and other financial related risks. In particular, for the six months ended September 30, 2021 and Fiscal 2021, 2020, 2019, sales to United States of America were ₹945.51 million, ₹2,069.86 million, ₹3,856.87 million and ₹1,538.38 million which represented 100.00%, 96.80%, 83.50% and 66.65%, respectively, of our total export sales in such periods and therefore any adverse changes in the legal and regulatory regime applicable to imported goods in the United States of America could have a material adverse effect on our results of operations and prospects.

**12. We operate in a competitive industry and any failure to compete effectively may result in a decline in our market share.**

The market for solar PV modules is intensely competitive and continuously evolving. We view our primary competitors to be traditional global and local solar manufacturing companies and EPC solutions providers. In India, renewable capacity (which includes solar, wind, small hydro and other renewable sources) has nearly doubled from approximately 46 GW in fiscal 2016 to approximately 94 GW in Fiscal 2021, with its share in overall installed capacity growing from approximately 15% to approximately 25% over the same period. The substantial rise in renewable capacity was led by solar capacity additions to the tune of approximately 33 GW on the back of strong private participation and competitive tariffs. (*Source: CRISIL Report*)

Our competitors may have greater financial resources, a more effective or established local business presence with specific regional advantages or a greater willingness or ability to operate with little or no operating margins for sustained periods of time. Some of our competitors may have advantages over us in terms of greater operational, technical, management or other resources in particular markets or in general, better track records, stronger lender relations, more governmental support (in terms of financials and demand) as well as know-how of regulatory and political challenges in the geographies in which we operate or into which we intend to expand our operations. For example, only in 2019 did the Chinese solar market began the process of transforming from a 100% subsidy-driven market to a 100% subsidy-free market by 2021, the first year of its 14$^{th}$ Five-Year Plan (2021-2025). (*Source: CRISIL Report*) Any increase in competition during the bidding process or reduction in our competitive capabilities could have a material adverse effect on our market share and on the margins we generate from our solar power project portfolio. Further, some of our competitors may also be vertically integrated, from upstream poly-silicon manufacturing to solar system integration. The competitors' size in some cases provides them with a competitive advantage with respect to manufacturing costs due to their economies of scale and their ability to purchase raw materials at lower prices. Such competitors may have stronger bargaining power with the supplier and have an advantage over us in pricing as well as obtaining raw material supplies at time of shortage. Many of the competitors may have more established distribution networks, larger customer bases or well-established relationships with their customers. As a result, they may be able to devote greater resources to the research, development, promotion and sale of their products or respond more quickly to evolving industry standards and changes in market conditions than us. It is possible that new competitors or alliances among existing competitors could emerge and rapidly acquire significant market share, which could adversely affect our market share.

A few competitors may undertake initiatives for higher backward integration which would enable them to compete on costs and have better margin performance. In line with our strategic expansion plans, we are also seeking to establish a new facility in Tamil Nadu for manufacturing of solar PV modules having backward integration with solar cells, however there is no guarantee that we be able to complete such process in a timely manner or at all. Furthermore, due to intense competition, there may be a decline in pricing for solar modules, which may have an adverse impact on our results of operations and financial condition.

13. **Our Promoters and a member of our Promoter Group have pledged certain of their Equity Shares and provided guarantees in favour of certain lenders. Enforcement of such pledge or guarantees by the lenders may affect our business, results of operations and financial condition.**

As of the date of this Draft Red Herring Prospectus, certain of our Promoters, namely, Hari Krishna Chaudhary, Gyanesh Chaudhary, Vikram Financial Services Limited and Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) and our Promoter Group Selling Shareholder, Anil Chaudhary have pledged, in aggregate, 67,657,250 Equity Shares in favour of our lenders, aggregating to 26.14% of our Company's pre-Offer Equity Share capital. This pledge is against working capital loans availed by our Company. However, such pledged Equity Shares do not form part of the Equity Shares offered in the Offer for Sale by our Selling Shareholders. For further details, please see the section entitled "*Capital Structure – Equity Share capital held by our Promoter Group and directors of our Promoters*" and "*Our Promoters and Promoter Group – Material guarantees given by our Promoters to third parties with respect to Equity Shares*" on pages 93 and 240, respectively.

Further, our Promoters, Hari Krishna Chaudhary and Gyanesh Chaudhary have given personal guarantees in favour of Indian Bank, State Bank of India, Indian Overseas Bank, Union Bank of India, IDBI Bank Limited, Punjab National Bank, Canara Bank, Bank of India and Bank of Baroda in respect of certain loan facilities availed by our Company. Further, our Promoter, Gyanesh Chaudhary has given personal guarantee in favour of ICICI Bank in respect of a loan facility availed by our Company. Furthermore, for details in relation to personal guarantees given by our Promoters, please see the section entitled "*Our Promoters and Promoter Group – Interests of our Promoters"* on page 239 of this Draft Red Herring Prospectus.

Any default under the arrangement pursuant to which these Equity Shares have been pledged will entitle our lenders to enforce a pledge over these Equity Shares. In such an event, the shareholding of our Promoters and our Promoter Group may be diluted, and we may face certain impediments in taking decisions on certain key, strategic matters involving our Company. As a result, we may not be able to conduct our business or implement our strategies as currently planned, which may adversely affect our business and financial condition. Furthermore, any rapid sale of Equity Shares by such third parties may adversely affect the price of the Equity Shares.

14. **Our Statutory Auditor has included certain emphasis of matters in their report on our financial statements.**

Our Statutory Auditors have included an Emphasis of Matter describing our management's assessment of the uncertainties and impact of the COVID-19 pandemic on the business operations of the Company and its Subsidiaries for the six months ended September 30, 2021 and Fiscals 2021 and 2020, in their examination report to the Restated Consolidated Summary Statements. The examination report notes that the actual outcome may differ from such estimates for recovery of the carrying amount of various non-current and current assets including inventories, trade receivables, investments and other assets, depending on future developments. For further information, see "*Restated Consolidated Summary Statements – Note 59*" on page 306.

Further, our Statutory Auditors have also included an Emphasis of Matter in their examination report to the Restated Consolidated Summary Statements for the six months ended September 30, 2021, Fiscals 2021, 2020 and 2019, regarding the Company's payment of safeguard duty amounting to ₹1,485.20 million till September 30, 2021 (₹1,389.36 million till March 31, 2021, ₹1,076.43 million till March 31, 2020 and ₹604.08 million till March 31, 2019), which has been considered as receivable in the financial statements since the matter is sub judice and based on legal opinion obtained by the Company. The examination report states that the Company has an arguable case on merits and necessary adjustments in the financials will be made based upon the legal outcome of the matter. For further information, see "*Restated Consolidated Summary Statements – Note 60*" on page 306.

Furthermore, our Statutory Auditors have also included an Emphasis of Matter in their examination report to the Restated Consolidated Summary Statements for the six months ended September 30, 2021, Fiscals 2021 and 2020, regarding certain amounts which have been withheld/recovered by certain customers related to EPC and other contracts on account of liquidated damages and generation loss which the Company has not acknowledged and the matter has been referred to arbitration/ court as per the terms of the respective contracts. As on September 30, 2021 the amounts withheld by certain EPC and other customers was ₹667.52 million (₹654.66 million as on March 31, 2021 and ₹654.66 million as on March 31, 2020), which have been included in trade receivables in the financial statements. The examination reports states that the management is hopeful of resolution of the matter in favour of the Company and necessary adjustments will be made based upon the outcome of the arbitration proceedings. For further information, see "*Restated Consolidated Summary Statements – Note 61*" on page 306.

We cannot assure you that our Statutory Auditors' observations for any future financial period will not contain similar remarks or emphasis of matters, and that such matters will not otherwise affect our results of operations.

**15. Our customers may fail to meet their contractual commitments or may become subject to insolvency or liquidation proceedings.**

We depend on our customers to fulfil their contractual obligations under our contracts with them. In respect of our EPC business, our services are provided under fixed-price short-term/medium-term EPC contracts to private and state-owned solar power developers. Any reduction, delay or cancellation of orders from one or more of our significant customers; unilateral change of contractual technological specifications by one or more of our customers; failure to reach an agreement with our customers on the pricing terms or sales volumes under various contracts; loss of one or more of our significant customers and our failure to identify additional or replacement customers; or failure of any of our significant customers to make timely payment, may cause material fluctuations in our working capital requirements and our revenue. Over the past three years, there were instances where our customers failed to make timely payment, resulting in higher debtor positions and higher working capital needs for us and as on September 30, 2021, ₹1,784.47 million i.e. 25.13% of our total receivables have been due for more than three years. Of this amount, ₹487.29 million is disputed and ₹34.28 million is considered doubtful. There can be no assurance of recovery for any of the amounts which have been outstanding for more than three years.

In our EPC business, our customers generally make milestone payments in relation to portions of work completed. Our customers generally inspect and confirm the work progress before making such milestone payments. Our customers may disagree with our assessment of the progress of completed work and there is no assurance that we will be able to fully collect our fees as originally contracted. In the past while certain customers have raised such issues, we have resolved them amicably. In the event that we are unable to collect our receivables in full and on time, our working capital requirements could increase beyond our estimates and our cash flow and financial condition may be materially and adversely affected.

Our financial condition, profitability and cash flow are also dependent on the creditworthiness of our customers and their ability to pay us promptly when due. Our customers may have low credit ratings and any inability to comply with their contractual payment obligations or the commencement of any insolvency or liquidation proceedings against them during the term of the relevant contract could cause working capital shortages and materially and adversely affect our business, results of operations, financial condition and cash flow.

**16. We may be unable to accurately estimate costs under fixed-price EPC contracts and may also experience delays in completing the construction of solar power projects. Further, fixed-price contracts also expose us to significant risks.**

We generally enter into fixed-price EPC contracts with most of our customers. We estimate essential costs, such as the cost of construction materials, overheads and direct project costs, at the time we enter into an EPC contract for a particular project and these are reflected in the overall fixed-price that we charge our customers for the solar power project. However, these cost estimates are preliminary. While we generally procure raw materials and components when they are required for project execution, but at the time when we submit bids for a project or enter into EPC contracts, we may not have finalized other costs in our related contracts with subcontractors, suppliers and other parties involved in the solar power project. We also do not have any long-term contracts with suppliers of raw materials, and this may adversely impact our ability to procure the necessary raw materials for future EPC contracts. Further, our EPC contracts may include provisions allowing for changes by our customers to the scope of work. Such provisions generally allow us to reprice the EPC contract and charge our customer for any additional work. Other than through such charges, we generally cannot reprice or renegotiate an EPC contract once it has been entered into with our customer. As a result, any failure to accurately estimate costs could result in our actual costs exceeding our estimated costs, thereby causing an increase in our construction costs and working capital requirements, and as a result, we may incur losses.

We have experienced past instances of construction delays and we may in the future fail to complete our solar power projects by the specified timeline due to construction delays as a result of various factors, including unanticipated changes in engineering design; increase in the cost of equipment, materials or manpower; shortages of skilled labour; adverse foreign exchange fluctuations, supply shortages or delays in the delivery of equipment and materials to the project site; unforeseen conditions or occurrences, including the inability of the customer to obtain the requisite environmental and other approvals, resulting in delays and increased costs; adverse local weather conditions; suppliers' or subcontractors' failure to perform; issues in acquisition of land, disputes, delay or failure in obtaining required cash inflow and financial assistance from our customers; or delays caused by us or due to factors outside our control. Delays in project completion in addition to increasing our costs may also subject us to penalties under our EPC contracts and harm our reputation with our customers and other stakeholders. Furthermore, while there has been no such instance in the past three years, delays on our part, beyond a specified period stipulated in the contract, may require us to purchase the solar power project from the developer, which could have a material adverse effect on our financial condition, cash flow and results of operations. However, over the past three years, there were instances whereby project completions were delayed. In a particular case, our Company undertook a project for designing, engineering, procurement, supply, erection, testing, commissioning and operation and maintenance of 140 MW and 85 MW projects in Uttar Pradesh, which were to be completed in 2020. However, on account of the COVID-19 pandemic, the same were completed in early 2021 within the extended contractual timelines.

As per the terms and conditions of fixed-price EPC contracts, we generally agree to a fixed price for providing solar PV modules and services in connection with solar power projects. The actual expense for executing such a contract may vary substantially from the assumptions underlying the bid for several reasons, including:

- unanticipated changes in design of the project;
- unanticipated increases in the cost of equipment, materials or manpower;
- adverse foreign exchange fluctuations;
- technical problems with the equipment;
- delays associated with the delivery of equipment and materials to the project site due to logistical bottlenecks or otherwise;
- inability to obtain the requisite environmental and other approvals, resulting in delays and increased costs;
- delays caused by local weather conditions; and
- suppliers' or sub-contractors' failure to perform.

Further, post submission of bids there may be changes in tax structure which may not be recoverable from the customer. These variations and risks are generally inherent to the solar industry and may result in us experiencing reduced profitability or losses on projects. Depending on the size of a project, these variations from fixed price of EPC contacts may have a significant effect on our results of operations and profitability.

**17. We incurred losses in the six months ended September 30, 2021 and any similar losses in the future may adversely affect our business, financial condition and cash flows.**

As per our Restated Consolidated Summary Statements, we incurred losses of ₹189.62 million in the six months ended September 30, 2021 and we incurred total comprehensive income (loss) for the six months ended September 30, 2021 of ₹(197.04) million. Any similar losses in the future may adversely affect our business, financial condition and cash flows. We incurred losses in this period primarily due to the adverse impact of the second wave of the COVID-19 pandemic and global supply chain disruptions on the supply and prices of the raw materials we require for our business. For further information, *"Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations"* on page 324.

While we believe these losses resulted on account of the factors mentioned above, there can be no assurance that we will not face similar factors in the future and if we continue to incur losses, the market price of our Equity Shares may decline. Moreover, our Subsidiaries have also incurred losses in the past. For further information, see *"Risk Factors – Certain of our Subsidiaries, including step-down subsidiaries, have incurred losses during the last fiscal year"* on page 50.

Further, our costs may increase over time which may also result in us incurring losses in the future. We have expended and expect to continue expending substantial financial and other resources on technological investments, infrastructure and our team, among other initiatives. Furthermore, we experienced higher costs in the three months ended December 31, 2021. As a result, we expect losses in the same period to be proportionally higher than those experienced in the prior quarterly period. There can be no assurance that we will not incur higher costs in the future.

In addition, when we become a listed company, we will incur significant additional legal, accounting and other expenses. These efforts may be more costly than we expect and may not result in increased revenue or growth in our business. Any failure to increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from achieving profitability or positive cash flow on a consistent basis. If we are unable to successfully address these risks and challenges or if we are unable to generate adequate revenue growth and manage our expenses and cash flows, we may continue to incur significant losses in the future, which could adversely affect our ability to, among others, fund our operations, pay debts in a timely manner or finance proposed business expansions or investments. Any of the foregoing could adversely affect our business, cash flows, financial condition and results of operations. Moreover, failure to achieve or sustain profitability on a consistent basis could cause the value of our Equity Shares to decline.

**18. Solar photovoltaic ("PV") module and related technologies may not achieve the growth we anticipate.**

The solar PV market is growing and many factors may affect the demand for, and widespread adoption of, solar power technology, including:

- cost-effectiveness, performance and reliability of solar power compared to traditional energy sources and other renewable energy sources and the availability of grid capacity to dispatch power generated from solar power projects;
- performance and reliability of solar PV modules and thin-film technology compared to conventional and other non-solar renewable energy sources and products;
- success of other alternative energy generation technologies such as wind power, nuclear, hydroelectric power and biomass power;
- public perceptions of the direct and indirect benefits of adopting solar renewable energy technology;
- the availability of suitable storage solutions for solar energy to ensure continuity of energy supply;
- price volatility of solar power equipment;
- the availability of land for installation of solar projects;
- seasonality and weather conditions impacting installation and generation of solar power;
- fluctuations in economic and market conditions that may affect the viability of traditional and other alternative renewable energy sources such as increases or decreases in the prices of oil and other fossil fuels;
- decreases in capital expenditures by end-users of solar power projects;
- the cost of capital and availability of credit, loans and other forms of financing for solar power projects;
- the availability of government subsidies and incentives to support the development of the solar power industry, such as production linked incentives, capital cost rebates, feed-in tariffs, tax credits, net metering and other incentives to end users;
- regulations and policies governing the solar power or electric utility industries that may present technical, regulatory or economic barriers to the establishment of solar power projects and the purchase and use of solar energy; and
- alternate technologies, though unforeseen at this stage, which may provide more cost-effective energy generation.

If the demand for solar power or solar power projects fails to develop or takes longer to develop than we anticipate, our revenues may decline and we may be unable to sustain our profitability.

**19. We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements in relation to purchase of various machinery to be installed at the proposed facility. We are yet to place orders for such capital expenditure and purchase of such machinery.**

We intend to utilize a portion of the Net Proceeds to fund the capital expenditure for the establishment of an integrated solar cell and solar module manufacturing facility at Tamil Nadu. While we have obtained quotations from various vendors in relation to the purchase of various machinery and equipment to be installed and operated at the proposed facility and such quotations have been assessed by Shristi Projects Private Limited, in the Appraisal Report issued by them. We have not yet placed orders for such machinery and have therefore not entered into any definitive agreements to utilize the Net Proceeds for such purpose. Further, while we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors, including our financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and other external factors including changes in the price of the equipment due to variation in commodity prices which may not be within the control of our management.

In addition, such expansion may also be subject to regulatory restrictions or approvals which we have yet to obtain. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by our estimate or that there will not be cost escalations or at all. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see *"Objects of the Offer"* on page 98.

**20. We may not be successful in bidding for and winning bids for solar power EPC projects to grow our business.**

In addition to our solar PV module supply and O&M businesses, our business performance and growth also depends on our ability to continually win bids for solar power EPC projects. We bid for these solar power projects and compete with other EPC and O&M solution providers based on, among other things, pricing, technical and design and engineering expertise, financing capabilities, past experience, amount and type of guarantees given and track-record. There can be no assurance that we would be able to meet such qualification criteria, particularly for larger projects, whether independently or together with other joint venture partners, if any. For the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, we achieved a bid success ratio of 8.14%, 18.36%, 49.02% and 34.65%, respectively, for our government EPC projects. Further, once the prospective bidders satisfy the pre-qualification requirements of the tender, the project is usually awarded based on the quotes by the prospective bidders. We spend considerable time and resources in the preparation and submission of bids. There can be no assurance that we would bid where we have been prequalified to submit a bid or that our bids, when submitted or if already submitted, would be accepted. Further, if we are not able to pre-qualify in our own right to bid for larger projects, we may be required to partner and collaborate with other companies in bids for such projects. If we are unable to partner with other companies or lack the credentials to be the partner-of-choice for other companies, we may lose the opportunity to bid for large EPC and O&M projects, which may affect our growth plans.

In addition, the bidding and selection process for any EPC or other solar project is affected by a number of factors, including factors which may be beyond our control, such as market conditions or government incentive programs. Furthermore, the Government conducted tender processes may be subject to change in qualification criteria, unexpected delays and uncertainties. There can be no assurance that the projects for which we bid will be tendered within a reasonable time or at all. Furthermore, there can be no assurance that despite being the lowest qualified bidder, we may be unsuccessful. For instance, in July 2021, we had submitted a bid of approximately ₹11,800 million for an EPC project and we were the lowest bidder. However, the independent power producer decided to cancel the EPC project in the second week of November 2021.

In the event that new projects which have been announced and which we plan to bid for are not put up for tender within the announced timeframe, our initial assessment of the commercial viability of the project may change, which may adversely impact our prospects. In addition, delays may also result in a modification of the qualification criteria such that we are unable to qualify, and consequently our business, cash flows and results of operations could be materially and adversely affected. We are not in a position to predict whether and when we will be awarded new contracts. The future results of operations and cash flows can fluctuate materially depending on the timing of contract awards. Further, all the ongoing projects have been awarded to us for a definite term and the relevant authorities may float tenders for such projects after expiry of the current term. There is no assurance that we will be awarded such projects at expiry of the current term.

Projects awarded to us may be subject to litigation by unsuccessful bidders. While we were not involved in any such litigation in the past three years, there is no assurance that we will not be involved in any future legal proceedings, any such litigation may result in delay in the consummation of work under the project or in some case, reissuance of the bidding process. In such scenarios, we may be required to incur substantial expenditure, time and resources in defending such litigation. Any unsuccessful outcome in any such proceedings may lead to termination of contract(s) awarded to us, which could have a material adverse effect on our results of operations and prospects.

**21. Our business operates in many locations in India and around the world and relies on global supply chains.**

We have also expanded our global footprint through a sales office in the United States of America and a procurement office in China and have supplied solar PV modules to customers in 32 countries, as of December 31, 2021. Domestically as well, we have established a geographically diversified presence in India through an extensive distributor network of 42 distributors, as of December 31, 2021. Our business is therefore subject to diverse and constantly changing economic, regulatory and social and political conditions in the jurisdictions in which we operate. Some of these risks include:

- compliance with local business, environmental, safety, health and other labour laws and regulations, which can be onerous and costly as the magnitude and complexity of, and continual amendments to, those laws and regulations are difficult to predict, and the liabilities, costs, obligations and requirements associated with these laws and regulations can be substantial;

- dependence on governments, utility companies and other entities for electricity, water, telecommunications, transportation and other utilities or infrastructure needs;

- difficulties with local operating and market conditions, particularly regarding customs, taxation and labour;

- difficulties in organising a skilled workforce for efficient execution of solar power plants including processing visas or entry permits quickly and repeatedly for our personnel;

- economic and financial conditions, including the stability of credit markets, foreign currency fluctuations and controls, particularly the ability to repatriate funds to India and other countries;

- changes in solar industry practices or trends, for example, with the reduction of solar module costs, there is a noticeable shift towards balance of system solutions, in India and outside India;

- changes in government regulations, policies, tax, subsidies and incentives, including transfer pricing rules;

- natural and manmade calamities, such as, strikes, flooding, drought, fire, earthquake, sandstorm, high velocity wind, tsunami and pandemic; and

- political risks, risks of expropriation and nationalization of assets, potential losses due to civil unrest, acts of terrorism and war, regional and global political or military tensions, strained or altered foreign relations and protectionism.

To the extent that our operations are affected by unexpected and adverse economic, regulatory and, social and political conditions in the countries in which we operate, we may experience operational disruptions, loss of personnel and other indirect losses that could materially and adversely affect our global supply chain, business, financial condition and results of operations.

**22. Our EPC contracts may include provisions permitting our customers to terminate the agreement at their convenience.**

Our EPC contracts may include provisions permitting our customers to alter the terms and conditions of the contract through amendments, addendum and clarifications. In such circumstances, we are generally able to recover revenue accrued until that time, but we do not recover the full payment that would otherwise have been due to us under the contract upon completion. While none of our customers have cancelled any significant EPC contracts in the past, but they may do so in the future and we may be unable to secure new contracts on substantially the same terms, or if our customers use such termination rights as leverage to re-negotiate the terms and conditions of the EPC contract, including pricing terms, changes to the scope of work or delivery schedule, this may materially and adversely affect our business, financial condition and results of operations.

**23. We depend on various subcontractors and suppliers to procure materials, provide construction services and provide our products and solutions.**

We enter into contracts with subcontractors and suppliers to supply equipment, materials and other goods and services for our solar PV module, EPC and O&M businesses. We are subject to the risk that suppliers or subcontractors may not perform their obligations under their respective contracts with us. If suppliers or subcontractors fail to deliver components on time or deliver components with manufacturing defects; do not comply with the specified quality standards and technical specifications; fail to comply with applicable regulations on safety; cause or are subject to accidents on the solar power project site; otherwise fail to perform their obligations; terminate their contracts with us; or are subject to insolvency proceedings, we may be unable to fulfil our warranty obligations under our contracts with customers. Over the course of the last three years, no significant subcontractor/ supplier has terminated their contract with us, however, there have been some terminations from minor subcontractor/ suppliers in the ordinary course of business. These did not impact our obligations under our contracts. For example, in 2017, one of our suppliers, Jodhpur Trading suspended their contract for supply of module mounting structures. However, this did not affect the execution of our project as we found a timely replacement for this supplier. We may also suffer disruptions in our operations and may need to enter into new contracts with other suppliers or subcontractors at a higher cost which we may not be able to recover from our customers under our contracts. Such events could have a material and adverse effect on our ability to fulfil our obligations to our customers and meet agreed timelines and may cause an increase in our construction costs and working capital requirements. If our operations are interrupted for extended periods, this could give rise to contractual penalties or liabilities under our contracts, a delay or inability to recognize revenues, loss of customers and damage to our reputation. Although we are entitled to compensation from such suppliers and subcontractors for certain solar power equipment failures and defects in certain cases, and while we have not availed of such compensations in the last three years, these arrangements may not fully compensate us for the damage and loss suffered as a result thereof.

We also make advance payments in connection with our procurement agreements for equipment and materials used in our operations against advanced bank guarantees, which may be invoked in case of any default under such procurement contracts. None of the bank guarantees provided to us have been invoked in the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019. Any negotiation or litigation arising out of disputes with subcontractors, suppliers and specialist agencies could distract management from the day-to-day operation of our business, subject us to potentially significant legal expenses, the forfeiture of our advance payments to these subcontractors, suppliers and specialist agencies and interrupt our operations, which could materially and adversely affect our business, financial condition and results of operations.

We obtain product and performance warranties and related insurance, for ourselves and our customers, from our suppliers. While there has been no significant instance in the last three years, our failure to obtain product and performance warranties and procure insurances from suppliers for the required scope and period or at all, exposes us to the risks of compensating our customers for any defects in the modules or inverters. Further, the warranty period provided by our suppliers is shorter in duration than our warranty obligations to our customers under the relevant EPC contract. Furthermore, there have been minor instances in the last three years where we had rectified certain defects within our warranty period but which were beyond the warranty period provided by the suppliers. There can be no assurance that such instances will not occur in the future or that we may not be exposed to further claims in case of defects, and this may materially and adversely affect our profitability and financial condition.

**24. The uninterrupted manufacturing of our products is dependent on equipment suppliers and their continued support.**

Certain of our technology providers have provided us with replacement, repair and maintenance warranties for certain plant and machinery installed at our manufacturing facility for a period of 24 months from the date of the final acceptance test of the machine/ equipment by us. However, if the machine/ equipment fails at a subsequent date, we may not be able to continue production of solar PV modules or may need to incur substantial cost for replacement, repair and maintenance services. Moreover, if any of the components incorporated in the machine/ equipment cease to be made, we may encounter difficulty in repairing or replacing the equipment if it were to become damaged or stop functioning. Any failure or unscheduled or prolonged disruption of our manufacturing machine/ equipment could materially adversely affect our business, results of operations and financial condition.

**25. Our manufacturing capacities may not reach their rated capacity and we may also be unable to effectively utilize our expanded manufacturing capacities.**

In the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, our capacity utilization (calculated on basis of our effective installed capacity in the relevant fiscal period) was 35.79%, 60.04%, 71.29% and 78.39%, respectively. These rates are not indicative of future capacity utilization rates, which is dependent on various factors, including demand for our products, product mix, availability of materials, components and equipment, our ability to manage our inventory and improve operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance on account of the constant overhead costs associated with our business. For details on our manufacturing capacities, see "*Our Business – Solar PV Module Manufacturing*" on page 188.

Our ability to maintain our profitability depends, among other factors, on our ability to optimize the product mix to support high-efficiency solar PV modules with higher margins with consistent long-term demand; and the demand and supply balance of our products in our existing and target markets. In particular, the level of our capacity utilization can impact our operating results. The changes in demand for our products could reduce our ability to accurately estimate future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. The requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make certain changes in our manufacturing processes thereby affecting our production schedules. This may lead to over production of certain products and under production of some other products resulting in a mismatch of capacity and capacity utilization. Any such mismatch leading to under-utilization of our manufacturing facilities could adversely affect our business, results of operations, financial condition and cash flows.

Further, we intend to establish a new facility in Tamil Nadu for manufacturing of solar PV modules having backward integration with solar cells. We also intend to use a part of the Net Proceeds towards the establishment of this facility. Our Company has commenced plans on upgrading the existing manufacturing plant in Falta from its present capacity of 1.2 GW to 3 GW within Fiscal 2023. Our proposed expansion and backward integration plans are based on demand forecasts that are subject to various assumptions including product trends in the industry and seasonality in the industry, and end-customer preferences, that are based on prevailing economic conditions. Adequate utilization of our expanded module manufacturing capacities and our solar cell manufacturing capacities is therefore subject to various factors beyond our control and in case of oversupply in the industry or lack of demand, we may not be able to utilize such capacities in an efficient manner. The success of any capacity expansion and backward integration plans and expected return on investment on capital invested is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise, all of which affect our ability to utilize the expanded capacities as anticipated.

**26. Technological changes, evolving customer requirements and emerging industry trends may affect our business, may render our current technologies obsolete and may require us to make substantial capital investments.**

Our business functions in a high technology sector and as a result the possibility of technological obsolescence is greater than companies in more conventional industries. Our future success depends, in part, on our ability to respond to technological advances, evolving customer requirements and emerging industry standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails technical and business risk and significant implementation costs. In China, schemes, such as Top Runner, have aided Chinese players in improving their overall product quality. However, historically, Indian peers have not been as active in this regard and face the risk of facing a demand disruption given the significant technological advancements their foreign rivals are making which could even render India manufactured modules redundant. Globally, the solar industry is moving towards monocrystalline, passivated emitter and rear cell, or PERC, and bifacial technology, but a significant chunk of the cell lines installed in India is still based on older technology. (*Source: CRISIL Report*) We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to evolving customer requirements or emerging industry standards. For instance, there can be no assurance that Tunnel Oxide Passivated Contact (TOPCON) cell or n-type monocrystalline cell will be the future technologies for solar cells. Changes in technology may make newer solutions more competitive than ours or may require us to make additional capital expenditure to upgrade our facilities and technology. If we are unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, evolving customer requirements or technological changes, our business, financial condition and results of operations could be materially and adversely affected.

**27. We may not have sufficient insurance coverage to cover all possible losses.**

Our operations carry inherent risks of personal injury and loss of life, damage to or destruction of property, plant and machinery and damage to the environment, and are subject to various risks such as fire, theft, flood, earthquakes and terrorism. We maintain insurance coverage, in amounts we consider to be commercially appropriate, including insurance against damage, loss of profit and business interruption, marine inland transit and third-party liability insurance with respect to our assets. Our insured assets primarily consist of property, plant & equipment, capital work-in-progress, inventory and cash in hand. Our insurance cover for insured assets, as of September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 was ₹11,418.99 million, ₹7,665.82 million, ₹9,395.82 million, and ₹8,137.25 million, while our insured assets was ₹7,602.53 million, ₹5,715.05 million, ₹6,204.38 million and ₹5,851.28 million, and our total assets (including all current and non-current assets) was ₹19,432.90 million, ₹17,980.93 million, ₹15,763.91 million and ₹14,448.45 million. Consequently, our insurance cover as a percentage of total insured assets was 150.20%, 134.13%, 151.44% and 139.07%, and our insurance cover as a percentage of total assets (including all current and non-current assets) was 58.76%, 42.63%, 59.60% and 56.32% as of September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019. In the past three years, there has been no instances of underinsurance i.e. where our insurance cover did not adequately cover the insured value required for our operations. However, there can be no assurance that our current and future insurance will adequately cover all losses or liabilities that may arise from our operations, including, but not limited to, when the loss suffered is not easily quantifiable. While we have not had any such instance in the past three years, there can be no assurance that in the future our losses would not significantly exceed our insurance coverage or may not be recoverable through insurance and consequently our business, financial condition and results of operations could be materially and adversely affected.

In addition, we are required to maintain insurance policies under the majority of our EPC contracts and a failure to maintain adequate insurance coverage could trigger an event of default thereunder. However, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable, in particular, if our premium levels increase significantly when we renew our insurance policies. If we are unable to pass increased insurance costs onto our customers, the costs of higher insurance premiums could have a material adverse effect on our business, prospects, financial condition and results of operations. Furthermore, the occurrence of an event for which we are not adequately or sufficiently insured or for which insurance is not available in the market, or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have a material adverse effect on our business, prospects, financial condition and results of operations. Further, as our business continues to develop and diversify, we may experience difficulty in obtaining insurance coverage for new and evolving product offerings, which could require us to incur greater costs. Over the past three years, changes in our insurance expenditure can be attributed largely to our business operations and since May 2021, we have commenced maintenance of warranty insurance for our solar modules. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully or on time. Any payments we make to cover any losses, damages or liabilities or any delays we experience in receiving appropriate payments from our insurers could have a material adverse effect on our business, financial condition and results of operations. See "*Our Business - Insurance*" on page 199 of this Draft Red Herring Prospectus for more details.

**28. Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition.**

As of December 31, 2021, we had total outstanding borrowings (consisting of long-term borrowings, short term borrowings and non-fund based facilities) of ₹18,712.11 million. The documentation in relation to borrowings availed by us contains, and documents governing our future borrowings may contain, numerous financial and operating covenants that may limit the discretion of management with respect to certain business matters. These covenants place restrictions on, among other things, our ability to: undertake any new modernization scheme or projects; effect any change in our capital structure; formulate any scheme of amalgamation or reconstruction or any merger of acquisition; substantial change of ownership or shareholding or any other scheme of arrangement or compromise affecting our present constitution; effect any change in the management set-up; make any alteration to the Memorandum of Association or Articles of Association; make any corporate investment or invest in share capital, or extend any advances or loans or place deposits, to any group company, subsidiary or any other third party except under normal business transactions; implement any scheme of expansion/ diversification/ capital expenditure except under normal circumstances; approach capital market to mobilize additional resources either in the form of debts or equity; sell or dispose or create security or encumbrances on the assets charged to the bank in favour of any other bank/ financial institution/ company/ firm or individual; avail credit facilities or loans from outside the consortium arrangement; repay monies brought in by the promoter, partners, directors, shareholders, their relatives and friends in the business of the Company by way of deposits/ loans/ and share application money; and undertake guarantee obligations or extend letters of comfort on behalf of any other company, person, trust or any third party. Certain of our existing debt financing agreements also require, and documents governing our future indebtedness may require, us to furnish certain security in favour of the relevant lender and meet certain financial ratios and tests. While we have received consents from our lenders in relation to the Offer, some of these consents are subject to certain conditions, including shareholding of the promoters to not fall below 51% of the total issued and paid-up share capital of our Company.

As a result of these restrictions, we may be limited in how we conduct our business, unable to raise additional debt or equity financing to operate during general economic or business downturns, or unable to compete effectively or to take advantage of new business opportunities. These restrictions may also impair our ability to grow in accordance with our strategy, and may adversely affect our financial condition and results of operations. While there has been no instance of default under our indebtedness obligations in the last three years, there can be no assurance that such instances may not arise in the future. Notwithstanding the above, we had instances of our cash credit facilities being overdrawn because of payments of letters of credit. For example, in November and December 2021, our cash credit facilities were overdrawn because of payments of letters of credit which was regularised in December 2021 itself. Further, if we experience a decline in cash flow due to any of the factors described in this section or otherwise, we could have difficulty paying interest and the principal amount of our outstanding indebtedness. If we are unable to generate sufficient cash flow or otherwise obtain the funds necessary to make required payments under our loan agreements, or if we fail to comply with the various requirements of our indebtedness, we could be in default under our loan agreements. Furthermore, some of our leased properties are currently encumbered to certain banks for the purposes of obtaining credit facilities. We cannot assure you that our lenders will not interpret any terms and conditions of our loan agreements or consents differently to us, and any such disagreements could potentially lead to disputes with our lenders. Any such default that is not cured or waived, or any such disputes, could result in an acceleration of indebtedness then outstanding under our loan agreements, an acceleration of any other indebtedness to which a cross-acceleration or cross-default provision applies, a requirement that we pay the obligations in full, or permit the lenders to exercise remedies with respect to all of the collateral securing our indebtedness. See "*Financial Indebtedness*" on page 311 for details of the security we have granted in relation to our loan agreements. In addition, lenders may be able to terminate any commitments they had made to supply us with funding under various credit facilities.

The key terms and conditions of our borrowings have been summarised in the section "*Financial Indebtedness*" on page 311. The variable rate indebtedness subjects us to the risk of higher interest rates, which could cause our future debt service obligations to increase significantly and may impair our ability to raise future debt or impede business operations. We cannot assure you that we will be able to negotiate more favourable terms with our future lenders.

**29. Our business may be exposed to liabilities arising under warranties or defects from EPC contract and/or supply of solar PV modules.**

We have executed a number of EPC contracts. For details, see "*Our Business - Overview*" on page 175. A majority of these contracts specify a period as the defects liability period during which we would have to rectify any defects arising from construction services provided by us, within the warranty periods stipulated in the contracts at our cost. We have received certain complaints on defects from EPC contracts/ supply of solar PV modules in the last three years, and there can be no assurance that such an instance may not arise in the future. Our contracts also usually include liquidated damages clauses, which may be enforced against us if we do not meet specified targets during the course of a contract. In a particular case, our Company undertook a project for designing, engineering, procurement, supply, erection, testing, commissioning and operation and maintenance of two solar photovoltaic power projects in Gujarat. The company which awarded this project to us alleged that our Company delayed the project and it withheld payments citing a delay by us in obtaining a commercial operation date. For further details, please see *"Outstanding Litigation and Material Developments- Material Civil Proceedings- Arbitration matters - (1)"* on page 336. Similarly, we also provide certain representations and warranties on the performance of our solar PV modules. Any issues/ defects in the solar PV modules or their performance may result in claim from our customers. For instance, one of our customers invoked a performance bank guarantee claiming a lump sum amount of ₹12.78 million from our Company for defect / variation in module performance. The matter is currently sub judice. Actual or claimed defects in construction quality could give rise to claims, liabilities, costs and expenses. We seek full protection through our practice of covering risks through contractual limitations of liability, indemnities and insurance, and by counter guarantees from our vendors and contractors for the major equipment supplies. Although we maintain insurance in respect of each of our projects/ supply contacts in accordance with industry standards and selectively seek backup guarantees from our third-party service providers, there can be no assurance that such measures will be sufficient to cover liabilities resulting from claims. Any liability in excess of our insurance payments, reserves or backup guarantees could result in additional costs, which would adversely impact our financial condition. Any product liability claims against us may generate adverse publicity, leading to a loss of reputation, customers and/or increase in costs, thereby adversely affecting our business, results of operations and financial condition. In addition, if there is a client dispute regarding our performance, the customer may delay or withhold payment to us. These claims, liabilities, costs and expenses, if not fully covered, thus could have an adverse effect on business, results of operation and financial condition.

We also provide limited power output warranties for a minimum of 25 years based on certain technical parameters. In case we are unable to meet these technical parameters, there may be a risk of loss and/or a claim. We are also subject to credit and performance risk from third parties including EPC and O&M contractors.

**30. Orders in our Order Book may be delayed, modified or cancelled, and letters of intent may be withdrawn or may not translate to confirmed orders.**

As of December 31, 2021, we had an Order Book (including framework agreement / letters of intent) of ₹48,705.00 million, of which ₹16,219.50 million comprise projects/ operations which are already under execution and ₹32,485.50 million comprise projects which are yet to be executed. Some of these include large projects such as a 300 MW project in Rajasthan and a 56 MW project in Gujarat for NTPC. The Order Book projects only represent business that we consider "firm" or likely to fructify, although cancellations or unanticipated variations or scope or schedule adjustments of these orders may occur. Due to changes in project scope and schedule, we cannot predict with certainty when, or if the solar power projects in our Order Book will be performed. In addition, when a project proceeds as scheduled, it is possible that our customers may default and fail to pay amounts due. We cannot guarantee that the income anticipated in our Order Book will be realized on time, or at all. Any project cancellations or scope adjustments, which may occur from time to time, could reduce the amount of our Order Book and the income and profits that we ultimately earn from the contracts. Any delay, cancellation or payment default could have a material adverse effect on our business, results of operations and financial condition.

For some of the contracts in our Order Book, our customers are obliged to perform or take certain actions, such as acquiring land, securing rights of way, clearing forests, supplying owner-supplied material, securing required licenses, authorizations or permits, making advance payments or procuring financing, approving designs, approving supply chain vendors and shifting existing utilities. If customers do not perform these and other actions in a timely manner or at all, and the possibility of such failure is not provided for in the EPC contract, our projects could be delayed, modified or cancelled and as a result, our business, results of operations and financial condition could be materially and adversely affected.

**31. We have in the past entered into transactions with related parties and may continue to do so in the future. These or any future related party transactions may potentially involve conflicts of interest and there can be no assurance that we could not have achieved better terms, had such arrangements been entered into with unrelated parties.**

We have entered into various transactions with related parties, including for purchase and sale of goods and services, and sales commission, from time to time. For further details in relation to transactions with related parties, please refer to the section entitled "*Related Party Transactions*" on page 310. While we are of the opinion that these related party transactions entered into by us, were in compliance with the Companies Act, 2013, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. Although upon listing of our Equity Shares pursuant to the Offer, all related party transactions that we may enter into, will be subject to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, there can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Such related party transactions may potentially involve conflicts of interest.

During the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, related party transactions in accordance with the Companies Act, 2013, and Indian Accounting Standards ("**Ind AS**") (income and expense) amounted to ₹1,460.24 million, ₹2,388.12 million, ₹3,751.52 million and ₹2,063.65 million, respectively, representing 24.42%, 14.83%, 22.88% and 10.23% of our revenue from operations, respectively. As of September 30, 2021 and March 31, 2021, 2020 and 2019 related party transactions (assets and liabilities) amounted to ₹ 1.79 million, 1,870.14 million, 1,035.83 million and 1,708.17 million, representing 0.01%, 10.40%, 6.57% and 11.82% of our total assets, respectively.

Our Company, on a standalone basis, has entered into certain related party transactions with its Subsidiaries, including for loans and advances given. For details of such transactions, please see the section entitled "*Restated Consolidated Summary Statements – Note 50: Related Party Transaction*" on page 295.

There is no assurance that our related party transactions in future would be on terms favourable to us when compared to similar transactions with unrelated or third parties or that our related party transactions, individually or in the aggregate, will not have an adverse effect on our financial condition. For details, see "*Restated Consolidated Summary Statements – Note 50: Related Party Transaction*" on page 295.

**32. We are required to provide bank guarantees and performance guarantees under our EPC contracts and letters of credit for our suppliers' payments.**

As is customary in the EPC services industry, we are usually required to provide financial and performance bank guarantees to secure our financial and performance obligations under the respective contracts for our projects. These guarantees are typically required to be provided within a few days of the signing of an EPC contract and remain valid as per the EPC contract. In some of the contracts, bank guarantees had to be provided in respect of the module performance warranties for their warranty periods. Any failure to maintain these performance guarantees may subject us to penalties under our EPC contracts, such as requiring us to perform remediation work to meet the guarantees, pay liquidated damages or allowing the counterparty to terminate the EPC contract. In a particular case, our Company had provided a performance bank guarantee under a letter of intent awarded to our Company for designing, engineering, procurement, supply, erection, testing, commissioning and operation & maintenance of two solar photovoltaic power projects in the State of Gujarat. However, the defendant withheld payments from our Company on account of non-performance and also partially invoked the performance bank guarantee for an amount of ₹159.38 million. As a result, our Company invoked arbitration *inter alia*, for the refund of the performance bank guarantee amount. For more details, see "*Outstanding Litigation and Material Developments- A. Material Civil Proceedings- Arbitration Matters- By our Company (1)"* on page 336. Further, in another case, our Company had furnished a performance bank guarantee under a power purchase agreement ("**PPA**"). Under threat and to prevent an illegal encashment of the performance bank guarantee, our Company was forced to pay a lump sum amount of ₹12.78 million to the company we had entered into the PPA with. As a result, we may face losses under a particular project, may not be able to achieve our expected margins and may record an overall loss in the relevant financial period. During the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, we had made module performance warranty provisions of ₹2.99 million, ₹7.68 million, ₹0.49 million and ₹11.28 million, respectively which represented 0.05%, 0.05%, 0.003% and 0.06% of our revenue from operations for the same period.

In certain cases, we may also be required to provide additional guarantees in case performance ratios are not met on the date of commissioning of the project for so long as such defect continues. In addition, letters of credit are often required to satisfy payment obligations to suppliers and subcontractors. We may not be able to continue to obtain new financial and performance bank guarantees in sufficient quantities to match our business requirements. If we are unable to provide sufficient collateral to secure the financial bank guarantees, performance bank guarantees or letters of credit, our ability to enter into new contracts or obtain adequate supplies could be limited. Providing security to obtain letters of credit, financial and performance bank guarantees also increases our working capital requirements. Our ability to obtain such guarantees or letters of credit depends upon our capitalization, working capital, available credit facilities, past performance, management estimates and reputation and certain external factors, including the overall capacity of the surety and letter of credit market. If we are not able to continue obtaining new letters of credit, bank guarantees and performance bank guarantees in sufficient quantities to match our business requirements, it could have a material adverse effect on our future revenues and business prospects.

**33. We may be subject to unforeseen obligations when providing O&M services. In addition, certain of our O&M contracts include provisions permitting the counterparty to terminate the agreement without cause.**

We provide ongoing O&M services to our customers for whom we have commissioned solar power projects under separate O&M contracts as well as to third-parties, pursuant to which we generally perform standard activities associated with operating a fully or partially commissioned solar power project, including monitoring, control, trouble-shooting and security on a 24/7 basis, data recording and reporting, compliance activities, energy forecasting, scheduled and unscheduled maintenance, cleaning and overall operational management of the project. We may not be successful in winning separate O&M service contracts or in renewing expired contracts, which may materially and adversely affect our O&M business. Furthermore, we estimate the cost of performing these services at the time we enter into the O&M contract for a particular project, and these are reflected in the prices we charge our customers, including certain contracts which feature fixed pricing. If our estimates of O&M costs prove inaccurate, our results of operations could be materially and adversely affected, and such material adverse effects could be compounded given the potential long-term nature of some these O&M contracts.

In addition, certain of our O&M contracts include provisions permitting the counterparty to terminate the agreement without cause or for convenience as per the agreement / contract. We are generally able to recover the revenue accrued until that time, but we do not recover the full payment that would otherwise have been due to us under the contract. While none of our customers exercised these provisions in our O&M contracts over the past three years, there can be no assurance that they will not exercise these rights in the future. The exercise of such termination rights, or the use of such rights as leverage to re-negotiate terms and conditions of the O&M contract, including pricing terms, could materially and adversely affect our business, financial condition and results of operations.

**34. We may not be successful in implementing our growth strategy.**

As part of our growth strategy, we focus on new markets and conduct on-the-ground market diligence to tap new opportunities. We also intend to use part of our Net Proceeds to establish a new facility of 2 GW in Tamil Nadu for manufacturing of solar PV modules having backward integration with solar cells of 2 GW. Further, our Company has commenced plans on upgrading the existing manufacturing plant in Falta from its present capacity of 1.2 GW to 3 GW within Fiscal 2023. We have also submitted a bid under the Production Linked Incentive ("**PLI**") scheme for High Efficiency Solar PV Modules to the Indian Renewable Energy Development Agency Limited which, if successful, and with the commissioning of additional capacities, is expected to increase the capacity of the new integrated facility in Tamil Nadu from 2 GW to a total of 3.6 GW of solar PV modules and solar cells.

We are also in the process of expanding our operations by targeting new customers where we do not have a significant presence and prior experience and targeting rooftop/ residential customers in the United States of America. Any failure to expand into these new markets or regions could adversely affect our sales, financial condition, result of operations, and cash flows. Further, as we grow, we expect to encounter additional challenges to our global network supply chain, internal processes, external construction management, capital commitment process, project funding infrastructure, financing capabilities and regulatory compliance. Our existing operations, personnel, systems and internal controls may not be adequate to support our growth and may require us to make additional unanticipated investments in our infrastructure. To manage the future growth of our operations, we will be required to improve our administrative, operational and financial systems, procedures and controls, and expand, train and manage our growing employee base. If we are unable to manage our growth effectively, we may not be able to take advantage of market opportunities, execute our business strategies successfully or respond to competitive pressures. As a result, our business, prospects, financial condition and results of operations could be materially and adversely affected. Additional difficulties executing our growth strategy, particularly in new geographical locations, may include, among other things, accurately prioritizing geographic markets for entry; including estimates on addressable market demand; obtaining construction, environmental and other permits and approvals; managing local operations, capital investment or sourcing regulatory requirements; managing fluctuations in the economy and financial market, as well as credit risks; employing skilled employees and engaging appropriate contractors; and managing possible unfavourable labour conditions or employee strikes.

Furthermore, sourcing cost-competitive financing on attractive terms is one of the key requirements of our growth strategy. However, obtaining external financing on favourable terms is subject to a number of uncertainties, including: our financial condition, results of operations and cash flows; interest rates; our credit rating; our ability to comply with any financial covenants under our debt financing; general condition of global equity and debt capital and project finance markets; regulatory and government support in the form of tax and other incentives; the continued confidence of equity investors, banks, other financial institutions in us and in the solar energy industry; and economic, political and other conditions. On June 16, 2021, we have been assigned a long term rating of "ACUITE A/Stable" and a short term rating of "ACUITE A1" from Acuite Ratings and Research Limited in respect of ₹23,000 million bank facilities of our Company. Further, on December 28, 2021, ICRA changed our rating from "A" to "BBB" with outlook revised from stable to negative in respect of term loans of ₹3,240.10 million, from "A" to "BBB" with outlook revised from stable to negative in respect of cash credit of ₹4,270.00 million, from "A2+" to "A3+" in respect of non-fund based limits of ₹15,250.00 million and from "A- / A2+" to "BBB / A3+" with outlook revised from stable to negative in respect of other instruments of ₹239.90 million. However, any downward rating by credit agencies may adversely affect our borrowing costs and access to capital. Further, an inability to secure future financing on attractive terms or at all may adversely impact these strategic initiatives and our business prospects. While historically, we have been able to obtain financing on favourable terms from major financial institutions, there can be no assurance that our relationships with lenders will not change or that lenders will continue lending practices we are familiar with. Our lenders may implement new credit policies, adopt new qualification criteria or procedures, raise interest rates or add restrictive covenants in loan agreements, some or all of which may significantly increase our financing costs, or prevent us from obtaining financing. As a result, our operations and proposed expansion and upgradation projects may be subject to significant delays and cost overruns, and our business, financial condition and results of operations may be materially and adversely affected.

In connection with our growth strategy, we may acquire companies or technologies; enter into joint ventures or other strategic initiatives; establish permanent branch offices to facilitate our operations and business expansion strategy. We may not realize the anticipated benefits of such business combinations or acquisitions. The risks associated with such transactions may include difficulty in integrating and managing the operations and personnel of the acquired or partner company; difficulty in maintaining controls, procedures and policies during the transition and integration; disruption of our ongoing business and distraction of our management and associates from other opportunities and challenges due to integration issues; and difficulty integrating the acquired or partner company's accounting, management information and other administrative systems. For example, the establishment of our Chennai facility (i.e. our solar module manufacturing facility at Kanchipuram, Tamil Nadu) was delayed by approximately six months as Chinese technicians of the equipment supplier could not travel to India to complete the installation and commissioning work, due to COVID-19 restrictions. Even after our Chennai facility was established, we faced further issues including the timely delivery of plant and machinery as a result of the disruption to the supply chains. Going forward, timely availability of trained manpower and necessary plant and machinery may be an issue which may affect the implementation of our growth strategy.

**35. We have significant working capital requirements and our inability to meet the working capital requirements may have an adverse effect on our results of operations.**

Our business requires a significant amount of working capital as there is considerable time lag between purchase of raw materials and realisation from sale of our finished goods. Thus, we are required to maintain sufficient stock to meet manufacturing requirements affecting our working capital requirements. Consequently, there could be situations where the total funds available to us may not be sufficient to fulfil our commitments, and hence we may be required to incur additional indebtedness or utilize internal accruals to meet our working capital requirements. Further, in accordance with the tender terms / contracts / agreements, we grant credit terms to large customers. The working capital requirements may increase if credit period against sales is increased or there is a requirement to pay higher price for raw material or to pay excessive advances for procurement of raw materials. We may provide performance guarantees in favour of some of the customers to secure obligations under our contracts. Further, letters of credit are often required to satisfy payment obligations to suppliers. Some of these factors may result in an increase in our short-term borrowings. In the event, that we are required to repay any working capital facilities upon receipt of a demand from any of the lenders, we may continue to have negative cash flows and we will be unable to satisfy our working capital requirements. Further, as a result of the COVID-19 pandemic, certain of our customers had delayed their payments as against the agreed payment terms, which temporarily increased our cash flow requirements.

There can be no assurance that we will continue to be successful in arranging adequate working capital for our existing or expanded operations on acceptable terms or at all, which may adversely impact our business and prospects.

**36. We are dependent on third-party transportation providers for the supply of materials for our manufacturing process and delivery of our finished products.**

Our success depends on the supply and transport of the various materials required to our manufacturing facilities from suppliers and of our finished products from our manufacturing facilities to our customers, which are subject to various uncertainties and risks. We use third-party transportation providers for the delivery of materials to manufacturing facilities and our finished products to customers. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to our customers and from our suppliers. Further, on account of the COVID-19 pandemic, operations of these third-party transportation providers were affected from time to time. While we did not encounter any transportation strikes in the past three years, (whether on account of COVID-19 or otherwise), we have been facing issues in relation to availability of shipping vessels and congestion at ports, and as a result our supply chains have been adversely affected.

In addition, materials and components, as well as our products shipped to customers, may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of materials and products which may also affect our business and results of operations negatively. In the event we fail to maintain a sufficient volume of materials and delivery of such materials to us is delayed, we may be unable to meet orders in a timely manner or at all. Any such inability may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations, and cash flows. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. We have experienced delays on account of the COVID-19 pandemic as well as for other reasons including port congestion and non-availability of containers and we cannot assure you that we will not experience delays in the future. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers. This could require us to expend considerable resources in addressing our distribution requirements which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products. Our transportation, freight, duty and handling charges (excluding inward freight cost which is accounted for under raw material costs) were ₹276.86 million, ₹371.87 million, ₹360.73 million and ₹319.10 million for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, respectively, and represented 4.35%, 2.37%, 2.21% and 1.62%, respectively, of our total expenses in such periods.

**37. An inability to accurately forecast demand or price for our products and manage our inventory may adversely affect our business, results of operations, financial condition, and cash flows.**

Our business depends on production decisions made in advance based on our estimate of the demand for our products from customers, considering historical trends. We typically maintain a reasonable level of inventory of materials, work in progress and finished goods.

If we overestimate demand for our products, we run the risk of purchasing more materials than necessary, which could expose us to risks and costs associated with prolonged storage of some of these materials, and materially affect our results of operations. Conversely, if our customers place orders for greater quantities of products compared to their historical requirements, we may not be able to adequately source the necessary materials in a timely manner, and may not have the required available manufacturing capacity to meet such demand, leading to loss of business. In addition, if all or a significant number of our suppliers for any particular material are unable or unwilling to meet our requirements or our estimates fall short of the demand, we could suffer shortages or significant cost increases. Continued supply disruptions could exert pressure on our costs, and we cannot assure that all or part of any increased costs can be passed along to our customers in a timely manner or at all, which could adversely impact our business, prospects and financial performance.

**38. An inability to provide adequate customer support and ancillary services may adversely affect our relationship with our existing and prospective customers, and in turn our business, results of operations and financial condition.**

Our customers depend on customer support and ancillary services to resolve issues relating to our products and services in a timely manner. We and our distributors may be unable to respond to / accommodate short-term increases in demand for our products or associated customer support including maintenance in a timely manner. We also may be unable to modify the nature, scope and delivery of such services to compete with support services provided by our competitors. Increased requests in connection with our products and services, without corresponding revenue, could increase costs and adversely affect our results of operations and financial condition. Our sales are dependent on our reputation and on positive recommendations from our existing customers. Any failure to maintain adequate and timely customer support and ancillary services, or a market perception that we are unable to do so, could result in loss of business and adversely affect our business, prospects and financial performance.

**39. We may not be able to continue to enjoy the existing tax benefits available to us, which may adversely affect our profitability.**

Our Company has established its facility at Falta, West Bengal, a special economic zone ("**SEZ**"). A SEZ unit in India is entitled to certain tax incentives and benefits, detailed in the section "*Statement of Tax Benefits*" on page 113 of this Draft Red Herring Prospectus, subject to the fulfilment of the terms and conditions imposed by the SEZ's rules and regulations. In the event our Company fails to comply with the said terms and conditions, our Company will not be entitled to such tax incentives and benefits which may have an adverse effect on our results of operations and financial condition. Further, our Company cannot assure you that the Indian Government will not enact laws in the future that would adversely impact the tax incentives and benefits and consequently, the tax liabilities and profits of our Company. Any change in tax structure or the withdrawal of any benefits to the industry in the SEZ may adversely affect our results of operations and profitability.

**40. Failure to retain our technical knowledge confidential may erode our competitive position.**

We possess technical knowledge about our solar PV modules. Our technical know-how is a significant independent asset, which may not be protected by intellectual property rights such as patents but is protected only as a trade secret. Our trademarks are valued at ₹14.66 million (capitalization value) as at September 30, 2021. As a result, we cannot be certain that our technical know-how will remain confidential in the long run. Employment contracts with certain of our employees who have special technical knowledge about our solar PV modules contain a general obligation to keep all such knowledge confidential and such obligation extends for a period of six months after the termination of employment. In addition to the confidentiality provisions, these employment agreements typically contain non-compete clauses. If either the confidentiality provisions or the non-compete clauses are unenforceable, we may not be able to maintain the confidentiality of our technical know-how. While we take the necessary precautions, whether contractual or otherwise, to protect the confidential technical knowledge about our products, there can be no assurance that such information may be not disclosed to others or become public knowledge due to circumstances beyond our control including by other licensees of technical knowledge. In the event that confidential technical information or know-how about our solar PV modules becomes available to third parties or to the public, our competitive advantage over other companies in the solar industry could be diminished, which may have a material adverse effect on our current business, future prospects, financial condition and results of operations.

**41. Any issues with our product quality or performance may require us to incur additional expenses and warranty costs, damage our reputation and cause our sales to decline.**

While we strive to ensure that our solar PV modules have no errors and defects, there can be no assurance that despite our stringent testing and other quality control measures, defects and errors may be found in our products after shipment. Thus, we may receive from time to time, complaints from certain customers on the quality deficiencies of our solar PV modules. For example, our Company supplied solar photovoltaic modules to a customer. The customer alleged that these modules were not generating minimum guaranteed output wattage and filed a claim against our Company for alleged generation loss and replacement of the defective modules. For further details, please see the section entitled "*Outstanding Litigation and Material Developments – A. Material Civil Proceedings – Arbitration Matters – Against our Company (2)*". Therefore, we have received customer complaints in relation to our product quality and performance in the past three years, and there can be no assurance that there will be no customer complaints in the future and our customers will be fully satisfied with our product quality or performance. If our products do not meet our customers' quality expectations or if there is a real or perceived issue with the quality of our products, our credibility, market reputation and consequently market acceptance and sales may be adversely affected.

We offer product workmanship warranty of 12 years (on materials and workmanship) and 27 years performance warranty. On account of the limited available usage history of our solar PV modules, there can be no assurance that our assumptions regarding their durability and reliability are accurate. If a manufacturing defect is discovered during the relevant warranty period, we are required to either repair or replace the solar module or refund the purchase price of the module without interest or any charge. As we continue to expand our operations and increase our sales in existing and new markets, we may be exposed to increased warranty claims. For the six months ended September 30, 2021 and Fiscal 2021, 2020, 2019, our warranty expense was ₹2.99 million, ₹7.68 million, ₹0.49 million and ₹11.28 million, which represented 0.05%, 0.05%, 0.003% and 0.06%, respectively, of our revenue from operations in such periods. Further, our cumulative provision for warranty was ₹22.44 million, ₹19.45 million, ₹11.77 million and ₹11.28 million, for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, respectively, which represented 0.38%, 0.12%, 0.07% and 0.06%, respectively, of our revenue from operations in such periods. Our warranty provisions may be considered to be inadequate, and we may be required to incur substantial expense to repair or replace defective products in the future. Further, while we have not had any such instance in the last three years, we are exposed to product liability claims in the event that the use of our products results in property damage or personal injury, whether as a result of product malfunctions, defects, improper installations or other causes. The successful assertion of product liability claims against us could result in potentially significant monetary damages and require us to make significant payments. Although we have availed product liability insurance coverage, such insurance coverage may be limited and may not be adequate to fully cover any such claim or damages.

Furthermore, any increase in the defect rate of our products may require us to increase the amount of warranty reserves that we maintain, and this will have a correspondingly negative impact on our operating results. Thus, any claims by the customers, even if unfounded or unsuccessful, could result in costly litigation which may divert our management's attention and resources from their day-to-day functions. Furthermore, widespread product failures may negatively impact our market reputation, reduce our market share and cause our sales to decline.

**42. Our success will depend on our ability to attract and retain our key managerial personnel, design, technical and engineering team and other key personnel.**

We are dependent on the services of our executive officers and other members of our senior management team. The loss of one or more of these key employees or any other member of our senior management team could have a material adverse effect on our business. We may not be able to retain or replace these key employees and may not have adequate succession plans in place. In particular, our Company is managed by our promoter, Mr Gyanesh Chaudhary, Vice Chairman and Managing Director and various other key management personnel. Any situations impinging on their ability to function or their departure from our business may adversely affect our business performance.

We benefit from the cost advantages of having the entirety of our design and engineering team in India. However, the demand for specialist design engineers has increased in India, resulting in a shortage of, and increasing costs to hire, such specialists. We face challenges to recruit and retain a sufficient number of suitably skilled personnel, particularly as we implement our growth and expansion strategy. Generally, there is significant competition for management, engineering, technical and design and other skilled personnel in the businesses in which we operate, and it may be difficult to attract and retain the skilled personnel we need. In particular, we may be unable to compete with other companies for suitably skilled personnel to the extent they are able to provide more competitive compensation and benefits. Furthermore, we may not be able to redeploy and retrain our employees to keep pace with continuing changes, evolving standards and changing customer preferences. The loss of key personnel and our inability to recruit suitable replacements may have a material adverse effect on our business, financial condition and results of operations.

These key personnel possess technical and business capabilities that would be difficult to replace. While some members of our senior management team left our Company in the last three years, we have managed to find suitable replacements for such personnel. However, the loss or diminution in the services of our senior management or other key team members or our failure to maintain the necessary management and other resources to operate and grow our business could have a material adverse effect on our business, results of operations, financial condition and prospects. In addition, as our business develops and expands, our future success will depend on our ability to attract and retain highly skilled and qualified personnel globally, which cannot be guaranteed.

**43. Improper storage, processing and handling of materials and products may cause damage to our inventory leading to an adverse effect on our business, results of operations and cash flows.**

Our inventory primarily consists of materials and components used in our operations and products. Our materials, manufacturing processes and products are susceptible to damage or contamination if not appropriately stored, handled and processed, which may affect the quality of the finished product. In the event such damage or contamination is detected at the manufacturing facility or at our project sites during quality checks, we may have to suspend manufacturing activities, lower capacity utilizations and delay work at project sites, which could materially and adversely affect our business prospects and financial performance. Improper storage may also result in damage to our inventory due to adverse weather conditions or longer than usual storage periods, which may also require us to incur additional expenses in replacing that portion of the inventory and/ or incur additional expenses in maintenance and improvement of our storage infrastructure, which may adversely affect our profit margin.

Further, the quality of the raw materials used, microscopic impurities such as dust and other contaminants, difficulties in the manufacturing process or malfunctions of the equipment or facilities used can lower yields, cause quality control problems, interrupt production or result in loss of products.

**44. Our design, research and development efforts may not yield meaningful results.**

We devote substantial resources to our design and engineering functions and innovative engineering efforts that continually seek to improve the efficiency of our solutions and services. As at December 31, 2021 our design and engineering, and R&D team comprised 120 personnel. We have spent ₹8.93 million, ₹65.00 million, ₹55.00 million, and ₹43.76 million for the six months ended September 30, 2021 and Fiscals 2021, 2020 and 2019, respectively, on R&D, which represented 0.15%, 0.40%, 0.34% and 0.22%, respectively, of our total revenues in such periods, and represented 0.14%, 0.41%, 0.34% and 0.22%, respectively, of our total expenses in such periods. However, there is no guarantee that any of our research and development activities will yield meaningful results, can be used for our commercial operations or will generate any revenue. There can be no guarantee that our technologies and installation solutions will suit the local conditions, environmental characteristics or comply with the regulations or approval requirements of the various regions and countries in which we operate, and such conditions may change in the future, rendering our research and development efforts unsuitable. Technical and operational issues or other problems may delay or hinder our research and development processes and increase our costs and lack of regulatory approvals may cause us to expend more time and resources in the design process. Furthermore, our research and development activities may not always keep pace with our competitors. If we fail to design, research and develop suitable solutions and services for our projects / products, this may affect our ability to win bids and/or to successfully implement our existing projects and our business profitability and financial condition may be materially and adversely affected.

**45. Our inability to protect any of our intellectual property rights including misappropriation, infringement or passing off of our intellectual property or failure to obtain our patents could have an adverse impact on our business.**

As of the date of this Draft Red Herring Prospectus, we have 706 registered trademarks. Currently, our Company has applied for 96 trademarks, out of which 39 trademarks are opposed by various other parties and may further apply for other trademark registrations in the future. There can be no assurances that these applications will be successful or that we will be able to register these marks. In the absence of a registration of the tradename and trademark of our Company under the Trademarks Act, 1999, we will not enjoy the statutory protections accorded to a registered name or mark and therefore, we may not be able to initiate an infringement action against a third party for infringing our trademarks and a passing off action might not be sufficient protection until such time the registration is granted.

Our brand is owned by our Company. While we take due care to protect our brand through internal policies, any unintended internal or external situations by anyone may adversely affect our brand image. We are also the registered owner of other brand names such as “Vikram” and “Litio” which we share with our other group companies which may confuse the public between our Company and these other entities. Consequently, we are also dependent on these other entities for our reputation and brand name and therefore, any adverse developments in group companies sharing our brand name, may also have an adverse impact on our Company's business.

The illegal use or impersonation of our trademarks or logos by third parties or any negative publicity about our brand(s) could affect our reputation and, which in turn, affects our ability to attract and/or retain customers which may adversely affect our business and results of operations. To protect our intellectual property rights, we may be required to resort to legal action to protect our intellectual property rights, which may strain our resources and divert the attention of our management from our day-to-day functioning. Further, if a competitor is able to reproduce or otherwise capitalize on our technology, it may be difficult and expensive for us to obtain necessary legal protection. Any adverse outcome in any legal proceedings that we may initiate in future to successfully enforce our intellectual property may have an adverse effect on our business, results of operations and cash flows.

**46. Our business is subject to strikes, work stoppages and/or increased wage demands, as well as other disputes with our employees.**

We had 1,899 full-time employees as at December 31, 2021. We cannot guarantee that our employees will not join labour unions in the future and as a result we may experience disruptions in our operations due to disputes or other problems with our workforce. Efforts by our employees to modify compensation and other terms of employment may also divert management's attention and increase operating expenses. The occurrence of such events could materially adversely affect our business, financial condition and results of operations. For instance, in February 2020, we announced an employee separation scheme for one of our units at Falta which resulted in a protest by the employees of that facility. However, this incident did not result in any stoppage of work.

From time to time, we also enter into contracts with subcontractors and other independent contractors to complete specific assignments and these subcontractors are required to provide the labour necessary to complete such assignments. We do not have control over their day-to-day affairs. Although we do not engage these labourers directly, it is possible under the local laws of the countries in which we operate, that we may be held responsible for wage payments to labourers engaged by subcontractors should the subcontractors default on wage payments. Any requirement to fund such payments may materially and adversely affect our business, financial condition and results of operations.

**47. Our operations may cause injury to people or property and therefore could subject us to significant disruptions in our business, legal and regulatory actions, costs and liabilities.**

Our operations may require our employees and other workers to work under potentially dangerous circumstances. Our operations may lead to mechanical and electrical failures due to improper installation of components and power cables, accidents or malfunctions at project sites, corrosion of equipment and weather-related or other risks related to structural integrity post-commissioning. Operation of equipment and machinery can be dangerous and may cause significant personal injury to our employees or other persons, severe damage to and destruction of property, plant and equipment, and contamination of, or damage to, the environment. While we have not faced such situations in the last three years and while we maintain a group personal accident policy and workmen compensation insurance policy covering specific categories of employees, such situations could significantly disrupt our operations, subject us to legal and regulatory actions and additional costs and liabilities, which could materially and adversely affect our business, financial condition and results of operations.

**48. We could be exposed to material environmental obligations and liabilities.**

Our operations and expansion plans involve the use, handling, generation, processing, storage, transportation, and disposal of certain materials during the production process of solar PV modules and cells. We may also be subject to extensive environmental laws and regulations at local, state, national, and international levels in relation to our future cell manufacturing facilities. During the project construction process, we often prepare environmental impact assessment reports as part of the permitting process. In addition, we are required to obtain certain environmental permits to conduct our business. These environmental laws and regulations include those governing the discharge of pollutants into the air and water, the use, management, and disposal of certain materials, the clean-up of work sites and occupational health and safety. As we execute our long-term strategic plans and expand our business and manufacturing capabilities, our environmental compliance burden may continue to increase both in terms of magnitude and complexity.

We have incurred and may continue to incur significant costs in complying with these laws and regulations. In addition, violations of, or liabilities under environmental laws or permits may result in restrictions being imposed on our operating activities or in our being subjected to substantial fines, penalties, criminal proceedings, third-party property damage or personal injury claims, clean-up and/or other costs. We did not incur such costs over the past three years. However, there can be no assurance that we will not incur significant costs to comply with these laws and regulations in the future. Non-compliance with these laws and regulations could expose us to civil penalties, criminal sanctions and revocation of key business licences. While passage of climate change legislation or other regulatory initiatives that regulate or restrict emissions of greenhouse gases may encourage use of solar power and accordingly increase demand for our products and services, this could also cause us to incur additional direct costs in complying with any new environmental regulations during our engineering and construction processes, as well as increased indirect costs resulting from our customers and/or suppliers, incurring additional compliance costs that get passed on to us. Future developments such as more aggressive enforcement policies, the implementation of new, more stringent laws and regulations or the discovery of currently unknown environmental conditions may entail additional costs that could have a material adverse effect on our business, financial condition, cash flow and results of operations.

**49. Our ability to pay dividends in the future may depend upon our future revenues, profits, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.**

Our Company has not declared and paid any dividends on the Equity Shares in Fiscal 2021, 2020, 2019 and until the date of this Draft Red Herring Prospectus. Further, our Board has adopted a dividend distribution policy at their meeting held on February 19, 2022 in accordance with SEBI LODR Regulations. For further information, see "*Dividend Policy*" on page 249. Any declarations of dividends will be at the discretion of our Board and subject to Shareholders' approval. Our Company's ability to pay dividends in the future and the amount of any such dividends, if declared, will depend on a number of factors, including but not limited to our Company's profits, retained earnings, earnings outlook, setting off unabsorbed losses or depreciation of past years and other factors considered relevant by our Board. In addition, the dividend, if any, will also depend on a number of external factors including but not limited to applicable laws and regulations including taxation laws, economic conditions, prevalent market practices, and technological changes. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may be unable to pay dividends in the near or medium term, and our future dividend policy may depend on our capital requirements and financing arrangements. Further, dividends distributed by us may attract dividend distribution tax at rates applicable from time to time. We cannot assure you that our Company will declare and pay, or have the ability to declare and pay, any dividends on Equity Shares at any point in the future.

**50. Exchange rate fluctuations may adversely affect our results of operations.**

Although our reporting currency is the Indian Rupee, we conduct certain business operations and incur costs, such as local manpower and property leasing costs, in the local currency of most countries in which we operate. In addition, payments under exports are denominated in foreign currencies. We also export solar PV modules to various international markets. In the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, our sales from exports were ₹945.51 million, ₹2,138.22 million, ₹4,619.05 million and ₹2,308.16 million which represented 15.82%, 13.28%, 28.17% and 11.44%, respectively, of our revenue from operations in such periods. In addition, we import a significant amount of raw materials to manufacture our products. Transactions and payments for such imports may be conducted in foreign currency. For the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, our cost of imported raw materials was ₹4,241.88 million, ₹6,304.17 million, ₹9,189.25 million and ₹9,785.62 million, which represented 85.74%, 94.45%, 92.89% and 95.60%, respectively, of our total raw material purchases in such periods. As a result, we are subject to currency translation and transaction risk and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers, and as a result, suffer losses on account of foreign currency fluctuations. Because our financial results are reported in Indian Rupees, if we generate revenue or earnings in other currencies, the translation of those results into Indian Rupees can result in a significant increase or decrease in the amount of those revenues or earnings. Furthermore, to the extent that we are unable to match revenues received in foreign currencies with costs paid in the same currency, exchange rate fluctuations between such currencies could have a material adverse effect on our liquidity or our ability to efficiently utilize our working capital. Therefore, volatility in currency exchange rates may have a material adverse effect on our business, financial condition and results of operations. While we enter into forward contracts and may in the future enter into foreign currency hedging transactions from time to time, there is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability to take such measures may adversely affect our results of operations and financial position.

**51. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us for such a purpose.**

We have availed the services of an independent third-party research agency, CRISIL to prepare an industry report titled *"Photovoltaic manufacturing and solar energy market"* dated March 2022 (the "**CRISIL Report**"), which is exclusively prepared for the purpose of the Offer and is commissioned and paid for by our Company. CRISIL was appointed on November 30, 2021, pursuant to an engagement letter entered into with our Company. CRISIL Report is available on the website of our Company at https://www.vikramsolar.com/investor-centre/, in accordance with applicable law. This report is subject to various limitations and based upon certain assumptions that are subjective in nature. While we have taken reasonable care in the reproduction of the information, due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

**52. Information relating to the rated installed capacity, effective installed capacity, actual production and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus are based on certain assumptions and estimates and future production and capacity may vary.**

Information relating to the historical installed capacity, actual production and estimated capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management and an independent chartered engineer, including assumptions relating to expected operations, availability of raw materials, expected unit utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in stock keeping units for a particular product, unscheduled breakdowns as well as expected operational efficiencies. Actual production volumes and capacity utilization rates may differ significantly from the estimated production capacities and historical capacity utilization of our manufacturing facilities. Investors should therefore not place undue reliance on our historical installed capacity information for our existing manufacturing facilities included in this Draft Red Herring Prospectus.

**53. Some of our business operations are being conducted on premises leased from third parties and we may be unable to renew existing leases or relocate our operations on commercially reasonable terms.**

Some of our business operations are being conducted on premises leased from third parties. For example, our corporate office and manufacturing facilities in Kolkata and Falta SEZ, West Bengal and our manufacturing facility in Chennai are leased out from third parties. Further, our proposed new facility shall be established on a land parcel leased by our subsidiary, VSL Green Power Private Limited, admeasuring 45 acres, located at plot no. A-10, C-District, SIPCOT Multi-Sector SEZ, Tirunelveli, Gangaikondan – 627 352, Tamil Nadu ("**Project Site**"). Further, our sales offices are located at various locations in India are also leased out from various third parties.

Such lease agreements typically impose certain obligations on us, failure to comply which could lead to termination of the respective agreements. For instance, the lease agreement entered into with respect to the Project Site requires us to, among others, commence construction of buildings within six months from the date of the allotment order and to complete such construction within 30 months from the date of the allotment order, to implement the project within 36 months from the date of the allotment order and to make certain employment related reservations, based on eligibility qualifications as mutually agreed with the lessor, for members of the families of land owners whose lands have been acquired for the industrial park where the Project Site is located.

There have been instances of non-compliance of the terms of certain of our lease agreements in the last three years in the form of payment delays. However, the same did not result in termination of any of these lease agreements. Further, there can be no assurance that there will be no further non-compliance leading to termination of such leases in the future. Any change in the terms and conditions of the lease agreements and any premature termination of such lease agreements, including due to any non-compliance on our part, may have an adverse impact on our operations.

Any adverse impact on the title, ownership rights, development rights of the owners from whose premises we operate, breach of the contractual terms of any lease, leave and license agreements, or any inability to renew such agreements on acceptable terms may also affect our operations. There can be no assurance that we will be able to renew these leasing arrangements at commercially favorable terms, or at all. If we are unable to renew all or any of our leasing arrangements, it may cause disruptions in our business and we may incur substantial costs associated with shifting to new premises, all of which may adversely affect our business operations.

Further, failure to identify suitable premises for relocation of existing properties, if required, or in relation to new or proposed properties we may purchase, in time or at all, may also have an adverse effect on our production and supply chain, the pace of our projected growth as well as our business and results of operations.

**54. We recognize revenue based on the 'Percentage of Completion Method' of accounting on the basis of our management's estimates of the EPC project cost.**

We recognize revenue generated from our EPC projects on the basis of the 'Percentage of Completion Method' of accounting as per applicable Accounting Standard (Ind AS). Under this method, revenue from such projects are recognized as a percentage of the actual project cost incurred against the total estimated cost of the project. Although this method of accounting is widely used in the industry, we cannot assure you that these estimates will match the actual costs incurred with respect to the projects. The effect of such changes to estimates, is recognized in the financial statements of the period in which such changes are determined and may adversely affect our financial performance for that particular year and future years. Therefore, our revenue recognition from such EPC projects is based on the number of projects that qualify for such revenue recognition that are under execution/ executed during a period. This may lead to significant fluctuations in our revenues in accounting periods. Currently, we follow accounting standards prescribed under applicable laws. In the event of any change in law or Ind AS, which results in a change to the method of revenue recognition, the results of our operations may be affected to that extent.

**55. We recognize the useful life of our assets based on estimations made by our technical experts and approved by our management.**

We recognize the useful life of our assets on the basis of estimations made by our technical experts and approved by our management which are in line with the rates prescribed in the Schedule II of the Companies Act, 2013. However, our management based on technical assessment made by technical experts, depreciates certain items of tools, plant & machinery and other handling equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The estimate of useful life is reviewed at the end of each financial year and changes are accounted for prospectively. Our management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. There may be errors in estimating the useful lives of our assets. If any of our assets gets depleted ahead of its estimated life, this will adversely affect our profits and losses for the relevant period.

**56. We have certain contingent liabilities and capital commitments that have not been provided for in our financial statements, which if they materialise, may adversely affect our financial condition, cash flows and results of operations.**

We usually need to provide performance guarantees when we undertake EPC projects, which are often demanded by our customers to protect them against potential defaults by us. We thus may have substantial contingent liabilities and capital commitments from time to time depending on the projects we undertake and the amount of our products.

As of September 30, 2021, our Restated Consolidated Summary Statements disclosed the following contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets:

*(in ₹ million)*

| Particulars | As at September 30, 2021 |
|---|---|
| Demands/ claims by various government authorities and other claims not acknowledged as debts: | |
| Income Tax demand | 20.98 |
| Value-added Tax, Central Sales Tax, Goods & Services Tax ("**GST**") and Entry Tax | 330.53 |
| Safeguard Duty on imports | 102.04 |
| Contractual claim from customers | 232.70 |
| **Total** | **686.25** |

Our contingent liabilities may become actual liabilities and if a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current Fiscal or in the future. In particular, our solar PV modules carry limited linear power output warranty and limited workmanship warranty from the date of supply. A fair estimate of future liability that may arise on this account is not ascertainable. Further, we commenced creation of provisions for warranties provided to our customers under EPC and other contracts from Fiscal 2019. In absence of any standard method to compute the value of the warranty or change in estimate or inadequacy of performance warranty insurance we may incur expense beyond provisions and/or insurance coverage which may adversely impact our business and financial condition.

Further, in relation to our commitments, the estimated amount of contracts remaining to be executed on capital account as at September 30, 2021 were ₹422.44 million.

**57. Certain of our Subsidiaries, including step-down subsidiaries, have incurred losses during the last fiscal year.**

Certain of our existing Subsidiaries, including step-down subsidiaries, have incurred losses in the last fiscal year for which their respective audited financial statements (consolidated, wherever applicable) were available. The details of losses before tax of such Subsidiaries are set forth in the table below:

*(in ₹ million, unless otherwise specified)*

| Name of the Subsidiary | For the six months ended | For the year ended | | |
|---|---|---|---|---|
| | September 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| VSL Green Power Private Limited | (0.13) | - | (0.23) | - |
| Vikram Solar Foundation | (0.82) | (0.66) | (1.05) | (0.07) |
| Vikram Solar Cleantech Private Limited | (0.10) | (0.17) | (1.08) | - |
| Vikram Solar Pte Ltd | (1.09) | (0.19) | (13.91) | (0.83) |
| Solarcode Vikram Solarkraftwerk 1 GmbH & Co KG | - | (0.45) | - | - |
| VP Utilities Pvt. Ltd. | (10.46) | - | - | - |
| Vikram Solar GmbH | (0.03) | (2.83) | (0.43) | (0.10) |

We cannot assure you that our Subsidiaries will not incur losses in the future, or that such losses will not adversely affect our reputation or our business.

**58. Certain of our corporate records relating to changes in the share capital of our Company by way of allotments of Equity Shares do not specify the nature of allotment made.**

Our Company has made allotments of Equity Shares in the past, by way of preferential allotments, private placements, rights issue and bonus issuance. However, certain of our corporate records do not contain details of the nature of allotments made, including board resolutions with respect to the issuance of Equity Shares of the Company dated November 26, 2007 and October 31, 2009. Therefore, we may face challenges in establishing the nature of such allotments made by our Company. In addition, we have been unable to locate share transfer forms or depository instruction slips, as applicable, for various transfers involving our Promoters and members of our Promoter Group. Despite reaching out to the Promoters and members of our Promoter Group involved in these transfers regarding any documentation which may be available with them, we have not been able to trace the aforementioned documents. Accordingly, we have relied on other documents, including annual returns filed by our Company, share transfer registers, beneficial holding statements, minutes of meetings of our Board of Directors, statement of transactions and holdings, gift deeds, and certifications obtained from the respective Promoters and members of our Promoter Group. For further details of these transfers, the allotments made by our Company in the past, and the share capital history of our Company, see "*Capital Structure*" on page 79. We cannot assure you that such untraceable corporate records and documents will be available with us in future.

**59. We are exposed to security risks, breaches and/or malfunction of our IT systems.**

We rely on our information technology systems for our operations and their reliability and functionality is critical to our business success. Our growing dependence on our information technology ("**IT**") infrastructure, applications and data has caused us to have a vested interest in its reliability and functionality which can be affected by a number of factors, including, but not limited to, the increasing complexity of the IT systems, frequent change and short life span due to technological advancements and data security. If our IT systems malfunction or experience extended periods of downtime, we may not be able to run our operations safely or efficiently. We are subject to cyber security risks and may incur costs to minimize those risks. While we have not faced any cyber security breaches in the past, cyber security breaches, such as unauthorized access, accidents, employee errors or malfeasance, computer viruses, computer hackings or other disruptions could compromise the security of our data and infrastructure, thereby exposing such information to unauthorized access by third parties. Techniques used to obtain unauthorized access to, or to sabotage, systems change frequently and generally are not recognized until launched against a target. We may be required to deploy significant capital and other resources to remedy, protect against or alleviate these and related problems, and we may not be able to remedy these problems promptly, or at all. While we have not faced any cybersecurity breaches in the last three years, any security breaches that occur could disrupt our operations, increase our security costs, or expose us to potential losses due to data corruption or information leakage, which could have a material adverse effect on our business, financial condition and results of operations.

We are dependent on the capacity and reliability of the communications, information and technology systems supporting our operations and manufacturing, whether developed, owned and operated by us or by third parties. Operational risks, such as trading or operational errors or interruptions of our financial, accounting, trading, compliance and other data processing systems, whether caused by the failure to prevent or mitigate data losses and other security breaches, or other cyber security threats or attacks, fire or other disaster, power or telecommunications failure, could result in a disruption of our business and/or cause reputational damage, and may have a material adverse effect on our business, financial condition and results of operations. We cannot assure you that we will be able to complete our current technology initiatives or achieve the anticipated efficiencies. Furthermore, unavailability of, or failure to retain, well-trained employees capable of constantly servicing our IT system, may lead to inefficiencies or disruption of the IT system and consequently our business and operations. We cannot assure you that we will be able to improve our project management and execution systems and upgrade our technology infrastructure at a rate commensurate with the increase in the size and complexity of the projects that we may undertake in the future. Any resulting impairment in our project management and execution capabilities may have a material adverse effect on our business, prospects, financial condition and results of operations.

Furthermore, any damage or system failure that causes interruptions or delays in the input, retrieval or transmission of data could disrupt our normal operations and possibly interfere with our ability to undertake projects pursuant to the requirements of our contracts. Should such an interruption or delay occur, we can neither assure you that it will not result in the loss of data or information that is important to our business nor that we will be able to restore our operational capacity within a sufficiently adequate timeframe to avoid disruptions to our business. If our systems malfunction or experience extended periods of downtime, we will not be able to run our operations safely or efficiently. We may suffer losses in revenue, reputation, volume of business, and our business, financial condition and results of operation may be materially and adversely affected.

**60. Our Promoters or Directors may have interests, either directly or indirectly, in ventures involved in a business similar to us or our Group Company may be involved in a business similar to us, which may result in a real or potential conflict of interest.**

Our Promoters or Directors may also be on the board of directors or have commercial relationships with other ventures that may potentially compete with our Company, subject to the provisions and disclosure requirements provided under the code of conduct for board of directors and senior management personnel, the Companies Act and the SEBI Listing Regulations. For further details in relation to our Directors and Promoters, please see the sections entitled "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 216 and 235, respectively. Such interest and relationships of our Promoters and Directors may result in a real or potential conflict of interest affecting our business. While we continue to adhere to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, there can be no assurance that these or other conflicts of interest will be resolved in a timely and efficient manner.

**61. Any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations.**

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 98 of this Draft Red Herring Prospectus. Our funding requirements are based on management estimates and our Proposed Project has been appraised by Shristi Projects Private Limited, in the Appraisal Report issued by them. The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, inability to identify suitable location for our factory / offices at favourable terms and other financial and operational factors.

Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations. Further, the objects of the Offer have not been appraised by any bank or financial institution. Whilst a monitoring agency will be appointed, for monitoring utilisation of the Net Proceeds, the proposed utilisation of Net Proceeds is based on current conditions, our business plans and internal management estimates, Appraisal Report and is subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. Based on the competitive nature of our industry, we may have to revise our business plan and/or management estimates from time to time and consequently our funding requirements may also change. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows.

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution. We may not be able to obtain the shareholders' approval in a timely manner, or at all, in the event we need to make such changes. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. Pursuant to the Companies Act, the promoters and controlling shareholders of our Company, as at the time of such proposed variation, will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the provisions of the Companies Act and the SEBI ICDR Regulations.

The requirement to provide an exit opportunity to such dissenting shareholders may deter our promoters and controlling shareholders, as at the time of the proposed variation, from agreeing to any changes made to the proposed utilization of the Net Proceeds, even if such change is in our interest. Further, we cannot assure you that such promoters and controlling shareholders will have adequate resources to provide an exit opportunity at the price prescribed by SEBI. For further details on exit opportunity to dissenting shareholders, see "*Objects of the Offer—Variation in Objects*" on page 110. In light of these factors, we may not be able to undertake variation of object of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in our interest. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the un-utilized portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business, results of operations and cash flows.

**62. We may be accused of infringing the intellectual property rights of others and we may face claims in this respect that may be costly to resolve and/or limit our ability to use such technology in the future.**

As we expand our business, third parties may assert that our technologies or techniques violate their intellectual property rights. Successful intellectual property claims against us could result in significant financial liability or prevent us from operating all or part of our business. While we have not faced any such claim in the last three years and despite our efforts to comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our technologies, obtain additional licenses or cease significant portions of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. Regardless of their merits, such claims could materially and adversely affect our relationships with current or future customers and vendors, result in costly litigation, cause product shipment delays or stoppages, divert management's attention and resources, subject us to significant liabilities, require us to enter into additional royalty or licensing agreements or require us to cease certain activities. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations.

**63. We have in this Draft Red Herring Prospectus included certain Non-GAAP Measures and certain other industry measures related to our operations and financial performance. These Non-GAAP Measures and industry measures may vary from any standard methodology that is applicable across the Indian solar industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.**

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA and EBITDA Margin have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance.

These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. For details, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures"* on page 323.

**64. We have had instances in the past where we could not spend the total amount allocated towards corporate social responsibility activities for the respective years.**

The Companies Act, 2013 stipulates the requirement for the formulation of a corporate social responsibility policy and mandates our Board of Directors to ensure that our Company spends, in each Fiscal, at least two percent of the average net profits of our Company during the three immediately preceding Fiscals, in accordance with our CSR policy. While our Company had made profits and had accordingly allocated certain portion of such profits towards CSR activities formulated under our CSR policy, our Company had not incurred the requisite portion of the expenditure towards such activities in Fiscals 2019 and 2020 due to the challenges faced in identifying suitable projects for discharging these CSR obligations. Details of the gross amount to be spent and the actual amount spent on CSR expenditure are produced below:

| Particulars | For the six months ended | For the year ended | | |
|---|---|---|---|---|
| | September 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Gross amount to be spent during the year | 7.68 | 7.81 | 14.61 | 15.30 |
| Actual amount spent including brought forward | 1.98 | 9.79 | 2.40 | 0.55 |
| (Excess)/ short spent | -* | (1.98) | 12.21 | 14.75 |

* *For September 30, 2021, excess/ short spent to be determined at the end of the financial year.*

We cannot assure you that, in future, we will be able to successfully spend the amount allocated in that respective year or at all. We may be subject to imposition of notices or penalties under the Companies Act, 2013 from the Ministry of Corporates Affairs, Government of India for non-compliance in relation to our CSR expenditure, which could adversely affect our reputation and business.

**65. Certain of our Subsidiaries (including step down subsidiaries) and Group Companies may have conflicts of interest as they are engaged in similar business or industry segments and may compete with us.**

Certain of our Subsidiaries (including step down subsidiaries), namely, VSL Green Power Private Limited, Vikram Solar Cleantech Private Limited, Vikram Solar US Inc, VP Utilities & Services Private Limited, Solarcode Vikram Management GmbH, Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG, and Vikram Solar GmbH and one of our Group Companies, Vikram Solar Energy Solution GmbH have common pursuits similar to that of our Company, therefore, there may be conflicts of interest in allocating business opportunities between us, our Subsidiaries and our Group Companies. We cannot assure you that there will not be any conflict of interest between our Company, our Subsidiaries or our Group Companies in future. We have not entered into any non-compete agreements with such Subsidiaries and Group Companies and there can be no assurance that such entities will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance. For further details, please see, *"Our Subsidiaries"* and *"Our Group Companies"* on pages 210 and 247, respectively of this Draft Red Herring Prospectus.

**External Risks**

**66. Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations, cash flows and prospects.**

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may adversely affect the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the United States of America and several European countries during 2008 and 2009 and the recent COVID-19 pandemic adversely affected market prices in the global securities markets, including India. In August and September 2020, India was reported to have had one of the highest number of new COVID-19 infections on a daily basis, and more recently faced a strong second wave between March and May 2021. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business and financial performance.

Any other global economic developments or the perception that any of them could occur may adversely affect global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition, results of operations, cash flows and prospects.

In particular, the demand for solar power products is influenced by macroeconomic factors, such as the demand and supply and price of other competitive energy products, as well as government policies and regulations concerning the solar power industry. The policies and regulations of the government have been very dynamic in the past and hence affect our operations and business. The price of solar power systems and modules are highly volatile and inconsistent in its trends and requires easy availability of low-cost credit for the end consumers. The risks associated with availability of credit for the end consumers are more acute during periods of economic slowdown or recession because such periods are accompanied by decreased appetite for credit risk and low levels of liquidity. Furthermore, a reduction in the price of other energy products, such as oil, coal and natural gas, may reduce the urgency of the market to invest in alternative renewable energy.

**67. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, financial condition, results of operations, cash flows and prospects.**

We have also expanded our global footprint through a sales office in the United States of America and a procurement office in China and have supplied solar PV modules to customers in 32 countries, as of December 31, 2021. Domestically as well, we have established a geographically diversified presence in India through an extensive distributor network of 42 distributors, as of December 31, 2021. As a result, our business, prospects, financial condition and results of operations could be materially and adversely affected by changes in law, or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations in India and other countries, applicable to us and our business, including potentially adverse tax consequences, such as scrutiny of transfer pricing arrangements by authorities in the countries in which we operate, or implementation of potential tariffs and other barriers to trade.

The regulatory and policy environment in which we operate is evolving and subject to change. Governmental and regulatory bodies in India and other countries may enact new regulations or policies, which may require us to obtain approvals and licenses from applicable governments and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are in the process of obtaining. Any such changes and the related legal uncertainties with respect to the implementation of new regulations or owing to the overlap of different legal regimes may have a material adverse effect on our business, prospects, financial condition and results of operations.

For example, the Taxation Laws (Amendment) Act, 2019, a tax legislation issued by India's Ministry of Finance effective as of September 20, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this legislation, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. Moreover, while we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our relevant counterparties will do so.

Further, the Government of India has announced the union budget for the Fiscal 2023, pursuant to which the Finance Bill, 2022 ("**Finance Bill**") has introduced various amendments. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition and results of operations.

The Government of India has recently introduced (a) the Code on Wages, 2019 ("**Wages Code**"); (b) the Code on Social Security, 2020 ("**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020, which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees which were previously segregated under different acts and had different applicability and coverage. The Social Security Code has introduced the concept of workers outside traditional employer-employee work-arrangements (including online and digital platforms), such as 'gig workers' and 'platform workers' and provides for the mandatory registration of such workers in order to enable these workers to avail benefits of, among others, life and disability cover, health and maternity benefits and old age protection, under schemes framed under the Social Security Code from time to time. The Social Security Code also provides that such schemes may, inter alia, be partly funded by contributions from online platforms. Further, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The implementation of such laws has the ability to increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

As stated in the Union Budget 2022, with effect from April 1, 2022, the GoI will impose basic custom duty of 40% on solar PV modules and 25% on solar cells. Such imposition of import duty, especially on solar cells will directly impact our cost of materials consumed unless we are able to implement our backward integration plan of producing our own solar cells by such time in a cost-effective manner or procure solar cells from some domestic producers. Any further adverse changes in the import policy by the GoI may impact our results of operations and financial condition. We have not fully determined the impact of these recent and proposed laws and regulations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Any increase in the compliance requirements as result of a change in law, regulation or policy, may require us to divert additional resources, including management time and costs towards such increased compliance requirements. Additionally, our management may be required to divert substantial time and effort towards meeting such enhanced compliance requirements and may be unable to devote adequate time and efforts towards our business, which may have an adverse effect on our future business, prospects, financial condition and results of operations. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings, or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

**68. Changes in international trade policies and the imposition of trade barriers or anti-dumping duties on solar equipment, machinery and material imports may increase our costs and materially and adversely affect our margins, growth prospects and results of operations.**

Changes in international trade policies, increases or changes in duties, quotas, tariffs and other trade restrictions may affect our ability to import raw materials from suppliers in certain countries. Further, pursuant to the Public Procurement (Preference to Make in India) Order, 2017 dated June 15, 2017, issued by the DIPP (the "**Make in India Order**") to promote the manufacture and production of goods and services in India, with a view to enhancing income and employment, the Ministry of New and Renewable Energy, Government of India ("**MNRE**") issued the Memorandum of Implementation of Public Procurement (Preference to Make in India) Order for Renewable Energy Sector, dated December 11, 2018 ("**Make in India Renewable Energy Order**"), directing all departments, attached offices or subordinate offices of the MNRE or autonomous bodies controlled by the Government of India or government companies (as defined under the Companies Act) to adhere to the Make in India Order with respect to all of their procurements. Grid-connected solar power projects, apart from civil construction, central ministries, departments, and central public sector undertakings, are required to give preference to domestically manufactured components, with solar PV modules required to be 100% locally manufactured and other components such as inverters required to be at least 40% locally manufactured. With respect to off-grid or decentralized solar power projects (apart from civil construction projects) the requirement of local content in solar streetlights, solar home lighting systems, solar power packs or micro grids, solar water pumps, inverters, batteries and any other solar PV balance of system is at least 70%. However, products purchased for research and development purpose or demonstration projects are exempt from the Make in India Renewable Energy Order. If the procurement exceeds ₹100.00 million, the local supplier would be required to provide a certificate from the statutory or cost auditor of the company or from a practicing cost or chartered accountant, giving the percentage of local content.

Such measures could further increase the cost to us of solar equipment, machinery, materials and other system components and any ability to pass on these costs to our customers could potentially cause a material adverse effect on our costs, results of operations and business prospects. If we are required to pay higher prices, accept less favourable terms or purchase solar PV modules or other system components from alternative, higher-priced sources, or if supply is otherwise constrained, our costs may increase significantly and it may be less economically beneficial for us to serve certain markets, which would materially and adversely affect our margins, results of operations and growth prospects.

**69. Political changes, natural disasters and other macroeconomic factors could adversely affect economic conditions in India.**

Our Company is incorporated in India and the majority of our assets are located in India. Consequently, our performance and the market price of the Equity Shares may be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic, pandemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries, such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in

birds and swine and more recently, the COVID-19 pandemic;

- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters (such as typhoons, flooding, earthquakes and fires) which may cause us to suspend our operations;
- prevailing regional or global economic conditions, including in India's principal export markets;
- other significant regulatory or economic developments in or affecting India or its consumption sector;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements;
- logistical and communications challenges;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis; and
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

**70. A slowdown in economic growth in India could have an adverse effect on our business, results of operations, financial condition and cash flows.**

Our performance and growth are, and will be, dependent to a large extent on the health of the Indian economy and consumption spending by households. Economic growth in India is affected by various factors including domestic consumption and savings, rate of inflation in India, balance of trade movements, and global economic uncertainty. Most of our assets and employees are located in India, and we intend to continue to develop and expand in India.

Our revenue is generated primarily from the sale of solar products. Consumption of these products has increased as a function of increased affluence and purchasing power of retail customers in India, which has been positively and materially affecting our operating results. Consequently, future changes in the Indian economy, especially the purchasing power of consumers, is expected to directly impact our revenues and results of operations.

Further, India has in the past experienced high rates of inflation. In addition, from time to time, the Government of India has taken measures to control inflation, which have included tightening monetary policy by raising interest rates, restricting the availability of credit and inhibiting economic growth.

Inflation, measures to combat inflation and public speculation about possible governmental actions to combat inflation have also contributed significantly to economic uncertainty in India and heightened volatility in the Indian capital markets. Periods of higher inflation may also slow the growth rate of the Indian economy and increase some of our costs and expenses. To the extent that the demand for our products decreases or costs and expenses increase, and we are not able to pass those increases in costs and expenses on to our customers, our operating margins and operating income may be adversely affected, which could have a material adverse effect on our business, financial condition and results of operations.

**71. Financial instability in other countries may cause increased volatility in Indian financial markets.**

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Significant political, regulatory and economic uncertainty remains about how the precise terms of the relationship between the parties will differ from the terms before withdrawal, and more generally, as to the impact of Brexit on the general economic conditions in the United Kingdom and the European economies and any consequential impact on global financial markets. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

These developments, or the perception that any related developments could occur, have had and may continue to have a material adverse effect on global economic conditions and financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

**72. If global inflation rates were to rise, we may not be able to increase the prices of our services in order to pass costs on to our customers and our profits may decline. This may have a material adverse effect on our business, prospects, financial condition and results of operations.**

Global inflation rates have been volatile in recent years, and such volatility may continue in the future, especially on account of COVID-19. Increasing inflation could cause a rise in the price of transportation, wages, raw materials and other expenses, and we may be unable to reduce our costs or fully pass the increased costs on to our customer by increasing the price that we charge for our services, and our business, prospects, financial condition and results of operations may therefore be materially and adversely affected.

**73. An increase in interest rates or tightening of the supply of capital in the global financial markets could make it difficult for our customers to finance their solar power projects.**

Many of our customers depend on debt and/or equity financing to fund the initial capital expenditure requirement to develop, engineer and build their solar power projects. As a result, an increase in interest rates, or a reduction in the supply of project debt financing or tax equity investments, could reduce the number of solar power projects that receive financing or could otherwise make it difficult for our customers to secure the financing they require. This could result in us receiving fewer product and services orders, which could have a material adverse effect on our business, financial condition and results of operations.

Macroeconomic, political and market conditions may adversely affect the availability and terms of short and long-term funding, volatility of interest rates, the credit quality of our counterparties, currency exchange rates and inflation. Our borrowing costs and access to capital may be adversely affected if our corporate credit rating or the credit ratings assigned to our debt are downgraded.

**74. Significant differences exist between Indian Accounting Standards ("IndAS") and other accounting principles, such as the generally accepted accounting principles in the US ("US GAAP") and International Financial Reporting Standards ("IFRS"), which may be material to an investor's assessment of our financial condition.**

The financial statements included in this Draft Red Herring Prospectus have been prepared in accordance with IndAS, as applicable, in the relevant period of reporting. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from IndAS. Accordingly, the degree to which the IndAS financial statements, which are restated as per the SEBI ICDR Regulations included in this Draft Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

**75. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have a material adverse effect on the trading price of, and returns on, our Equity Shares, independent of our operating results.**

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend foreign investors receive. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have a material adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

**76. Our business and activities may be regulated by the Competition Act, 2002 and any breach thereof may invite sanctions.**

The Competition Act, 2002 ("**Competition Act**") prohibits any anti competition agreement or arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India. Any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of consumers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition.

The Competition Act also prohibits abuse of a dominant position by any enterprise. The combination regulation (merger control) provisions under the Competition Act notified and brought into force with effect from June 1, 2011, require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India, or CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. Any breach of the provisions of Competition Act, may attract substantial monetary penalties.

The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Furthermore, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. We are not currently party to any outstanding proceedings, nor have we ever received any notice in relation to non-compliance with the Competition Act. Any enforcement proceedings initiated by the CCI in future, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI may affect our business, results of operations and financial condition.

**77. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares. Accordingly, our ability to raise foreign capital may be constrained.**

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Further, under applicable foreign exchange regulations in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified under applicable law. If a transfer of shares is not in compliance with such requirements and does not fall under any of the permissible exceptions, then prior approval of the relevant regulatory authority is required. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness.

Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. We cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

In terms of Press Note 3 of 2020, dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), the foreign direct investment policy has been recently amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the GoI. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the GoI. Furthermore, on April 22, 2020, the Ministry of Finance, GoI has also made similar amendment to the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

**78. Government regulation of foreign ownership and disposal of Indian securities may have a material adverse effect on the price of the Equity Shares.**

Foreign ownership of Indian securities is subject to regulation by the Government of India ("**GoI**"). In accordance with foreign exchange regulations currently in effect in India, under certain circumstances, the Reserve Bank of India ("**RBI**") must approve the sale of the Equity Shares from a non-resident of India to a resident of India or vice-versa if the sale does not meet certain requirements specified by the RBI. Additionally, any person who seeks to convert Indian Rupee proceeds from any such sale into foreign currency and repatriate that foreign currency from India is required to obtain a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred will be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure you that any required approval from the RBI or any other government agency can be obtained on terms favourable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase and/or limiting losses during periods of price decline. This may have a material adverse effect on the price of the Equity Shares.

**79. Any downgrading of India's debt rating by an international rating agency could have an adverse impact on our business.**

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any further adverse revision to the rating of India's domestic or international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such funding is available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures or other purposes.

**80. A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely affect our financial condition.**

A decline in India's foreign exchange reserves could affect the valuation of the Indian Rupee and result in reduced liquidity and higher interest rates, which could adversely affect our future financial condition. On the other hand, high levels of foreign funds inflow could add excess liquidity to the system, leading to policy interventions, which would also allow slowdown of economic growth. In either case, an increase in interest rates in the economy following a decline in foreign exchange reserves could adversely affect our business, financial condition and results of operations.

**81. Investors may not be able to enforce a judgment of a foreign court against our Company.**

Our Company is incorporated under the laws of India, and all of our Directors, Promoters and Key Management Personnel reside in, or are incorporated in India. Most of our assets, and the assets of certain of our Promoters, Directors and Key Management Personnel, are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of Civil Code on a statutory basis. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except in certain conditions such as where the judgment has not been pronounced by a court of competent jurisdiction, where the judgment has not been given on the merits of the case, where the judgment has been obtained by fraud, etc. Under the Civil Code, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside of India which the Central Government has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties.

Currently, the United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India.

**82. Anti-takeover provisions under Indian law could prevent or deter an entity from acquiring us.**

The Takeover Regulations contain certain provisions that may delay, deter or prevent a future takeover or change in control. These provisions may discourage a third party from attempting to take control over our business, even if change in control would result in the purchase of our Equity Shares at a premium to the market price or would otherwise be beneficial to the investor.

**Risks Related to the Offer and Investments in our Equity Shares**

**83. After the Offer, our Equity Shares may experience price and volume fluctuations or an active trading market for our Equity Shares may not develop.**

There has been no public market for the Equity Shares prior to the Offer and an active trading market for the Equity Shares may not develop or be sustained after the Offer. Further, the price at which the Equity Shares are initially traded may not correspond to the prices at which the Equity Shares will trade in the market subsequent to the Offer. The price of the Equity Shares may fluctuate after the Offer as a result of several factors, including volatility in the Indian and global securities markets, the results of our operations, the performance of our competitors, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalization and deregulation policies, and significant developments in India's fiscal regulations.

In addition, if stock markets in general experience a loss of investor confidence, the trading price of our Equity Shares might also decline in reaction to events that affect the entire market and/or other companies in our industry even if these events do not directly affect us and/or are unrelated to our business, financial condition or operating results.

**84. We will continue to be controlled by our Promoters after the completion of the Offer.**

As of the date of this Draft Red Herring Prospectus, our Promoters hold 87.84%of our issued, subscribed and paid-up Equity Share capital. After the completion of the Offer, our Promoters will continue to control our Company and exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures through their shareholding after the Offer. Such concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of such controlling shareholders. In accordance with applicable laws and regulations, our Promoters will have the ability to exercise, directly or indirectly, a significant influence over our business which could conflict with our interests or the interests of its other shareholders. We cannot assure you that our Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. Accordingly, the interests of our Promoters in their capacity as our shareholders may conflict with your interests and the interests of our other shareholders.

**85. You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.**

Under the Companies Act, 2013, a public company having share capital and incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the law of the jurisdiction you are in does not permit you to exercise your pre-emptive rights without us filing an offering document or a registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your pre-emptive rights unless we make such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interest in us would be reduced.

**86. Our Equity Shares have never been publicly traded, and after the Offer, the price of our Equity Shares may be highly volatile, or an active trading market for our Equity Shares may not develop. The Offer Price may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Lead Managers is below their respective issue prices.**

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The Offer Price will be based on numerous factors, as described in the section "*Basis for Offer Price*" on page 111. This price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. The price of our Equity Shares on the Stock Exchanges may fluctuate after the Offer as a result of several factors, including: volatility in the Indian and global securities market; our operations and performance; performance of our competitors; adverse media reports about us or the solar power projects industry generally; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal regulations. There has been no public market for our Equity Shares prior to the Offer and the price of the Equity Shares may fluctuate after the Offer.

Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops, that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

If the stock price of the Equity Shares fluctuates after the Offer, investors could lose a significant part of their investment. As of the date of this Draft Red Herring Prospectus, there is no market for the Equity Shares. Following the Offer, the Equity Shares are expected to trade on the Stock Exchanges. We cannot assure you that active trading in the Equity Shares will develop after the Offer or, if such trading develops, that it will continue. Investors might not be able to sell the Equity

Shares rapidly at the quoted price if there is no active trading in the Equity Shares.

**87. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.**

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold**.** The Finance Act, 2018 has levied taxes on such long-term capital gains exceeding ₹100,000 arising from sale of equity shares on or after April 1, 2018, subject to certain exceptions in case of a resident individuals and HUF, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions.

With respect to capital gains arising in an off-market sale, long term capital gains are subject to tax at the rate of 10.00% (plus applicable surcharge and cess) without the exemption of ₹100,000. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15.00% (plus applicable surcharge and cess), while short term capital gains arising in an off-market sale would be subject to tax at a higher rate of 40.00% (plus applicable surcharge and cess) in the case of foreign companies and 30.00% (plus applicable surcharge and cess) in the case of other non-resident taxpayers.

The Finance Act, 2020 ("**Finance Act**"), passed by the Parliament of India stipulates the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act, 2019, which amended the Indian Stamp Act, 1899 with effect from July 1, 2020, clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Historically, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

Further, we cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows. Moreover, while we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our relevant counterparties will do so.

**88. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Offer.**

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until closure of the Offer.

Therefore, QIBs and Non-Institutional Bidders would not be able to withdraw or lower their Bids, notwithstanding adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition, or otherwise, between the dates of the submission of their Bids and the Allotment.

While we are required to complete Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the offer or cause the trading price of the Equity Shares to decline on listing.

**89. Any future issuance of Equity Shares, convertible securities or other equity-linked securities may dilute your shareholding and sales of the Equity Shares by any of our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.**

We may be required to finance our growth, whether organic or inorganic, through future equity offerings.

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares, convertible securities or other equity-linked securities, (including through exercise of any employee benefit scheme that we may implement) or the disposal of Equity Shares by any of our Promoters or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that shareholders will not dispose of Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

**90. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.**

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

**91. You will not be able to sell immediately on an Indian stock exchange any of the Equity Shares you purchase in the Offer.**

The Equity Shares are proposed to be listed on the NSE and BSE. Pursuant to the applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and before trading in the Equity Shares may commence. Investors can begin trading the Equity Shares Allotted to them only after they have been credited to an investors' 'demat' account, become listed and are permitted to trade. Investors will be subject to market risk from the date they pay for the Equity Shares to the date when Equity Shares Allotted are listed and permitted to trade. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the successful Bidder's demat account with depository participant could take approximately six Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid Closing Date. There can be no assurance that the Equity Shares Allotted to a successful Bidder will be credited to such investor's demat account in a timely manner or that trading in the Equity Shares will commence in a timely manner. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

**92. We have issued Equity Shares at prices that may be lower than the Offer Price in the last 12 months.**

We have allotted certain Equity Shares, pursuant to separate preferential allotments, on March 25, 2021, March 26, 2021 and March 30, 2021, at a price which may be lower than the Offer Price of the Equity Shares. Additionally, we have also allotted Equity Shares pursuant to a bonus issue dated December 20, 2021. The price at which Equity Shares have been allotted by our Company in the preceding one year is not indicative of the price at which they will be issued or traded. For further details, please see the section entitled "*Capital Structure –Notes to capital structure –Share capital history of our Company –Equity Share capital*" on page 79.

## SECTION III: INTRODUCTION

## THE OFFER

The following table summarizes the Offer details:

| | |
|---|---|
| Offer of Equity Shares[(1)(2)] | Up to [●] Equity Shares aggregating to ₹ [●] million |
| *of which:* | |
| Fresh Issue[(1)(2)] | Up to [●] Equity Shares, aggregating up to ₹ 15,000.00 million |
| Offer for Sale[(1)(3)] | Up to 5,000,000 Equity Shares, aggregating up to ₹[●] million |
| *of which:* | |
| Employee Reservation Portion[(4)] | Up to [●] Equity Shares aggregating up to ₹ [●] million |
| Net Offer | Up to [●] Equity Shares aggregating up to ₹ [●] million |
| Which comprises: | |
| QIB Portion[(5)(6)] | Not more than [●] Equity Shares |
| *of which:* | |
| Anchor Investor Portion[(6)] | Up to [●] Equity Shares |
| Net QIB Portion (assuming Anchor Investor Portion is fully subscribed) | [●] Equity Shares |
| *of which:* | |
| Available for allocation to Mutual Funds only (5% of the Net QIB Portion)[(6)] | [●] Equity Shares |
| Balance of the Net QIB Portion for all QIBs, including Mutual Funds | [●] Equity Shares |
| | |
| Non-Institutional Portion[(5)] | Not less than [●] Equity Shares |
| | |
| Retail Portion[(5)] | Not less than [●] Equity Shares |
| | |
| **Pre-Offer and post-Offer Equity Shares** | |
| | |
| Equity Shares outstanding prior to the Offer | 258,830,000 Equity Shares |
| Equity Shares outstanding after the Offer | [●] Equity Shares |
| | |
| **Utilization of Net Proceeds** | See section entitled "*Objects of the Offer*" beginning on page 98 for details regarding the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale. |

(1) *The Offer has been authorised by a resolution of our Board of Directors at their meeting held on March 1, 2022, and the Fresh Issue has been authorised by our Shareholders by a resolution passed at their meeting held on March 4, 2022. The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. For details, please see the section entitled "Other Regulatory and Statutory Disclosures" on page 343. The Selling Shareholders confirm that the Offered Shares have been held by the Selling Shareholders for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization of the Selling Shareholders in relation to the Offered Shares, please see section entitled "The Offer" on page 63.*

(2) *Our Company may, in consultation with the Book Running Lead Managers, consider a Pre-IPO Placement of up to [●] Equity Shares for cash consideration aggregating up to ₹ 3,000.00 million. The Pre-IPO Placement will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers and the Pre-IPO Placement, if any, will be undertaken prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the amount raised from the Pre-IPO Placement and the minimum Offer size shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company, in compliance with Rule 19(2)(b) of the SCRR.*

(3) *The Selling Shareholders have confirmed and approved its participation in the Offer for Sale as set out below*:

| S. No. | Name of Selling Shareholder | Number of Equity Shares offered in the Offer for Sale | Date of corporate authorisation | Date of consent letter |
|---|---|---|---|---|
| 1 | Anil Chaudhary | Up to 3,615,000 | NA | March 1, 2022 |
| 2 | Girish Kumar Madhogaria | Up to 258,500 | NA | March 1, 2022 |
| 3 | Pushpa Madhogaria | Up to 126,500 | NA | March 1, 2022 |
| 4 | Vikram India Limited | Up to 1,000,000 | January 28, 2022 | March 1, 2022 |

(4) *In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000 (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹ 500,000 (net of Employee Discount)), shall be added to the Net Offer. The Employee Reservation Portion shall constitute up to [●]% of the post-Issue paid-up Equity Share capital. For further details, see "Offer Structure" on page 360.*

(5) *Subject to valid bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLMs, and the Designated Stock Exchange, subject to applicable laws. For details, see section entitled "Offer Procedure" beginning on page 363.*

(6) *Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. For details, please see section entitled "Offer Procedure" on page 363.*

Allocation to Bidders in all categories except the Anchor Investor Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price and minimum Allotment being equal to the minimum Application size. The allocation to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportional basis. For further details, please see the section entitled "*Offer Procedure*" beginning on page 363.

For details of the terms of the Offer, please see the section entitled "*Terms of the Offer*" beginning on page 355.

## SUMMARY OF RESTATED CONSOLIDATED SUMMARY STATEMENTS

*The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Summary Statements.*

*The summary financial information presented below should be read in conjunction with the sections entitled "Restated Consolidated Summary Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 250 and 314, respectively.*

(*The remainder of this page is intentionally left blank*)

**Vikram Solar Limited**
**CIN: U18100WB2005PLC106448**
**Restated Consolidated Summary Statement of Assets & Liabilities**
*(All amounts are in INR Million, unless otherwise stated)*

| Particulars | Notes | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Non-current assets** | | | | | |
| (a) Property, plant and equipment | 5 | 3,070.87 | 3,203.39 | 3,328.85 | 3,228.32 |
| (b) Right of use assets | 5 | 430.84 | 469.56 | 77.44 | 111.05 |
| (c) Capital work in progress | 5.2 | 1,542.87 | 660.59 | 108.72 | 99.18 |
| (d) Intangible assets | 6 | 114.01 | 139.70 | 160.06 | 125.93 |
| (e) Intangible assets under development | | 9.18 | 4.88 | 0.40 | 19.25 |
| (f) Financial assets | | | | | |
| (i) Investments | 7 | - | - | - | 1.72 |
| (ii) Others | 8 | 621.06 | 727.51 | 700.51 | 657.38 |
| (g) Deferred tax assets (net) | 9 | 5.67 | 2.08 | 1.91 | 1.84 |
| (h) Other assets | 10 | 103.20 | 114.53 | 66.98 | 52.87 |
| **Total non-current assets** | | **5,897.70** | **5,322.24** | **4,444.87** | **4,297.54** |
| **Current assets** | | | | | |
| (a) Inventories | 11 | 2,812.30 | 1,930.08 | 2,265.63 | 2,071.31 |
| (b) Financial assets | | | | | |
| (i) Trade receivables | 12 | 7,100.83 | 7,359.29 | 5,653.18 | 5,396.33 |
| (ii) Cash and cash equivalents | 13 | 17.84 | 85.86 | 316.78 | 151.97 |
| (iii) Bank Balances other than (ii) above | 14 | 943.85 | 925.93 | 861.40 | 722.48 |
| (iv) Loans | 15 | 18.94 | 18.94 | 28.25 | - |
| (iv) Others | 16 | 1,948.34 | 1,793.00 | 1,498.17 | 1,153.62 |
| (c) Other assets | 17 | 680.50 | 537.67 | 496.86 | 494.18 |
| (d) Current tax assets (net) | 18 | 12.60 | 7.92 | 198.77 | 161.02 |
| **Total Current assets** | | **13,535.20** | **12,658.69** | **11,319.04** | **10,150.91** |
| **Total Assets** | | **19,432.90** | **17,980.93** | **15,763.91** | **14,448.45** |
| | | | | | |
| **EQUITY AND LIABILITIES** | | | | | |
| **Equity** | | | | | |
| (a) Equity share capital | 19 | 235.30 | 235.30 | 279.25 | 279.25 |
| (b) Other equity | 20 | 3,711.78 | 3,908.82 | 3,339.04 | 3,177.22 |
| **Total Equity** | | **3,947.08** | **4,144.12** | **3,618.29** | **3,456.47** |
| **Liabilities** | | | | | |
| **Non-current Liabilities** | | | | | |
| (a) Financial liabilities | | | | | |
| (i) Borrowings | 21 | 2,561.17 | 2,296.29 | 1,870.98 | 2,035.73 |
| (ii) Lease liabilities | 22 | 385.32 | 423.21 | 69.84 | 96.27 |
| (iii) Trade Payable | | | | | |
| - total outstanding dues of micro enterprises and small enterprises | 23 | - | - | - | - |
| '- total outstanding dues of creditors other than micro enterprises and small enterprises | 23 | 58.47 | 85.28 | - | - |
| (iv) Others | 24 | 86.51 | 107.20 | - | - |
| (b) Provisions | 25 | 79.47 | 70.39 | 56.40 | 48.13 |
| (c) Deferred tax liabilities (net) | 26 | 52.18 | 183.55 | 110.94 | 93.17 |
| (d) Deferred income from grant | 47 | 191.23 | 170.57 | 166.49 | 180.86 |
| (e) Other non-current liabilities | 27 | - | - | - | 242.90 |
| **Total non-current liabilities** | | **3,414.35** | **3,336.49** | **2,274.65** | **2,697.06** |
| **Current Liabilities** | | | | | |
| (a) Financial liabilities | | | | | |
| (i) Borrowings | 28 | 4,732.99 | 3,911.50 | 3,311.39 | 3,925.78 |
| (ii) Lease liabilities | 29 | 97.60 | 84.67 | 39.26 | 47.26 |
| (iii) Trade payables | | | | | |
| - total outstanding dues of micro enterprises and small enterprises | 23 | 334.73 | 365.10 | 299.86 | 95.83 |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | 23 | 4,443.01 | 4,613.95 | 4,652.24 | 3,861.96 |
| (iv) Others | 30 | 346.40 | 443.27 | 187.14 | 95.96 |
| (b) Other current liabilities | 31 | 2,084.99 | 1,061.69 | 1,342.47 | 244.71 |
| (c) Provisions | 32 | 5.86 | 5.74 | 3.14 | 2.76 |
| (d) Deferred income from grant | 47 | 14.37 | 14.37 | 14.37 | 14.37 |
| (e) Current tax liabilities (net) | 33 | 11.51 | 0.03 | 21.10 | 6.29 |
| **Total current liabilities** | | **12,071.46** | **10,500.32** | **9,870.97** | **8,294.92** |
| **Total liabilities** | | **15,485.81** | **13,836.81** | **12,145.62** | **10,991.98** |
| **Total equity and liabilities** | | **19,432.90** | **17,980.93** | **15,763.91** | **14,448.45** |
| **Summary of Significant Accounting Policies** | 3 | | | | |

The accompanying notes are an integral part of the Restated Consolidated Summary Statement
In terms of our report attached of the even date

**For Singhi & Co.**
Chartered Accountants
ICAI Firm registration number: 302049E

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

**per Anurag Singhi**
Partner
Membership No. 066274

**Gyanesh Chaudhary**
Managing Director
DIN: 00060387

**Krishna Kumar Maskara**
Wholetime Director &
Chief Financial Officer
DIN: 01677008

Place: Kolkata
Date: February 19, 2022

**Saibaba Vutukuri**
Chief Executive Officer

**Sudip Chatterjee**
Company Secretary
ICSI Membership No: F11373

**Vikram Solar Limited**
**CIN: U18100WB2005PLC106448**
**Restated Consolidated Summary Statement of Profits and Losses**
*(All amounts are in INR Million, unless otherwise stated)*

| | Particulars | Notes | For the six months period ended Sept 30, 2021 | For the year ended March 31, 2021 | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
|---|---|---|---|---|---|---|
| | **Income:** | | | | | |
| I | Revenue from operations | 34 | 5,978.52 | 16,101.38 | 16,396.83 | 20,168.36 |
| II | Other income | 35 | 75.02 | 174.64 | 222.91 | 144.58 |
| III | **Total income ( I + II )** | | **6,053.54** | **16,276.02** | **16,619.74** | **20,312.94** |
| IV | **Expenses:** | | | | | |
| | Cost of materials & services consumed | 36 | 4,890.16 | 12,163.34 | 12,244.54 | 16,439.30 |
| | Changes in inventories of finished goods and work-in-progress | 37 | (532.30) | 5.37 | 351.54 | (224.79) |
| | Employee benefits expense | 38 | 559.26 | 870.67 | 924.58 | 841.16 |
| | Finance costs | 39 | 470.74 | 994.79 | 949.65 | 929.70 |
| | Depreciation and amortisation expense | 40 | 193.61 | 388.26 | 367.75 | 311.77 |
| | Other expenses | 41 | 783.57 | 1,291.62 | 1,477.26 | 1,429.11 |
| | **Total expenses** | | **6,365.04** | **15,714.05** | **16,315.32** | **19,726.25** |
| V | **Profit / (loss) before tax (III-IV)** | | **(311.50)** | **561.97** | **304.42** | **586.69** |
| VI | **Tax expense:** | | | | | |
| | -Current tax | 26.3 | 12.28 | 108.20 | 61.62 | 121.88 |
| | -Deferred tax | 26.3 | (134.16) | 71.84 | 17.56 | 56.59 |
| VII | **Profit / (loss) for the period/year (V-VI)** | | **(189.62)** | **381.93** | **225.24** | **408.22** |
| VIII | **Other comprehensive income/(loss) for the period/year** | | | | | |
| | **Item that will not be subsequently reclassified to profit or loss** | | | | | |
| | (a) Re-measurement gains/(losses) on defined benefit obligations | | (2.25) | 1.81 | 0.38 | (0.53) |
| | (b) Income tax effect on above | | 0.80 | (0.60) | (0.14) | 0.19 |
| | **Item that will be subsequently reclassified to profit or loss** | | | | | |
| | (a) Exchange difference on foreign operations | | (5.97) | 46.01 | (63.66) | (36.48) |
| | **Total other comprehensive income/(loss), net of tax** | | **(7.42)** | **47.22** | **(63.42)** | **(36.82)** |
| IX | **Total comprehensive income for the period / year** | | **(197.04)** | **429.15** | **161.82** | **371.40** |
| X | Earnings per equity share (EPS) (face value of share of Re. 10 each) (EPS for six months period ended September 30, 2021 is not annualised) | | | | | |
| | **Basic & Diluted (in Rs. per share)** | 42 | (0.73) | 1.48 | 0.86 | 1.55 |
| | **Summary of Significant Accounting Policies** | 3 | | | | |

The accompanying notes are an integral part of the Restated Consolidated Summary Statement
In terms of our report attached of the even date

**For Singhi & Co.**
Chartered Accountants
ICAI Firm registration number: 302049E

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

**per Anurag Singhi**
Partner
Membership No. 066274

**Gyanesh Chaudhary**
Managing Director
DIN: 00060387

**Krishna Kumar Maskara**
Wholetime Director &
Chief Financial Officer
DIN: 01677008

Place: Kolkata
Date: February 19, 2022

**Saibaba Vutukuri**
Chief Executive Officer

**Sudip Chatterjee**
Company Secretary
ICSI Membership No: F11373

**Vikram Solar Limited**
**CIN: U18100WB2005PLC106448**
**Restated Consolidated Summary Statement of Cash Flow**
*(All amounts are in INR Million, unless otherwise stated)*

| Particulars | | For the six months period ended Sept 30, 2021 | For the year ended March 31, 2021 | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
|---|---|---|---|---|---|
| **A. Cash Flow from Operating Activities** | | | | | |
| Profit /(loss) before tax | | **(311.50)** | **561.97** | **304.42** | **586.69** |
| **Adjustments for :** | | | | | |
| Depreciation and amortization expenses | | 174.53 | 356.22 | 334.14 | 279.66 |
| Depreciation on Right of use assets | | 19.09 | 32.04 | 33.61 | 32.11 |
| Finance cost | | 449.65 | 967.22 | 936.82 | 914.17 |
| Finance cost on leasing arrangment | | 21.09 | 27.48 | 12.83 | 15.53 |
| Interest income | | (50.31) | (120.23) | (138.53) | (75.39) |
| (Profit) / Loss on sale of investments | | - | 2.03 | (23.04) | - |
| Profit on sale of Mutual Fund Units | | - | - | (0.07) | - |
| Gain on retirement of right of use assets | | | (2.18) | | |
| Change in fair value of financial assets through FVTPL | | - | - | - | (0.13) |
| Allowance for expected credit loss | | 16.47 | 21.56 | 4.07 | (8.34) |
| Unrealised Foreign Exchange Difference | | 15.17 | (139.69) | 157.22 | (48.45) |
| Provision for warranties | | 2.98 | 7.68 | 0.49 | 11.28 |
| Profit on sale of fixed assets | | - | (0.01) | (0.50) | (0.06) |
| **Operating profit before working capital changes** | | **337.17** | **1,714.09** | **1,621.46** | **1,707.07** |
| **Movement in working capital:** | | | | | |
| Decrease / (Increase) in inventories | | (882.24) | 335.56 | (194.33) | (106.06) |
| Increase / (Decrease) in financial and non financial liabilities | | 869.09 | (92.31) | 1,756.65 | 2,117.13 |
| Decrease in financial and non financial assets | | 6.06 | (1,890.73) | (861.42) | (924.58) |
| **Cash Generated from operations** | | **330.07** | **66.61** | **2,322.36** | **2,793.56** |
| Income tax paid (net of refund) | | (5.47) | 60.39 | (44.31) | (217.02) |
| **Net cash flow from / (used in )operating activities** | (A) | **324.61** | **127.00** | **2,278.05** | **2,576.54** |
| **B. Cash Flow from Investing Activities** | | | | | |
| Payment for acquisition of property, plant and equipment, CWIP and intangible assets | | (1,022.50) | (569.04) | (494.30) | (313.25) |
| Proceeds from sale/ disposal of fixed assets | | - | 0.02 | 52.56 | 4.84 |
| Sale of investment | | - | 1.10 | 0.50 | |
| Intercorporate loan given | | (1,400.74) | (853.00) | (845.25) | 494.00 |
| Intercorporate loan recovered | | 1,369.05 | 853.00 | 827.95 | (494.00) |
| Net increase in fixed deposits | | 71.05 | 42.48 | (35.74) | (147.47) |
| Interest received | | 21.34 | 130.36 | 133.98 | 75.93 |
| **Net cash used in investing activities** | (B) | **(961.80)** | **(395.08)** | **(360.30)** | **(379.95)** |
| **C. Cash flow from Financing Activities** | | | | | |
| Proceeds from long term borrowings | | 592.10 | 1,474.55 | - | 491.29 |
| Repayment of long term borrowings | | (269.19) | (696.58) | (293.30) | (1,111.43) |
| Increase/(decrease) in cash credit and demand loan from banks | | 768.36 | 254.60 | (483.08) | (459.66) |
| Buyback of equity shares | | - | (53.33) | - | - |
| Issue of equity shares (Including share premium) | | - | 150.00 | - | - |
| Repayment of lease liabilities | | (46.05) | (45.37) | (47.26) | (42.91) |
| Interest paid on leasing arrangment | | (21.09) | (27.48) | (12.83) | (15.53) |
| Interest paid | | (454.90) | (1,018.26) | (917.55) | (944.27) |
| **Net cash used in financing activities** | (C) | **569.23** | **38.13** | **(1,754.02)** | **(2,082.51)** |
| Net (decrease)/increase in Cash and Cash Equivalents (A+B+C) | | (67.96) | (229.95) | 163.73 | 114.08 |
| Effect of Exchange Rate on Consolidation of Foreign Subsidiaries | | (0.06) | (0.97) | 1.08 | 2.52 |
| Cash and Cash Equivalents at the beginning of the period/year | | 85.86 | 316.78 | 151.97 | 35.37 |
| **Cash and Cash Equivalents at the end of the period/year** | | **17.84** | **85.86** | **316.78** | **151.97** |

**Vikram Solar Limited**
**CIN: U18100WB2005PLC106448**
**Restated Consolidated Summary Statement of Cash Flow**
*(All amounts are in INR Million, unless otherwise stated)*

| Particulars | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| **Components of Cash & Cash Equivalents** (Refer Note 13) | | | | |
| Balance with Banks | 13.36 | 80.94 | 189.44 | 145.05 |
| - Cheque on hand | | - | 120.00 | - |
| Cash on hand | 4.48 | 4.92 | 7.34 | 6.92 |
| **Cash and Cash Equivalents as at the end of the period / year** | **17.84** | **85.86** | **316.78** | **151.97** |

**Changes in liabilities arising from financing activities**

| Particulars | Opening | Cash Flows | Others | Closing |
|---|---|---|---|---|
| **As on Sept 30, 2021** | | | | |
| Short Term borrowings (Note 28) | 3,327.50 | 768.36 | - | 4,095.86 |
| Non-current borrowings (including Current Maturities) (Note 21) | 2,880.29 | 322.91 | (4.90) | 3,198.30 |
| **Total liabilities from financing activities** | **6,207.79** | **1,091.27** | **(4.90)** | **7,294.16** |
| **As on March 31, 2021** | | | | |
| Short Term borrowings (Note 28) | 3,072.90 | 254.60 | - | 3,327.50 |
| Non-current borrowings (including Current Maturities) (Note 21) | 2,109.47 | 777.97 | (7.15) | 2,880.29 |
| **Total liabilities from financing activities** | **5,182.37** | **1,032.57** | **(7.15)** | **6,207.79** |
| **As on March 31, 2020** | | | | |
| Short Term borrowings (Note 28) | 3,555.98 | (483.08) | - | 3,072.90 |
| Non-current borrowings (including Current Maturities) (Note 21) | 2,405.53 | (293.30) | (2.76) | 2,109.47 |
| **Total liabilities from financing activities** | **5,961.51** | **(776.38)** | **(2.76)** | **5,182.37** |
| **As on March 31, 2019** | | | | |
| Short Term borrowings (Note 28) | 4,015.64 | (459.66) | - | 3,555.98 |
| Non-current borrowings (including Current Maturities) (Note 21) | 3,016.97 | (620.14) | 8.70 | 2,405.53 |
| **Total liabilities from financing activities** | **7,032.61** | **(1,079.80)** | **8.70** | **5,961.51** |

The above Restated Consolidated Summary Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'

The accompanying notes are an integral part of the Restated Consolidated Summary Statement
In terms of our report attached of the even date

**For Singhi & Co.**
Chartered Accountants
ICAI Firm registration number: 302049E

**per Anurag Singhi**
Partner
Membership No. 066274

Place: Kolkata
Date: February 19, 2022

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

**Gyanesh Chaudhary**
Managing Director
DIN: 00060387

**Krishna Kumar Maskara**
Wholetime Director &
Chief Financial Officer
DIN: 01677008

**Saibaba Vutukuri**
Chief Executive Officer

**Sudip Chatterjee**
Company Secretary
ICSI Membership No: F11373

## GENERAL INFORMATION

Our Company was originally incorporated as 'International Leather Clothiers Private Limited" at Kolkata, West Bengal as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 2, 2005, issued by the RoC. Since our Company was not dealing in leather goods and had decided to deal in clothing items, the name of our Company was changed from 'International Leather Clothiers Private Limited' to 'International Clothiers India Private Limited' pursuant to which a fresh certificate of incorporation was issued by the RoC dated May 10, 2006. Further, 'International Clothiers India Private Limited' was acquired by Vikram Group and line of business of the company was decided to be changed from clothing items to solar energy and in order to make the name of the Company resemble its business activity and the Group to which it belongs, the name of our Company was changed from 'International Clothiers India Private Limited' to 'Vikram Solar Private Limited' pursuant to which a fresh certificate of incorporation was issued by the RoC dated September 3, 2008. Subsequently, our Company was converted from private limited company to public limited company and consequently the name of our Company was changed to 'Vikram Solar Limited' pursuant to a fresh certificate of incorporation issued by the RoC on August 22, 2017. For details in relation to changes in our Registered and Corporate Office, please see the section entitled "*History and Certain Corporate Matters*" on page 206. For details of the business of our Company, please see the section entitled "*Our Business*" on page 175.

**Registered and Corporate Office of our Company**

The Chambers,
8th Floor
1865, Rajdanga Main Road
Kolkata - 700107
West Bengal, India

**Corporate Identity Number:** U18100WB2005PLC106448

**Company Registration Number**: 106448

**Address of the Registrar of Companies**

Our Company is registered with the Registrar of Companies, West Bengal at Kolkata situated at the following address:

The Registrar of Companies, West Bengal at Kolkata,
Nizam Palace,
2nd MSO Building, 2nd Floor,
234/4, A.J.C.B. Road,
Kolkata – 700020,
West Bengal.

**Board of Directors of our Company**

Details regarding our Board as of the date of this Draft Red Herring Prospectus are set forth below:

| Name | Designation | DIN | Address |
|---|---|---|---|
| Hari Krishna Chaudhary | Non-Executive Chairman | 01744503 | Sriram Garden, 6B, 15 Belvedere Road, Alipore, Kolkata- 700027, West Bengal, India |
| Gyanesh Chaudhary | Vice Chairman and Managing Director | 00060387 | Flat- 6B 15 Belvedere Road, Alipore, Kolkata- 700027, West Bengal, India |
| Joginder Pal Dua | Independent Director | 02374358 | 1715, First Floor, DLF Phase 4, Chakkarpur. Gurgaon- 122002, Haryana, India |
| Probir Roy | Independent Director | 00033045 | 10, Sourin Roy Road, Behala, Kolkata- 700034, West Bengal, India |
| Ratnabali Kakkar | Independent Director | 09167547 | Flat 17, Corrigan Court, Granville Gardens, Ealing Common, London, W5 3PA, U.K. |
| Vikram Swarup | Independent Director | 00163543 | 2B, Judges Court Road, Alipore, Kolkata- 700027, West Bengal, India |
| Krishna Kumar Maskara | Whole-time Director and Chief Financial Officer | 01677008 | Raghav Residency, Block IV, 6th Floor, Flat- 6C 493/B, G.T. Road (South), Shree Jain Hospital Shibpur, Howrah- 711102, West Bengal, India |
| Neha Agrawal | Whole-time Director | 05321461 | 48, Gariahat Road, Maurya Centre Flat- 4E, Ballygunge, Kolkata-700019, West Bengal, India |

For further details of our Directors, please see the section entitled "*Our Management*" on page 216.

**Filing of this Draft Red Herring Prospectus**

A copy of this Draft Red Herring Prospectus will be filed electronically on the platform provided by SEBI and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD".

A copy of the Red Herring Prospectus and Prospectus will be filed in accordance with section 32 read with section 26 of the Companies Act, 2013 along with the material contracts and documents referred to in the Red Herring Prospectus and the Prospectus with the RoC at its office located at The Registrar of Companies, West Bengal at Kolkata, Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata – 700020, West Bengal.

**Company Secretary and Compliance officer**

Sudip Chatterjee is our Company Secretary and Compliance Officer. His contact details are set forth below:

**Sudip Chatterjee**
Company Secretary and Compliance Officer
The Chambers, 8th Floor,
1865, Rajdanga Main Road,
Kolkata – 700107, West Bengal, India
Tel: +91 33 2442 7299
E-mail: secretarial@vikramsolar.com

**Statutory Auditors to our Company**

**Singhi & Co., Chartered Accountants**
161, Sarat Bose Road,
Kolkata – 700 026
Tel: +91 33 2419 6000
E-mail: kolkata@singhico.com
Peer Review number: 011816
Firm Registration number: 302049E

Pursuant to the resolution of our Shareholders passed at the AGM held on September 29, 2018, Singhi & Co., Chartered Accountants were appointed as the Statutory Auditors of our Company till March 31, 2023.

There has been no change in the auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus.

**Book Running Lead Managers**

**JM Financial Limited**
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: +91 22 6630 3030
E-mail: vsl.ipo@jmfl.com
Website: www.jmfl.com
Investor Grievance E-mail: grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

**Kotak Mahindra Capital Company Limited**
1st Floor, 27 BKC
Plot No. C-27, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India
Tel: +91 22 4336 0000
E-mail: Vikramsolar.ipo@kotak.com
Website: https://investmentbank.kotak.com
Investor Grievance ID: kmccredressal@kotak.com
Contact Person: Ganesh Rane
SEBI Registration Number: INM000008704

**Legal Advisors to the Offer**

***Legal Counsel to our Company as to Indian law***

**Cyril Amarchand Mangaldas**
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Mumbai 400013
Maharashtra, India
Tel: +91 22 2496 4455

***Legal Counsel to the Book Running Lead Managers***

**IndusLaw**
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065
Tel: +91 11 4782 1000

***International Legal Counsel to Book Running Lead Managers***

**Linklaters Singapore Pte. Ltd.**
One George Street
#17-01
Singapore 049145
Telephone: +65 6692 5891

***Legal Counsel to the Selling Shareholders***

**Chaudhary Law Offices**
2, Hare Street
Nicco House
3rd Floor,
Kolkata 700 001
Tel: +33 4008 7008

**Registrar to the Offer**

**Link Intime India Private Limited**
C-101, 1st Floor
247 Park, L.B.S. Marg
Vikhroli West
Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6200
E-mail: vikramsolar.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

**Bankers to the Offer**

**[●]**

***Escrow Collection Bank(s)***

[●]

***Refund Bank(s)***

[●]

***Public Offer Bank(s)***

[●]

***Sponsor Bank(s)***

[●]

**Bankers to our Company**

**Indian Bank**
Large Corporate Branch
17, R.N. Mukherjee Road,
Kolkata – 700 001
Tel: (033) 2213-1006 / 7 / 8
Email: lcbkolkata@indianbank.co.in
Website: www.indianbank.net.in
Contact Person: Ajeet Kumar

**State Bank of India**
Commercial Branch
Magma House, 24, Park Street,
Kolkata – 700 016
Tel: (033) 2265-3680
Email: rm2.cbkol@sbi.co.in
Website: www.sbi.co.in
Contact Person: Goutam Datta

**Indian Overseas Bank**
International Banking Branch

**Canara Bank**
Large Corporate Branch II,

6, Royd Street,
Kolkata – 700 016
Tel: (033) 2227-1112
Email: iob0585@iob.in
Website: www.iob.in
Contact Person: Manish Kumar

LIC Building, ILLACO House,
1, Brabourne Road,
Kolkata – 700 001
Tel: (033) 2231-3676
Email: cb19531@canarabank.com
Website: www.canarabank.com
Contact Person: Vinay Krishna

**IDBI Bank Limited**
Mid-Corporate Group
IDBI House, 44, Shakespeare Sarani,
Kolkata – 700 017
Tel: (033) 6655-7744
Email: navin.jha@idbi.co.in
Website: www.idbibank.in
Contact Person: Navin Jha

**Bank of India**
Large Corporate Branch,
5, B T M Sarani,
Kolkata – 700 001
Tel: (033) 2231-3259 / 2210-4257
Email: LCB.Kolkata@bankofindia.co.in
Website: www.bankofindia.co.in
Contact Person: T.K. Jha

**Union Bank of India**
Industrial Finance Branch
1/1, Camac Street, 1st Floor,
Kolkata – 700 016
Tel: (033) 2229-6322 / 2229 - 7908
Email: ifbkolkata@unionbankofindia.com
Website: www.unionbankofindia.co.in
Contact Person: H. P. Mohanty

**Bank of Baroda**
N.S. Road Branch
Gillander House, Building No.: 8, Ground Floor,
8, N.S. Road, Kolkata – 700 001
Tel: 7892888580
Email: VJNSRO@bankofbaroda.com
Website: www.bankofbaroda.in
Contact Person: Pradip Kumar Ekka

**Punjab National Bank**
Large Corporate Branch
United Towers, 2nd Floor,
11, Hemanta Basu Sarani
Kolkata-700 001
Tel: 7719375164
Email: bo172120@pnb.co.in
Website: www.pnbindia.in
Contact Person: Sumit Mukherjee

**ICICI Bank Limited**
R N Mukherjee Road Branch
22, R N Mukherjee Road,
Kolkata – 700 001
Tel: 9836629245
Email: suman.swamy@icicibank.com
Website: www.icicibank.com
Contact Person: Suman Swamy

**Syndicate Members**

[●]

**Monitoring Agency**

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of SEBI ICDR Regulations.

**Designated Intermediaries**

**Self-Certified Syndicate Banks**

The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

**SCSBs and mobile applications enabled for UPI Mechanism**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

**Syndicate SCSB Branches**

In relation to Bids (other than Bids by Anchor Investors) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time.

**Registered Brokers**

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com, as updated from time to time.

**Registrar and Share Transfer Agents**

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/Static/PublicOffers/RtaDp.aspx and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

**Collecting Depository Participants**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/Static/PublicOffers/RtaDp.aspx and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

**Experts to the Offer**

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received written consent dated March 23, 2022 from Singhi & Co., Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated February 19, 2022 on our Restated Consolidated Summary Statements; and (ii) their report dated March 23, 2022 on the "*Statement of Tax Benefits*" as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated March 21, 2022 from B K Dutta Chowdhury, to include his name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as a chartered engineer and in respect of the certificates issued by him and the details derived from the certificates and to be included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated March 21, 2022 from Shristi Projects Private Limited, to include its name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 read with section 26(5) of the Companies Act, 2013 to the extent of information from the Appraisal Report included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

**Inter-se allocation of responsibilities among the Book Running Lead Managers to the Offer**

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers to the Offer:

| Sr. No. | Activity | Responsibility | Co-ordinator |
|---|---|---|---|
| 1. | Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc. Due diligence of our Company's operations/management/business /legal etc., Drafting and design of this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of the Red Herring Prospectus, Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities | Kotak, JM | JM |
| 2. | Drafting and approval of statutory advertisement | Kotak, JM | JM |

| | | | |
|---|---|---|---|
| 3. | Drafting and approval of all publicity material other than statutory advertisements including corporate advertisements, brochures, filing of media compliance report with SEBI, etc. | Kotak, JM | Kotak |
| 4. | Appointment of Registrar to the Offer, Printer to the Offer, and Advertising Agency (including coordination for their agreements) | Kotak, JM | JM |
| 5. | Appointment of all other intermediaries and including co-ordination for all other agreements | Kotak, JM | Kotak |
| 6. | Preparation of road show presentation and FAQs for the road show team | Kotak, JM | Kotak |
| 7. | International institutional marketing of the Offer, which will cover, inter alia:<br>• International Institutional marketing strategy;<br>• Finalizing the list and division of international investors for one-to-one meetings; and<br>• Finalizing international road show and investor meeting schedule. | Kotak, JM | Kotak |
| 8. | Domestic institutional marketing of the Offer, which will cover, *inter alia*:<br>• Domestic Institutional marketing strategy;<br>• Finalizing the list and division of domestic investors for one-to-one meetings; and<br>• Finalizing domestic road show and investor meeting schedule. | Kotak, JM | JM |
| 9. | Conduct non-institutional marketing of the Issue, which will cover, inter-alia:<br>• Finalising media, marketing and public relations strategy;<br>• Formulating strategies for marketing to Non - Institutional Investors | Kotak, JM | Kotak |
| 10. | Conduct retail marketing of the Issue, which will cover, inter-alia:<br>• Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows<br>• Finalising collection centres<br>• Finalising application form<br>• Finalising centres for holding conferences for brokers etc.<br>• Follow - up on distribution of publicity and<br>Issue material including form, RHP/Prospectus and deciding on the quantum of the Issue material | Kotak, JM | JM |
| 11. | Managing anchor book related activities, coordination with Stock Exchanges for anchor intimation, submission of letters regulators post completion of anchor allocation, book building software, bidding terminals and mock trading, payment of 1% security deposit to the designated stock exchange. | Kotak, JM | Kotak |
| 12. | Managing the book and finalization of pricing in consultation with our Company | Kotak, JM | Kotak |
| 13. | Post bidding activities including management of escrows accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc.<br>Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable.<br>Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government and filing of | Kotak, JM | Kotak |

| | | | |
|---|---|---|---|
| | the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.<br><br>Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post Offer reports including the initial and final post Offer report to SEBI. | | |

**Book Building Process**

Book building, in the context of the Offer, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band and the minimum Bid Lot, which will be decided by our Company in consultation with the Book Running Lead Managers, and which will either be included in the Red Herring Prospectus or will be advertised in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and Kolkata editions of the Bengali daily newspaper [●] (Bengali being the regional language of West Bengal, where our registered and corporate office is located, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Managers after the Bid/Offer Closing Date. For details, please see the section entitled "*Offer Procedure*" on page 363.

**All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIBs shall participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.**

**In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis.**

**Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.**

For further details, please see the sections entitled "*Terms of the Offer*" "*Offer Structure*" and "*Offer Procedure*" on pages 355, 360 and 363, respectively.

**The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.**

Bidder should note that, the Offer is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

**Underwriting Agreement**

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

*(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)*

| Name, address, telephone number and e-mail address of the Underwriters | Indicative number of Equity Shares to be underwritten | Amount underwritten (in ₹ million) |
|---|---|---|
| [●] | [●] | [●] |
| [●] | [●] | [●] |
| [●] | [●] | [●] |
| [●] | [●] | [●] |

The aforementioned underwriting commitments are indicative and will be finalised after pricing of the Offer and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the aforementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The aforementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board of Directors/IPO Committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as of the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC.

# CAPITAL STRUCTURE

Our Company's share capital, as on the date of this Draft Red Herring Prospectus, is set forth below:

(*₹, except share data*)

| | | Aggregate value at face value | Aggregate value at Offer Price* |
|---|---|---|---|
| **A.** | **AUTHORIZED SHARE CAPITAL**(1) | | |
| | 400,000,000 Equity Shares of face value of ₹10 each | 4,000,000,000 | - |
| | | | |
| **B.** | **ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER** | | |
| | 258,830,000 Equity Shares of ₹10 each | 2,588,300,000 | - |
| | | | |
| **C.** | **PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS** | | |
| | Offer of up to [●] Equity Shares(2)(3) | [●] | [●] |
| | *of which* | | |
| | Fresh Issue of up to [●] Equity Shares(2) | [●] | Aggregating up to 15,000,000,000 |
| | Offer for Sale of up to 5,000,000 Equity Shares | Up to 50,000,000 | [●] |
| | *Which includes* | | |
| | Employee Reservation Portion of up to [●] Equity Shares(4) | [●] | [●] |
| | | | |
| **D.** | **ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER** | | |
| | [●] Equity Shares of ₹10 each | [●] | [●] |
| | | | |
| **E.** | **SECURITIES PREMIUM ACCOUNT** | | |
| | Before the Offer | 0 | |
| | After the Offer | [●] | |

**To be included upon finalisation of the Offer Price.*

1. *For details in relation to the changes in the authorised share capital of our Company, please see the section entitled "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 206. Our Company may, in consultation with the Book Running Lead Managers, consider a Pre-IPO Placement of up to [●] Equity Shares for cash consideration aggregating up to ₹ 3,000.00 million. The Pre-IPO Placement will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers and the Pre-IPO Placement, if any, will be undertaken prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the amount raised from the Pre-IPO Placement and the minimum Offer size shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company, in compliance with Rule 19(2)(b) of the SCRR.*
2. *The Offer has been authorised by a resolution of our Board of Directors at their meeting held on March 1, 2022, and the Fresh Issue has been authorized by a special resolution passed by our Shareholders on March 4, 2022. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated March 1, 2022.*
3. *The Selling Shareholders confirm that the Offered Shares have been held by the Selling Shareholders for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization of the Selling Shareholders in relation to the Offered Shares, please see section entitled "The Offer" on page 63.*
4. *Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹500,000 (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount).*

## Notes to Capital Structure

### 1. Share Capital History of our Company

***Equity Share Capital***

The history of the Equity Share capital of our Company is disclosed below:

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per Equity Share (₹) | Offer price/buy-back price per Equity Share (₹) | Nature of consideration | Reason for/nature of allotment | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) |
|---|---|---|---|---|---|---|---|
| December 2, 2005 | 10,000 | 10 | 10 | Cash | Initial Subscription to MoA(1) | 10,000 | 1,00,000 |
| November 26, 2007 * | 6,95,000 | 10 | 20 | Cash | Preferential allotment(2) | 705,000 | 7,050,000 |
| January 15, 2009 | 28,60,000 | 10 | 10 | Cash | Preferential allotment(3) | 3,565,000 | 35,650,000 |
| March 31, 2009 | 14,59,250 | 10 | 10 | Cash | Preferential allotment(4) | 5,024,250 | 50,242,500 |
| October 31, 2009 * | 42,35,000 | 10 | 10 | Cash | Preferential allotment(5) | 9,259,250 | 92,592,500 |

| Date of allotment of Equity Shares | Number of Equity Shares allotted | Face value per Equity Share (₹) | Offer price/buy-back price per Equity Share (₹) | Nature of consideration | Reason for/nature of allotment | Cumulative number of Equity Shares | Cumulative paid-up Equity Share capital (₹) |
|---|---|---|---|---|---|---|---|
| March 31, 2010 | 17,40,000 | 10 | 10 | Cash | Private Placement(6) | 10,999,250 | 109,992,500 |
| November 18, 2010 | 83,60,300 | 10 | 10 | Cash | Preferential allotment(7) | 19,359,550 | 193,595,500 |
| January 21, 2012 | 56,40,450 | 10 | 60 | Cash | Preferential allotment(8) | 25,000,000 | 250,000,000 |
| January 04, 2013 | 8,58,000 | 10 | 35 | Cash | Preferential allotment(9) | 25,858,000 | 258,580,000 |
| December 11, 2014 | 10,00,000 | 10 | 50 | Cash | Private Placement(10 | 26,858,000 | 268,580,000 |
| March 31,2016 | 10,67,000 | 10 | 82 | Cash | Rights issue(11) | 27,925,000 | 279,250,000 |
| April 22, 2020 | Pursuant to the resolution passed by our Board of Directors on February 21, 2020, our Company undertook a buy-back of its Equity shares of up to 6,489,322 Equity Shares of ₹ 10 each, representing 2% of the then aggregate paid-up capital and free reserves of the Company at a price of ₹ 10 per Equity Share. The number of Equity Shares bought back by our Company was 5,332,500 and the same were extinguished in accordance with applicable law. | | | | | | |
| **Equity shares allotted in the preceding one year as on the date of this Draft Red Herring Prospectus** | | | | | | | |
| March 25, 2021 | 2,50,000 | 10 | 160 | Cash | Preferential allotment(12) | 22,842,500 | 228,425,000 |
| March 26, 2021 | 4,37,500 | 10 | 160 | Cash | Preferential allotment(13) | 23,280,000 | 232,800,000 |
| March 30, 2021 | 2,50,000 | 10 | 160 | Cash | Preferential allotment(14) | 23,530,000 | 235,300,000 |
| December 20, 2021 | 235,300,000 | 10 | N.A. | N.A. | Bonus issuance of 10 equity shares for each fully paid-up equity share held by Shareholders as on record date December 4, 2021(15) | 258,830,000 | 2,588,300,000 |

**Nature of allotment of Equity Shares is not specified in corporate records. For more details, please see section entitled "Risk Factors - 58. Certain of our corporate records relating to changes in the share capital of our Company by way of allotments of Equity Shares do not specify the nature of allotment made." on page 50.*

*(1) Allotment of 9,000 Equity Shares to Izharul Haque and 1,000 Equity Shares to Shagufta Akhtar.*

*(2) Allotment of 112,500 Equity Shares to D Kupendra Reddy, 263,750 Equity Shares to Izharul Haque, 20,000 Equity Shares to Kanta Agarwal, 127,250 Equity Shares to Abhishek Impex & Credit (P) Ltd., 5,000 Equity Shares to Abhishek Agarwal, 104,450 Equity Shares to Richa Traders Ltd. and 62,050 Equity Shares to Concept Indoor Design (P) Ltd.*

*(3) Allotment of 25,000 Equity Shares to Vikram India Ltd., 45,000 Equity Shares to Monolink Pvt. Ltd., 60,000 Equity Shares to Urmila Chaudhary, 250,000 Equity Shares to Anil Chaudhary, 30,000 Equity Shares to Gyanesh Chaudhary, 500,000 Equity Shares to Everlike Vyapaar Pvt. Ltd, 750,000 Equity Shares to Glamour Dealer Pvt. Ltd., 250,000 Equity Shares to Ganga Marketing Pvt. Ltd., 500,000 Equity Shares to Juhi Vanijya Pvt. Ltd., 450,000 Equity Shares to Radiant Vinimay Pvt. Ltd.*

*(4) Allotment of 120,000 Equity Shares to Anil Chaudhary, 30,000 Equity Shares to Hari Krishna Chaudhary, 180,000 Equity Shares to Vikram Polyester Pvt. Ltd., 100,000 Equity Shares to Urmila Chaudhary, 250,000 Equity Shares to Hari Krishna Chaudhary and Sons HUF, 125,000 Equity Shares to Monolink Pvt. Ltd. and 654,250 Equity Shares to Vikram India Ltd.*

*(5) Allotment of 150,000 Equity Shares to Everlink Management Services Pvt. Ltd., 100,000 Equity Shares to Favourite Agency Pvt. Ltd., 250,000 Equity Shares to Glamour Dealer Pvt. Ltd., 250,000 Equity Shares to Ganga Marketing Pvt. Ltd., 350,000 Equity Shares to Goldstar Merchants Pvt. Ltd., 100,000 Equity Shares to Growfast Advisory Services Pvt. Ltd., 60,000 Equity Shares to Lifestyle Dealcom Pvt. Ltd., 300,000 Equity Shares to Moonrise Agencies Pvt. Ltd., 1,075,000 Equity Shares to Monolink Trexim Pvt. Ltd., 850,000 Equity Shares to Mohan Hire Purchase Pvt. Ltd., 50,000 Equity Shares to Megacity Tradecom Pvt. Ltd., 50,000 Equity Shares to Niraj Fiscal Services Pvt. Ltd., 200,000 Equity Shares to Panchsheel Vyapaar Pvt. Ltd., 50,000 Equity Shares to Permanent Financial Advisory Services Pvt. Ltd., 250,000 Equity Shares to Subhdristhi Agency Pvt. Ltd. and 150,000 Equity Shares to Sundaram Dealers Pvt. Ltd.*

*(6) Allotment of 100,000 Equity Shares to Maha Gauri Merchants Pvt. Ltd., 100,000 Equity Shares to Manglagori Dealers Pvt. Ltd., 300,000 Equity Shares to Omkara Vinimay Pvt. Ltd., 300,000 Equity Shares to Rahul Panel Pvt. Ltd. and 940,000 Equity Shares to Twister Enclave Pvt. Ltd.*

*(7) Allotment of 800,000 Equity Shares to Uplink Vyapaar Pvt. Ltd., 500,000 Equity Shares to Katyayani Vinimay Pvt. Ltd., 1,150,000 Equity Shares to Vikram Financial Services Ltd., 5,332,500 Equity Shares to Pioneer Syntex Pvt. Ltd., 350,000 Equity Shares to Unicorn Tie Up Ltd., 53,600 Equity Shares to Pooran Chand Maniktala, 46,900 Equity Shares to Sohan Lal Maniktala, 80,400 Equity Shares to Ram Saran Maniktala and 46,900 Equity Shares to Tarkeswar Tiwari.*

*(8) Allotment of 476,750 Equity Shares to Hari Krishna Chaudhary, 476,750 Equity Shares to Urmila Devi Chaudhary, 476,550 Equity Shares to Anil Chaudhary, 460,000 Equity Shares to Nilam Chaudhary, 475,400 Equity Shares to Gyanesh Chaudhary, 480,000 Equity Shares to Meenakshi Chaudhary, 470,000 Equity Shares to Gyanesh Chaudhary and Sons (HUF), 490,000 Equity Shares to Hari Krishna Chaudhary and Sons HUF, 500,000 Equity Shares to Anil Chaudhary and Sons HUF and 1,335,000 Equity Shares to Vikram Financial Services Limited..*

*(9) Allotment of 858,000 Equity Shares to Vikram Capital Management Ltd.*

*(10) Allotment of 300,000 Equity Shares to Hari Krishna Chaudhary, 300,000 Equity Shares to Urmila Chaudhary, 200,000 Equity Shares to Nilam Chaudhary and 200,000 Equity Shares to Meenakshi Chaudhary.*

*(11) Allotment of 1,067,000 Equity Shares to Monolink Trexim Pvt. Ltd.*

*(12) Allotment of 250,000 Equity Shares to Urmila Chaudhary.*

*(13) Allotment of 437,500 Equity Shares to Urmila Chaudhary.*

*(14) Allotment of 250,000 Equity Shares to Urmila Chaudhary.*

*(15) 235,300,000 equity shares were allotted to 73 shareholders of the Company in the ratio of 10 equity shares for every fully paid-up equity share held as on the record date fixed by our Board, i.e. December 4, 2021*

2. **Issue of shares for consideration other than cash or by way of bonus issue or out of its revaluation reserves**

Our Company has not issued Equity Shares out of revaluation reserves at any time since its incorporation. Except as disclosed below, our Company has not issued any Equity Shares, for consideration other than cash or by way of bonus issue as on the date of this Draft Red Herring Prospectus.

| Date of allotment | Name of allottees | Number of equity shares allotted | Face value per equity share (₹) | Offer price per equity share (₹) | Reason for allotment | Benefits accrued to our Company |
|---|---|---|---|---|---|---|
| December 20, 2021 | 73 Shareholders of the Company as on the record date fixed by our Board, i.e. December 4, 2021 | 235,300,000 | 10 | N.A. | Bonus issue(1) | - |

- *235,300,000 equity shares were allotted to 73 shareholders of the Company in the ratio of 10 equity shares for every fully paid-up equity share held as on the record date fixed by our Board, i.e. December 4, 2021*

3. **Issue of Equity Shares pursuant to schemes of arrangement**

Our Company has not allotted any Equity Shares in terms of any scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.

4. **Issue of Equity Shares at a price lower than the Offer Price in the last year**

Except for the allotment of equity shares as disclosed above in the section entitled "*Capital Structure – Equity share capital*" on page 79, our Company has not issued any equity shares in the preceding one year below the Offer Price.

5. **Shareholding Pattern of our Company**

The table below presents the shareholding pattern of our Company as on the date of filing of this Draft Red Herring Prospectus:

| Category (I) | Category of shareholder (II) | Number of shareholders (III) | Number of fully paid up equity shares held (IV) | Number of Partly paid-up equity shares held (V) | Number of shares underlying Depository Receipts (VI) | Total number of shares held (VII) =(IV)+(V)+ (VI) | Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) – Number of Voting Rights – Class e.g.: Equity Shares | Number of Voting Rights – Class e.g.: Others | Number of Voting Rights – Total | Total as a % of (A+B+ C) | Number of shares Underlying Outstanding convertible securities (including Warrants) (X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2) | Number of Locked in shares (XII) – Number (a) | Number of Locked in shares (XII) – As a % of total Shares held (b) | Number of Shares pledged or otherwise encumbered (XIII) – Number (a) | Number of Shares pledged or otherwise encumbered (XIII) – As a % of total Shares held (b) | Number of equity shares held in dematerialized form (XIV) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **(A)** | **Promoter and Promoter Group** | 7 | 240,919,250 | N.A. | 240,919,250 | 240,919,250 | 93.08% | 240,919,250 | N.A. | 240,919,250 | 93.08% | NA | NA. | NA | | 67,657,250 | 26.14% | 240,919,250 |
| **(B)** | **Public** | 94 | 6,919,000 | N.A. | 6,919,000 | 6,919,000 | 2.67% | 6,919,000 | N.A. | 6,919,000 | 2.67% | NA | NA | NA | | - | | 6,919,000 |
| **(C)** | **Non Promoter-Non Public** | 1 | 10,991,750 | N.A. | 10,991,750 | 10,991,750 | 4.25% | 10,991,750 | N.A. | 10,991,750 | 4.25% | NA | NA | NA | | 9,991,750 | 3.86% | 10,991,750 |
| **(C1)** | **Shares underlying depository receipts** | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | | NA | | NA |
| **(C2)** | **Shares held by employee trusts** | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | | NA | | NA |
| | **Total** | **102** | **258,830,000** | **NA** | **258,830,000** | **258,830,000** | **100.00%** | **258,830,000** | **NA** | **258,830,000** | **100%** | **NA** | **NA** | **NA** | | **77649000** | **30.00%** | **258,830,000** |

6. **Details of equity shareholding of Major Shareholders of our Company**

a) Set forth below is a list of shareholders who hold at least 1% of the paid-up Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus:

| S.No. | Name of the shareholder | Pre- Offer | |
|---|---|---|---|
| | | Number of Equity Shares on a fully diluted basis | Percentage of the Equity Share capital (%) on a fully diluted basis |
| 1. | Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) | 111,109,900 | 42.93% |
| 2. | Hari Krishna Chaudhary Family Trust | 72,986,090 | 28.20% |
| 3. | Vikram Financial Services Limited | 16,421,900 | 6.34% |
| 4. | Hari Krishna Chaudhary | 13,731,146 | 5.31% |
| 5. | Anil Chaudhary | 13,565,882 | 5.24% |
| 6. | Gyanesh Chaudhary | 13,004,332 | 5.02% |
| 7. | Vikram India Limited. | 10,991,750 | 4.25% |
| | **Total** | **251,811,000** | **97.29%** |

b) Set forth below is a list of shareholders who hold at least 1% of the paid-up Equity Share capital of our Company, as of 10 days prior to the date of this Draft Red Herring Prospectus:

| S.No. | Name of the shareholder | Pre- Offer | |
|---|---|---|---|
| | | Number of Equity Shares on a fully diluted basis | Percentage of the Equity Share capital (%) on a fully diluted basis |
| 1. | Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) | 111,109,900 | 42.93% |
| 2. | Hari Krishna Chaudhary Family Trust | 72,986,090 | 28.20% |
| 3. | Vikram Financial Services Limited | 16,421,900 | 6.34% |
| 4. | Hari Krishna Chaudhary | 13,731,146 | 5.31% |
| 5. | Anil Chaudhary | 13,565,882 | 5.24% |
| 6. | Gyanesh Chaudhary | 13,004,332 | 5.02% |
| 7. | Vikram India Limited. | 10,991,750 | 4.25% |
| | **Total** | **251,811,000** | **97.29%** |

c) Set forth below is a list of shareholders who hold at least 1% of the paid-up Equity Share capital of our Company, as of one year prior to the date of this Draft Red Herring Prospectus:

| S.No. | Name of the shareholder | Pre- Offer | |
|---|---|---|---|
| | | Number of Equity Shares on a fully diluted basis | Percentage of the Equity Share capital (%) on a fully diluted basis |
| 1. | Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) | 10,275,900 | 45.48% |
| 2. | Vikram Financial Services Limited | 1,317,900 | 5.83% |
| 3. | Urmila Chaudhary | 1,223,000 | 5.41% |
| 4. | Meenakshi Chaudhary | 1,140,000 | 5.05% |
| 5. | Hari Krishna Chaudhary | 1,054,000 | 4.67% |
| 6. | Nilam Chaudhary | 1,015,000 | 4.49% |
| 7. | Vikram India Limited | 999,250 | 4.42% |
| 8. | Anil Chaudhary | 951,000 | 4.21% |
| 9. | Anil Chaudhary and Sons HUF | 950,000 | 4.21% |
| 10. | Hari Krishna Chaudhary and Sons HUF | 940,000 | 4.16% |
| 11. | Gyanesh Chaudhary and Sons HUF | 920,000 | 4.07% |
| 12. | Gyanesh Chaudhary | 907,450 | 4.02% |
| | **Total** | **21,693,500** | **96.02%** |

d) Set forth below is a list of shareholders who hold at least 1% of the paid-up Share Capital of our Company, as of two years prior to the date of this Draft Red Herring Prospectus:

| S.No. | Name of the shareholder | Pre- Offer | |
|---|---|---|---|
| | | Number of Equity Shares on a fully diluted basis | Percentage of the Equity Share capital (%) on a fully diluted basis |
| 1. | Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) | 10,262,400 | 36.75% |

| S.No. | Name of the shareholder | Pre- Offer | |
|---|---|---|---|
| | | **Number of Equity Shares on a fully diluted basis** | **Percentage of the Equity Share capital (%) on a fully diluted basis** |
| 2. | Vikram Nuvotech India Private Limited | 5,332,500 | 19.10% |
| 3. | Vikram Financial Services Limited | 1,317,900 | 4.72% |
| 4. | Urmila Chaudhary | 1,223,000 | 4.38% |
| 5. | Meenakshi Chaudhary | 1,140,000 | 4.08% |
| 6. | Nilam Chaudhary | 1,015,000 | 3.63% |
| 7. | Vikram India Limited | 999,250 | 3.58% |
| 8. | Hari Krishna Chaudhary | 994,000 | 3.56% |
| 9. | Anil Chaudhary | 951,000 | 3.41% |
| 10. | Anil Chaudhary and Sons HUF | 950,000 | 3.40% |
| 11. | Hari Krishna Chaudhary and Sons HUF | 940,000 | 3.37% |
| 12. | Gyanesh Chaudhary and Sons HUF | 920,000 | 3.29% |
| 13. | Gyanesh Chaudhary | 907,450 | 3.25% |
| | **Total** | **26,952,500** | **96.52%** |

7. Except for allotment of Equity Shares pursuant to the Fresh Issue or any options which may be granted or exercised pursuant to the ESOP Scheme 2021, our Company does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

8. **Total Shareholding of Promoters**

As on the date of this Draft Red Herring Prospectus, our Promoters, hold 227,353,368 Equity Shares, aggregating to 87.84 % of the issued, subscribed and paid-up Equity Share capital of our Company.

| Name of the promoter | Nature of the acquisition/ issue | Date of allotment/ transfer/acquisition | Number of Equity Shares | Face Value | Offer price | Consideration | Date when the shares were fully paid-up | % of the total pre-issue capital | % of the total post-issue capital |
|---|---|---|---|---|---|---|---|---|---|
| Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) | Allotment# | January 15, 2009 | 45,000 | 10 | 10 | 450,000 | January 15, 2009 | 0.02% | |
| | Allotment # | March 31, 2009 | 125,000 | 10 | 10 | 1,250,000 | March 31, 2009 | 0.05% | |
| | Allotment# | October 31, 2009 | 1,075,000 | 10 | 10 | 10,750,000 | October 31, 2009 | 0.42% | |
| | Share Transfer from Vikram Polyester Private Limited # | March 29, 2010 | 180,000 | 10 | 10 | 1,800,000 | March 29, 2010 | 0.07% | |
| | Share Transfer from Everlink Management Services Private Limited# | March 30, 2010 | 150,000 | 10 | 1 | 150,000 | March 30, 2010 | 0.06% | |
| | Share Transfer from Favourite Agency Private Limited# | March 30, 2010 | 100,000 | 10 | 1 | 100,000 | March 30, 2010 | 0.04% | |
| | Share Transfer from Glamour Dealer Private Limited# | March 30, 2010 | 250,000 | 10 | 1 | 250,000 | March 30, 2010 | 0.10% | |
| | Share Transfer from Ganga Marketing Private Limited# | March 30, 2010 | 250,000 | 10 | 1 | 250,000 | March 30, 2010 | 0.10% | |
| | Share Transfer from Goldstar Merchants Private Limited# | March 30, 2010 | 350,000 | 10 | 1 | 350,000 | March 30, 2010 | 0.14% | |
| | Share Transfer from Growfast Advisory Services Private Limited# | March 30, 2010 | 100,000 | 10 | 1 | 100,000 | March 30, 2010 | 0.04% | |
| | Share Transfer from Lifestyle | March 30, 2010 | 60,000 | 10 | 1 | 60,000 | March 30, 2010 | 0.02% | |

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|---|---|---|---|---|---|---|---|---|---|
| | Dealcom Private Limited[#] | | | | | | | | |
| | Share Transfer from Moonrise Agencies Private Limited[#] | March 30, 2010 | 300,000 | 10 | 1 | 300,000 | March 30, 2010 | 0.12% | |
| | Share Transfer from Mohan Hire Purchase Private Limited[#] | March 30, 2010 | 850,000 | 10 | 1 | 850,000 | March 30, 2010 | 0.33% | |
| | Share Transfer from Megacity Tradecom Private Limited[#] | March 30, 2010 | 50,000 | 10 | 1 | 50,000 | March 30, 2010 | 0.02% | |
| | Share Transfer from Niraj Fiscal Services Private Limited[#] | March 30, 2010 | 50,000 | 10 | 1 | 50,000 | March 30, 2010 | 0.02% | |
| | Share Transfer from Panchsheel Vyapaar Private Limited[#] | March 30, 2010 | 200,000 | 10 | 1 | 200,000 | March 30, 2010 | 0.08% | |
| | Share Transfer from Permanent Financial Advisory Services Private Limited[#] | March 30, 2010 | 50,000 | 10 | 1 | 50,000 | March 30, 2010 | 0.02% | |
| | Share Transfer from Subhdrishti Agency Private Limited[#] | March 30, 2010 | 250,000 | 10 | 1 | 250,000 | March 30, 2010 | 0.10% | |
| | Share Transfer from Sundaram Dealers Private Limited[#] | March 30, 2010 | 150,000 | 10 | 1 | 150,000 | March 30, 2010 | 0.06% | |
| | Share Transfer from Maha Gauri Merchant Private Limited[#] | March 30, 2010 | 100,000 | 10 | 1 | 100,000 | March 30, 2010 | 0.04% | |
| | Share Transfer from Manglagori Dealers Private Limited[#] | March 30, 2010 | 100,000 | 10 | 1 | 100,000 | March 30, 2010 | 0.04% | |
| | Share Transfer from Omkara Vinimay Private Limited[#] | March 30, 2010 | 300,000 | 10 | 1 | 300,000 | March 30, 2010 | 0.12% | |
| | Share Transfer from Rahul Panel Private Limited[#] | March 30, 2010 | 300,000 | 10 | 1 | 300,000 | March 30, 2010 | 0.12% | |
| | Share Transfer from Twister Enclave Private Limited[#] | March 30, 2010 | 940,000 | 10 | 1 | 940,000 | March 30, 2010 | 0.36% | |
| | Share Transfer from Katyayani Vinimay Private Limited[#] | August 16, 2012 | 500,000 | 10 | 48.50 | 24,250,000 | August 16, 2012 | 0.19% | |
| | Share Transfer from Uplink Vyapaar Private Limited[#] | August 16, 2012 | 800,000 | 10 | 48.50 | 38,800,000 | August 16, 2012 | 0.31% | |
| | Share Transfer from Unicorn Tie Up Limited[#] | August 16, 2012 | 350,000 | 10 | 48.50 | 16,975,000 | August 16, 2012 | 0.14% | |
| | Allotment [#] | January 4, 2013 | 858,000 | 10 | 35 | 30,030,000 | January 4, 2013 | 0.33% | |
| | Allotment[#] | March 31, 2016 | 1,067,000 | 10 | 82 | 87,494,000 | March 31, 2016 | 0.41% | |
| | Share Transfer from Ram Saran Maniktala[#] | September 20, 2016 | 80,400 | 10 | 80 | 6,432,000 | September 20, 2016 | 0.03% | |
| | Share Transfer | September | 53,600 | 10 | 80 | 4,288,000 | September | 0.02% | |

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|---|---|---|---|---|---|---|---|---|---|
| | from Pooran Chand Maniktala[#] | 20, 2016 | | | | | 20, 2016 | | |
| | Share Transfer from Pooran Chand Maniktala, Ram Saran Maniktala and Praveen Bala[#] | September 20, 2016 | 46,900 | 10 | 80.77 | 3,788,180 | September 20, 2016 | 0.02% | |
| | Share Transfer from Vikram Capital Management Limited (post-merger known as Vikram Capital Management Private Limited)***^ | October 24, 2017 | 196,000 | 10 | 83.44 | 16,354,240 | October 24, 2017 | 0.08% | |
| | Share Transfer to Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited)*** | October 24, 2017 | (196,000) | 10 | 1 | (196,000) | October 24, 2017 | 0.08% | |
| | Share Transfer from Mahabir Prasad Agarwala*** | March 14, 2019 | 12,000 | 10 | 131 | 1,572,000 | March 14, 2019 | Negligible | |
| | Share Transfer from Jai Bhagwan Agarwal*** | March 20, 2019 | 22,500 | 10 | 131 | 2,947,500 | March 20, 2019 | 0.01% | |
| | Share Transfer from Nittu Agarwal*** | June 10, 2019 | 6,000 | 10 | 135 | 810,000 | June 10, 2019 | Negligible | |
| | Share Transfer from Saroj Bala Agarwal*** | June 10, 2019 | 5,000 | 10 | 135 | 675,000 | June 10, 2019 | Negligible | |
| | Share Transfer from Jai Bhagwan Agarwal HUF*** | June 11, 2019 | 5,500 | 10 | 135 | 742,500 | June 11, 2019 | Negligible | |
| | Share Transfer from Nikunj Agarwal*** | June 13, 2019 | 7,000 | 10 | 135 | 945,000 | June 13, 2019 | Negligible | |
| | Share Transfer from Ravi Shankar Agarwal HUF*** | June 17, 2019 | 3,000 | 10 | 135 | 405,000 | June 17, 2019 | Negligible | |
| | Share Transfer from Ritika Agarwal*** | June 25, 2019 | 6,800 | 10 | 135 | 918,000 | June 25, 2019 | Negligible | |
| | Share Transfer from Mahabir Prasad Agarwala HUF*** | July 18, 2019 | 9,100 | 10 | 135 | 1,228,500 | July 18, 2019 | Negligible | |
| | Share Transfer from Shristi Agarwal*** | July 18, 2019 | 16,600 | 10 | 135 | 2,241,000 | July 18, 2019 | 0.01% | |
| | Share Transfer from Ravi Shankar Agarwal*** | July 18, 2019 | 13,500 | 10 | 135 | 1,822,500 | July 18, 2019 | 0.01% | |
| | Share Transfer from Sarita Agarwal*** | July 22, 2019 | 13,000 | 10 | 135 | 1,755,000 | July 22, 2019 | 0.01% | |
| | Share Transfer from Vikramaditya Agarwal*** | October 11, 2019 | 10,000 | 10 | 135 | 1,350,000 | October 11, 2019 | Negligible | |
| | Share Transfer from Nand Kishore Agarwal*** | October 17, 2019 | 23,000 | 10 | 135 | 310,5000 | October 17, 2019 | 0.01% | |
| | Share Transfer from Manish Agarwal*** | October 22, 2019 | 10,000 | 10 | 135 | 1,350,000 | October 22, 2019 | Negligible | |
| | Share Transfer | November | 13,500 | 10 | 131 | 1,768,500 | November | 0.01% | |

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|---|---|---|---|---|---|---|---|---|---|
| | from Sunita Kedia*** | 19, 2019 | | | | | 19, 2019 | | |
| | Share Transfer from Mohan Lal Sharma*** | November 29, 2019 | 5,000 | 10 | 131 | 655,000 | November 29, 2019 | Negligible | |
| | Share Transfer from Babita Devi Agarwal*** | December 29, 2020 | 4,500 | 10 | 131 | 589,500 | December 29, 2020 | Negligible | |
| | Share Transfer from Nirmala Devi Agarwal*** | December 29, 2020 | 4,500 | 10 | 131 | 589,500 | December 29, 2020 | Negligible | |
| | Share Transfer from Sarita Devi Agarwal*** | December 29, 2020 | 4,500 | 10 | 131 | 589,500 | December 29, 2020 | Negligible | |
| | Share Transfer to Vikram Financial Services Limited*** | July 6, 2021 | (50,000) | 10 | 1 | (50,000) | July 6, 2021 | 0.02% | |
| | Share Transfer to Vikram Financial Services Limited*** | July 23, 2021 | (125,000) | 10 | 10 | (1,250,000) | July 23, 2020 | 0.05% | |
| | Bonus issue | December 20, 2021 | 45,889,000 | 10 | NA | Nil | December 20, 2021 | 17.73% | |
| | Bonus issue | December 20, 2021 | 55,120,000 | 10 | NA | Nil | December 20, 2021 | 21.30% | |
| | | **Total** | **111,109,900** | | | | | | |
| Gyanesh Chaudhary | Share Transfer from Concept Indoor Design Private Limited# | July 23, 2008 | 62,050 | 10 | 15 | 930,750 | July 23, 2008 | 0.02% | |
| | Allotment# | January 15, 2009 | 30,000 | 10 | 10 | 300,000 | January 15, 2009 | 0.01% | |
| | Share Transfer from Ganga Marketing Private Limited# | September 25, 2009 | 40,000 | 10 | 1 | 40,000 | September 25, 2009 | 0.02% | |
| | Share Transfer from Juhi Vanijiya Private Limited# | September 25, 2009 | 300,000 | 10 | 1 | 300,000 | September 25, 2009 | 0.12% | |
| | Allotment# | January 21, 2012 | 475,400 | 10 | 60 | 28,524,000 | January 21, 2012 | 0.18% | |
| | Share Transfer from dissolution of Gyanesh Chaudhary and Sons HUF*** | November 12, 2021 | 230,000 | 10 | NA | Nil* | November 12, 2021 | 0.09% | |
| | Share Transfer from dissolution of Hari Krishna Chaudhary and Sons HUF*** | November 12, 2021 | 44,762 | 10 | NA | Nil* | November 12, 2021 | 0.02% | |
| | Bonus issue | December 20, 2021 | 11,822,120 | 10 | NA | Nil | December 20, 2021 | 4.57% | |
| | | **Total** | **13,004,332** | | | | | | |
| Hari Krishna Chaudhary | Share Acquisition from Abhishek Impex and Credit Private Limited# | July 10, 2008 | 127,250 | 10 | 15 | 1,908,750 | July 10, 2008 | 0.05% | |
| | Allotment# | March 31, 2009 | 30,000 | 10 | 10 | 300,000 | March 31, 2009 | 0.01% | |
| | Allotment# | January 21, 2012 | 476,750 | 10 | 60 | 28,605,000 | January 21, 2012 | 0.18% | |
| | Allotment# | December 11, 2014 | 300,000 | 10 | 50 | 15,000,000 | December 11, 2014 | 0.12% | |
| | Share Transfer from Ritesh Kedia*** | December 31, 2019 | 60,000 | 10 | 135 | 8,100,000 | December 31, 2019 | 0.02% | |
| | Share Transfer from Rajesh Kumar Baid*** | October 13, 2020 | 60,000 | 10 | 135 | 8,100,000 | October 13, 2020 | 0.02% | |
| | Share Transfer from Ritu | September 29, 2021 | 20,000 | 10 | 131 | 2,620,000 | September 29, 2021 | 0.01% | |

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|---|---|---|---|---|---|---|---|---|---|
| | Kakrania*** | | | | | | | | |
| | Share Transfer from Manish Kakrania*** | September 29, 2021 | 40,000 | 10 | 131 | 5,240,000 | September 29, 2021 | 0.02% | |
| | Share Transfer from dissolution of Hari Krishna Chaudhary and Sons HUF*** | November 12, 2021 | 134,286 | 10 | NA | Nil* | November 12, 2021 | 0.05% | |
| | Bonus | December 20, 2021 | 12,482,860 | 10 | NA | Nil | December 20, 2021 | 4.82% | |
| | | **Total** | **13,731,146** | | | | | | |
| Vikram Financial Services Limited | Allotment# | November 18, 2010 | 1,150,000 | 10 | 10 | 11,500,000 | November 18, 2010 | 0.44% | |
| | Allotment# | January 21, 2012 | 1,335,000 | 10 | 60 | 80,100,000 | January 21, 2012 | 0.51% | |
| | Share Acquisition from Tarkeshwar Tiwari# | March 29, 2017 | 46,900 | 10 | 10.21 | 478,785 | March 29, 2017 | 0.02% | |
| | Share Transfer to Rajesh Agarwal*** | October 31, 2017 | (12,000) | 10 | 10 | (120,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Nand Kishore Pansari*** | October 31, 2017 | (10,000) | 10 | 10 | (100,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Mahesh Pansari*** | October 31, 2017 | (10,000) | 10 | 10 | (100,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Manish Agarwal*** | October 31, 2017 | (10,000) | 10 | 10 | (100,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Girish Kumar Madhogaria and Sons HUF*** | October 31, 2017 | (10,000) | 10 | 10 | (100,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Nittu Agarwal*** | October 31, 2017 | (6,000) | 10 | 10 | (60,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Ritesh Kedia*** | October 31, 2017 | (60,000) | 10 | 10 | (600,000) | October 31, 2017 | 0.02% | |
| | Share Transfer to Mahabir Prasad Agarwala*** | October 31, 2017 | (12,000) | 10 | 10 | (120,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Nikunj Agarwal*** | October 31, 2017 | (7,000) | 10 | 10 | (70,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Mohan Lal Agarwal*** | October 31, 2017 | (3,000) | 10 | 10 | (30,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Shristi Agarwal*** | October 31, 2017 | (16,600) | 10 | 10 | (166,000) | October 31, 2017 | 0.01% | |
| | Share Transfer to Jai Bhagwan Agarwal HUF*** | October 31, 2017 | (5,500) | 10 | 10 | (55,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Jai Bhagwan Agarwal*** | October 31, 2017 | (22,500) | 10 | 10 | (225,000) | October 31, 2017 | 0.01% | |
| | Share Transfer Sunita Agarwal*** | October 31, 2017 | (8,000) | 10 | 10 | (80,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Sunita Kedia*** | October 31, 2017 | (13,500) | 10 | 10 | (135,000) | October 31, 2017 | 0.01% | |
| | Share Transfer to Harish Agarwal*** | October 31, 2017 | (8,000) | 10 | 10 | (80,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Kamlesh Devi Agarwal*** | October 31, 2017 | (12,000) | 10 | 10 | (120,000) | October 31, 2017 | Negligible | |
| | Share Transfer to Mahabir Prasad Agarwala HUF*** | October 31, 2017 | (9,100) | 10 | 10 | (91,000) | October 31, 2017 | 0.00% | |
| | Share Transfer to Ravi Shankar Agarwal*** | October 31, 2017 | (13,500) | 10 | 10 | (135,000) | October 31, 2017 | 0.01% | |
| | Share Transfer to Abhishek | October 31, 2017 | (5,000) | 10 | 10 | (50,000) | October 31, 2017 | Negligible | |

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|---|---|---|---|---|---|---|---|---|---|
| | Bubna*** | | | | | | | | |
| | Share Transfer to Anil Agarwal*** | October 31, 2017 | (13,000) | 10 | 10 | (130,000) | October 31, 2017 | 0.01% | |
| | Share Transfer to Deep Agarwal*** | November 2, 2017 | (20,000) | 10 | 10 | (200,000) | November 2, 2017 | 0.01% | |
| | Share Transfer to Mukul Agarwal*** | November 2, 2017 | (20,000) | 10 | 10 | (200,000) | November 2, 2017 | 0.01% | |
| | Share Transfer to Rajesh Kumar Baid*** | November 2, 2017 | (60,000) | 10 | 10 | (600,000) | November 2, 2017 | 0.02% | |
| | Share Transfer to Vikramaditya Agarwal*** | November 7, 2017 | (10,000) | 10 | 10 | (100,000) | November 7, 2017 | 0.01% | |
| | Share Transfer to Gourav Rungta*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Kiran Rungta*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Girish Kumar Madhogaria*** | November 7, 2017 | (12,100) | 10 | 10 | (121,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Sugam Madhogaria*** | November 7, 2017 | (8,500) | 10 | 10 | (85,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Babu Lal Bubna HUF*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Keshaw Kumar Bubna*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Madhaw Kumar Bubna*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Dindayal Bubna*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Gopal Kumar Bubna*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Keshaw Kumar Bubna HUF*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Madhaw Kumar Bubna HUF*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Dindayal Bubna HUF*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Gopal Kumar Bubna HUF*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Aditya Bubna*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Anant Bubna*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Ajay Kumar Dabriwal*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Lilavati Mittal*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Ajay Kumar Dabriwal HUF*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Akash Mittal*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Anju Rungta*** | November 7, 2017 | (5,000) | 10 | 10 | (50,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Pushpa Madhogaria*** | November 7, 2017 | (11,500) | 10 | 10 | (115,000) | November 7, 2017 | Negligible | |
| | Share Transfer to Kusum Lata Agarwal*** | December 23, 2017 | (3,000) | 10 | 10 | (30,000) | December 23, 2017 | Negligible | |

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|---|---|---|---|---|---|---|---|---|---|
| | Share Transfer to Ravi Shankar Agarwal HUF*** | December 23, 2017 | (3,000) | 10 | 10 | (30,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Amit Agarwal*** | December 23, 2017 | (3,000) | 10 | 10 | (30,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Neena Agarwal*** | December 23, 2017 | (20,000) | 10 | 10 | (200,000) | December 23, 2017 | 0.01% | |
| | Share Transfer to Mohan Lal Sharma*** | December 23, 2017 | (5,000) | 10 | 10 | (50,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Narayani Devi Rungta*** | December 23, 2017 | (5,000) | 10 | 10 | (50,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Neha Agarwal*** | December 23, 2017 | (5,000) | 10 | 10 | (50,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Biram Prakash Sultania*** | December 23, 2017 | (1,000) | 10 | 10 | (10,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Prabhat Kumar Mittal*** | December 23, 2017 | (5,000) | 10 | 10 | (50,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Maya Devi Dabriwal*** | December 23, 2017 | (5,000) | 10 | 10 | (50,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Prabhat Kumar Mittal HUF*** | December 23, 2017 | (5,000) | 10 | 10 | (50,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Kishore Daga*** | December 23, 2017 | (11,000) | 10 | 10 | (110,000) | December 23, 2017 | Negligible | |
| | Share Transfer to Nand Kishore Agarwal*** | January 1, 2018 | (23,000) | 10 | 10 | (230,000) | January 1, 2018 | 0.01% | |
| | Share Transfer to Sidharth Pansari*** | January 1, 2018 | (10,000) | 10 | 10 | (100,000) | January 1, 2018 | Negligible | |
| | Share Transfer to Pawan Kumar Agarwal HUF*** | January 1, 2018 | (20,000) | 10 | 10 | (200,000) | January 1, 2018 | 0.01% | |
| | Share Transfer to Shreyansh Agarwal*** | January 1, 2018 | (17,000) | 10 | 10 | (170,000) | January 1, 2018 | 0.01% | |
| | Share Transfer to Shubham Agarwal*** | January 1, 2018 | (19,000) | 10 | 10 | (190,000) | January 1, 2018 | 0.01% | |
| | Share Transfer to Sathanarayan Agarwal*** | January 1, 2018 | (16,000) | 10 | 10 | (160,000) | January 1, 2018 | 0.01% | |
| | Share Transfer to Shashi Agarwal*** | January 1, 2018 | (12,000) | 10 | 10 | (120,000) | January 1, 2018 | Negligible | |
| | Share Transfer to Naveen Agarwal*** | January 1, 2018 | (19,000) | 10 | 10 | (190,000) | January 1, 2018 | 0.01% | |
| | Share Transfer to Sachin Agarwal*** | January 1, 2018 | (17,000) | 10 | 10 | (170,000) | January 1, 2018 | 0.01% | |
| | Share Transfer to Ritu Kakrania*** | January 1, 2018 | (20,000) | 10 | 10 | (200,000) | January 1, 2018 | 0.01% | |
| | Share Transfer to Pramod Kumar Rungta*** | January 1, 2018 | (5,000) | 10 | 10 | (50,000) | January 1, 2018 | Negligible | |
| | Share Transfer to Pramod Kumar Rungta (HUF) *** | January 1, 2018 | (5,000) | 10 | 10 | (50,000) | January 1, 2018 | Negligible | |
| | Share Transfer to Pushpa Bubna*** | January 1, 2018 | (5,000) | 10 | 10 | (50,000) | January 1, 2018 | Negligible | |
| | Share Transfer to Prerna Bubna*** | January 1, 2018 | (5,000) | 10 | 10 | (50,000) | January 1, 2018 | Negligible | |
| | Share Transfer to Pushpa Agarwal*** | January 1, 2018 | (5,000) | 10 | 10 | (50,000) | January 1, 2018 | Negligible | |
| | Share Transfer to Biram Prakash Sultania*** | January 2, 2018 | (9,000) | 10 | 10 | (90,000) | January 2, 2018 | Negligible | |

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|---|---|---|---|---|---|---|---|---|---|
| | Share Transfer to Manish Kakrania*** | January 4, 2018 | (40,000) | 10 | 10 | (400,000) | January 4, 2018 | 0.02% | |
| | Share Transfer to Piyush Pansari*** | January 4, 2018 | (10,000) | 10 | 10 | (100,000) | January 4, 2018 | Negligible | |
| | Share Transfer to Ritika Agarwal*** | January 4, 2018 | (6,800) | 10 | 10 | (68,000) | January 4, 2018 | Negligible | |
| | Share Transfer to Vrinda Agarwal*** | January 4, 2018 | (20,000) | 10 | 10 | (200,000) | January 4, 2018 | 0.01% | |
| | Share Transfer to Sudha Agarwal*** | January 4, 2018 | (20,000) | 10 | 10 | (200,000) | January 4, 2018 | 0.01% | |
| | Share Transfer to Aditya Kakrania*** | January 4, 2018 | (10,000) | 10 | 10 | (100,000) | January 4, 2018 | Negligible | |
| | Share Transfer to Vasudha Kakrania*** | January 4, 2018 | (10,000) | 10 | 10 | (100,000) | January 4, 2018 | Negligible | |
| | Share Transfer to Arun Diwan*** | January 4, 2018 | (12,500) | 10 | 10 | (125,000) | January 4, 2018 | Negligible | |
| | Share Transfer to Manish Kumar Mimani*** | January 4, 2018 | (40,000) | 10 | 10 | (400,000) | January 4, 2018 | 0.02% | |
| | Share Transfer to Ajay Sultania*** | January 4, 2018 | (25,000) | 10 | 10 | (250,000) | January 4, 2018 | 0.01% | |
| | Share Transfer to Shreya Sultania*** | January 4, 2018 | (20,000) | 10 | 10 | (200,000) | January 4, 2018 | 0.01% | |
| | Share Transfer to Arun Diwan*** | January 4, 2018 | (12,500) | 10 | 10 | (125,000) | January 4, 2018 | Negligible | |
| | Share Transfer to Sarita Agarwal *** | January 25, 2018 | (13,000) | 10 | 10 | (130,000) | January 25, 2018 | 0.01% | |
| | Share Transfer to Saroj Bala Agarwal*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Rajesh Kumar Rungta HUF*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Sajan Kumar Rungta HUF*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Rajesh Kumar Rungta*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Saurabh Rungta*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Sudha Bubna*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Shalini Bubna*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Ruchhi Bubna*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Shreya Bubna*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Saurabh Agarwal*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Nilu Devi Sultania*** | January 25, 2018 | (10,000) | 10 | 10 | (100,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Mal Chand Agarwal*** | January 25, 2018 | (13,000) | 10 | 10 | (130,000) | January 25, 2018 | 0.01% | |
| | Share Transfer to Shyamlal Agarwal*** | January 25, 2018 | (14,000) | 10 | 10 | (140,000) | January 25, 2018 | 0.01% | |
| | Share Transfer to Subhash Kumar Agarwal*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Sonal Dabriwal*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to | January 25, | (4,000) | 10 | 10 | (40,000) | January 25, | Negligible | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Kanchan Agarwal*** | 2018 | | | | | 2018 | | |
| | Share Transfer to Sunil Kumar Agarwal*** | January 25, 2018 | (4,000) | 10 | 10 | (40,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Sajan Kumar Rungta*** | January 25, 2018 | (5,000) | 10 | 10 | (50,000) | January 25, 2018 | Negligible | |
| | Share Transfer to Sarita Devi Agarwal*** | February 9, 2018 | (4,500) | 10 | 10 | (45,000) | February 9, 2018 | Negligible | |
| | Share Transfer to Babita Devi Agarwal*** | February 9, 2018 | (4,500) | 10 | 10 | (45,000) | February 9, 2018 | Negligible | |
| | Share Transfer to Nirmala Devi Agarwal*** | February 9, 2018 | (4,500) | 10 | 10 | (45,000) | February 9, 2018 | Negligible | |
| | Share Transfer to Ranjit Chowdhary HUF*** | February 9, 2018 | (9,900) | 10 | 10 | (99,000) | February 9, 2018 | Negligible | |
| | Share Transfer to Ranjit Chowdhary HUF*** | February 9, 2018 | (1,100) | 10 | 60 | (66,000) | February 9, 2018 | Negligible | |
| | Share Transfer to Ranjit Chowdhary HUF*** | February 14, 2018 | (11,500) | 10 | 60 | (690,000) | February 14, 2018 | Negligible | |
| | Share Transfer to Arun Diwan*** | February 14, 2018 | (12,500) | 10 | 60 | (750,000) | February 14, 2018 | Negligible | |
| | Share Transfer to Madhu Diwan*** | February 14, 2018 | (12,500) | 10 | 60 | (750,000) | February 14, 2018 | Negligible | |
| | Share Transfer to Girish Kumar Madhogaria*** | February 14, 2018 | (11,400) | 10 | 60 | (684,000) | February 14, 2018 | Negligible | |
| | Share Transfer to Varun Dabriwal*** | March 8, 2018 | (5,000) | 10 | 60 | (300,000) | March 8, 2018 | Negligible | |
| | Share Transfer to Vijayeta Mittal*** | August 4, 2018 | (5,000) | 10 | 60 | (300,000) | August 4, 2018 | Negligible | |
| | Share Transfer to Sunita Rungta*** | August 4, 2018 | (5,000) | 10 | 60 | (300,000) | August 4, 2018 | Negligible | |
| | Share Acquisition from Vikram Capital Management Limited (post-merger known as Vikram Capital Management Private Limited)***^ | July 6, 2021 | 50,000 | 10 | 160 | 8,000,000 | July 6, 2021 | 0.02% | |
| | Share Acquisition from Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited)*** | July 23, 2021 | 125,000 | 10 | 160 | 20,000,000 | July 23, 2021 | 0.05% | |
| | Bonus | December 20, 2021 | 14,929,000 | 10 | NA | Nil | December 20, 2021 | 5.77% | |
| | | **Total** | **16,421,900** | | | | | | |
| Hari Krishna Chaudhary Family Trust | Share Acquisition from Urmila Chaudhary*** | February 28, 2022 | 31,873,590 | 10 | NA | Nil** | February 28, 2022 | 12.32% | |
| | Share Acquisition from Urmila Chaudhary*** | February 28, 2022 | 41,112,500 | 10 | NA | Nil** | February 28, 2022 | 15.88% | |
| | | **Total** | **72,986,090** | | | | | | |
| Gyanesh Chaudhary Family Trust | Share Acquisition from Urmila Chaudhary*** | February 28, 2022 | 100,000 | 10 | NA | Nil** | February 28, 2022 | 0.04% | |
| | | **Total** | **100,000** | | | | | | |

* *No consideration was involved as the shares were acquired through dissolution of Gyanesh Chaudhary and Sons HUF or Hari Krishna Chaudhary and Sons HUF.*

** *No consideration was involved as the shares were acquired as a gift.*

*** *Secondary back-ups were relied upon for share transfers post March 31, 2017, such as statement of transactions and holdings, gift deeds, certifications obtained from the respective Promoters and members of our Promoter Group and beneficial holding statements and share transfer register. For more details, please see section entitled "Risk Factors –Certain of our corporate records relating to changes in the share capital of our Company by way of allotments of Equity Shares do not specify the nature of allotment made"*

\# *Secondary back-ups were relied upon for share transfers upto March 31, 2017, such as annual returns, board resolutions, certifications obtained from the respective Promoters and members of our Promoter Group and share transfer register. For more details, please see section entitled "Risk Factors –Certain of our corporate records relating to changes in the share capital of our Company by way of allotments of Equity Shares do not specify the nature of allotment made".*

^ *For further details in relation to amalgamation of Vikram Capital Management Limited and Monolink Trexim Private Limited, please see the section entitled "Our Promoters and Promoter Group – Corporate Promoters – Vikram Capital Management Private Limited – Details of change in control" on page 236.*

As on the date of this Draft Red Herring Prospectus, (i) Gyanesh Chaudhary has pledged 13,004,332 Equity Shares in favour of IndBank Merchant Banking Services Limited, aggregating to 5.02% of our Company's pre-Offer Equity Share capital; (ii) Hari Krishna Chaudhary has pledged 13,731,146 Equity Shares in favour of IndBank Merchant Banking Services Limited, aggregating to 5.31% of our Company's pre-Offer Equity Share capital; (iii) Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) has pledged 15,871,140 Equity Shares in favour of IndBank Merchant Banking Services Limited, aggregating to 6.13% of our Company's pre-Offer Equity Share capital; and (iv) Vikram Financial Services Limited has pledged 15,099,750 Equity Shares in favour of IndBank Merchant Banking Services Limited, aggregating to 5.83% of our Company's pre-Offer Equity Share capital. These pledges, created pursuant to the terms of sanction, are against the working capital facilities of ₹ 19,698.4 million sanctioned to our Company by a consortium of lenders which are scheduled commercial banks. These pledges have been created in favour of IndBank Merchant Banking Services Limited, a subsidiary of Indian Bank, the lead bank of such consortium.

9. **Equity Share capital held by our Promoter Group and directors of our Promoters**

As on the date of this Draft Red Herring Prospectus, our Promoter Group holds 13,565,882 Equity Shares, constituting 5.24 % of the Pre-Offer issued, subscribed and paid-up Equity Share capital of our Company.

Other than as disclosed below, none of the members of the Promoter Group (other than our Promoters) hold any Equity Shares as on date of this Draft Red Herring Prospectus.

| S. No. | Name of the shareholder | Pre-Issue Number of Equity Shares | Percentage of the Pre-Issue Equity Share Capital (%) | Post-Issue Number of Equity Shares | Percentage of the Post-Issue Equity Share Capital (%) |
|---|---|---|---|---|---|
| ***Members of the Promoter Group*** | | | | | |
| a) | Anil Chaudhary | 13,565,882 | 5.24% | [●] | [●] |
| **Total** | | **13,565,882** | **5.24%** | [●] | [●] |

10. **Details of Promoters' Contribution and Lock-in**

Pursuant the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted Post-Offer Equity Share capital of our Company held by the Promoters shall be locked in for a period of 3 years as minimum promoters' contribution from the date of Allotment, and the Promoters' shareholding in excess of 20% of the fully diluted Post-Offer Equity Share capital of our Company shall be locked in for a period of one year from the date of Allotment.

(i) Details of the Equity Shares to be locked-in for 3 years from the date of Allotment as minimum Promoter's contribution are set forth in the table below.

(ii) Our Promoters, namely, Hari Krishna Chaudhary, Gyanesh Chaudhary, Vikram Financial Services Limited and Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited), have given their consent to include such number of Equity Shares held by them as may constitute in aggregate 20% of the fully diluted Post-Offer Equity Share capital of our Company as promoters' contribution as required under the SEBI ICDR Regulations.

| Name of Promoter | Date of allotment of the Equity Shares | Date when shares were fully paid-up* | Nature of transaction | Number of Equity Shares | Face Value (₹) | Offer/ acquisition price per Equity Share (₹) | Number of Equity Shares locked-in | Percentage of the pre-Offer paid-up capital (%) | Percentage of the post-Offer paid-up capital (%) | Date upto which Equity Shares are locked-in |
|---|---|---|---|---|---|---|---|---|---|---|
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |
| **Total** | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |

* *All Equity Shares allotted to our Promoters were fully paid up at the time of allotment.*

(iii) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution in terms of the SEBI ICDR Regulations. In this connection, we confirm the following:

1. The Equity Shares offered for Promoters' contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash, and wherein revaluation of assets or capitalisation of intangible assets was involved, or (b) resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoters' contribution;

2. The Promoters' contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

3. Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company;

4. The Equity Shares forming part of the Promoters' contribution are not pledged and are not subject to any pledge; and

5. All the Equity Shares held by our Promoters are held in dematerialized form prior to filing of this Draft Red Herring Prospectus.

*Other lock-in requirements:*

(i) In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by our Promoters and locked in for 3 years as specified above, the entire pre-Offer Equity Share capital of our Company will be locked in for a period of six months from the date of Allotment pursuant to Regulation 17 of the SEBI ICDR Regulations, except for (i) the Equity Shares Allotted pursuant to the Offer; (ii) the Equity Shares held by VCFs, Category I or II AIFs or FVCIs, subject to certain conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least 6 (six) months from the date of purchase by a VCF or Category I or II AIF or FVCI; and (iii) the Equity Shares forming part of the Promoters' shareholding in excess of the Promoters' Contribution, i.e., 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment. Any unsubscribed portion of the Offer for Sale except for the Equity Shares which are successfully transferred as a part of the Offer for Sale by the Selling Shareholders, will be locked-in as required under the SEBI ICDR Regulations.

(ii) In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in may be transferred to and amongst the members of the Promoter Group or to any new promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable. Further, the Equity Shares held by persons other than the Promoters and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.

(iii) Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter's contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

(iv) The Equity Shares held by the Promoters which are locked-in may be pledged only with scheduled commercial banks or public financial institutions or NBFC-SIs or housing finance companies, as collateral security for loans granted by such banks or public financial institutions or NBFC-SIs or housing finance companies in terms of Regulation 21 of the SEBI ICDR Regulations. In terms of Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of 3 years from the date of Allotment may be pledged only with the entities mentioned above, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans. Further, pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of Allotment may be pledged only with the entities mentioned above, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

However, the relevant lock in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock in period has expired in terms of the SEBI ICDR Regulations.

(v) Any Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

11. As on the date of filing of this Draft Red Herring Prospectus, the total number of Shareholders (including nominees) of our Company is 102.

12. Except as disclosed below, none of our Promoters, any member of our Promoter Group, any of the Directors of our Company or any of their relatives have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

| Sr. No. | Name of Shareholders | Nature of Transaction | Date of Transaction | Number of Equity Shares | Offer/ acquisition price per Equity Share (₹) |
|---|---|---|---|---|---|
| 1. | Hari Krishna Chaudhary | Share transfer from Ritu Kakrania | September 29, 2021 | 20,000 | 131 |
| | | Share transfer from Manish Kakrania | September 29, 2021 | 40,000 | 131 |
| | | Share transfer from dissolution of Hari Krishna Chaudhary and Sons HUF | November 12, 2021 | 134,286 | Nil* |
| | | Bonus | December 20, 2021 | 12,482,860 | Nil** |
| 2. | Urmila Chaudhary | Share transfer from dissolution of Hari Krishna Chaudhary and Sons HUF | November 12, 2021 | 716,190 | Nil* |
| | | Bonus | December 20, 2021 | 29,066,900 | Nil** |
| | | Share transfer from Nilam Chaudhary | February 21, 2022 | 19,222,500 | Nil* |
| | | Share transfer from Meenakshi Chaudhary | February 21, 2022 | 21,890,000 | Nil* |
| | | Share transfer to Hari Krishna Chaudhary Family Trust | February 28, 2022 | (72,986,090) | Nil^ |
| | | Share transfer to Gyanesh Chaudhary Family Trust | February 28, 2022 | (100,000) | Nil^ |
| 3. | Anil Chaudhary | Share transfer from dissolution of Hari Krishna Chaudhary and Sons HUF | November 12, 2021 | 44,762 | Nil* |
| | | Share transfer from dissolution of Anil Chaudhary and Sons HUF | November 12, 2021 | 237,500 | Nil* |
| | | Bonus | December 20, 2021 | 12,332,620 | Nil** |
| 4. | Nilam Chaudhary | Share transfer from Aditya Kakrania | September 29, 2021 | 10,000 | 135 |
| | | Share transfer from Vasudha Kakrania | September 30, 2021 | 10,000 | 135 |
| | | Share transfer from dissolution of Anil Chaudhary and Sons HUF | November 12, 2021 | 712,500 | Nil* |
| | | Bonus | December 20, 2021 | 17,475,000 | Nil** |
| | | Share transfer as gift to Urmila Chaudhary | February 21, 2022 | (19,222,500) | Nil^ |
| 5. | Gyanesh Chaudhary | Share transfer from dissolution of Hari Krishna Chaudhary and Sons HUF | November 12, 2021 | 44,762 | Nil* |
| | | Share transfer from dissolution of Gyanesh Chaudhary and Sons HUF | November 12, 2021 | 230,000 | Nil* |
| | | Bonus | December 20, 2021 | 11,822,120 | Nil** |
| 6. | Meenakshi Chaudhary | Share transfer from dissolution of Gyanesh Chaudhary and Sons HUF | November 12, 2021 | 690,000 | Nil* |
| | | Share transfer from Keshaw Kumar Bubna | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Neha Agarwal | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Dindayal Bubna | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Gopal Kumar Bubna | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Ruchi Bubna | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Sudha Bubna | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Pushpa Bubna | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Abhishek Bubna | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Shalini Bubna | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Madhaw Kumar Bubna | November 30, 2021 | 5,000 | 200 |
| | | Share transfer from Keshaw Kumar Bubna HUF | December 1, 2021 | 5,000 | 200 |
| | | Share transfer from Madhaw Kumar Bubna HUF | December 1, 2021 | 5,000 | 200 |
| | | Share transfer from Gopal Kumar Bubna HUF | December 1, 2021 | 5,000 | 200 |
| | | Share transfer from Dindayal Bubna HUF | December 1, 2021 | 5,000 | 200 |
| | | Share transfer from Aditya Bubna | December 1, 2021 | 5,000 | 200 |
| | | Share transfer from Anant Bubna | December 1, 2021 | 5,000 | 200 |
| | | Share transfer from Prerna Buba | December 1, 2021 | 5,000 | 200 |
| | | Share transfer from Shreya Bubna | December 2, 2021 | 5,000 | 200 |
| | | Share transfer from Babulal Bubna HUF | December 2, 2021 | 5,000 | 200 |
| | | Share transfer from Saurabh Agarwal | December 2, 2021 | 5,000 | 200 |
| | | Bonus | December 20, 2021 | 19,300,000 | Nil** |
| | | Share transfer from Mukul Agarwal | January 6, 2022 | 20,000 | 200 |
| | | Share transfer from Mukul Agarwal (Bonus) | January 15, 2022 | 200,000 | Nil** |
| | | Share transfer from Neena Agarwal | January 6, 2022 | 20,000 | 200 |
| | | Share transfer from Neena Agarwal (Bonus) | January 17, 2022 | 200,000 | Nil** |
| | | Share transfer from Deep Agarwal | January 6, 2022 | 20,000 | 200 |
| | | Share transfer from Deep Agarwal (Bonus) | January 17, 2022 | 200,000 | Nil** |
| | | Share transfer as gift to Urmila Chaudhary | February 21, 2022 | (21,890,000) | Nil^ |

| Sr. No. | Name of Shareholders | Nature of Transaction | Date of Transaction | Number of Equity Shares | Offer/ acquisition price per Equity Share (₹) |
|---|---|---|---|---|---|
| 7 | Vikram Capital Management Private Limited (Formerly, Monolink Trexim Private Limited) | Bonus | December 20, 2021 | 101,009,000 | Nil** |
| 8 | Vikram Financial Services Limited | Bonus | December 20, 2021 | 14,929,000 | Nil** |
| 9 | Hari Krishna Chaudhary Family Trust | Share transfer from Urmila Chaudhary | February 28, 2022 | 72,986,090 | Nil^ |
| 10 | Gyanesh Chaudhary Family Trust | Share transfer from Urmila Chaudhary | February 28, 2022 | 100,000 | Nil^ |
| **Total** | | | | **222,067,500** | |

* *No consideration was involved as the shares were received through dissolution of HUFs*
** *No consideration was involved as the shares acquired through allotment of bonus shares*
^ *No consideration was involved as the shares were acquired as a gift.*

13. There have been no financing arrangements whereby members of our Promoter Group, our Directors, directors of our Corporate Promoters, and their relatives have financed the purchase by any other person of securities of our Company (other than in the normal course of the business of the relevant financing entity) during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

14. Neither our Company, nor any of our Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the Lead Managers have not made any buy-back arrangements for purchase of Equity Shares from any person.

15. As on the date of this Draft Red Herring Prospectus, the Lead Managers and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares.

16. All Equity Shares issued or transferred pursuant to the Offer will be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

17. Except for the options which may be granted pursuant to the ESOP Scheme 2021, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

18. Any oversubscription to the extent of 1% of the Offer size can be retained for the purposes of rounding off to the nearest multiple of minimum allotment lot while finalizing the Basis of Allotment.

19. Our Promoters and their respective Promoter Groups shall not participate in the Offer, except to the extent of their participation in the Offer for Sale in their capacity as Selling Shareholders.

20. Except for issuance of Equity Shares pursuant to the Pre-IPO Placement, the Fresh Issue or exercise of any stock options granted pursuant to the ESOP Scheme 2021, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with the SEBI until the Equity Shares have been listed on the Stock Exchanges, or all application monies have been refunded, as the case may be.

21. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

22. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, the Directors, members of our Promoter Group and the Promoters, shall offer or make payment of any incentive, direct or indirect, in the nature of discount, commission and allowance, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

23. Our Company shall ensure that transactions in the Equity Shares by our Promoters and the Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be intimated to the Stock Exchanges within 24 hours of such transaction.

24. As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares being locked-in shall be recorded by the relevant Depository.

25. Neither the Lead Managers nor any associate of the Lead Managers (except Mutual Funds sponsored by entities which are associates of the Lead Managers or insurance companies promoted by entities which are associate of Lead Managers or AIFs sponsored by the entities which are associate of the Lead Managers or FPIs, other than individuals, corporate bodies

and family offices sponsored by the entities which are associate of the and Lead Managers) shall apply in the Offer under the Anchor Investor Portion.

26. Except as disclosed above, our Company has not undertaken any public issue of securities or rights issue of any kind or class of securities since its incorporation.

27. **Employee Stock Option Plan**

**ESOP Scheme 2021**

An employee stock option scheme has been approved for issue of options to eligible employees (as defined therein) pursuant to the resolution passed by our Board on December 12, 2021 and by our Shareholders on February 24, 2022 (the "**ESOP Scheme 2021**").The ESOP Scheme 2021 will be administered by the NRC Committee. The objectives of the ESOP Scheme 2021 include: i) creating sense of ownership of the business to the employees; (ii) driving performance of employees; (iii) attracting premium talent to join the Company; (iv) sharing of risk between employees and the Shareholders; (v) retention of key talent within the Company; (vi) commonality of interest between employees and shareholders; and (vii) wealth creation and sharing with employees.

Under the ESOP Scheme 2021, the Board and/or the NRC Committee is authorised to issue Equity Shares of the Company pursuant to exercise of options granted under the ESOP Scheme 2021 not exceeding 13,000,000 Equity Shares (i.e. 5.02% of the diluted equity share capital of the Company as on the date of implementation of ESOP Scheme 2021) to the eligible employees in one or more tranches, from time to time. During any one year, no employee shall be granted options equal to or exceeding 1% of the issued share capital excluding outstanding warrants and conversions of the Company at the time of grant of options, unless an approval of the Shareholders of the Company is taken by way of special resolution in a general meeting. The options granted to each employee pursuant to the ESOP Scheme 2021 shall be exercisable into not less than 1000 Equity Shares, (number of shares can be lower than 1000 shares in the application of exercise if the eligible shares available for exercise are less than 1000), with each such option issued being eligible for allotment into one Equity Share in accordance with the terms and conditions as may be decided under ESOP Scheme 2021.

As on date of this Draft Red Herring Prospectus, no options have been granted under the ESOP Scheme 2021.

# OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to [●] Equity Shares of face value of ₹ 10 each, aggregating up to ₹ 15,000 million, by our Company, and an Offer for Sale of up to 5,000,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. For further details, please see the section entitled "*The Offer*" on page 63.

## Offer for Sale

The Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their proportion of Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details in relation to the Selling Shareholders, please see the section entitled "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 343.

## The Fresh Issue

### *Requirement of funds*

Our Company proposes to utilise the Net Proceeds towards funding of the following objects:

1. Funding capital expenditure for setting up of a 2,000 MW integrated solar cell and solar module manufacturing facility at plot no. A-10, SIPCOT Industrial Complex, Gangaikondan, District Tirunelveli 627 352, Tamil Nadu ("**Project Site**"), by our Company, through its wholly owned Subsidiary, VSL Green Power Private Limited (the "**Proposed Project**"); and

2. General corporate purposes.

(collectively, referred to herein as the "**Objects**").

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, which include, *inter alia*, enhancement of our Company's visibility and brand image, and creation of a public market for the Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds.

## Net Proceeds

The details of the proceeds from the Fresh Issue are summarised in the following table:

| Particulars | Estimated amount (₹ in million) |
|---|---|
| Gross Proceeds of the Fresh Issue(1) | 15,000 |
| (Less) Offer related expenses in relation to the Fresh Issue(2)(3) | [●] |
| **Net Proceeds(1)(2)(3)** | **[●]** |

*(1) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the amount raised from the Pre-IPO Placement and the minimum Offer size shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company, in compliance with Rule 19(2)(b) of the SCRR. The proceeds from such Pre-IPO Placement will be accordingly deducted from the Net Proceeds.*

*(2) Estimated. The Offer related expenses shall vary depending upon the final Offer Size and the allotment of Equity Shares.*

*(3) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. For further details on Offer Expenses, see "Objects of the Offer – Offer Expenses" on page 108.*

## Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided in the following table:

| Particulars | Amount* (₹ in million) |
|---|---|
| Funding capital expenditure for setting up of the Proposed Project | 12,388.03(1) |
| General corporate purposes(2) | [●] |
| **Total** | **[●]** |

* *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the amount raised from the Pre-IPO Placement and the minimum Offer size shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company, in compliance with Rule 19(2)(b) of the SCRR. The proceeds from such Pre-IPO Placement will be accordingly deducted from the Net Proceeds.*

*(1) The total project cost is ₹12,443.87 million, out of which ₹55.84 million has been deployed, out of internal accruals, towards the Proposed Project as on February 28, 2022. For further details, please see the section entitled "Objects of the Offer – Details of the Objects – Funding capital expenditure for the Proposed Project – Estimated project cost" on page number 100.*

*(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds.*

**Proposed schedule of implementation and deployment of Net Proceeds**

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as follows:

*(₹ in million)*

| Particulars | Total estimated cost | Amount to be funded from the Net Proceeds | Estimated deployment of the Net Proceeds |
|---|---|---|---|
| | | | Fiscal 2023 |
| Funding capital expenditure for setting up of the Proposed Project[(1)] | 12,443.87[(2)] | 12,388.03[(3)] | 12, 388.03 |
| General corporate purposes[(4)] | [●] | [●] | [●] |
| **Total** | **[●]** | **[●]** | **[●]** |

[(1)] *For details of amounts already deployed towards the Proposed Project, please see the section entitled "Objects of the Offer – Details of the Objects – Funding capital expenditure for the Project Cost –Amount deployed for the Proposed Project" on page 106.*

[(2)] *Total estimated cost of the Proposed Project is ₹ 12,443.87 million, as certified by Shristi Projects Private Limited in the Appraisal Report.*

[(3)] *The estimated cost of the Proposed Project is ₹12,443.87 million, out of which ₹55.84 million has been deployed, out of internal accruals, towards the Proposed Project as on February 28, 2022. For further details, please see the section entitled "Objects of the Offer – Details of the Objects – Funding capital expenditure for the Proposed Project – Estimated project cost" on page number 100.*

[(4)] *To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, current and valid quotations from suppliers, and other commercial and technical factors, as certified by Shristi Projects Private Limited in the Appraisal Report. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, including changes in design or configuration of the project, incremental pre-operative expenses and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met, due to the reasons stated above, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding other existing objects of the Fresh Issue, if required, and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Net Proceeds in accordance with the SEBI ICDR Regulations. For details on risks involved, please see the section entitled "*Risk Factors - Any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations*" on page 51.

In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/or availing additional borrowings.

**Means of finance**

We propose to meet the requirement of funding towards the Objects entirely out of the Net Proceeds and hence, no amount is proposed to be raised through any other means of finance. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing internal accruals, as prescribed under Regulation 7(1)(e) of the SEBI ICDR Regulations and Paragraph 9(C)(1) of Part A of Schedule VI.

**Details of the Objects**

**I. Funding capital expenditure for the Proposed Project**

In line with our continued focus on strategic growth opportunities, our Company proposes to utilise a portion of the Net Proceeds, amounting to ₹ 12,388.03 million, for setting up of an integrated solar cell and solar module manufacturing facility, with an annual production capacity of 2,000 MW, through its wholly owned Subsidiary, VSL Green Power Private Limited at the State Industries Promotion Corporation of Tamil Nadu ("**SIPCOT**") Industrial Park, located at plot no. A-10, SIPCOT Industrial Complex, Gangaikondan, District Tirunelveli 627 352, Tamil Nadu. This project is expected to be completed by the fourth quarter of Fiscal 2023, and the trial runs and commercial production from the enhanced manufacturing facility is expected to be completed in the first or second quarter of Fiscal 2024.

We have been operating in the business of solar PV module technologies for the last 12 years, and further intend to foray into the manufacturing of solar cells, with the establishment of the Proposed Project. We intend to expand our operating margin by achieving the proposed backward integration and manufacturing high quality solar cells in a cost-effective manner. This strategy, amongst others, may also mitigate the impact of the basic customs duty of 25% on imported solar cells imposed by the GoI with effect from

April 1, 2022. For further details in relation to our business operations and strategic expansion plans, please see the section entitled "*Our Business*" on page 175.

The investment by our Company in VSL Green Power Private Limited, towards funding the Proposed Project, is proposed to be undertaken in the form of equity or debt or a combination of both or in any other manner as may be mutually decided. The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus.

Shristi Projects Private Limited has been appointed for evaluation of setting up of the Proposed Project. The Apraisal Report issued by Shristi Projects Private Limited, is based on independent review and verification related to existing manufacturing facilities, plants and machinery quotations, and land documents presented by our Company and VSL Green Power Private Limited, information and explanation thereto, personal visits to the existing manufacturing facility, physical inspection of the existing and under-operation machinery/equipment, review of facility related approvals needed, and management representations.

***Estimated project cost***

The total estimated cost of the Proposed Project is ₹ 12,443.87 million, as certified by Shristi Projects Private Limited, in the Appraisal Report. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. The detailed break-down of estimated cost is set forth below:

*(₹ in million)*

| BREAKDOWN OF ESTIMATED COST 2,000 MW INTEGRATED FACILITIES | | | | | |
|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Total estimated cost – 2,000 MW Module Facility** | **Total estimated cost – 2,000 MW Cell Facility** | **Amount deployed as of February 28, 2022*** | **Amount proposed to be funded from Net Proceeds** |
| 1. | Land and site development | 25.03 | 20.02 | 45.05 | - |
| 2. | Building and civil works | 903.09 | 650.95 | - | 1,554.04 |
| 3. | Plant, machinery, equipment and utilities | 2,248.40 | 7,793.57 | - | 10,041.97 |
| 4. | Miscellaneous fixed assets | 307.86 | 84.87 | - | 392.73 |
| 5. | Pre-operative expenses, and other miscellaneous expenses | 153.69 | 256.39 | 10.79 | 399.29 |
| | **Total** | **3,638.07** | **8,805.80** | **55.84** | **12,388.03** |

***Notes:***

**As certified by Singhi & Co., Chartered Accountants, Statutory Auditor of our Company, pursuant to the certificate dated March 22, 2022.*

1. *Customs duty on import of equipment not considered above in view of MOOWR/EPCG scheme of GOI which allows duty free import of capital goods, subject to meeting applicable eligibility criteria.*
2. *'Land and site development' includes cost of land and site preparation for civil construction.*
3. *'Plant, machinery, equipment and utilities' includes supply and installation.*
4. *'Pre-operative expenses, and other miscellaneous expenses' include preliminary and pre-operative expenses like travelling, approvals, administrative, trial run, certification cost, insurance, etc.*
5. *Exchange rate of INR 75 per USD and INR 85 per EURO have been considered.*

*Land and site development*

The Proposed Project shall be set-up on a land leased by VSL Green Power Private Limited for a period of 99 years, pursuant to the lease deed dated February 25, 2022. The Project Site admeasures 45 acres, and is located at plot no. A-10, SIPCOT Industrial Complex, Gangaikondan, District Tirunelveli 627 352, Tamil Nadu. Given that this is a part of the SIPCOT industrial park, a 'conversion of land use' approval shall not be required as it already falls under the industrial zone. Further, no component of the Net Proceeds shall be incurred or utilised towards cost of procurement of land and certain other miscellaneous expenses for the Proposed Project. This being an industrial area developed by SIPCOT, we believe that the basic infrastructure facilities required for the purposes of setting up the Proposed Project, such as power supply, water supply and road networks, shall be available.

Further, pursuant to the memorandum of understanding ("**MOU**") entered into between our Company and the Government of Tamil Nadu ("**GoTN**") dated July 20, 2020, GoTN has agreed to provide necessary infrastructural and regulatory support to our Company. This shall be in the nature of uninterrupted power supply, single window facilitation as per the Tamil Nadu Business Facilitation Act, 2018, on filing the necessary application through the online portal www.tnswp.com, etc. The MOU is not legally binding on the parties, and support shall be provided by GoTN on a best-efforts basis.

*Building and civil works*

The Proposed Project will be spread over an area of approximately 45 acres, comprising different buildings, namely solar cell manufacturing building, solar module manufacturing building, central raw material store, central finished goods store, administrative building and supporting utilities buildings like gas yard, chemical yard, deionised water generation unit, wastewater treatment unit, electrical yard, etc.

The specifications of different buildings are proposed to be as provided in the table below, and would be finalised based on the final architectural plans:

| **Building Name** | **Building Type** | **Area (in sq. ft.)** |
|---|---|---|
| Solar cell manufacturing | Pre-engineered building | 200,000 |

| Building Name | Building Type | Area (in sq. ft.) |
|---|---|---|
| Solar module manufacturing | Pre-engineered building | 207,000 |
| Central raw materials and finished goods store | Pre-engineered building | 278,000 |
| Administrative building, etc. | Concrete (G+1) | 15,250 |

Apart from the above, certain buildings for specialty utilities are also proposed to be constructed, such as:

(i) Specialty gas yard: To store gases like silane, ammonia, nitrous oxide, etc.

(ii) Bulk gas yard: To store nitrogen and oxygen.

(iii) Chemical room: To store chemicals like nitric acid, potassium hydroxide, hydrochloric acid, etc.

(iv) Waste-water treatment plant: Effluent treatment plant to reduce the concentration of alkaline and acidic stream of water coming from various processes.

(v) Pure water station: To convert raw water into ultra-pure water required for various processes.

(vi) Electrical switch yard: To stepdown the 110 KV line to 11 KV.

The Proposed Project shall be designed taking into consideration the local regulations and workplace safety. The total estimated cost for infrastructure and civil construction work in relation to the 2,000 MW module manufacturing facility is ₹ 903.09 million, and in relation to the 2,000 MW cell manufacturing facility is ₹ 650.95 million. For further details in relation to the estimated cost of such civil works, please refer to the table entitled "*– Detailed Break-Up of the Estimated Cost to Set Up 2,000 MW Module Manufacturing Facility*" and "*– Detailed Break-Up of the Estimated Cost to Set Up 2,000 MW Cell Manufacturing Facility*" below.

*Plant, machinery, equipment and utilities*

A list of plant, machinery and equipment required to be installed in the Proposed Project, that we intend to fund from the Net Proceeds, along with details of the quotations we have received in this respect, are as provided in the table below. As on the date of this Draft Red Herring Prospectus, we have not placed any orders for plant, machinery, equipment, etc. to be used at the Proposed Project. No second-hand or used machinery is proposed to be purchased out of the Net Proceeds. The details set out below are certified by Shristi Projects Private Limited in the Appraisal Report. The total estimated cost for plant, machinery, equipment and utilities in relation to the 2,000 MW module manufacturing facility is ₹ 2,248.40 million, and in relation to the 2,000 MW cell manufacturing facility is ₹ 7,793.57 million. For further details in relation to the estimated cost of such plant, machinery, equipment and utilities, please refer to the table entitled "*– Detailed Break-Up of the Estimated Cost to Set Up 2,000 MW Module Manufacturing Facility*" and "*– Detailed Break-Up of the Estimated Cost to Set Up 2,000 MW Cell Manufacturing Facility*" below. The estimated costs included in the list below may be subject to variations, should the suppliers, vendors or contractors revise the quotations upon expiry of the validity period, or based on the prevalent market conditions.

*Miscellaneous fixed assets*

We intend to procure miscellaneous fixed assets for the purposes of the Proposed Project, and anticipate incurring expenses approximately amounting to ₹ 307.86 million in relation to the 2,000 MW module manufacturing facility, and ₹ 84.87 million in relation to the 2,000 MW cell manufacturing facility. The fixed assets to be procured include locker, forklift, apron, pallet truck, jigs, dock leveller, software, etc. For further details in relation to the estimated cost of such miscellaneous fixed assets, please refer to the table entitled "*– Detailed Break-Up of the Estimated Cost to Set Up 2,000 MW Module Manufacturing Facility*" and "*– Detailed Break-Up of the Estimated Cost to Set Up 2,000 MW Cell Manufacturing Facility*" below.

*Pre-operative expenses and other miscellaneous expenses*

We anticipate incurring expenses for various pre-operative and preliminary activities in relation to setting up of the Proposed Project, such as travelling to and from the Project Site, obtaining approvals for setting up of the Proposed Project, administrative processes, trial runs, certification cost, insurance, etc. The total estimated cost for such miscellaneous expenses in relation to the 2,000 MW module manufacturing facility is ₹ 153.69 million, and in relation to the 2,000 MW cell manufacturing facility is ₹ 256.39 million. As on February 28, 2022, a total amount of ₹ 10.79 million has already been deployed by our Company, on a consolidated basis, towards pre-operative and other miscellaneous expenses in relation to the Proposed Project, funded from our internal accruals. Such costs already incurred shall not be funded from the Net Proceeds. For further details in relation to the estimated cost of miscellaneous expenses, please refer to the table entitled "*– Detailed Break-Up of the Estimated Cost to Set Up 2,000 MW Module Manufacturing Facility*" and "*– Detailed Break-Up of the Estimated Cost to Set Up 2,000 MW Cell Manufacturing Facility*" below.

The detailed break-up of the estimated cost for setting up the 2,000 MW integrated module and cell manufacturing facilities is given below:

| DETAILED BREAK-UP OF THE ESTIMATED COST TO SET UP 2,000 MW MODULE MANUFACTURING FACILITY | | | | | |
|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Estimated cost (₹ in million)*** | **Name of Supplier/Vendor/Contractor** | **Date of Quotation**** | **Validity** |
| **BUILDING AND CIVIL WORKS** | | | | | |
| 1. | Infrastructure and civil construction include factory shed/building, covered utilities, finished goods and raw materials warehouses, flooring, fire safety equipment, plumbing and other office/administrative/medical/canteen buildings | 903.09 | Nirman Consultants Private Limited | February 16, 2022 | 180 days |
| **PLANT, MACHINERY, EQUIPMENT AND UTILITIES** | | | | | |
| **(A) Mainline Processing** | | | | | |
| 2. | Stringer, laminator, dry screw vacuum pump, solar simulator, auto-bussing and laser cutter | 832.55 | Wuxi Autowell Supply Chain Management Co., LTD. | February 20, 2022 | 180 days |
| | | | Jinchen Machinery Co., LTD. | February 18, 2022 | 180 days |
| | | | Gsola Power Co., LTD. | February 21, 2022 | 180 days |
| | | | Busch Vacuum India Private Limited | December 1, 2021 | June 30, 2022 |
| **(B) Automation** | | | | | |
| 3. | Automation, conveyorization and equipment | 374.96 | Jinchen Machinery Co., LTD. | February 18, 2022 | 180 days |
| 4. | Stay, inland transportation, loading and unloading cost | 258.25 | As per estimates*** | | |
| **(C) Utilities and Others** | | | | | |
| 5. | R & D equipment | 80.48 | Shanghai Zhiwei Environmental Technology Co., LTD. | February 21, 2022 | 120 days |
| 6. | QC equipment | | | | |
| 7. | Engineering design and consultancy – MEP | 5.91 | UHP Technologies Private Limited | February 21, 2022 | July 31, 2022 |
| 8. | Clean room infrastructure (including heating, ventilation and air conditioning works (HVAC) – chiller, cooling tower, vacuum pump, HU piping valve, AC and compressed network and clean room equipment | 460.15 | Nirman Consultants Private Limited | February 16, 2022 | 180 days |
| 9. | Electrical works (including transformer, panels, earthing, point wire lightings, submains and circuit wiring, fixtures, compressor, accessory and piping, DG set, etc.) | | Nirman Consultants Private Limited | February 16, 2022 | 180 days |
| 10. | UPS @600KVA, battery bank + racks @600KVA | 64.53 | Fuji Electric Consul Neowatt Private Limited | February 17, 2022 | 180 days |
| 11. | Compressed air system | 83.07 | UHP Technologies Private Limited | February 21, 2022 | July 31, 2022 |
| 12. | IT infrastructure | 88.50 | UHP Technologies Private Limited | February 21, 2022 | July 31, 2022 |
| | **(A)+(B)+(C)** | **2,248.40** | | | |
| **MISCELLANEOUS FIXED ASSETS** | | | | | |
| 13. | Locker, forklift, apron, pallet truck, jigs, dock leveller, software, etc. | 307.86 | Nirman Consultants Private Limited | February 16, 2022 | 180 days |
| **PRE-OPERATIVE EXPENSES, AND OTHER MISCELLANEOUS EXPENSES** | | | | | |

| DETAILED BREAK-UP OF THE ESTIMATED COST TO SET UP 2,000 MW MODULE MANUFACTURING FACILITY | | | | | |
|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Estimated cost (₹ in million)*** | **Name of Supplier/Vendor/Contractor** | **Date of Quotation**** | **Validity** |
| 14. | Includes preliminary and pre-operative expenses like travelling, approvals, administrative, trial run, certification cost, insurance, etc. | 153.69 | As per estimates*** | | |
| | **TOTAL** | **3,613.04** | | | |

***Notes:***

** (i) All estimates are inclusive of additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, taxes and other government levies, as applicable. (ii) Customs duty on import of equipment is not considered above in view of MOOWR/EPCG scheme of GOI which allows duty free import of capital goods, subject to meeting applicable eligibility criteria. (iii) Exchange rate of INR 75 per USD and INR 85 per EURO have been considered.*

***Reflective of extensions received, as may be applicable.*

****Based on reasonable estimates of past project expenses of similar nature in past years.*

| DETAILED BREAK-UP OF THE ESTIMATED COST TO SET UP 2,000 MW CELL MANUFACTURING FACILITY | | | | | |
|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Estimated cost (₹ in million)*** | **Name of Supplier/Vendor/Contractor** | **Date of Quotation**** | **Validity** |
| **BUILDING AND CIVIL WORKS** | | | | | |
| 1. | Infrastructure and civil construction, including factory shed/building, covered utilities, finished goods and raw materials warehouses, flooring, fire safety equipment, plumbing and other office/administrative/medical/canteen buildings | 650.95 | Nirman Consultants Private Limited | February 16, 2022 | 180 days |
| **PLANT, MACHINERY, EQUIPMENT AND UTILITIES** | | | | | |
| **(A) Solar Cell Manufacturing Equipment** | | | | | |
| 2. | Etching, texturing and automation, diffusion, SE laser, pre-annealing and automation, PSG edge removal, alkaline polish and automation, SiNX coating, AIOx+SiNX coating, LCO laser, printing line, firing and regeneration, automation – diffusion + front PECVD + back PECVD | 4,164.68 | S.C. New Energy Technology Corporation | January 2, 2022 | July 1, 2022 |
| | | | Centrotherm International AG | February 16, 2022 | 180 days |
| | | | Wuhan DR Laser Technology Corp., Ltd. / NMTronics India Private Limited | February 25, 2022 | 180 days |
| | | | Maxwell Automation Equipment Corp. | February 20, 2022 | 180 days |
| | | | Robo Technik Intelligent Technology Co., LTD. | February 25, 2022 | 180 days |
| **(B) Auxiliary Equipment** | | | | | |
| 3. | Auxiliary equipment, incoming wafer inspection, microcrack inspection, meteorology tools, design and engineering, etc. | 268.68 | S.C New Energy Technology Corporation | January 2, 2022 | July 1, 2022 |
| | | | GP Solar GmbH | February 17, 2022 | 180 days |
| | | | Semilab Semiconductor Physics Laboratory Co., LTD. | February 21, 2022 | June 30, 2022 |
| | | | Four Dimensions, Inc. | February 22, 2022 | 180 days |
| | | | Labindia Instruments Private Limited | February 16, 2022 | August 15, 2022 |
| | | | Geo Informatics Consultants Private Limited | February 18, 2022 | 180 days |
| | | | Agilent Technologies Singapore (Sales) Pte. Ltd. | February 21, 2022 | 90 days |
| | | | Sinton Consulting Inc. DBA Sinton Instruments | February 22, 2022 | 180 days |
| | | | UHP Technologies Private Limited | February 21, 2022 | 180 days |
| **(C) Utilities** | | | | | |
| 4. | Utility and HVAC, electrical, UPS, IT infrastructure | 3,360.21 | UHP Technologies Private Limited | February 21, 2022 | July 31, 2022 |
| | | | Nirman Consultants Private Limited | February 16, 2022 | 180 days |
| | | | Fuji Electric Consul Neowatt Private Limited | February 17, 2022 | 180 days |
| | **(A)+(B)+(C)** | **7,793.57** | | | |
| **MISCELLANEOUS FIXED ASSETS** | | | | | |
| 5. | Locker, forklift, apron, pallet truck, jigs, dock leveller, software, etc. | 84.87 | Nirman Consultants Private Limited | February 16, 2022 | 180 days |
| **PRE-OPERATIVE EXPENSES, AND OTHER MISCELLANEOUS EXPENSES** | | | | | |

| DETAILED BREAK-UP OF THE ESTIMATED COST TO SET UP 2,000 MW CELL MANUFACTURING FACILITY | | | | | |
|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Estimated cost (₹ in million)*** | **Name of Supplier/Vendor/Contractor** | **Date of Quotation**** | **Validity** |
| 6. | Includes preliminary and pre-operative expenses like travelling, approvals, administrative, trial run, certification cost, insurance, etc. | 256.39 | As per estimates*** | | |
| | **TOTAL** | **8,785.78** | | | |

***Notes:***

**(i) All estimates are inclusive of additional costs including freight, installation and commissioning costs, transportation costs, packaging and forwarding costs, insurance, taxes and other government levies, as applicable. (ii) Customs duty on import of equipment is not considered above in view of MOOWR/EPCG scheme of GOI which allows duty free import of capital goods, subject to meeting applicable eligibility criteria. (iii) Exchange rate of INR 75 per USD and INR 85 per EURO have been considered.*

***Reflective of extensions received, as may be applicable.*

****Based on reasonable estimates of past project expenses of similar nature in past years.*

*Amount deployed for the Proposed Project*

As on February 28, 2022, a total amount of ₹ 55.84 million has already been deployed by our Company, on a consolidated basis, in relation to the Proposed Project, funded from our internal accruals. Accordingly, the costs incurred in leasing the Project Site, and certain miscellaneous expenses in relation to the Proposed Project, shall not be funded from the Net Proceeds. For further details in relation to the amounts already deployed by our Company, on a consolidated basis, towards the Proposed Project, please refer to the table below, as certified by Singhi & Co., Chartered Accountants, Statutory Auditor of our Company, pursuant to the certificate dated March 22, 2022.

*(₹ in million)*

| S. No. | Particulars | Amount deployed as of February 28, 2022 | Source of funds |
|---|---|---|---|
| 1. | Land and site development | 45.05* | Internal accruals |
| 2. | Building and civil works | Nil | - |
| 3. | Plant, machinery, equipment and utilities | Nil | - |
| 4. | Miscellaneous fixed assets | Nil | - |
| 5. | Pre-operative expenses and other miscellaneous expenses | 10.79 | Internal accruals |
| | **Total** | **55.84** | **Internal accruals** |

**Towards acquisition of land on a leasehold basis.*

*Proposed schedule of implementation*

We believe that we shall be able to achieve completion of the Proposed Project in Fiscal 2023, and complete trial runs and commence commercial production from the integrated manufacturing facility in the first or second quarter of Fiscal 2024. The detailed expected schedule of implementation for the Proposed Project, as certified by Shristi Projects Private Limited in the Appraisal Report, is provided in the table below:

| SCHEDULE OF IMPLEMENTATION – 2,000 MW CELL FACILITY | | | |
|---|---|---|---|
| **S. No.** | **Activity** | **Date of Commencement** | **Date of Completion** |
| 1. | Appointment of various designers, engineers, contractors, consultants, etc. | October 2021 | March 2022 |
| 2. | Preparation / approval of designs, drawings, etc. | October 2021 | April 2022 |
| 3. | Acquisition of land and site development | October 2021 | March 2022 |
| 4. | Civil works | April 2022 | January 2023 |
| 5. | Placement of orders for plant and machinery and other ancillary and auxiliary equipment | April 2022 | November 2022 |
| 6. | Installation / implementation of plant and machinery and the ancillary and auxiliary equipment | November 2022 | March 2023 |
| 7. | Trial runs and commercial production from the enhanced manufacturing facility | First / second Quarter of Fiscal 2024 | |

***Note**: The above timelines with respect to the implementation are as planned and indicative; and are dependent on funding timeline from the Net Proceeds.*

| SCHEDULE OF IMPLEMENTATION – 2,000 MW MODULE FACILITY | | | |
|---|---|---|---|
| **S. No.** | **Activity** | **Date of Commencement** | **Date of Completion** |
| 1. | Appointment of various designers, engineers, contractors, consultants, etc. | October 2021 | March 2022 |
| 2. | Preparation / approval of designs, drawings, etc. | October 2021 | April 2022 |
| 3. | Acquisition of land and site development | October 2021 | March 2022 |
| 4. | Civil works and utilities | April 2022 | November 2022 |
| 5. | Placement of orders for plant and machinery and other ancillary and auxiliary equipment | April 2022 | November 2022 |
| 6. | Installation / implementation of plant and machinery and the ancillary and auxiliary equipment | November 2022 | March 2023 |
| 7. | Trial runs and commercial production from the enhanced manufacturing facility | First / second Quarter of Fiscal 2024 | |

***Note**: The above timelines with respect to the implementation are as planned and indicative; and are dependent on funding timeline from the Net Proceeds.*

For details in relation to possible risks associated with not meeting the expected schedule of implementation for the Proposed Project, please refer to the section entitled "*Risk Factors – Our success depends on our ability to build new manufacturing plants and add production lines in a cost-effective manner, both of which are subject to risks and uncertainties*" on page 25.

*Pollution control and effluent treatment*

As per the notification issued by issued by Tamil Nadu Pollution Control Board, dated August 2, 2016, the solar module sector has been categorised in the "white category", and does not require any environmental approvals. However, as per this notification, the solar cell sector has been categorised in the "red category". Therefore, environmental approvals would be applicable, and required to be obtained, for manufacturing of solar cells. Our Company intends to set up the Proposed Project as a 'zero liquid discharge' ("**ZLD**") facility to comply with the SIPCOT guidelines.

*Government approvals*

The necessary approvals and clearances, as listed in the tables below, shall be required to be obtained from the competent authorities from time to time in relation to the Proposed Project, as and when required. VSL Green Power Private Limited has filed applications with the relevant authorities for seeking all initial approvals indicated in the table entitled "*Pre-Establishment*". These applications were filed through the Tamil Nadu single window clearance system on the website of the Government of Tamil Nadu, at www.tnswp.com, as per Tamil Nadu Business Facilitation Act, 2018. We expect to obtain these pre-establishment approvals prior to commencement of the construction activities in relation to the Proposed Project.

The detailed list of government approvals required for the Proposed Project, at the stages prior to commencement of civil construction, as certified by Shristi Projects Private Limited in the Appraisal Report, is provided in the table below:

Pre-Establishment

| **PRE-ESTABLISHMENT (BEFORE START OF CIVIL CONSTRUCTION)** | | | |
|---|---|---|---|
| **S. No.** | **Authority** | **Compliance Requirement** | **Date of application** |
| 1. | Directorate of Industrial Safety and Health | Application for permission to construct, extend or take into use any building as a factory | February 28, 2022 |
| 2. | Tamil Nadu Pollution Control Board | Consent to establish | February 28, 2022 |
| 3. | Department of Public Health and Preventive Medicine | No objection certificate for building plan and installation | February 26, 2022 |
| 4. | Fire and Rescue Services Department | No objection certificate for multi-storied buildings | February 26, 2022 |
| 5. | Directorate of Town and Country Planning | Planning permission for building | February 28, 2022 |
| 6. | Directorate of Industrial Safety and Health | Registration of establishments employing building and other construction workers | February 28, 2022 |

Further, VSL Green Power Private Limited shall file necessary applications with the relevant authorities for obtaining all final approvals, as applicable, at the relevant stages as indicated in the below table entitled "*Pre-Operation*". In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For further details on the pending applications in relation to the Proposed Project, please see the sections entitled "*Government and Other Approvals*" and "*Risk Factors – We are required to maintain certain licenses, approvals, registrations, consents and permits in the ordinary course of business*" on pages 341 and 28, respectively.

The detailed list of government approvals required for the Proposed Project, at the stages prior to commissioning, as certified by Shristi Projects Private Limited in the Appraisal Report, is provided in the table below:

Pre-Operation

| **PRE-OPERATION (BEFORE COMPLETION / COMMISSIONING)** | | | |
|---|---|---|---|
| **S. No.** | **Authority** | **Compliance Requirement** | **Date of application** |
| 1. | Fire and Rescue Services Department | Compliance certificate for multi-storied building | To be determined upon completion of establishment |
| 2. | Tamil Nadu Pollution Control Board | Consent to operate | To be determined upon completion of establishment |
| 3. | Fire and Rescue Services Department | Fire license for multi-storied buildings | To be determined upon completion of establishment |
| 4. | Tamil Nadu Generation and Distribution Corporation Limited | High tension – new power connection | To be determined upon completion of establishment |
| 5. | Gangaikondan Panchayat | Issue of trade license | To be determined upon completion of establishment |

## II. General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include debt management, strategic initiatives, ordinary business purposes, funding growth opportunities, including acquisitions and meeting exigencies, brand building, meeting expenses incurred by our Company for strengthening of our manufacturing and corporate capabilities, etc., as may be applicable.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any.

### Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The Offer related expenses primarily include fees payable to the Book Running Lead Managers and legal counsel, advisors, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to the Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Bank(s)' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than (i) listing fees, expenses for any corporate advertisements (not including expenses relating to marketing and advertisements undertaken in connection with the Offer) and audit fee for audit of the financial statements as required for the purposes of inclusion in the Offer Documents which shall be borne solely by the Company; and (ii) fees for counsel to the Selling Shareholders, which shall be solely borne by the respective Selling Shareholders, all other fees and expenses relating to the Offer shall be shared among the Company and each of the Selling Shareholders in proportion to the number of Equity Shares offered by the Company through the Fresh Issue and the Offered Shares sold by the Selling Shareholders in the Offer, in accordance with the Applicable Laws. The Company will advance the cost and expenses of the Offer and will be reimbursed by the Selling Shareholders for their respective proportion of such costs and expenses. In the event that the Offer is withdrawn or abandoned for any reason or the Offer is not successfully completed, all costs, charges, fees and expenses in relation to the Offer shall be shared by the Company and Selling Shareholders on a *pro-rata* basis.

The estimated Offer related expenses are as under:

| **Activity** | **Estimated expenses(1) (in ₹ million)** | **As a % of the total estimated Offer expenses(1)** | **As a % of the total Offer size(1)** |
|---|---|---|---|
| Book Running Lead Managers' fees | [●] | [●] | [●] |
| Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs (2)(3)(4)(5) | [●] | [●] | [●] |
| Fees payable to the Registrar to the Offer | [●] | [●] | [●] |
| Fees payable to advisors and consultants to the Offer: | | | |
| - Auditors | [●] | [●] | [●] |
| - Independent Chartered Accountant | [●] | [●] | [●] |
| - Industry expert | [●] | [●] | [●] |
| Others | | | |
| - Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses | [●] | [●] | [●] |
| - Printing and stationery | [●] | [●] | [●] |
| - Advertising and marketing expenses | [●] | [●] | [●] |
| - Fee payable to legal counsels | [●] | [●] | [●] |
| - Miscellaneous | [●] | [●] | [●] |
| **Total estimated Offer expenses** | [●] | [●] | [●] |

(1) *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price*

(2) *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders, which are directly procured and uploaded by the SCSBs, would be as follows:*

| | |
|---|---|
| *Portion for Retail Individual Bidders** | *[●]% of the Amount Allotted* (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders** | *[●]% of the Amount Allotted* (plus applicable taxes)* |
| *Eligible Employees** | *[●]% of the Amount Allotted* (plus applicable taxes)* |

*[*]Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(3) *No additional uploading / processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the Bid cum Application Forms directly procured by them.*

*Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

| | |
|---|---|
| *Portion for Retail Individual Bidders* | *₹[●] per valid Bid cum Application Form (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders* | *₹[●] per valid Bid cum Application Form (plus applicable taxes)* |
| *Eligible Employees* | *₹[●] per valid Bid cum Application Form (plus applicable taxes)* |

(4) *The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:*

| | |
|---|---|
| *Sponsor Bank(s)* | *₹[●] per valid Bid cum Application Form[*] (plus applicable taxes)*<br><br>*The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.* |

**For each valid application*
*The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.*

(5) *Selling commission on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

| | |
|---|---|
| *Portion for Retail Individual Bidders[*]* | *[●]% of the Amount Allotted[*] (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders[*]* | *[●]% of the Amount Allotted[*] (plus applicable taxes)* |
| *Eligible Employees** | *[●]% of the Amount Allotted[*] (plus applicable taxes)* |

*[*]Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

**Interim use of Net Proceeds**

Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

**Appraising entity**

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

**Bridge financing facilities**

As on date of this Draft Red Herring Prospectus, our Company has not raised any bridge loans from any bank or financial institution, which are proposed to be repaid from the Net Proceeds. However, prior to filing of the Red Herring Prospectus, subject to market conditions and commercial considerations, our Company may avail an amount not exceeding ₹ 2,300 million from certain lenders, solely for investment in its Subsidiary, namely VSL Green Power Private Limited. This amount, if raised, shall be utilized by VSL Green Power Private Limited solely for the purposes of setting up of the Proposed Project. If any such borrowings are availed, our Company would repay or prepay, as may be applicable, the principal outstanding amount from the Net Proceeds. Further, any interest payments, overheads or ancillary payments to be made shall be funded out of our internal accruals.

**Monitoring of utilisation of funds**

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency prior to filing of the Red Herring Prospectus. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis with all applicable expense heads, until such time as the Net Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our consolidated financial statements. Pursuant to Regulation 32(3) and Part C of Schedule II of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the Fresh Issue; and (ii) details of category wise variations in the actual utilisation of the Fresh Issue. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Our Company will disclose and continue to disclose, the utilisation of the Net Proceeds, including interim use, under a separate head in our balance sheet for such Financial Years as required under applicable law, clearly specifying the purposes for which the Net Proceeds have been utilized, till the time any part of the Net Proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Financial Years, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds. Further, on an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. The statement shall be certified by the statutory auditor of our Company and such certification shall be provided to the Monitoring Agency.

As our Company intends to utilize a portion of the Net Proceeds towards funding of the setting up of the Proposed Project, details pertaining to which, as and when the funding is undertaken, will be published on the website of our Company, and will be disclosed to the Stock Exchanges, in accordance with Regulation 30 and Part A of Schedule III, of the SEBI Listing Regulations.

**Variation in Objects**

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013, read with relevant rules. Pursuant to the Companies Act, the promoters and controlling shareholders of our Company, as at the time of such proposed variation, will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the provisions of the Companies Act and the SEBI ICDR Regulations.

**Other confirmations**

Except to the extent of the proceeds received pursuant to the Offer for Sale, none of our Promoters, Promoter Group, Directors, KMPs or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, Promoter Group, Directors, KMPs or Group Companies.

## BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the BRLMs, on the basis of the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price of the Price Band. Investors should also refer to the sections entitled "*Our Business*", "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Restated Consolidated Summary Statements*" and "*Summary of Restated Consolidated Summary Statements*" on pages 175, 24, 314, 250 and 65, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- one of the largest Indian solar module manufacturer with 2,500 MW (inclusive of trial production i.e. which is not yet commercially available) capacity having strong presence in domestic and international markets along with a large order book providing clear visibility on future growth;
- ability to provide EPC and O&M services as a supplemental value add to our solar PV module manufacturing business;
- strong brand recognition with an established track record;
- our business and operations are supported by macroeconomic factors and a favourable regulatory landscape;
- track record of being an early adopter in technology with manufacturing facilities based on global best practices; and
- robust financial performance backed by an experienced management team with an excellent track record.

For details, please see the section entitled "*Our Business – Our Key Strengths*" on page 177.

### Quantitative Factors

The information presented below relating to our Company is based on the Restated Consolidated Summary Statements for the six month period ended September 30, 2021 and for FY 2021, 2020 and 2019 prepared in accordance with Ind AS and the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations. For details, please see the section entitled "*Restated Consolidated Summary Statements*" on page 250.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

**(i) Basic and Diluted Earnings Per Share ("EPS"):**

| FY | Basic EPS (in ₹) | Diluted EPS (in ₹) | Weight |
|---|---|---|---|
| March 31, 2021 | 1.48 | 1.48 | 3 |
| March 31, 2020 | 0.86 | 0.86 | 2 |
| March 31, 2019 | 1.55 | 1.55 | 1 |
| **Weighted Average$** | 1.29 | 1.29 | |
| Six month ended September 30, 2021* | (0.73) | (0.73) | |

* *Basic EPS and Diluted EPS for the six month period ended September 30, 2021 are not annualized.*
$ *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights*

**NOTES***:*

1. *Basic and diluted earnings per Equity Share are computed in accordance with Ind AS 33 'Earnings per Share' prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with the requirement of SEBI ICDR Regulations.*
2. *Pursuant to a resolution passed by the Company's equity shareholders in the Extra –ordinary General Meeting held on December 8,2021, the Company has allotted 23,53,00,000 bonus equity shares of Rs.10 each in the ratio of 10 (ten) fully paid-up bonus share of the face value of Rs. 10 each for every existing 1 (one) fully paid-up equity share of the face value of Rs. 10 each held by the members as on December 4,2021, the Record Date as approved by the members at the aforesaid Extra –ordinary General Meeting, by capitalizing the sum of Rs. 53.33 Millions from the Capital Redemption Reserves, Rs. 567.88 Millions from the Securities Premium Account and Rs. 1,731.79 Millions from Retained Earnings/ Free Reserve of the Company. The impact of above bonus shares has been retrospectively considered for the Computation of Earnings Per Share as per the requirement of Ind AS-33.*
3. *Basic EPS = Net profit after tax for the period/year divided by weighted average number of ordinary shares outstanding during the period / year – basic*
4. *Diluted EPS = Net profit after tax for the period/year divided by weighted average number of ordinary shares outstanding during the period / year – diluted*
5. *Weighted average number of ordinary Shares is the number of shares outstanding at the beginning of the year adjusted by the number of shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.*
6. *Weighted Average basic and diluted EPS is a product of basic and diluted EPS and respective assigned weight, dividing the resultant by total aggregate weight. Weights applied have been determined by the management of the Company.*

**(ii) Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:**

| Particulars | P/E at the Floor Price (no. of times) | P/E at the Cap Price (no. of times) |
|---|---|---|
| Based on basic EPS for FY 2021 | [●] | [●] |
| Based on diluted EPS for FY 2021 | [●] | [●] |

**(iii) Return on Net worth ("RoNW")**

*As per Restated Consolidated Summary Statements:*

| FY | RoNW (%) | Weight |
|---|---|---|
| March 31, 2021 | 9.25% | 3 |
| March 31, 2020 | 6.19% | 2 |
| March 31, 2019 | 12.03% | 1 |
| **Weighted Average** | **8.69%** | |
| Six months ended September 30, 2021* | (4.86)% | |

**RoNW for the six month period ended September 30, 2021 is not annualized.*

**NOTES***:*

1. *RoNW=Restated Profit/ (loss) for the period/year divided by Net Worth.*
2. *'Net worth' is the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated Consolidated Summary Statements, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
3. *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNWx Weight) for each year/Total of weights.*

**(iv) Net Asset Value ("NAV") per share**

| FY/ Period ended | NAV (₹) |
|---|---|
| As on September 30, 2021 | 15.25 |
| As on March 31, 2021 | 16.05 |
| As on March 31, 2020 | 13.75 |
| As on March 31, 2019 | 13.13 |
| After the completion of the Offer | At the Floor Price: [●]<br>At the Cap Price: [●] |
| Offer Price | [●] |

**NOTES***:*

1. *Net Assets Value per equity share (Rs.): Net assets at the end of the respective periods divided by number equity shares outstanding at the end of respective periods after impact of Bonus shares as stated in (i) above. Net Assets means total assets minus total liabilities (excluding revaluation reserves).*

**(v) Comparison with listed industry peers**

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

**(vi) The Offer price is [●] times of the face value of the Equity Shares**

The Offer Price of ₹[●] has been determined by our Company in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Consolidated Summary Statements*" on pages 24, 175, 314 and 250 respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors - Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have a material adverse effect on the trading price of, and returns on, our Equity Shares, independent of our operating results*" on page 57 and you may lose all or part of your investment.

# STATEMENT OF TAX BENEFITS

**To**

**The Board of Directors,**
**Vikram Solar Limited**
'The Chambers', 8th Floor, 1865,
Rajdanga Main Road,
Kolkata – 700107, West Bengal

**Statement of Special Tax Benefits available to Vikram Solar Limited, its material subsidiary, namely Vikram Solar US Inc. and its shareholders**

1. We hereby confirm that the enclosed Annexures1, 2 and 3 (together, the "**Annexures**"), prepared by **Vikram Solar Limited** (the "**Company**"), provides the special tax benefits available to the Company, its material subsidiary, namely Vikram Solar US Inc. ("**Material Subsidiary**"), and to the shareholders of the Company as stated in those Annexures, under:

    i. the Income Tax Act, 1961 (the "Act") as amended by the Finance Act, 2021 applicable for the Financial Year 2021-22 relevant to the Assessment Year 2022-23, presently in force in India; and

    ii. the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable goods and services tax legislations, as promulgated by various states, Union Territories Goods and Services Tax Act, 2017 ("GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), as amended by the Finance Act 2021 applicable for the Financial Year 2021-22, Foreign Trade Policy 2015-20 ("FTP") as extended till March31, 2022 vide Notification 33/2015-2020 dated September 28, 2021 (unless otherwise specified) ("FTP"), presently in force in India.

    iii. in the case of Vikram Solar US Inc., the applicable tax regulations in force in the United States ("U.S. Tax Laws").

    The Act, the GST Acts, the Customs Act, the Tariff Act, the FTP, the U.S. Tax Laws, as defined above, are collectively referred to as the "Relevant Acts".

2. Several of these benefits are dependent on the Company, its Material Subsidiary or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Relevant Acts. Hence, the ability of the Company, its Material Subsidiary and/ or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions, which, based on business imperatives the Company or its Material Subsidiary faces in the future, the Company, its Material Subsidiary or its shareholders may or may not choose to fulfil. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated in the Annexures is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Initial Public Offer of equity shares of face value of Rs.10 each of the Company (the "Offer").

3. We do not express any opinion or provide any assurance as to whether:
    i. the Company, its Material Subsidiary or its shareholders will continue to obtain these benefits in future;
    ii. the conditions prescribed for availing the benefits have been / would be met with; and
    iii. the revenue authorities/courts will concur with the views expressed herein.

4. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company and its Material Subsidiary. We have relied upon the information and documents of the Company with respect to the business activities and operations of the Company and its Material Subsidiary being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein.

5. This certificate is addressed to Board of Directors and issued at specific request of the Company. This Statement (including Annexures 1, 2 & 3) is intended solely for your information and for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and any other material to be filed Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, West Bengal at Kolkata, where applicable, in connection with the Offer, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable

laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

**For Singhi & Co.**
**Chartered Accountants**
**ICAI Firm Registration No.: 302049E**

**Anurag Singhi**
Partner
Membership No.: 066274
UDIN: 22066274AFKFKZ4609
Place: Kolkata
Date: March 23, 2022

## ANNEXURE 1

## STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA – INCOME TAX ACT, 1961

Outlined below are the special tax benefits available to Vikram Solar Limited(the "Company") and its Shareholders under the Income Tax Act, 1961 (the "Act") as amended by the Finance Act, 2021 applicable for the Financial Year 2021-22 relevant to the Assessment Year 2022-23, presently in force in India.

### I. Special tax benefits available to the Company

a. As per section 115BAA of the Act, the Company has an option to pay income tax in respect of its total income at a concessional tax rate of 25.168% (including applicable surcharge and cess) subject to satisfaction of certain conditions with effect from Financial Year 2019-20 (i.e. Assessment Year 2020-21). Such option once exercised shall apply to subsequent assessment years. In such a case, the Company may not be allowed to claim any of the following deductions/exemptions:

   i. Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone
   ii. Deduction under clause (ii a) of sub-section (1) of section 32 (Additional depreciation)
   iii. Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
   iv. Deduction under sub-clause (ii) or sub-clause (ii a) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section(2AB) of section 35 (Expenditure on scientific research)
   v. Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
   vi. Deduction under section 35CCD (Expenditure on skill development)
   vii. Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M
   viii. No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above
   ix. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above

Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

The Company has not opted for the provisions of section 115BAA of the Act for the Assessment Year 2021-2022.

In case where a Company does not opt for the lower tax rate, the Company would be liable to pay tax @ 25%or 30% depending upon the prescribed turnover threshold (plus applicable surcharge and health and education cess) subject to Minimum Alternative Tax.

b. In accordance with and subject to the conditions specified under Section 80-IA of the Act, the Company is eligible for hundred percent deduction of the profits derived from generation of power where generation of power has begun on or before March 31, 2017.

In accordance with and subject to the conditions specified under Section 10 AA of the Act, the Company is eligible for deduction of certain percentage of export profit for the units established in Special Economic Zones (SEZ).

### II. Special tax benefits available to the Shareholders of the Company

There are no special tax benefits available to the Shareholders of the Company for investing in the shares of the Company.

Notes:

1. This Annexure is as per the Income Tax Act, 1961 as amended by the Finance Act, 2021 read with relevant rules, circulars and notifications applicable for the Financial Year 2021-22 relevant to the Assessment Year 2022-23, presently in force in India.

2. This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

3. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Issue.

4. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant Double Tax Avoidance Agreement(s), if any, between India and the country in which the non-resident has fiscal domicile.

5. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

6. The tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

For and on behalf of Board of Directors of
**Vikram Solar Limited,**

**Krishna Kumar Maskara**

Place : Kolkata
Date : March 23, 2022

**ANNEXURE 2**

**STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERSUNDER THE APPLICABLE LAWS IN INDIA – OTHERS**

Outlined below are the special tax benefits available to the Company and its Shareholders under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable goods and services tax legislations, as promulgated by various states, Union Territories Goods and Services Tax Act, 2017 ("GST Acts"), Foreign Trade Policy 2015-20 as extended till March 31, 2022 vide Notification 33/2015-2020 dated September 28, 2021 (unless otherwise specified), presently in force in India.

**I. Special tax benefits available to the Company**

No special Indirect tax benefits are available to the Company under the Indirect Tax applicable in India.

**II. Special tax benefits available to the Shareholders of the Company**

6. The shareholders of the Company are also not eligible to special tax benefits under the provisions of the Customs Tariff Act, 1975 and / or Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, applicable goods and services tax legislations, as promulgated by various states, respective Union Territory Goods and Services Tax Act, 2017, and the Goods and Services Tax (Compensation to States) Act, 2017, including the relevant rules, notifications and circulars issued there under.

**Notes:**

1. This Annexure sets out only the special tax benefits available to the Company and its Shareholders under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable goods and services tax legislations, as promulgated by various states ("GST Acts"), Foreign Trade Policy 2015-20 as extended till March 31, 2022 vide Notification 33/2015-2020 dated September 28, 2021, presently in force in India.

2. This Annexure is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Offer.

3. Our comments are based on our understanding of the specific activities carried out by the Company from April 1, 2021 till the date of this Annexure as per the information provided to us. Any variation in the understanding could require our comments to be suitably modified.

4. This annexure covers only indirect tax laws benefits and does not cover any income tax law benefits or benefit under any other law.

5. These comments are based upon the existing provisions of the specified indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For and on behalf of Board of Directors of
**Vikram Solar Limited,**

**Krishna Kumar Maskara**

Place : Kolkata
Date : March 23, 2022

## ANNEXURE 3

There are no special tax benefits available to Vikram Solar US Inc. under US Tax Laws

## SECTION IV: ABOUT OUR COMPANY

## INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Photovoltaic manufacturing and solar energy market" dated March 2022 ("**CRISIL Report**") prepared by CRISIL, which is exclusively prepared for the purpose of the Offer and issued by CRISIL and is commissioned and paid for by our Company. CRISIL was appointed on November 30, 2021, pursuant to an engagement letter entered into with our Company. The CRISIL Report is available on the website of our Company at https://www.vikramsolar.com/investor-centre/, in accordance with applicable law. The data included herein includes excerpts from the CRISIL Report and may have been re-classified by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us and paid for by us for such purpose" on page 48. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.*

*While preparing its report, CRISIL Research has also sourced information from publicly available sources, including our Company's financial statements available publicly. However, financial information relating to our Company presented in other sections of this Draft Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Draft Red Herring Prospectus.*

### 1 Overview of Indian macroeconomic landscape

### 1.1 Review of India's economy

India is the sixth-largest economy in the world, with gross domestic product ("**GDP**") of Rs.135 trillion in Fiscal 2021, as per estimates of the National Statistical Office ("**NSO**").

Its GDP shrank 7.3% in Fiscal 2021, buffeted by the Covid-19 waves in the first half of the year. With the pandemic having abated, the economy is set to grow 9.2% this fiscal on this low base. It turned positive in the second half of the year, with fourth quarter GDP estimated to have posted a mild 1.6% uptick. However, the fierce second wave in the first quarter of this fiscal challenged the economy. While the lockdowns were localised across the states, the pandemic took a toll on growth recovery curves.

GDP growth for the first quarter of this fiscal came in at 20.1%, a tad better than expectation. Consumer inflation dropped to a lower-than-expected print of 5.3% in August, while industrial growth was quite strong in July as well August 2021. Exports cruised along with global demand, leading to a positive spillover effect on industrial activity. Goods and Services Tax ("**GST**") collections have been healthy and both the central and state governments are doing well on public investments front.

### 1.2 Raising the long-term potential

Domestic economic growth hinges on revival in private consumption, lowering of banks' NPAs, improvement in the investment climate, and many more such factors. The central government has taken the following steps in this regard: The steps taken by the Reserve Bank of India ("**RBI**") in this regard include: (a) post-pandemic policies to revive the economy; (b) monetary policy (RBI's Monetary Policy Committee kept its policy rates and accommodative stance unchanged in its meeting in September 2021); (c) passage of key bills; and (d) Atmanirbhar Bharat Abhiyan. Under Atmanirbhar Bharat Abhiyan, the government has adopted several measures to contain the economic fallout of the pandemic. A relief package of nearly Rs.20.9 trillion has been released, taking into account key sections of the economy such as migrant labourers, small vendors, farmers and micro, small and medium enterprises ("**MSMEs**"). The scheme focuses on helping India to recover from the Covid-pandemic while making it more self-reliant.

Atmanirbhar Bharat Abhiyan is focused on multiple sectors in the economy, including the renewable energy space and the key schemes introduced herein are as follows:

- Production-linked Incentive ("**PLI**") scheme 'National Programme on High Efficiency Solar PV Modules', where the financial outlay has been increased from Rs.45 billion to Rs.240 billion (as announced in Union Budget 2022)
- Phase – II of Grid Connected Rooftop Solar Programme for achieving 40 gigawatts ("**GW**") capacity from rooftop

solar by 2022

- Public Procurement (Preference to Make in India) to provide for purchase preference (linked with local content) with respect to the power sector (September 2020, July 2020, March 2020).
- Implementation of the Pradhan Mantri Kisan Urja Suraksha Evem Utthan Mahabhiyan ("**PM KUSUM**") scheme; Ministry of New and Renewable energy ("**MNRE**"), in November 2020, scaled up and expanded the PM KUSUM scheme to add 30.8 GW by 2022 with central financial support of Rs.340.35 billion
- Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019
- List of Manufacturers and Models of Solar PV Modules Recommended under the Approved List of Models and Manufacturers ("**ALMM**") Order periodically
- Scheme of grid connected wind-solar hybrid power projects
- Safeguard duty ("**SGD**") on solar cells and modules (till July 21)
- Basic customs duty ("**BCD**") of 25% on solar cells and 40% on modules, respectively, effective April 1, 2022

Amid these reforms, India's economic growth is currently recovering and is expected to pick up, since four drivers – people learning to live with the new normal, flattening of the Covid-19 affliction curve, rollout of vaccinations, and investment-focused government spending – are converging.

## 2 Renewable market executive summary

### 2.1 Economic and power market overview in brief

Going forward, conventional sources are expected to witness limited additions of ~29 GW over fiscals 2022-26, limited by a focus on adding clean energy; funding constraints for conventional power plants, especially private ones; and a focus primarily on completion of previously announced projects. On the other hand, renewable capacity additions are likely to increase further to 80-85 GW over the period, largely owing to the environment-driven shift towards renewable generation, government support through favourable policies and a mandate for renewable power offtake, growing participation from centrally owned power generating agencies in addition to existing private entities, and strong funding support from domestic as well as foreign investors and financial institutions

### 2.2 Overview of the solar energy market – global and India

Global installed solar photovoltaic ("**PV**") capacity has grown at 29% CAGR over calendar year ("**CY**") 2011-2020, led by government support to renewables in the form of clean energy penetration mandates, taxation and other incentives, subsidised tariffs set for renewables along with government-led renewable project allocations to drive additions in the segment. It further increased approximately 22% year-on-year ("**y-o-y**") to 710 GW in 2020.

Globally, approximately 126 GW of solar PV capacity was added in 2020, led by Asia alone, which together added approximately 76 GW or approximately 60.6% of total capacity during the year. In terms of cumulative installed capacity as of December 2020, China is the market leader with a total installed base of approximately 254 GW.

With increasing investor interest for the segment, the global drive towards clean energy supported by governments, the sustained trend of falling component costs over several years, and increasing private participation, bid tariffs for solar energy have been falling globally. There have been several drivers, mainly regulatory support and creation of policy frameworks, to either incentivise solar project installations and/or lower costs for developers. This has been done by providing subsidised capital / infrastructure for setting up projects or providing additional revenue streams post operationalisation to developers.

## 3 Indian power sector

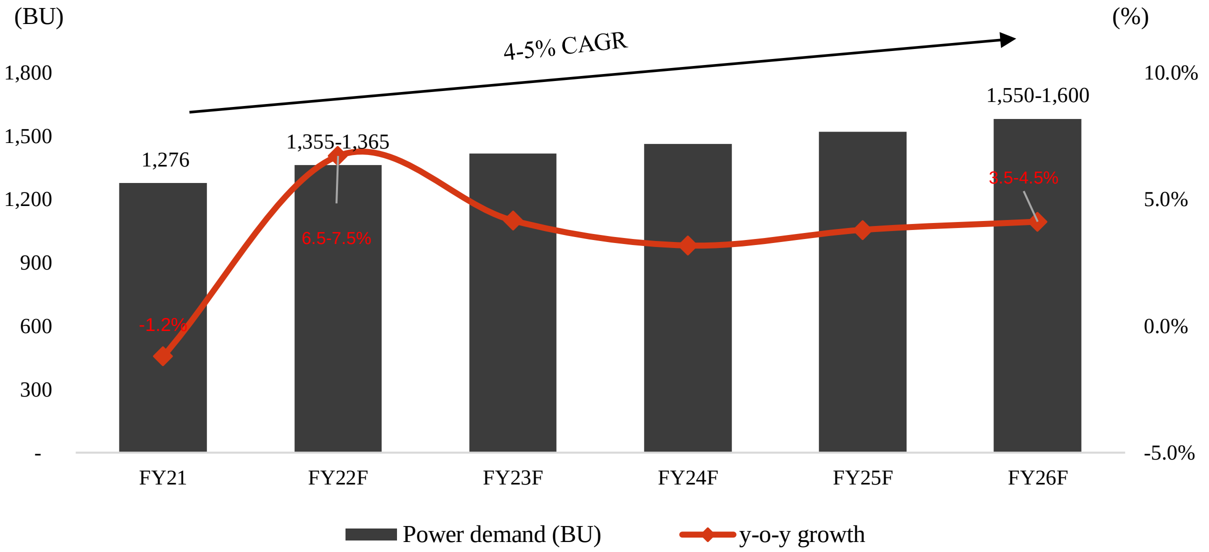
### 3.1 Domestic power sector vis-a-vis global scenario

The power industry, being a core sector, fulfils the energy requirement of several other industries and has a multiplier effect on the economy by being a key enabler in the functioning of large and small industries. Electricity generation in India is the third highest after China and the US, with 5.8% global share in CY2019. India's electricity generation increased from 1,262 billion units (BU) or terawatt-hours (TWh) in CY2014 to 1,559 BU at 4.3% CAGR, faster than global CAGR of 2.4%, even as China grew the fastest at 5.3% CAGR over the same period.

### 3.2 Power demand-supply scenario in India

Power demand is expected to register 4-5% CAGR between Fiscals 2022 and 2026, supported by economic growth recovery, expansion in reach via strengthening of transmission and distribution ("**T&D**") infrastructure and improved power quality as illustrated below:

**Figure 1: Outlook of base power demand**




*Source: CEA, CRISIL Research*

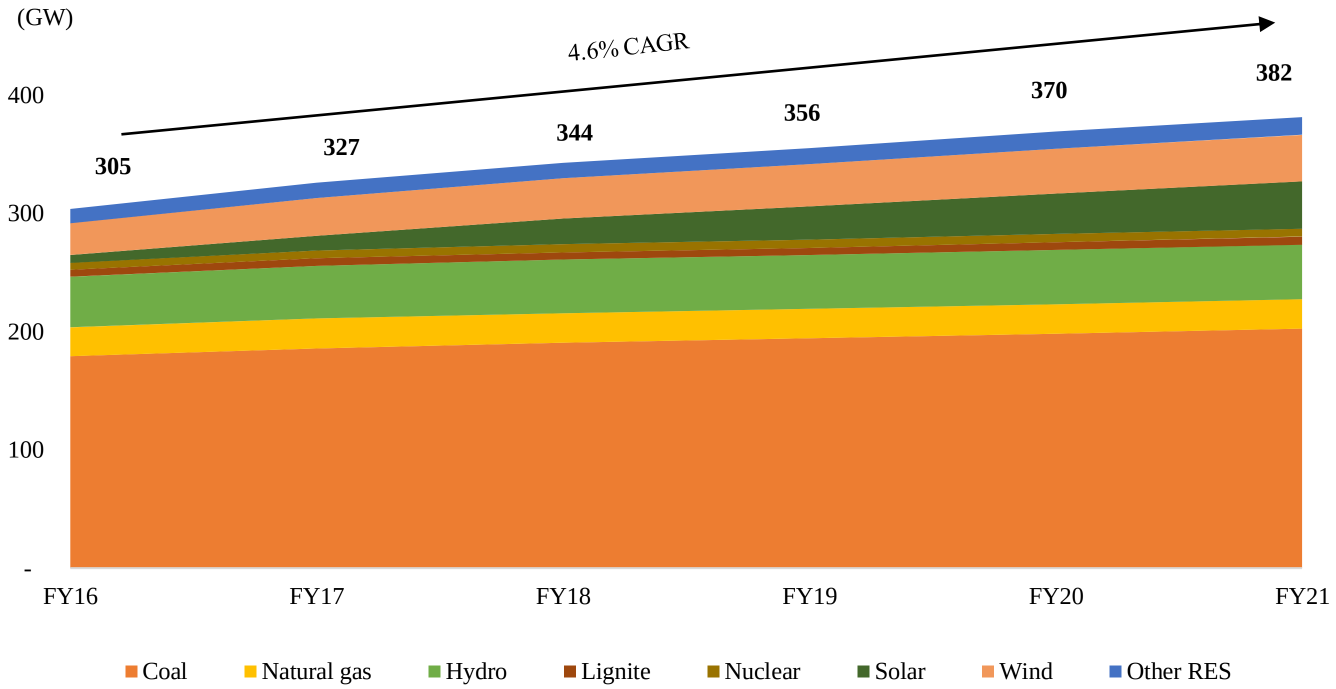
### 3.2.1 Conventional capacity additions make way for renewable sources

The total installed generation capacity at end-March 2021 was 382 GW, of which approximately 80 GW was added over Fiscals 2017-2021 (net of approximately 12 GW retirals). Coal and lignite-based installed power generation capacity has dominated over the years, accounting for 55% as of March 2021.

Renewable capacity (includes solar, wind, small hydro and other renewable sources) has nearly doubled from approximately 46 GW in Fiscal 2016 to approximately 94 GW in Fiscal 2021, with its share in overall installed capacity growing from approximately 15% to approximately 25% over the same period. The substantial rise in renewable capacity was led by solar capacity additions to the tune of approximately 33 GW on the back of strong private participation and competitive tariffs, along with steady government policy support through nodal agencies such as Solar Energy Corporation of India ("**SECI**") and National Thermal Corporation Ltd ("**NTPC**").

Major conventional gencos have been moving towards renewable energy capacities to address the uncertainty arising out of imminent phasing out of thermal power generation in the distant future. The graph below represents the breakup of installed power capacity for the periods indicated:

**Figure 2: Review of installed power capacity**




*Source: CEA, CRISIL Research*

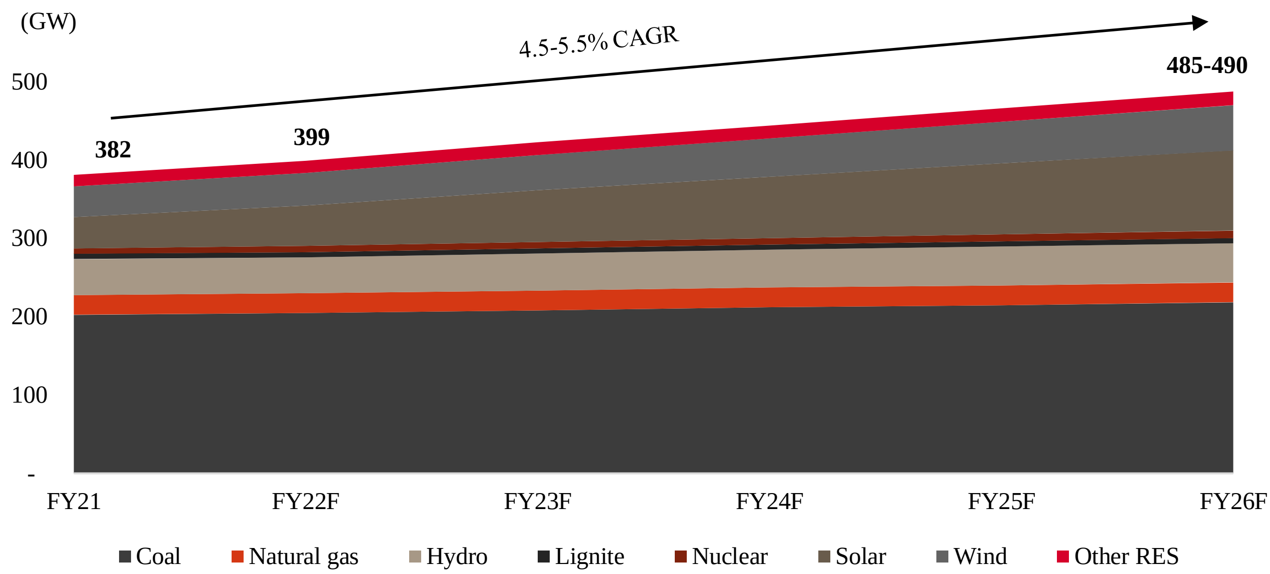
### 3.2.2 Renewable capacity additions to lead the way over next five years

Conventional capacity additions are expected to moderate further to approximately 29 GW over Fiscals 2022-2026, driven by moderate growth in power demand (barring Fiscal 2022 owing to lower base of Fiscal 2021), focus on completion of previously announced projects, reduced need for additional capacity due to declining power deficit, and delays in a few projects due to funding constraints. Moreover, bankers are also adopting a cautious approach given their high-power sector exposure, apart from apprehension in funding conventional power capacities stemming from increased scrutiny of conventional energy investments by global investors.

On the other hand, renewable capacity additions are likely to expand further to approximately 83 GW over the same period, owing to environment-driven shift towards renewable generation, government support through favourable policies for domestic equipment manufacturing and renewable power offtake, growing participation from central gencos in addition to existing private entities, and strong funding support from domestic as well as foreign investors and financial institutions.

Consequently, the overall installed capacity is expected to reach 485-490 GW by Fiscal 2026, largely driven by growth in solar capacity at 20-22% CAGR over Fiscals 2022-2026, supported by wind capacity growth at 7-9% CAGR over the period. As a result, the share of solar capacity in overall installed capacity is expected to reach 20-22% by Fiscal 2026, out of renewable capacity share of 35-37%, even as the share of conventional capacity is likely to fall from approximately 75% in Fiscal 2021 to 63-65% in Fiscal 2026. A graphical representation of the outlook of installed power capacity for from Fiscals 2021 to 2026 is presented below:

**Figure 3: Outlook of installed power capacity**




*Source: CEA, CRISIL Research*

### 3.2.3 Power generation to see healthy growth, renewables' share to rise

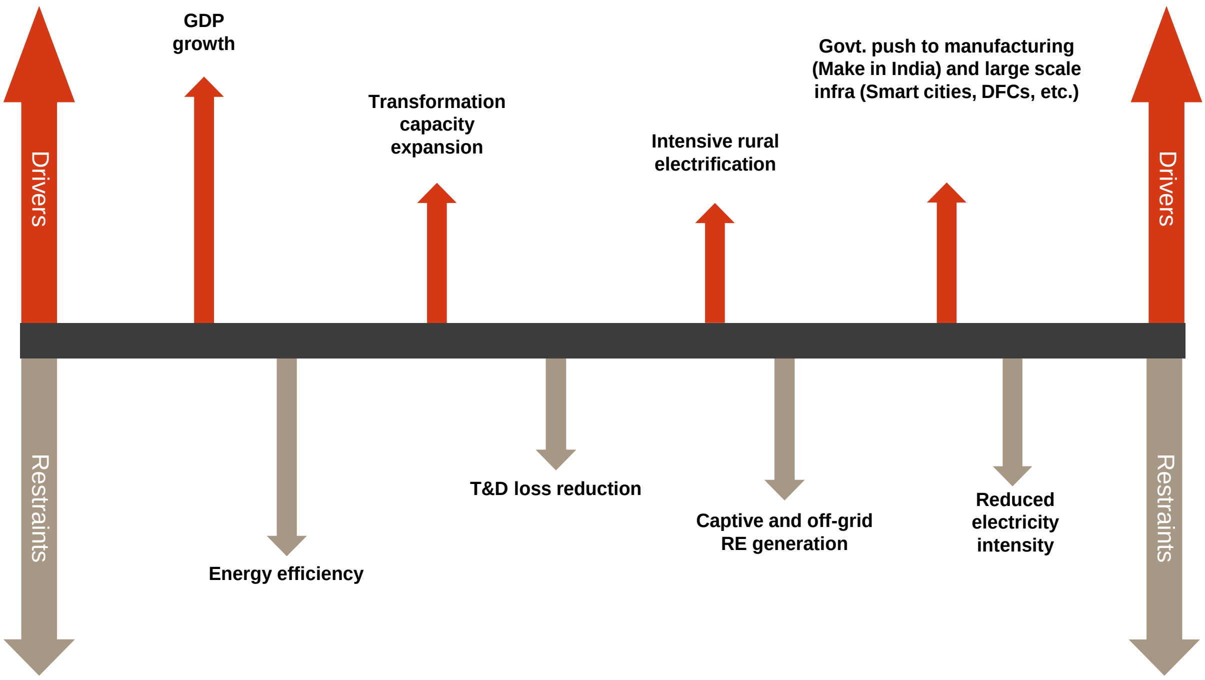
Over the next five years, generation is likely to increase at a healthy 4-5% CAGR in line with power demand, even as the generation mix undergoes a gradual shift.

## 3.3 Long-term drivers and constraints for demand growth

### 3.3.1 Economic growth and T&D infrastructure upgrade to drive power demand

CRISIL Research estimates energy requirement to grow at a CAGR of 4-5% over Fiscals 2022 to 2026 on account of following factors:

**Figure 4: Factors influencing power demand**




*Source: CRISIL Research*

India's economy is expected to recover slowly post Fiscal 2021, with a gradual pickup in industrial growth over the medium term. Trickle-down effect of the Aatmanirbhar Bharat relief package, government spending on infrastructure through the National Infrastructure Pipeline ("**NIP**"), dedicated freight corridor ("**DFC**") infrastructure, service industry expansion, rapid urbanisation, and increased farm income from agri-related reforms are key macroeconomic factors that will aid a pickup in growth.

Various government initiatives such as Make in India, Smart Cities Mission, DFC, metro rail projects, and railway track electrification, are expected to boost infrastructural development in the country, albeit in the medium-to-long term.

### 3.3.2 National Hydrogen Energy Mission announced to promote clean alternative fuel

In Union Budget 2021-22, the Central Government announced the National Hydrogen Energy Mission (NHM) envisaging the use of hydrogen as an energy source, leveraging its utility as a clean alternative fuel. The focus of the NHM is to generate hydrogen from renewable energy sources, helping India achieve its emission goals under the Paris Agreement while reducing the country's dependence on fossil fuels. Also, on 17$^{th}$ February 2022 power ministry has unveiled the green hydrogen policy. The key measures outlined under the policy are:

- The waiver of ISTS charges shall be granted for a period of 25 years to the producer of green hydrogen & green ammonia from projects commissioned before June 30, 2025.
- Banking shall be permitted for 30 days for renewable energy used for making green hydrogen
- Renewable energy used for production shall be counted towards RPO compliance of consuming entity.
- Green hydrogen production facility can be co-located or remotely located & green hydrogen plants will be granted open access for sourcing of renewable energy within 15 days of application.
- MNRE will establish a single window clearance for all approvals required for setting up a manufacturing plant.
- To achieve competitive pricing, MNRE may aggregate the demand from different sector and have consolidated bids conducted for procurement of green hydrogen.

Further to these proposals, there would be a second round to the policy that would be announced shortly.

Further, The Ministry of New and Renewable Energy ("**MNRE**") has been supporting a broad-based Research Development and Demonstration programme on hydrogen energy and fuel. Projects at industrial, academic, and research institutions are being supported to address the challenges of hydrogen production, which has resulted in the development and demonstration of internal combustion engines, two-wheelers, three-wheelers, and minibuses that run on hydrogen fuel. Two hydrogen refuelling stations have been established (one each at the Indian Oil R&D Centre, Faridabad, and the National Institute of Solar Energy, Gurugram). In order to encourage offtake of green hydrogen for energy consumption, the central government is planning to mandate the purchase of green hydrogen for certain industrial segments such as refineries, fertiliser manufacturers, etc, in line with the renewable purchase obligation ("**RPO**") currently applicable for renewable sources such as solar, wind, and hydro.

Major players from the energy industry have also started dabbling in green hydrogen with projects aimed at generating and supplying cost-effective green hydrogen. In July 2021, the MNRE gave its go-ahead to NTPC to develop a 4.75 GW renewable energy park in the Rann of Kutch in Gujarat, which will also generate green hydrogen. NTPC Renewable Energy Ltd ("**NTPC REL**"), NTPC's wholly owned subsidiary, invited a domestic tender to set up India's first Green Hydrogen Fuelling Station in Leh, Ladakh, in the same month, as part of its plans to become the largest green hydrogen producer and provider in India, marking a strategic shift towards clean energy for India's largest thermal energy producer. Reliance New Energy Solar ("**RNESL**"), a wholly owned subsidiary of Reliance Industries Limited ("**RIL**"), a major fossil-fuel producer in India, has partnered with Stiesdal A/S, a Danish company, for licensed manufacturing of low-cost hydrogen electrolysers with the objective of reducing the price of green hydrogen.

Hydrogen produced from renewable energy sources is known as green hydrogen. Green hydrogen can be produced by electrolysis (splitting of water using an electrolyzer powered by renewable electricity such as wind and solar) or through conversion of biomass. Energy can be extracted from hydrogen through combustion or through fuel cells that emit only water as a by-product. Hydrogen provides a means for storage of variable renewable energy to stabilise its output. For long duration storage over several hours, converting excess available energy into hydrogen and utilising it for grid support and other applications is a suitable alternative. Fuel cell electric vehicles (FCEVs) run on hydrogen fuel and have no harmful emissions. BEVs could be suited for the light passenger vehicle segment for shorter driving ranges.

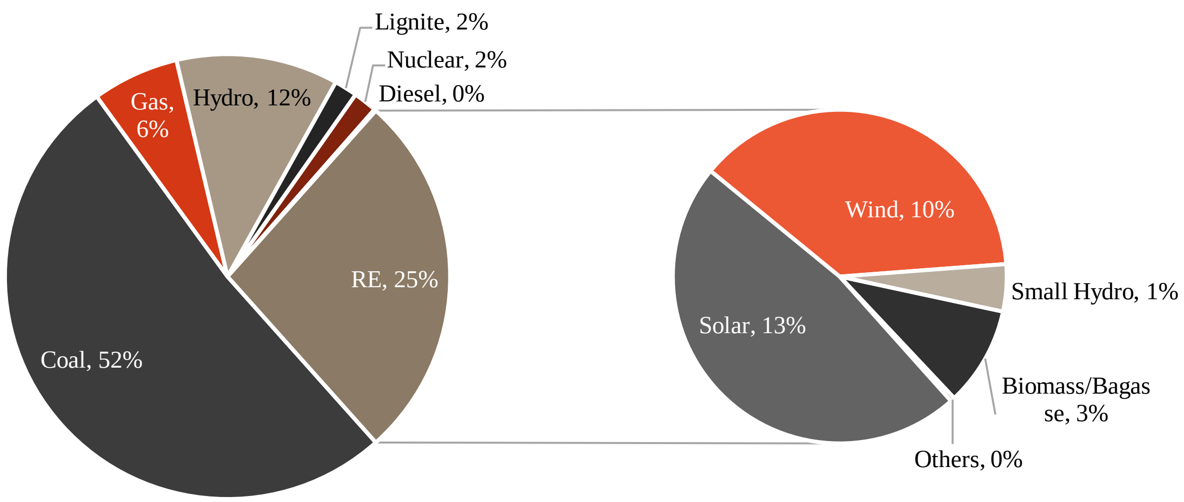
Following the launch of the National Hydrogen Mission by the government, several large private players have announced their plans to enter the segment. Reliance plans to bring down the cost of green hydrogen below $2 per kg within a decade by setting up an electrolyser giga-factory. Similarly, Adani group has set ambitious green hydrogen targets as part of its $70 billion investment plan in renewables, while IOC, one of India's largest fuel retailers, announced plans to manufacture green hydrogen at one of its refineries. As per estimates by the European Commission, one million tonne of hydrogen may require 5-10 GW of electrolyser capacity. Further, the International Energy Agency pegs the electricity so required for 1 tonne of hydrogen to be around 50-55 MWh. At a plant load factor of 22-23% (typical of solar power currently in India), this would imply around 25-30 GW of solar power consumption for one million tonne of green hydrogen production.

The aim is to develop India into a global hub for manufacturing hydrogen and fuel cell technologies across the value chain. However, considering the cost implications and low requirement, green hydrogen may currently have a limited role in the power sector, considering the segment is still nascent. However, in the long term, renewable energy sources will be very cost-effective. Therefore, RE sources should be used in the most efficient way possible to produce green hydrogen.

### 3.4 Renewable energy potential by source

The renewable energy capacity in India has logged a CAGR of 15.5% over Fiscals 2016-2021, led by various central and state level incentives. The installed renewable energy generation capacity in India stood at approximately 94 GW as of Fiscal 2021, which was approximately 25% of the total installed generation base in India. The following pie-chart shows the share of renewable energy in installed capacity in Fiscal 2021:

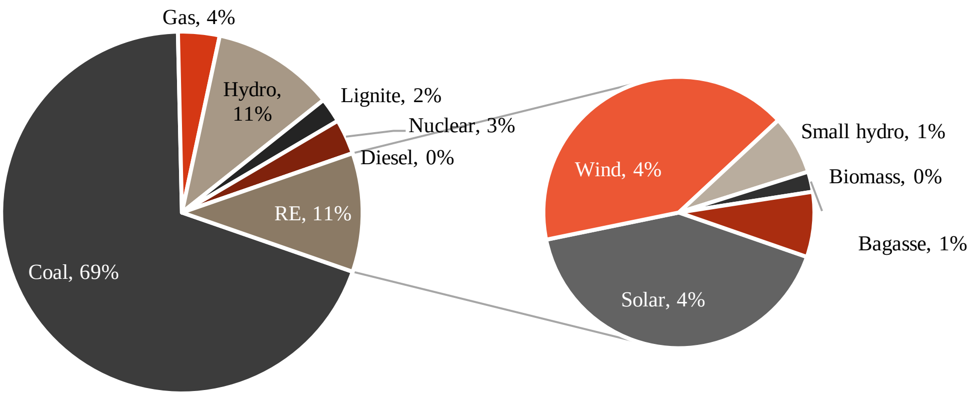
**Figure 5: Share of renewable energy in installed capacity as of Fiscal 2021**




*Source: CEA, CRISIL Research*

However, total electricity generated from the installed renewable energy capacities (or renewable energy penetration in the grid) still remains low at approximately 11%, with solar and wind energy garnering the maximum share of approximately 4% each of the total energy supplied in the country in Fiscal 2021. The following pie-chart shows the share of renewable energy in electricity generation in Fiscal 2021:

**Figure 1: Share of renewable energy in electricity generation in Fiscal 2021**




*Source: CEA, CRISIL Research*

Despite such strong capacity additions, there is a huge potential for renewable energy installations in India. From the table given below, it is evident that there is a huge potential for renewable energy installation in India.

**Table 1: Potential for RE installations in India**

| Technology | Potential | Cumulative capacity as on 31.01.2022 |
|---|---|---|
| Wind | 302 GW (100 m hub height)<br>696 GW (120 m hub height) | 40.10 GW |
| Solar ground mounted | 749 GW | 42.40 GW |
| Solar Rooftop*# | 210 GW | 6.40 GW |
| Biomass + bagasse cogeneration | 22.5 GW | 10.17 GW |
| Small hydro (up to 25MW) | 21.1 GW | 4.83 GW |
| Waste to energy | NA | 0.23 GW |

*Note:*
* *The economically feasible market potential for rooftop solar PV in urban settlements of India; excludes off-grid/captive solar capacities.*
\# *Excludes estimates of ~1.0 GW of rooftop capacities for which subsidy is not provided by MNRE.*
*Source: MNRE; NITI Aayog; CRISIL Research*

However, among all commercially available renewable energy sources in India, solar energy potential is the highest. As per an assessment done by the National Institute of Solar Energy ("**NISE**") and a report by the MNRE, the top five states with the highest solar PV potential are Rajasthan, Jammu & Kashmir, Maharashtra, Madhya Pradesh and Andhra Pradesh. While the MNRE has considered 3% of wasteland that can be used in a state for the installation of ground-mounted solar PV projects, it has also considered 2-25% of the rooftop space being utilised (1-100 kilowatt-peak ("**kWp**")) across various buildings, such as offices, shops, hospital, and government buildings, for setting up rooftop solar PV projects.

## 4 Global solar energy market

### 4.1 Global shift in financing and policy to clean energy with a focus on emerging economies

#### 4.1.1 Cause of shift towards renewables in investments and examples of such shifts in goals by global participants

Concern over climate change is at the heart of the energy shift towards renewable energy, with the essence of reducing greenhouse gases ("**GHG**") from use of polluting fossil fuels. Utilisation of more and more renewable energy will be key for decarbonisation as it presents a way to generate power from cleaner sources (lower pollution impact) thus helps curb air pollution and health hazards apart from now even providing access to electricity at affordable rates.

Some of the key drivers for this shift are reducing renewable energy generation costs, favourable policies, improved emphasis on energy security and access, and socioeconomic benefits. Various initiatives such as the Kyoto Protocol, the Paris Agreement, COP 21 RE 100, ISA and subsequent favourable policy interventions have helped the renewable energy segment to flourish. The transition towards renewable energy is a critical part of meeting the goals of the Paris Agreement, which aims to limit the rise of global average temperatures to well below 2 degrees Celsius, and ideally below 1.5 degrees Celsius above pre-industrial levels. Countries which are parties to the Paris Agreement are required to submit their plans for climate action known as nationally determined contributions ("**NDCs**"). These NDCs represent the efforts needed to be taken by each country to reduce national emissions.

In line with these targets, various countries have provided a policy impetus to the solar PV industry, apart from other clean energy sources, through various mechanisms such as feed-in tariffs, must-run status, renewable purchase obligations, tax incentives, accelerated depreciation, regulatory framework, subsidies, production linked incentives, etc. This has accelerated the growth of the solar PV industry globally.

With abundant sunlight, untapped potential and declining tariffs, CRISIL believes that the solar PV industry will be a leading technology in overall growth of renewable energy going forward.

### 4.1.2 Key global initiatives towards clean energy

**RE100**

RE100 is a collaborative, global initiative of influential businesses committed to 100% renewable electricity, working to massively increase demand for, and delivery of, renewable energy. RE100 is led by the Climate Group in partnership with CDP, as part of the We Mean Business coalition.

Various progressive companies are opting for 100% renewable energy and are optimising the benefits of cost reduction and enhanced reputation. By doing so, they are also encouraging the global market to opt for renewable energy and helping reduce emissions.

**2020 Progress and Insights Annual Report**

As per the RE100, 2020 Progress and Insights Annual Report, corporate demand for renewable power is continuing to grow despite 2020's challenges. But it also shows that ambitious companies are being held back by limited availability, regulatory complexities, and the resulting higher costs in some markets. Governments need to do more.

### 4.1.3 The International Solar Alliance

The International Solar Alliance ("**ISA**") was conceived as a coalition of solar-resource-rich countries (which lie either completely or partly between the Tropic of Cancer and the Tropic of Capricorn) to address their special energy needs. The ISA provides a dedicated platform for cooperation among solar-resource-rich countries, through which the global community, including governments, bilateral and multilateral organisations, corporates, industry, and other stakeholders, can contribute to help achieve the common goal of increasing the use and quality of solar energy in meeting the energy needs of prospective ISA member countries in a safe, convenient, affordable, equitable, and sustainable manner.

The ISA, launched by the government of India and France, aims at mobilising $1,000 billion in funds by 2030. The alliance intends to make joint efforts through various policy measures, such as the international credit enhancement mechanism, which is expected to de-risk investments and reduce the cost of financing for solar projects. ISA member countries will finance solar projects in collaboration with the United Nations, the Green Climate Fund, multilateral development banks, investors, insurers, private financial institutions and other interested stakeholders.

ISA has been conceived as an action-oriented, member-driven, collaborative platform for increased deployment of solar energy technologies to enhance energy security and sustainable development, and to improve access to energy in developing member countries. The ISA has 122 sun-belt countries that lie between the two tropics as its prospective member countries, and currently boasts a membership of 86 countries globally.

The ISA plays a four-fold role in establishing a global solar market: it is an accelerator, an enabler, an incubator, and a facilitator.

The fourth general assembly of the ISA was concluded recently in October 2021, wherein the assembly reiterated its targets of deploying 1,000 GW of solar capacity and mobilisation of $1,000 billion by 2030. It also launched two new programs – '*Management of solar PV panels and battery usage waste*' and '*Solar Hydrogen Program*'. The former aims to tackle waste generated from materials used in solar energy generation while the latter aims to enable the use of solar energy to improve affordability of green hydrogen.

### 4.1.4 COP 26

For nearly three decades, the UN has been bringing together nations for global climate summits called Conference of Parties ("**COPs**"). The 2021 United Nations Climate Change Conference, the 26th session ("**COP 26**") to the United Nations Framework Convention for Climate Change ("**UNFCCC**"), was held in Glasgow in November 2021 and a draft agreement was circulated with respect to climate change action. The draft agreement calls on countries to phase out coal power and to reduce carbon emissions significantly by next year in order to reach a goal of limiting global warming this century to 1.5 degree Celsius. The draft recognises that limiting global warming to 1.5 degrees Celsius by CY 2100 requires rapid, deep and sustained reductions in global GHG emissions, including reducing global carbon dioxide emissions by 45% by 2030 relative to the 2010 level and to net-zero levels around mid-century. It also expresses alarm and concern that human activities have caused around 1.1 degrees Celsius of global warming to-date and that impacts are already being felt in every region. It also recognises that more finance is needed for developing countries beyond the long-promised $100 billion a year by 2020, which will not be delivered until at least 2022. The proposal also aims at updating the time frame for revised targets NDCs to next year — much sooner than the requirement of every five years as laid out in the 2015 Paris Climate Accord.

Further, US and China, the world's two largest emitters of carbon dioxide, unveiled a deal to ramp up cooperation tackling climate change, including by cutting methane emissions, phasing out coal consumption and protecting forests. The joint declaration stated China would begin phasing out its coal consumption during 2026-2030 and would cut emissions of methane.

India has also set an ambitious goal at the COP 26 summit. Addressing the UN's Climate Change Conference in Glasgow, on November 1, India's Prime Minister Narendra Modi announced a 2070 net-zero emissions target, revised the non-fossil based renewable energy target to 500 GW from 450 GW by 2030 and pledged to reduce its carbon intensity by 45% within the decade. Also, the Ministry of Environment has stated that 50% of India's installed power generation capacity will likely be from renewable energy. The previous target of 450 GW renewable energy included 280 GW from solar energy which would mean an installation momentum of 25 GW/annum, equivalent to approximately 35 GW of DC solar capacity annually considering 40% DC overloading over the next decade. In the near term, the government has set a target of achieving 175 GW of renewable energy by December 2022 in India, with major focus on solar energy (100GW by December 2022) and wind energy (60GW by December 2022). Other renewable energy sources that include small hydro projects, biomass projects and other renewable technologies have to be ramped up to 15 GW by December 2022.

Hence, it is evident global focus on climate change policies has increased, which will likely drive renewable energy growth.

**Figure 7: Renewable energy capacity addition targets till Fiscal 2022**

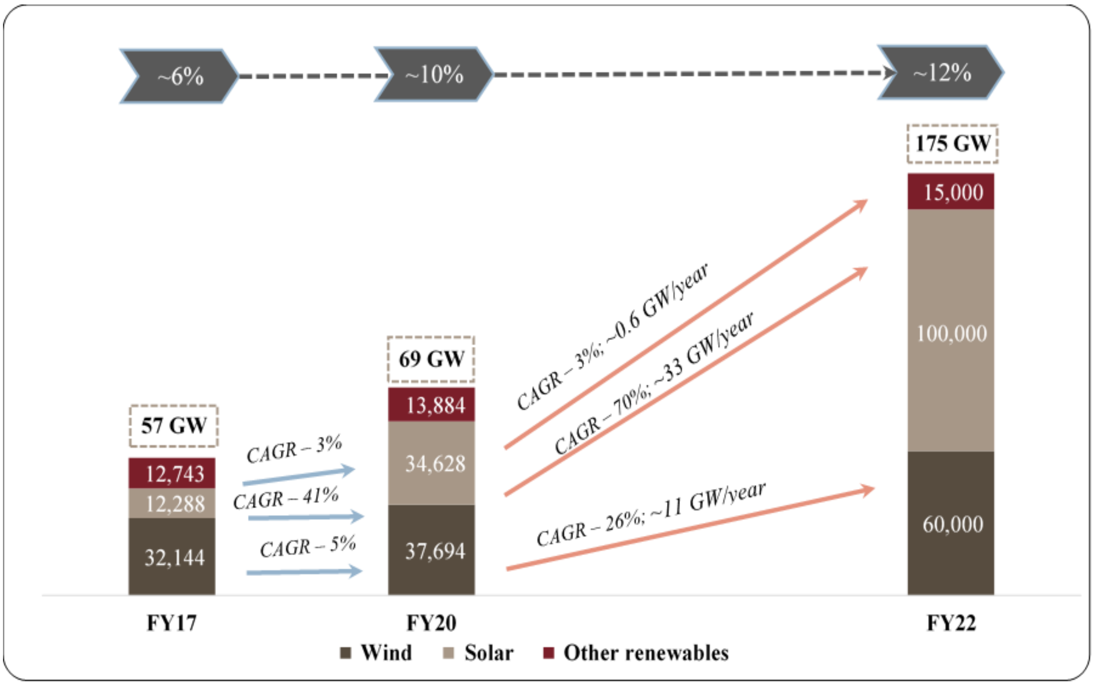
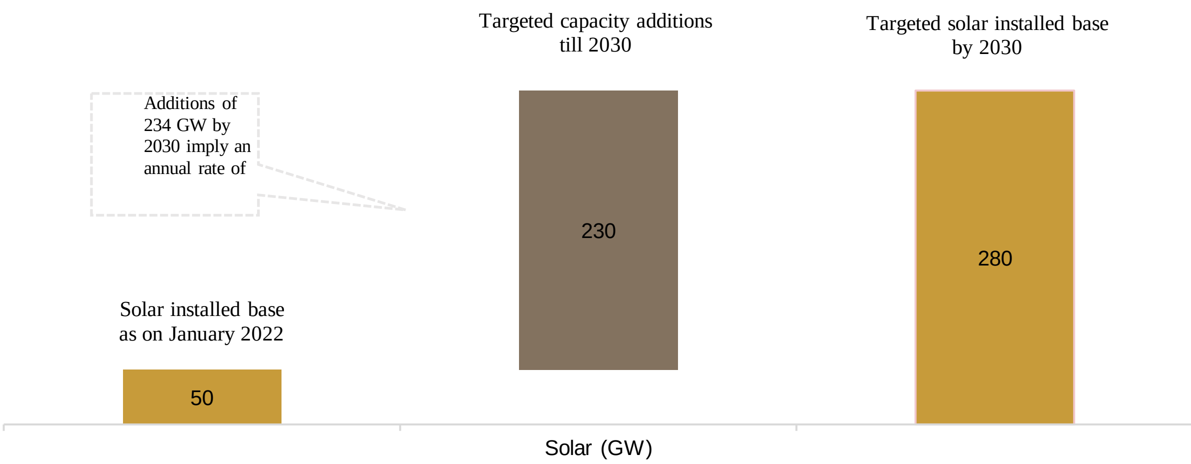



**Figure 8: Government had announced a target of 280 GW of solar installed base by 2030**




### One Sun One World One Grid Initiative (OSOWOG)

Prime Minister Narendra Modi, while delivering his address at the COP 26 summit on '*Accelerating Clean Technology Innovation and Deployment*', outlined the vision for an integrated grid enabling transfer of energy generation from solar power on a continuous basis across nations. This has been termed as the One Sun One World One Grid Initiative ("**OSOWOG**"), under which the interconnected transmission grids will enable the transfer of clean energy, especially solar energy, across nations and help reduce the carbon footprint from coal-based power generation.

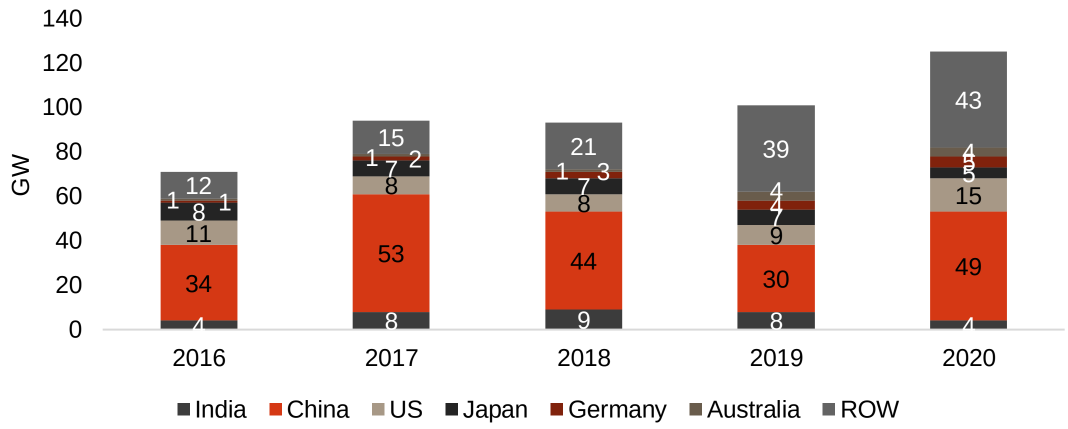
The vision behind the OSOWOG is "the sun never sets" across the globe, which can be leveraged to provide clean energy round the clock. With India at the fulcrum, the regions are envisaged to be divided into two broad zones, viz. the Far East (including Myanmar, Vietnam, Thailand, Lao, Cambodia, etc.) and Far West (Middle East and Africa region). This would require coordinated action and synergising policies over 140 countries across the Far East and Far West regions to build consensus, launch energy policy imperatives and set up a framework for such global cooperation. The end objective of this is to develop a global ecosystem of interconnected renewable energy resources that are seamlessly shared for mutual benefits and global sustainability. (*Source: MNRE*)

## 4.2 Evolution of the global solar energy market and policy frameworks

### 4.2.1 Evolution and growth of the global solar energy market

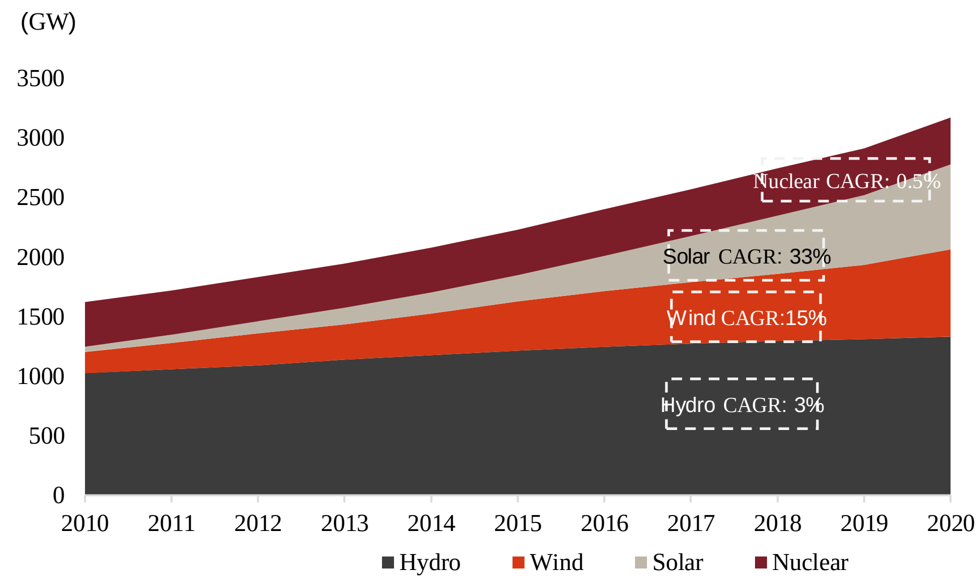
Global installed solar PV capacity increased approximately 22% on-year to 710 GW in 2020. Globally, approximately 126 GW of such capacity was added in 2020, led by Asia alone which together added approximately 76 GW or approximately 60.6% of total capacity added during the year. In terms of cumulative installed capacity as of December 2020, China is the market leader with a total installed base of approximately 254 GW. The annual solar capacity additions in major economies for the identified periods is produced below:

**Figure 9: Annual solar capacity additions in major economies**




*Note:*
*(1) The annual capacity addition numbers pertain to calendar year (January-December).*
*Source: IRENA Statistics 2021; CRISIL Research*

**Figure 10: Global cumulative installed solar PV power capacity grew at a 33% CAGR between 2010 and 2020**




*Note:*
*(1) Above capacities are in calendar years.*
*Source: IRENA statistics 2021, CRISIL Research*

Comparatively, wind energy grew at a 15% CAGR over the same period, with an installed base of 181 GW at the end of calendar year 2010, increasing to 732 GW at the end of calendar year 2020. The table below highlights the solar PV capacity additions and installed base in 2020:

**Table 2: Solar PV capacity additions and installed base (2020)**

| Country | Installed capacity (GW) | Capacity additions (GW) in 2020 |
|---|---|---|
| China | 253.8 | 49.26 |
| Japan | 68.7 | 5.47 |
| U.S. | 73.8 | 14.75 |
| Germany | 53.8 | 4.74 |
| India | 39.0 | 4.12 |
| Italy | 21.6 | 0.73 |
| United Kingdom (“UK”) | 13.5 | 0.12 |
| Australia | 17.3 | 4.38 |
| France | 11.7 | 0.93 |
| Spain | 11.8 | 2.81 |

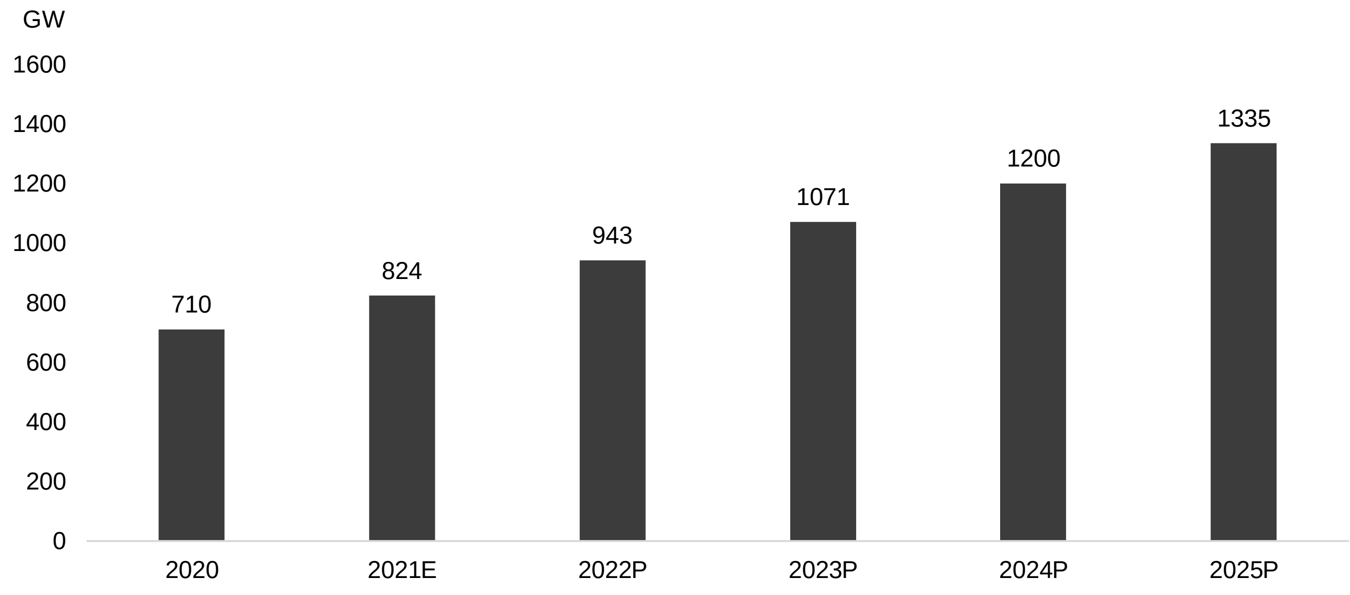
*Source: IRENA Statistics August 2021, CRISIL Research*

China continues to dominate the solar PV market and account for about 36% of the global installed capacity and key European countries (UK, Germany, France, Spain, Italy) control about 16% of the total solar PV installed capacity as at the end of calendar year 2020.

### 4.2.2 Outlook on the global solar energy capacity

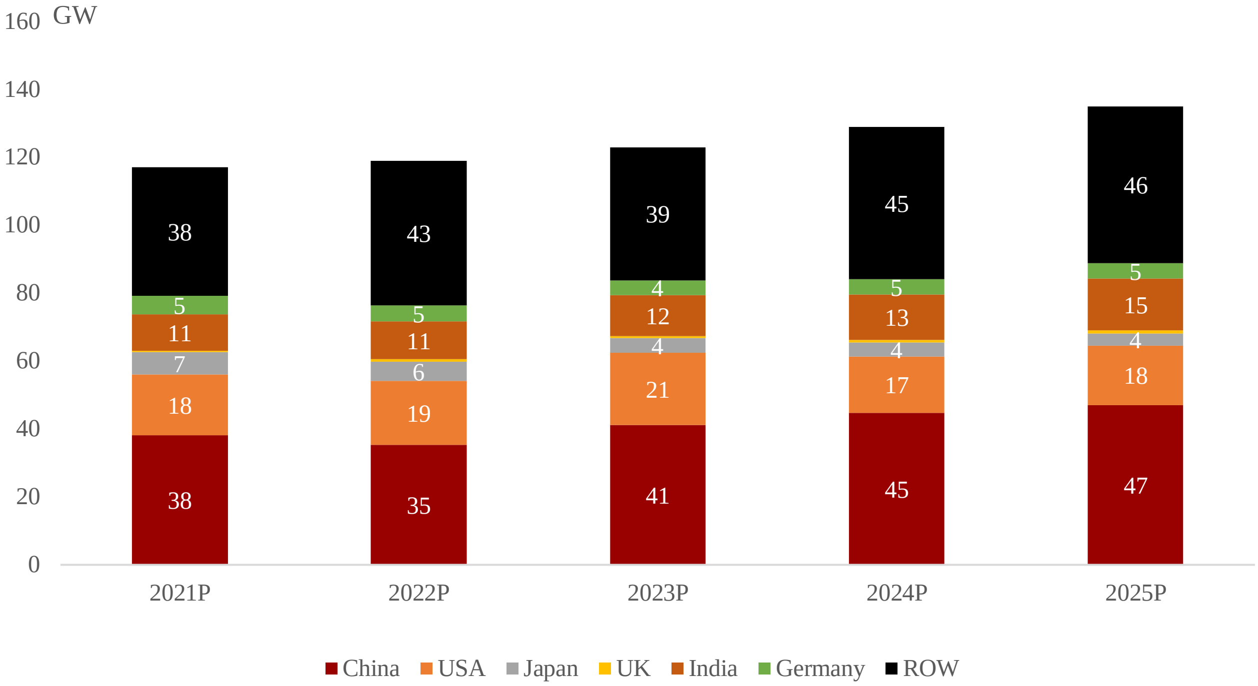
Globally, 126 GW of solar PV capacity was added in 2020, taking the installed capacity to 710 GW, a 22% on-year increase. China continued to be the market leader with a total cumulative solar capacity of 254 GW, followed by U.S. (74 GW) and Japan (69 GW). The bar chart below presents the outlook for global solar PV installed base over calendar years 2021-2025:

**Figure 11: Outlook for global solar PV installed base over calendar years 2021-2025**




*Note:*
*(1) P: Projected.*
*Source: IEA Renewables 2020, IRENA Statistics August 2021, CRISIL Research*

**Figure 12: Projected annual solar capacity additions in major solar markets**




*Note:*
*(1) P: Projected.*
*Source: CRISIL Research; IEA Renewables 2020*

In calendar year 2020, Covid-19 wreaked havoc on solar manufacturing. Moreover, the pandemic reduced workforce because of lockdown, constrained supply of critical components of PV modules, and made it almost impossible to ship finished products due to the closure, or partial closure of transport routes and ports. Most large projects originally planned for completion in the first half of 2020, along with new projects planned to start in the second half, were affected.

Chinese solar PV capacity addition were 49 GW in 2020, making China the leader in the solar PV market. The total capacity increased 24% on-year to 254 GW. The Chinese government announced the end of the subsidies starting 2021, which led to record installations in 2020. Similarly, in 2019, the Chinese solar market began the process of transforming from a 100% subsidy-driven market to a 100% subsidy-free market by 2021, the first year of its 14th Five-Year Plan (2021-2025).

To achieve this, in June 2018, the Chinese government had issued a statement halting all subsidies for utility-scale solar projects, which restricted capacity additions in the country. Subsequently, in January 2019, the National Development and Reform Commission ("**NDRC**") and National Energy Administration ("**NEA**") announced the removal of quotas for solar projects developed without central subsidies for the next two years. However, there capacity limits for overall project development will remain owing to grid instability in several provinces. Similarly, the central government will impose some control on new solar capacity across provinces.

Overall, CRISIL expects capacity additions of approximately 114 GW in the Chinese market over calendar years 2021-2023, impacted due to a moderate calendar year 2021 and transition to a subsidy free market. Despite that, China will likely remain one of the largest solar markets going forward.

In the U.S., capacity additions increased to 15 GW in 2020 from 9 GW in 2019. Capacity additions have been driven by tax credits, renewable purchase obligations ("**RPO**") and loans and grants provided by government. A sharp decline in input prices has also supported capacity additions. State mandates for renewable electricity have fuelled growth of utility-scale projects, the largest of which are materialising in western U.S., particularly in California, Arizona and Nevada. States of California, Arizona, North Carolina, New Jersey, and Nevada are leading the country's solar PV installations. CRISIL expects capacity additions of approximately 58 GW over calendar years 2021-2023, driven by extension of tax credits by two years, which were earlier going to end in calendar year 2021. The new U.S. government led by President Biden has proposed to extend the investment tax credit (ITC) in full for 10 years before phasing down the credit value between calendar years 2032 and 2033, though this is yet to be finalised. These tax incentives coupled with state subsidies will be the key U.S. market drivers.

In Germany, capacity additions increased to 4.7 GW in 2020 from 3.9 GW in 2019. Installations were driven by government-led annual auction targets, coupled with independent decentralised and grid connected installations. In the calendar year 2021, capacity additions are estimated to have increased by approximately 5 GW. Capacity additions are also expected to be sustained at these levels over the next two years, driven by renewable energy auctions and FIT as set by the federal government.

The Indian market faced a temporary slowdown in the second half of Fiscal 2020 with capacity additions of only approximately 4 GW in calendar year 2020, mainly due to several policy issues and pandemic-led restrictions. These included additional taxation in the form of imposition of a safeguard duty, higher GST rate, and other policy issues such as cancellations/renegotiation of PPAs that adversely affected developer sentiments previously. Despite this, India still remains a significant market for solar capacity additions, especially with the government's target of 100 GW by 2022. CRISIL expects capacity additions of approximately 34 GW over calendar years 2021-2023, driven by a healthy pipeline and government targets.

Other markets in Africa, Latin America, Southeast Asia, and the Middle East have also started to grow, further supporting future growth outlook. Key markets include Southeast Asia (countries such as Malaysia, Vietnam, Indonesia, and the Philippines), the Latin American region (Brazil, Venezuela, Chile) and the MENA region (Egypt, United Arab Emirates, Saudi Arabia), which are seeing an increasing focus on renewable energy supported by favourable solar conditions, availability of cheaper land, low labour costs, and supportive tax regimes.

### 4.2.3 Solar economics

With an increasing investor interest for the segment, global drive towards clean energy supported by governments internationally, a sustained trend of falling component costs over several years and increasing private participation as the backdrop, bid tariffs for solar energy have been falling globally.

Some of the important parameters which drive project economics for a solar project are as follows:

**(A) Capital costs**

(A) Component pricing and project setup costs play a pivotal role in determining tariffs. The rapid fall in module pricing which comprise 50-60% of total project cost (sans land purchase costs) has been instrumental in driving record lows in solar bid tariffs globally.

**(B) Capital structure**

(B) Funding costs and enablers of low-cost debt are some of the key parameters that have been a positive influence post the pandemic in aiding respite in tariffs. Low cost of financing plays a pivotal role in overall cash flows for solar projects as minimal operating costs means most of the cash being consumed in debt servicing, having a significant bearing on net profitability and returns.

**(C) Utilisation levels**

(C) Generation aspects related to location, solar irradiance, connectivity, offtake terms and grid regulations are all important aspects to determining generation levels and consequently revenue from the project and hence, the viable tariffs for the project.

**(D) Market dynamics**

(D) Competitiveness with other fuel sources, a regulatory structure to incentivise clean energy (tax incentives, clean energy penetration mandates, additional taxation etc.) are all important determiners of the tariffs which a market may witness for renewables. Excessive levies in the form of taxation or charges would raise pricing whereas tax holidays, rebates or merchant power market depth would enable lowering of tariffs.

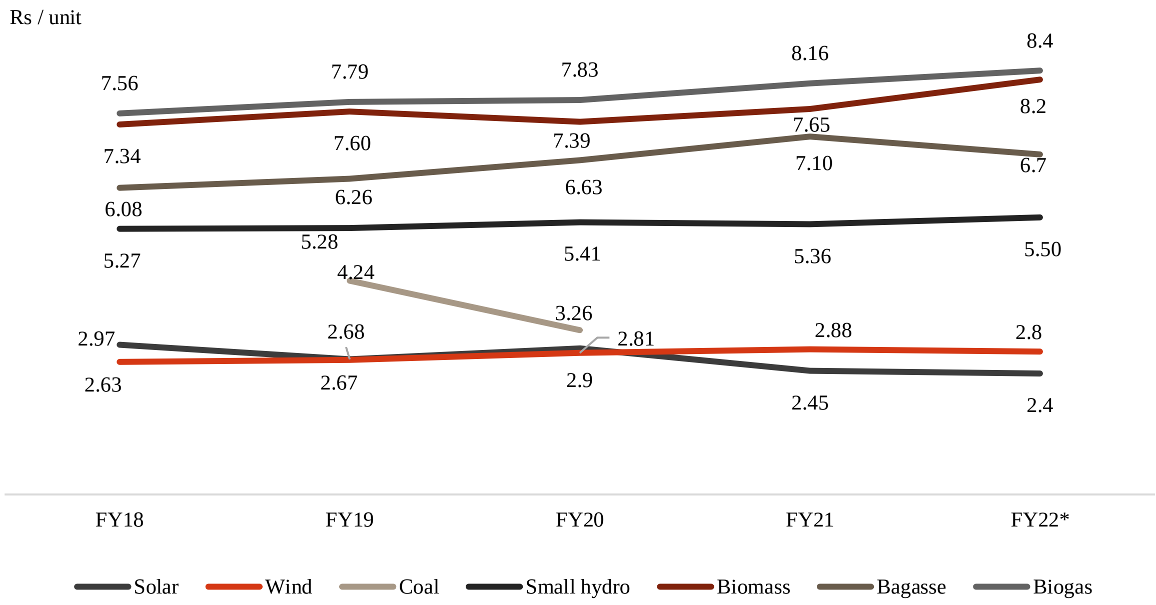
**(E) Competition**

Robust investor sentiment has often been instrumental in pushing supply by enabling low-cost capital, increasing demand for clean energy tenders and driving policy reform. This can be seen in the Indian market, which has seen increasing participation not only from domestic conglomerates but also from several international sovereign and non-sovereign long-term investors.

**Price competitiveness of solar versus other fuels**

Over the past decade, solar tariffs in the Indian market have emerged to be allocated at the most competitive rates compared with other dominant fuels, essentially due to the drivers related to clean energy and a fall in component costing. A comparison of these is represented below:

**Figure 13: Solar versus other fuel tariffs**




*Notes:*
*(1) The weighted-average tariff for biogas, biomass and small-hydro is based on CERC generic tariffs and capacity additions reported by MNRE. Coal tariffs are based on competitive bidding held in Fiscals 2019 and 2020. Biomass generic tariff is for Biomass Power Projects other than Rice Straw and Juliflora (plantation) based project with Water Cooled Condenser and travelling grate boiler.*
*(2) FY22* represents April-January 2022.*
*Source: CRISIL Research*

### 4.2.4 Cost comparison of solar energy with other sources of electricity

**Table 3: Comparison of fuels across key parameters as of December 2021**:

| Type | Project cost | O&M cost (Rs million/MW) | PLFs | Tariffs (Rs/kWh) | Capacity Addition Outlook (GW) FY22-FY26 |
|---|---|---|---|---|---|
| Coal | Rs. 70-80 million/ MW | 1.5-2.0 | 60-70% | 3.5-4.5 (varies for domestic and international coal plants) | 20-22 |
| Solar | Rs. 38-45 million/MW AC | 0.4-0.7 | 22-23% | 1.99-2.9 (based on recent competitive bidding) | 64-66 |
| Wind | Rs. 65-75 million/MW AC | 0.8-1.0 | 25-35% | 2.69-3.4 (based on different bid parameters and regimes) | 18-20 |
| Large hydro | Rs. 90-100 million/MW | 1.5-3.0 | 50-60% | 3.99-5.54 (depending on the state the project is situated in and the capacity of the project) | 4-5 |

*Source: CEA, CRISIL Research*

## 5 An overview of the Indian solar energy landscape

### 5.1 Evolution of solar power in India

The growth story for the Indian solar market has been driven with a view to "establish India as a global leader in solar energy, by creating the policy conditions for solar technology diffusion across the country as quickly as possible" (*Source: MNRE*). Against this backdrop, the Jawaharlal Nehru National Solar Mission was launched in January 2010 under the National Action Plan on Climate Change. The initial target of installing 20 GW of grid-connected solar power plants by 2022 has since been revised to 100 GW by the end of the scheduled period.

Consequently, sharp growth in the solar power sector was witnessed over Fiscals 2016-2021 which saw capacity additions of approximately 33 GW in the solar power segment, thus growing at 43% CAGR. Solar tariffs have declined continuously over the years. The government has intensified its focus on improving the supportive infrastructure for solar projects, including the construction of solar parks and green energy corridors. Further, allocations under central government schemes have risen to meet the solar power demand from state Discoms willing to meet their revised RPO. The National Tariff Policy has revised the solar RPO target to 10.5% by Fiscal 2022. A slew of factors has helped attract more independent power producers ("**IPPs**") with access to cheaper funds, thus contributing towards growth in the solar market. In the longer term, with renewed targets by India of 500 GW of non-fossil energy base by 2030 taken at the COP 26 summit, clean energy is set to witness a significant policy push.

This has further been aided by falling component prices, especially modules which form 55-60% of project costs typically. Global average solar module prices (multi-crystalline modules) declined to $0.17/watt till December 2020 from $1.78/watt in 2010. An oversupply situation with more manufacturing capacity compared with demand coupled with innovation in manufacturing processes have reduced cost, putting downward pressure on module pricing historically. Global average solar module prices were $0.27/watt as at the end of January, as a result of the Covid-19 pandemic's impact on supply chains and logistics, and the global surge in commodity pricing (poly-silicon and key metals).

The Indian solar energy market is further divided into utility scale and rooftop installations. Utility scale projects are larger size projects (>5 MW), which directly feed energy into the grids for bulk supply of power to distribution utilities, nodal agencies (SECI/ NTPC) or specific large consumers (commercial and industrial). Rooftop installations are typically installed on rooftop premises of buildings owned by various consumers, including residential complexes, office complexes and industrial units.

In Fiscal 2021, solar capacity additions fell 15% to 5,457 MW from 6,447 MW in Fiscal 2020. The lower solar capacity addition was mainly due to restrictions caused by the COVID-19 pandemic in the first half of the year, supply side disruptions, and MNRE's grant of 7.5 months' blanket extension to the commissioning timelines with further provisions for extension available. However, between the period of June 2021 and January 2022, solar capacity additions picked up and approximately 9 GW has been added to the sector in the first ten months of Fiscal 2022.

Further, CRISIL Research expects 54-56 GW of utility-scale solar capacity additions over Fiscals 2022-26. This will be driven by additions under various central and state allocations, falling bid tariffs and regulatory drivers as outlined previously.

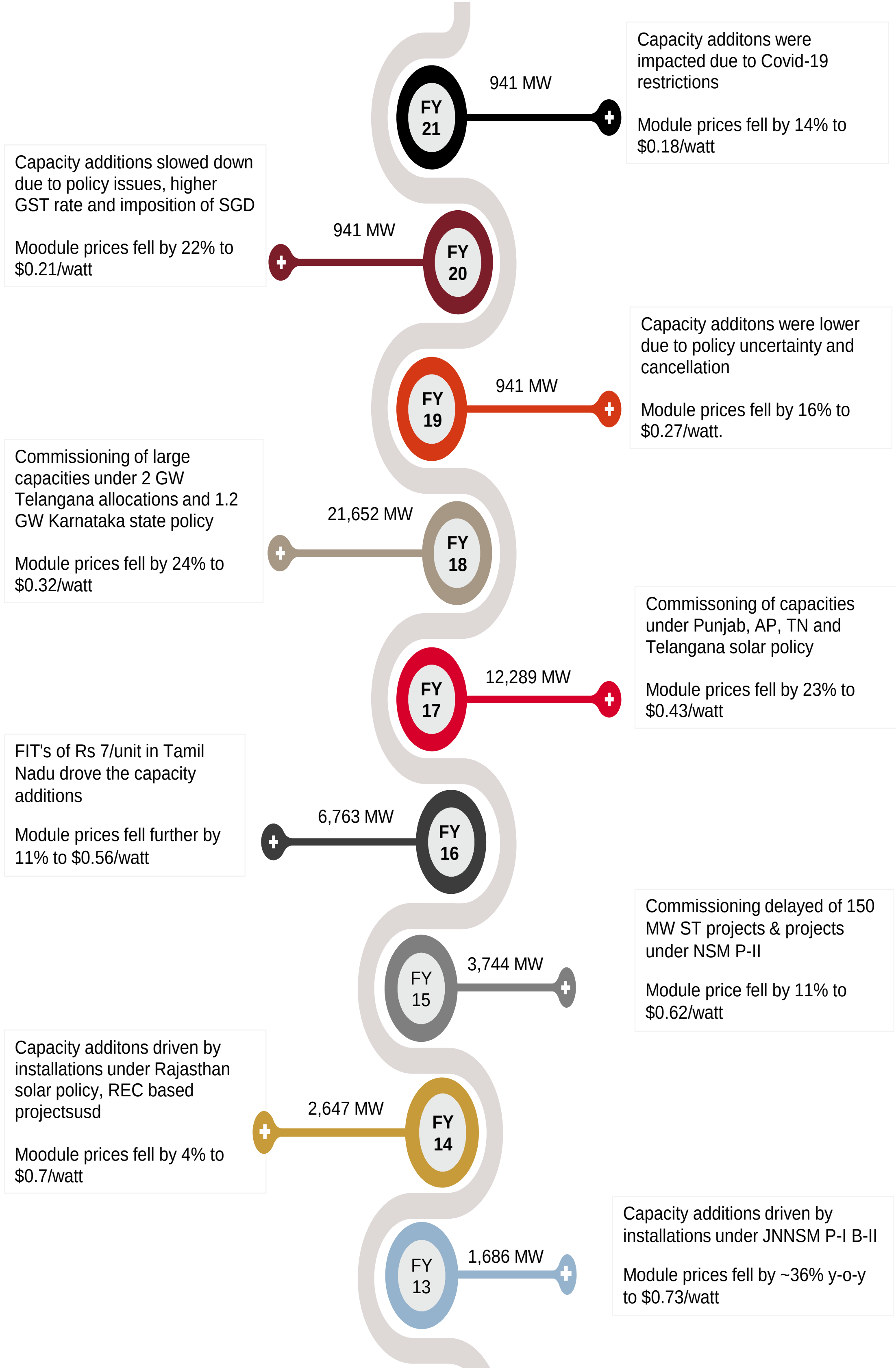
Utility-scale solar projects are awarded to the competent bidders through the process of reverse auctions conducted by the tender-issuing authorities. The rooftop market operates through two key business models, the opex and capex models (discussed in detail below). Variation in regulatory mechanisms, procedural hurdles in implementation of rooftop capacities, lower funding available for the segment, and lack of awareness among end-users are some of the limiting factors constraining growth in the segment.

The commercial and industrial consumer ("**C&I**") market presents a potential to adopt clean energy, and forms key target segments for domestic Engineering, Procurement and Construction ("**EPC**") and module makers. C&I users consume approximately 51% of the electricity generated in India, but only a small percentage of the energy procured by them comes from renewable energy sources. This indicates huge untapped potential in the C&I renewable energy market, which has emerged as an important stand-alone business segment in recent years. Even though the present market size is small, specialised developers catering to C&I consumers have emerged, with innovative business models and competitive prices. The C&I segment currently accounts for 70-80% of the country's rooftop solar installations and is making headway in the utility-scale solar space as well through open access and group captive routes.

The Indian market is also expected to witness healthy solar capacity additions, helped by favourable regulatory policies, positive investor sentiment, availability of low-cost funding, increasing participation of the private sector, and infrastructural support from solar parks and dedicated transmission infrastructure.

The solar power evolution between Fiscal 2013 and 2021 was as follows:

**Figure 14: Solar power evolution over Fiscals 2013-2021**




*Note:*
*(1) The above module pricing is based on global average values for multi-crystalline modules.*
*Source: CRISIL Research*

## 5.2 Growth drivers for the solar sector in India

### 5.2.1 Declining pricing for modules and other system components

Global average solar module prices (multi-crystalline modules), where photovoltaic modules account for 55-60% of the total system cost, declined 73% to $0.47/watt in 2016 (average for January-December) from $1.78/watt in 2010. In fact, prices continued to decline to $0.17/watt until December 2020, due to the wide demand-supply gap in the global solar module manufacturing industry. They are currently at $0.27/watt as at the end of January 2022, impacted in parts by the pandemic impact on supply chain and logistics and the global surge in commodity pricing (poly-silicon and key metals).

Historically, global solar demand has been roughly half of the total module manufacturing capacity. Moreover, innovation in manufacturing processes has reduced the cost, putting downward pressure on module pricing. Declining inverter prices (6-7% of the capital cost), which fell to $0.14/watt by March 2021, helped further reduce system costs.

### 5.2.2 Fiscal and regulatory incentives

The government has provided several fiscal and regulatory incentives over years to facilitate growth of renewable energy and the solar power sector in particular. We have elaborated on each incentive below:

- **Accelerated depreciation ("AD")**: The government provided an AD of 80% (until Fiscal 2017) in the first year of operation; however, in the budget for Fiscal 2017, the government halved the AD benefit to 40% for projects getting commissioned after April 2017, i.e., from Fiscal 2018. The 40% AD benefit reduces the tariff required by Rs.0.6-0.8/unit (assuming a capital cost of Rs.40 million/MW) for earning a healthy equity internal rate of return ("**IRR**"). In fact, several players, particularly in industries such as infrastructure, real estate and construction, effectively used this incentive to offset profit and thereby reduce tax outflow at a company level.

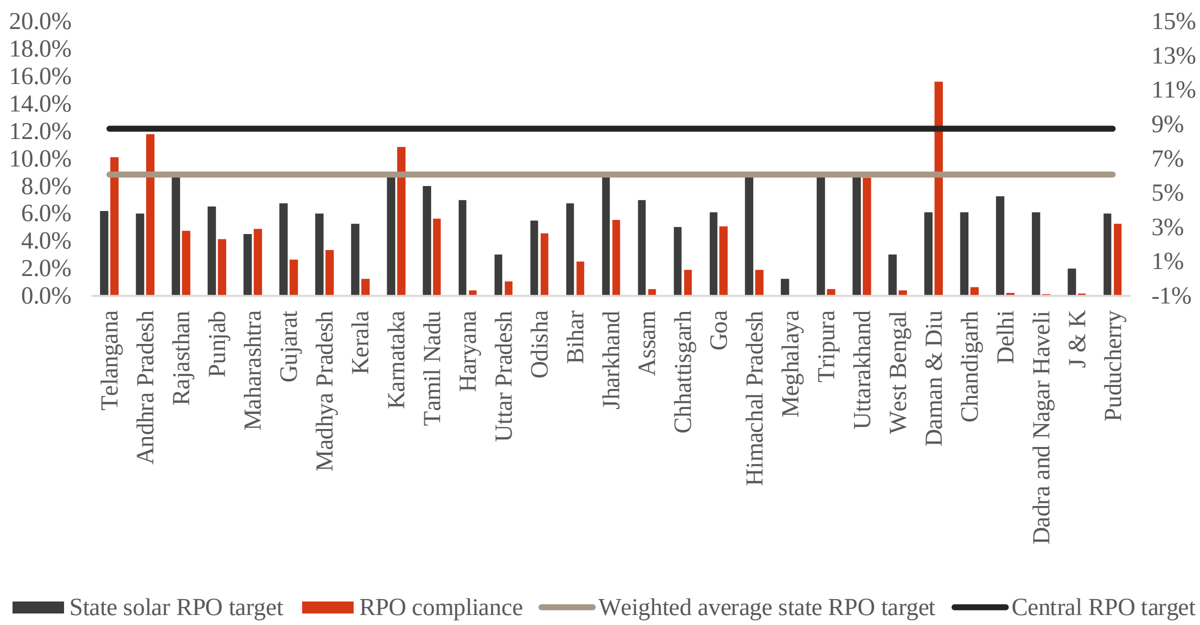
- **Regulatory incentives**: Under the central government's allocations, the government is providing various incentives for renewable energy projects, such as the 'must-run' status of renewable and deemed generation for projects. Under the must-run status (as per regulation 5.2 (u) of the Grid Code), there is a provision ensuring no back-down of renewable power, except for grid security and stability concerns. However, most state Discoms and state load-dispatch centres believe that the must-run status is not absolute, and restrictions must be imposed, considering grid safety conditions and the intermittent nature of renewable energy. Further, in most central government-level wind and solar allocations, there is also a provision of deemed generation as per the central government bidding guidelines. Under the deemed-generation concept, the renewable-energy generator is paid for its system availability (based on annual generation on a pro-rata basis), if electricity is not purchased on account of grid issues, i.e., grid unavailability or incompleteness of the transmission line or for any other issue dependent on the offtake.

There are further several incentives for solar players under state solar policies, such as concessional wheeling and banking charges, concessional transmission charges and transmission losses, cross-subsidy surcharges, and reactive charges.

### 5.2.3 Renewable purchase obligation (RPO)

The RPOs are a mechanism by which the electricity regulatory boards ensure that a pre-determined share of overall energy is purchased from renewable sources. The state electricity regulatory commissions ("**SERCs**") and Central Electricity Regulatory Commission ("**CERC**"), thus, determine renewable purchase targets, which all state distribution utilities as well as captive power and open-access power consumers have to comply with. The estimated state-wise RPO for Fiscal 2021 is as follows:

**Figure 15: Estimated state-wise RPO compliance, FY21**




*Note:*

*(1) The above has been calculated by utilising the total energy quantum as estimated by the utility for purchase and the renewable energy available to the utility vis a vis the RPO targets set by the respective SERC and CERC.*

*Source: MNRE, Distribution Utility Tariff Orders, CRISIL Research*

To promote the installation of solar power systems across various Indian states, the central government amended the National Tariff Policy ("**NTP**") in Fiscal 2016, proposing an increase in the solar RPO target to 10.5% by Fiscal 2022. Consequently, several states set RPO targets based on their respective renewable energy potential. However, the India's Ministry of Power ("**MoP**") issued a revised trajectory in June 2018, as shown in the table below:

**Table 4: Long-term RPO trajectory**

| Long-term RPO trajectory | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | FY2022 |
|---|---|---|---|---|---|---|
| Non-solar | 8.75% | 9.50% | 10.25% | 10.25% | 10.25% | 10.50% |
| Solar | 2.75% | 4.75% | 6.75% | 7.25% | 8.75% | 10.50% |
| **Total** | **11.50%** | **14.25%** | **17.00%** | **17.50%** | **19.00%** | **21.00%** |

*Source: MoP, CRISIL Research*

The revision has also allowed for inter-replacement of non-solar and solar RPO, in case one falls short. Any backlog would be carried forward.

### 5.2.4 Infrastructure support from the government

Apart from providing abovementioned incentives, the government has lent significant support to the solar power sector for execution of projects, specifically related to infrastructural requirement.

**Solar parks**: One of the most notable initiatives by the government has been enabling the setup of solar parks in the country. This is critical, given the land-intensive nature (approximately 5 acre required per MW of solar PV) of solar projects and low average holding (1.16 hectare) per person in India. Under the Solar Park Policy released in September 2014, the government planned to prepare land banks for 20,000 MW of solar projects spread across 25 states. Further, the capacity of the scheme was doubled from 20,000 MW to 40,000 MW on March 21, 2017, to set up at least 50 solar parks by Fiscal 2022. Such parks reduce construction/execution risks significantly, as they include a contiguous parcel of land, evacuation infrastructure (HV/EHV substation evacuating to state grid substation), and other ancillary infrastructure and utilities, such as road, water and drainage.

As of December 2021, 52 solar parks with an aggregate capacity of approximately 38 GW spread across 14 states.

Although the potential of solar energy is high, there exist a few challenges, which are critical to achieving rapid growth in this segment.

**Availability of contiguous land parcels** – With rapid capacity addition and stiff competition, it becomes imperative for developers to acquire land at competitive costs and in areas with high solar irradiance. The 40 GW solar park scheme is facilitative in this aspect.

**Adequacy of evacuation infrastructure** – Grid integration of renewables is key to the sector's growth. Instances of delay in readiness of transmission infrastructure at solar parks have caused concern among developers. However, an aggressive roadmap to add an incremental approximately 100 GW via new schemes and existing available capacity to the grid should be adequate for the expected additions.

Two main schemes for the augmentation of grid capacity to integrate 175 GW of renewable energy and more later are Green Energy Corridor (GEC) and Renewable Energy Zone (REZ). About 11 Renewable Energy Management Centre (REMCs), assigned under GEC Phase-I, are complete, while two additional REMCs added later, situated in Telangana and Andaman and Nicobar, are expected to come online this fiscal. All transmission systems assigned under GEC Phase-II with the CTU are commissioned, while the intrastate element under GEC and both phases of the REZ scheme remain under implementation.

**Availability of low-cost financing** – Given the capital-intensive nature of the solar power sector, availability of finance – that too at low cost – is critical. On the one hand, the government has undertaken several steps to ensure availability of low-cost finance, while on the other developers are exploring several instruments/sources to raise finance, as elaborated below. This has lent significant support to solar power sector growth.

Some of the steps taken by the government to ensure availability of low-cost finance are as follows:

- *Funding from lending institutions, such as IREDA, PFS and PFC*: Government financial institutions, such as PTC India Financial Services (PFS), PFC/REC and IREDA, finance many solar projects.

- *Green bond/masala bond market*: Green bonds are like any other bond but one which invests the proceeds to support green energy or renewable energy projects. India is the second country after China to have national-level guidelines published by the Securities and Exchange Board of India ("**SEBI**") for green bonds. Green bonds may be issued by the national government, multilateral organisations (such as ADB, the World Bank or the Export-Import bank of the country), financial institutions and private corporations. Until September 2021, close to $15.3 billion worth of green bonds were issued by various stakeholders to invest in renewable energy projects located in India.

- *Funding from multilateral banks and the International Solar Alliance (ISA):* The government channelises funds available from multilateral banks and financing institutions such as the World Bank and KfW.

**Technological advancements** – The solar sector has witnessed continuous technological innovations leading to not only a decline in solar-component pricing (as detailed above), but also improvements in efficiency and / or cost reduction. A few of these have been described below:

- **Dual-axis solar tracking**: To profit from the Sun's continuously changing position through the year, a dual-rotating axis has been developed for PV modules to move from east to west and north to south simultaneously. This allows the solar panel to angle itself so as to maximise the incidence of solar radiation on itself, thus increasing generation.

- **Solar coating**: Solar panels are constantly exposed to natural elements, such as rain and wind. This leads to dust accumulation on the surface of the panel that leads to reduction in efficiency. Multifunctional thin films or coatings combat this by enhancing self-cleaning, anti-reflection, anti-fogging and energy transmittance properties of solar panels**.**

- **Uninterrupted power supply (UPS) with solar power**: UPS allows electricity-operated objects, such as solar panels, to continue running during an emergency. Solar-charged batteries and battery backups may also be used to store excess solar power for later use.

**Green hydrogen**

Unlike traditional fossil fuel-based hydrogen, green hydrogen is produced through electrolysis of water, using renewable power such as solar or wind which, after splitting water's two main elements- hydrogen and oxygen- vents oxygen as a by-product into the atmosphere. Use of renewable power contributes to the goal of net-zero emissions.

According to IEA, in 2020, global electrolyser capacity stood at 0.3 GW which mostly used grid electricity to produce hydrogen. However, by 2030, IEA projects global electrolyser capacity to reach 850 GW which if run entirely on solar energy will require close to 3000-3200 GW additionally. This would create additional demand for solar modules globally & an opportunity for domestic solar manufacturers to service this demand through exports.

Further, there is push from the Indian government in terms of targets & policies. The government came out with the National Hydrogen Mission that aims to cut down on carbon emissions and increase the use of renewable sources of energy, while aligning India's efforts with global best practices in technology, policy and regulation.

The Government of India has also allotted Rs 250 million in the Union Budget 2021–22 towards research and development in hydrogen energy and intends to produce three-fourths of its hydrogen from renewable resources by 2050.

On the cost side, IEA analysis finds that the cost of producing hydrogen from renewable electricity could fall 30% by 2030 as a result of the declining cost of renewables and the scaling-up of hydrogen production, further pointing to the increased adoption of green hydrogen manufacturing.

Hence, CRISIL believes green hydrogen remains a key growth driver and will contribute meaningfully towards renewable additions. Solar energy installations needed for green hydrogen are expected to be of high order.

### 5.2.5 Other drivers

Apart from the above key drivers, the following positive factors have also helped in driving the renewable, especially solar, segment in the Indian market:

- **Traction in the commercial and industrial ("C&I") segments** – C&I consumers are most favourably placed to take benefit of the lower cost power available from renewable resources, especially solar. With commercial and industrial grid power tariffs averaging around Rs.6-7 per unit (even going as high as Rs.10-12 per unit in certain states), rooftop solar tariffs (RESCO mode) or landed cost of renewable energy under open access at prices of Rs.4-6 per unit compares favourably. Support from state and central policies to the solar rooftop segment (subsidy, metering allowances etc.) and open access charge concessions (lower cross subsidy surcharge, additional surcharge, grid usage charges and inter-state transmission systems ("**ISTS**") waiver, etc.) all help place the economics of utilising direct contracts with renewable generators or setting up captive renewable energy plants favourably by such consumers.

- **Green term ahead market ("GTAM")** – The launch of GTAM to promote green energy power trading is aimed at ensuring renewable capacity addition beyond RPO by resource-rich states as well as promoting private generators to set up projects outside the competitive bidding framework. In the current environment, with significant RPO targets set by Ministry of Power coupled with low supply in the REC trading market, such a mechanism can incentivise capacity additions beyond the normal tender route by nodal agencies.

- **Low construction and operational risks** – The short gestation period of 12-18 months for solar PV projects compared to 3-5 years for conventional power projects such as coal, nuclear and large hydro are a major positive driver of execution momentum for the segment. This is coupled with low operations and maintenance ("**O&M**") requirements for maintain a solar PV plant, where cleaning of modules and preventive maintenance would be the key activities. This is coupled with ample solar resource, with an estimated 5,000 trillion kWh per year energy incident over India's land area with most parts receiving 4-7 kWh per sq. m per day, and large tracts of land available for setting up solar projects. (*Source: MNRE*)

### 5.3 Government policies driving growth of solar sector

#### 5.3.1 Central Public Sector Units ("CPSU") scheme

Post the WTO ruling putting an end to domestic content requirement ("**DCR**") after December 14, 2017, even in competitively-bid tenders, DCR was restricted, as per the ruling, to government energy procurement and use only. Thus, tenders related to energy procurement by CPSUs were exempt under the WTO ruling and could utilise the DCR clause to promote domestic PV module manufacturing demand. Further, the government, in February 2019, extended the scheme to 12 GW from the erstwhile 1 GW, to provide a further impetus to the domestic solar module manufacturing industry.

Implementation of the 1 GW allocated under the CPSU scheme was initially slow, with NTPC forming the chunk of capacity at ~700 MW of a total of ~800 MW commissioned under the scheme. However, as on March 2021, of the 882 MW sanctioned by MNRE under the 1 GW (Tranche I), the entire capacity was commissioned.

Under Tranche II, (programme expanded in February 2019), agencies have issued a cumulative 4.5 GW under the CPSU scheme. While SECI has issued two tenders under the CPSU scheme of 2,000 MW and 1,500 MW, NTPC has floated a tender of 1 GW. SECI's 2 GW tender (subscribed for only 932 MW) has been auctioned and 922.4 MW has been allocated with a commissioning schedule of 24 months. For SECI's 1.5 GW tender, 1,104.8 MW has been allocated with a commissioning schedule of 24 months

Although this is expected to benefit the sector to some extent, execution has remained slow due to restrictions imposed amidst the Covid-19 outbreak. Further, low traction from other CPSUs, except NTPC, and the continued delay in subscription / undersubscription to the CPSU tranche tenders has led to a delay in commissioning momentum. CRISIL expects at least 1.5-2 GW overall from this till Fiscal 2023, considering the central government's push.

#### 5.3.2 PM-KUSUM

See section "*Key Regulations and Policies in India - Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan Scheme 2019 ("PM-KUSUM")*" of this Draft Red Herring Prospectus for more information on this scheme. The government has added a DCR clause in this scheme as well due to it being a government-led and subsidised initiative. This, in turn, is expected to drive demand for domestic modules and cells further. The capacities have been allocated to various states in line with the demand received from respective states, the targets listed under the KUSUM program, and the guidelines. However, substantial on-ground progress is yet to start.

In November 2020, MNRE scaled up and amended the PM KUSUM scheme. The scope of the scheme has now been increased by including farmer-owned pasture lands and marshy lands as well. Further, the size of the solar plant has also been reduced so that small farmers can participate, and the completion period has been increased from nine to twelve months. Further, any penalty for shortfall in generation has been removed for ease of implementation by farmers. The component wise revised solar capacity and financial support measures are summarised below:

**Table 5: Component-wise revised solar capacity and financial support**

| Component | Revised target | Solar capacity (GW) | Central financial support (Rs billion) | | |
|---|---|---|---|---|---|
| | | | CFA | Service charges | Total |
| A | 10,000 MW | 10.0 | 33 | 0.25 | 33.25 |
| B | 2 million pumps | 9.6 | 156 | 3.12 | 159.12 |
| C | 1.5 million pumps | 11.2 | 145.08 | 2.90 | 147.98 |
| **Total** | | **30.8** | **334.08** | **6.27** | **340.35** |

*Source: MNRE, CRISIL Research*

#### 5.3.3 Solar Rooftop Phase II (SRISTI)

MNRE has also implemented Phase II of the Residential Solar Rooftop scheme with a target of achieving 40 GW from rooftop solar by 2022. The scheme provides financial incentive for 4 GW of solar rooftop capacity to be set up in the residential segment, coupled with a provision to incentivise distribution companies for incremental achievement over previous years. The use of domestically manufactured solar cells and modules has been mandated for this residential sector as well. This scheme is expected to act as catalyst for adding solar cell and module manufacturing capacity in India.

#### 5.3.4 Jawaharlal Nehru National Solar Mission (JNNSM)

JNNSM, launched as part of India's National Action Plan on Climate Change (NAPCC) in 2010, aims at establishing solar power infrastructure in India. The mission was launched with a target of 20 GW grid-connected solar power generation capacity by 2022. However, the target was increased to 100 GW in June 2015 with a 40 GW target for rooftop solar electricity generation and a 60 GW target for large and medium-scale grid-connected solar projects. The nodal agencies under this program – NTPC, NVVN and later SECI – have led allocations under several phases and batches as detailed below:

**JNNSM Phase I -** As detailed before, under JNNSM Phase I, the 450 MW was tendered out in two batches - 150 MW (Batch I) and 300 MW (Batch II). In addition, 470 MW was offered under solar thermal technology.

**JNNSM Phase II -** VGF (capital subsidy) was introduced to lower the capital cost of solar projects and due to limited availability of conventional power from unallocated quota of NTPC plants. MNRE established SECI as the executing agency under Phase II.

### 5.3.5 Other Government Policies

- **100% FDI single window clearance**: The government has launched a single window clearance on September 22, 2021 for foreign investors and businesses. The window acts a one-stop solution for all the clearances & approvals. The portal today hosts approval across 18 central departments and nine states. This is expected to facilitate the growth of foreign investments in India

- **Open access order**: The Draft Electricity (promoting renewable energy through Green Energy Open Access) Rules, 2021, announced by the Ministry of Power in an order dated August 16, 2021 aims to address the challenges related to different charges levied on the open access consumers thereby improving the certainty of cash flows for new projects to be setup through this route. This if implemented, is expected to increase the renewable installations in India

- **New wind-solar hybrid policy**: MNRE announced the amendments to guidelines for tariff competitive bidding process for procurement of power from Wind Solar Hybrid Projects in an order dated July 23, 2021 which are positive for developers driving the growth of the renewable sector

- **Energy storage**: As part of India's clean energy push, government is working on Energy Storage Policy for integration of renewable energy with the power system. As stated in order dated October 6, 2021, the policy would broadly focus on regulatory, financial and taxation, demand management and technological aspects in order to speed up the implementation of storage capacity driven by the need to have increased flexibility in Indian power system to absorb the large-scale integration of the renewable energy into the system during the coming years.

Therefore, these fiscal benefits, tariffs and import duties on foreign imports, ALMM, in addition to various government policies and schemes, such as, SRISTI and KUSUM aimed at adoption of residential market segment through solar rooftop, provides us with a favourable regulatory landscape. However, a number of other parameters like technology adoption at metering level, transmission capabilities will remain a monitorable for having full potential of the residential solar rooftop market.

## 5.4 Overview of the Indian solar energy market

The solar energy market in India broadly comprises the below segments:

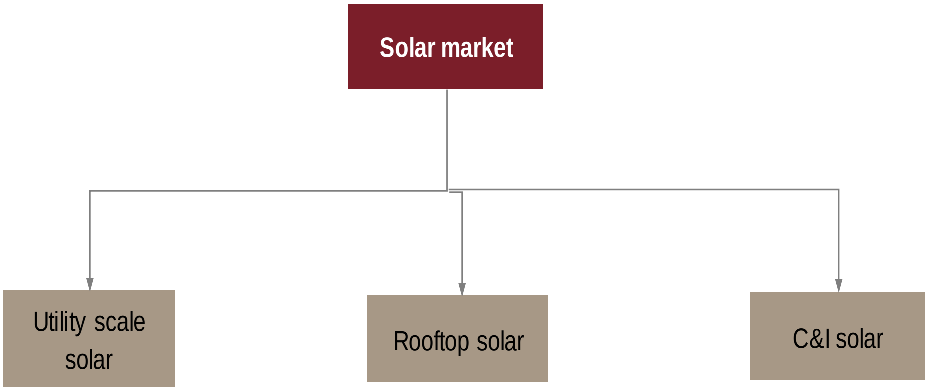
- **Utility scale solar -** A utility-scale solar facility is one which generates solar power and feeds it into the grid, supplying a utility/large consumer with energy. Virtually every utility-scale solar facility has a power purchase agreement ("**PPA**") with a utility or large purchaser (SECI / C&I), guaranteeing a market for its energy for a fixed term of time. Typically, the project size of utility-scale project is greater than 5 MW.

- **Rooftop solar -** A rooftop solar is a PV system that has its electricity-generating solar panels mounted on the rooftop of the premises of a building (residential, commercial complexes, industrial plants, government buildings etc.). Rooftop systems are small, as compared with utility scale solar projects, with capacity typically ranging from 5-20 kilowatt ("**kW**") on residential complexes / houses and 100 kW- 1 MW on larger buildings, such as those that are commercial or industrial in nature.

- **Solar capacities set up for the C&I segment (hereafter referred to as the C&I market) -** The C&I solar market caters to the needs of large commercial and industrial establishments. Currently, it has the largest market share in rooftop solar deployment and is becoming increasingly active in the captive and third-party solar PPA segments. A decline in solar power prices under private bilateral contracts as against significant grid power tariffs for C&I consumers has led many of these participants to adopt solar power to meet their power requirements through rooftop solar, captive power or open-access plants. Comprehensive solar rooftop policies, with net and gross metering regulations, exemptions on open access charges for solar power in many states and streamlined utility interconnection processes, have given confidence to the industry and led to rapid deployments in the C&I solar segment.

- **Other key markets: Other key markets include floating solar, agricultural solar, solar pumps and off-grid–**
    - Floating solar system involves installing the solar power plant on the large expanses of water such as land, reservoir, wetlands and lakes etc. It has very large potential across reservoirs and can help save land.
    - Agri-solar brings together agriculture and energy sectors. This collaboration can give much needed boost to sustainable rural development and increase bio-diversity protection.
    - India has been a pioneer in the adoption of solar pumps. The market has a huge potential with the government targets for installations of 2 million solar pumps by 2022 under PM-KUSUM scheme with up to 60% of capital subsidy.
    - Off-grid Solar PV Applications Programme is one of the oldest programmes of the MNRE aimed at providing solar PV-based applications in areas where grid power is either not available or is unreliable. Applications such as solar home lighting systems, solar street lighting systems, solar power plants, solar pumps, solar lanterns and solar study lamps fall under this programme.

**Figure 16: Types of Solar markets**




| | Utility scale solar | Rooftop solar | C&I solar |
|---|---|---|---|
| Potential (GW) | 749 | 210 | |
| Installed capacity(GW) | 32 | 4 | 10 |
| Government target (GW) | 60 | 40 | |

*Note:*

(1) *The above numbers represent installed capacity as of March 2021 and government targets by Dec 2022. Utility and rooftop solar excludes C&I installed base. Also, there is no separate potential and government target for C&I market.*

*Source: CRISIL Research*

Out of the key segments in solar energy, rooftop and C&I solar market execution is predominantly done via third party EPC contracts. This would mean a significant portion of the capacity addition outlook over Fiscals 2022-2026 of 12-13 GW and 15-16 GW in rooftop and C&I segments respectively, to be a key market for EPC solution providers. On the private IPP market front, majorly the projects executed under competitive bidding, the outlook of 37-38 GW over Fiscals 2022-2026 forms the potential which can be serviced by external EPC providers. However, in this segment the in-house EPC arms set up by the developers themselves can also execute the projects won by their sister concerns.

Further sections describe each of the afore-highlighted solar market segments in detail:

### 5.4.1 Utility scale solar market

**Bidding process for utility scale solar**

Utility scale solar projects are awarded to competent bidders through the process of reverse auctions conducted by the tender-issuing authorities. Reverse auctions serve as a contracting mechanism, where project developers bid for PPAs from a utility, end-customer, or other contracting authority. Once the reverse bidding mode is selected for procurement, the procurer prepares detailed documents ("**RfS**") that includes tendered quantity in power (MW) terms or energy (kWh) terms. Other parameters such as technology to be used, detailed specifications, delivery terms, payment securities, performance requirements, etc., are disclosed by the procurer, as per a formal process. Competent sellers are attracted to and participate in the bid. Once the process is over, the evaluation of presented bids is done by the procurer. Decision based on real-time pricing is done and the seller with the lowest bid price selected. A non-negotiable standard contract is signed with the winning seller, incorporating the bid price offered by that seller. The projects are also scrutinised to ensure that they meet the minimum viability requirements.

The developers bidding for utility-scale solar projects need to follow the guidelines released by MNRE. Further, MNRE continuously makes revisions in the solar competitive bidding guidelines.

**Evolution of bid tariffs**

Recent cost pressures, such as the safeguard duty imposition, new GST clarification (70% charges at 5%, 30% at 18%), rupee depreciation and the rising cost of debt had caused developers to bid mostly in the Rs 2.7 – 2.9 per unit range over fiscals 2019 and 2020. However, bid tariffs have again fallen to the Rs.2.4-2.5 per unit range towards the end of Fiscal 2021 and year to date for Fiscal 2022, driven by lower cost of financing and safeguard duty rate decline. The most recent case has been the SECI 1200 MW ISTS Karnataka Tranche-X auction in February 2022 which witnessed a solar tariff of Rs.2.36 per unit. Previously, in October and November 2020, solar tariffs declined to as low as Rs.1.99-2.0 per unit, driven by lower capital costs, with advancement of technology and decrease in cost of financing available to the projects.

Bid tariffs are also impacted by the nature of the allocations i.e., central vs state. Historically, developers have shown more interest and bid more aggressively in central scheme allocations as compared with state bids. This is because there are several distinguishing benefits under central schemes such as:

- Lower counter party risk owing to SECI / NTPC / NVVN functioning as intermediary between developers and Discoms
- Land provided in solar parks in some schemes (eliminating land acquisition hassles and construction of transmission infrastructure)
- Enhanced payment security mechanisms (security fund, jurisdiction of the tripartite agreement for SECI / NTPC / NVVN).

Increasingly, the share in allocations has begun to be dominated mostly by tenders issued by central agencies instead of the state, as the latter also prefer signing power supply agreements with SECI / NTPC / NVVN directly, instead of procuring renewable energy at higher cost directly from developers.

However, with the standard solar bidding guidelines in place (which provide payment security stipulations and deemed generation clause, etc.) on which state PPAs have been modelled, state solar auctions have also seen as tariffs as competitive as the central allocations. Although, this varies from state to state, as it is dependent on many other factors as well as land prices, grid availability, solar irradiance, etc., specific to the state.

The declining trend in the bid tariffs has led to growth in the solar installations which is detailed in the section below.

**Review and outlook of utility-scale solar additions**

In Fiscal 2021, solar capacity additions fell by 15% to 3,542 MW from 5,728 MW in Fiscal 2020. The lower solar capacity addition was mainly due to restrictions caused by the pandemic in the first half of the year, supply-side disruptions and MNRE's grant of a total 7.5 months blanket extension to the commissioning timelines with further provisions for extension available. However, between the period of June 2021 to January 2022, utility scale capacity additions picked up and approximately 6.87 GW has been added to the sector in 10 months of Fiscal 2022. Previously, in Fiscal 2020, additional taxation in the form of safeguards and higher GST rates had led to a slowdown in capacity additions.

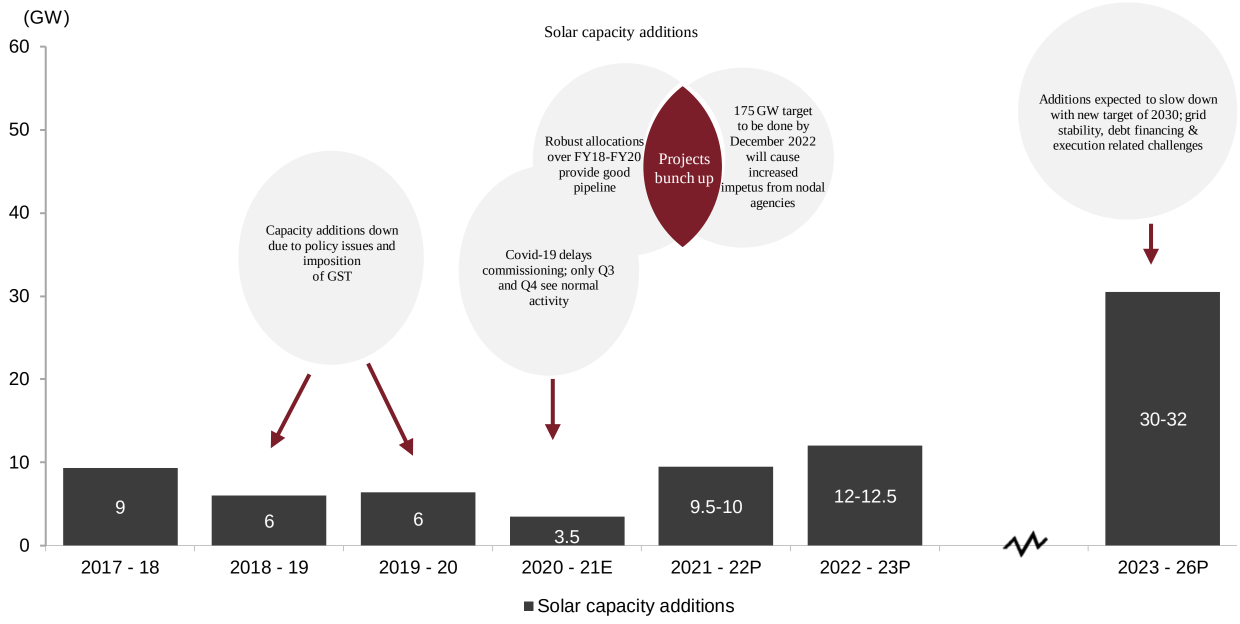
Further, CRISIL Research expects 52-54 GW of utility-scale solar capacity additions over Fiscal 2022 to 2026 (refers to fiscal year of April to March). This will be driven by additions under:

- The National Solar Mission ("**NSM**") Phase II Batch IV, V and VI;
- Other schemes launched by SECI (ISTS, floating solar tenders, newer structure tenders, state specific schemes, etc.);
- Capacities tendered by distribution companies in various states to fulfil Renewable Purchase Obligations ("**RPO**"); and
- Capacities tendered by cash rich public sector undertakings ("**PSU**") such as National Thermal Power Corporation ("**NTPC**"), Neyveli Lignite Corporation ("**NLC**"), Coal India Limited ("**CIL**"), etc.

To arrive at capacity additions, CRISIL had considered progress of capacity allocations from the above schemes. For analysis, CRISIL also factored in the economic feasibility of tariffs, extent of payment security, financial health of state Discoms, RPO targets as well as execution risks in project implementation.

The share of solar power in total units generated (Mus) is expected to go up from 4.3% as on Fiscal 2021 to 10.5-11.5% by Fiscal 2026, as thermal-based power would continue to be the dominant source of energy.

**Figure 17: Utility scale solar capacity additions**




*Note:*
*(1) The utility scale addition outlook above also includes open-access installations, including from C&I.*
*Source: CRISIL Research*

### 5.4.2 Rooftop Solar Market

Rooftop projects are small-scale solar photovoltaic (PV) installations on roofs of buildings. Rooftop projects may or may not be connected to the grid.

***Rooftop solar business models***

**OPEX Model**

The OPEX or the operating expenses model is a system where the developer owns the solar project, and the consumer only has to pay for the energy generated. This model is also called the Renewable Energy Service Company ("**RESCO**") model.

Rooftops installed under the OPEX or RESCO model require the consumer to enter into a long-term, legally binding agreement for the roof on which the solar system is installed. They must also sign a long-term PPA for the supply of power.

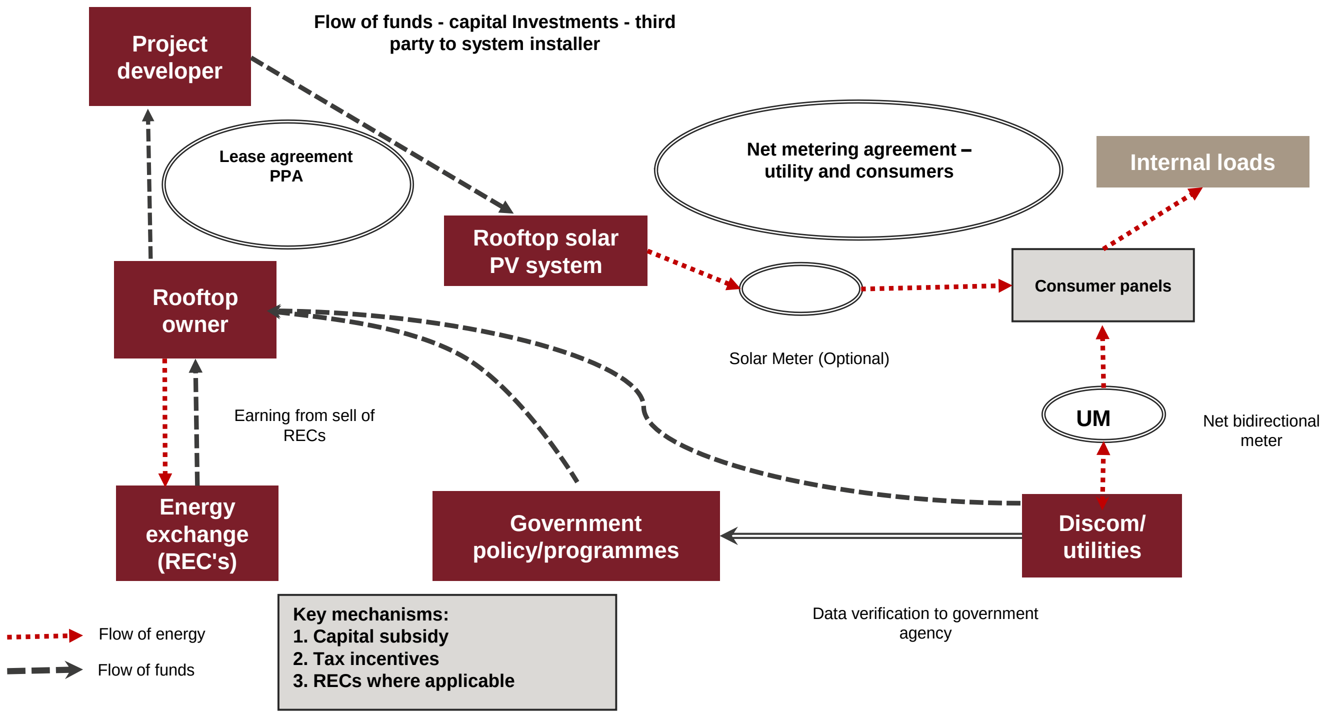
PPAs can be signed for up to 25 years, and the consumer is expected to pay a pre-determined tariff for this duration. Any excess electricity generated may be injected into the grid.

In this model, all capital expenses and risks are entirely borne by the developer. The developer will be the system's owner for its entire lifetime and must provide operation and maintenance services throughout. According to rooftop installers, consumers could have to pay a tariff ranging between Rs.3.8 (~$0.051)/kWh and Rs.5 (~$0.068)/kWh for the PPA duration. The tariff varies depending on the state and the policies prevalent at the time.

A major benefit of the OPEX model is going solar without any large upfront investments for the end-consumer. However, not all installers may be willing to undertake smaller projects which individual households or smaller companies may be interested in. OPEX project installers tend to prefer medium to large-sized projects under this model. Once the PPA expires, the ownership of the rooftop project will be transferred to the customer. However, companies also include a provision for them to buy back the project before the PPA expires. This allows the consumer to transfer the project back to the developer after five years at a pre-determined rate.

Some drawbacks of the OPEX route are the lack of any tax depreciation or GST benefits, and a higher levelised cost of energy ("**LCOE**").

**Figure 18: RESCO model depicting flow of funds and flow of energy**




*Source: CRISIL Research*

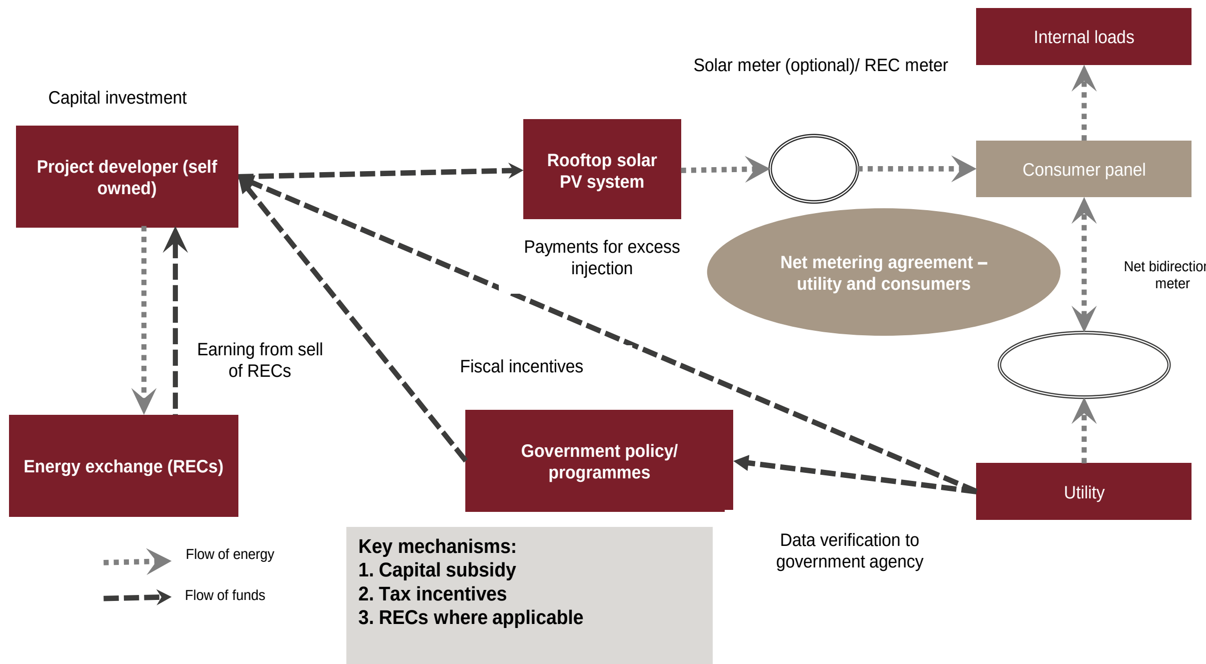
## CAPEX model

The CAPEX or the capital expenditure model, on the other hand, is a self-funding model where consumers have to bear all the upfront capital expenses incurred in installing a rooftop system. These expenses include funds used to set up, maintain, and operate the project. They also include the cost of the equipment, labour, upgrades, and other material costs. Consumers taking the CAPEX route can approach vendors or installers to set up the rooftop solar system to reduce their power costs. Any residual power or excess generation can be injected into the grid.

The CAPEX model also allows consumers to enjoy complete ownership of the product. They have control over the type of technology being used and, more importantly, the quality of the components that go into their projects. Consumers and companies can claim GST input and accelerated depreciation benefits and also enjoy a lower LCOE.

The one possible downside to this model is that all the risk involved in owning and operating the rooftop system would have to be borne by the project owner. This includes operations, management, and maintenance.

**Figure 19: The CAPEX model depicting flow of energy and funds**




*Source: CRISIL Research*

### 5.4.3 *Review and outlook on rooftop solar additions*

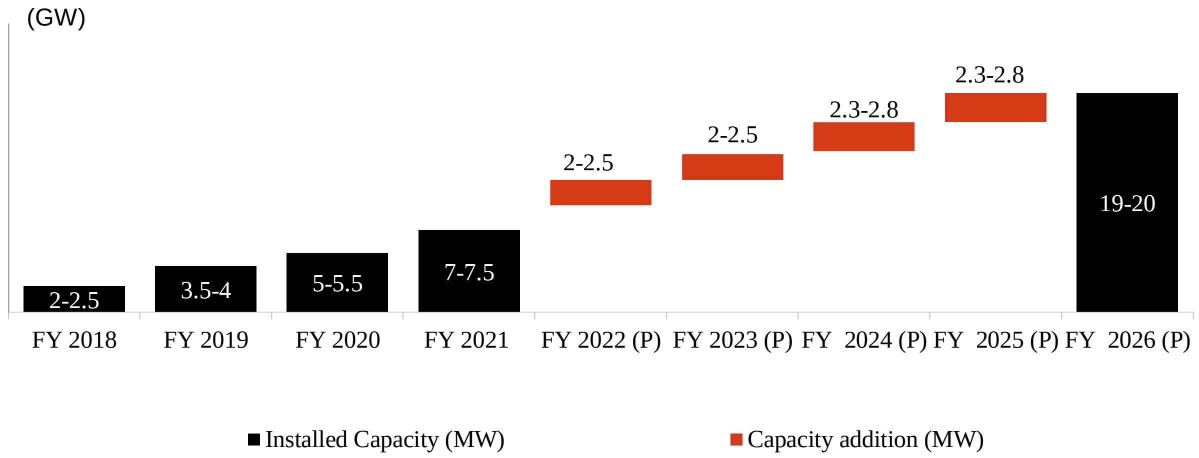
As per the government target of 100 GW of solar by Fiscal 2022, 40 GW is proposed to be added under rooftop-based solar systems. As on January 2022, approximately 9 GW of rooftop capacity is estimated to be installed. Rooftop capacity additions picked up speed with peak additions of ~1925 MW witnessed in Fiscal 2021.

This was driven by a positive change in policy under the Gujarat's Surya Urja Rooftop Yojana targeting rooftop installations for 0.8 million consumers by March 2022. The scheme provided 40% and 20% state subsidy for installations up to 3 KW and 3-10 KW respectively. Additionally, a MSME policy released in September 2019 by the Gujarat government allowed installations of solar rooftop projects in excess of 100% of sanctioned load or contract demand. Under the scheme, MSME's could also sell excess power to state government at Rs.2.25 per unit.

However, recently in a reversal of policy stance, GUVNL withdrew subsidies to small-scale distributed solar projects, which would affect capacity of approximately 2,500 MW and dampen investor sentiment as Gujarat is the leading state for rooftop solar installations.

CRISIL Research expects 11.5-12.5 GW of capacity to be commissioned under the solar rooftop segment over the next five years (2022-2026), mainly led by commissioning of capacities by SECI (up to 1,000 MW); capacities allocated by state governments (up to 1,500 – 2,000 MW), commissioning of capacities by government institutions such as metro, railways and airports (1,000 – 1,500 MW); with the remaining capacity to be added by industrial and commercial consumers under net/gross metering schemes of various states

**Figure 20: Rooftop solar installations & capacity addition estimates**




*Note:*
*(1) Solar rooftop capacity numbers above include C&I rooftop capacity additions.*
*Source: CRISIL Research, MNRE*

The key roadblocks hindering growth of the rooftop solar segment are:

- **High cost of installations compared with utility scale**: Due to the smaller scale, niche technical design and specifications (due to variations in rooftop area/premise setup) and higher cost of certain components, the cost of solar rooftop installations is typically higher than a large utility scale solar setup. Moreover, a distributed consumer base also lowers affordability of this segment.

- **Funding availability**: Due to the distributed and varied nature of end consumers, credit assessment and funding credibility evaluation of rooftop installations are challenging, especially in the capex-led model. These factors are also key hurdles, especially in the smaller scale residential segment.

- **Weak infrastructure and implementation challenges**: Network capability limitations, coupled with often prolonged approval processes and clearances for rooftop connectivity from power distribution companies, have been a long pending challenge for the sector.

- **Policy divergence and ineffective implementation**: Policy divergence across states and nodal authorities, coupled with hesitation of distribution companies on adoption of the solar rooftop segment (as high paying consumers shift consumption), has also slowed down growth of the segment. Further, although MNRE has entrusted SECI with implementation of large-scale, grid-connected rooftop PV projects, with subsidy support from National Clean Energy Fund ("**NCEF**") funds, the release of subsidy has been delayed by more than six months in some cases.

That said, the ministry's approval to allow net-metering up to 500 KW is expected to give a much needed fillip to the sector as it removes the uncertainty for installers and paves the way for future growth. Rooftop solar projects have attracted the interest from players in the entire solar value chain ranging from module manufactures (Tata Power Solar, Vikram Solar, Waaree Energies, etc) to system integrators (Rays Power, Jackson Engineers) and independent power producers (Welspun Solar, Azure Power, Sunedison, Mahindra Solar, etc) owing to falling costs and favourable regulatory policies in a few states (net metering, exemption on electricity duty, wheeling and cross-subsidy charges).

The central government has strongly vouched for rooftop solar, targeting to achieve a whopping 40% of the 100 GW generation capacity under NSM from this segment by 2022. For instance, the central government is continuing the provision for providing 30% capital subsidy for rooftop projects. The subsidy supports rooftop projects undertaken by residential consumers and public institutions (government hospitals, schools, etc) across various sectors.

However, timely disbursement of the subsidy is necessary to avoid project execution delays and boost investor confidence in the market, with government support critical to boost growth over the long term.

### 5.4.4 *C&I Solar Market*

C&I users consume approximately 51% of the electricity generated in India, but only a small percentage of their energy procurement comes from renewable energy sources. C&I users have emerged as an important standalone business segment in recent years in renewable energy market, indicating their huge untapped potential. Even though the present market size is small, specialised developers catering to C&I consumers have emerged with innovative business models and competitive prices. The C&I segment already accounts for 70-80% of the country's rooftop solar installations and is making headway in the utility-scale solar space as well through open access and group captive routes. The following section describes each of these routes in further detail.

***Business models for C&I solar energy assets***

**Group captive**

The group captive model is an arrangement wherein a minimum 26% of the equity is borne by captive consumers and at least 51% of the energy generated is consumed by them. The project is developed for collective usage of one or many corporate buyers. These group captive consumers sign a PPA with the developer, which is responsible for project construction and O&M.

**Open Access**

The open access procurement model under the Electricity Act, 2003 enables heavy users with more than 1 MW connected load to buy cheap power from the open market. The concept enables customers to choose from a number of competitive power companies, rather than being forced to buy power from the local utility monopoly.

Open access can be broadly categorised as intra-state or inter-state. Intra-state open access falls under the SERC, whereas inter-state open access can be expensive as it is subject to the regulations and charges of central authorities as well as both the states which have the points of generation and consumption.

**Open access can be further classified as:**

- Short-term open access for a period of less than a month
- Medium-term open access for a period of three months to three years
- Long-term open access for a period of 12 - 25 years

Further, open access projects have to pay various charges, which vary with location and procurement models. Renewable power plants under a captive or group captive model are generally exempt from many of these charges that vary across each state. Various charges under the open access mechanism include: (a) transmission charges; (b) wheeling charges; (c) transmission losses; (d) wheeling losses; (e) cross subsidy surcharge; (f) additional surcharge; and (g) banking charges.

In addition to the above, C&I consumers procure power through capex and opex routes described in detail in the rooftop section.

***Review & outlook of the C&I solar market***

Indian C&I solar sector added approximately 6 GW over Fiscals 2019-21 registering a CAGR of 45% with the total installed capacity as of March 2021 at approximately 10 GW. The capacity additions picked up in the last quarter of Fiscal 2021 in response to easing of pandemic restrictions and increasing power demand. Also, the market has gained momentum over the last few years with consumers keen to reduce their power bills as well as carbon emissions. Increasingly, there is also very strong interest among investors as CRISIL continues to see leading independent power producers, private equity funds, and other institutional investors committing huge sums to this market.

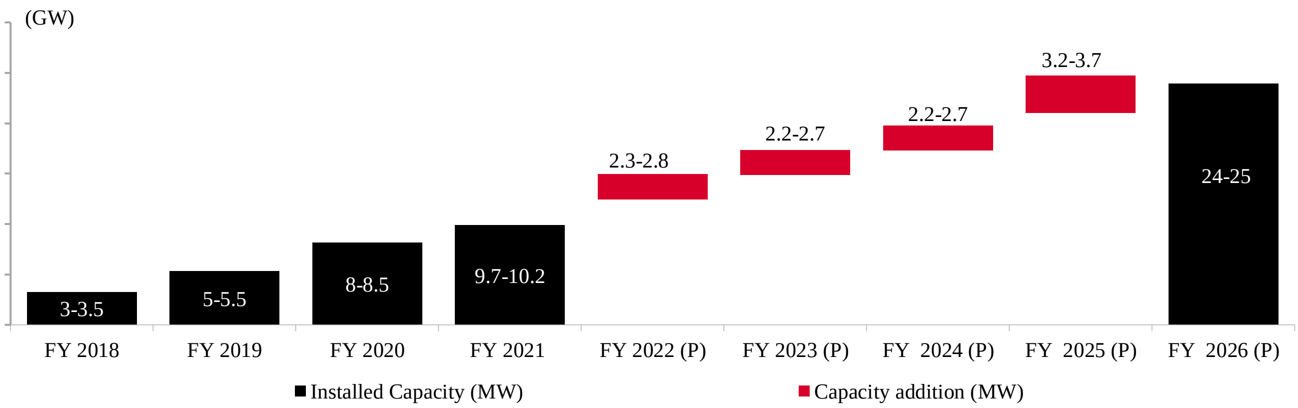
Solar power is preferred over other renewable energy sources by C&I consumers due to its ease of implementation, versatility and negligible operating costs. Moreover, solar power prices have declined significantly over the past few years, making it more affordable for C&I consumers. In contrast, state Discoms continue to charge C&I consumers very high tariffs compared with residential and public sector consumers to provide subsidies to agricultural and below poverty line consumers. Thus, large industries across all segments and commercial consumers including metro corporations, railways, airports, hotels and multinational corporations can generate substantial savings by meeting their electricity requirements through solar power-based captive, group captive and open access projects.

CRISIL Research expects capacity additions of approximately 14 GW over Fiscals 2022-26 driven by rooftop solar and open access installations. CRISIL believes distributed domestic generation will be key to meet India's energy and energy security needs. Many factors such as technological innovations, more cost-reflective time-of-day tariffs, smart meters, high-efficiency modules, and battery storage will drive growth of this market.

Additionally, in the recently released Draft Electricity Amendment Act 2020, several progressive measures have been proposed for the solar sector, including the introduction of a pan-India RPO with a strict penalty mechanism. Discoms and other large electricity customers are obligated to purchase a specific percentage of their power from solar energy sources under these RPOs. These measures will provide a significant boost to the uptake of rooftop solar in the C&I segment. However, issues such as financing, regulatory uncertainty and policy divergence across states must be tackled to further speed up solar adoption in this segment.

The C&I market installed capacity and capacity addition estimates are as follows:

**Figure 21: C&I market installed capacity & capacity addition estimates**

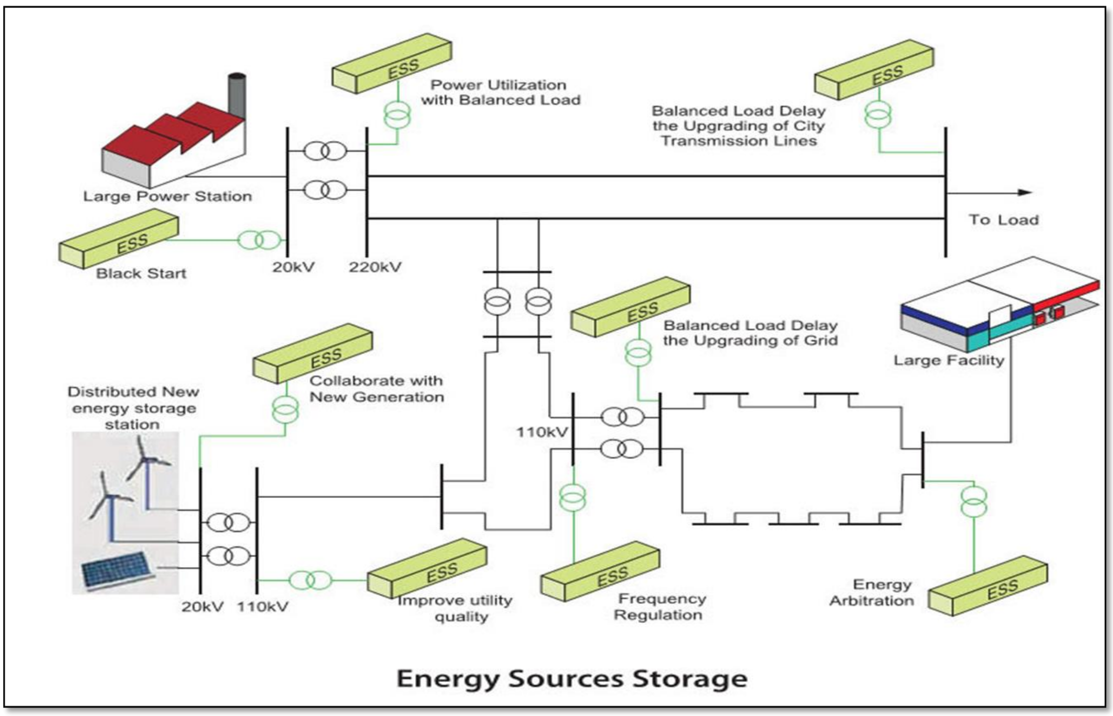



*Source: CRISIL Research*

## 5.5 *Impact of battery storage on the solar market*

Energy storage systems can be deployed at transmission, distribution and consumer ends to serve different needs at different times.

**Figure 22: Energy storage system deployment**




*Source: CRISIL Research*

The need for electricity storage stems from the following factors:

- Drives rapid de-carbonisation reducing the need to depend on pollution emitting peak power plants
- Helps to integrate more solar, wind and distributed energy into the grid
- Improves efficiency of the grid by increasing capacity factor of the existing resources
- Saves cost to the society by enabling storage of low-cost energy and retrieving it later when required

**Need for battery storage in the solar market**

Renewable energy currently accounts for only 4.3% of India's total power generation and is expected to increase to 10.5-11% by 2026. To integrate such a high penetration of renewables into the grid effectively, several measures are being taken, including bringing flexibility in conventional generation, maintaining generation reserves, introduction of ancillary services, etc. Although the concept of energy storage has been around for a long time, its role is now becoming crucial for energy systems. With a rise in intermittent renewables, energy storage is needed to maintain a balance between demand and supply. Rapid innovation and a rise in the global scale of production have helped lower the prices of battery storage systems, with prices gradually falling from 2011 onwards. The prospect of using battery-based storage for grid-scale projects is gaining wider acceptance with rapid progress in battery technologies such as lithium ion. These technologies developed to support to electric vehicles have elicited equal interest from rooftop and utility-scale solution providers on account of rising grid electricity prices and falling costs of modules and batteries.

Renewable energy projects, along with battery storage, can ensure steady power supply for a longer duration in both on-grid as well as off-grid applications, helping utilities and consumers to meet energy requirements in an efficient and environment-friendly manner. The International Renewable Energy Agency (IRENA) has also forecast a fall in the price of storage solutions, especially lithium-ion technology. Greater adoption of lithium-ion battery storage, an improvement in battery efficiency and large-scale manufacturing are expected to reduce the lithium-ion battery installation cost to $145-480 per kWh in 2030 from $200-840 per kWh in 2017. With rising adoption of battery storage and maturing technology, newer business models based on storage will evolve and transform the market structure of electricity production and consumption.

## 5.6 Wind-solar hybrid

Wind-solar hybrid ("**WSH**") is fast becoming the preferred renewable energy option in India. Although the MNRE has not set a generation target for the nascent sector yet, WSH has received strong support from SECI and several state governments. There are two types of WSH projects – pure-play projects and those with storage.

### 5.6.1 Outlook on WSH market in India

- CRISIL Research estimates WSH projects to account for 8-10 GW of overall solar capacity of 64-66 GW over the next five years (Fiscals 2022 to 2026)
- Of this, approximately 10 GW is already in the works – either under construction or being tendered
- SECI invited bids for 1.2 GW of WSH capacity in April 2021, under its Tranche IV tender for renewable energy projects
- While the biggest beneficiaries of the WSH policy will be major windy states such as Madhya Pradesh, Karnataka, Gujarat, Tamil Nadu and Andhra Pradesh, under-penetrated windy states such as Maharashtra and Chhattisgarh are also expected to see some traction

# 6 Solar photovoltaic manufacturing market assessment

## 6.1 Background to photovoltaic manufacturing

### 6.1.1 Overview of the solar energy value chain

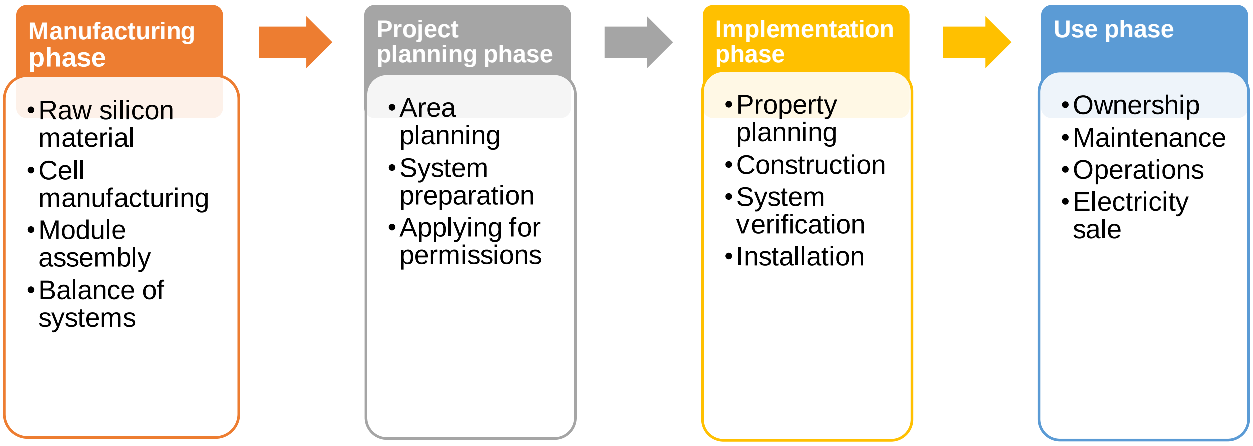
The solar energy value chain consists of the following four phases:

- Manufacturing phase
- Project planning phase
- Implementation phase
- Use phase

The manufacturing process constitutes the upstream stage of the value chain, while subsequent phases – project planning, implementation, and use – form the downstream stage. The manufacturing stage comprises different processes required to develop a utility-scale PV solar system. First, raw silicon must be produced, purified, cut into wafers, doped, cleaned, and coated. The cells hence formed are subsequently assembled into modules and arrays, and combined with other electrical components such as cables, transformers, inverters and other such balance of system components to construct a solar generation system.

Project planning, which is the first process in the downstream stage, involves area planning, system preparation, applying for land approvals, and targeting least cost fund raising for the project. After this begins the implementation phase, which entails the actual construction process, verification and installation of the system. The last phase of the value chain involves operation and maintenance activities as well as different adjustments in the PV solar plant, negotiations with local authorities and communities, and distribution of the energy produced for end-use.

**Figure 23: Schematic of c-Si PV module supply chain**




*Source: CRISIL Research*

Crystalline silicon ("**c-Si**") technology is largely deployed in solar PV globally as well as India. The technology is also expected to comprise the largest pie in India's ambitious target of 100 GW solar capacity addition by December 2022.

However, currently, 80-85% of the solar modules need be imported as domestic capacity is inadequate to meet demand. India does not have a manufacturing base for poly-silicon ingots and wafers; hence, players import these components, incurring high cost. Additionally, installed capacity for solar cells in India (approximately 3.2 GW as on December 2021) significantly trails solar module capacities (approximately 13 GW as on December 2021), requiring module players to import the cells from China.

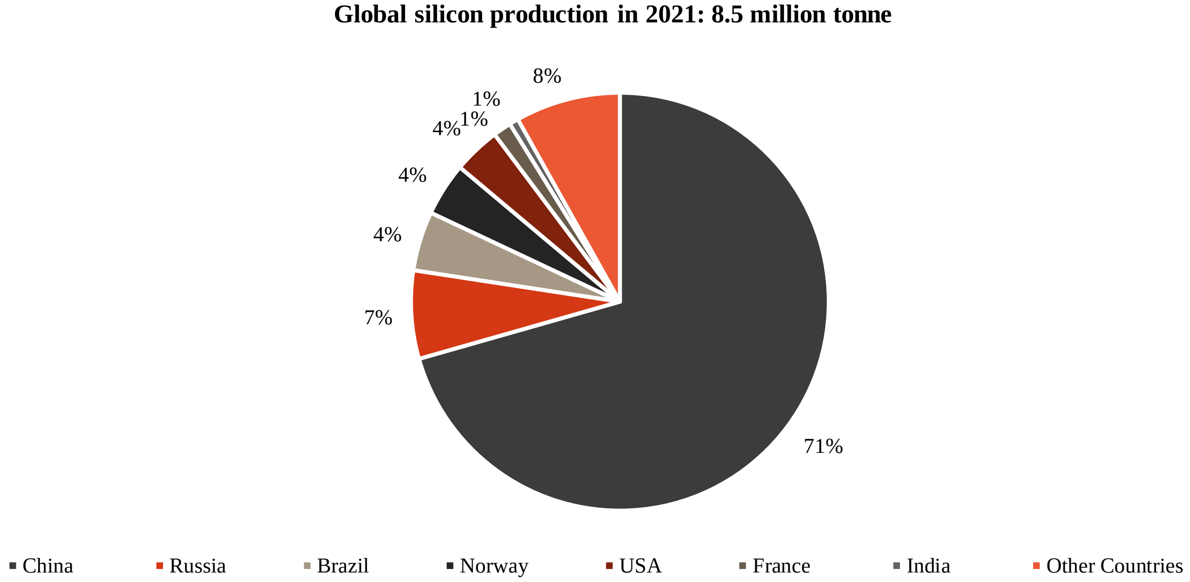
Only a few GW-scale companies are present in India. Many of the smaller companies have capacities in the 100-500 MW range, with very high operational costs.

### 6.1.2 Overview of key inputs/raw materials and their sources

The primary natural resource utilised in the manufacturing process of solar photovoltaic modules (crystalline technology) is silica, which is then processed further into polysilicon and the successive downstream components.

Polysilicon is essentially a high-purity form of silicon. The leading country for silicon production has been China, where in 2020 more than two-thirds of the global production was located. China is followed by Russia, Brazil, Norway and U.S.

**Figure 24: Global silicon production-country wise in 2020**




*Source: USGS, CRISIL Research*
*Note: Silicon Production figures are estimates for 2021.*

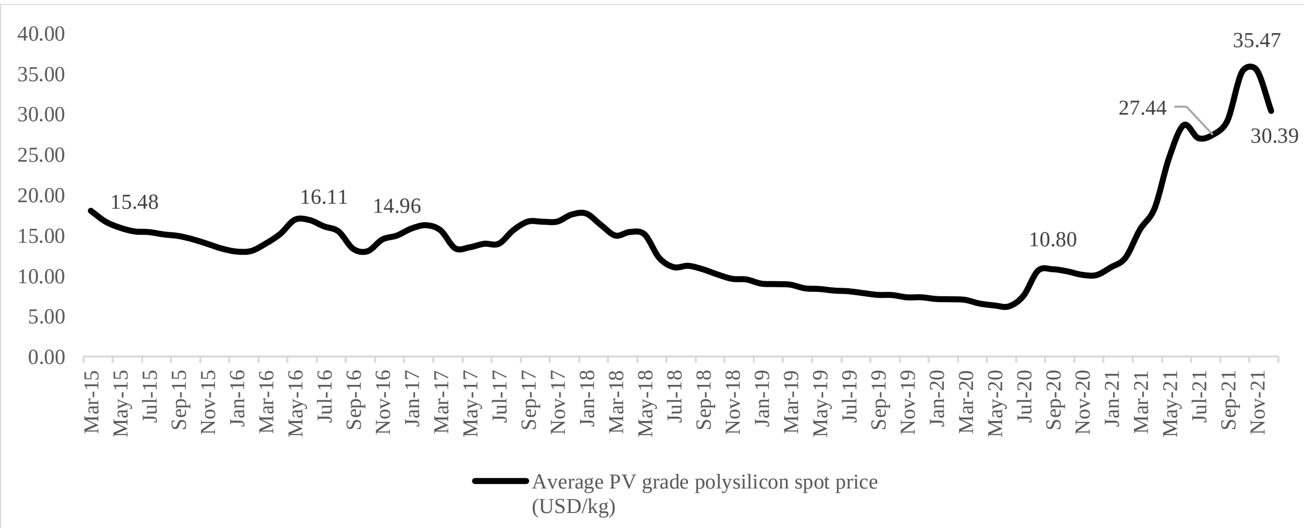
In 2020, of the total global production capacity of 525,000 tonne, China's polysilicon output was 396,000 tonne. Production of silicon, a key component for manufacturing polysilicon declined in 2020 by approximately 5% owing to the COVID-19 pandemic. Pandemic-related uncertainties lowered demand resulting in a decline of polysilicon prices to historical lows, as prices had been falling historically led by a supply glut in the market. The fall in pricing also led several polysilicon players, especially smaller entities, to exit the market or cut back on production. Further, several unexpected events such as fire incidents at manufacturing locations of two key players, flooding in key manufacturing regions, coupled with increased regulatory scrutiny on environmental standards followed by Chinese manufacturers by the domestic government, also hurt supply. This, coupled with a recovery in demand in CY 2021, has put upward pressure on polysilicon pricing currently. After U.S. banned polysilicon manufactured in Xinjiang province of China because of forced labour, players have halted expansion plans and are shifting out of the region.

### 6.1.3 Component price trends

**Price of polysilicon increased sharply over the past 6 months**

Solar wafers and cells today require less polysilicon on kg/W basis due to improvements in the manufacturing process over the years. Price of polysilicon declined approximately 59% over March 2015-March 2020 driven by lower production costs stemming from lower electricity rates and reduction in investment costs needed for the new production facilities that use the Siemens method. It dropped to an all-time low of $6.21/kg in June 2020. However, after March 2021, it increased sharply due to capacity shortage after explosion and floods in key Chinese facilities, increased safety checks, and the shutdown of small manufacturers due to the pandemic. Also, recently the price has increased due to power crunch caused by shortage of coal supply and the government's order curbing silicon production.

**Figure 25: Polysilicon price up after five years of decline**



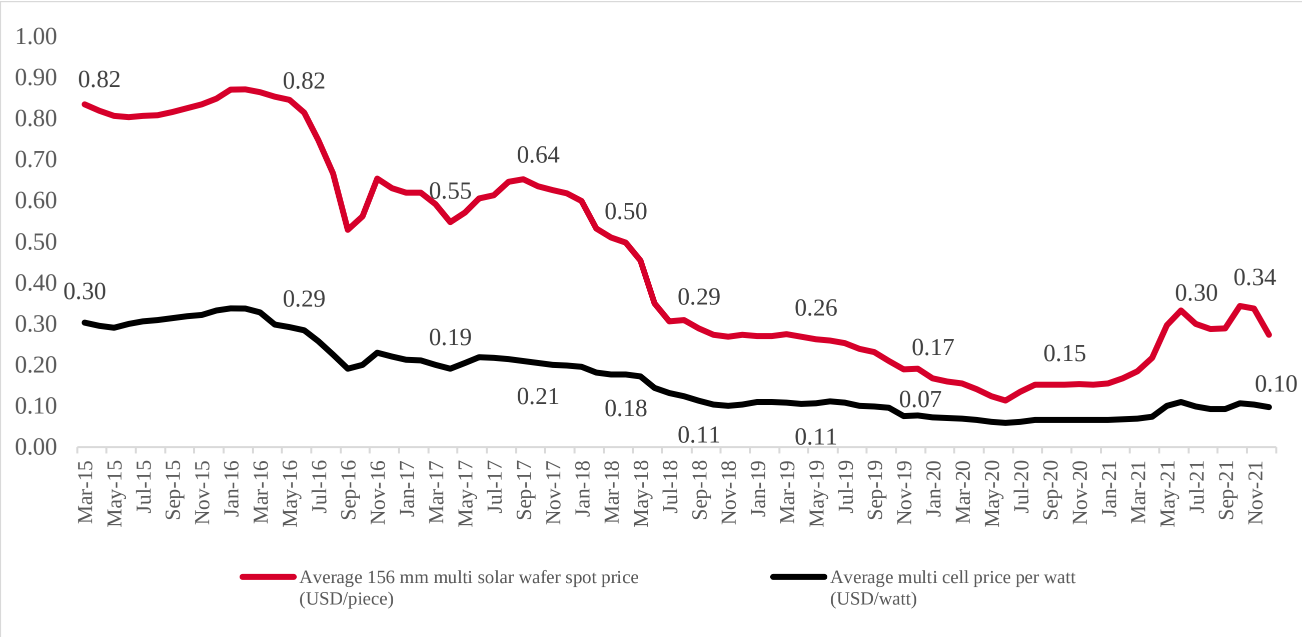

*Source: Industry, CRISIL Research*

**Prices of cells and wafers up in 12 months to May**

Technological advancements, economies of scale, slowdown in the Chinese market due to policy changes, and the halt in business activities due to the pandemic pushed up price of silicon wafers (used to make solar PV cells) by approximately 140% over 12 months to May.

In May, prices of both multi-crystalline and monocrystalline wafers continued to rise due to material shortage and consumption by leading module manufacturers. Insufficient supply of wafers continued to impact the operating rate of cells in May. Due to strained supply of upstream wafers, prices of cells increased, too. Hoarding ahead of the revision in duty rate announced by the Indian government also impacted supply.

**Figure 26: Wafer and cell prices have trended down**



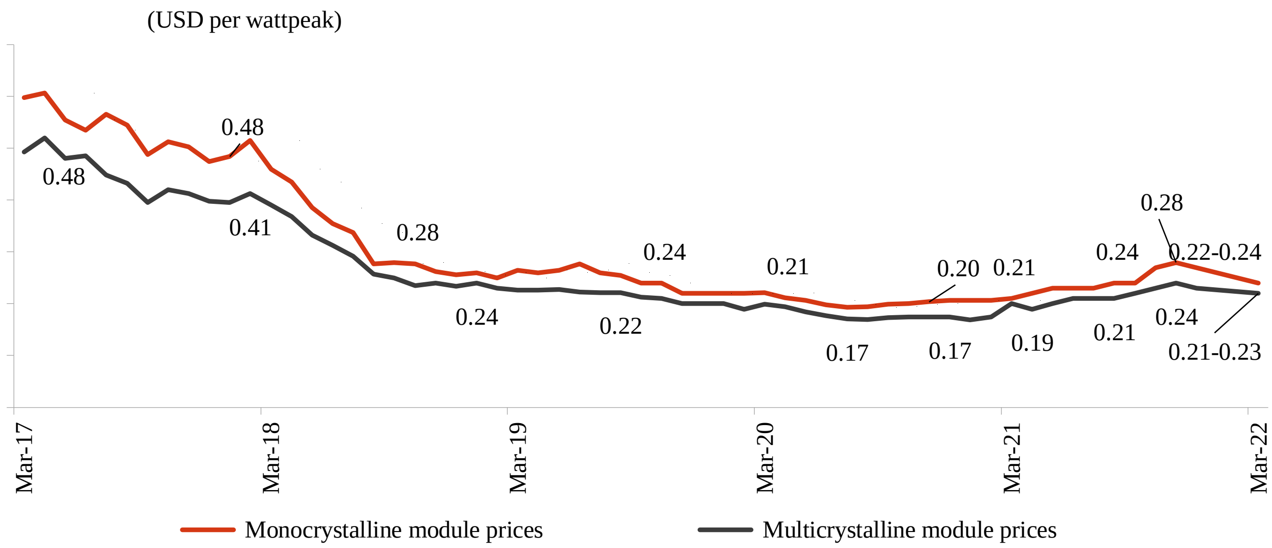

*Source: Industry, CRISIL Research*

**Declining module prices**

Global price of solar modules (55-60% of the total cost) declined 73% on average to $0.47/watt in 2016 from $1.78/watt in 2010. In fact, the price continued to decline to $0.22/watt by end-August 2019, owing to the wide demand-supply gap in the global solar module manufacturing industry.

Historically, global demand for solar module has been half of the total module manufacturing capacity. Innovation in the manufacturing processes reduced cost, putting downward pressure on their price. Further, declining inverter prices (6-7% of the capital cost), which fell to $0.14/watt by March 2021, helped further reduce system costs.

**Figure 27: Module price declined more than 65% over fiscals 2017-2021**




*Source: Industry, CRISIL Research*

However, an approximately 135% increase in polysilicon price over March-September this year, due to shortage of capacity and surge in downstream demand, has increased monocrystalline module price to \$0.24/watt. Capacity shortage was due to explosion and floods in key Chinese facilities, increased safety checks and closure of small manufacturers during the pandemic.

Also, CRISIL forecasted China to continue to add solar capacity in the range of 45-50 GW in 2021, at the same level as last year. Global demand is expected to increase due to healthy additions in the Middle East and Africa. However, capacity expansion plans announced by key players, such as Jinko Solar, JA Solar, and GCL-Poly (expected to come online by the end of this fiscal) will put downward pressure on module price going forward.

Hence, CRISIL expects module price to stay steady until the end of 2021. Moderation is expected only in the first half of 2022 when polysilicon capacities affected by the pandemic resume, planned greenfield capacities become operational and global commodity prices moderate. Module price is expected to be \$0.20-0.22/watt for multi-crystalline and \$0.21-0.23/watt for monocrystalline by the end of this fiscal.

### 6.1.4 Entry barriers and risks for PV manufacturing

**Economies of scale**

Chinese players have consistently expanded over the past decade to reach an average manufacturing unit size of 10 GW in addition to backward integration until the polysilicon stage. This has boosted their economies of scale and lowered raw material costs as they import from quite lower down in the value chain. In comparison, key players in India are still at an average unit size of approximately 1-2 GW, with manufacturing starting at the cell stage.

**Backward Integration**

India does not have a manufacturing base for polysilicon ingots and wafers (key inputs accounting for approximately 60% of cost in PV cells and panels). Unlike large, backwardly integrated companies (manufacturing polysilicon, ingots, wafers and cells) based in China, Malaysia, Korea or Taiwan, most Indian manufacturers lose out on margins, weakening their pricing power.

**Upfront Capital Investment**

Integrated manufacturing in the solar energy sector requires a high upfront capital investment to realize economies of scale. Therefore, it is difficult for smaller players with smaller capacities to be price competitive. Indeed, the long-standing supplier relationships and heavy capital investments costs are significant barriers to entry for new entrants into the solar energy sector.

## 6.2 Global solar PV manufacturing market

The global market for solar PV manufacturing is driven by a shift towards clean energy to reduce carbon emissions, policy support provided by governments in major economies, sharper investor focus on clean energy projects, particularly in solar energy, and reducing cost of solar PV panel manufacturing owing to consistent R&D investments. Sales of solar PV panels for residential or commercial purposes dominate the market. The industry could be classified by technology as thin film, crystalline and others. It can also be classified by end use as residential, commercial and utility scale.

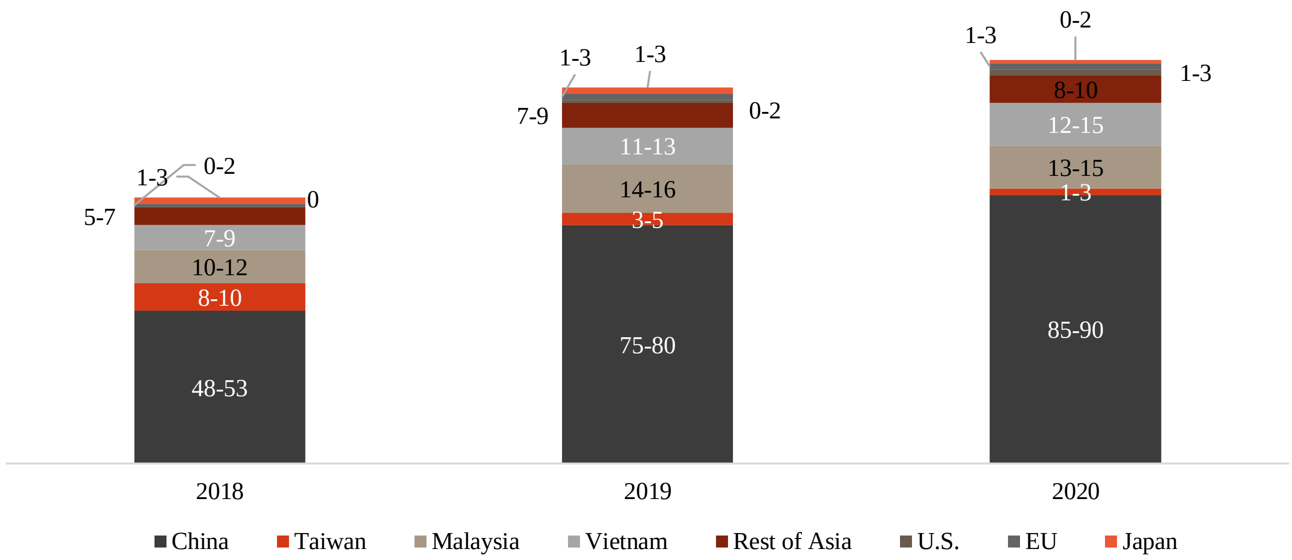
However, the growth of solar PV panel manufacturing had been restricted to some extent by unfair trade and sales practices. For instance, sales of Chinese solar PV panels in North American and European markets at extremely low prices has led to complaints of unfair trade practices. In the U.S., the erstwhile Trump administration had imposed a 30% one-year tariff on imported solar PV cells in a bid to curb the unfair trade practice. Further, the U.S. Department of Commerce imposed anti-dumping and anti-subsidy duties on Chinese imports. In Europe, the European Commission and major Chinese manufacturers agreed on a minimum price and shipping volume.

Currently, the PV manufacturing sector is undergoing a number of significant changes aimed at improving the rate of power production from the panels. Players are shifting towards monocrystalline cell technology from the more common multi-crystalline cells and modules and also the industry has made progress towards other high-end technologies such as heterojunction technology ("**HJT**"), TOPCON and n-type, which improve the efficiency and performance of solar panels. The record lab cell efficiency is 26.7% for monocrystalline and 24.4% for multi-crystalline silicon wafer-based technology. The highest lab efficiency in thin film technology is 23.4% for CIGS and 21.0% for CdTe solar cells. The size of wafers used in the panels has increased, enabling larger PV module size with power range of +600 W/module. (*Source: Photovoltaics Report by Fraunhofer Institute for Solar Energy Systems, ISE*)

The future of the PV modules market greatly depends on technological innovations. As per market consensus, upcoming technologies, such as mono PERC and bifacial modules, are likely to dominate going forward.

The chart below presents country-wise module shipped in the past three years:

**Figure 28: Country-wise module shipments**



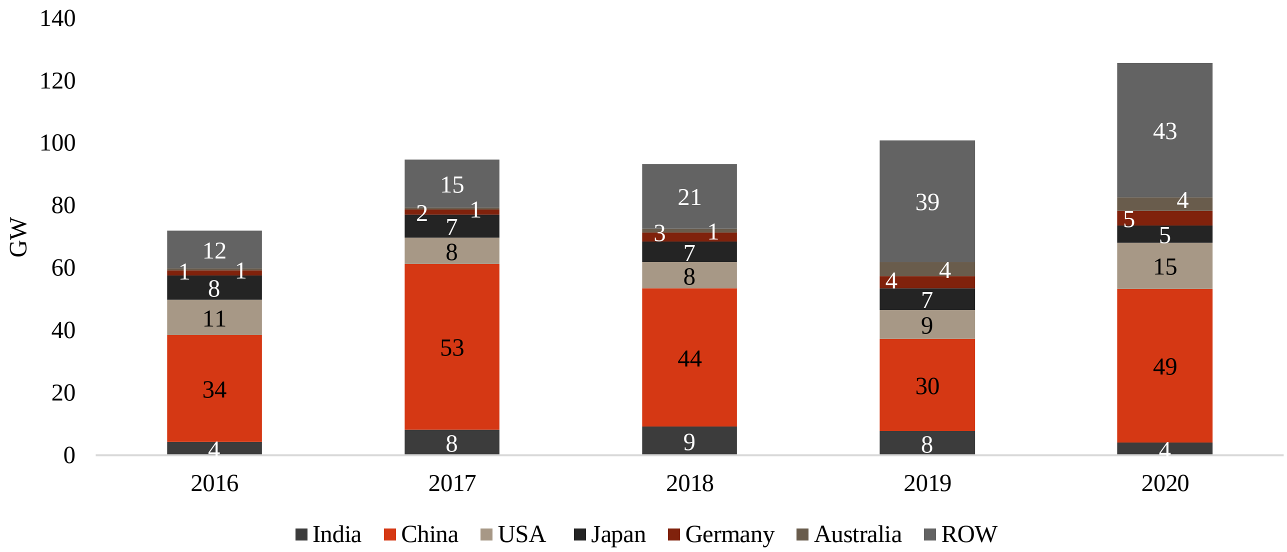

*Note:*
*(1) Numbers are estimates based on reports from NREL.*
*Source: NREL*

In 2020, global PV shipments were approximately 132 GW, up 7% from 2019. Of this, 88% were monocrystalline silicon technology, much higher than 35% in 2015, which shows how fast monocrystalline technology is being adopted. China's share in global PV shipments grew from 57% in 2018 to 67% in 2020 while Japan's share declined from 10% to just 1%.

### 6.2.1 Country-wise consumption

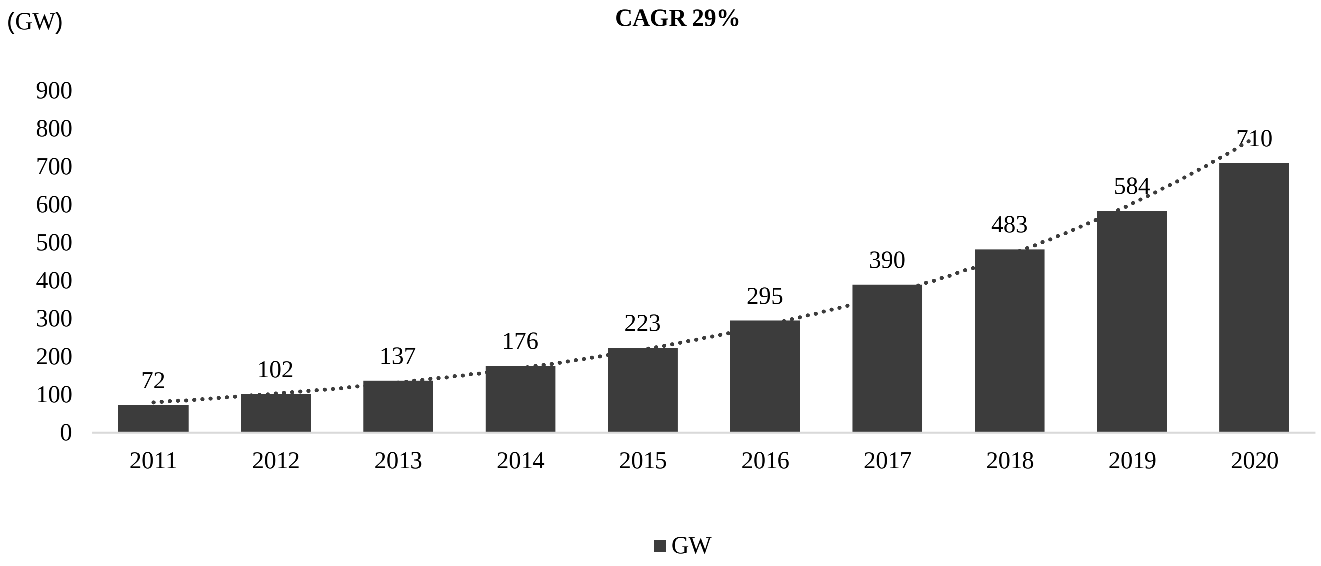
In 2020, global installed solar PV capacity increased approximately 126 GW or approximately 22% on-year to 710 GW. The incremental capacity was led by China, the U.S., Japan, Germany, Australia and India, which together added approximately 83 GW or around 66% of total. In terms of cumulative installed capacity as of December 2020, China is the market leader with a total installed base of approximately 254 GW.

**Figure 29: Annual solar capacity additions in major economies**




*Note:*
*(1) The annual capacity addition numbers pertain to calendar year (Jan-Dec).*
*Source: IRENA August Statistics 2021; CRISIL Research*

**Figure 30: Cumulative global installed solar PV power capacity saw 29% CAGR over 2011-2020**

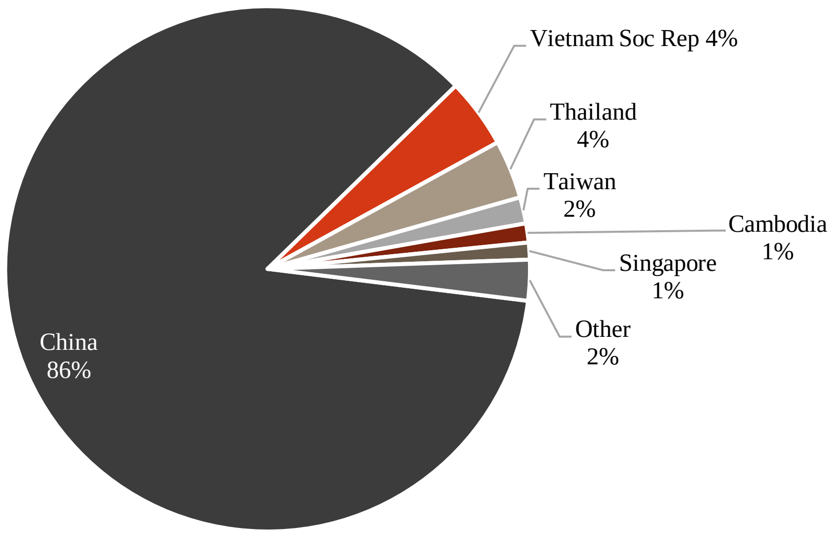



*Source: IRENA statistics 2021, CRISIL Research*

### 6.2.2 Country-wise supply to top markets

**India:**

**Figure 31: Country-wise module imports by India (2020)**

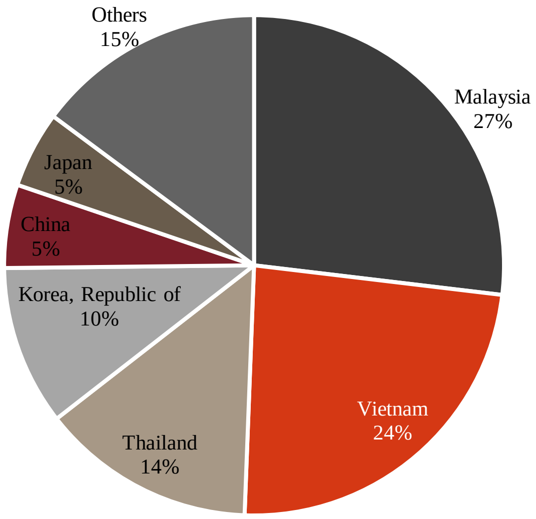



*Source: Department of Commerce, CRISIL Research*

As seen in the graphic, China continues to dominate India's module imports, followed distantly by Vietnam, Thailand and Taiwan. However, with the imposition of the BCD and government support through PLI, CRISIL believes Chinese imports will moderate over the medium to longer term.

**The U.S.**

**Figure 32: Country-wise module imports by the India (2020)**




*Source: Trade Map, CRISIL Research*

In January 2018, the US government implemented Section 201 solar tariffs on imported cells and modules. The trade barriers, comprising multiple layers of tariffs and import quotas, had a material impact in 2018 and early 2019. The 2.5 GW solar cell import cap was enough to support domestic solar module manufacturing, and tariffs on imported modules were high enough to level the playing field.

Import tariffs under Section 201 were effective from February 2018 and are in force till February 2022. The tariff level was set at 30% in the initial year, with a 5% declining rate per year over the four-year tenure of imposition. The tariff imposition did provide an exemption to 2.5 GW of import quantum for PV cells, without any sub-quota for any country. Further, nations eligible under the Generalised System of Preferences (GSP) policy were completely exempted, except for Thailand and Philippines. Bifacial technology-based modules were also exempted.

In October 2020, Section 201 was further amended to:

(A) Change the rate of imposition of tariff for the fourth year from 15% to 18%;

(B) Revoke the exemption for bifacial technology-based modules. However, the revocation of the exemption has been overturned again by the US court of International Trade recently on the ground that it is not as per policy procedures. Further clarity on the impact of this move is awaited.

However, the effectiveness of the trade barriers started to erode in 2019 due to strong demand in the US solar market. Module imports from China were on the rise since January 2019, led by:

- Heightened demand for bifacial solar modules
- The cost-competitiveness of bifacial modules made in China

However, in 2020, import of Chinese PV modules fell precipitously with the removal of bifacial exemption. Malaysia, Vietnam and Thailand were the key exporting regions to the U.S. for these.

Midterm review of the Section 201 imposition also highlighted limited benefit from it. Despite a combination of Section 201 tariffs, anti-dumping and countervailing duties and Section 301 tariffs, also called "the China tariffs", imports have seen a rising trend again.

Having said that, the Section 201 import tariffs on modules from South East Asia have helped narrow the price gap in favour of Indian-make modules and improved their price competitiveness.

Currently, Indian modules priced at $0.33-0.36 per Wp cost close to $0.40-0.41 per Wp (factoring additional freight cost of $0.05-0.06 per Wp) in the U.S. market.

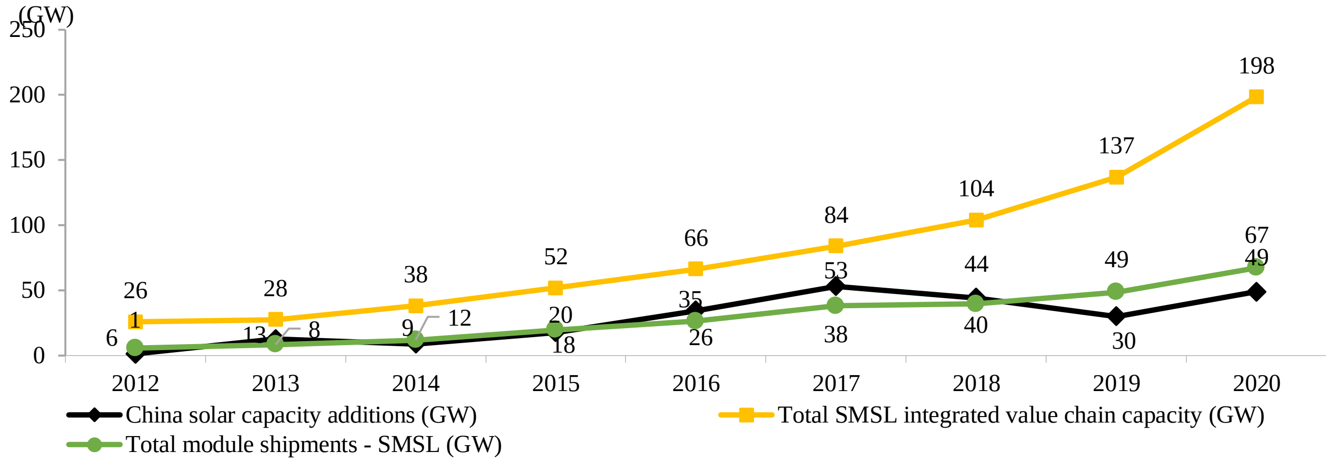
Modules of South East Asian make cost less, but for the import tariffs of 15-18% (a recent court ruling has reversed import tariffs to 15% from 18% earlier). Sans the levy, the cost of Chinese modules for instance would have averaged 0.33-0.35 per Wp including freight in calendar year 2021 year to date (January-November).

Recently on February 4, 2022, Biden administration has extended the Section 201 solar tariffs imposed on the import of modules from China for four years. However, the administration increased the import quota for solar cells from 2.5 GW to 5 GW and bifacial modules are exempted from the import tariffs. Additionally, Section 301 tariffs, initiated in CY2019, indirectly raised component costs even for domestic-make modules as products comprising semiconductors produced in China were subject to an additional 25% import duty.

## 6.3 Chinese solar PV manufacturing sector

China is the largest PV market with installed capacity of 255 GW as of end-2020, which accounts for more than a third of the global capacity. The country dominates in all the sectors of global solar PV production as much of the industry is concentrated there. It accounts for 96% of silicon wafers, 83% of PV cells and 76% of polysilicon production. In 2020, the country added 49 GW solar capacity additions.

**Figure 33: Growth of key Chinese module makers**




*Note:*

*(1) Companies considered are JA Solar, Jinko Solar, Trina Solar, Hanwha Q and Canadian Solar, accounting for ~70% of global module capacity.*

*Source: Company filings; CRISIL Research*

### 6.3.1 Indian solar PV manufacturing market

Historically, imported modules have dominated the Indian solar PV market. This section below explains how the domestic and export markets for Indian modules have evolved and how are they expected to grow in the medium term.

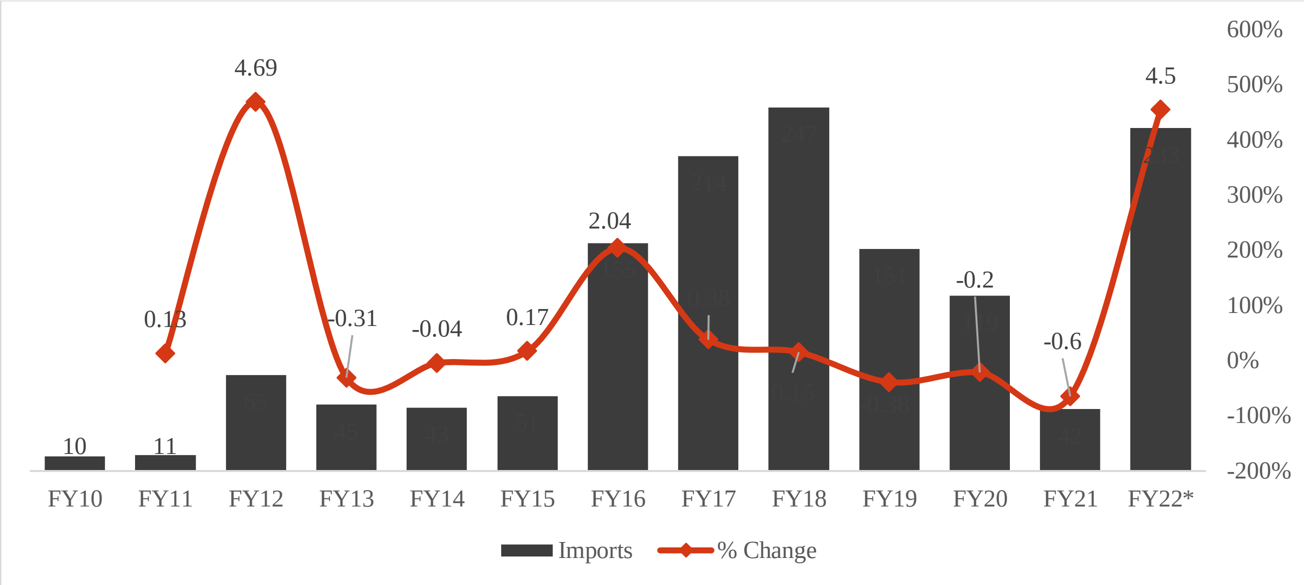
***Import dependence of the domestic PV market***

During 2000-2010, Indian cell and module manufactures were as competitive as their global counterparts. They exported most of their products as overseas demand was robust. Players such as Moser Baer, Tata BP Solar (now Tata Power Solar), Jupiter Solar Power, and Indo-solar made substantial investments in solar cells and modules manufacturing. However, the Indian market still relied heavily on imported modules that were cheaper and more efficient than domestic modules.

As of December this fiscal, India had approximately 3.2 GW installed capacity of solar cells and approximately 13 GW of modules. Even though the country is one of the top 10 solar module producers, it is far behind its bigger competitor China. India imports 80-85% of solar modules as the country has inadequate capacity and technology. In last fiscal, imports declined 65% on-year to Rs.42 billion (from Rs.119 billion the previous fiscal). This was largely because of the pandemic that slowed down project execution, frequent policy changes, and mid-year change in duty rate, which delayed ordering.

The import has surged by 455% in April-December Fiscal 2022 compared to Fiscal 2021 due to the no-duty window till April 1, 2022. The module import from April-December 2021 has reached Rs.233 billion

**Figure 34: India's solar module imports (Rs. billion)**

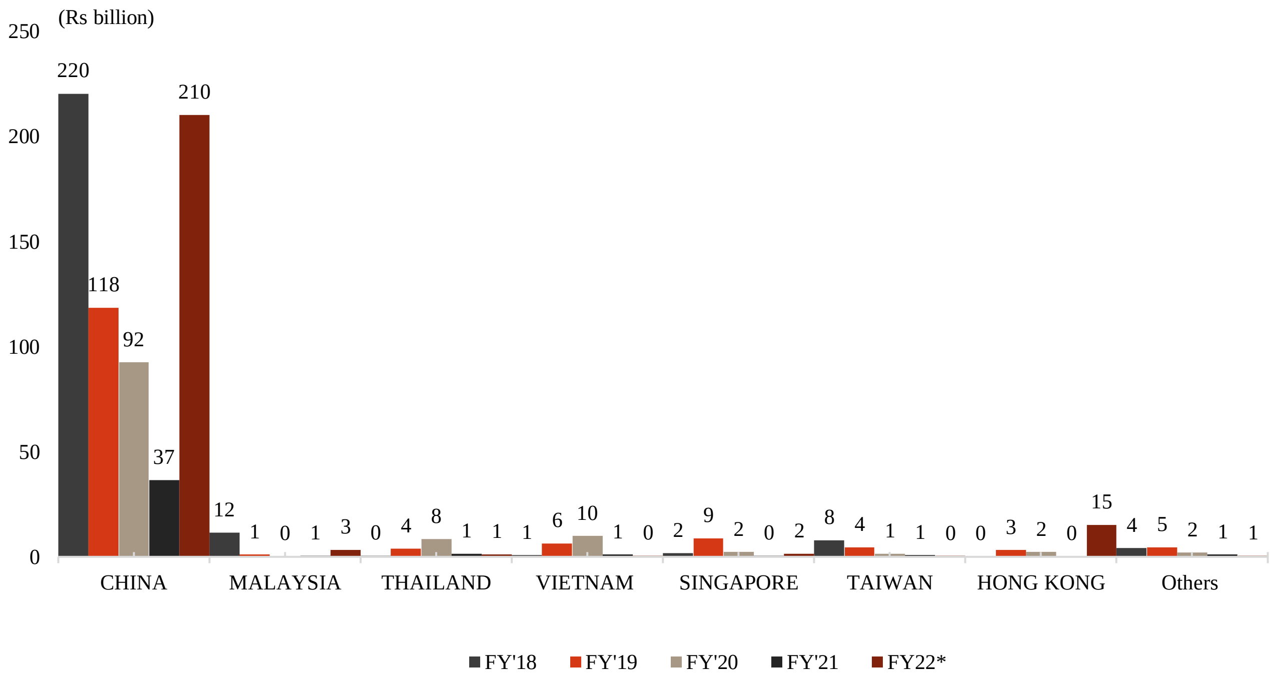



*Source: Ministry of Commerce, CRISIL Research*

*Note:*
*(1) FY22* represents April-December 2021.*

China continues to be the largest module exporter to India, followed by Malaysia. However, the BCD and PLI schemes are expected to improve demand for domestic modules in the future. Until then the country will continue to be dependent on imports to meet most of the domestic demand due to the technological advantage that foreign players enjoy.

**Figure 35: Country-wise module imports**




*Source: The Ministry of Commerce, CRISIL Research*

*Note:*
*(1) FY22* represents April-December 2021.*

***Total demand of 11-13 GW expected for domestic industry over Fiscals 2022-2024***

CRISIL Research expects 64-66 GW of solar PV capacity additions over Fiscals 2022-2026. However, imported modules will continue to hold a significant share of the Indian module market during Fiscals 2022-2024. This is because, scaling up of domestic capacities, especially across integrated supply chain until the polysilicon stage, will take time. Also, marginal cost competitiveness will improve with the imposition of BCD and PLI in the current scenario.

CRISIL Research expects Indian module manufacturers to benefit from a domestic demand potential of 9-11 GW over Fiscals 2022-2024, mainly stemming from the CPSU scheme, solar rooftop, KUSUM scheme, and in-house solar project development. However, post BCD levy, project developers may tie up with domestic module manufacturers to import cell at 25% duty for local assembly of modules to avoid 40% duty levied on panels and, rather face 25% duty levied on imported cells. With this as a monitorable, demand for domestic modules may increase to 15 GW over the same period.

Export potential is seen at 1.8-2.4 GW. However, export potential could be higher due to the recent U.S. ban on solar panel materials originating from the Xinjiang province and higher global renewable installations driven by the stronger policies and targets under COP 26, which remain key monitorables. Besides the U.S. ban on import of panel material originating from Xinjiang province, diversifying sourcing policies to consider origin destinations apart from China would be key positive drivers for Indian-make modules. This will be supported by domestic expansion of capacity and newer technology lines being set up to cater to incremental demand. Also, on February 4, 2022, the Biden administration extended the Section 201 tariffs imposed on the import of solar modules from China for four years. This is a positive growth driver for domestic module exports.

As per secondary reports, over the next four to five years, the European Union ("**EU**") and U.S. regions have a potential of adding up to 35-40 GW and 25-30 GW of solar energy respectively each year while the IEA pegs this at around 20-25 GW each annually. Both regions would be a key driver for export demand from India. Exports will also be further supported by continued demand from Africa, EU and Middle-East.

Government schemes and solar rooftop installations will be key sources of domestic demand. The government in February 2019 extended the CPSU scheme to 12 GW from 1 GW to provide impetus to the domestic solar module manufacturing industry (with a DCR clause). Moreover, the rooftop segment is expected to support demand, as approximately 4 GW of residential projects under the phase-II of the Solar Rooftop Programme have been mandated to procure domestic modules. Another government scheme, KUSUM, which aims to add 30.8 MW by December 2022, is also expected to drive demand. It is mandatory to procure domestic modules for all the capacity to be set up under the scheme.

To provide support to domestic manufacturing, the MNRE has issued 'Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019' and 'Guidelines for Enlistment under Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirements for Compulsory Registration) Order, 2019'. These orders provide for enlisting of models and manufacturers of solar PV cells and modules, after inspection of the manufacturing facilities.

Further, on March 10 last fiscal, the MNRE issued an ALMM list for solar PV modules, i.e. List I - List of Models and Manufacturers for Solar PV Modules. In the office memorandum, it was clarified the ALMM order with respect of List-I (Modules) or List–II (Cells) will be applicable only for projects for which bids were concluded after 30 days of publication of the list. Accordingly, the ALMM order with respect to List-I (Modules) will be applicable on all such bids whose last date of bid submission is on or after April 10 this fiscal. This may further drive the demand for domestic modules with empanelment of only domestic makers as of December 2021. Further, on January 13, 2022, the government of India notified that only the models and manufacturers included in this list will be eligible for use in Government Projects/ Government assisted Projects/ Projects under Government Schemes & Programmes/ Open Access I Net Metering Projects, installed in the country, including Projects set up for sale of electricity to Government under the Guidelines issued by Central Government under section 63 of Electricity Act, 2003 and amendment thereof.

CRISIL Research believes that BCD and PLI together would drive incremental domestic demand. Also, both these would result in domestic modules becoming marginally cost competitive than the imported ones. CRISIL Research, therefore, forecasts demand of 11-13 GW to be met via domestic modules during Fiscals 2022 - 2024.

***Export potential of 1.5-2.5 GW over Fiscals 2022-2024 for domestic manufacturers***

In Fiscal 2021, exports declined 32% on-year from Rs.15.1 billion a year ago to Rs.5.7 billion. In Fiscal 2020, export demand was driven by Indian manufacturers garnering more demand in the U.S. market (after U.S. imposed a tariff on Chinese photovoltaic products). Apart from the US, export demand was driven by European countries, such as Belgium, and African nations.

India's export to the US continued to be strong as it accounted for 82% of the total export share in Fiscal 2021. South Africa, the UAE and Belgium accounted for 3%, 1% and 0.4%, respectively.

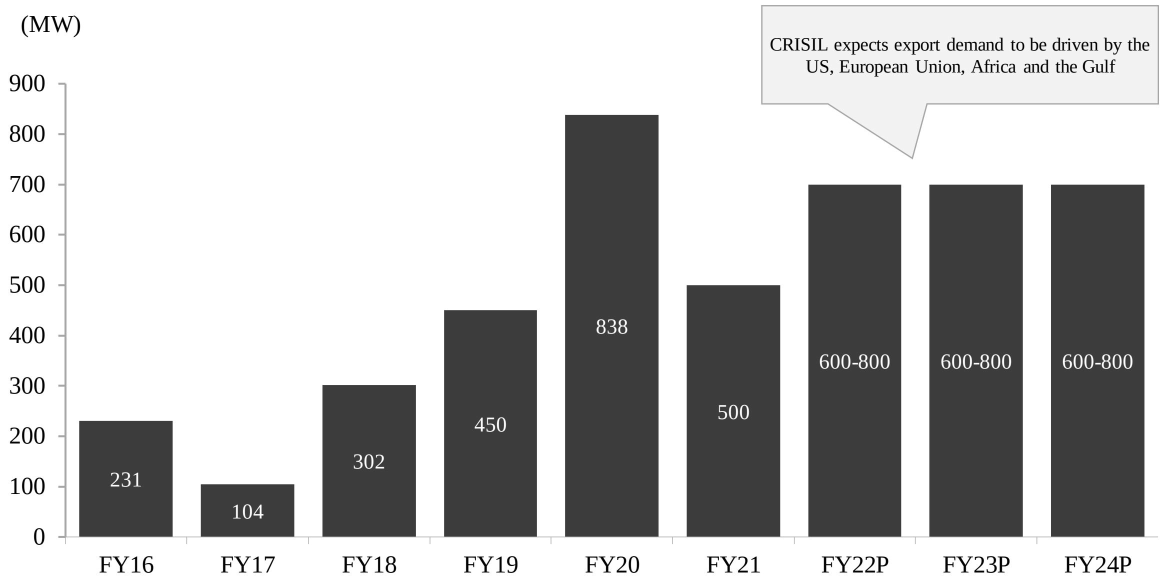
Going forward, the U.S. ban on import of panel material originating from Xinjiang province and diversifying sourcing policies to consider origin destinations apart from China would be key positive drivers for Indian-make modules. This will be supported by domestic expansion of capacity and newer technology lines being set up to cater to incremental demand. Also, on February 4, 2022, Biden administration extended the Section 201 tariffs imposed on the import of solar modules from China for four years which would be a positive growth driver for domestic module exports.

As per secondary reports, over the next 4-5 years, the EU and US regions have a potential of adding up to 35-40GW and 25-30 GW of solar energy respectively each year while the IEA pegs this at around 20-25 GW each annually. Both the regions would be a key driver for export demand from India Exports will also be further supported by continued demand from Africa, EU & Middle-East.

Further, in light of the rapidly declining module prices, several Chinese firms had withdrawn from the EU Minimum Import Price ("**MIP**") arrangement, preferring instead to pay the high duties. But the MIP arrangement has been removed from September 3, 2018, by the EU in interest of the new renewable energy targets set by the European Commission. This brings the top China origin players back into competition, which would compromise the market share gained by Indian module makers over the past few years in the region.

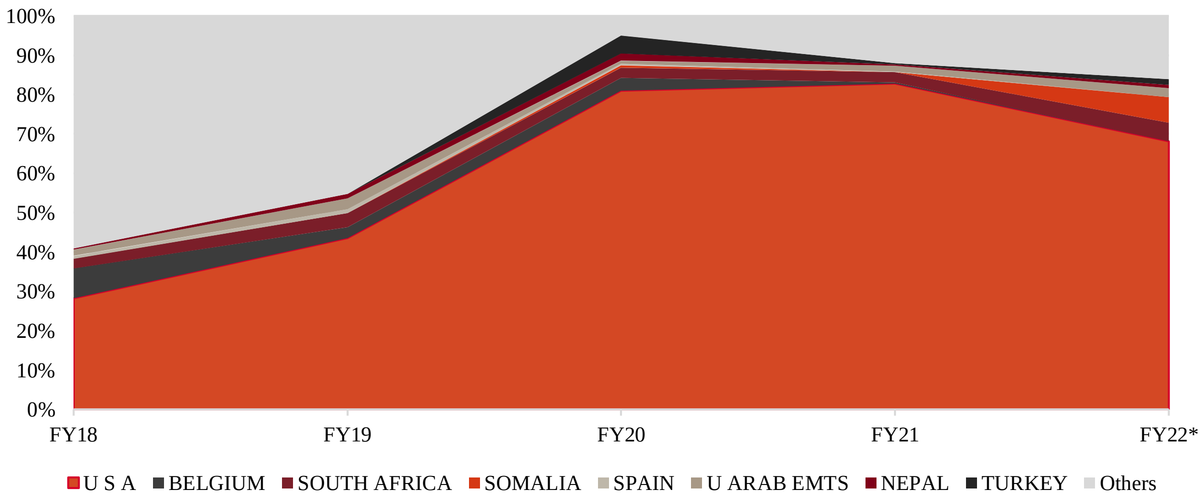
CRISIL Research expects exports to be in the range of 1.5-2.5 GW for domestic-make modules.

**Figure 36: Export trend of solar modules**




*Source: Department of Commerce, CRISIL Research*

**Figure 37: Key export destinations for Indian manufacturers**



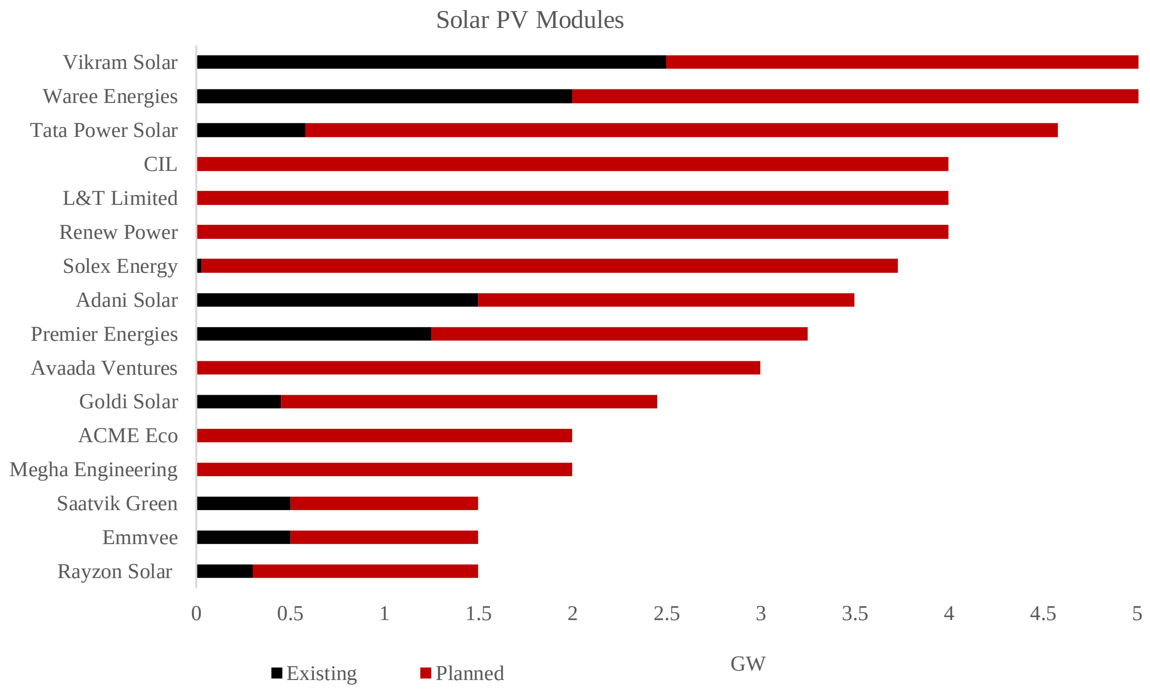

*Source: Department of Commerce, CRISIL Research*

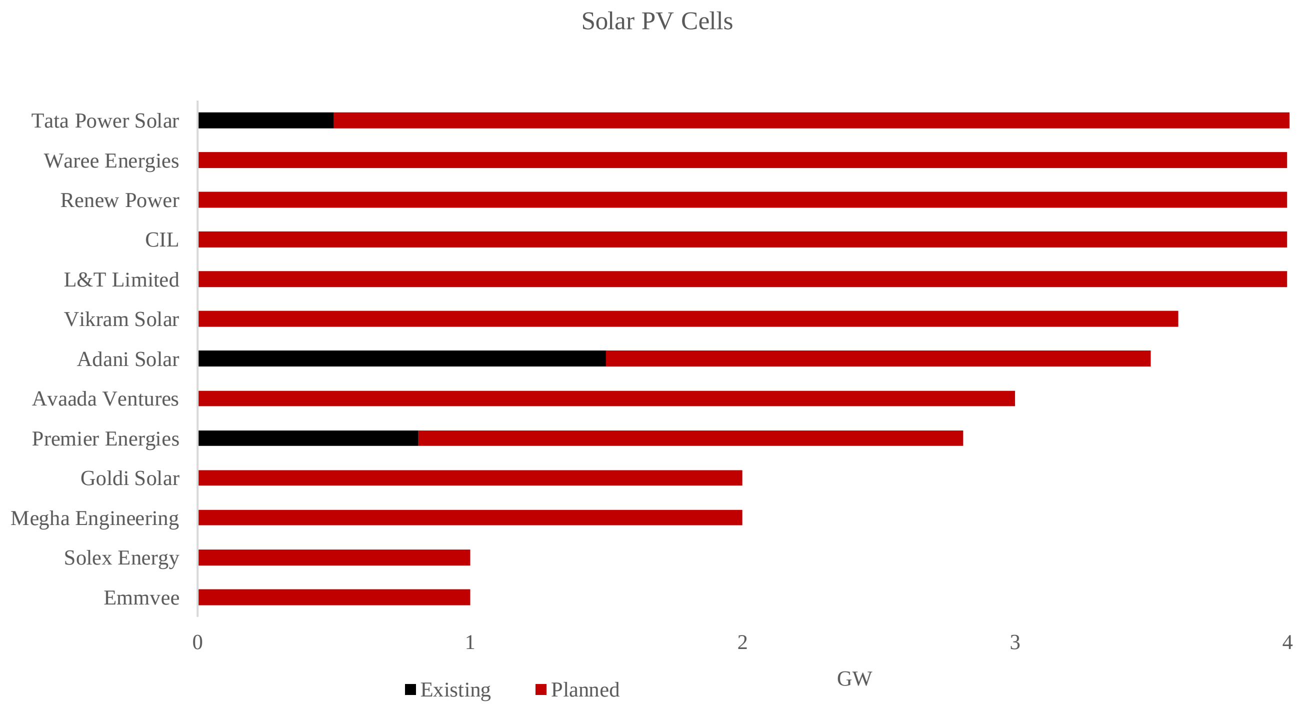
***Supply assessment***

**Robust capacity expansion in domestic cells and modules announced by various players post PLI**

To boost domestic production and reduce imports, the central government initiated the PLI scheme with a target of 8-10 GW capacity addition, as well as introduced Basic Custom duty (BCD) on imports. Considering the favourable environment, various Indian solar PV manufacturers have planned for capacity expansion in the segment. As of December 2021, 40-45 GW module and 35-40 GW cell capacity expansion plans have been announced by various players. Also, with announcement in Union Budget 2022, on the enhancement of the outlay under the PLI scheme for high efficiency modules from Rs.45 billion to Rs.240 billion, the segments could see a further boost. This could mean a potential 30-35 GW of integrated cell to module capacities being added by Fiscal 2024.

**Figure 38: Existing and planned capacity additions in module & cell manufacturing capacity**




*Note:*
*(1) The planned expansions above are considering the enhancement of PLI to 24,000 crore.*

*Source: Company websites, CRISIL Research*

CRISIL expects domestic cells and modules installed base to gain traction with robust expansion plans driven by PLI. CRISIL estimates domestic cells and modules capacity to reach approximately 35-40 GW and approximately 50-55 GW, respectively, by Fiscal 2024.

***Demand-supply gap***

In the longer term, with renewed targets by India of 500 GW of non-fossil energy base by 2030 taken at the COP 26 summit, clean energy is set to witness a significant policy push. While the fuel-wise target bifurcation of the 500 GW has not been announced yet, considering the emphasis on 280 GW of solar energy as detailed under the previous target of 450 GW by 2030, solar energy is also expected to get special emphasis from the government in achievement of this target. Considering the installed base of approximately 50 GW as on January 2022 for solar energy, and a target of 280 GW by

2030, a potential 230 GW of solar energy may be driven over the next nine years.

Further, solar projects typically install a higher capacity of modules compared with the rated capacity (known as DC overloading) to improve the generation profile of the project, leading to higher module demand. If such 210-230 GW worth of solar projects are to be achieved and assuming the current practice of approximately 1.4x module capacity installed compared with 1x of solar project rated capacity, approximately 300-320 GW of module demand may potentially arise over the next nine years. Further, assuming a 70-75% utilisation factor for module manufacturing, this would mean a potential requirement of 460 GW of module manufacturing rated capacity to service the abovementioned demand. It would imply that on average, annual demand of modules will be at approximately 50 GW capacity.

With robust expansion plans announced by key manufacturers supported by PLI, the domestic module capacity is expected to be sufficient to meet demand. However, the preference for domestic module is a key monitorable, with hurdles of lower efficiency, lower preference in terms of technology, and cost disadvantages to be equally overcome.

**Figure 39: Estimated supply of cells**

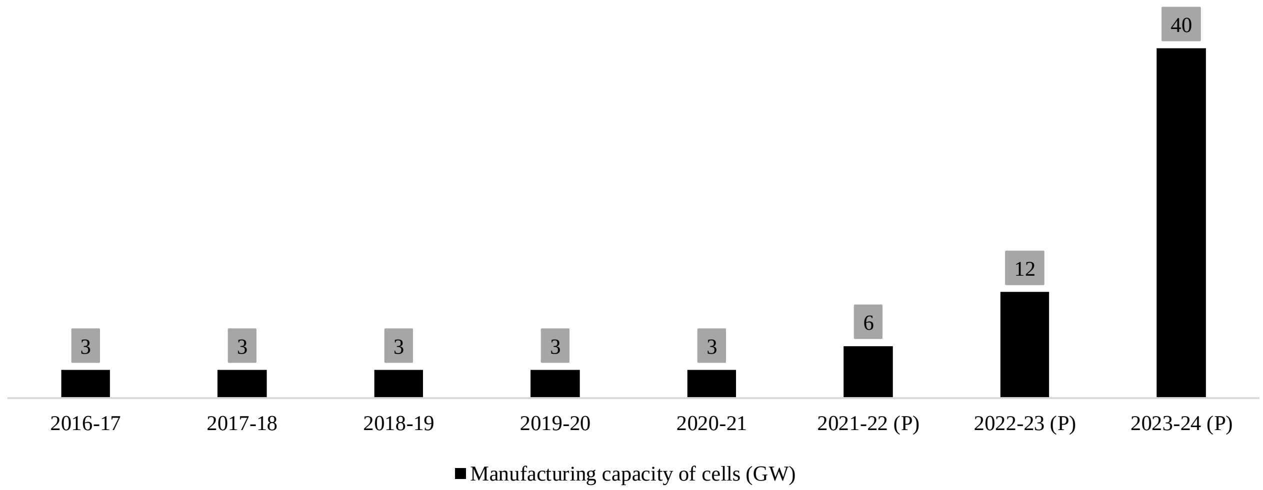
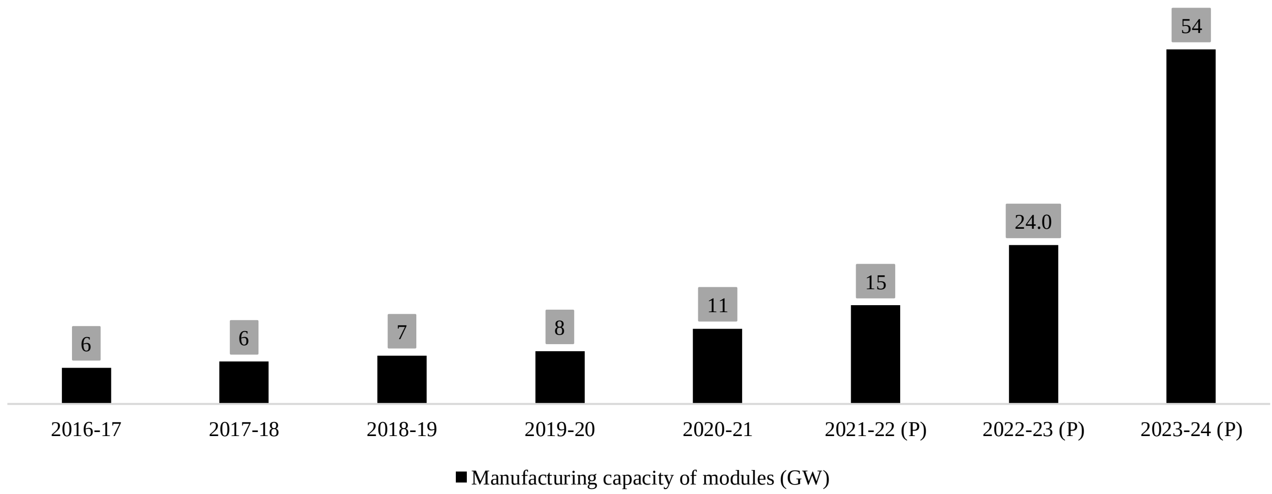
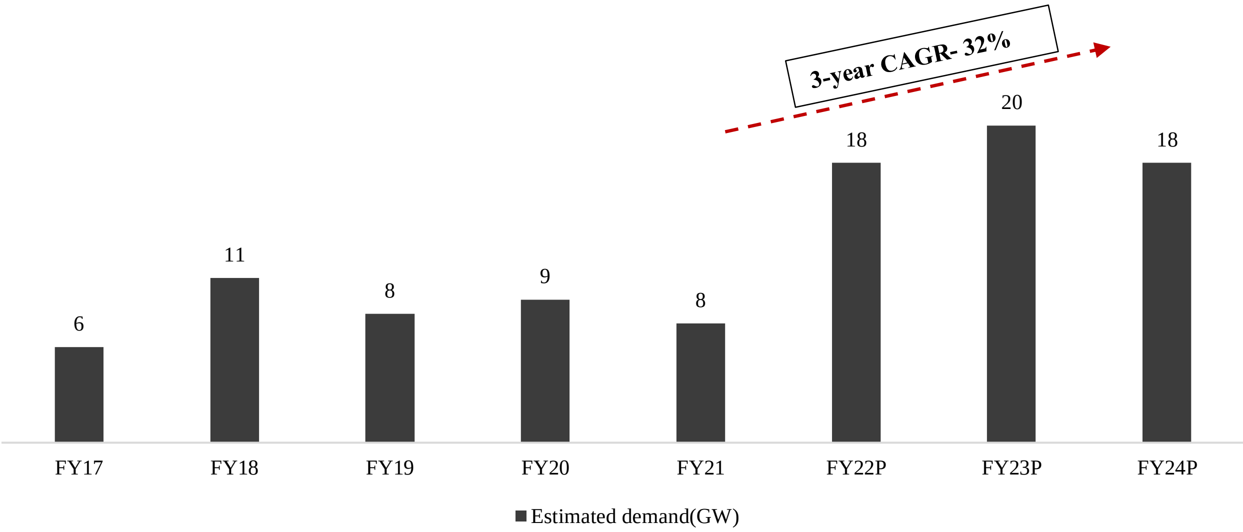



**Figure 40: Estimated supply of modules**




*Note:*
*(1) The manufacturing capacity outlook considers PLI support of Rs.24,000 crore announced recently by the Union Minister of Power.*
*Source: CRISIL Research*

**Figure 41: Estimated demand of solar cells and modules (GW)**




*Notes:*

*(1) Factors demand based on domestic solar capacity additions and exports for the period. Domestic capacity additions are also adjusted to factor in additional module demand arising from DC side overloading, as is typical of solar projects. This demand can be serviced both from domestic production as well as imports.*

*(2) The demand for cells is estimated to be similar to the estimated demand for modules.*

*Source: CRISIL Research*

From the above figure, considering annual demand of 18-20 GW in FY 2024, demand is expected to grow at three-year CAGR of 32% from Fiscal 2021 to Fiscal 2024.

**Provision of basic customs duty (BCD)**

The *Atmanirbhar Bharat* initiative has geared up the country towards scaling up domestic manufacturing. Scaling up domestic solar manufacturing would also enable India to export solar cells and modules. This would also provide other countries with an alternative avenue for procuring solar cells and modules. The proposal of MNRE to impose BCD on solar cells and modules (without grandfathering of bid out projects) was agreed to by the Ministry of Finance. Thereafter, in March 2021, MNRE issued office memorandum to impose BCD on solar PV cells and modules at a rate of 25% on solar PV cells and 40% on solar modules with effect from April 1, 2022. The Union Budget 2022 ratified the increased custom duty impositions to provide support to the domestic solar manufacturing industry. The government imposed 25% basic custom duty (BCD) on solar cells & 40% on solar modules from 1st April, 2022. Post a surcharge of 10%, this would take the total taxation to 27.5% and 44% respectively for the imported produce of these two components. Accordingly, the duty levy could result in a maximum gap between imported and domestic module pricing of up to 44% and in cells of up to 27.5%, supporting sustainability of domestic produce.

**PLI scheme — National Programme on High Efficiency Solar PV Modules**

On November 11, 2020, the government introduced the PLI scheme for 10 key sectors to enhance India's manufacturing capabilities and exports under its Atmanirbhar Bharat initiative.

One of the 10 sectors for which PLI was approved is high efficiency solar PV modules, for which MNRE has been designated as the implementing ministry. The financial outlay for the PLI scheme is Rs 45 billion over a five-year period. However, with the announcement by the Union Minister for Power on enhancement of the outlay under the PLI scheme for high-efficiency modules from Rs 45 billion to Rs 240 billion, the segments could see a further boost. This could mean a potential 30-35 GW of integrated cell-to-module capacities being added by Fiscal 2024.

Beneficiaries of the PLI scheme are selected through a bidding process. In order to qualify, manufacturers have to set up a plant of minimum 1,000 MW capacity. They also have to fulfil the following minimum performance parameters:

- Minimum module efficiency of 19.50% with temperature coefficient of Pmax better than -0.30% per degree Celsius, or
- Minimum module efficiency of 20% with temperature coefficient of Pmax equal to or better than -0.40% per degree Celsius

The reverse auction under the PLI scheme was held on October 2021. Bidders fulfilling the minimum conditions have been shortlisted under the same.

The preliminary phase of bidding has already been undertaken with the following results:

**Table 6: List of bidders under PLI for solar PV manufacturing**

| No. | Bidder | Bid capacity (MW) | Extent of integration | Marks for bid capacity | Marks for extent of integration | Total marks | PLI amount bid (Rs billion n) |
|---|---|---|---|---|---|---|---|
| 1 | Adani Infrastructure Pvt Ltd | 4,000 | Stage-I to IV | 50 | 50 | 100 | 36 |
| 2 | Reliance New Energy Solar Ltd | 4,000 | Stage-I to IV | 50 | 50 | 100 | 19.17 |
| 3 | Shirdi Sai Electricals Ltd | 4,000 | Stage-I to IV | 50 | 50 | 100 | 18.75 |
| 4 | FS India Solar Ventures Pvt Ltd | 3,009 | Stage-I to IV | 40 | 50 | 90 | 17.52 |
| 5 | Coal India Ltd | 4,000 | Stage-II to IV | 50 | 35 | 85 | 13.4 |
| 6 | Larsen and Toubro Ltd | 4,000 | Stage-II to IV | 50 | 35 | 85 | 13.6 |
| 7 | Renew Solar (Shakti Four) Pvt Ltd | 4,000 | Stage-II to IV | 50 | 35 | 85 | 19.5 |
| 8 | Tata Power Solar Systems Ltd | 4,000 | Stage-III to IV | 50 | 20 | 70 | 15 |
| 9 | Waaree Energies Ltd | 4,000 | Stage-III to IV | 50 | 20 | 70 | 23.4 |
| 10 | Vikram Solar Ltd | 3,600 | Stage-III to IV | 45 | 20 | 65 | 12.85 |
| 11 | Avaada Ventures Pvt Ltd | 3,000 | Stage-III to IV | 40 | 20 | 60 | 8.78 |
| 12 | ACME Eco Clean Energy Pvt Ltd | 2,000 | Stage-III to IV | 30 | 20 | 50 | 6.25 |
| 13 | Megha Engineering and Infrastructure Ltd | 2,000 | Stage-III to IV | 30 | 20 | 50 | 3.33 |
| 14 | Premier Energies Ltd | 2,000 | Stage-III to IV | 30 | 20 | 50 | 4.99 |
| 15 | EMVEE Photovoltaic Power Pvt Ltd | 1,000 | Stage-III to IV | 20 | 20 | 40 | 3.49 |

*Source: IREDA, CRISIL Research*

The announcement to enhance the PLI outlay amount from Rs.45 billion to Rs.240 billion would mean the enlistment of the entire above capacity under the PLI scheme, providing a significant boost to capacity additions to the segment.

**Modified Special Incentive Package (M-SIPS)**

The government offers a financial subsidy of 20% to solar module, cell and wafer manufacturers located in special economic zones (SEZs), and 25% to those in non-SEZs under the Modified Special Incentive Package Scheme (M-SIPS). Launched by the Ministry of Electronics and Information Technology in 2012, the scheme offers subsidies for capital and operating expenditure. Initially, the scheme was open until 26 July 2015 and later extended until December 2018.

The key features of the scheme are:

- Incentives for both new units and expansion of existing units
- Incentives for a period of 5 years from the date of approval of application
- Incentives for 44 categories/verticals across the value chain (including assembly, testing, packaging and accessories, chips, components)
- Minimum investment threshold for each product category/vertical varies from Rs 1 crore for manufacturing of accessories to Rs 5,000 crores for semiconductor wafer fabrication units
- The scheme was revised in July 2015 by
- Extending it from July 2015 to December 2018
- Expanding it to 15 new product categories
- Easing the application process.
- Allowing disbursement of incentives on a quarterly basis vs annual basis previously
- Opening it up across the country

Due to these amendments, several manufacturers applied for capex support under the Special Incentive Package Scheme

(SIPS) and the Modified Special Incentive Package Scheme (M-SIPS). Adani Solar set up a vertically integrated 1.2 GW solar photovoltaic manufacturing facility under the scheme, along with research and development (R&D) facilities within an electronic manufacturing cluster (EMC) facility in Mundra SEZ.

Finally, the scheme was revised again in January 2017 to expedite the investments in the sector extending the application deadline till December 2018.

Hence, M-SIPS played an important role towards achieving the government's goal of being self-reliant in solar component manufacturing.

**Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECS)**

The Government of India (GOI) has given high priority to electronic hardware manufacturing as it has been a key pillar for both 'Make in India' and 'Digital India' programmes.

The National Policy on Electronics (NPE 2019) aims to position India as a global hub for electronic system design and manufacturing. In line with this vision, the government has introduced the Scheme for Promotion of Manufacturing of Electronic Components & Semiconductors (SPECS).

Notified on April 1, 2020, key incentives and guidelines of the scheme are given below:

- Financial incentive of 25% on capital expenditure for manufacturing of specified components and semiconductors that come under the supply value chain of electronics manufacturing
- Capex for plant, machinery, equipment, associated utilities, and technology including R&D (land & building excluded) will eligible under the scheme
- Incentives for investments in new units and expansion of capacity/modernisation and diversification of existing units
- The tenure would be 3 years for filling applications and 5 years for investments
- The investment threshold will be Rs 5 crore to Rs 1,000 crore

The government's estimated investment outlay under SPECS is Rs 3,252 crore. Further, the government updated the list of goods eligible for SPEC incentives on 30 September 2021 to include solar polysilicon, solar cells and solar wafers.

This move would further support domestic manufacturing of solar components and the Make in India initiative of the government.

**Incentives offered by states for manufacturing**

Vikram Solar has a facility to manufacture 1.3 GW of solar modules in Chennai, Tamil Nadu. Hence, it would be eligible for the incentives offered by the government of Tamil Nadu for electronic hardware manufacturing:

- Special incentives for MSMEs that include capital subsidy, interest subvention, low tension power tariff subsidy, generator subsidy, assistance for obtaining intellectual property and assistance in obtaining certifications
- Capital subsidy up to 30% based on location, investment size, and employment generation
- Subsidy on land lease rate up to 50% for land acquired in government owned industrial parks and private land in C districts
- 50% stamp duty exemption for land purchased / taken on lease in government-owned industrial parks or private land in A, B, and C districts
- Training subsidy of Rs 4,000 (Rs 6,000 for women) per employee per month up to 6 months
- Interest subsidy up to 5% for a period up to 6 years
- Electricity tax exemption for 5 years
- Environmental Protection Infrastructure subsidy: Individual manufacturing units would be eligible for an environment protection infrastructure subsidy of Rs 30 lakh or 25% of capital cost for setting up effluent treatment plants (ETP) and / or hazardous waste treatment storage and disposal facilities (HWTSDF)
- The subsidy for intellectual capital and enhanced quality certification: 50% subsidy on the expenses incurred for patent applications and 50% subsidy on the expenses incurred for quality certifications

- Also, in Union Budget 2022, government announced to replace the existing law governing SEZ's with a new legislation & reforms in custom administration of these zones which will improve the ease of doing business & promote further growth & export

**CPSU scheme**

Under the National Solar Mission (NSM), the central government is incentivising CPSUs to install solar power under the VGF mechanism. Under Batch V of NSM, it has already allocated ~1 GW. Further, the government has mandated large public sector institutions, such as Indian Railways, defence establishments, Airports Authority of India, and metro corporations, to substitute part of their power consumption with solar power.

Subsequently, MNRE launched CPSU Scheme Phase-II for setting up 12,000 MW grid-connected solar PV power projects by CPSUs/ state PSUs/ government organisations, with VGF support for self-use or use by the government/ government entities, either directly or through Discoms. The aim of the scheme is to set up solar PV projects using domestic cells and modules in a WTO-compliant manner to facilitate national energy security and environment sustainability.

Year-wise allocation targeted:

- Fiscal 2020: 4,000 MW
- Fiscal 2021: 4,000 MW
- Fiscal 2022: 4,000 MW

**Government support:** Although VGF was mentioned as 7 million/ MW in scheme, it was reduced to 5.5 million/ MW in CPSU tender dated 29th January 2021 vide corrigendum dated 14th May 2021; actual VGF is decided through bidding for required VGF.

**Mode of allocation:** Bidding through SECI on VGF required

**Usage of solar power:** Self-use or use by other government organisations through Discoms

**Domestic content requirement:** Domestically manufactured solar PV cells and modules

**Usage charges**:

| July 3, 2019 | April 13, 2020 | May 10, 2021 |
|---|---|---|
| Rs.3.50/unit | Rs.2.80/unit | Rs.2.45/unit |

MNRE subsequently entrusted IREDA with the task of handling the scheme on its behalf, and the responsibility of selecting solar power developers through VGF-based bidding.

**PM KUSUM**

Vide its notification dated July 22, 2019, MNRE issued guidelines for implementation of the Pradhan Mantri Kisan Urja Suraksha evem Utthan Mahabhiyan (PM KUSUM) scheme (detailed previously).

Component-A and Component-C will be implemented initially as pilots for 1,000 MW capacity and 0.1 million grid-connected agriculture pumps, respectively, and Component-B will be implemented full-fledged, with total central government support of Rs 190 billion.

Post successful implementation of the pilot projects, these will be scaled up with necessary modifications, based on learnings from the pilot phase, with total central government support of Rs 153.85 billion.

All three components of the scheme aim to add solar capacity of 25,750 MW by 2022, with total central financial support of Rs 344.22 billion.

Subsequently, MNRE, in November 2020, scaled up and expanded the PM KUSUM scheme to 30.8 GW

**Solar manufacturing-linked tenders**

SECI has issued tenders for setting up ISTS-connected solar PV projects linked with setting up solar manufacturing plants in India on a build-own-operate basis.

SECI will enter into a PPA with successful bidders for purchase of solar power for 25 years. SPDs selected by SECI will be required to set up solar manufacturing capacity over a maximum period of 2-4 years, depending on the capacity. SPDs will be selected through tariff-based competitive bidding followed by e-reverse auction.

**Rooftop solar (RTS) projects and domestic content requirement (DCR)**

For solar projects proposed to be developed under NSM, DCR was mandated. However, post the WTO ruling, DCR was restricted only to tenders where the government is the procurer. The central government, in December 2015, approved the 'Grid Connected Rooftop and Small Solar Power Plants Programme' to install 4,200 MW of RTS plants in the country by fiscal 2020, of which 2,100 MW was through central financial assistance (CFA) and the balance 2,100 MW was without CFA.

The RTS projects sanctioned under this programme are under implementation by state nodal agencies, SECI, PSUs, and other government agencies.

Subsequently, the central government, in February 2019, approved Phase-II of the Grid Connected Rooftop and Small Solar Power Plants Programme for achieving cumulative capacity of 40 GW RTS plants by December 2022. In Phase-II, it has been decided to implement the programme by making Discoms and their local offices nodal points for implementation of the RTS programme. The major components of Phase-II of the programme are as follows:

**Component A:** CFA* to the residential sector – 4 GW

- CFA @40% for capacity up to 3 kWp
- CFA @20% for capacity beyond 3 kWp and up to 10 kWp
- CFA @20% for GHS/RWA capacity up to 500 kWp (limited to 10 kWp per house and total up to 500 kWp)

Domestic-manufactured modules and solar cells need to be deployed.

* CFA shall be on percentage of benchmark cost of MNRE for the state/ UT, or lowest of the costs discovered in the tenders for that state/ UT in that year, whichever is lower

Implementing agency: Discoms

**Component B:** Incentives to Discoms

Through schemes such as CPSU Scheme Phase-II, PM-Kusum and Grid-Connected Rooftop Solar Programme Phase-II, DCR of over 36 GW has been mandated, which will promote domestic manufacturing.

MNRE also clarified that DCR will be applied to all future projects implemented under NSM and to all PPAs that have already been executed, may be executed in the future, or are in the process of finalisation.

**Approved list of models and manufacturers**

To ensure reliability of solar PV manufacturers, while ensuring consumer interest and assuring larger energy security for the country, in January 2019, MNRE issued an Order for Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirements for Compulsory Registration). The order provides for enlisting of eligible models and manufacturers of solar PV cells and modules, and publishing of the 'Approved List of Models and Manufacturers' (ALMM). Subsequently, on January 13, 2022, the government of India notified that only the models and manufacturers included in this list will be eligible for use in Government Projects/ Government assisted Projects/ Projects under Government Schemes & Programmes/ Open Access I Net Metering Projects, installed in the country, including Projects set up for sale of electricity to Government under the Guidelines issued by Central Government under section 63 of Electricity Act, 2003 and amendment thereof. In March 2021, MNRE issued the ALMM for solar PV modules, i.e., List I – the list of models and manufacturers for solar PV modules, and mandated that the list will be applicable for all bids whose last date of bid submission is on or after April 10, 2021. None of the foreign players are currently accepted as a part of the list. Hence, the absence of any foreign players in the list can aid domestic manufacturers to participate in various government schemes aimed at developing the solar industry in India more aggressively.

There are also state level incentive programs aimed to boost manufacturing of solar equipment. These incentives range from providing land at concessional rate to waiving of state level taxes. For example, Rajasthan allocates land 50% concessional rate in industrial area/ any other area, provides 100% exemption from stamp duty, 10 years exemption from electricity duty, Investment subsidy on SGST to solar energy equipment manufacturers, Employment subsidy as per RIPS; reimbursing of 90% of contribution paid for employees for seven years.

## 7 Solar EPC market

Solar EPC (engineering, procurement and construction) contractors are engaged in on-ground execution of solar projects. These companies carry out detailed engineering and design for the plant, execute plans, procure necessary materials, and employ expertise needed to commission the power plant.

With bid tariffs falling rapidly in the Indian solar energy segment along with rising competition driven by higher installations in the market, EPC players have also felt the burden of falling margins, as developers adjust to lower pricing.

Despite this, the value for EPC players lies in providing an integrated and customised solution through a consultative approach for setting up solar projects.

## 7.1 EPC project: turnkey versus balance of plant

Nations, majorly developing ones, have been investing heavily on large infrastructure projects through public as well as private investments. To ensure efficient and timely construction, it is imperative to have an effective model that ensures timely project execution, minimises construction delays and improves transparency. The EPC model is primarily used in construction and O&M of solar plants.

Under the turnkey project structure, the contractor holds full responsibility of design and execution of the works, including EPC. Therefore, the contractor makes the facility ready to be used at the turn of a key. The project must be delivered at a pre-determined time and pre-determined cost, and the contractor must adhere to project specifications. In case of deviations, the contractor is liable to pay monetary compensation.

In the case of the balance of plant ("**BoP**") structure, the entire project is broken into multiple packages with a major chunk contracted through the EPC route and the rest through BoP. For a solar plant, solar modules and inverters constitute the maximum cost and may be contracted singularly, whereas the supporting components and systems (wiring, switches, battery banks, power conditioners, and mounting structures) may be procured from various manufacturers. Additionally, for the BoP project structure, the owner would have to appoint an external consultant or anoint the principal contractor for holistic project management and to act as an interface between subcontractors.

## 7.2 What is an EPC contract in the solar space?

Project development involves various risks such as construction risks, operational risks, legal risks, financial risks and political risks. EPC contracts are of primary importance, as they help in the bankability of the project by allocation of different risks. EPC contracting helps in the achievement of a coordinated approach among several stakeholders by establishing a single point of responsibility to the owner. In assessing the bankability of an EPC contract, investors and lenders look at a wide range of factors to assess the contract as a whole. The key features of an EPC contract are the following:

- Fixed construction price
- Fixed completion schedule
- Responsibilities and guarantees with respect to project performance and warranties
- Liquidated damages for delay and performance gaps
- Single point of responsibility on the EPC contractor
- Termination and dispute resolution

In terms of contract structuring for turnkey projects, a single contract is prepared, and the contractor owns full responsibility of the risks incidental to the project. In case of BoP projects, contracts may be structured in either of the three ways: (a) procurement and project management services (PMS); (b) procurement only (P stage); (c) procurement and construction (P + C stage).

(a) **One 'wrapped' contract**: The solar panel supplier or the BoP contractor or an external project management consultant acts as a third party and takes full responsibility for coordination and delivery of the works. Such contract typically has lower risk due to aggregation effects.

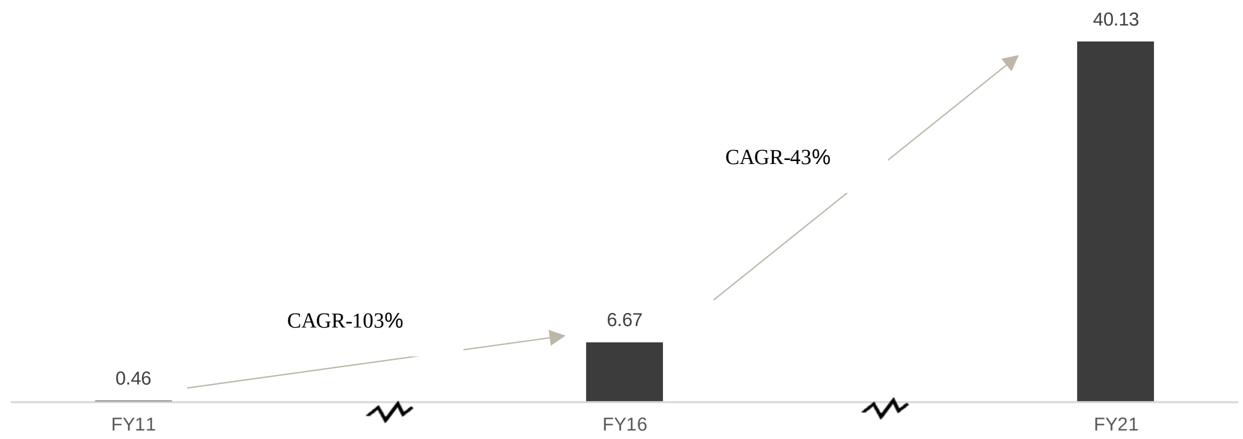
(b) **Two or more different contracts (supply only)**: Different components for the project are procured from different suppliers. The procurement (P stage) of BoP components is subcontracted. Potential suppliers are contacted and depending on quotations and technical specifications, the works are awarded. The principal contractor is responsible for installation of the different works and delivering the plant in one piece.

(c) **Two or more different contracts (supply and installation)**: Different components for the projects are procured from different suppliers and installed on site by the respective suppliers. The procurement and construction (P stage and C stage) of BoP components are subcontracted. The principal contractor monitors the works of the subcontractors. In case of non-compliance with performance specifications and /or time to delivery, the subcontractors are liable to pay liquidated damages.

## 7.3 Growth drivers for the EPC market

The Indian solar market has post rapid growth from the first phase of bidding under JNSSM, starting Fiscal 2012, with installed capacity rising from 461 MW to 40,128 MW, as on March 2021. This signifies a CAGR of 63.3%, which has been driven by clean energy goals set by the government.

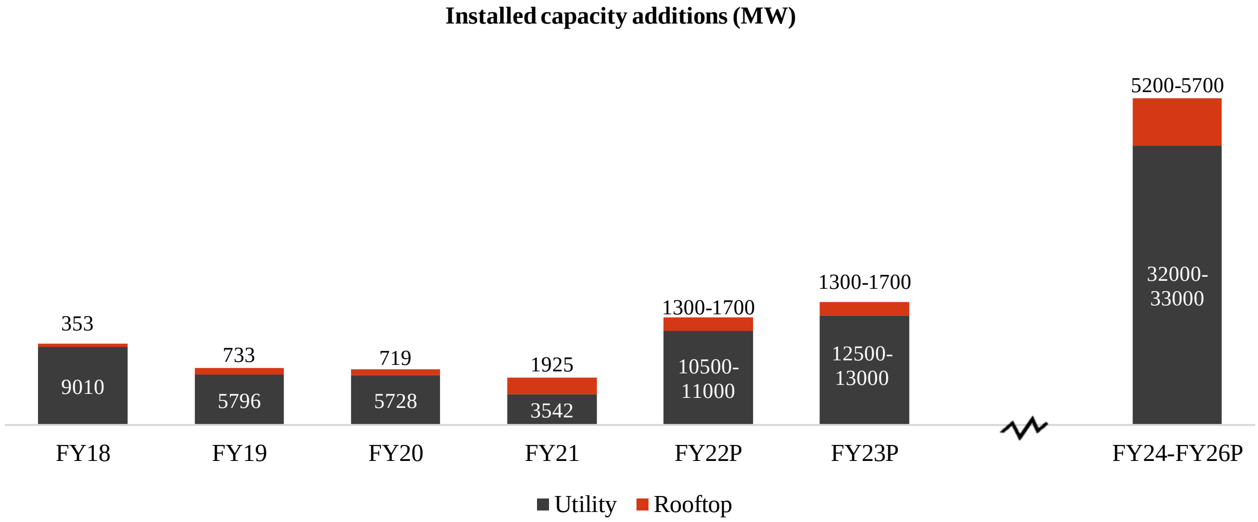
**Figure 42: Growth in solar installed base over the past decade (GW)**




*Source: IRENA, MNRE*

India has a target of 500 GW installed renewable capacity by Fiscal 2030, of which 280 GW can potentially be contributed by solar, translating to approximately 25 GW of solar capacity annually, equivalent to approximately 35 GW of DC solar capacity, considering 40% DC overloading. But, as per the current pipeline, CRISIL expects approximately 50 GW of solar power capacities (utility and rooftop) to be added between Fiscals 2023 and 2026 to the country's base, which is less than what is required annually to achieve the 280 GW target. The additional targets are expected to be met by larger tenders from central and state agencies. These large tenders can set the stage for increase in demand for the EPC business for the entire next decade.

**Figure 43: Solar energy capacity additions review and outlook**




*Note:*
*(1) P: Projected.*

*Source: MNRE, CRISIL Research*

The divide, however, lies in what will be the source of EPC activities to cater to the increased demand. Developers such as Adani, Renew, Sterling and Wilson, etc have a robust in-house EPC team that can handle large projects with relative ease, while others, such as Engie and Fortum, have opted for third-party EPC.

Out of the key segments in solar energy, rooftop and C&I solar market, execution is predominantly done via third party EPC contracts. This would mean that a significant portion of the capacity addition outlook over Fiscals 2022-2026 of 12-13 GW and 15-16 GW in rooftop and C&I segments, respectively, would be a key market for EPC solution providers. On the private IPP market front majorly the projects executed under competitive bidding, the outlook of 37-38 GW over Fiscals 2022-2026 forms the potential which can be serviced by external EPC providers. However, in this segment the in-house EPC arms set up by the developers themselves can also execute the projects won by their sister concerns.

## 7.4 Cost break-up

A utility scale solar power plant is highly capital-intensive project and is susceptible to many price sensitive changes. Solar panels contribute 50-60% of the entire project cost and can be easily influenced by factors that may impact the economics of the power plant.

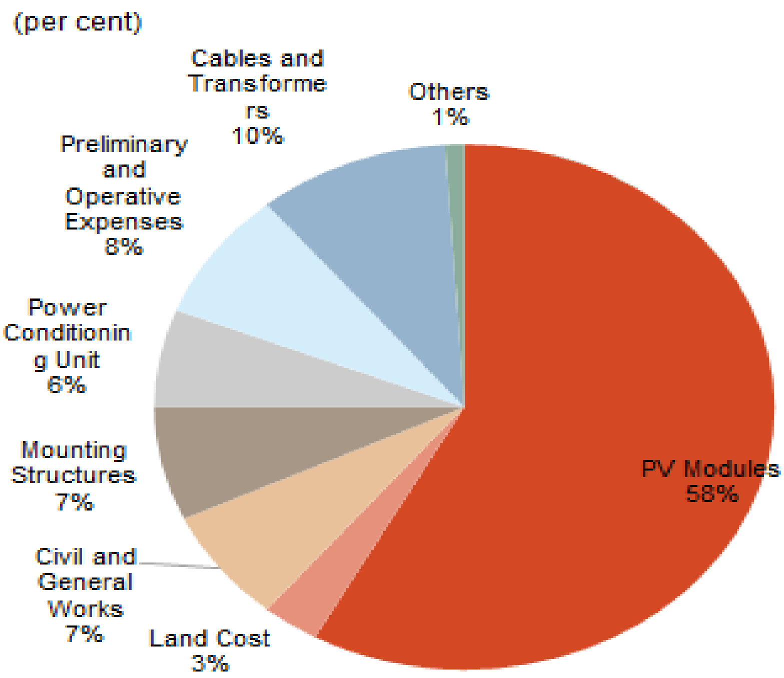
Currently, Indian solar installations are highly import dependent, with 80-85% of panels being imported. Also, any increase in prices of upstream components (polysilicon, glass, etc) can drive the cost of the panel upwards. Capital investment required for a utility installation vary greatly from that of rooftop installations as well, due to the difference in contribution of various components.

A detailed comparison of these costs is as follows:

### 7.4.1 Utility scale projects

The capital cost for setting up a greenfield solar project in Fiscal 2021 ranged between Rs.35-40 million per MW (this estimate does not include land purchase cost).

**Figure 44: Cost break-up of a solar utility scale installation**




*Note:*

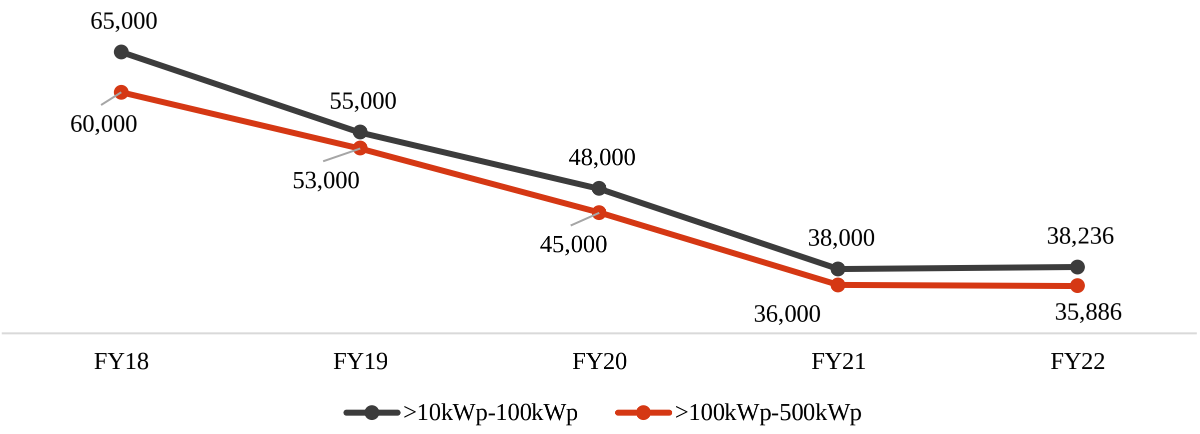
*(1) Land purchase cost is not included, as projects have been assumed in this case to be set up in solar parks, where developer pays fees upfront, accounting for land development and allocation charges, while lease rentals are staggered across the life of an asset.*

*Source: MNRE, CRISIL Research*

### 7.4.2 Rooftop

Compared to utility scale installations, rooftop projects have higher incidence of project cost due to smaller scale and specialised design and technical specifications, which may vary project to project. MNRE ascertains and issues benchmark costs for rooftop installation annually. These price benchmarks serve as a guide for Discoms to empanel agencies on a yearly basis for rooftop installations.

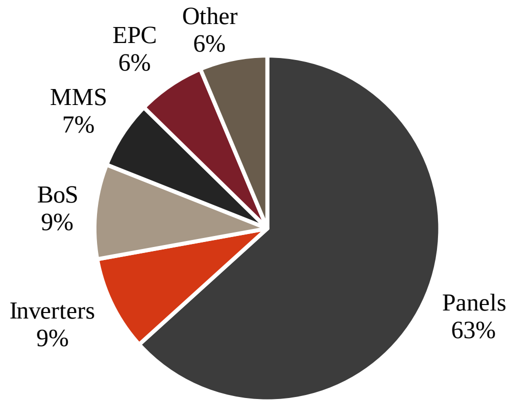
**Figure 45: Trend in benchmark pricing for rooftop (Rs per kWp)**




*Source: MNRE*

That said, installation costs have fallen in this segment over the years due to falling component costs, especially modules. The recent increase in Fiscal 2022 in project costing incidentally arises from increased base module pricing, taxation levied and post pandemic-related challenges.

**Figure 46: Cost break-up for a solar rooftop installation**




*Note:*
*(1) MMS- Module mounting structure, BoS- Balance of system, EPC- Engineering, procurement and construction.*
*Source: Industry, CRISIL Research*

## 7.5 EPC players

Key EPC players in the market are either subsidiaries of larger conglomerate groups or module makers that have undertaken forward integration to enter the EPC and O&M businesses of the solar segment to leverage additional revenue from a growing operational base.

**Table 7: EPC players in India and their serviced capacity**

| Name | Domestic EPC Portfolio (GW) | Promoter group | In the market since | Key markets and other aspects |
|---|---|---|---|---|
| Sterling and Wilson Solar | 6.45 | Shapoorji Pallonji & Co | 2011 | India, Middle East, Africa, South East Asia, Europe, US and Australia<br><br>Company has over 11 GW of EPC portfolio, which comprises 6 GW within India, and the remaining in other markets, in addition to 8 GW of O&M service base |

| Name | Domestic EPC Portfolio (GW) | Promoter group | In the market since | Key markets and other aspects |
|---|---|---|---|---|
| Tata Power Solar System | 4.4 | Tata Power Company | 1989 | India<br><br>Company started with solar PV manufacturing in 1989, having a capacity of 1,100 MW of manufacturing for cell and modules by September 2021<br><br>The EPC business started expanding in 2010 |
| L&T-Power, Transmission and Distribution | 2.3 | Larsen & Toubro | 1946* | India and the Middle East<br><br>The company recently secured a turnkey EPC contract for Sudair Solar PV Project of 1.5 GW capacity in Saudi Arabia<br><br>The PV-cum-storage project of 22 MWp (DC) and 16 MW / 8 MWh BESS of Andaman was completed in 2020 |
| Mahindra Susten | 2.3 | Mahindra & Mahindra | 2010 | India<br><br>The company has recently forayed into international markets. Its portfolio of 3,937 MW includes 672 MW of international projects |
| Vikram Solar | 1.42 | Vikram Group | 2006 | India<br><br>The O&M division of company has a project experience of 970 MW. It is also the first company in India to commission a floating solar PV plant of 10 kW. It is among the top 5 EPC players in India by installed base as of December 31, 2021.<br><br>It has a module manufacturing facility of 2.5 GW in India<br><br>Vikram Solar has also commissioned a 140 MW NTPC project. The combined 225 MW (85 MW and 140 MW) capacity project will be one of the largest solar projects in a single location in Uttar Pradesh.<br><br>Further, Vikram Solar installed Eastern India's largest single shed solar project with a capacity of 2.15 MW of Keventers. It is also the first to contribute to the solarization of the 'World's 1st Fully Solarized Airport - Cochin International Airport Limited (CIAL)'.<br><br>Also installed one of the largest 'Carport' Solar Rooftop Installation of 5 MWp at Maruti Udyog Limited, Gurgaon<br><br>The company has also installed a 10kW floating solar power plant in Rajarhat, Kolkata, as a part of an R&D venture jointly undertaken with Arka Renewable Energy College in Kolkata and New Town Kolkata Development Authority. This project was funded by the MNRE. |
| BHEL | 1.2 | Government of India (CPSU with 63.17% stake of GoI) | 1964* | India<br><br>The company has a fully automated solar cell (105 MW/annum) and module (226 MW/annum) manufacturing facility. Additionally, its portfolio of floating SPV projects is the largest in the country, with over 45 MW projects commissioned and ~107 MW under execution |
| Jakson | 0.8 | Jakson Group | 2012 | India, Africa, and other Asian countries are key markets for the company |
| Belectric India | 1.18 | RWE Renewables | 2007 | Germany (HQ), France, UK and India<br><br>The company has over 500 MW of O&M portfolio as well |
| Adani Solar | 0.25 | Adani Group | 2017 | The company also states a global portfolio of under execution EPC projects of 400 MW as on date. The |

| Name | Domestic EPC Portfolio (GW) | Promoter group | In the market since | Key markets and other aspects |
|---|---|---|---|---|
| | | | | company also has a module manufacturing capacity of over 3.5 GW |

* *Year of incorporation has been considered as year of commencing EPC operations is not available*

*Notes:*

*(1) EPC installed base of the players forms ~40% of the current solar installed base, as of January 2022.*

*(2) All the above data points are published/ reported as per company filings and resources as on December 2021, except L&T and BHEL where capacities are available on Fiscal 2020 and Fiscal 2021 year-end respectively.*

*(3) Capacities for Sterling & Wilson Solar, Tata Power Solar Systems and Mahindra Susten indicate DC side capacities, AC side not available.*

*(4) For some of the above companies capacities executed may include projects for sister concerns.*

*(5) The column titled "In the market since" indicates estimated year of either commencing EPC solutions services or module-making for the solar segment (where players have later forward integrated).*

*Source: Company Reports, CRISIL Research*

Apart from the above, the market also sees participation from several regional / smaller entities, which form part of the unorganised segment. However, with falling bid tariffs and, hence, pressure on costs, the market has been dominated by either the top players or by developers taking the in-house EPC route.

## 8 Competitive landscape

### 8.1 Mapping of solar module manufacturers in India

Competitive mapping covers the details of companies, their products and services within a given market to understand competitive intensity. Waaree Energies, Vikram Solar, and Premier Energies are some of the major players in the module manufacturing having installed capacity of between 1-2 GW each as on December 31, 2021. Adani Solar, Vikram Solar and Premier Energies have added manufacturing capacity after March 2021.

**Table 8: Comparative summary of module manufacturers**

| Parameter | Vikram Solar | Waaree Energies | Adani Mundra Solar | Premier Energies | RenewSys India | Tata Power Solar | Emmvee Photovoltaic | Alpex Solar | Goldi Solar |
|---|---|---|---|---|---|---|---|---|---|
| Number of manufacturing factories | One each in West Bengal and Tamil Nadu | Three in Gujarat | One in Gujarat | Two in Telangana | One each in Karnataka, Andhra Pradesh, and Maharashtra | One in Karnataka | Two in Karnataka | One each in HP and UP | One in Gujarat |
| Experience in PV module manufacturing | 15 years | 14 years | 4 years | 26 years | 6 years | 30 years | 14 years | 14 years | 10 years |
| Operational capacity (as of December 31, 2021) | 2.5* GW modules | 2 GW modules | 3.5 GW modules & cells | 1.25* GW modules<br><br>750* MW cells | 750 MW solar PV modules<br><br>130 MW solar PV cells | 580 MW modules<br><br>530 MW cells | 500 MW modules | 450 MW - modules | 500 MW modules |
| Under-construction capacity | 3.6 GW integrated modules and cells | 4 GW integrated modules & cells | 4 GW integrated polysilicon to modules | 2 GW integrated cells & modules | - | 4 GW integrated cells & modules | 1 GW integrated cells & modules | - | 1.2 GW modules (planned) |
| Market Share as a % of operational modules capacity (as of December 31, 2021) | 19% | 15% | 26% | 9% | 6% | 4% | 4% | 3% | 4% |
| NABL accredited lab | - | For PV modules | - | - | For encapsulants and backsheets | - | - | - | - |
| Enlisted capacity as per ALMM list (December | 2,022 MW | 2,100 MW# | 1,100 MW | 482 MW | 750 MW | 300 MW | 500 MW | - | 500 MW |

| Parameter | Vikram Solar | Waaree Energies | Adani Mundra Solar | Premier Energies | RenewSys India | Tata Power Solar | Emmvee Photovoltaic | Alpex Solar | Goldi Solar |
|---|---|---|---|---|---|---|---|---|---|
| 29, 2021) | | | | | | | | | |
| Market share as % of total enlisted capacity (as per ALMM) | 19% | 20% | 11% | 4.6% | 7% | 3% | 5% | - | 5% |
| Products and services | Integrated Solar energy solutions provider with presence in Solar PV modules, EPC services, and O&M services | Solar PV modules, inverters, batteries, EPC services, rooftop solutions, O&M services, solar home appliances, and solar water pumps | Solar PV cells and modules, EPC services, O&M services | Solar PV cells and modules, EPC services, O&M services, water pumps, power | Solar PV modules and cells, encapsulants, backsheets | Solar PV cells and modules, EPC services, O&M services, and water pumps | Solar PV cells and modules, EPC services, rooftop solutions, O&M services, and solar water heater solutions | Solar PV modules, EPC services,<br><br>solar water pumps | Solar modules, EPC services,<br><br>Water pumps |
| Cumulative Installed capacity in EPC | 1,430 MW | 600 MW | 250 MW | 650 MW | NA | 7 GW utility scale projects<br><br>515 MW rooftop | 150 MW | NA | NA |
| Technology | Mono PERC mono-facial and bifacial, half-cut and full cell modules, poly-Si modules | Mono-crystalline and poly-crystalline PV modules, mono PERC, bifacial, flexible modules, BIPV | Multi-crystalline, mono PERC, and bifacial modules | Poly-crystalline and mono-crystalline Si cells, mono PERC, poly-crystalline PV modules | Mono/multi PERC, bi-facial, half-cut and full cell modules | Mono PERC cells, mono PERC half-cut modules | Mono PERC, poly-crystalline modules, bi-facial modules, half-cut cell modules | Mono-crystalline, poly-crystalline PV modules, bi-facial modules | Mono-crystalline, poly-crystalline PV modules |
| Distribution network | 40 entities | 388 franchises pan-India | 500 towns^^ | NA | NA | NA | NA | NA | NA |

*Note:*

*(1) # Includes: Waaree Renewables, NA: Not available, *Vikram Solar and Premier Energies added some capacity after March 2021. ^^Data for Adani Mundra is dated October 2019.*

*Source: Company websites, MNRE ALMM, CRISIL Research*

As per CRISIL Research estimates, as of December 31, 2021, the installed manufacturing capacity for PV modules in India was approximately 13 GW, of which Vikram Solar accounted for approximately 19% with an installed capacity of 2.5 GW. The installed manufacturing capacity for cells was approximately 3 GW. While, Vikram Solar currently does not have an operational manufacturing base for PV cells, it envisages expansion into cell production over the medium to long term, thereby enhancing its market share in this segment as well.

As per the PLI scheme released by the government, 'high efficiency' in modules is defined as being greater than 19.5%. Basis the product portfolio, key domestic players such as Vikram Solar, Mundra Solar and Waaree Energies are producing high efficiency modules with efficiency above 19.5%. Further, the PLI scheme will encourage the production of high efficiency solar modules with all domestic module makers likely to produce such products going forward as well.

Technological advancements in the solar industry are fast-paced and any technology can effectively be termed outdated in five years. It becomes important to produce highest quality modules to ensure a healthy bottom line.

In China schemes such as Top Runner have aided in improving the efficiency of cells & modules. Within the scheme, if a manufacturer is unable to meet the standards specified in the program by the set date, penalties, including ban on sales, was imposed. This encouraged production of efficient panels. Compared to China, Indian peers were not as active in spending any significant amounts on R&D affecting their product quality. However, lately with the introduction of PLI scheme encouraging the R&D and efficiency, domestic players are expected to manufacture higher efficiency modules in the Indian market in line with the technological advancement in the module manufacturing space.

Globally, the solar industry is moving towards monocrystalline, passivated emitter and rear cell, or PERC, and bifacial technology, but a significant chunk of the cell lines installed in India are still based on older technologies which remains a key risk factor for the domestic manufacturing industry.

Crystalline silicon (c-Si) technology is largely deployed in solar PV globally as well as in India.[a] According to the Fraunhofer Institute, in 2020, global PV annual production was ~151 GWp. Out of the total production, 80% was mono-crystalline silicon technology compared with only 20-25% as a share in 2015, which shows the current dominance of mono-crystalline as a module technology.

From a cell perspective, while passivated emitter and rear cell (PERC) technology is currently the most prevalently used in new installations, as per secondary reports, the next technological upgrade to PERC is expected to be TOPCON. Parallelly, other technologies like heterojunction technology (HJT) are also expected to gain market share over the next few years.

As per industry reports, PERC/TOPCON cell technology is still expected to remain dominant over the next decade followed by HJT while other high efficiency technologies such as integrated back-contact and tandem technology will form a minor share.

Most of the domestic solar manufacturers which are currently invested or are investing in the PERC technology are progressively moving towards the next generation of technologies like HJT and TOPCON. Ramp up in production as key global and domestic suppliers invest in HJT / TOPCON, will be a key driver to decreasing costs for these emerging cell technologies. This in turn will aid a reduction in LCOE to maintain/enhance competitiveness for solar power as a renewable resource.

Apart from other technical parameters, module players also seek technical gradings provided by agencies like BloombergNEF, PVEL. As per company filings and releases, Vikram Solar notified its classification as a Tier-1 manufacturer under the BloombergNEF rankings in Q1 CY2014 and has also notified its placement as a top performer by PVEL in its reliability rankings in 2021.

The tier wise classification by BloombergNEF has been developed to classify module makers on the basis of ‘bankability’. The term bankability has been defined by BloombergNEF as solar products that, if used in solar projects, would be likely to be offered non-recourse debt financing by banks. Consequently, Tier-I manufacturers are those that have provided modules manufactured in their facilities and under their brand to six different projects that have been financed by non-recourse debt from six different banks over the previous two years. There are other guidelines as well to the Tier-I classification, but the major definition is as aforementioned.

Similarly, the PVEL reliability scorecard recognises manufacturers with positive test results as tested by them under their Product Qualification Program (PQP). It also takes in field data to consider real-world applications. The module brands identified for review undergo several series of tests, where for instance results for 2021 was based on testing across thermal cycling, damp heat test, mechanical stress sequencing, potential induced degradation test (PID), light induced degradation (LID) and light and elevated temperature induced degradation (LETID) tests, PAN performance, backsheet durability sequencing and PQP failures. As per company disclosures, from 2017 to 2021, only two Indian manufacturers, Vikram Solar and Adani, have featured in PVEL’s module reliability scorecard (*Source: Vikram Solar*). Further, Vikram Solar was the first Indian company to feature on the list in 2017 (*Source: Vikram Solar*).

### 8.2 Distribution channels for PV modules

Various module manufacturers have established their distributor networks or resorted to the franchise route to reach end-users across categories such as residential, commercial, and industrial consumers. Local contact is very important for these consumers while accepting solar products. With increased awareness, more and more consumers are exhibiting interest in solar installations.

Distribution channel partners help in reaching consumers as well as informing them about the new technologies and their benefits. The end-user generally tends to have very little say in selection due to lack of technical knowledge of complex products such as modules. However, through a known partner, the consumer can be convinced to a large extent, and such networks can be utilised for enhancing consumer reach.

Vikram Solar has a distribution network connecting more than 40 cities, ensuring the availability of solar products and solutions across 600+ locations in India. Also, Vikram Solar is the only manufacturer with capacity greater than 1.5 GW having presence in East and South parts of the country which further facilitates direct access to distributors and their networks, as of December 31, 2021. Waaree Energies has ~350+ unique franchisee network across India. This model

[a] https://www.ise.fraunhofer.de/content/dam/ise/de/documents/publications/studies/Photovoltaics-Report.pdf

provides a different opportunity than merely dealership or distributorship of products. These are exclusively tied-up traders which help in end-to-end product sales as well as after-sales service. They help in ensuring last-mile connectivity and increasing consumer awareness about various offerings among residential and C&I consumers, especially in tier-1 and tier-2 cities.

Adani Solar has retail distribution of its solar panels in seven regions and over 500 cities across the country.

## OUR BUSINESS

*Certain information in this section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" on page 17 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" on page 24 for a discussion of certain risks that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements.*

*Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus on page 250. We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which may not be derived from our Restated Consolidated Summary Statements or otherwise subjected to an examination, audit or review or any other services by our Statutory Auditor or any other expert. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions. Further, unless otherwise specified in this section, all business and operational information is presented as of December 31, 2021.*

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Photovoltaic manufacturing and solar energy market" dated March 2022 ("**CRISIL Report**") prepared by CRISIL, which is exclusively prepared for the purpose of the Offer and issued by CRISIL and is commissioned and paid for by our Company. CRISIL was appointed on November 30, 2021, pursuant to an engagement letter entered into with our Company. The CRISIL Report is available on the website of our Company at https://www.vikramsolar.com/investor-centre/, in accordance with applicable law. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 12.*

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors", "Industry Overview", "Restated Consolidated Summary Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 24, 119, 250 and 314, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole.*

*Our financial year ends on March 31 of every year, so all references to a particular financial year are to the twelve-month period ended March 31 of that year. Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to Vikram Solar Limited on a consolidated basis and references to "the Company" or "our Company" refers to Vikram Solar Limited on a standalone basis.*

### Overview

As of December 31, 2021, we are one of India's largest module manufacturers, in terms of operational capacity, producing solar photo-voltaic ("**PV**") modules (*Source: CRISIL Report*), and are also an integrated solar energy solutions provider offering engineering, procurement and construction ("**EPC**") services, and operations and maintenance ("**O&M**") services to our customers. Further, our Company had a domestic market share of approximately 19.00% (calculated as a percentage of operational modules capacity) with 2.5 GW (inclusive of trial production i.e. which is not yet commercially available) of installed manufacturing capacity for solar PV modules, as of December 31, 2021. (*Source: CRISIL Report*). We strive to deliver reliable solar solutions through innovative products, and we achieve this through our specialized high efficiency PV module manufacturing, comprehensive EPC solutions and O&M services.

We have been operating in the business of solar PV module technologies for the last 12 years, during which time we have developed strong engineering capabilities in producing high efficiency PV modules. We have also built a strong brand recall and reputation for our solar PV modules over those years as evidenced by various awards such as, India's Leading Brand Rising Star award in 2020 and CII Award for Customer Obsession in 2019. We have received a Tier 1 manufacturer classification from BloombergNEF in the first quarter of 2014 (*Source: CRISIL Report*).

We have also expanded our global footprint through a sales office in the United States of America and a procurement office in China and have supplied solar PV modules to customers in 32 countries, as of December 31, 2021. In India, we have developed a significant client base purchasing our solar PV modules and EPC services. Our key domestic customers include National Thermal Power Corporation Limited ("**NTPC**"), Rays Power Infra Private Limited, Amp Energy India Private Limited, Azure Power India Private Limited, West Bengal State Electricity Distribution Company Limited, Solar Energy Corporation of India, West Bengal Power Development Corporation Limited, Hindustan Petroleum Corporation Limited, Keventer Agro Limited while our international customers include Amp Solar Development Inc (our customer since 2019), Safari Energy LLC, Standard Solar Inc and Southern Current.

We commenced our manufacturing operations in 2009 with an annual rated production capacity of 12 MW. As of December 31, 2021, we had increased our capabilities to a cumulative annual rated production capacity of 2.5 GW (inclusive of trial production i.e. which is not yet commercially available) across our factories located at Falta SEZ, Kolkata, West Bengal and at Oragadam in Chennai, Tamil Nadu. Both of these factories are strategically located with access to ports, rail and roads helping facilitate both our domestic as well as international operations. Our Company has commenced plans on upgrading the existing manufacturing plant in

Falta from its present capacity of 1.2 GW to 3 GW within Fiscal 2023.

Furthermore, in line with our strategic expansion plans, we intend to use part of our Net Proceeds to establish a new facility of 2 GW in Tamil Nadu for the manufacturing of solar PV modules with full backward integration with solar cells of 2 GW. We have submitted a bid under the Production Linked Incentive ("**PLI**") scheme for High Efficiency Solar PV Modules to the Indian Renewable Energy Development Agency Limited which, if successful, and with the commissioning of additional capacities, is expected to increase the capacity of the new integrated facility in Tamil Nadu from 2 GW to a total of 3.6 GW of solar PV modules and solar cells. With the announcement in Union Budget 2022 on the enhancement of the outlay under the PLI scheme for high efficiency modules from ₹45,000 million to ₹240,000 million, the segment could see a further boost. (*Source: CRISIL Report*) This implies that our Company, as a waitlisted bidder, subject to a successful bid, could receive up to ₹12,850 million in production linked incentives for the new facility in Tamil Nadu under this scheme upon the installation of 3.6 GW integrated solar PV module and cell capacities. Thus, our total annual rated capacity for solar PV module production post commissioning of the aforementioned facilities is expected to increase from 2.5 GW to 7.9 GW (Falta, West Bengal – 3 GW, Gangaikondan (Tamil Nadu) proposed project of 2 GW (with an additional 1.6 GW PLI-linked capacity upon successful bid) – 3.6 GW and Chennai, Tamil Nadu – 1.3 GW).

Our solar PV modules are currently manufactured using both polycrystalline and monocrystalline cell technology. Our portfolio of solar energy products consists of the following solar PV modules: (i) polycrystalline modules; and (ii) monocrystalline passivated emitter and rear cell (Mono PERC) modules, which includes bifacial (glass-to-glass and glass-to-back sheet modules). Our products are differentiated on the basis of solar PV module technology and type as well as cell size. In particular, our PV modules (including those under testing) have wattages between 330Wp and 660Wp (660Wp module (M12) is a prototype and currently under third party lab testing as at the date of this Draft Red Herring Prospectus) and efficiency levels, which is a measure of the amount of sunlight (irradiation) that falls on the surface of a solar panel and is converted into electricity ("***Efficiencies***") ranging between 17.01% and 21.47%. As per market consensus, upcoming technologies such as mono PERC and bifacial modules are likely to dominate solar PV module market in the future. (*Source: CRISIL Report*)

Our products and services cater to multiple business divisions, helping to diversify revenue streams, improve margins and reduce business risk. These divisions are: (i) domestic solar PV module sales; (ii) EPC and O&M services which serve as value added services to our business of manufacturing solar PV modules; and (iii) exports.

The global installed solar PV capacity witnessed new installations reaching approximately 126 GW in 2020, a year-on-year growth rate of approximately 22%, bringing the global total to 710 GW in 2020. (*Source: CRISIL Report*) Global installed solar PV capacity has grown at 29% CAGR over calendar year 2011-2020, led by government support to renewables in the form of clean energy penetration mandates, taxation and other incentives, subsidised tariffs set for renewables along with government-led renewable project allocations. (*Source: CRISIL Report*)

Rooftop solar installations in India are also an additional key growth area for us as these installations are targeted to achieve 40 GW by 2022 as per the SRISTI schemes launched by the GoI. (*Source: CRISIL Report*) We have successfully established a geographically diversified presence in India through an extensive distributor network of 42 distributors. Our local presence and distributor network along with our brand recognition, should ensure that we are well-placed to serve this growing market. In addition, we have also installed solar power plants for six airports in India, including the Cochin International Airport Limited, which is the world's first fully solarized airport. (*Source: CRISIL Report*)

We are among the top five EPC players in India by installed EPC base, as of December 31, 2021 (*Source: CRISIL Report*) and have more than 300 EPC projects which have been executed or are under execution with an aggregate capacity of 1.42 GW, 413 MW of which are at various stages of construction. Further, we provide these services primarily for our own manufactured solar PV modules, as a value-added offering. Furthermore, we also have an established sustainable O&M practice covering projects of over 900 MW, with an increased focus on predictive maintenance through the use of real-time analytics and artificial intelligence. We have a dedicated team of sales professionals servicing key customer accounts comprising of independent power producers as well as commercial and industrial entities across India and certain international locations in the United States of America, Europe and Asia Pacific, with whom we have long-term relationships. We have also established an online customer management system (i.e., Customer Experience Portal (CEP)) to respond to the technical and non-technical issues of our customers.

Our revenue and profit in the six months ended September 30, 2021 and Fiscal 2021 and 2020 were affected by the COVID-19 pandemic. The table below sets forth certain key operational and financial metrics for the periods indicated:

(*₹ in millions unless otherwise indicated*)

| Particulars | For the six months ended September 30, 2021 | Fiscal year ended | | |
|---|---|---|---|---|
| | | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Domestic Module Sales | 2,505.37 | 4,936.55 | 6,787.27 | 6,229.51 |
| EPC & O&M[(1)] | 2,527.64 | 9,000.86 | 4,867.63 | 11,534.85 |
| Export (including Export Incentive) | 945.51 | 2,163.97 | 4,741.93 | 2,404.00 |
| Other Income | 75.02 | 174.64 | 222.91 | 144.58 |
| **Total Income** | **6,053.54** | **16,276.02** | **16,619.74** | **20,312.94** |
| EBITDA[(2)] | 352.85 | 1,945.02 | 1,621.82 | 1,828.16 |
| EBITDA (%) | 5.90% | 12.08% | 9.89% | 9.06% |
| PAT | (189.62) | 381.93 | 225.24 | 408.22 |

| Particulars | For the six months ended September 30, 2021 | Fiscal year ended | | |
|---|---|---|---|---|
| | | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| PAT (%) (3) | (3.17%) | 2.37% | 1.37% | 2.02% |
| Debt to Equity Ratio | 1.85 | 1.50 | 1.43 | 1.72 |
| Total Debt(4) * | 7,294.16 | 6,207.79 | 5,182.37 | 5,961.51 |
| ROCE(5) (%)* | 1.41% | 14.78% | 14.08% | 15.95% |
| ROE(6) (%)** | (4.69%) | 9.84% | 6.37% | 12.45% |

* *Figures for September 30, 2021 are not annualised.*

***Notes:***

(1) *For all EPC projects, modules are primarily procured in-house.*
(2) *EBITDA has been calculated as a sum of profit before tax, finance costs and depreciation and amortisation.*
(3) *PAT (%) is PAT expressed as a percentage of revenue from operations.*
(4) *Total debt is calculated as non-current borrowings plus current borrowings including current maturities.*
(5) *ROCE is calculated as profit before interest and taxes divided by capital employed. Capital employed is the sum of net worth, total debt and deferred tax liability.*
(6) *ROE is calculated as net profit after tax for the period/year divided by average shareholder equity.*

Our business is environmentally focused and we strive towards facilitating a carbon free future through the use of our solar PV modules, which is an environment friendly method of power generation. We have received several awards in recognition of our products and operations, including ‘Manufacturing Leadership Award Solar Sector’ by West Bengal Manufacturing Leaderships Award, 2018, ‘Outstanding Technology Innovation of the Year Award’ at PV Module Tech India Awards, 2020 and Outstanding Contribution in Renewable Energy EPC Award for 80 MW Solar Project at Charanka, Gujarat at 8th EPC World Awards in 2019. We were also featured in Fortune India – Next 500 Companies List at Rank - 32 in 2020.

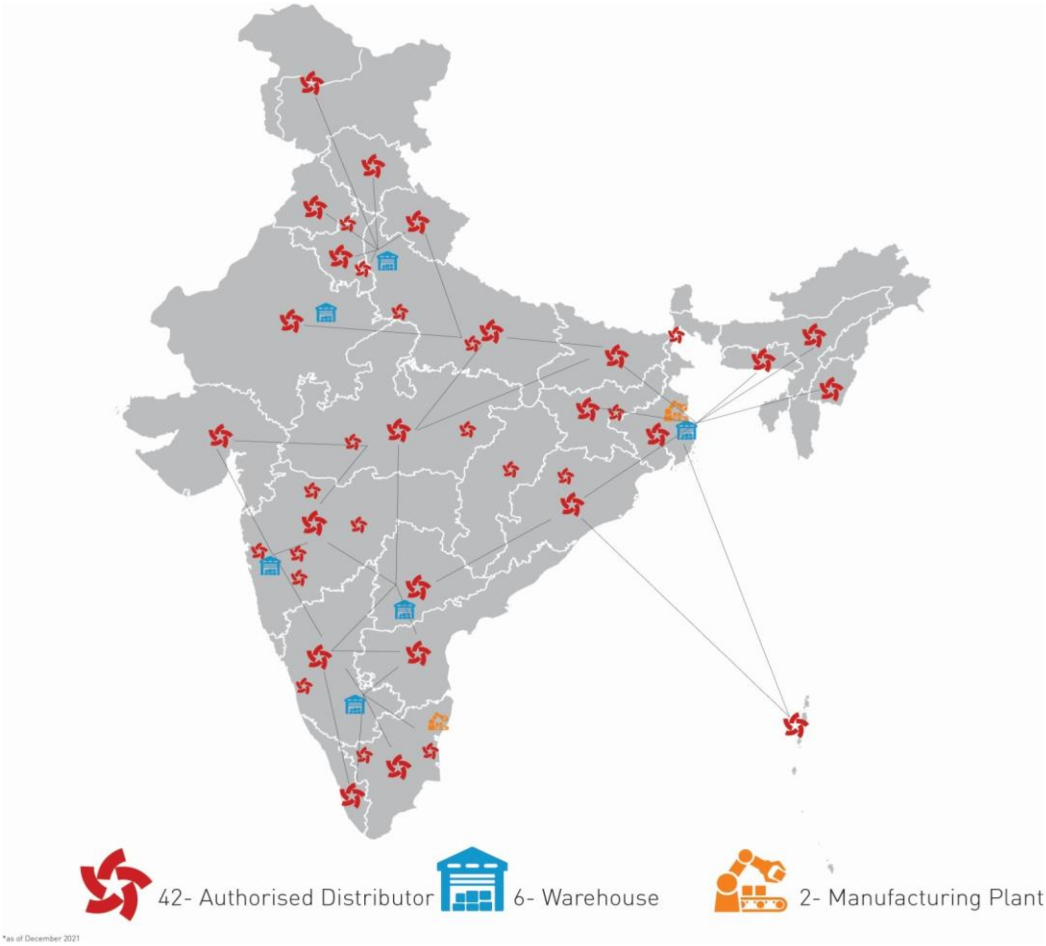
Recently, the GoI announced in its Union Budget 2022 that the Special Economic Zones Act will be replaced with new legislation that will enable Indian states to become partners in ‘Development of Enterprise and Service Hubs’.

**Our Key Strengths**

We benefit from the following strengths:

***We are one of the largest Indian solar PV module manufacturers with 2.5 GW (inclusive of trial production i.e. which is not yet commercially available) capacity having strong presence in domestic and international markets along with a large order book providing clear visibility on future growth.***

As of December 31, 2021, we are one of India’s largest domestic solar PV module manufacturers in terms of operational capacity and our Company had a market share of 19.00% (calculated as a percentage of operational modules capacity). (*Source: CRISIL Report*). We have an extensive presence in the domestic market having pan-India presence in 23 states and 3 union territories through an extensive distributor network of 42 distributors. We also have 56 trusted resellers of our products across India and have a network of 97 empanelled system integrators who are on-boarded with us which ensures that the end customers are accessing genuine products, uncomplicated purchase process and seamless technical guidance. Furthermore, according to CRISIL, we are also the only manufacturer with capacity greater than 1.5 GW having presence in eastern and southern parts of the country which further facilitates direct access to distributors and their network, as of December 31, 2021. Our pan-India presence and photographs of a few of our authorized distributors is presented below:





*Note: As on December 31, 2021*

In addition to India, we also have a sales office in the United States of America and a procurement office in China. We have also supplied solar PV modules to customers in 32 countries, as of December 31, 2021. Over the nine months period ended December 31, 2021 and last three Fiscals, we had shipped over 300 MW of solar PV modules internationally and our export sales for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019 were ₹945.51 million, ₹2,138.22 million, ₹4,619.05 million and ₹2,308.16 million which represented 15.82%, 13.28%, 28.17% and 11.44%, respectively, of our total revenue from operations in such periods. The below map represents the countries to which we have supplied solar PV modules:

*Note: As on December 31, 2021*

As of December 31, 2021, we had an Order Book (including framework agreement / letters of intent) of ₹48,705.00 million, of which ₹16,219.50 million comprise projects/ operations which are already under execution and ₹32,485.50 million comprise projects which are yet to be executed. Some of these include large projects such as a 300 MW project in Rajasthan and a 56 MW project in Gujarat for NTPC. In addition, we obtained a 50.9 MW order worth ₹1,220 million from a U.S. IPP in January 2022 and a 55.0 MW order worth ₹1,938.80 million from a U.S. customer in March 2022. We have built this Order Book through expanded manufacturing capacities and higher capacity utilisation on account of higher wattage products developed by us. For details, see "*Our business divisions – Solar PV Module Manufacturing*".

The above Order Book includes a non-binding supply framework with Sembcorp Green Infra Limited for capacities up to 700 MW to be supplied over the next two financial years, a signed a letter of intent for the sale of solar PV modules to a U.S. IPP through our subsidiary, Vikram Solar US Inc., for a capacity of 250 MW and a letter of intent for the sale of solar PV modules to a U.S. customer for a capacity of 270 MW. Further, from our total Order Book (which includes framework agreement / letters of intent) of ₹48,705.00 million, ₹33,389.30 million can be attributed to our domestic customers and the balance ₹15,315.70 million from international customers. Through the Order Book, we aim to achieve higher customer diversification across type (by increasing sales to private sector independent power producers) and geographies (through exports to the United States of America and other countries).

***Ability to provide EPC and O&M services as a supplemental value add to our solar PV module manufacturing business.***

We are primarily a high efficiency solar PV module manufacturing company that have developed a diversified product and service portfolio catering to solar energy solutions, and as a result we are able to provide integrated EPC and O&M services. We provide these services primarily for our own manufactured PV modules, as a value-added offering. We have over a decade of experience in executing EPC projects for solar plants and have more than 300 projects which have been executed or are under execution with an aggregate capacity of 1.42 GW, 413 MW of which are at various stages of construction. Our dedicated in-house team of designers and engineers manage site survey, planning, basic and detailed design, technical evaluation of vendors and assess safety requirements. We are focussed on providing ongoing technical support across the complete value chain of the project in a cost-effective manner. To manage such a large and diversified portfolio of projects, we aim to update our business processes to reduce project costs, optimize working capital and manage our contractual obligations. We aim to achieve this by leveraging digital capabilities to not only streamline our sourcing and procurement but also financial management of projects.

Post completion of the EPC projects undertaken by us, we also offer our customers an option to extend O&M services to these projects on an ongoing basis. We are providing O&M services to projects with a cumulative capacity of over 900 MW, a significant majority of which have been sourced from our EPC customers. Both EPC and O&M services are value add services, which in addition to providing us a steady source of revenue also benefit from higher margins.

Further, we have more than 190 rooftop installation projects (both private and public) which have been executed or are under execution, in major geographies and industry sectors having a cumulative capacity of 81.35 MW. In particular, we installed one of the largest 'Carport' Solar Rooftop Installation of 5 MWp at Maruti Udyog Limited, Gurgaon and also installed Eastern India's largest single shed solar project with a capacity of 2.15 MW of Keventers. (*Source: CRISIL Report*)


To successfully execute our EPC contracts, we have also streamlined our supply chain and have identified suppliers to procure the necessary raw materials at a reasonable cost and in a timely manner. Being a large capacity player enables us to cater to various types of delivery schedule commitments from our customers, whether those be cash and carry model with zero to minimal lead time or EPC model with 12 to 24 months construction period.

***We have strong brand recognition with an established track record***

We are well known for providing high quality products and services with a strong execution experience, as evidenced by our performance in the reliability testing by Photo-voltaic evolution labs (PVEL) where we have emerged as a top performer in four out of the last five years and our inclusion in Tier 1 solar PV modules manufacturer list of BloombergNEF. Since we adopt a consultative approach to our customers' solar energy needs, we can provide customized solutions to meet their requirements. This results in us enjoying strong relationships with our customers, including state owned entities. We have also been successful in getting repeat businesses from our customers, which illustrates their satisfaction with our products and services. Our key domestic customers include NTPC, Rays Power Infra Private Limited, Amp Energy India Private Limited, Azure Power India Private Limited, West Bengal State Electricity Distribution Company Limited, Solar Energy Corporation of India, West Bengal Power Development Corporation Limited, Hindustan Petroleum Corporation Limited, Keventer Agro Limited while our international customers include Amp Solar Development Inc (our customer since 2019), Safari Energy LLC, Standard Solar Inc and Southern Current.

Our marketing strategy is focused on understanding the needs, behavior, and desires of our customers, as well as those involved in our distribution networks. To understand our customer's needs, we undertake market research to enable us to provide a diverse product and service portfolio to different stakeholders. In addition, we also conduct a periodic Net Promoter Score (NPS) and customer feedback survey to understand product and solution needs, communication preferences. Furthermore, our strategic business campaigns are aimed at motivating people to "switch to solar" and encourage them to adopt sustainable and green energy. We market our products and solutions through multiple marketing channels which include use of digital media, digital ads, in-store branding (for example at authorized distributors and reseller outlets), social media (including Facebook, Twitter, LinkedIn and YouTube), email campaigns, radio, in-app advertisements, on-ground activation. We also regularly organize seminars to engage with our trade partners and dealers.

Furthermore, to enhance the effectiveness and reach of our marketing initiatives we leverage information derived from our analytics team and have engaged a third party to optimize our marketing activities. This helps us to accurately target certain customers or potential customers.

We have also received recognition for the quality of our products and services through awards such as the "Best Performing Modules of the Year – Domestic Manufacturer-Utility Solar" award by Solar Quarter at RE Assets Excellence Awards in 2019 and the "Module Company of the Year: Testing Equipments" and "Outstanding Technology Innovation of the Year" awards at PV Module Tech India Awards in 2020. On account of the quality standards maintained by us, we offer 12 years product warranty (on materials and workmanship) and 27 years performance warranties (on output) for our solar PV modules.

Further, despite the removal of safeguard duties on imported solar PV modules after 2021, we have continued to build our Order Book with both domestic and international customers which is a testament to our quality, brand and cost competitiveness.

***Our business and operations are supported by macroeconomic factors and a favourable regulatory landscape.***

Among all commercially available renewable energy sources in India, solar energy potential is the highest. (*Source: CRISIL Report*) India's real GDP is forecast to grow by 9.2% in Fiscal 2022 and one of the key factors driving the power demand in India is the GDP growth. (*Source: CRISIL Report*) This drives a correlation to businesses specializing in solar energy and hence, we are well-positioned to take advantage of these growth opportunities. Further, according to CRISIL, GDP growth, transformation capacity expansion, intensive rural electrification, manufacturing and large scale infrastructure push are drivers influencing power demand. According to CRISIL, India's power demand is expected to grow at a CAGR of 4-5% between Fiscal 2022 and 2026 highlighting a significant potential for growth in the Indian electricity sector.

The global installed solar PV capacity witnessed new installations reaching approximately 126 GW in 2020, a year-on-year growth rate of approximately 22%, bringing the global total to 710 GW in 2020. (*Source: CRISIL Report*) Further, according to CRISIL, while the Indian market faced a temporary slowdown in the second half of Fiscal 2020 with capacity additions of only approximately 4 GW in calendar year 2020, mainly due to several policy issues and pandemic-led restrictions, they expect capacity additions of approximately 31 GW over calendar years 2021 to 2023, driven by a healthy pipeline and government targets. Further, according to CRISIL, the solar cell and modules capacity in India is expected to reach approximately 35-40 GW and 50-55 GW, respectively by Fiscal 2024.

At the COP 26 climate summit, India set a target of achieving 500 GW of non-fossil energy by 2030, and solar energy is expected to receive special emphasis from the government in achievement of this target. Considering the installed base of approximately 50 GW as on January 2022 for solar energy, and a target of 280 GW by 2030, a potential 230 GW of solar energy may be driven over the next nine years and assuming the current practice of approximately 1.4x module capacity installed compared with 1x of solar project rated capacity, approximately 320 GW of module demand may potentially arise over the next nine years. Further, assuming a 70-75% utilisation factor for module manufacturing, this would mean a potential requirement of 460 GW of module manufacturing rated capacity over the next nine years i.e. 50 GW per annum. (*Source: CRISIL Report*)

Furthermore, according to CRISIL, approximately 11.5 to 12.5 GW of capacity is expected to be commissioned under the solar rooftop segment over the next five years (between 2022 and 2026), mainly due to commissioning of capacities by Solar Energy Corporation of India Limited (up to 1,000 MW), capacities allocated by state governments (up to 1,500-2,000 MW), commissioning of capacities by government institutions such as metro, railways and airports (up to approximately 1,000-1,500 MW) with the remaining capacity to be added by industrial and commercial consumers under net/gross metering schemes of various states.

In addition to the favourable industry and market dynamics, we also benefit from a favourable regulatory landscape and support provided to domestic manufacturing. For example, in 2012 the GoI launched the Modified Special Incentive Package Scheme ("**MSIPS**") to provide subsidies for capital expenditure. Under this scheme, domestic players can avail of certain capital expenditure subsidies of 20% for solar module, cell and wafer manufacturers located in a SEZ and 25% for to those in non-SEZs. (*Source: CRISIL Report*) In Fiscal 2020, we had received benefits under the MSIPS scheme amounting to ₹178.80 million. Furthermore, in April 2020, the GoI launched the Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors ("**SPECS**") to promote and prioritize electronic hardware manufacturing. Under the scheme, financial incentives of 25% on capital expenditure will be provided for manufacturing of specified components and semiconductors that come under the supply value chain of electronics manufacturing. Incentives of up to ₹32,520 million will be awarded under the scheme. (*Source: CRISIL Report*)

Our strategic expansion plans to establish a new facility in Tamil Nadu may also benefit from incentives offered by the government of Tamil Nadu for electronic hardware manufacturing under which we would be eligible to claim various subsidies such as capital subsidy, electricity tax exemption, interest subsidy, training subsidy and a 50% stamp duty exemption which form a substantial portion of our project capital expenditure. (*Source: CRISIL Report*) Further, to boost domestic production and reduce imports, the central government initiated a PLI scheme with a target of 8-10 GW capacity addition, as well as introduced Basic Custom Duty on imports from April 1, 2022 which will impose duty of 40% on solar modules and 25% on solar cells. (*Source: CRISIL Report*) This is expected to support sustainability of domestic production.

As on December 29, 2021, we have one of the largest enlisted capacities in the Ministry of New & Renewable Energy's Approved List of Module Manufacturers ("**ALMM**") and the absence of any foreign players in the list is likely to aid domestic manufacturers to participate in various government schemes aimed at developing the solar industry in India more aggressively. (*Source: CRISIL Report*)

Therefore, these fiscal benefits, tariffs and import duties on foreign imports, inclusion in the ALMM, in addition to various government policies and schemes such as, SRISTI and KUSUM aimed at adoption of residential and rural market segment through solar rooftop provides us with a favourable regulatory landscape. (*Source: CRISIL Report*)

Recently, the GoI has launched the PLI scheme for high efficiency solar PV modules manufacturing in order to boost domestic production and reduce imports. In connection with our plans to establish a new facility of 2 GW in Tamil Nadu for the manufacturing of solar PV modules with full backward integration with solar cells of 2 GW, our Company has placed a bid application under the PLI scheme to increase this to a 3.6 GW integrated facility (solar cell and solar PV module) and currently we are waitlisted. With the announcement in Union Budget 2022 on the enhancement of the outlay under the PLI scheme for high efficiency modules from ₹45,000 million to ₹240,000 million, the segment could see a further boost. (*Source: CRISIL Report*) This implies that our Company, as a waitlisted bidder, subject to a successful bid, could receive up to ₹12,850 million in production linked incentives for the new facility in Tamil Nadu under this scheme upon the installation of 3.6 GW integrated solar PV module and cell capacities.

For details on these policies and incentives, see "*Industry Overview*" and "*Key Regulations and Policies in India*" on pages 119 and 200, respectively.

***We have a track record of being an early adopter in technology with manufacturing facilities based on global best practices***

Our manufacturing units are automated, utilising equipment and technologies from Japan, Germany, United States of America and Switzerland. Further, our operations at Falta are certified under ISO 14001:2015 standard for environment management and the ISO 45001:2018 standard for occupational health and safety management systems implementation. Further, the quality management systems at Falta are certified ISO 9001:2015.

With quality at the core of our ethos, our high-quality solar PV modules are backed by rigorous testing and robust quality control systems. For instance, our PV modules undergo real-world simulated tests like thermal cycling, Potential Induced Degradation (PID), Light Induced Degradation, damp heat and mechanical load test. Our solar PV modules are also subjected to reliability testing by Photo-voltaic evolution labs (PVEL) to ensure that they meet international quality and performance benchmarks and we have emerged as a top performer four out of the last five years. As a result, our solar PV modules, using anti-reflective coated tempered glass, offer high visible light transmittance of 94.00% which enhances PV module power performance. Further, quality certifications are imperative to our customers and our solar PV modules are certified by multiple international certification bodies such as Technischer Überwachungsverein ("**TÜV**"), Bureau of Indian Standards ("**BIS**") and Underwriter Laboratories ("**UL**") for quality and performance such as IEC 61215, IEC 61730, UL 1703 and BIS 14286 which makes our products acceptable to international customers. We have also obtained domestic product certification IS 14286 (Crystalline Silicon Terrestrial Photovoltaic (PV) modules – Si wafer based).

Our processes are optimized through practice of lean manufacturing and Six Sigma methods, which is a data-driven tool for process improvement with a primary focus on eliminating defects and variation from organizational processes. We employ 14 Green-belts and 3 black belts (personnel with in depth knowledge of the Six-Sigma practices). We also have an online Total Quality Management ("**TQM**") portal that has over 1,100 documents covering health, safety briefings, quality specifications, work instructions, module acceptance criterion, etc. which are updated on real time basis. A few pictures of our manufacturing plants and the technologies we utilize are produced below:

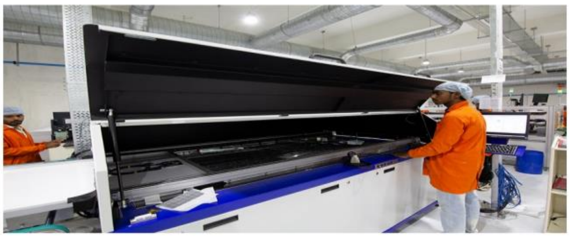
Manufacturing plant: Oragadam, Tamil Nadu

Manufacturing plant: Falta, West Bengal

Embracing new technologies


Equipped with digital production display board

AI-enabled inspection for Zero Defect

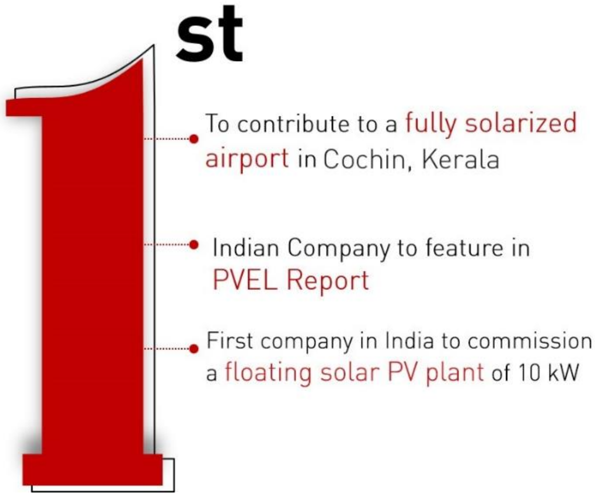


Focus on converging digital technologies with manufacturing operations.

*Note: As on December 31, 2021*

To continue to deliver reliable and updated solar solutions to our customers, we are embracing new technologies. With artificial intelligence, cognitive modelling, machine learning, deep learning, virtual reality, augmented reality and robotic process automation, our R&D team has leveraged digitization initiatives that allow seamless processes, such as implementation of six-sigma methods, lean manufacturing, reducing and regulating wastage. We are focusing on converging digital technologies with manufacturing operations. With this in mind, we have equipped our facility at Falta with digital production display board and AI-enabled image analytics. See, "*Solar PV Module Manufacturing*" and "*Quality Assurance and consumer health and safety*"

We strive to pioneer innovative adoption of solar energy solutions and were the first in launching several solar projects in India, as illustrated below:




*Source: CRISIL Report*

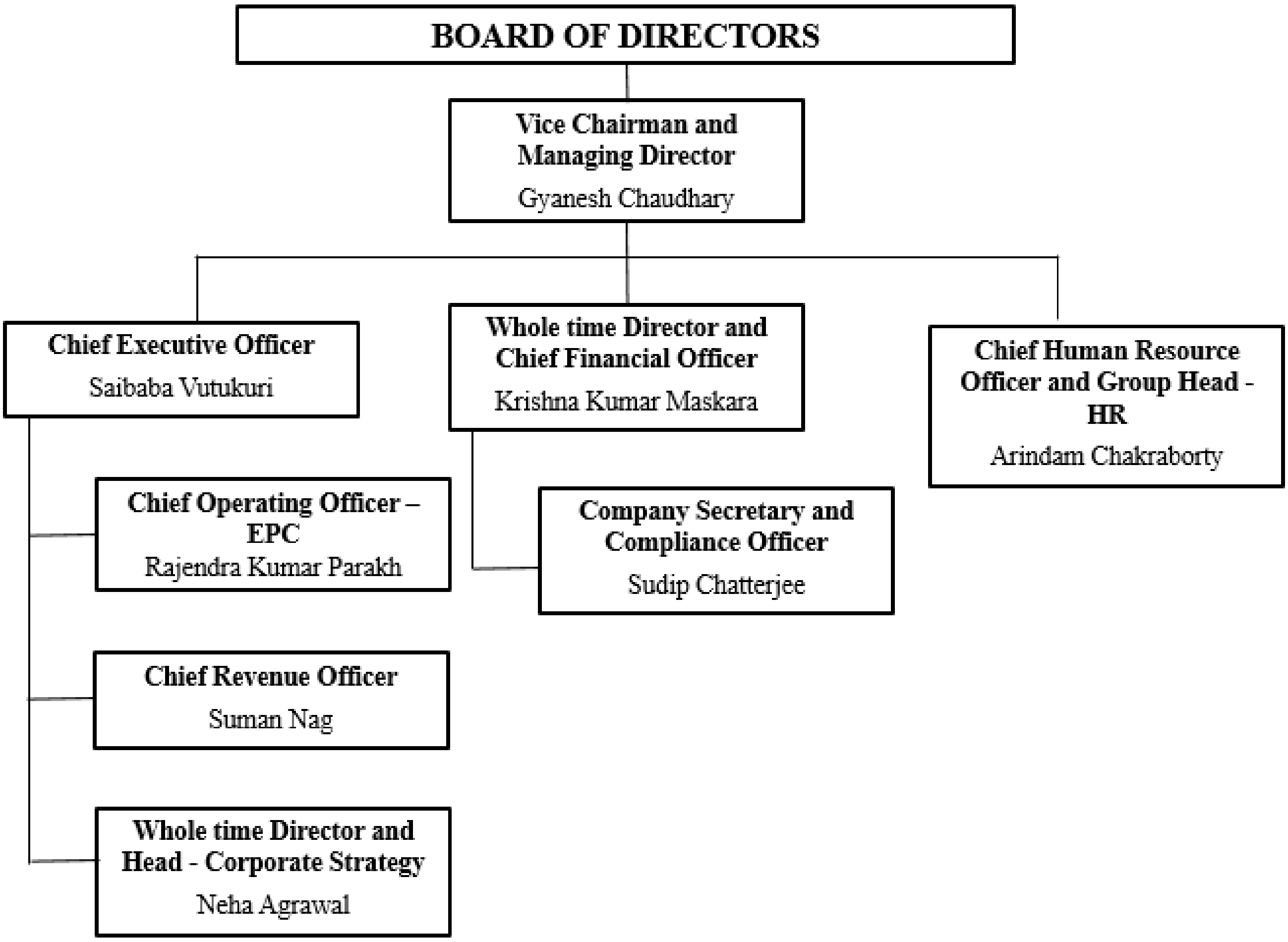
***Robust financial performance backed by an experienced management team with an excellent track record.***

While a slow-down in the overall economy and the COVID-19 pandemic affected both our revenue and net profit in Fiscal 2021 and 2020, we have maintained stable EBITDA and EBITDA margins over the same period. Our EBITDA expressed as a percentage of revenue from operations for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019 was 5.90%, 12.08%, 9.89% and 9.06%, respectively. For additional details, see "*Our Business - Overview*" and "*Management's Discussion and Analysis of Financial Conditions and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Conditions – COVID-19 and its continuing impact*" on pages 175 and 315, respectively.

Our growth and financial performance have been facilitated by our focus on risk management and reliance on clearly defined internal processes to manage our business. For example, we have stringent criteria for project selection with a disciplined bidding approach that includes comprehensive risk assessments to protect returns. Our risk assessment approach considers risks in different geographies based on commercial terms and execution challenges. We also have a procedure to identify and mitigate risk for EPC projects through financial evaluation of the developer, by evaluating factors such as financial status of the developer and financial closure of the project awarded.

Furthermore, Mr. Gyanesh Chaudhary, one of our Promoters and each member of our management team has years of experience in the industry and in their respective areas of competence. We benefit from the support and experience of our Non-Executive Chairman, Mr. H. K. Chaudhary, our Vice Chairman and Managing Director, Mr. Gyanesh Chaudhary, Chief Executive Officer, Mr. Saibaba Vutukuri, and our Whole Time Director & Chief Financial Officer, Mr. Krishna Kumar Maskara. Mr. Gyanesh Chaudhary has over a decade of experience in the solar industry. Our management team is qualified to manage our operations and future expansion plans. Our management team is also assisted by a strong technical team. We continue to strengthen our management team with personnel with expertise in the areas of finance, consultancy and the renewable energy sector. We have in place fit-for-purpose recruiting practices and training programs for our management and personnel at all levels of our operations, which has created a skilled and experienced workforce that will continue to yield operational and financial benefits in the future.

We also benefit from having an advisory board comprising of industry experts such as Mr. P. M. Pai, Mr. Santi Pada Gon Chaudhuri, Mr. Philipp Johannes Rostan and Mr. Subramanya. They provide key inputs on our strategy and plans. We are also assisted by a qualified technical team with deep technical expertise and demonstrable track record in the industry.




**Our Key Strategies**

The key elements of our business strategies include the following:

***Maintain domestic market leadership through strategic expansion of solar PV module manufacturing and backward integration into solar cell manufacturing, and further expand in international markets.***

To continue to maintain our market leadership in domestic solar PV module manufacturing, we are constantly evaluating opportunities to strategically grow our operations. We intend to expand our manufacturing capabilities and have plans to establish a new facility of 2 GW in Tamil Nadu for the manufacturing of solar PV modules with backward integration with solar cells of 2 GW. The new facility will have an annual rated capacity of 2 GW. Further, should we be successful in our PLI bid, our cumulative annual rated capacity at the proposed new facility in Tamil Nadu may increase to 3.6 GW. This project is expected to be completed in phases, 2 GW of integrated capacity by Q4 Fiscal 2023 / Q1 Fiscal 2024 and the balance 1.6 GW in Fiscal 2024 only upon being declared as a successful bidder under the PLI scheme. Pursuant to our intention to establish such a facility in Tamil Nadu, by making investment and employment generation commitments in the state, we have been granted a structured package of assistance from the state of Tamil Nadu which entails various special incentives such as, special capital subsidy, payroll and training subsidy, electricity tax exemption and stamp duty reimbursement, amongst others.

Furthermore, our proposed backward integration initiatives and ability to manufacture high quality solar cells in a cost-effective manner may also allow us to expand our operating margin. This initiative amongst others may also mitigate the impact of the basic customs duty of 25% on imported solar cells imposed by the GoI with effect from April 1, 2022.

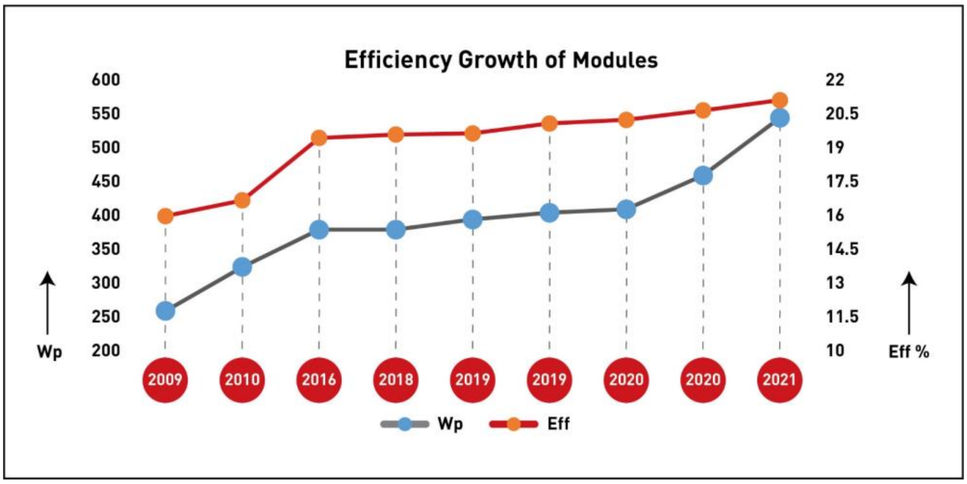
Our Company has commenced plans on upgrading the existing manufacturing plant in Falta from its present capacity of 1.2 GW to 3 GW within Fiscal 2023. As on date of this Draft Red Herring Prospectus, we are yet to identify vendors or place orders for the plants and machinery required for such expansion. Subject to its successful completion and receipt of approvals, as required, the proposed expansion is expected to increase the overall capacity and also upgrade the entire capacity with M10 and M12 cell technology production that provides higher wattage per solar PV module. In the process of implementing our upgrade, certain parts of our production facilities may have to be shut down in phases. Nevertheless, subject to such expansion, we expect our overall production for Fiscal 2023 to be higher as both production capacity and the wattage of the solar PV modules produced at our Falta plant will be higher compared to current production levels.

With the PLI scheme in respect of the new Tamil Nadu facility, our total annual rated capacity for solar PV module production post commissioning of the aforementioned facilities is expected to increase from 2.5 GW to 7.9 GW (Falta, West Bengal – 3 GW, Gangaikondan (Tamil Nadu) proposed project of 2 GW (with an additional 1.6 GW PLI-linked capacity upon successful bid) – 3.6 GW and Chennai, Tamil Nadu – 1.3 GW), of which 3.6 GW of capacity would be integrated with solar cells.

Our expansion plans are driven by the expected growth in demand (both domestic and international) and the GoI's target of 280 GW of solar capacity by 2030 which would entail installation of approximately 25 GW/annum for the next decade. (*Source: CRISIL Report*) Also, on February 4, 2022, the Biden administration extended the Section 201 tariffs imposed on the import of solar modules from China for four years. This is a positive growth driver for domestic module exports (*Source: CRISIL Report*), and we have an opportunity to capitalize on our brand presence and further increase our exports to customers in the United States of America.

***Continued focus on developing new and innovative products and services.***

Our strategy is to be a "fast follower" which entails adopting new, promising and proven technologies early. We achieve this through the continued development of innovative products, which will enable us to expand our products portfolio and drive increased product orders going forward. This can be evidenced by the constant improvements of solar PV module wattages and Efficiencies since 2009, as illustrated below:




Furthermore, we are constantly pursuing opportunities and product segments which leverage our existing technology platform and know-how. In particular, we are currently working on developing solar PV modules with Efficiencies of more than 23.30% using cell types such as n-type monocrystalline cell with Tunnel Oxide Passivated Contact ("**TOPCON**") cell. N-type solar cells typically have higher efficiency than p-type solar cells along with additional advantages of having zero light induced degradation and having lesser impurities than their p-type counterparts. TOPCON is a further higher efficiency technology which is naturally bifacial and superior in performance to the existing technologies. We have also collaborated with manufacturers of solar technology and institutes to conduct research study programmes.

We also intend to also expand into captive projects. Commercial and Industrial ("**C&I**") users consume approximately 51% of the electricity generated in India, but only small percentage of the energy procured by them comes from renewable energy sources. This indicates huge untapped potential in the C&I renewable energy market. Also, the market has gained momentum over the last few years with consumers keen to reduce their power bills as well as carbon emissions. (*Source: CRISIL Report*) Through our experience in EPC projects, we aim to service this segment and provide the necessary solutions by installing and commissioning the solar plant with all pre-requisite regulatory approvals from the DISCOM/respective authorities and other due-diligence aspects. This would be further supplemented by our in-house O&M service.

In addition to the above, we intend to continue to invest in research and development ("**R&D**") and obtain product certifications to offer the latest and most efficient products and services to our customers. We have also commenced the implementation of an R&D centre in Bengal Silicon Valley, Kolkata, West Bengal which will help us increase the efficiency of our solar cells and solar PV modules. For details, see "*Research and Development*".

***Focus on increasing operational and financial efficiency to achieve lower levelized cost of energy (LCOE).***

We plan to continue focusing on operational and financial efficiency by investing in our design and development team and their engineering efforts. We also focus on recruiting, training and retaining a talented workforce and offer training and career opportunities. In addition, we continue to focus on our risk assessment matrix and stay updated with new technology. Through our market approach, we intend to continue building strong customer and stakeholder relationships and realize operational efficiencies.

We have established a sustainable O&M business division, which are aimed at providing forward integrated full life cycle services to our customers. Our commitment to the long-term performance of our projects is exemplified by our approach of ensuring that we invest in good quality equipment at the outset, which also leads to a low cost per project over the life-cycle of each project. We continue to enhance our O&M practices by moving from conventional reactive maintenance to predictive maintenance through the use of real-time analytics. This enables us to monitor multiple sites on a real-time basis and analyze data to efficiently identify potential areas of concerns to take preventive measures before actual maintenance issues occur, as well as to track comparative performance across sites.

We also apply this predictive maintenance in a variety of other operations, including our dust-detection systems (which we use to determine when our solar PV modules need to be cleaned based on the actual dust accumulation and its impact), thermal imaging (for monitoring the status of our solar PV modules), string combiner box and inverter level monitoring systems and tilt monitoring systems (to calculate the optimal tilt angle for our solar power plants and the date when tilts should be changed based on the actual on-site data). These technologies help our solar PV modules perform with lower downtime and achieve better power generation.

***To become a significant global player in the international solar PV module market.***

We have also expanded our global footprint through a sales office in the United States of America and a procurement office in China and have supplied solar PV modules to customers in 32 countries, as of December 31, 2021.

As per secondary reports, over the next four to five years, the European Union and United States of America have a potential of adding up to 35-40 GW and 25-30 GW of solar energy respectively each year while the International Energy Agency pegs this at around 20-25 GW each annually. Both the regions would be a key driver for export demand from India. Exports will also be further supported by continued demand from Africa, European Union and Middle-East. Further, besides the United States of America ban on imports of panel materials originating from the Xinjiang province, diversifying sourcing policies to consider origin destinations apart from China would be key positive drivers for Indian-make modules. (*Source: CRISIL Report*). Our presence in United States of America, where we have a dedicated sales team tasked with sourcing new business opportunities, would help us to capitalize on these developments and we intend to maximize our exports to utility, commercial as well as residential customers in the United States of America.

Further, our United States of America subsidiary continues to grow its presence. Our sales in the United States of America have increased as we have been working with diverse customers across various segments of the industry. Over the nine months period ended December 31, 2021 and last three Fiscals, we have shipped more than 300 MW of solar PV modules internationally. We have been successful in establishing a presence in the United States of America and will continue to leverage our presence to increase our market share.

**Solar PV modules supplied to the US**


**CUSTOMERS**
AMP Solar Development Inc. (Our customer since 2019)
Southern Current
Standard Solar Inc.
Safari Energy, LLC

UT Utah
OH Ohio
TN Tennessee
GA Georgia
SC South Carolina

PA Pennsylvania
MD Maryland
NY New York
CT Connecticut
MA Massachusetts
ME Maine

We have supplied solar PV modules to customers in Belgium, Bhutan, Canada, Denmark, Germany, Nepal, Netherlands, New Zealand, Poland and the United Arab Emirates in the past and have a dedicated team in the European Union to take advantage of the renewable energy targets and further expand our market share in the region.

We have supplied solar PV modules to the below identified countries in the European Union region:

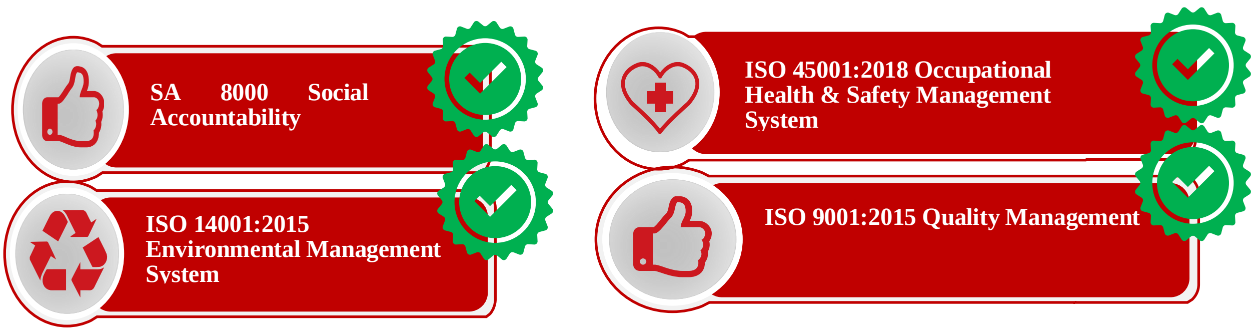
| COUNTRIES | CUSTOMERS |
|---|---|
| UNITED KINGDOM | Carey Glass UC<br>Edmundson Electrical Ltd<br>Moss Electrical Co.Ltd<br>Solar Technology International Limited |
| SPAIN | Bet Solar (Our customer during the year 2016 and 2018) |
| FINLAND | Finnwind |
| ESTONIA | Inergion SA<br>Eneria OÜ |
| IRELAND | Carey Glass UC |
| DENMARK | Klimaenergi A/S |


***Further enhance our commitment to society and sustainable business development***

We actively pursue environmental, social and governance initiatives as part of our business operations. Our business is environmentally focused, and we strive towards facilitating a cleaner environment and reduced carbon emissions through the use of our solar PV modules, as well as our EPC and O&M services, for solar power generation, which is an environment friendly method of power generation. Furthermore, our marketing and branding efforts are constantly focused on building climate consciousness amongst our customers.

In addition to the above, we are constantly undertaking measures to enhance our environment, social and governance ("**ESG**") focus. Recently, a review of our ESG disclosures was undertaken by Churchgate Partners and certain areas were identified by them for us to strengthen our approach under various ESG heads. We have also undertaken a pledge as a participant in the Climate Neutral Now Initiative under United Nations Climate Change Global Climate Action to reduce our organization's greenhouse gas emissions (carbon footprint).

We also strive to reduce wastage and while expanding our manufacturing capacity, we are developing economies of scale. Our operations at Falta are certified under ISO 14001:2015 standard for environment management and the ISO 45001:2018 standard for occupational health and safety management systems implementation. Further, the quality management systems at Falta are certified ISO 9001:2015. Furthermore, we have also been audited for social accountability and have been awarded the SA 8000:2014 certification for our factory at Falta. A snapshot of a few of our present certifications are provided below:



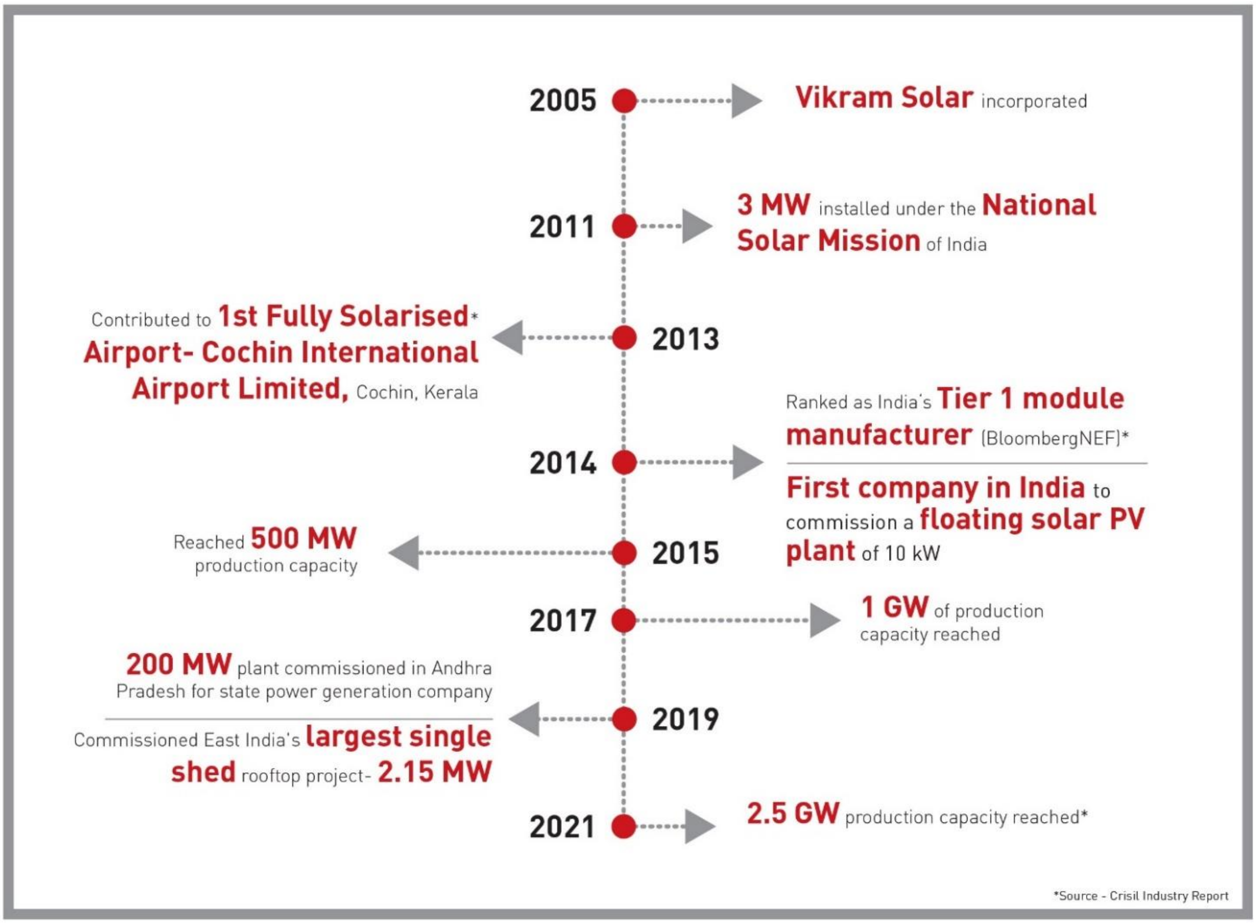

Our CSR initiatives are focused on the welfare of the communities in which we operate, through education and healthcare initiatives. For details, see "*Environment Social and Corporate Governance Initiatives*".

**Our corporate history and milestones**

The Company was incorporated in 2005 and commenced solar PV module manufacturing operations in 2009 with an annual rated production capacity of 12 MW. We had substantially increased our capabilities to a cumulative annual installed capacity of 2.5 GW (inclusive of trial production i.e. which is not yet commercially available) across our factories located at Falta SEZ, Kolkata, West Bengal and at Orgadam, Chennai, Tamil Nadu. Both of these factories are strategically located with access to ports, rail and roads helping facilitate both our domestic as well as international operations.


India's first floating solar plant in Rajarhat, Kolkata

The chart below sets forth certain of the key milestones in our business' development:




**Our business divisions**

Our business comprises three primary divisions: (i) domestic solar PV module sales; (ii) EPC and O&M services which serve as value added services to our business of manufacturing solar PV modules; and (iii) exports.

Further, our business operations can be broadly described as follows:

***Solar PV Module Manufacturing***

As one of India's largest domestic solar PV module manufacturers, in terms of operational capacity, as of December 31, 2021

(*Source: CRISIL Report*), we produce mono PERC and polycrystalline solar PV modules. We have production facilities in West Bengal and Tamil Nadu that are equipped with advanced manufacturing equipment from international equipment suppliers and systems that drive manufacturing excellence in our global supply chain, sales and distribution network. Both factories are strategically located near ports, helping facilitate our international operations and exports.

Our solar PV modules are currently manufactured using both polycrystalline and monocrystalline cell technology. Our portfolio of solar energy products consists of the following solar PV modules: (i) polycrystalline modules; and (ii) Monocrystalline Passive Emitter and Rear Cell (Mono PERC) modules, which includes bifacial (glass-to-glass and glass-to-back sheet solar PV modules). Our products are differentiated on the basis of solar PV module technology and type as well as cell size and sold across different ranges. In particular, our solar PV modules (including those under testing) have wattages between 330Wp and 660Wp (660Wp module (M12) is a prototype and currently under third party lab testing as at the date of this Draft Red Herring Prospectus) and Efficiencies ranging between 17.01% and 21.47%.

Our manufacturing facilities produce highly efficient solar PV modules, utilising equipment and technologies from Japan, Germany, the United States of America and Switzerland. We continue to embrace new technologies such as artificial intelligence, cognitive modelling, machine and deep learning, virtual reality, augmented reality, robotic process automation to enhance agility and efficiency in operations.

The following table sets forth certain information relating to our historical capacity utilization of our manufacturing facilities for solar PV modules, calculated on the basis of effective installed capacity for the relevant fiscal period and actual production in such periods as calculated below:

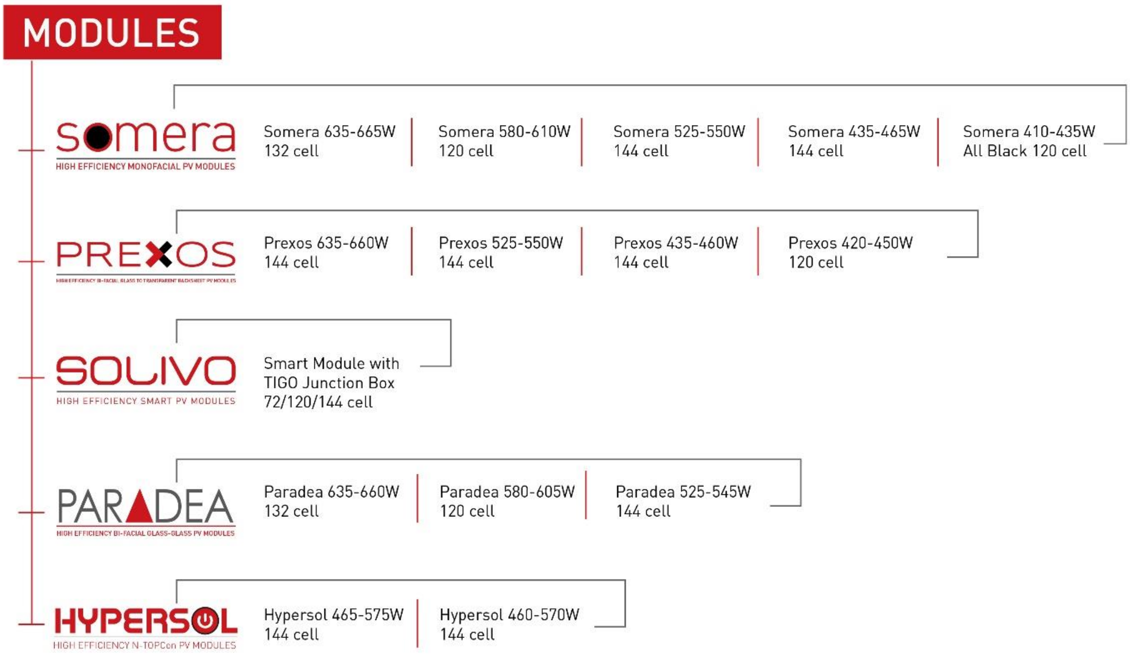
| Rated Installed Capacity and Capacity Utilization for Year/Period Ended | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Year/Period** | **March 31, 2019** | | | | **March 31, 2020** | | | | **March 31, 2021** | | | | **September 30, 2021** | | | |
| **Location** | **Rated Installed Capacity (MW)** | **Effective Installed Capacity (MW)2** | **Actual Production** | **Capacity Utilization %4** | **Rated Installed Capacity (MW)** | **Effective Installed Capacity (MW)2** | **Actual Production** | **Capacity Utilization %4** | **Rated Installed Capacity (MW)** | **Effective Installed Capacity (MW)2** | **Actual Production** | **Capacity Utilization %4** | **Rated Installed Capacity (MW)1** | **Effective Installed Capacity (MW)2/3** | **Actual Production** | **Capacity Utilization %4** |
| Falta, West Bengal | 1100 | 825 | 646.71 | 78.39% | 1200 | 900 | 641.62 | 71.29% | 1200 | 900 | 540.33 | 60.04% | 600 | 450.0 | 239.76 | 53.28% |
| | | | | | | | | | | | | | | | | |
| Oragadam, Tamil Nadu | - | - | - | - | - | - | - | - | - | - | - | - | 500 | 375.0 | 55.48 | 14.79% |
| **Total** | **1100** | **825** | **646.71** | **78.39%** | **1200** | **900.00** | **641.62** | **71.29%** | **1200** | **900** | **540.33** | **60.04%** | **1100** | **825** | **295.24** | **35.79%** |

***Note***:

1. *The Company's Current Rated Capacity (2.50 GW) has been considered as 1.20 GW for Falta and 1.3 GW (inclusive of trial production i.e. which is not yet commercially available) for Tamil Nadu and is based on 100% operational effectiveness and 365 working days.*
2. *Effective Installed Capacity is calculated multiplying availability, performance and quality and is represented by a percentage. The ideal Effective Installed Capacity is calculated by multiplying Availability (80%), Performance (95%) and Quality (99%) i.e. approximately 75% of the rated capacity as per standard capacity calculation followed by manufacturing sectors.*
3. *Rated and Effective Installed Capacity consider for six months for Fiscal 2022.*
4. *The Capacity Utilization has been calculated as a percentage (%) on the basis of actual production during any fiscal year divided by Effective Installed Capacity.*

Currently in our product portfolio, we have M6 and M10 solar PV modules with our M12 cell technology modules currently in certification stage. The M6/ M10/ M12 nomenclature refers to dimensions of the solar cell, i.e. M6 implies usage of 166mm x 166mm solar cells, M10 implies usage of 182mm x 182mm solar cells and M12 implies usage of 210mm x 210mm solar cells. Higher dimensions of the solar cells translate to higher solar power performance of the cell and consequently the solar PV modules. Further, we offer a Linear Power Warranty for 30 years for our M10 and M12 bifacial (glass to glass) solar PV modules. We also offer modules with a microgap design.

Further, all our current solar PV modules are half-cut cell modules with 5, 9, 10 and 12 bus bars (Bus bars refers to the metal pathways which facilitate the movement of electrons and higher the bus bars, better would be the power performance of the solar cell). Our solar PV module product portfolio are offered under the Somera, Prexos, Solivo, Paradea and Hypersol brands, as illustrated below:




*Polycrystalline modules are also available

***Portfolio***

somera
HIGH EFFICIENCY MONOFACIAL PV MODULES

- Mono PERC Technology
- Economical product having excellent low light response
- Applicable across all projects having land constraint mainly in developing markets like Indian sub-continent, MENA and Australia

PARADEA
HIGH EFFICIENCY BI-FACIAL GLASS-GLASS PV MODULES

- PERC Bifacial Glass-Glass
- Latest technology product with maximized bifaciality gain, fit for highly reflective surface areas (snow, sand, gravels, etc)
- Preferred for utility scale projects of US, Europe, MEA and India

PREXOS
HIGH EFFICIENCY BI-FACIAL GLASS TO TRANSPARENT BACKSHEET PV MODULES

- PERC Bifacial Glass to Transparent Backsheet
- Comparatively lighter
- Applicable for rooftop projects with roofing material like Asphalt, shingle, metal, clay tile, slate, etc.
- Best suited for geographic locations that witness heavy snowfall such as the U.S./EU markets

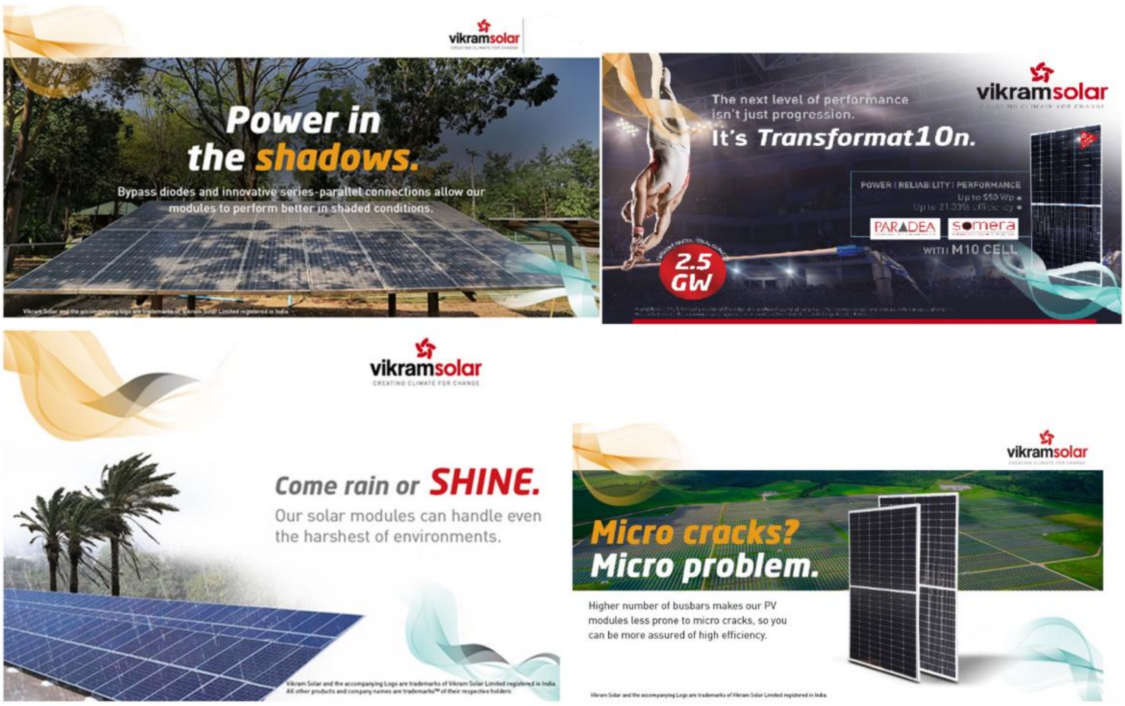
SOLIVO
HIGH EFFICIENCY SMART PV MODULES

- Smart PV modules **-** niche product with app-based technology
- Power Optimizer with Remote monitoring, Rapid Shutdown, ensuring project safety and flexibility
- Applicable for Commercial and Industrial rooftop projects with shadow issues across U.S. and Indian markets

HYPERSOL
HIGH EFFICIENCY N-TOPCon PV MODULES

- Modules with latest N-TOPCON cell technology having high efficiency and low light performance
- Value based premium product that is better than all other technologies available in market
- Ideally suited for Commercial, Residential, Industrial and Utility scale projects across the globe
- Currently under development

A few important advertising campaigns in relation to our products are produced below:




***EPC***

We are among the top five EPC players in India as per installed EPC base in India, as of December 31, 2021 (*Source: CRISIL Report*) and have more than a decade of experience in executing EPC projects for solar plants and have more than 300 projects which have been executed or are under execution with an aggregate capacity of 1.42 GW, 413 MW of which are at various stages of construction. Our skilled and dedicated EPC team ensures the completion of each solar plant from concept to commissioning of the plant. We primarily use our own manufactured solar PV modules in our EPC projects.

We are a comprehensive EPC solutions provider which is aimed at deploying world class technology to design, install and commission benchmark solar projects. Key components of our EPC value chain are:

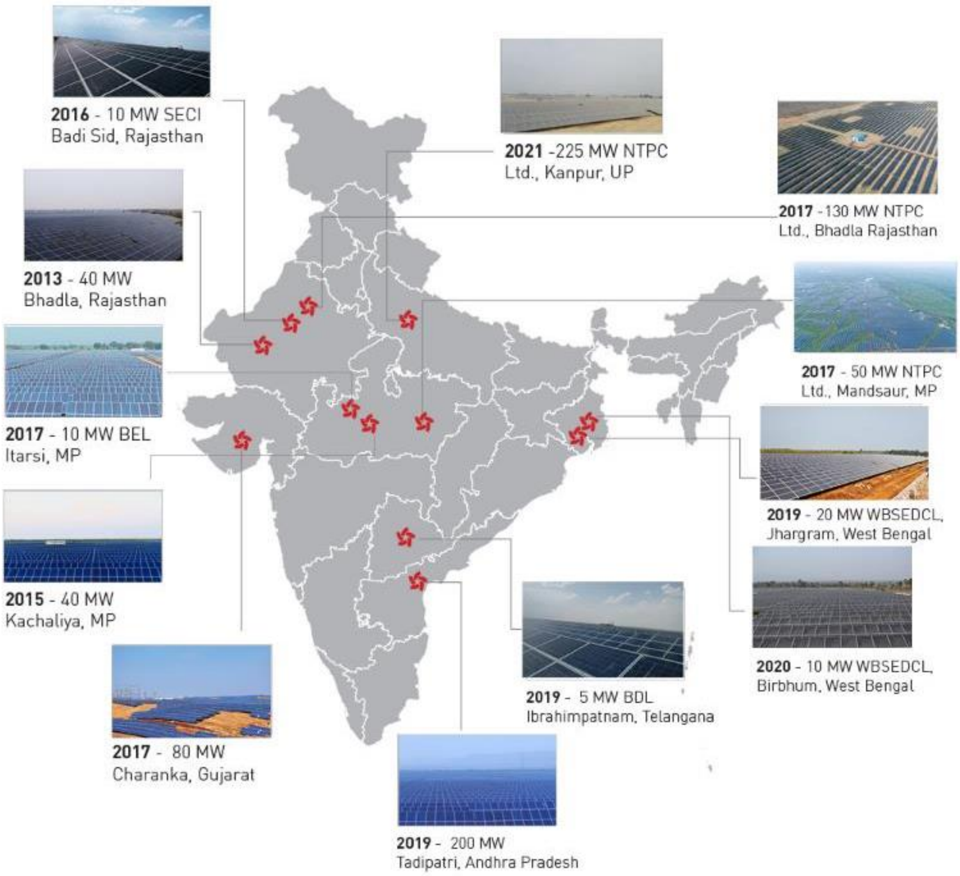
- *Design & Engineering*: Through our in-house teams, we offer engineering solutions to our clients, with an aim to provide quality solar plants aimed at optimizing the life cycle cost of electricity. We utilize solar engineering design tools and software, like solar PV case, ETAP (Electrical Power System Analysis Software), Civil 3D which enables us to provide optimized and accurate project array designs. Our involvement ranges from concept, engineering, execution and commissioning. Our dedicated teams work in cohesion to deliver customized solutions to our customers keeping a delivery focused approach.

- *Procurement:* We have a network of vendors and suppliers spread across India and abroad. Our supply chain team manages the supply of the entire EPC package including inverters, transformers, module mounting structure, plant monitoring systems which is required for turnkey installation of projects.

- *Construction:* We have an experienced project execution team, having completed in excess of 300 ground mount and rooftop projects, and we are continuously deploying automation techniques in execution for faster project completion. We undertake various processes such as design, engineering, supply, packing, forwarding, transportation, storage, installation and finally commissioning for seamless delivery of power from the project to the interconnection point of power evacuation. With the use of our project management platform, we have been able to create plans and monitor their execution efficiently. The mobile application forming part of our project management platform allows our resources on remote sites to upload their project progress and provide us real time project progress.

- *Quality Assurance:* Our quality management system entails rigorous testing and quality assurance processes, and continuous quality improvement. We have a well-established process to identify and qualify new vendors and evaluate performance to check their ability to consistently produce quality products.

We have completed solar power projects for several key customers. A few examples include a 200 MW installation in Andhra Pradesh for a state generation company, a 10 MW installation in Badi Sid, Jodhpur, Rajasthan for SECI, a 50 MW installation in Madhya Pradesh for NTPC, 2.15 MW rooftop installation in West Bengal for Keventers, a 130 MW installation in Rajasthan for NTPC, a 10kW floating solar power plant for Arka Renewable Energy College in Kolkata and New Town Kolkata Development Authority and two installations of 10 MW each at Bavihalu, Karnataka for Jindal Aluminium Limited. The below map and images highlight the location and pictures of certain completed EPC projects:

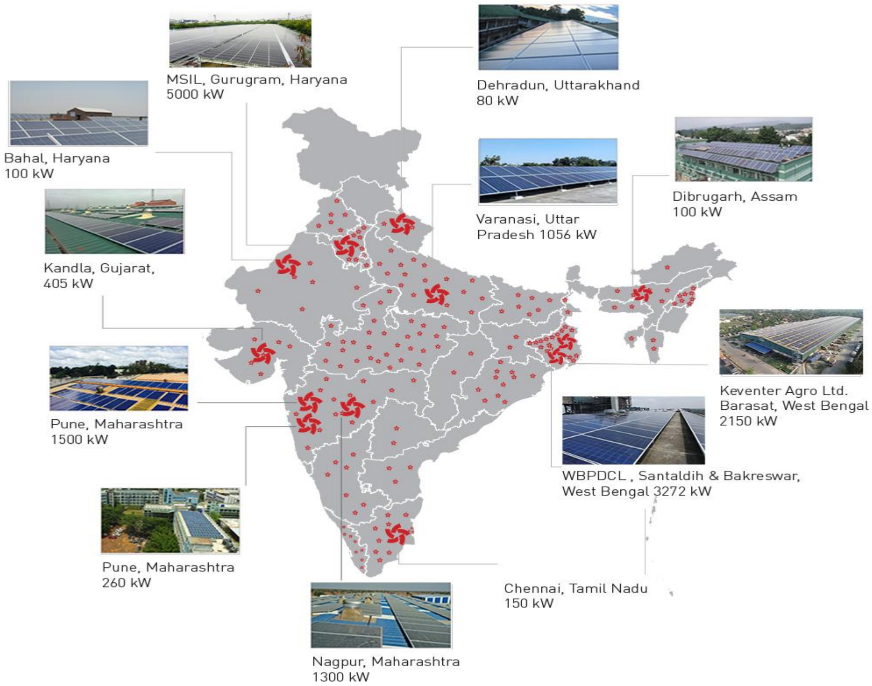



*Note: As of December 31, 2021*

***Rooftop***

The MNRE has implemented Phase II of the Residential Solar Rooftop scheme (SRISTI) with a target of achieving 40 GW from rooftop solar by 2022. The scheme provides financial incentive for 4 GW of solar rooftop capacity to be set up in the residential segment. (*Source: CRISIL Report*)

We have more than 190 rooftop projects (both private and public) which have been executed or are under execution, in major geographies and industry sectors having a cumulative capacity of 81.35 MW. Our expertise and involvement ranges from concept, engineering, execution and commissioning to operations and maintenance of completed solar systems. The below map and images highlight the location and pictures of certain completed rooftop projects:




*Note: As of December 31, 2021*

We seek to identify MSMEs on the basis of solar rooftop suitability and power consumption, across industries such as, automotive and auto components, cold chain/ warehousing, food processing, plastic, machine tools, pharmaceuticals, leather, foundry, paper, chemicals and textiles. We intend to increase our market share in this segment by marketing our rooftop capabilities to companies in these industries. Our past significant projects in the above-mentioned sector include the following:


We also installed a 10kW floating solar power plant, in Rajarhat, Kolkata, as a part of an R&D venture jointly undertaken with Arka Renewable Energy College in Kolkata and New Town Kolkata Development Authority. (*Source: CRISIL Report*)

***Solarizing Airports***

We have also installed solar power plants for six airports in India comprising rooftop and ground mounted installations which have been built with anti-glare solar PV modules and are equipped with an online web–based remote monitoring system.

We have installed and commissioned solar projects totaling 3,915 kW in five Airport Authority of India's controlled airports, namely:

- 2 MW at Netaji Subhas Chandra Bose International Airport, Kolkata, West Bengal;
- 750 kW at Calicut International Airport, Calicut, Kerala;
- 725 kW at Dibrugarh Airport, Dibrugarh, Assam;
- 220 kW at Gondia (Birsi) Airport, Gondia, Maharashtra; and
- 220 kW at Gaya Airport, Bodhgaya, Bihar.

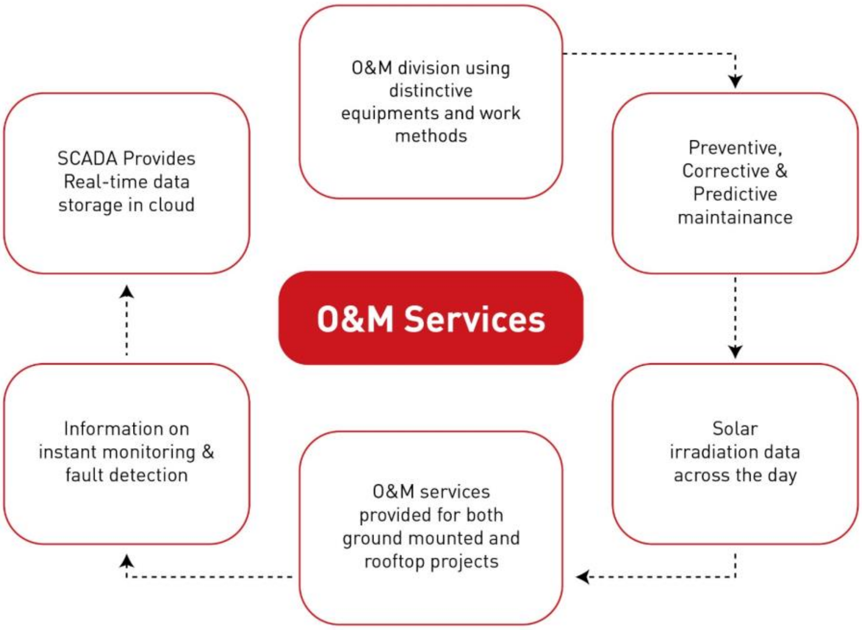
Furthermore, we were also the first to contribute to the solarization of the Cochin International Airport Limited, which is the world's first fully solarized airport. (*Source: CRISIL Report*) With the above five airport solar projects as well as 100 kW capacity at Cochin International Airport, we have experience of installing airport solar projects with cumulative capacities of approximately 4015 kW.

***O&M***

We have established a sustainable O&M business division, which is aimed at providing forward integrated full life cycle services to our customers. We provide these services primarily for our executed EPC projects as bundled value add services. A majority of our EPC projects have our bundled O&M services. These services are provided through our wholly owned subsidiary, VP Utilities and Services Private Limited. Our dedicated teams aim to deliver customized solutions to our customers keeping a delivery focussed approach. We have expertise in ongoing maintenance, repairs and complete operational solutions. We believe that our commitment to the long-term performance of our projects is exemplified by our approach of ensuring good quality equipment at the outset, which also leads to a low cost per project over the life cycle of each project. We continue to enhance our O&M practices by moving from conventional reactive maintenance to predictive maintenance using real-time analytics. Further, through Supervisory Control and Data Acquisition ("**SCADA**"), which is a system of software and hardware elements, we can monitor, gather, store (in the cloud) and process real-time data at our O&M sites, including solar irradiation levels across a day. This enables us to monitor multiple sites on a real-time basis and analyse data to efficiently identify potential areas of concerns to take preventive measures before actual maintenance issues occur, as well as to track comparative performance across sites.

We also apply this predictive maintenance in a variety of other operations, including our dust-detection systems (which we use to determine when our solar PV modules need to be cleaned based on the actual dust accumulation and its impact), thermal imaging (for monitoring the status of our solar PV modules), string combiner box and inverter level monitoring systems and tilt monitoring systems (to calculate the optimal tilt angle for our solar power plants and the date when tilts should be changed based on the actual on-site data). These technologies help our solar PV modules perform with minimum downtime and achieve stable power generation.

We provide O&M services across India and to clients in industries like railways, airports, hospitals, defence and automobile. A pictorial representation of our O&M services is as follows:





Robotic Cleaning Process in NTPC 130 MW plant in Rajasthan

**Customer Service**

We have a dedicated customer service team to resolve issues related to our products and services. Customers may log complaint/query *via* call center, our Customer Experience Portal, email or social media platforms. Our team strives to acknowledges all complaints/queries within 24 working hours and resolve them within seven working days in case of non-technical complaints and 15 working days in case of technical complaints. In case the issue logged is related with plant performance in O&M or EPC administered sites, it is managed and administered by our experienced O&M or EPC teams. Further, to enable end-to-end customer requirement mapping we utilize a customer relationship management system which helps us in cultivating relationships, generating leads and manage opportunities through sales pipeline. A pictorial representation of the customer service experience we offer is presented below:


Our Customer Experience Portal, developed specifically for retail customers and channel partners, aims to provide seamless customer experience to queries related to our solar products. Through this portal, upon registration of the product, customers can easily access their warranty information and certificate. This portal also captures certain FAQs and facilitates customer support by making registering of complaints related to solar PV module performance a one-click activity. Further, to enable an easy customer experience, we have also enabled online warranty certificate generation through our website which adds to our brand experience.


In addition to the above, we also serve customers through our online channels which include websites, social media presence through country specific and business specific dedicated social media pages and offering target audience specific microsites. We have a dedicated knowledge section on the website to implement a content led marketing approach to educate our customers on solar and solar products. Our dedicated solar calculator also allows customers to calculate their savings through solar and their contribution towards the environment.

**Research and development**

We continue to focus on R&D, in order to develop reliable and updated solar solutions to our customers. We have spent ₹8.93 million, ₹65.00 million, ₹55.00 million, and ₹43.76 million which represented (4.71)%, 17.02%, 24.42% and 10.71% of our profit/(loss) after tax for the six months ended September 30, 2021 and Fiscals 2021, 2020 and 2019, respectively on R&D. We continuously embrace new technologies such as artificial intelligence, cognitive modelling, machine and deep learning, virtual reality, augmented reality, robotic process automation and others to enhance agility and efficiency in our operations. All our products have received quality and performance certifications from multiple certification bodies, both domestic and international, such as TÜV, BIS and UL for quality and performance such as IEC 61215, IEC 61730, UL 1703 and BIS 14286 which makes our products acceptable to both domestic and international customers. As of December 31, 2021. we employed 81 R&D staff. We have collaborated with manufacturers of solar technology and institutes to conduct research and continuously invest in R&D and product certifications to offer the latest technology products to our customers.

**Logistics**

One of our competitive advantages is that we are located at port cities of Chennai and Kolkata which provides us significant cost and time benefits. Furthermore, the vehicles we use to transport our products and equipment are equipped for real-time location tracking, which helps in effective production and delivery plans. We also have a warehouse in Falta to ensure faster reach and response to customer's requirement. This enhances and compliments our channel partners nationally.

**Awards and recognition**

A few significant awards that we have received in the last few years are indicated below:


**Quality assurance and consumer health and safety**

Our manufacturing facilities produce high efficiency solar PV modules, utilizing equipment and technologies from Japan, Germany, United States of America and Switzerland. We have also implemented a cloud-based compliance management system, to monitor compliance across various plants, sites and offices. We ensure product reliability by following internal reliability test as per IEC 61215 certification and also perform several other tests such as:

- *Electroluminescence testing*: When current passes through PV cells, light emission occurs. This phenomenon is called electroluminescence. Testing of solar PV modules using this phenomenon can detect hidden defects in the structure of PV cells. This method makes the current distribution visible in the PV module and helps detect defects. With the help of an electroluminescence test, a PV manufacturer can evaluate the structural quality of the PV cells or any other defects generated while handling.

- *Thermal cycling test:* to determine the ability of the solar PV modules to withstand thermal mismatch, fatigue and other stresses caused by repeated changes of temperature;

- *Humidity freeze test:* to determine the ability of the modules to withstand the effects of high temperature and humidity followed by sub-zero temperature;

- *Potential induced degradation test*: to check whether the solar PV module is resistant to degradation, the solar PV modules are kept at a temperature of 85°C and 85% humidity for 96 hours;

- *Light induced degradation:* to make a preliminary assessment of the ability of the solar PV module to withstand exposure to outdoor conditions and to reveal any synergistic degradation effects which may not be detected by laboratory tests;

- *Mechanical load test*: to determine the ability of the solar PV module to withstand wind, snow, static or ice loads; and

- *Damp heat test*: to determine the ability of the solar PV modules to withstand the effects of long term penetration of humidity.

We have received a Tier 1 manufacturer classification from BloombergNEF in the first quarter of 2014 (*Source: CRISIL Report*). We have also been listed as a top performer in four of the last five years in the PV Evolution Labs Top Performers Reliability Scorecard and we are the first Indian entity to be listed in the PV Evolution Labs scorecard report in 2017. The table below highlights the Top Performers Reliability Scorecard for 2021 issued by PV Evolution Labs:

## Historical Scorecard

The Historical Scorecard shows Top Performers and their performance history since PVEL's first Scorecard published in 2014. Manufacturers are listed by the number of years they have been designated a Top Performer, in alphabetical order. PVEL commends manufacturers committed to product quality and reliability who have earned Top Performers status.

TOP PERFORMER 2021 PVEL PV MODULE RELIABILITY SCORECARD

| | 2021 | 2020 | 2019 | 2018 | 2017 | 2016 | 2014 |
|---|---|---|---|---|---|---|---|
| Jinko | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Trina Solar | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| JA Solar | ■ | ■ | ■ | ■ | | ■ | ■ |
| Q CELLS | ■ | ■ | ■ | ■ | ■ | ■ | |
| REC Group | ■ | ■ | ■ | ■ | ■ | ■ | |
| Astronergy | ■ | ■ | | ■ | ■ | | ■ |
| GCL | ■ | ■ | ■ | ■ | ■ | | |
| LONGi | ■ | ■ | ■ | ■ | ■ | | |
| Adani/Mundra | ■ | ■ | ■ | ■ | | | |
| Maxeon/SunPower | ■ | ■ | | ■ | ■ | | |
| Phono Solar | ■ | | ■ | ■ | | ■ | |
| Seraphim | ■ | ■ | ■ | | ■ | | |
| Silfab | ■ | ■ | ■ | | ■ | | |
| Vikram Solar | ■ | ■ | ■ | | ■ | | |
| Boviet | ■ | ■ | ■ | | | | |
| First Solar | ■ | ■ | | ■ | | | |
| HT-SAAE | ■ | ■ | | ■ | | | |
| Hyundai | ■ | | | | ■ | | |
| LG Electronics | ■ | | | ■ | | | |
| Talesun | ■ | | | | ■ | | |
| DMEGC | ■ | | | | | | |
| ET Solar | ■ | | | | | | |
| HHDC | ■ | | | | | | |
| Jolywood | ■ | | | | | | |
| Risen Energy | ■ | | | | | | |
| VSUN | ■ | | | | | | |

* *Source: 2021- PV Module Reliability Scorecard dated May 27, 2021*

Our operations at Falta are certified under ISO 45001:2018 standard for occupational health and safety management systems implementation and the quality management systems are certified ISO 9001:2015.

**Environment Social and Corporate Governance Initiatives**

Our business is environmentally focused and our operations at Falta are certified under ISO 14001:2015 standard for environment management.

We have a corporate social responsibility committee that guides us in integrating our social and environmental objectives with our business strategies. Through our CSR initiatives, we aim to promote education among the underprivileged and take initiatives to aid health and culture. We spent ₹1.98 million, ₹7.81 million, ₹2.40 million and ₹0.55 million for the six months ended September 30, 2021 and Fiscals 2021, 2020 and 2019, respectively, on CSR initiatives.

A few key CSR activities undertaken in Fiscal 2021 were as follows:

- Distributed food items through various collaborations with non-governmental organizations such as the Akshaya Patra Foundation and also made a contribution to the West Bengal Chief Minister Relief Fund of ₹1.50 million;

- Contributed to Vedanta Cultural Foundation and Yashvi Art Foundation for protection of national heritage, art and culture;

- Promoted education among less privileged children by distributing tablets to students, thereby enabling them to study from home;

- Contributed to the Shri Ram Janmabhoomi Teerth Kshetra Trust for construction of Navya Ayodhya model town in Ayodhya as part of a rural development project; and

- In the aftermath of the devastation caused by Cyclone Amphan in May 2020, we undertook immediate relief efforts and distributed food bags and relief materials and helped reconstruct homes for the less privileged. We also collaborated with the Bengal Chamber of Commerce and Industry to help the afflicted by distributing food and other relief materials to manage disaster caused by Amphan.

**Competition**

Waaree Energies, Mundra Solar (Adani), Premier Energies and our Company are some of the major players in the solar PV module manufacturing industry having installed capacity of approximately 1.25-3.5 GW each, as of December 31, 2021. (*Source: CRISIL Report*) We are well-positioned to compete with these companies given our strategy and backward integration initiatives. For further information on the competition we face in the markets in which we operate, see "*Industry Overview*" on page 119.

**Property**

Our Registered and Corporate Office is located on leased premises at The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata, West Bengal – 700107.

Our manufacturing units in Falta SEZ, Kolkata, and Oragadam, Chennai are located on leased premises. Further, the proposed manufacturing unit in Tamil Nadu shall also be set-up on a land held on leasehold basis by VSL Green Power Private Limited.

**Intellectual property**

Our proprietary expertise and other intellectual property acquired through our many years of experience is a key asset. We hold 706 registered trademarks and currently 96 trademark applications made by our Company have been objected to and 39 have been opposed by other parties. We have obtained trademark registration(s) in India for using our brand 'Vikram Solar' and tagline "*Creating climate for change*". We also have a registered trademark which is used on all our solar PV modules and products. Further, we sell our products under the specific product brands like Eldora, Somera, Solivo, Prexos, Paradea and use 'Solar Champion' for our channel business.

**Insurance**

Our insurance coverage is in accordance with industry custom with regard to the type of insurance programs, as well as their coverage conditions and coverage limits. We maintain insurance policies which provide cover against loss in case of fire and special allied peril and burglary coverage, industrial all risk insurance for our manufacturing plants and insurance policy for our module performance warranty. Further, we also maintain insurance coverage including, general liability; director and officers' liability; group mediclaim for employees, group personal accident policy and employee compensation insurance policy. However, our policies are subject to standard limitations, such as the maximum amounts that can be claimed from insurers, and coverage exclusions such as terrorist acts.

**Employees**

As of December 31, 2021, we had 1,899 employees and 728 contractual employees. The quality and competency of our staff is the key to our competitive strength and the performance. We aim to attract and retain highly skilled, technical and professional staff at all levels. Selection of executives for key roles is carried out on the basis of merit, predominantly depending upon qualifications and past performance.

## KEY REGULATIONS AND POLICIES IN INDIA

*The following is a brief overview of certain Indian laws and regulations which are relevant to our Company's business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The overview set out below is not exhaustive and is only intended to provide general information, and is neither designed, nor intended, to be a substitute for professional legal advice. For details of government approvals obtained by our Company in compliance with these regulations, please see the section entitled "Government and Other Approvals" beginning on page 341. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

***National Renewable Energy Act, 2015***

MNRE released the draft National Renewable Energy Act, 2015 on July 17, 2015.The draft Act provides for a framework to facilitate and promote the use of renewable energy. It aims to address issues that are not adequately covered under the Electricity Act, 2003, as amended ("**Electricity Act**") or its amendments with respect to renewable energy such as the principles of grid planning and operation and the concept of national targets and its compliance by utilities. It proposes provisions for facilitating generation of renewable energy through sound institutional structure, supportive eco-system, viable economic and financial framework and promotion of renewable energy applications including distributed and grid connected renewable electricity.

Among other things, the Act proposes to empower the GoI and State Governments to establish national renewable energy funds and state green funds respectively, in order to meet the expenses of implementing the national renewable energy policy and national renewable energy plan.

***The Ministry of New and Renewable Energy ("MNRE")***

The MNRE is the nodal ministry of the Government of India at the national level for all matters relating to nonconventional sources of energy and renewable energy. The mandate of MNRE includes research, development, commercialisation and deployment of renewable energy systems or devices for various applications in rural, urban, industrial and commercial sector.

***Draft Electricity (promoting renewable energy through Green Energy Open Access) Rules, 2021 ("Draft Electricity Rules 2021)***

The Ministry of Power ("**MoP**") circulated the Draft Electricity Rules 2021 in August 2021 and is seeking public comments. The Draft Electricity Rules 2021 have been proposed for the purchase and consumption of green energy, including the energy from waste-to-energy plants. It will provide in detail for renewable purchase obligation (RPO), green energy open access, nodal agencies, procedure for the grant of green energy open access, banking and cross-subsidy surcharge. It also provides for tariff for green energy which shall be determined by the appropriate commission.

***MNRE Circular on imposition of Basic Customs Duty (BCD) on Solar PV Cells & Modules/ Panels***

On March 9, 2021, MNRE issued a circular (ref. no. 283/3/2018- GRID SOLAR) in relation to imposition of BCD on solar cells and modules. According to the circular, no BCD will be charged on solar cells and modules upto March 31, 2022. From April 1, 2022, 25% and 40 % BCD will be charged on solar cells and solar modules, respectively.

***Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019 ("ALMM Order")***

To ensure the quality of solar cells, solar modules, used in solar PV power plants, the MNRE issued the ALMM Order on January 2, 2019. The ALMM Order provides that the government will enlist eligible models and manufacturers of solar PV power plants complying with the applicable BIS standard, and publish a list titled the "Approved List of models and manufacturers" ("**ALMM**"). Only the models and manufacturers included in the ALMM would be eligible for use in government / government assisted projects under government schemes and programmes installed in the country, including the projects set-up for sale of electricity to the government under the "Guidelines for Tariff Based Competitive Bidding Process for Procurement of Power from Grid Connected Solar PV Power Projects" dated August 3, 2017 and the amendments thereof (collectively, the "Applicable Projects"). The ALMM will consist of List I, specifying models and manufacturers of solar PV modules and List II specifying models and manufacturers of solar PV cells. Further with respect to the Applicable Projects, solar PV module manufacturers from List I would have to mandatorily source PV solar cells only from manufacturers in List II. For being eligible to be included in List-I, the manufacturers are required to obtain a BIS certification in accordance with the Compulsory Registration Order. Manufacturers are required to make an application to the MNRE for registration, and if enlisted, such enlistment shall be valid for a two-year period and can be renewed by submitting necessary documents and satisfactory performance of products. Prior to inclusion in the ALMM, a team of MNRE will inspect the manufacturing facility of the applicant. Enlisted models and manufacturers will be subjected to random quality tests and failure or non-compliance will lead to removal from ALMM. The ALMM Order will not apply to projects for which bids have been finalised before the issuance of the ALMM Order. Thereafter, the MNRE has also issued the Guidelines for enlistment under the ALMM Order on March 28, 2019 which provides a procedural framework for the implementation of the ALMM Order.

***Bureau of Indian Standards Act, 2016 (the "BIS Act") and the Solar Photovoltaics, Systems, Devices and Components Goods (Requirements for Compulsory Registration) Order, 2017 ("Compulsory Registration Order")***

The Bureau of Indian Standards Act, 2016 provides for the establishment of bureau for the standardisation, marking and quality certification of goods. Functions of the bureau include, inter alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service confirms to an Indian Standard.

The Compulsory Registration Order issued by MNRE was published on August 30, 2017 and was scheduled to come into effect on the expiry of one year from the date of such publication. In terms of the Compulsory Registration Order, any manufacturer who, inter alia, manufactures, stores for sale, sells or distributes; (a) utility interconnected photovoltaic inverters, (b) power converters for use in PV power system, (c) PV modules (wafer and thin film) (d) thin film terrestrial PV modules; and (e) crystalline silicon terrestrial PV modules (collectively the "**Goods**") would require registration from the Bureau of Indian Standards for use of the Standard Mark as specified in the Schedule of the Compulsory Registration Order. The Compulsory Registration Order seeks to prohibit the manufacture or storage for sale, import, or distribution of the Goods which do not conform to the standard specified under the Compulsory Registration Order. However, pursuant to the notifications of MNRE dated April 16, 2018 and October 12, 2018, considering the time taken for tests and the framing of the guidelines for such tests, manufacturers of SPV modules and inverters were permitted in the interim to continue operations by submitting a self-certification that their products conform to the relevant Indian standards or their IEC counterparts along with proof of submission of samples to laboratories with the expected date of completion of testing. With respect to SPV modules ((c), (d) and (e) above), the timeline for submission of such self-certification together with samples for a test lab recognised by BIS pending results was January 1, 2019. However, pursuant to a subsequent notification dated January 4, 2019 of the MNRE, manufacturers of inverters ((a) and (b) above) have been permitted to continue operations by only submitting self-certification by June 30, 2019 without submission of samples to test labs till the series guidelines for submission of samples was under preparation, provided that the manufacturers have valid IEC corresponding to the Indian Standard.

***The Jawaharlal Nehru National Solar Mission***

The National Solar Mission (the "**NSM**") was approved by the Government of India on November 19, 2009 and launched on January 11, 2010. The immediate aim of the NSM was to focus on setting up an enabling environment for solar technology penetration in the country both at a centralized and decentralized level. The NSM has set a target of 100 GW of solar power in India by 2022 and seeks to implement and achieve the target in three phases (Phase I from 2012 to 2013, Phase II from 2013 to 2017 and Phase III from 2017 to 2022). The target will principally comprise 40 GW rooftop solar power projects and 60 GW large and medium scale grid connected solar power projects. In addition, the Government of India on March 22, 2017 sanctioned the implementation of a scheme to enhance the capacity of solar parks from 20,000 MW to 40,000 MW for setting up at least 50 solar parks each with a capacity of 500 MW and above by 2019 or 2020.

***Renewable Purchase Obligations***

The Electricity Act promotes the development of renewable sources of energy by requiring the relevant electricity regulatory commission to ensure grid connectivity and the sale of electricity generated from renewable sources. In addition, it requires the relevant electricity regulatory commission to specify, for the purchase of electricity from renewable sources, a percentage of the total consumption of electricity within the area of a distribution licensee, which are known as renewable purchase obligations ("**RPOs**"). Pursuant to this mandate, most of the relevant electricity regulatory commission have specified solar and non-solar RPOs in their respective states. In terms of the RPO regulations, RPOs are required to be met by obligated entities (that is, distribution licensees, captive power plants and open access consumers) by purchasing renewable energy, either by entering into PPAs with renewable energy power producers or by purchasing renewable energy certificates.

Pursuant to the order dated June 14, 2018 (no. 23/03/2016-R&R) issued by the Ministry of Power, Government of India (the "**MoP**"), the MoP has notified the long-term growth trajectory of renewable purchase obligations for solar and non-solar, uniformly for all states/Union Territories for a period of three years i.e., Fiscal 2020 to 2022.

***Renewable Energy Certificates Regulations ("REC Regulations")***

The Central Electricity Regulatory Commission notified the REC Regulations on January 29, 2020 which has been amended from time to time. REC Regulations was enacted to develop the market in electricity from non-conventional energy sources by issuance of transferable and saleable credit certificates ("**REC Mechanism**"). The REC Mechanism provides a market based instrument which can be traded freely and provides means for fulfilment of RPOs by the distribution utilities/consumers. Under the REC Regulations, there are two categories of certificates, i.e. solar certificates issued to eligible entities for generation of electricity based on solar as renewable energy source and non-solar certificates issued to eligible entities for generation of electricity based on renewable energy sources other than solar. The REC Regulations determine the quantum of such certificates to be issued to the eligible entities and the method of dealing in the certificates.

The National Load Despatch Centre is the central agency which oversees the REC Mechanism, including, inter alia, registration of eligible entities, issuance of certificates, maintaining and settling accounts in respect of certificates, acting as repository of transactions in certificates and such related functions of the REC Mechanism as may be assigned by the CERC. There are certain conditions which are now imposed on electricity generating company, distribution licensee and captive generation plant to be eligible to apply for REC.

***Ujjwal Discom Assurance Yojana ("UDAY")***

The Ministry of Power, GoI, notified on November 20, 2015. It provides for the financial turnaround and revival of power distribution companies ("**DISCOMs**"). The scheme is applicable only to State-owned DISCOMs including combined generation, transmission and distribution undertakings. The State Government, DISCOMs and the GoI are required to enter into agreements which shall stipulate responsibilities of the entities towards achieving the operational and financial milestones under the scheme. One of the features of this scheme is that the States shall take over 75% of the debt of the DISCOMs as of September 30, 2015 over a period of two years — 50% of the DISCOM debt in 2015-16 and 25% in 2016-17 as per the mechanism provided for in the scheme.

***Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan Scheme 2019 ("PM-KUSUM")***

The PM-KUSUM scheme was implemented by the MNRE in 2019 with three components: (i) For setting up of 10,000 MW of decentralised grid connected renewable energy power plants on barren land. Under this component, renewable energy-based power plants ("**REPP**") of capacity 500 KW to 2 MW will be set up by individual farmers / group of farmers / cooperatives / panchayats / farmer producer organisations ("**FPO**") / water user associations ("**WUA**") on barren land. The power generated will be purchased by state electricity distribution companies ("**DISCOMs**") at pre-fixed tariff; (ii) For installation of 1.75 million standalone solar agriculture pumps. Individual farmers will be supported to install standalone solar agriculture pumps of capacity up to 7.5 HP for replacement of existing diesel agriculture pumps / irrigation systems in off- grid area, where grid supply is not available; and (iii) For solarisation of 10 lakh grid connected agriculture pumps. Under this component, individual farmers having grid connected agriculture pumps will be supported to solarise pumps. The farmers will be able to use the generated solar power to meet their irrigation needs and excess power will be sold to DISCOMs at pre-fixed tariff.

The scope of this scheme was expanded in 2021, with 20 lakh farmers to now be provided with assistance to install standalone solar pumps, and another 15 lakh farmers to be assisted with solarising their grid-connected pump sets. The scheme aims to add solar and other renewable energy capacity of 25,750 MW by 2022.

***Integrated Energy Policy 2006***

The Integrated Energy Policy, 2006, ("**Policy**") is a report of an expert committee constituted by the Government of India, to explore alternative technologies and possible synergies that would increase energy system efficiency and meet the requirement for energy services. The aims and objectives of this Policy include, amongst others, providing appropriate fiscal policies to take care of externalities, tax measures, transparent and targeted subsidies, promoting energy efficiency, providing incentive for renewable energy production by linking the incentive to not just the outlay but also the output. The Policy also provides for the respective power regulators to mandate feed-in-laws for renewable energy, as may be appropriate and as provided under the Electricity Act.

***Net Metering Regulations***

These regulations have been formulated by various states to promote the generation of electricity from renewable energy sources in respect of the grid connected solar rooftop photovoltaic systems. These regulations regulate the supply of excess electricity from an eligible consumer allowing the consumer to export the excess quantum of electricity produced from his premises to the distribution licensee. Under these regulations, the eligible consumer can avail the benefit of the excess quantum supplied to be carried forward to the next billing cycle as credited units of electricity.

***Grid Connected Solar Rooftop Programme***

The aim of this initiative is to achieve a cumulative capacity of 40,000 MW from the rooftop solar projects by 2022. Phase-II of the Grid Connected Solar Rooftop Programme was approved by the Cabinet Committee on Economic Affairs ("**CCEA**") and provides for central financial assistance for residential rooftop solar installations upto 40% for rooftop systems up to a capacity of 3 kW and 20% for those with a capacity of 3-10 kW. The Phase-II also focuses on increasing the incentives for DISCOMs based on achievement of certain installed capacity.

***Integrated Power Development Scheme***

The Integrated Power Development Scheme ("**IPD Scheme**") was launched pursuant to the Office Memorandum of the Ministry of Power, GoI, dated December 3, 2014, by the Prime Minister of India on June 28, 2015 for urban areas, to ensure 24/7 power for all. The objective of the IPD Scheme is to (i) strengthen sub-transmission and distribution network in the urban areas; (ii) meter distribution transformers/feeders/consumers in urban areas; and (iii) enable IT of the distribution sector and to strengthen the distribution network as per CCEA approval dated June 21, 2013 for completion of targets laid down under the Restructured Accelerated Power Development and Reforms Programme ("**RAPDRP**") for the 12th and 13th Five Year Plans by carrying forward the approved outlay for RAPDRP to IPD Scheme. It aims to help in the reduction of AT&C losses, the establishment of IT enabled energy accounting/auditing system, improvement in billed energy based on metered consumption and improvement in collection efficiency.

***Foreign Investment Regulations***

In terms of the Consolidated FDI Policy, 2020, issued by the Department for Promotion of Industry and Internal Trade (formerly, Departmental of Industrial Policy and Promotion), 100% foreign investment is permitted under automatic route in the manufacturing sector.

***Production linked incentive scheme ("PLI Scheme")***

The aim of the PLI scheme is to boost domestic manufacturing and cut down on import bills. The PLI scheme provides companies incentives on incremental sales from products manufactured in domestic units. Along with inviting foreign companies to set up shops in India, the PLI scheme also aims to encourage local companies to set up or expand existing manufacturing units. The PLI scheme was initially rolled out for mobile and allied equipment, pharmaceutical ingredients, and medical devices manufacturing. The government aims to expand the ambit of the PLI scheme to include as many as ten more sectors, such as food processing and textiles. In the union budget 2021-22, the government has introduced provisions for renewable energy sector. The government has committed nearly 1.97 lakh crores, over a period of five years starting financial year 2021-22 for, inter alia, high efficiency solar PV modules. The PLI scheme will also incentivise new gigawatt (GW) scale solar PV manufacturing facilities in India.

***Special Economic Zones Act, 2005, rules and amendments thereof ("SEZ Act")***

The SEZ Act provides for the establishment, development and management of the special economic zones for the promotion of exports and for other connected matters. The SEZ Act provides various incentives in duties, tariffs and applicability of commercial laws, mainly to encourage investment and create employment. In a special economic zone, the economic laws are more liberal than the typical application of such economic laws in the country, to purport development, promote rapid economic growth by providing tax and business incentives. Such incentives are governed by the provisions of the SEZ Act.

As one of our existing manufacturing facilities is within a special economic zone, we are governed by the provisions of the SEZ Act and receive various incentives and subsidies within it.

***Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors ("SPECS")***

The Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors was notified by the Government of India on April 1, 2020. SPECs provides financial incentive of 25% on capital expenditure for the identified list of electronic goods that comprise downstream value chain of electronic products, i.e., electronic components, semiconductor/ display fabrication units, ATMP units, specialized sub-assemblies and capital goods for manufacture of aforesaid goods, all of which involve high value added manufacturing. The Scheme is also applicable to investments in new units and expansion of capacity/ modernization and diversification of existing units. Application under the Scheme can be made by any entity registered in India.

***Modified Special Incentive Package Scheme ("MSIPS")***

The Modified Special Incentive Package Scheme was notified by the Government of India on July 27, 2012. MSIPS provides capital subsidy of 20% on investments in Special Economic Zones ("**SEZs**") and 25% in non-SEZs. Incentives are given for 44 categories/ verticals across the value chain i.e. raw materials including assembly, testing, packaging and accessories, chips, components etc.). These incentives are provided for a period of 5 years from the date of approval of application. MSIPS was revised via notification dated August 3, 2015 to cover 15 new product categories and provided for simplified procedures with respect to date of submission of application, allowing disbursement of incentives on a quarterly basis as against annual basis under the earlier scheme, dispensation of separate technical evaluation and allowing MSIPS in any part of the country as against only in notified areas etc. The scheme was further revised vide notification dated January 30, 2017.

***Public Procurement Policy***

Public Procurement Policy for Micro and Small Enterprises ("**MSE**") was notified on November 9, 2018 under section 11 of Micro, Small and Medium Enterprises Development Act, 2006. The objective of Policy is promotion and development of Micro and Small Enterprises by supporting them in marketing of products produced and services rendered by them. However, the policy rests upon core principle of competitiveness, adhering to sound procurement practices and execution of supplies in accordance with a system which is fair, equitable, transparent, competitive and cost effective.

Under the Policy, every Central Ministry /Department / PSUs need to set an annual target for 25% procurement from MSE Sector. A sub-target of 4% out of 25% target of annual procurement is required to be earmarked for procurement from MSEs owned by SC/ST entrepreneurs. The Policy provides special provisions for Micro and Small Enterprise owned by women. Out of the total annual procurement from Micro and Small Enterprises, 3 per cent from within the 25 per cent target needs to be earmarked for procurement from Micro and Small Enterprises owned by women. Ministry /Department/CPSUs are required to prepare their annual procurement plan for uploading on their official website.

***Public Procurement (Preference to Make in India) Order for Renewable Energy Sector, 2018 ("Make in India Renewable Energy Order")***

Pursuant to the Public Procurement (Preference to Make in India) Order, 2017 dated June 15, 2017 issued by the DIPP ("**Make in India Order**") to promote the manufacture and production of goods and services in India, the MNRE has issued the Make in India Renewable Energy Order, directing all departments / attached offices / subordinate offices of the MNRE or autonomous bodies controlled by the GoI or government companies (as defined under the Companies Act) to adhere to the Make in India Order with respect to all of their procurements.

For grid connected solar power projects, apart from civil construction, central ministries, departments, and central public sector undertakings, are required to give preference to domestically manufactured components, with solar modules required to be 100% locally manufactured and other components such as invertors required to be at least 40% locally manufactured. With respect to off grid / decentralised solar power, the requirement of local content in solar streetlights, solar home lighting systems, solar power packs / micro grid, solar water pumps, inverters, batteries, and any other solar PV balance of system is at least 70%.

***Central Public Sector Undertakings ("CPSU")***

The Ministry of New and Renewable Energy ("**MNRE**") issued amendments for setting up 12 GW of solar projects with viability gap funding ("**VGF**") by CPSUs for self-use or use by government entities. The total cost of the projects under this program is estimated to be ₹480 billion.

As per an earlier amendment, the Indian Renewable Energy Development Agency ("**IREDA**") was made the implementing agency on behalf of the MNRE, including conducting the bidding through the VGF route. In 2021, IREDA floated a tender to set up 5 GW of grid-connected solar projects in India (Tranche III) under the CPSU program (Phase II). IREDA capped the tariff under this tender at ₹2.20/kWh. Following the announcement, Telecommunications Consultants India Limited issued an expression of interest to select partners for setting up solar projects under this program.

***State solar policies***

Our Company's operations are also subject to the solar policies framed in the states in which the solar power projects are implemented, and we supply our products to such projects. Such policies typically provide a framework for the governance of the solar power industry and projects, procedures for undertaking of bids, terms of the renewable purchase obligations, connectivity to grid lines and the measures to be taken to promote the development of solar power in the state, including incentives to manufacturer such as grants of concessions on certain taxes, research and development initiatives.

**Environmental Laws**

***The Environment (Protection) Act, 1986 ("EPA")***

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emit any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

***Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")***

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the relevant state pollution control boards. Under the Water Act, any individual, industry or institution discharging industrial or domestic waste into water must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

***Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")***

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control and abatement of air pollution. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant.

**Laws relating to Taxation**

Tax related laws that are pertinent, include the Income Tax Act 1961, Income Tax Rules, 1962, Customs Tariff Act, 1975 and GST which includes the Central Goods and Services Tax Act, 2017, various State Goods and Services Tax legislations and the Integrated

Goods and Services Tax Act, 2017 and various rules and notifications thereunder and as issued by taxation authorities.

**Labour Laws**

In addition to aforementioned material legislations, certain labour laws including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Equal Remuneration Act, 1976, and Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are applicable to the operation of our Company.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes*:

a) Code on Wages, 2019, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.

b) Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes received the assent of the President of India on September 28, 2020. It subsumes and simplifies the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

c) Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, *inter alia* including the Employee's Compensation Act, 1923, Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

d) Occupational Safety, Health and Working Conditions Code, 2020, which amends and subsumes certain existing legislations, including Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

* *The Code on Wages, 2019, The Code on Social Security, 2020, The Industrial Relations Code, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes.*

**Other Applicable Laws**

In addition to the above, our Company is required to comply with the provisions of the Indian Contract Act, 1872, Companies Act**,** Transfer of Property Act, 1882, Foreign Exchange Management Act, 1999, the Copyright Act, 1957, the Trade Marks Act, 1999, Prevention of Corruption Act, 1988, SEBI Listing Regulations, RBI guidelines, IBC and other applicable laws and regulations imposed by the central and state governments and other authorities for its day-to-day operations.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief History of our Company

Our Company was originally incorporated as 'International Leather Clothiers Private Limited' at Kolkata, West Bengal as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 2, 2005, issued by the RoC. Since our Company was not dealing in leather goods and had decided to deal in clothing items, the name of our Company was changed from 'International Leather Clothiers Private Limited' to 'International Clothiers India Private Limited' pursuant to which a fresh certificate of incorporation was issued by the RoC dated May 10, 2006. Further, 'International Clothiers India Private Limited' was acquired by Vikram Group and line of business of the company was decided to be changed from clothing items to solar energy and in order to make the name of the Company resemble its business activity and the Group to which it belongs, the name of our Company was changed from 'International Clothiers India Private Limited' to 'Vikram Solar Private Limited' pursuant to which a fresh certificate of incorporation was issued by the RoC dated September 3, 2008. Subsequently, our Company was converted from private limited company to public limited company and a revised certificate of incorporation dated August 22, 2017 pursuant to the conversion was issued by the RoC and the name of the Company was changed from 'Vikram Solar Private Limited' to 'Vikram Solar Limited'. For details of the business of our Company, please see the section entitled "*Our Business*" on page 175.

### Changes in our Registered Office

The following table sets forth details of the changes in the registered office of our Company since the date of its incorporation:

| Date of change | Details of change in the address of the registered office | Reasons for change in the address of the registered office |
|---|---|---|
| May 11, 2006 | The registered office of our Company was shifted from 71, Topsia Road, South Kolkata 700046 to Dimple Court, Flat – 8D, 26, Shakespeare Sarani, Kolkata – 700 017, West Bengal, India | For administrative convenience and to meet growing business requirements and to ensure greater operational efficiency |
| October 18, 2008 | The registered office of our Company was shifted from Dimple Court, 26, Shakespeare Sarani, 8th Floor, Kolkata – 700017, West Bengal, India to Tobacco House, 1 Old Court House Corner, Kolkata – 700 001, West Bengal, India | For administrative convenience and to meet growing business requirements and to ensure greater operational efficiency |
| September 4, 2017 | The registered office of our Company was shifted from Tobacco House 1, Old Court House Corner, Kolkata- 700001, West Bengal, India to The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata 700107, West Bengal, India | For administrative convenience and to meet growing business requirements and to ensure greater operational efficiency |

### Main Objects of our Company

The main objects contained in our Memorandum of Association are as follows:

1. *"To carry on in India or elsewhere all or any of the business or businesses to manufacture, design, develop, improve, invent, carry our research papers, trade, buy, sell, wholesale, retail, distribute, import, export, assemble, fabricate, repair, maintain, alter, convene, own, operate, make use of, license, hire, lease, franchise or otherwise deal in all kinds of renewable energy modules, cells, accessories, solar power projects and hybrid systems combining solar photovoltaic with other forms of renewable energy and such other articles, products, by-products and things of a character similar to or analogous to the foregoing or any of them or connected therewith and capable of being used for or in connection with application of solar power whether for lighting, hearing, sound, communication (including telecommunication) or otherwise for industrial, domestic, agriculture, government, defense purpose and any other allied uses by utilization of and development work in the field of poly silicon, silicon ingot, wafer slicing."*

2. *To act as principal, agents, contractor, lessors, consultants or to provide other services including technical, administrative, and financial services in relation to all kinds of renewable energy modules and systems including but not limited to solar photovoltaic systems, modules, cells, accessories, solar power projects and hybrid systems combining solar photovoltaic with other forms of renewable energy and such other articles, products, by-products and things of a character similar to or analogous to the foregoing or any of the them or connected therewith and capable of being used for or in connection with application of solar power whether for lighting, hearing, sound, communication (including telecommunication) or otherwise for industrial, domestic, agriculture, government defense purposes and any other allied uses."*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

## Amendments to our Memorandum of Association

The following table set forth details of the amendments to our Memorandum of Association, in the last 10 years:

| Date of Shareholders' resolution/Effective date | Details of the amendments |
|---|---|
| January 1, 2013 | Increase in authorised share capital of the Company from ₹250,000,000 divided into 25,000,000 equity shares of face value of ₹ 10 each to ₹ 300,000,000 divided into 30,000,000 equity shares of face value of ₹ 10 each. |
| May 7, 2015 | Pursuant to the scheme of amalgamation of Vikram Solar Projects Private Limited with the Company, Clause V of the MoA was amended to increase the authorised share capital of the Company from ₹ 300,000,000 divided into 30,000,000 equity shares of face value ₹ 10 each to ₹ 330,000,000 divided into 33,000,000 equity shares of face value ₹ 10 each. |
| September 30, 2016 | Conversion from private limited company to public limited company. Subsequently, Clause I of the Memorandum of Association was amended to reflect the change in the name of the Company from 'Vikram Solar Private Limited' to 'Vikram Solar Limited'. |
| December 8, 2021 | Increase in authorised share capital of the Company from ₹330,000,000 consisting of 33,000,000 equity shares of face value of ₹ 10 each to ₹4,000,000,000 consisting of 400,000,000 equity shares of face value of ₹ 10 each |

## Major Events and Milestones in the History of our Company

The table below sets forth the key events and milestones in the history of our Company:

| Calendar Year | Particulars |
|---|---|
| 2005 | Our Company was incorporated as 'International Leather Clothiers Private Limited' at Kolkata, West Bengal |
| 2009 | Supplied, installed and commissioned 1st Phase of 500 KW Solar Power Plant at Kottenheim, Germany |
| 2011-2012 | 3 MW grid connected solar power plant installed under National Solar Mission of India |
| 2013 | Contributed to first fully solarised airport – Cochin International Airport Limited |
| 2014 | Ranked as Tier-1 manufacturer under Bloomberg NEF rankings in Q1 CY 2014 |
| | First Company in India to commission a floating solar PV plant of 10kW |
| 2015 | Reached 500MW production capacity |
| 2016 | Our company transferred its entire shareholding of Vikram Power Ventures Private limited to Vikram Capital Management Limited (post-merger known as Vikram Capital Management Private Limited) and Hari Krishna Chaudhary (as a nominee of Vikram Capital Management Limited (post-merger known as Vikram Capital Management Private Limited)) |
| 2017 | Reached 1,000 MW production capacity |
| 2019 | 200 MW solar plant commissioned in Andhra Pradesh for a state power generation company |
| | Installed Eastern India's largest single shed solar rooftop project – 2.15 MW |
| 2020 | Our company transferred its entire shareholding of VSL Ventures Private Limited to Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) and Gyanesh Chaudhary (as a nominee of Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited)) |
| 2021 | Fourth time Potential – Induced Degradation (PID) top performer in the 2021 PVEL PV Model Reliability Scorecard |
| | Our Company transferred its entire shareholding of Vikram Solar RE Power Private limited to VSL Ventures Private Limited and Urmila Chaudhary |
| | Our Company transferred its entire shareholding of Viki.ai Private limited to VSL Ventures Private Limited and Urmila Chaudhary |
| | Reached 2500 MW cumulative annual rated production capacity (inclusive of trial production i.e. which is not yet commercially available) |

## Awards and Accreditations

| Calendar Year | Award |
|---|---|
| 2015 | Our Company received an award for 'Promoting Renewable Energy, Energy Efficiency and Sustainability for a brighter future' at the 6th World Renewable Energy Technology Congress by the Energy and Environment Foundation, Government of India. |
| | Our Company received the memento of appreciation as a 'Valued Intersolar Speaker, 2015' for participation in India's largest exhibition and conference for the solar industry by the Inter Solar India. |
| 2017 | Our Company received an award for "Best Solar Energy Solutions Provider" in the Apac insider Business Awards. |
| | Our Company received the 'Highest Job Creator Award' in the above ₹ 500 crores to ₹ 1000 crores category at the ET Bengal Corporate Awards by The Economic Times. |
| 2018 | Our Company received a Gold Award for being the 'Top Exporter, West Bengal – MSME' in the 6th Export Excellence Awards by Federation of India Export Organisations, eastern region. |
| | Our Company was presented with West Bengal Best Employer Brand Awards 2018 in the 13th Employer Branding Awards by World HRD Congress. |
| | Our Company was declared the winner for its outstanding achievement in the Leadership Category of Solar Module Company of the Year by Solar Quarter- India Rooftop Solar Congress, 2018. |
| | Our Company received the 'Manufacturing Leadership Award Solar Sector' in West Bengal Manufacturing Leadership Awards, 2018. |

| Calendar Year | Award |
|---|---|
| | Our Company received the 'ET Bengal Corporate Award' for fastest growing company in the above 1000 crore category by Economic Times. |
| | Our Company received 'Best companies to work for, India 2018' award in the 8th edition of India's most prestigious solar industry awards by Solar Quarter. |
| | Our Company received an award for being adjudged SD's No. 1 Solar PV Panel Manufacturer of the Year and SD's No. 1 Grid Sharing Solar PV Power Solution Provider of the Year in SD's Solar Survey, 2018 at the SD Solar Survey awards. |
| 2019 | Our Company received CII Award for Customer Obsession. |
| | Our Company was a Gold Award Winner in the category 'Best Performing Modules of the Year-Domestic Manufacturer – Utility Solar' for outstanding achievement in the renewable energy sector in the RE Assets Excellence Awards, 2019 by Solar Quarter Windinsider. |
| | Our Company received the award for 'Company of the Year- Green Energy' at the ZEEBusiness Dare to Dream Awards. |
| | Our Company received the 'Outstanding Contribution in Renewable Energy EPC Award for 80 MW Solar Project in Charanka Gujarat' by 8th EPC World Awards. |
| 2020 | Our Company received the 'India's Leading Brands Rising Star, 2020' award at the Brand Story. |
| | Our Company received the 'Solar Module Manufacturer of the Year- Domestic (Gold Award)' for outstanding achievements in the Rooftop Solar Energy Sector in India Rooftop Solar Congress, 2020. |
| | Our Company was awarded 'Business Leader of the Year Award' by ET Now in Customer Centric Excellence category. |

**Corporate Profile of our Company**

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, launch of key products, entry into new geographies or exit from existing markets, technology, and managerial competence, see *"Our Business", "Our Management", "Management's Discussion and Analysis of Financial Condition and Results of Operations"* and "*Risk Factors"* beginning on pages 175, 216, 314 and 24, respectively.

**Capacity/facility creation, location of plants**

For details regarding capacity/ facility creation and location of plants of our Company and our Subsidiaries, please see the section entitled "*Our Business*" beginning on page 175.

**Launch of key products or services, entry in new geographies or exit from existing markets**

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, please see the sections entitled "*Our Business*" and "*History and Certain Corporate Matters - Major Events and Milestones of our Company*" on pages 175 and 207, respectively.

**Time or cost overruns**

Except as disclosed below, there have been no time and cost overruns pertaining to our business operations or any projects undertaken by our Company.

The establishment and stabilization of our Chennai facility (i.e. our solar module manufacturing facility at Kanchipuram, Tamil Nadu) was delayed by approximately six months as Chinese technicians of the equipment supplier could not travel to India to complete the installation and commissioning work, due to COVID-19 restrictions and consequently costs for the facility overran by ₹173.27 million over its original budget, as on September 30, 2021, primarily due to trial run costs.

**Defaults or rescheduling/restructuring of borrowings with financial institutions/banks**

Except as disclosed in the section entitled "*Risk Factors - Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition*" on page 39, there have been no defaults or rescheduling/restructuring of borrowings availed by our Company with financial institutions/banks. Further, in response to the COVID-19 pandemic, the RBI through its regulatory package dated March 27, 2020 had allowed banks and lending institutions to offer moratoriums to their customers to defer payments under loan agreements until August 31, 2020. Pursuant to such measures, we had availed moratorium for some of our borrowings. For further details, please see the section entitled "*Risk Factors - Outbreaks of contagious diseases, such as the recent outbreak of COVID-19, may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects"* on page 24.

**Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years**

Except as disclosed below, our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last 10 years.

***Scheme of Amalgamation between Vikram Solar Projects Private Limited and our Company as sanctioned by the High Court of Calcutta by way of its order dated July 20, 2015***

Our Company entered into a scheme of amalgamation with Vikram Solar Projects Private Limited under sections 391(2) and 394 of the Companies Act, 1956 which was sanctioned by the High Court of Calcutta by way of its order dated July 20, 2015 ("**Scheme of Amalgamation**"). The Scheme of Amalgamation provided for, amongst other things, the amalgamation and vesting of the assets, liabilities and entire business of Vikram Solar Projects Private Limited, which was our wholly-owned subsidiary, with our Company.

*Rationale of the Scheme of Amalgamation:*

The potential benefits of the amalgamation, as set out in the Scheme of Amalgamation, included, amongst others:

(i) both companies belong to the same Vikram Group of Companies;
(ii) strategic advantage to both companies and enable them to penetrate in a more efficient manner;
(iii) merging and pooling financial resources of both companies leading to a more effective and centralized management and reduction in administrative and manpower expenses and overheads.

***Share Purchase Agreement between Renew Solar Power Private Limited, Lexicon Vanijya Private Limited, Gyanesh Chaudhary, Anil Chaudhary, Hari Krishna Chaudhary and our Company dated August 20, 2016 ("Share Purchase Agreement")***

Our Company, Gyanesh Chaudhary, Anil Chaudhary, Hari Krishna Chaudhary, Renew Solar Power Private Limited and Lexicon Vanijya Private Limited entered into the Share Purchase Agreement for the sale of 3,524,000 equity shares of Lexicon Vanijya Private Limited of face value of ₹ 10 each owned by our Company, Gyanesh Chaudhary, Anil Chaudhary and Hari Krishna Chaudhary to Renew Solar Power Private Limited for a consideration of ₹ 374,972,945.

**Significant financial or strategic partners**

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

**Material Subsisting Agreements**

As on date of this Draft Red Herring Prospectus, our Company has not entered into any other subsisting material agreement including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company.

**Our Holding Company**

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

**Agreements with Key Managerial Personnel, Directors or any other Employee**

There are no agreements entered into by a Key Managerial Personnel or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

**Our Subsidiaries**

For details in relation to our Subsidiaries, please see the section entitled *"Our Subsidiaries"* on page 210.

# OUR SUBSIDIARIES

As of the date of this Draft Red Herring Prospectus, our Company has nine Subsidiaries (seven directly held Subsidiaries and two step-down Subsidiaries)

Our Company has the following Subsidiaries:

*Direct Subsidiaries*

1. VP Utilities & Services Private Limited;
2. Vikram Solar Cleantech Private Limited;
3. VSL Green Power Private Limited;
4. Vikram Solar Foundation;
5. Vikram Solar Pte. Ltd.;
6. Vikram Solar US Inc.;
7. Vikram Solar GmbH;

*Step-down Subsidiaries*

1. Solarcode Vikram Management GmbH;
2. Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG;

**Details of our Subsidiaries**

**I. Directly held Subsidiaries**

***Indian Subsidiaries***

**1. VP Utilities & Services Private Limited**

*Corporate information*

VP Utilities & Services Private Limited was incorporated on January 25, 2012 under the Companies Act, 1956. Its corporate identification number is U74999WB2012PTC172975 and its registered office is located at The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata 700107, West Bengal, India.

*Nature of business*

The objects clause of the memorandum of association of VP Utilities & Services Private Limited authorises it to engage in the business of operation and maintenance of generating stations, generation accumulation, distribution and supply of and deal in electricity, all forms of energy, including, without limitation to conventional sources such as heat, thermal, hydel and/or from non-conventional sources such as tidal wave, wind, solar, geothermal, biological, biogas, coal bed methane, photovoltaic cell, solar cell, solar wafer, solar module, poly silicon, silicon ingot, power system, solar thin film, semi-conductor chip, batteries and to establish, accumulation, tie lines, substations, workshops, transmission lines and to lay down cables, wires and manufacture, deal in, let on hire, install, repair and maintain plant, machinery, equipment, appliances, components and apparatus of any nature whatsoever used in connection with generation, storage, supply, distributors, application of energy and to acquire, in any manner or representative of any person engaged in the planning, development, generation, transmission, distribution, supply, trading or financing of power and to investigate, research, design and prepare feasibility, appraisal or project reports and to build and execute infrastructure projects for transmission, distribution, supply, purchase, sale, trading, import, export, storage and accumulation of all forms of energy including steam, fuels, ash, conversion of ash into bricks in India and abroad.

*Capital structure*

The capital structure of VP Utilities & Services Private Limited is as follows:

| Authorised capital | Aggregate nominal value |
|---|---|
| 100,000 Equity shares of ₹10 each | ₹1,000,000 |
| **Issued, subscribed and paid up capital** | |
| 10,000 Equity shares of ₹10 each | ₹100,000 |

*Shareholding pattern*

The shareholding pattern of VP Utilities & Services Private Limited is as follows:

| S. No. | Name of the Shareholder | No. of equity shares of face value ₹10 each | Percentage of total shareholding (%) |
|---|---|---|---|
| 1 | Our Company | 9,999 | 99.99 |
| 2 | Mr. Gyanesh Chaudhary* | 1 | 0.01 |
| | **Total** | **10,000** | **100.00** |

*****As a nominee of our Company*

## 2. Vikram Solar Cleantech Private Limited

*Corporate information*

Vikram Solar Cleantech Private Limited was incorporated as a private limited company on April 9, 2019 under the Companies Act, 2013. Its corporate identification number is U74999WB2019PTC231393 and its registered office is located at 'The Chambers', 801, 8th Floor, 1865, Rajdanga Main Road, Kolkata – 700107, West Bengal, India.

*Nature of business*

The objects clause of the memorandum of association of Vikram Solar Cleantech Private Limited authorises it to engage in the business of amongst others, generating, harnessing, developing, transmitting and trading electric power by wind, solar and other sources of renewable energy and selling, and supplying such generated power either directly to consumers or to State Electricity Boards or to Electricity Distribution Companies or to Power Trading Companies and carrying on any business of manufacturing, designing, developing, or otherwise dealing in all kinds of renewable energy modules, cells, accessories, solar power projects and hybrid systems combining solar photovoltaic with other forms of renewable energy and such other articles, products, by-products, and things of a character similar to or analogous to the foregoing or any of them or connected therewith and capable of being used for or in connection with application of solar power whether for lighting, hearing, sound, communication (including telecommunication) or otherwise for industrial, domestic, agriculture, government, defense purpose and any other allied uses by utilization of and development work in the field of poly silicon, silicon ingot, wafer slicing.

*Capital structure*

The capital structure of Vikram Solar Cleantech Private Limited is as follows:

| Authorised capital | Aggregate nominal value |
|---|---|
| 10,000,000 Equity shares of ₹10 each | ₹100,000,000 |
| **Issued, subscribed and paid up capital** | |
| 50,000 Equity shares of ₹10 each | ₹500,000 |

*Shareholding pattern*

The shareholding pattern of Vikram Solar Cleantech Private Limited is as follows:

| S. No. | Name of the Shareholder | No. of equity shares of face value ₹10 | Percentage of total shareholding (%) |
|---|---|---|---|
| 1 | Our Company | 49,999 | 99.99 |
| 2 | Mr. Gyanesh Chaudhary* | 1 | 0.01 |
| | **Total** | **50,000** | **100.00** |

*****As a nominee of our Company*

## 3. VSL Green Power Private Limited

*Corporate information*

VSL Green Power Private Limited was incorporated as a private limited company on November 19, 2019 under the Companies Act, 2013. Its corporate identification number is U31909WB2019PTC234826 and its registered office is located at 'The Chambers', 8th Floor, 1865, Rajdanga Main Road, Kolkata – 700107, West Bengal, India.

*Nature of business*

The objects clause of the memorandum of association of VSL Green Power Private Limited authorises it to engage in the business of manufacturing, designing, developing, improving, investing, carrying out their research papers, trading, buying, retailing, distributing, importing, exporting, assembling, fabricating, repairing, maintaining, altering, convening, owning, operating, licensing, hiring, leasing, franchising or otherwise dealing in all kinds of renewable energy modules, cells, accessories, solar power projects and hybrid systems combining solar photovoltaic with other forms of renewable energy and such other articles, products, by-products and things of a character similar to or analogous to the foregoing or any of them or connected therewith and capable of being used for or in connection with application of solar power whether for lightning, hearing, sound, communication (including telecommunication) or otherwise for industrial, domestic, agriculture, government, defense purpose and any other allied uses by utilization of and development work in the field of poly silicon, silicon ingot, wafer slicing and to generate, harness, develop, transmit and trading electric power by wind, solar and other sources of renewable energy and to supply of such generated power either directly to consumers or to State electricity boards or to electricity distribution companies or to power trading companies and to engage in the businesses of operation and maintenance of generating stations, generation accumulation, distribution and supply of and to deal in electricity, all form of energy sources.

*Capital structure*

The capital structure of VSL Green Power Private Limited is as follows:

| **Authorised capital** | **Aggregate nominal value** |
|---|---|
| 1,000,000 Equity shares of ₹10 each | ₹10,000,000 |
| **Issued, subscribed and paid up capital** | |
| 100,000 Equity shares of ₹10 each | ₹1,000,000 |

*Shareholding pattern*

The shareholding pattern of VSL Green Power Private Limited is as follows:

| **S. No.** | **Name of the Shareholder** | **No. of equity shares of face value ₹10** | **Percentage of total shareholding (%)** |
|---|---|---|---|
| 1 | Our Company | 99,999 | 99.99 |
| 2 | Mr. Gyanesh Chaudhary* | 1 | 0.01 |
| | **Total** | **100,000** | **100.00** |

***As a nominee of our Company***

**4. Vikram Solar Foundation**

*Corporate information*

Vikram Solar Foundation was incorporated on January 13, 2017 under the Companies Act, 2013. Its corporate identification number is U74999WB2017NPL218930 and its registered office is located at The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata 700107, West Bengal, India.

*Nature of business*

The objects clause of the memorandum of association of Vikram Solar Foundation authorises it to engage in the business of providing eco-friendly clean energy technologies for welfare of the people and to enter into contracts with Government or local authorities or other statutory bodies or companies for promotion & development schemes relating to solar energy adopted by such Government authorities and companies or social benefit of the people and of providing certification and skill development activities in the field of solar and renewable energy sector.

*Capital structure*

The capital structure of Vikram Solar Foundation is as follows:

| **Authorised capital** | **Aggregate nominal value** |
|---|---|
| 50,000 Equity shares of ₹10 each | ₹500,000 |
| **Issued, subscribed and paid up capital** | |
| 50,000 Equity shares of ₹10 each | ₹500,000 |

*Shareholding pattern*

The shareholding pattern of Vikram Solar Foundation is as follows:

| **S. No.** | **Name of the shareholder** | **No. of equity shares of face value ₹ 10 each** | **Percentage of shareholding (%)** |
|---|---|---|---|
| 1. | Our Company | 49,999 | 99.99 |
| 2. | Mr. Gyanesh Chaudhary* | 1 | 0.01 |
| | **Total** | **50,000** | **100.00** |

***As a nominee of our Company***

***Foreign Subsidiary***

**5. Vikram Solar Pte. Ltd.**

*Corporate information*

Vikram Solar Pte. Ltd. was incorporated on May 23, 2015 under the Companies Act (CAP.50), Republic of Singapore, as a private limited company. Its company number is 201523997H and its registered office is located at 24 Sin Ming Lane, #05-104, Midview City, Singapore - 573970

*Nature of business*

The object of Vikram Solar Pte. Ltd. is to engage in the business of wholesale trading of variety of goods without a dominant product.

*Capital structure*

The capital structure of Vikram Solar Pte. Ltd. is as follows:

| Issued, subscribed and paid up capital | Aggregate value |
|---|---|
| 130,000 Equity shares of USD 1 each | USD 130,000 |

*Shareholding pattern*

The shareholding pattern of Vikram Solar Pte. Ltd. is as follows:

| S. No. | Name of the Shareholder | No. of equity shares of face value USD1 each | Percentage of total shareholding (%) |
|---|---|---|---|
| 1 | Our Company | 130,000 | 100.00 |
| | **Total** | **130,000** | **100.00** |

6. **Vikram Solar US Inc**.

*Corporate information*

Vikram Solar US Inc. was incorporated on July 20, 2015 as a corporation pursuant to Chapter 78 of the Nevada Revised Statutes (NRS). Its entity number is E0347322015-7 and its registered office is located at 33, Layman Street, Suit 102, Westborough, MA 01581, USA.

*Nature of business*

The object of Vikram Solar US Inc. is to engage in the business of trading of solar modules and its related products.

*Capital structure*

The capital structure of Vikram Solar US Inc. is as follows:

| Issued, subscribed and paid up capital | Aggregate value |
|---|---|
| 16 Equity shares of USD 1000 each | USD 16,000 |

*Shareholding pattern*

The shareholding pattern of Vikram Solar US Inc. is as follows:

| S. No. | Name of the Shareholder | No. of equity shares of face value USD 1,000 each | Percentage of total shareholding (%) |
|---|---|---|---|
| 1 | Our Company | 16 | 100.00 |
| | **Total** | **16** | **100.00** |

**7. Vikram Solar GmbH**

*Corporate information*

Vikram Solar GmbH was incorporated on September 14, 2009 as a company limited by guarantee under the German Limited Liability Companies Act, by notary Shwetzingen. Its company number is HRB 710761 and its registered office is located at Lottumstraße 11, 10119 Berlin, Germany.

*Nature of business*

The object of Vikram Solar GmbH is to engage in the business of manufacturing, designing, developing, trading, buying, selling, operating, wholesaling, importing and exporting, maintaining, licensing and franchising of solar products such as cells, modules and all associated products and also operating in all fields of renewable energies, e.g. solar power projects, as well as in combination of solar photovoltaic with other forms of renewable energies and also acting as agents, consultants and owners to provide technical, administrative and financial services in connection with all types of renewable energy.

*Capital structure*

The capital structure of Vikram Solar GmbH is as follows:

| Total Investment (in Euro) | Aggregate value |
|---|---|
| 36,000 | Euro 36,000 |

*Shareholding pattern*

The shareholding pattern of Vikram Solar GmbH is as follows:

| S. No. | Name of the Shareholder | Total Investment (in Euro) | Percentage of total shareholding (%) |
|---|---|---|---|
| 1 | Our Company | 36,000 | 100.00 |
| | **Total** | **36,000** | **100.00** |

## II. Step-down Subsidiaries

***Foreign Subsidiary***

### 1. Solarcode Vikram Management GmbH

*Corporate information*

Solarcode Vikram Management GmbH was incorporated October 7, 2009 as a company limited by guarantee under the German Limited Liability Companies Act, by notary Shwetzingen. Its company number is HRB 714636 and its registered office is located at Lottumstraße 11, 10119 Berlin, Germany.

*Nature of business*

The object of Solarcode Vikram Management GmbH is to engage in the business of formation, purchase and sale of limited partnership and management of limited partnership.

*Capital structure*

The capital structure of Solarcode Vikram Management GmbH is as follows:

| Total Investment (in Euro) | Aggregate value |
|---|---|
| 25,000 | Euro 25,000 |

*Shareholding pattern*

The shareholding pattern of Solarcode Vikram Management GmbH is as follows:

| S. No. | Name of the Shareholder | Total Investment (in Euro) | Percentage of total shareholding (%) |
|---|---|---|---|
| 1 | Vikram Solar GmbH | 25,000 | 100.00 |
| | **Total** | **25,000** | **100.00** |

### 2. Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG

*Corporate information*

Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG. was incorporated on December 31, 2009 as a partnership under the German Limited Liability Companies Act. Its company number is HRA 704321 and its registered office is located at Lottumstraße 11, 10119 Berlin, Germany**.**

*Nature of business*

The object of Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG. is to engage in the business of special purpose vehicle for power supplies in the renewable segments.

*Capital structure*

The capital structure of Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG. is as follows:

| Total Investment (in Euro) | Aggregate value |
|---|---|
| 1,300,500 | Euro 1,300,500 |

*Shareholding pattern*

The shareholding pattern of Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG. is as follows:

| S. No. | Name of the Shareholder | Total Investment (in Euro) | Percentage of total shareholding (%) |
|---|---|---|---|
| 1 | Vikram Solar GmbH | 1,300,500 | 100.00 |
| | **Total** | **1,300,500** | **100.00** |

**Accumulated profits or losses**

As on September 30, 2021, there are no accumulated profits or losses of our Subsidiaries that have not been accounted for or consolidated by our Company.

**Common Pursuits**

Some of our Subsidiaries, namely, VP Utilities & Services Private Limited, Vikram Solar Cleantech Private Limited, VSL Green Power Private Limited Vikram Solar US Inc., Vikram Solar GmbH, Solarcode Vikram Management GmbH, and Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG, are engaged in the renewable energy business and hence, are engaged in the same of business as our Company. Our Company ensures and adopts the necessary procedure and practices as permitted by laws and regulatory guidelines to address any conflict situations as and when they arise.

**Other Confirmations**

Except as disclosed in the sections entitled "*Our Business*" on page 175 and "*Related Party Transactions*" on page 310, our Subsidiaries do not have any business interests in our Company.

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## OUR MANAGEMENT

### Board of Directors

In terms of the Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises eight Directors, including four Independent Directors, three Executive Directors and, one Non–Executive Chairman. Two of our eight Directors are woman Directors.

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth below:

| Sr. No. | Name, designation, term, period of directorship, address, date of birth, occupation and DIN | Age (years) | Other directorships |
|---|---|---|---|
| 1. | Hari Krishna Chaudhary<br><br>***Designation:*** Non-Executive Chairman<br><br>***Term:*** Liable to retire by rotation<br><br>***Period of directorship:*** Director since July 14, 2008<br><br>***Address:*** Sriram Garden, 6B, 15 Belvedere Road, Alipore, Kolkata, West Bengal - 700027<br><br>***Occupation:*** Business<br><br>***Nationality:*** Indian<br><br>***Date of Birth:*** December 4, 1943<br><br>***DIN:*** 01744503 | 78 | • Vikram India Limited |
| 2. | Gyanesh Chaudhary<br><br>***Designation:*** Vice Chairman and Managing Director<br><br>***Term:*** Liable to retire by rotation and five years with effect from September 28, 2021<br><br>***Period of directorship:*** Director since July 14, 2008<br><br>***Address:*** Flat-6B, 15 Belvedere Road, Alipore, Kolkata, West Bengal - 700027<br><br>***Occupation:*** Business<br><br>***Nationality:*** Indian<br><br>***Date of Birth:*** December 4, 1977<br><br>***DIN:*** 00060387 | 44 | • Solarcode Vikram Management GmbH<br><br>• Solarcode Vikram Solarkraftwerk 1 GmbH & Co. KG.<br><br>• Viki.ai Private Limited<br><br>• Vikram Biofuels Private Limited<br><br>• Vikram Capital Management Private Limited (Formerly, Monolink Trexim Private Limited)<br><br>• Vikram Solar Cleantech Private Limited<br><br>• Vikram Solar Energy Solutions GmbH<br><br>• Vikram Solar Foundation<br><br>• Vikram Solar GmbH<br><br>• Vikram Solar Re Power Private Limited<br><br>• VP Utilities & Services Private Limited<br><br>• VSL Green Power Private Limited<br><br>• VSL Logistics Solutions Private Limited<br><br>• VSL Ventures Private Limited<br><br>• Yashvi Art Foundation |
| 3. | Joginder Pal Dua<br><br>***Designation:*** Independent Director<br><br>***Term:*** Five years with effect from May 23, 2018<br><br>***Period of directorship:*** Director since May 23, 2017 | 69 | • Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited<br><br>• Century Plyboards (India) Limited<br><br>• Shyam Steel Industries Limited |

| Sr. No. | Name, designation, term, period of directorship, address, date of birth, occupation and DIN | Age (years) | Other directorships |
|---|---|---|---|
| | ***Address:*** House No. 1715, 1st Floor, DLF, Phase-4, Chakkarpur, Gurgaon, Haryana – 122002,<br><br>***Occupation:*** Management advisory<br><br>***Nationality:*** Indian<br><br>***Date of Birth:*** August 5, 1952<br><br>***DIN:*** 02374358 | | |
| 4. | Probir Roy<br><br>***Designation:*** Independent Director<br><br>***Term:*** Five years with effect from March 27, 2019<br><br>***Period of Directorship:*** Director since March 27, 2019<br><br>***Address:*** 10, Sourin Roy Road, Behala, Kolkata, West Bengal - 700034<br><br>***Occupation:*** Management advisory<br><br>***Nationality:*** Indian<br><br>***Date of Birth:*** April 19, 1944<br><br>***DIN:*** 00033045 | 77 | • Century Plyboards (India) Ltd.<br><br>• Duroply Industries Limited<br><br>• East India Pharmaceutical Works Limited<br><br>• Industrial and Prudential Investment Company Limited.<br><br>• Patton International Limited |
| 5. | Ratnabali Kakkar<br><br>***Designation:*** Independent Director<br><br>***Term:*** Five years with effect from December 12, 2021<br><br>***Period of directorship:*** Director since December 12, 2021<br><br>***Address:*** Flat -17, Corrigan Court, Granville Gardens, Ealing Common London, United Kingdom - W5 3PA<br><br>***Occupation:*** Financial consultant<br><br>***Nationality:*** British, Overseas Citizen of India<br><br>***Date of Birth:*** August 1, 1957<br><br>***DIN:*** 09167547 | 64 | • Lux Industries Limited<br><br>• Magellan Wealth Management Limited |

| Sr. No. | Name, designation, term, period of directorship, address, date of birth, occupation and DIN | Age (years) | Other directorships |
|---|---|---|---|
| 6. | Vikram Swarup<br><br>***Designation:*** Independent Director<br><br>***Term:*** Five years with effect from March 23, 2021<br><br>***Period of directorship:*** Director since March 23, 2016<br><br>***Address:*** 2B, Judges Court Road, Kolkata, West Bengal - 700027<br><br>***Occupation:*** Business<br><br>***Nationality:*** Indian<br><br>***Date of Birth:*** September 16, 1948<br><br>***DIN:*** 00163543 | 73 | • Birla Corporation Limited<br>• Doypack Systems Private Limited<br>• Garima Private Limited<br>• Jay Shree Tea and Industries Limited<br>• Melvin Powell Vanaspati Engineering Industries Limited<br>• Paharpur 3P Private Limited<br>• Paharpur Cooling Technologies (Singapore) Pte. Ltd.<br>• Paharpur Cooling Towers Limited<br>• Paharpur Europe SA<br>• Paharpur Industries Limited<br>• Paharpur Mauritius Limited<br>• Paharpur Realty Private Limited<br>• Paharpur-Pragnya Tech Park Private Limited<br>• RCCPL Private Limited<br>• Selecto Pac Private Limited<br>• Shyam Steel Industries Limited<br>• ThyssenKrupp Industries India Private Limited |
| 7. | Krishna Kumar Maskara<br><br>***Designation:*** Whole time Director and Chief Financial Officer<br><br>***Term:*** Five years with effect from March 14, 2019<br><br>***Period of directorship:*** Director since January 1, 2009<br><br>***Address:*** Raghav Residency, Block IV, 6th Floor, Flat – 6C 493/B, G.T Road (South) Shree Jain Hospital Shibpur, Howrah, West Bengal - 711102<br><br>***Occupation:*** Service<br><br>***Nationality:*** Indian<br><br>***Date of Birth:*** August 25, 1978<br><br>***DIN:*** 01677008 | 43 | • The Bengal Chamber of Commerce and Industry<br>• Vikram Solar Pte. Limited<br>• Vikram Solar US Inc.<br>• VSL Green Power Private Limited<br>• Yashvi Art Foundation |
| 8. | Neha Agrawal<br><br>***Designation:*** Whole-Time Director and Head – Corporate Strategy<br><br>***Term:*** Liable to retire by rotation and five years with effect from March 22, 2021<br><br>***Period of directorship:*** Director since March 22, 2021 | 34 | • Bhubaneswari Coal Mining Limited<br>• H G I Industries Limited<br>• Rajmahal Coal Mining Limited<br>• VSL Ventures Private Limited<br>• Vikram Biofuels Private Limited |

| Sr. No. | Name, designation, term, period of directorship, address, date of birth, occupation and DIN | Age (years) | Other directorships |
|---|---|---|---|
| | ***Address:*** 48 Gariahat Road, Maurya Centre Flat – 4E, Ballygunge, Kolkata, West Bengal – 700019<br><br>***Occupation:*** Service<br><br>***Nationality:*** Indian<br><br>***Date of Birth:*** April 10, 1987<br><br>***DIN:*** 05321461 | | • Vikram Solar RE Power Private Limited<br>• VSL Green Power Private Limited<br>• VP Utilities & Services Private Limited<br>• Vikram Solar Cleantech Private Limited<br>• Vikram Solar Foundation |

**Brief biographies of Directors**

**Hari Krishna Chaudhary** is the Non-Executive Chairman of our Company. He holds a bachelor's of commerce degree and intermediate in commerce from Birla College of Science and Commerce, Pilani (Rajasthan). He has over 42 years of experience in various sectors including tea and solar industry. He founded Vikram India Limited in the year 1980 and has been associated with it ever since. He was appointed to our Board of Directors with effect from July 14, 2008.

**Gyanesh Chaudhary** is the Vice-Chairman and Managing Director of our Company. He holds a bachelor of science degree in business administration from University of Wales, Cardiff. He has completed an owner/president management program from Harvard Business School. He has over 22 years of experience in tea and solar industry. Previously, he has also worked as a director in Vikram India Limited. He was appointed to our Board of Directors with effect from July 14, 2008.

**Joginder Pal Dua** is an Independent Director of our Company. He holds a master of arts degree from Punjab University and a bachelor's in law degree from Meerut University. Currently, he is serving as a director in Century Plyboards (India) Limited, Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited and Shyam Steel Industries Limited. Previously, he has also worked as the chairman and managing director of Allahabad Bank, and the member and chairman of Board for Industrial & Financial Reconstruction (BIFR) and has experience in the financial and solar industry. He was appointed to our Board of Directors with effect from May 23, 2017.

**Probir Roy** is an Independent Director of our Company. He holds a bachelor of science (engineering) degree in chemical engineering from West Ham College of Technology, University of London and a master's degree in science (chemistry) from Jadavpur University and master's degree in business administration from University of Leeds. Currently, he is serving as a director in various entities, including Century Plyboards (India) Limited, Duroply Industries Limited, East India Pharmaceutical Works Limited, Industrial and Prudential Investment Co. Limited and Patton International Limited. Previously, he has also worked as an executive director in Kalyan Bharti Trust and managing director in Bengal Chemicals and Pharmaceuticals Limited and has experience in various sectors including the solar industry. He was appointed to our Board of Directors with effect from March 27, 2019.

**Ratnabali Kakkar** is an Independent Director of our Company. She holds a post graduate diploma in management from the Indian Institute of Management, Calcutta. She is the founder and director of Magellan Wealth Management Limited. Previously, she has also worked as the head of international premium banking - East Africa for Guaranty Trust Bank (UK) Limited and has experience in banking and wealth management industry. She was appointed to our Board of Directors with effect from December 12, 2021.

**Vikram Swarup** is an Independent Director of our Company. He holds a bachelor's degree in mechanical engineering from Jadavpur University. Currently, he is also associated with Paharpur Cooling Towers Limited as their chairman and managing director and has directorship in various entities, including Birla Corporation Limited, Jay Shree Tea and Industries Limited, Paharpur Industries Limited, Paharpur-Pragnya Tech Park Private Limited, Paharpur Realty Private Limited and Paharpur 3P Private Limited and has experience in the solar industry. He was appointed to our Board of Directors with effect from March 23, 2016.

**Krishna Kumar Maskara** is the Whole-time Director and Chief Financial Officer of our Company. He holds a diploma in management from Indira Gandhi National Open University, New Delhi. He is an associate of the Institute of Chartered Accountants of India. Previously, he has worked with Vikram India Limited as General Manager - Finance. He has over 18 years of experience in the field of finance and solar industry. He was appointed to our Board of Directors and as the Chief Financial Officer of our Company with effect from January 1, 2009, and December 12, 2021, respectively.

**Neha Agrawal** is the Whole-time Director and Head – Corporate Strategy of our Company. She is certified as a company secretary by the Institute of Company Secretaries of India and is also an associate of the Institute of Chartered Accountants of India. Previously, she has worked as a management trainee for Idea Cellular Limited and as a senior consultant for Ernst & Young LLP. She has over 10 years of experience in the field of consultancy and solar industry. She was appointed as a manager

– process management in our Company and to our Board of Directors with effect from March 10, 2014, and March 22, 2021, respectively.

**Relationship between our Directors and Key Managerial Personnel**

Gyanesh Chaudhary, Vice-Chairman and Managing Director of our Company, is the son of Hari Krishna Chaudhary, the Non-Executive Chairman of our Company. Apart from this, none of our Directors are related to each other or to any of the Key Managerial Personnel.

**Confirmations**

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such company.

Except as disclosed below, none of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

| **Name of the listed Company** | **Name of the Director** | **Listed on** | **Date of delisting** | **Compulsory or voluntary delisting** | **Reasons for delisting** | **Date of relisting, if applicable** | **Term of the director** | |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | **Date of Appointment** | **Date of Cessation** |
| Vikram Capital Management Limited | Hari Krishna Chaudhary | Calcutta Stock Exchange (“**CSE**”), Ahmedabad Stock Exchange (“**ASE**”) and Uttar Pradesh Stock Exchange (“**UPSE**”) | August 10, 2017 (CSE)<br><br>April 2, 2018 (ASE)<br><br>June 9, 2015 (UPSE) | Voluntary (CSE)<br><br>By virtue of exit circular of the stock exchange (ASE and UPSE) | Voluntary (CSE)<br><br>By virtue of exit circular of the stock exchange (ASE and UPSE) | NA | October 17, 1995 | - |
| | Gyanesh Chaudhary | | | | | | March 18, 2009 | - |
| Vikram Financial Services Limited | Gyanesh Chaudhary | CSE, ASE, and UPSE | January 19, 2018 (CSE)<br><br>April 2, 2018 (ASE)<br><br>June 9, 2015 (UPSE) | Voluntary (CSE)<br><br>By virtue of exit circular of the stock exchange (ASE and UPSE) | Voluntary (CSE)<br><br>By virtue of exit circular of the stock exchange (ASE and UPSE) | NA | August 3, 2010 | February 26, 2021 |

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on the Board.

Further, none of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

**Terms of appointment of our Executive Directors**

**Gyanesh Chaudhary**

Gyanesh Chaudhary is currently the Vice-Chairman and Managing Director of our Company. He was re-appointed as the Vice-Chairman and Managing Director of our Company pursuant to our Board resolution dated October 27, 2021, and our Shareholders resolution dated December 8, 2021, for five years with effect from September 28, 2021. Our Board in its resolution dated October 27, 2021 and our Shareholders in their resolution dated December 8, 2021, approved the fixed remuneration of ₹ 30.00 million per annum and variable component 40% of the fixed remuneration with effect from April 1, 2021 and the terms of appointment of Gyanesh Chaudhary were revised as follows:

(a) **Fixed salary:** ₹ 30.00 million per annum with liberty to the Board of Directors to review and set the level from time to time based on the recommendation/approval of the Nomination and Remuneration Committee. The Company’s contribution to provident fund, superannuation or annuity fund, gratuity payable, as per Company’s rules, is a part of Fixed Salary.

(b) **Benefits in addition to the above salary:** In addition to fixed salary as above, he is entitled to personal accident insurance, medical benefits, leave encashment, club fees, conveyance facilities and other perquisites, benefits & allowances (as per the Company's rules).

(c) **Performance linked bonus:** He shall be entitled 40% of his fixed compensation by way annual performance linked bonus, subject to the overall business growth of Company.

(d) **Minimum remuneration:** Notwithstanding the above, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate subject to the compliance of the provisions of Schedule V to the Companies Act, 2013, it may pay him remuneration by way of salary and perquisites as minimum remuneration in addition to the amount as specified hereinabove and encashment of leave at the end of tenure which shall not be included in the computation of the ceiling of remuneration.

**(e)** **Reimbursement of expenses:** Reimbursement of all entertainment, traveling, hotel and other expenses incurred by him during the course of and in connection with the business of the Company.

**(f)** **Other terms and conditions:** He shall not be paid any sitting fees for attending the meeting of the Board of Directors or committees thereof from the date of his re-appointment. He shall generally look after the management of the affairs of the Company subject to the overall superintendence, control and directions of the Board of Directors of the Company. The board may from time to time entrust to him such other powers for such other purposes and upon such terms and conditions and with such restrictions as they may think fir and proper.

**Krishna Kumar Maskara**

Krishna Kumar Maskara is currently the Whole-time Director and Chief Financial Officer of our Company. He was re-appointed as the Whole-time Director of our Company pursuant to our Board resolution dated March 27, 2019 and our Shareholders resolution dated September 27, 2019, for five years with effect from March 14, 2019. Our Board in its resolution dated, October 27, 2021, and our Shareholders in their resolution dated, December 8, 2021, approved the fixed remuneration of ₹ 7.00 million per annum and variable component of 40% of fixed remuneration per annum with effect from April 1, 2021 and the terms of appointment of Krishna Kumar Maskara were revised as follows:

(a) **Fixed salary:** ₹ 7.00 million per annum with liberty to the Board of Directors to review and set the level from time to time based on the recommendation/approval of the Nomination and Remuneration Committee. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable, as per Company's rules, is a part of Fixed Salary.

(b) **Benefits in addition to the above salary:** In addition to fixed salary as above, he is entitled to personal accident insurance, medical benefits, leave encashment, conveyance facilities and other perquisites, benefits & allowances (as per the Company's rules).

(c) **Performance linked bonus:** He shall be entitled 40% of his fixed compensation by way annual performance linked bonus, subject to the overall business growth of Company.

(d) **Minimum remuneration:** Notwithstanding the above, where in any financial year during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate subject to the compliance of the provisions of Schedule V to the Companies Act, 2013, it may pay him remuneration by way of salary and perquisites as minimum remuneration in addition to the amount as specified hereinabove and encashment of leave at the end of tenure which shall not be included in the computation of the ceiling of remuneration.

(e) **Reimbursement of expenses:** Reimbursement of all entertainment, traveling, hotel and other expenses incurred by the Whole-time Director during the course of and in connection with the business of the Company.

**Neha Agrawal**

Neha Agrawal is currently the Whole-time Director and Head – Corporate Strategy of our Company. She was appointed as the Whole time Director of our Company pursuant to our Board resolution dated March 22, 2021 and our Shareholders resolution dated March 23, 2021, for five years with effect from March 22, 2021. Our Board in its resolution dated, October 27, 2021, and our Shareholders in their resolution dated, December 8, 2021, approved the fixed remuneration of ₹ 4.50 million per annum and variable component of 40% of fixed remuneration per annum with effect from April 1, 2021 and the terms of appointment of Neha Agrawal were revised as follows:

(a) **Fixed Salary:** ₹ 4.50 million per annum with liberty to the Board of Directors to review and set the level from time to time based on the recommendation/approval of the Nomination and Remuneration Committee. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable, as per Company's rules, is a part of Fixed Salary.

(b) **Benefits in addition to the above salary:** In addition to fixed salary as above, she is entitled to personal accident insurance, medical benefits, leave encashment, conveyance facilities and other perquisites, benefits & allowances (as per the Company's rules).

(c) **Performance Linked Bonus:** She shall be entitled 40% of her fixed compensation by way annual performance linked bonus, subject to the overall business growth of Company.

(d) **Minimum Remuneration:** Notwithstanding the above, where in any financial year during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate subject to the compliance of the provisions of Schedule V to the Companies Act, 2013, it may pay her remuneration by way of salary and perquisites as minimum remuneration in addition to the amount as specified hereinabove and encashment of leave at the end of tenure which shall not be included in the computation of the ceiling of remuneration.

(e) **Reimbursement of expenses:** Reimbursement of all entertainment, traveling, hotel and other expenses incurred by the Whole-time Director during the course of and in connection with the business of the Company

**Payment or benefit to Directors of our Company**

Details of the sitting fees or other remuneration paid to our Directors in Financial Year 2021 are set forth below.

*(i) Remuneration to our Executive Directors*

Details of the remuneration paid to our existing Executive Directors in the Financial Year 2021 are set forth below:

| S. No. | Name of Whole-time Director | Remuneration (in ₹ million)* |
|---|---|---|
| 1. | Gyanesh Chaudhary | 29.66 |
| 2. | Krishna Kumar Maskara | 6.12 |
| 3. | Neha Agrawal | 0.38 |

**As certified by Singhi & Co., Chartered Accountants, by way of their certificate dated March 22, 2022.*

*(ii) Remuneration to our Non-executive Directors and Independent Directors*

(a) Our Non-executive Chairman, Hari Krishna Chaudhary was not entitled to any remuneration in the Financial Year 2021.

(b) Independent Directors

Pursuant to the resolution dated March 5, 2018 passed by the Board, each Independent Director is entitled to receive sitting fees of ₹ 0.025 million per meeting, within the limits prescribed under the Companies Act.

The details of remuneration paid to our Independent Directors during Financial Year 2021 are as follows:

| S. No. | Name of Director | Sitting Fees (in ₹ million) | Commission (in ₹ million) | Total Remuneration (in ₹ million) |
|---|---|---|---|---|
| 1. | Probir Roy | 0.30 | Nil | 0.30 |
| 2. | Vikram Swarup | 0.33 | Nil | 0.33 |
| 3. | Joginder Pal Dua | 0.30 | Nil | 0.30 |
| 4. | Ratnabali Kakkar* | - | Nil | - |

** Ratnabali Kakkar was appointed on December 12, 2021 and thus, no remuneration was paid to her in the Financial Year 2021*

There is no contingent or deferred compensation payable to any of our Directors which accrued in Financial Year 2021.

**Remuneration paid to our Directors by our Subsidiaries**

As on the date of this Draft Red Herring Prospectus, none of our Directors have been paid remuneration by our Subsidiaries, including any contingent or deferred compensation accrued for Fiscal 2021.

**Bonus or profit sharing plan of our Directors**

Our Company does not have any bonus or profit sharing plan for our Directors.

**Shareholding of Directors in our Company**

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares:

| Name of the Director | Number of Equity Shares held | Percentage of Equity Shares held |
|---|---|---|
| Mr. Hari Krishna Chaudhary | 13,731,146 | 5.31% |
| Mr. Gyanesh Chaudhary | 13,004,332 | 5.02% |

Our Articles of Association do not require our Directors to hold any qualification shares.

**Shareholding of Directors in our Subsidiaries**

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of our Directors hold any equity shares in our Subsidiaries:

| Name of the Director | Name of the Subsidiary | Number of equity shares held* |
|---|---|---|
| Gyanesh Chaudhary | VP Utilities & Services Private Limited | 1 |
| | Vikram Solar Cleantech Private Limited | 1 |
| | Vikram Solar Foundation | 1 |
| | VSL Green Power Private Limited | 1 |

** As a nominee of our Company.*

**Interests of Directors**

Our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof. Some of our Directors hold positions as directors on the board of directors of our Corporate Promoters and our Subsidiaries and are on the board of trustees of our Promoter Trusts. For further details, please see the section entitled " *– Terms of appointment of our Executive Directors*", " *– Payment or benefit to Directors of our Company*", "*Our Promoters and Promoter Group – Corporate Promoters"* and "*Our Promoters and Promoter Group – Promoter Trusts*" each on page 220, 222, 236 and 238, respectively.

Our Directors may also be interested to the extent of Equity Shares and employee stock options, if any (together with dividends and other distributions in respect of such Equity Shares), held by them or held by their relatives or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to them or the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer and any dividend, and other distributions payable in respect of such Equity Shares. Our Directors may also be deemed to be interested in our Company to the extent of transactions entered into by our Company with other companies where such Directors hold directorship and/or have shareholding.

Further, certain of our Directors are also shareholders, members, directors and trustees of certain Promoter Group entities, Corporate Promoters and Subsidiaries, and may be deemed to be interested to the extent of the payments made by our Company to such Promoter Group entities, Corporate Promoters and Subsidiaries, and the shareholding of such Promoter Group entities, Corporate Promoters and Subsidiaries, if any and dividends declared thereon. For the payments that are made by our Company to certain Promoter Group entities, please see the section entitled "*Restated Consolidated Summary Statements – Note 50: Related Party Disclosures*" on page 295.

No sum or consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested, by any person, either to induce them to become, or to help them qualify as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Except for Hari Krishna Chaudhary and Gyanesh Chaudhary, who are the Promoters of our Company, our Directors have no interest in the promotion or formation of the Company.

No loans have been availed by our Directors from our Company.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company.

**Changes in our Board of Directors in the last three years**

| Name | Date of Appointment/ Change/ Cessation | Reason |
|---|---|---|
| Probir Roy | March 27, 2019 | Appointed as Additional Independent Director |
| Probir Roy | September 27, 2019 | Regularisation as Independent Director |
| Krishna Kumar Maskara | March 14, 2019 | Re-appointed as Whole Time Director |
| Hari Krishna Chaudhary | September 27, 2019 | Re-appointed as Director |
| Saibaba Vutukuri | July 10, 2020 | Appointed as Additional Executive Director |
| Saibaba Vutukuri | September 30, 2020 | Cessation of directorship as Additional Executive Director |
| Anil Chaudhary | March 11, 2021 | Resigned as Non-Executive Director |
| Neha Agrawal | March 22, 2021 | Appointed as Additional Executive Director |
| Neha Agrawal | March 22, 2021 | Regularisation as Executive Director, change in designation to Whole-Time Director |
| Vikram Swarup | March 23, 2021 | Re-appointed as Independent Director |
| Gyanesh Chaudhary | September 28, 2021 | Re-appointed as Vice Chairman and Managing Director |
| Ratnabali Kakkar | December 12, 2021 | Appointment as Additional Independent Director |
| Ratnabali Kakkar | February 24, 2022 | Regularisation as Independent Director |

**Borrowing powers of our Board of Directors**

Pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, and the resolution passed by the Board and Shareholders dated May 23, 2017 and August 9, 2017, respectively, our Board is authorised to borrow from time to time in one or more tranches, any sum or sums of money which together with the money already borrowed by the Company (apart from the temporary loans obtained/to be obtained from the bankers of the Company in the ordinary course of business) may exceed the aggregate paid up capital of the Company and its free reserves, provided that the total amount so borrowed shall not at any point of time exceed ₹ 35,000 million.

**Corporate Governance**

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations of the SEBI Listing Regulations, and the Companies Act, 2013 and other applicable regulations of SEBI, in respect of corporate governance including in respect of the constitution of our Board and committees thereof, and formulation and adoption of policies. Our Board has been constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations.

As on the date of this Draft Red Herring Prospectus, our Board comprises of eight Directors, including four Independent Directors, three Executive Directors and, one Non–Executive Chairman. Two of our eight Directors are woman Directors. In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of SEBI Listing Regulations and the Companies Act, 2013.

**Committees of our Board of Directors**

Details of the Committees in terms of the SEBI Listing Regulations and the Companies Act, 2013 are set forth below. In addition to the committees of our Board of Directors detailed below, our Board of Directors may, from time to time constitute committees for various functions.

**Audit Committee**

The members of the Audit Committee are:

1. Joginder Pal Dua – Independent Director (*Chairman)*;
2. Vikram Swarup **-** Independent Director (*Member*);
3. Probir Roy **-** Independent Director (*Member*);
4. Krishna Kumar Maskara – Whole time Director and Chief Financial Officer (*Member*);

The Audit Committee was constituted by way of resolution passed by our Board of Directors in its meeting held on June 2, 2014 and last reconstituted pursuant to resolution passed by our Board in its meeting held on December 12, 2021. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to resolution passed by our Board in its meeting held on December 12, 2021 include the following:

(i) The Audit Committee shall have powers, which should include the following:

  (a) To investigate any activity within its terms of reference;
  (b) To seek information from any employee of the Company;
  (c) To obtain outside legal or other professional advice;
  (d) To secure attendance of outsiders with relevant expertise if it considers necessary; and
  (e) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

(ii) The role of the Audit Committee shall include the following:

  (a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  (b) Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;
  (c) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;
   (ii) Changes, if any, in accounting policies and practices and reasons for the same;
   (iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
   (iv) Significant adjustments made in the financial statements arising out of audit findings;
   (v) Compliance with listing and other legal requirements relating to financial statements;
   (vi) Disclosure of any related party transactions; and
   (vii) Qualifications / modified opinion(s) in the draft audit report.

(e) Reviewing, with the management, the quarterly, half yearly and annual financial statements before submission to the board for approval;

(f) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the issue document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(i) Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

*Explanation: The term "related party transactions" shall have the same meaning as provided in clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(j) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(k) Scrutiny of inter-corporate loans and investments;

(l) Undertaking or supervising valuation of undertakings or assets of the company, wherever it is necessary;

(m) Evaluation of internal financial controls and risk management systems;

(n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(o) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(p) Discussion with internal auditors of any significant findings and follow up thereon;

(q) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(r) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(s) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(t) Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(u) Reviewing the functioning of the whistle blower mechanism;

(v) Approval of the appointment of the Chief Financial Officer of the Company ("**CFO**") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

(w) Carrying out any other functions as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws;

(x) To formulate, review and make recommendations to the Board to amend the terms of reference of Audit Committee from time to time;

(y) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(z) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

(aa) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiaries exceeding ₹ 1,000 million or 10% of the asset size of the subsidiary, whichever is lower including loans / advances / investments existing as on the date of coming into force of this provision;

(bb) To consider and comment on rationale, cost- benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Company and its shareholders; and

(cc) Carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties."

(iii) The Audit Committee shall mandatorily review the following information:

(a) Management's discussion and analysis of financial condition and results of operations;

(b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management of the Company;

(c) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(d) Internal audit reports relating to internal control weaknesses;

(e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;

(f) Statement of deviations:

(i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

(ii) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations;

(g) To review the financial statements and the auditor's report thereon, in particular, the investments made by any unlisted subsidiary; and

(h) Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

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

The members of the CSR Committee are:

1. Hari Krishna Chaudhary – Non-Executive Director (*Chairman*);

2. Vikram Swarup – Independent Director (*Member*);

3. Gyanesh Chaudhary – Vice-Chairman and Managing Director (*Member*);

The CSR Committee was constituted pursuant to resolution passed by our Board in its meeting held on June 2, 2014 and last reconstituted pursuant to resolution passed by our Board in its meeting held on September 4, 2017. The scope and functions of the CSR Committee are in accordance with the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to resolution passed by our Board in its meeting held on December 12, 2021 are set forth below:

(a) To formulate and recommend to the Board, a corporate social responsibility policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;

(c) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(d) Monitor the corporate social responsibility policy of the Company from time to time;

(e) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(f) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(g) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(h) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act;

(i) To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;

(j) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

    (i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;

    (ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

    (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

    (iv) monitoring and reporting mechanism for the projects or programmes;

    (v) details of need and impact assessment, if any, for the projects undertaken by the Company; and

(k) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

**Nomination and Remuneration Committee**

The members of the NRC Committee are:

1. Vikram Swarup – Independent Director (*Chairman*);

2. Joginder Pal Dua – Independent Director (*Member*);

3. Probir Roy – Independent Director (*Member*);

The NRC Committee was constituted pursuant to resolution passed by our Board in its meeting held on June 2, 2014 and last reconstituted pursuant to resolution passed by our Board in its meeting held on December 12, 2021. The scope and functions of the NRC Committee are in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to resolution passed by our Board in its meeting held on December 12, 2021 are set forth below:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

(b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;
b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
c. consider the time commitments of the candidates.

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(c) Formulation of criteria for evaluation of performance of independent directors and the Board;

(d) Devising a policy on Board diversity;

(e) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal, and carrying out evaluation of every director's performance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(f) Determining whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors;

(g) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;

(h) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(i) Determining compensation levels payable to senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

(j) Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);

(k) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(l) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(m) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(n) Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:

(i) Determining the eligibility of employees to participate under the ESOP Scheme;
(ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
(iii) Date of grant;
(iv) Determining the exercise price of the option under the ESOP Scheme;
(v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

(vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
(vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
(viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
(ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
(x) The grant, vest and exercise of option in case of employees who are on long leave;
(xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;
(xii) The procedure for cashless exercise of options;
(xiii) Forfeiture/ cancellation of options granted;
(xiv) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
   - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
   - for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(o) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(p) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
(ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable;

(q) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee;

(r) Recommend to the Board, all remuneration, in whatever form, payable to senior management; and

(s) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations or other applicable laws or by any other regulatory authority.

**Risk Management Committee**

The members of the Risk Management Committee are:

1. Gyanesh Chaudhary – Vice Chairman and Managing Director (*Chairperson*);

2. Krishna Kumar Maskara – Whole-time Director and Chief Financial Officer (*Member*);

3. Ratnabali Kakkar –Independent Director (*Member*);

4. Neha Agrawal – Whole-time Director and Head – Corporate Strategy (*Member*).

The Risk Management Committee was constituted pursuant to resolution passed by our Board in its meeting held on December 12, 2021. The scope and functions of the Risk Management Committee are in accordance with the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to resolution passed by our Board in its meeting held on December 12, 2021 are set forth below:

(a) To periodically review the risk management policy at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(b) To formulate detailed risk management policy covering risk across functions and plan integration through training and awareness programmes;

(c) The policy shall include:

- A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the committee;
- Measures for risk mitigation including systems and processes for internal control of identified risks;
- Business continuity plan.

(d) To approve the process for risk identification and mitigation;

(e) To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;

(f) To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;

(g) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(h) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(i) To approve major decisions affecting the risk profile or exposure and give appropriate directions;

(j) To consider the effectiveness of decision making process in crisis and emergency situations;

(k) To balance risks and opportunities;

(l) To generally, assist the Board in the execution of its responsibility for the governance of risk;

(m) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(n) To consider the appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

(o) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

(p) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;

(q) To attend to such other matters and functions as may be prescribed by the Board from time to time; and

(r) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

**Stakeholders' Relationship Committee**

The members of the Stakeholders' Relationship Committee are:

1. Probir Roy – Independent Director (*Chairperson*);

2. Gyanesh Chaudhary – Vice-Chairman and Managing Director (*Member*);

3. Krishna Kumar Maskara – Whole time Director and Chief Financial Officer (*Member*);

The Stakeholders' Relationship Committee was constituted pursuant to resolution passed by our Board in its meeting held on September 4, 2017 and last reconstituted pursuant to resolution passed by our Board in its meeting held on March 27, 2019. The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to resolution passed by our Board in its meeting held on December 12, 2021 are set forth below.

1. Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, issue of new/duplicate certificates, general meetings etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

2. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

3. Reviewing of measures taken for effective exercise of voting rights by shareholders;

4. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

5. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

6. Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

7. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;

8. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority;

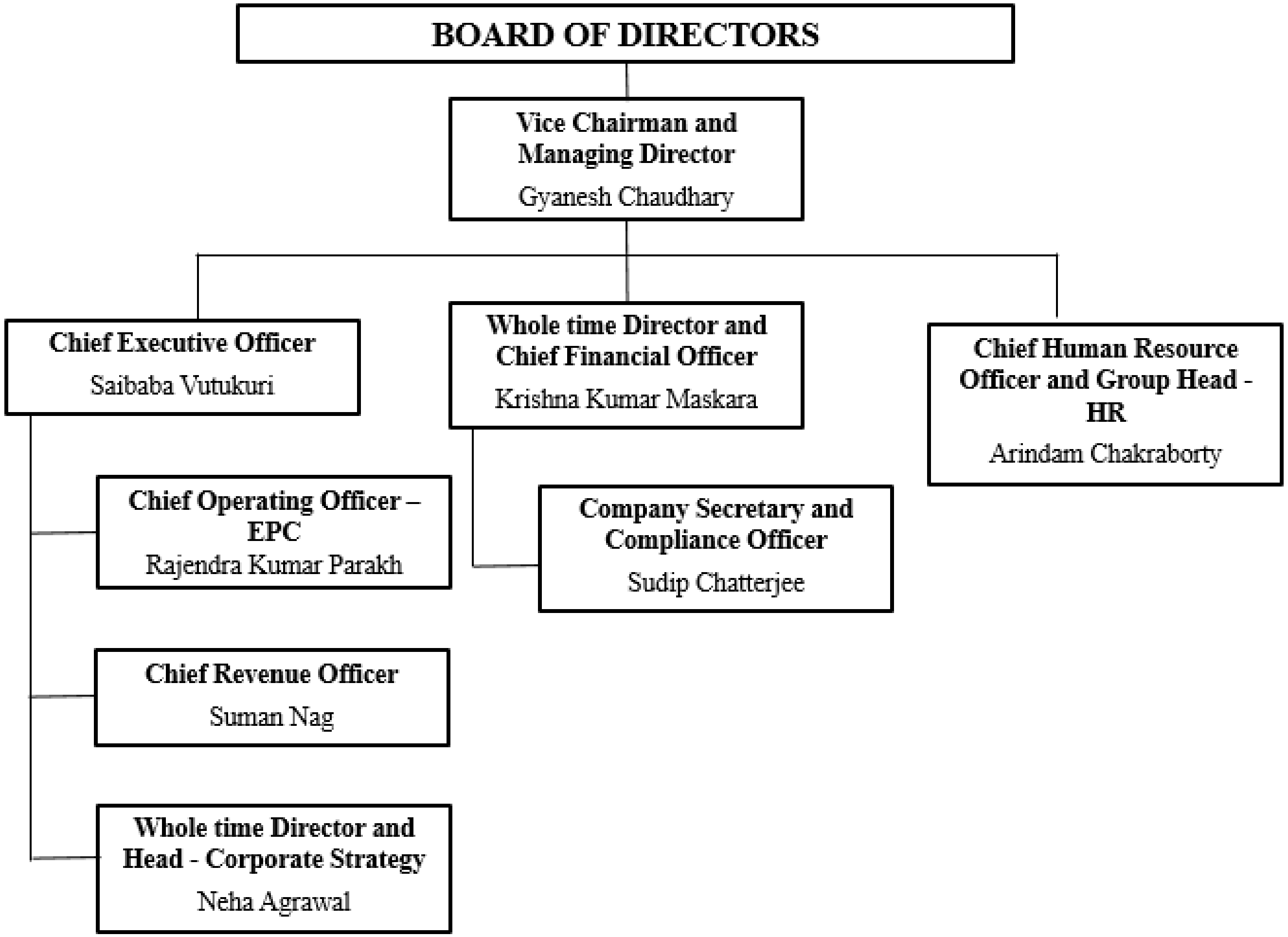
9. To approve allotment of shares, debentures or any other securities as per the authority conferred/ to be conferred to the Committee by the Board of Directors from time to time;

10. To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;

11. To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company; and

12. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

**Management Organisation Chart**



**Key Managerial Personnel**

The details of the Key Managerial Personnel of our Company are as follows:

**Gyanesh Chaudhary** is the Vice-Chairman and Managing Director of our Company. For further details, please see the section entitled "– *Brief Biographies of Directors*" and "*Remuneration to Executive Directors*" on pages 219 and 222, respectively.

**Krishna Kumar Maskara** is the Whole Time Director and Chief Financial Officer of our Company. For further details, please see the section entitled "– *Brief Biographies of Directors*" and "*Remuneration to Executive Directors*" on pages 219 and 222, respectively.

**Neha Agrawal** is the Whole Time Director and Head – Corporate Strategy of our Company. For further details, please see the section entitled "– *Brief Biographies of Directors*" and "*Remuneration to Executive Directors*" on pages 219 and 222, respectively.

**Saibaba Vutukuri** is the Chief Executive Officer of our Company. He holds a degree of Executive Master of Business Administration from Scandinavian International Management Institute. He joined our Company with effect from July 10, 2020. Prior to joining our Company, he was associated with Inox Wind Limited as a chief executive officer (solar energy) and with Lanco Solar Services Private Limited as chief executive officer and he has experience in the solar industry. During Financial Year 2021, he received a remuneration of ₹ 21.04 million.

**Rajendra Kumar Parakh** is the Chief Operating Officer **-** EPC of our Company. He has completed a senior management programme from Indian Institute of Management, Calcutta. He is also a fellow member of the Institute of Chartered Accountants of India. He joined our Company with effect from July 3, 2017. He has over 10 years of experience in various sectors including solar industry. Prior to joining our Company, he was associated with Balasore Alloys Limited as a director-finance and chief financial officer, and Gontermann- Peipers (India) Limited as the president and chief financial officer. During Financial Year 2021, he received a remuneration of ₹ 9.61 million.

**Sudip Chatterjee** is the Company Secretary and Compliance Officer of our Company. He holds a Post Graduate Diploma in Business law (P.G.D.B.L.) from The West Bengal National University of Juridical Sciences, Kolkata. He has also attended the ESG Framework and Metrics training programme organised by Confederation of Indian Industry Centre of Excellence for Sustainable Development. He is also a certified fellow of the Institute of Company Secretaries of India. He joined our Company with effect from May 2, 2016. He has over 13 years of experience in handling secretarial and compliance matters of various companies. Prior to joining our Company, he was associated with iMerit Technology Services Private Limited as the head of corporate affairs & compliance (CS), Rupa & Company Limited as a manager and company secretary, HFJDS Hydraulic India Private Limited as vice president (corporate affairs, legal and secretarial), Ambuja Housing and Urban Infrastructure Co. Limited as company secretary, Consolidated Fibers & Chemicals Limited as company secretary and Apollo Gleneagles Hospital Limited as company secretary. During Financial Year 2021, he received a remuneration of ₹ 2.55 million.

**Arindam Chakraborty** is the Chief Human Resource Officer and Group Head – HR of our Company. He has completed a Post-Graduate Diploma Course in Personnel Management from Xavier Institute of Social Service, Ranchi. He joined our Company with effect from August 17, 2021. Prior to joining our Company, he was associated with Royal Enfield as head of the customer experience department, Eicher Polaris Private Limited. as VP-HR and Britannia Industries Limited as corporate HR manager, and he has experience in handling HR functions and customer experience department of various companies across automobile and consumer goods industries. He was appointed on August 17, 2021 and thus, no remuneration was paid to him for in the Financial Year 2021.

**Suman Nag** is the Chief Revenue Officer of our Company. He holds a bachelor's degree in Engineering from Nagpur University. He joined our Company with effect from June 1, 2020. He has over 22 years of experience in the renewable energy industry. Prior to joining our Company, he was associated with GE India Industrial Private Limited as an executive product manager and Sulzon Energy Limited as chief commercial officer. During Financial Year 2021, he received a remuneration of ₹ 12.90 million.

**Status of Key Managerial Personnel**

All our Key Managerial Personnel are permanent employees of our Company.

**Shareholding of Key Managerial Personnel**

Except Gyanesh Chaudhary, as disclosed in the section entitled " **-** *Shareholding of Directors in our Company"* on page 222, none of our Key Managerial Personnel hold any Equity Shares in our Company.

**Bonus or Profit-Sharing Plans of the Key Managerial Personnel**

Our Company does not have any bonus or profit-sharing plan for our Key Managerial Personnel.

**Interests of Key Managerial Personnel**

Except as disclosed in the section entitled "*Our Management – Interests of Directors*" on page 223, none of our Key Managerial Personnel have any interest in our Company other than to the extent of their shareholding in our Company and its Subsidiaries, the remuneration or benefits to which they are entitled to as per their terms of appointment, shares allotted or employee stock options granted to them pursuant to the ESOP Scheme 2021, in any, and reimbursement of expenses incurred by them during the ordinary course of business.

**Changes in the Key Managerial Personnel**

The changes in Key Managerial Personnel (other than change in our Directors) in the last three years is as follows:

| Name | Designation | Date of change | Reason for change |
|---|---|---|---|
| Suman Nag | Chief Revenue Officer | June 1, 2020 | Appointment as Chief Revenue Officer of the Company |
| Saibaba Vutukuri | Chief Executive Officer | July 10, 2020 | Appointment as Chief Executive Officer of the Company |
| Arindam Chakraborty | Chief Human Resource Officer and Group Head – HR | August 17, 2021 | Appointment as Chief Human Resource Officer and Group Head – HR |
| Rajendra Kumar Parakh | Chief Financial Officer | December 11, 2021 | Resigned as Chief Financial Officer |
| Sudip Chatterjee | Company Secretary and Compliance Officer | December 12, 2021 | Appointment as Compliance Officer |
| Krishna Kumar Maskara | Whole Time Director and Chief Financial Officer | December 12, 2021 | Appointment as Chief Financial Officer |
| Rajendra Kumar Parakh | Chief Operating Officer - EPC | March 1, 2022 | Appointment as Chief Operating Officer - EPC |

For details of change in the Directors of our Company, please see the section entitled "- *Changes in our Board of Directors in the last three years*" on page 223.

**Arrangements or understandings with major shareholders, customers, suppliers or others**

None of our Key Managerial Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

**Service Contracts with Directors and Key Managerial Personnel**

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

**Contingent and deferred compensation payable to our Key Managerial Personnel**

Other than as disclosed in the section entitled "– *Key Managerial Personnel*" and " - *Remuneration to our Executive Directors*" beginning on pages 233 and 222, respectively, our Company has not paid any compensation or granted any benefit to any of our Key Managerial Personnel (including contingent or deferred compensation) in all capacities in Fiscal 2021. Further, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel which accrued in Fiscal 2021.

**Payment or benefit to Key Managerial Personnel**

Except as disclosed in this section, no amount or benefit has been paid or given to any of our officers, including Key Managerial Personnel within the two preceding years or is intended to be paid or given, as on the date of this Draft Red Herring Prospectus, except remuneration for services rendered as Directors, officers or employees of our Company.

**Relationship between Key Managerial Personnel**

None of our Key Managerial Personnel are related to each other.

Our Company does not have a high attrition rate of Key Managerial Personnel as compared to the industry.

**Employees Stock Options**

For details on the ESOP scheme, please see section entitled "*Capital Structure - Employee Stock Option Plan*" on page 97.

## OUR PROMOTERS AND PROMOTER GROUP

### Our Promoters

The Promoters of our Company as on the date of this Draft Red Herring Prospectus are:

1. Hari Krishna Chaudhary;
2. Gyanesh Chaudhary;
3. Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited);
4. Vikram Financial Services Limited;
5. Hari Krishna Chaudhary Family Trust; and
6. Gyanesh Chaudhary Family Trust.

As on the date of this Draft Red Herring Prospectus, Hari Krishna Chaudhary holds 13,731,146 Equity Shares, aggregating 5.31% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company, Gyanesh Chaudhary holds 13,004,332 Equity Shares, aggregating 5.02% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company, Vikram Capital Management Private Limited holds 111,109,900 Equity Shares, aggregating 42.93% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company, Vikram Financial Services Limited holds 16,421,900 Equity Shares, aggregating 6.34% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company, Hari Krishna Chaudhary Family Trust holds 72,986,090 Equity Shares, aggregating 28.20% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company and Gyanesh Chaudhary Family Trust holds 100,000 Equity Shares, aggregating 0.04% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For further details, please see the section titled "*Capital Structure – Total shareholding of Promoters*", on page 84.

### Details of our Promoters

### Individual Promoters

Hari Krishna Chaudhary born on December 4, 1943, aged 78, is a citizen of India. He resides at Sriram Garden, 6B, 15 Belvedere Road, Alipore, Kolkata, West Bengal - 700027. He holds a bachelor's of commerce degree and intermediate in commerce from Birla College of Science and Commerce, Pilani (Rajasthan). He has over 42 years of experience in various sectors including tea and solar industry. He founded Vikram India Limited in the year 1980 and has been associated with it ever since. He was appointed to our Board of Directors with effect from July 14, 2008. For the complete profile of Hari Krishna Chaudhary along with details of his professional experience, position / posts held in the past, directorships held, business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 216.

His PAN is ACMPC5346H.

Gyanesh Chaudhary born on December 4, 1977, aged 44, is a citizen of India. He resides at Flat-6B, 15 Belvedere Road, Alipore, Kolkata, West Bengal - 700027. He holds a bachelor of science degree in business administration from University of Wales, Cardiff. He has completed an owner/president management program from Harvard Business School. He has over 22 years of experience in tea and solar industry. Previously, he has also worked as a director in Vikram India Limited. He was appointed to our Board of Directors with effect from July 14, 2008. For the complete profile of Gyanesh Chaudhary along with details of his professional experience, position / posts held in the past, directorships held, business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 216.

His PAN is ACRPC8772A.

Our Company confirms that the permanent account numbers, bank account numbers, passport number, Aadhar card number and driving license number of the Individual Promoters, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

**Corporate Promoters**

**Vikram Capital Management Private Limited**

*Corporate information*

Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) was incorporated on March 8, 1994 as a private limited company under the Companies Act, 1956 with the CIN U51109WB1994PTC062145

Vikram Capital Management Private Limited is authorised under its constitutional documents to, *inter alia*, carry on business as importers and exporters of all commodities, goods and services, to carry on business as distributor agents, traders, merchants etc. in merchandise and articles of all kinds and to carry on any kind of commercial, financial agency business. As on the date of this Draft Red Herring Prospectus, Vikram Capital Management Private Limited is engaged in the business of financial activities as a non-banking financial company. There has been no change in the activities of Vikram Capital Management Private Limited, since its registration with RBI on July 13, 2004.

*Promoters of Vikram Capital Management Private Limited*

1. Urmila Chaudhary;
2. Nilam Chaudhary;
3. Meenakshi Chaudhary;
4. Anil Chaudhary;
5. Gyanesh Chaudhary;
6. Swaraj Vikram Chaudhary;
7. Saumyaa Chaudhary;
8. Agastya Vikram Chaudhary;
9. Yashvi Chaudhary;
10. Hari Krishna Chaudhary;
11. Vikram Financial Services Limited;

*Board of directors of Vikram Capital Management Private Limited*

The board of directors of Vikram Capital Management Private Limited as on the date of this Draft Red Herring Prospectus are:

| ***S. No.*** | ***Name*** | ***Designation*** |
|---|---|---|
| 1. | Gyanesh Chaudhary | Non-executive Director |
| 2. | Ulpi Gupta | Executive Director |
| 3. | Siddh Nath Pradhan | Non-executive Director |

*Details of change in control*

Vikram Capital Management Limited has been amalgamated with Monolink Trexim Private Limited ("**MTPL**") vide NCLT order dated December 15, 2021 and pursuant to the scheme of amalgamation approved by NCLT, MTPL has been renamed as Vikram Capital Management Private Limited on February 1, 2022.

*Capital Structure of Vikram Capital Management Private Limited*

The capital structure of Vikram Capital Management Private Limited is as follows:

| **Authorised Share Capital** | **Aggregate nominal value** |
|---|---|
| 11,500,000 shares of ₹10 each | ₹ 115,000,000 |
| **Issued, subscribed and paid up Equity Share Capital** | |
| 9,876,580 equity shares of ₹10 each | ₹ 98,765,800 |

*Shareholding Pattern of Vikram Capital Management Private Limited*

The equity shareholding pattern of Vikram Capital Management Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

| ***S. No.*** | ***Name*** | ***Number of equity shares*** | ***Percentage (%)*** |
|---|---|---|---|
| 1. | Vikram Financial Services Limited | 41,07,390 | 41.59 |
| 2. | Hari Krishna Chaudhary | 23,26,445 | 23.55 |
| 3. | Urmila Devi Chaudhary | 7,39,960 | 7.49 |
| 4. | Nilam Chaudhary | 6,83,863 | 6.92 |
| 5. | Meenakshi Chaudhary | 6,67,935 | 6.76 |
| 6. | Anil Chaudhary | 4,21,425 | 4.27 |
| 7. | Gyanesh Chaudhary | 2,69,462 | 2.73 |
| 8. | Swaraj Vikram Chaudhary | 1,30,000 | 1.32 |

| S. No. | Name | Number of equity shares | Percentage (%) |
|---|---|---|---|
| 9. | Saumyaa Chaudhary | 1,30,000 | 1.32 |
| 10. | Agastya Vikram Chaudhary | 80,000 | 0.81 |
| 11. | Yashvi Chaudhary | 80,000 | 0.81 |
| 12. | Utility Constructions Private Limited | 1,68,850 | 1.71 |
| 13. | Vikram Greentech (India) Limited | 71,250 | 0.72 |
| **Total** | | **9,876,580** | **100.00** |

**Vikram Financial Services Limited**

*Corporate information*

Vikram Financial Services Limited was incorporated on December 17, 1982 as B.H. Investors and Traders Limited as a public limited company under the Companies Act, 1956 and subsequently changed its name to Vikram Financial Services Limited on May 13, 1992. The CIN of Vikram Financial Services Limited is U65993WB1982PLC035564.

Vikram Financial Services Limited is authorised under its constitutional documents to, *inter alia*, finance, facilitate, etc. the establishment and growth of industries and industrial undertakings and to carry on the business of an investment company. As on the date of this Draft Red Herring Prospectus, Vikram Financial Services Limited is engaged in the business of financial activities as a non-banking financial company. It is registered with RBI and has been carrying on the financial activities since June 2, 2000.

*Promoters of Vikram Financial Services Limited*

1. Hari Krishna Chaudhary;
2. Urmila Chaudhary;
3. Anil Chaudhary;
4. Nilam Chaudhary;
5. Gyanesh Chaudhary;
6. Meenakshi Chaudhary;
7. Yashvi Chaudhary;
8. Agastya Vikram Chaudhary;
9. Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited).

*Board of directors of Vikram Financial Services Limited*

The board of directors of Vikram Financial Services Limited as on the date of this Draft Red Herring Prospectus are:

| S. No. | Name | Designation |
|---|---|---|
| 1. | Anil Chaudhary | Non-executive Director |
| 2. | Jayant Tripathi | Independent Director |
| 3. | Ulpi Gupta | Executive Director |
| 4. | Sipra Das | Executive Director |

*Details of change in control*

There has been no change in the control of Vikram Financial Services Limited in the last three years preceding the date of this Draft Red Herring Prospectus.

*Capital Structure of Vikram Financial Services Limited*

The capital structure of Vikram Financial Services Limited is as follows:

| Authorised Share Capital | Aggregate nominal value |
|---|---|
| 6,250,000 shares of ₹10 each | ₹ 62,500,000 |
| **Issued, subscribed and paid up Equity Share Capital** | |
| 6,040,053 equity shares of ₹10 each | ₹ 60,400,530 |

*Shareholding Pattern of Vikram Financial Services Limited*

The shareholding pattern of Vikram Financial Services Limited as on the date of this Draft Red Herring Prospectus is as follows:

| S. No. | Name | Number of equity shares | Percentage (%) |
|---|---|---|---|
| 1. | Hari Krishna Chaudhary | 1,364,278 | 22.59 |
| 2. | Urmila Chaudhary | 1,206,363 | 19.97 |
| 3. | Vikram Capital Management Private Limited (formerly Monolink Trexim Private Limited) | 739,620 | 12.25 |
| 4. | Anil Chaudhary | 652,500 | 10.80 |

| S. No. | Name | Number of equity shares | Percentage (%) |
|---|---|---|---|
| 5. | Nilam Chaudhary | 507,500 | 8.40 |
| 6. | Meenakshi Chaudhary | 507,500 | 8.40 |
| 7. | Gyanesh Chaudhary | 362,500 | 6.00 |
| 8. | Yashvi Chaudhary | 290,000 | 4.80 |
| 9. | Agastya Vikram Chaudhary | 290,000 | 4.80 |
| 10. | Sumangal Developers Private Limited | 60,167 | 1.00 |
| 11. | Basukinath Construction Private Limited | 59,625 | 0.99 |
| **Total** | | **6,040,053** | **100.00** |

Our Company confirms that the permanent account numbers, bank account numbers, the company registration numbers of Vikram Capital Management Private Limited and Vikram Financial Services Limited (collectively known as our "**Corporate Promoters**") and the address of the registrar of companies where our Corporate Promoters are registered, as applicable, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

**Promoter Trusts**

**Hari Krishna Chaudhary Family Trust**

*Trust information*

Our Promoter, Hari Krishna Chaudhary Family Trust, a private discretionary trust, was settled pursuant to a deed of trust dated November 6, 2021 between Urmila Chaudhary (as settlor) and Hari Krishna Chaudhary, Anil Chaudhary and Gyanesh Chaudhary (as trustees). The PAN of Hari Krishna Chaudhary Family Trust is AACTH5391R. The registered office of Hari Krishna Family Chaudhary Trust is situated at Tobacco House, 4$^{th}$ Floor, 1, Old Court House Corner, Kolkata- 700001, West Bengal, India.

*Board of Trustees*

The Board of Trustees of Hari Krishna Chaudhary Family Trust are (a) Hari Krishna Chaudhary; (b) Anil Chaudhary; and (c) Gyanesh Chaudhary.

*Beneficiaries*

The Beneficiaries of Hari Krishna Chaudhary Family Trust are (a) Anil Chaudhary Family Trust (through its Trustees); and (b) Gyanesh Chaudhary Family Trust (through its Trustees).

*Objects and Functions*

The objects and purposes of Hari Krishna Chaudhary Family Trust include, *inter alia*, the following:

(a) To establish a sustainable and dynamic multigenerational framework for the long term and multigenerational benefits to be enjoyed by the Beneficiaries and their respective Lineal Descendants;

(b) To maintain protect and preserve such assets and the interest/ benefits of the Beneficiaries;

(c) To provide for in a fair and transparent manner, the maintenance, income, welfare, expenses and other contingencies of the Beneficiaries;

(d) To minimize the possibility of disputes within the Chaudhary Family;

(e) To provide for flexible succession planning.

*Change in Control*

There has been no change in control in Hari Krishna Chaudhary Family Trust since its formation on November 6, 2021.

**Gyanesh Chaudhary Family Trust**

*Trust information*

Our Promoter, Gyanesh Chaudhary Family Trust, a private discretionary trust, was settled pursuant to a deed of trust dated November 6, 2021 between Urmila Chaudhary (as settlor) and Gyanesh Chaudhary and Hari Krishna Chaudhary (as trustees). The PAN of Gyanesh Chaudhary Family Trust is AAETG0007F. The registered office of Gyanesh Chaudhary Family Trust is situated at Tobacco House, 4$^{th}$ Floor, 1, Old Court House Corner, Kolkata- 700001, West Bengal, India.

*Board of Trustees*

The Board of Trustees of Gyanesh Chaudhary Family Trust are (a) Gyanesh Chaudhary; and (b) Hari Krishna Chaudhary.

*Beneficiaries*

The Beneficiaries of Gyanesh Chaudhary Family Trust are (a) Hari Krishna Chaudhary; (b) Gyanesh Chaudhary; (c) Meenakshi Chaudhary; (d) Yashvi Chaudhary; and (e) Agastya Vikram Chaudhary.

*Objects and Functions*

The objects and purposes of Gyanesh Chaudhary Family Trust, *inter alia*, include the following:

(a) To establish a sustainable and dynamic multigenerational framework for the long term and multigenerational benefits to be enjoyed by the Beneficiaries and their respective lineal descendants;

(b) To maintain protect and preserve such assets and the interest/ benefits of the Beneficiaries;

(c) To provide for in a fair and transparent manner, the maintenance, income, welfare, expenses and other contingencies of the Beneficiaries;

(d) To minimize the possibility of disputes within the Gyanesh Chaudhary family;

(e) To provide for flexible succession planning.

*Change in Control*

There has been no change in control in Gyanesh Chaudhary Family Trust since its formation on November 6, 2021.

Our Company confirms that the PANs and bank account numbers of the abovementioned trusts would be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

**Change of Promoter**

Hari Krishna Chaudhary Family Trust and Gyanesh Chaudhary Family Trust are not the original promoters of our Company. They were settled on November 6, 2021 and have been recognized as the promoters of our Company pursuant to a board resolution dated February 19, 2022. They acquired 28.20% and 0.04% of the paid-up Equity Share capital of our Company, respectively, from Urmila Chaudhary on February 28, 2022.

**Interests of our Promoters**

The Promoters are interested in our Company to the extent they are promoters of our Company and to the extent of their shareholding in our Company and dividend payable, if any, and other distributions in respect of the Equity Shares held by them. For details of the shareholding of our Promoters in our Company, please see the section titled "*Capital Structure – Capital Structure – Total shareholding of Promoters*" on page 84.

The Promoters have no interest in any property acquired in the three years preceding the date of this Draft Red Herring Prospectus or any property that is proposed to be acquired by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc.

No sum has been paid or agreed to be paid by the Company to the Promoters, or to the firms or companies in which the Promoters are interested as members in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by such promoters or by such firms or companies in connection with the promotion or formation of our Company.

Except Gyanesh Chaudhary, who owns Vikram Solar Energy Solution GmbH in Germany, object of which is to engage in the sales of solar PV modules, none of our Promoters are engaged in business activities similar to those of our Company.

Our Promoters, Hari Krishna Chaudhary and Gyanesh Chaudhary have given personal guarantees in favour of Indian Bank, State Bank of India, Indian Overseas Bank, Union Bank of India, IDBI Bank Limited, Punjab National Bank, Canara Bank, Bank of India and Bank of Baroda in respect of certain loan facilities availed by our Company. Further, our Promoter, Gyanesh Chaudhary has given personal guarantee in favour of ICICI Bank in respect of a loan facility availed by our Company. Furthermore, for details in relation to pledges created by certain of our Promoters on their shareholding in our Company, please see the section entitled "*Capital Structure – Total shareholding of Promoters*" on page 84 of this Draft Red Herring Prospectus.

Additionally, other than as disclosed in the sections titled "*Our Promoters and Promoter Group*" and "*Our Group Companies*" on pages 235 and 247, respectively, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

**Payment or benefits to our Promoters and their respective Promoter Groups**

Except as disclosed in "*Restated Financial Statements – Note 50 – Related Party Disclosures*", "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 295, 216 and 235, respectively, and as disclosed below, no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during Fiscal 2020, Fiscal 2021 and the six-month period ended September 30, 2021:

(*in ₹ million*)

| Name of the Promoter/ Promoter Group | Nature of the transaction | Fiscal 2020 | Fiscal 2021 | Six-month period ended September 30, 2021 |
|---|---|---|---|---|
| Vikram Financial Services Limited | Loan given | 817.00 | 853.00 | 1,400.73 |
| Konkan Roadways Private Limited | Freight Charges | 25.94 | 1.90 | 10.85 |
| VSL Ventures Private Limited | Loan given | 27.52 | 44.79 | - |
| | Reimbursement of employee benefit | | 0.09 | |
| | Sale of investment | | 0.84 | |
| | Management support fees | | | 225.00 |
| | Subscription to shares | 0.50 | - | - |
| Vikram Greentech (India) Limited | Sale of car | 0.45 | - | - |
| VSL Logistics Solutions Private Limited | Reimbursement of employee benefit | 0.49 | | |
| | Loan given | 0.80 | | |
| | Freight and warehousing services | - | 603.04 | 958.22 |
| Viki.ai Private Limited | Purchase of goods/services | | 14.90 | |
| | Investment | 0.10 | - | - |
| | Advance given | - | 11.57 | |

As on date of the Draft Red Herring Prospectus, our Company does not intend to pay or give any amounts or benefits to our Promoters or members of the Promoter Group, except in the ordinary course of business and as disclosed above.

**Experience in the business of the Company**

Our Individual Promoters and Corporate Promoters have adequate experience in the line of business, including any proposed line of business, of our Company. For details in relation to experience of our Individual Promoters in the business of our Company, please refer to the chapter titled "*Our Management*" on page 216 of this Draft Red Herring Prospectus. Further, our Promoter Trusts have no experience in the business of the Company since they were formed on November 6, 2021.

**Material guarantees given by our Promoters to third parties with respect to Equity Shares**

Our Promoters, Hari Krishna Chaudhary, Gyanesh Chaudhary, Vikram Financial Services Limited and Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) have pledged 13,731,146 Equity Shares in aggregating to 5.31% of our Company's pre-Offer Equity Share capital, 13,004,332 Equity aggregating to 5.02% of our Company's pre-Offer Equity Share capital, 15,099,750 Equity Shares aggregating to 5.83% of our Company's pre-Offer Equity Share capital and 15,871,140 Equity Shares aggregating to 6.13% of our Company's pre-Offer Equity Share capital, respectively, pursuant to terms of the working capital facilities sanctioned to our Company by a consortium of lenders which are scheduled commercial banks. These pledges have been created in favour of IndBank Merchant Banking Services Limited, a subsidiary of Indian Bank, the lead bank of such consortium. For details in relation to such pledges created by our Promoters, see "*Capital Structure –Total shareholding of Promoters*" on page 84 of this Draft Red Herring Prospectus.

**Companies or firms with which our Promoters have disassociated in the last three years**

Except as disclosed below, our Promoters have not disassociated themselves from any companies or firms during the three years immediately preceding the date of filing this DRHP.

| Name of Promoter | Name of Company or Firm from which Promoter has Disassociated | Reasons for and Circumstances Leading to Disassociation | Date of Disassociation |
|---|---|---|---|
| Hari Krishna Chaudhary | Vikram Greentech (India) Limited | Resigned from the directorship due to paucity of time and other professional commitments | March 4, 2021 |
| Hari Krishna Chaudhary | Vikram Power Ventures Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | March 4, 2021 |
| Hari Krishna Chaudhary | Adishakti Trexim Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | March 2, 2021 |
| Hari Krishna Chaudhary | Bahal Power Projects Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | March 9, 2021 |

| | | | |
|---|---|---|---|
| Hari Krishna Chaudhary | Sololink Solar Power Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | July 1, 2019 |
| Hari Krishna Chaudhary | BRCM Power Infrastructures Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | March 9, 2021 |
| Hari Krishna Chaudhary | Nav Green Solar Power Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | March 4, 2021 |
| Hari Krishna Chaudhary | Vikram Capital Management Limited | Due to amalgamation of the Company pursuant to NCLT Order dated 15th December, 2021 | December 15, 2021 |
| Gyanesh Chaudhary | Vikram India Limited | Resigned from the directorship due to paucity of time and other professional commitments | February 26, 2021 |
| Gyanesh Chaudhary | Vikram Financial Services Limited | Resigned from the directorship due to paucity of time and other professional commitments | February 26, 2021 |
| Gyanesh Chaudhary | Panchanan Merchants Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | June 15, 2019 |
| Gyanesh Chaudhary | Vikram Power Ventures Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | June 12, 2019 |
| Gyanesh Chaudhary | Vikram International Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | June 14, 2019 |
| Gyanesh Chaudhary | Indo American Chamber of Commerce | Resigned from the directorship due to paucity of time and other professional commitments | May 16, 2020 |
| Gyanesh Chaudhary | Enerokart Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | June 14, 2019 |
| Gyanesh Chaudhary | S V Solar Private Limited | Resigned from the directorship due to paucity of time and other professional commitments | June 14, 2019 |
| Gyanesh Chaudhary | Vikram Capital Management Limited | Due to amalgamation of the Company pursuant to NCLT Order dated 15th December, 2021 | December 15, 2021 |
| Vikram Financial Services Limited | Utility Construction Private Limited | Sale of Shares | March 31, 2020 |
| Vikram Financial Services Limited | Vikram Greentech (India) Limited | Sale of Shares | March 31, 2020 |

**Promoter Group**

A. *Natural Persons forming part of the Promoters Group*

The natural persons forming part of our Promoter Group (other than our Individual Promoters) are as follows:

| Name of Promoter | Name of relative | Relationship |
|---|---|---|
| Gyanesh Chaudhary | Meenakshi Chaudhary | Wife |
| | Agastya Vikram Chaudhary | Son |
| | Yashvi Chaudhary | Daughter |
| | Birendar Kumar Goel | Wife's Father |
| | Kusum Goel | Wife's Mother |
| | Gaurav Goel | Wife's Bother |
| | Tina Modi | Wife's Sister |
| Hari Krishna Chaudhary | Shiv Kumar Chaudhary | Brother |
| | Pramod Kumar Chaudhary | Brother |
| | Premlata Ramavtar Gupta | Sister |
| | Kanta Goyal | Sister |
| | Saroj Goyal | Sister |
| | Vijayalakshmi Kokra | Sister |
| | Urmila Chaudhary(1) | Wife |
| | Anil Chaudhary(2) | Son |
| | Pratibha Agarwal(3) | Daughter |
| | Prerna Rungta(3) | Daughter |
| | Pragya Jindal(3) | Daughter |

| Name of Promoter | Name of relative | Relationship |
|---|---|---|
| | Onkar Mal Rajgaria | Wife's Brother |
| | Krishnadevi Janardhan Agarwal | Wife's Sister |
| | Geeta Devi Goel | Wife's Sister |
| | Bimla Devi Bagaria | Wife's Sister |

*(1) Also a Promoter Group for Gyanesh Chaudhary as his mother.*
*(2) Also a Promoter Group for Gyanesh Chaudhary as his brother.*
*(3) Also a Promoter Group for Gyanesh Chaudhary as his sister.*

B. *Entities forming part of the Promoter Group*

The entities forming part of our Promoter Group (other than our Corporate Promoters) are as follows:

| Name of Promoter | Name of Promoter Group | Relationship |
|---|---|---|
| Vikram Capital Management Private Limited (formerly, Monolink Trexim Private Limited) | VSL Ventures Private Limited | Subsidiary of the Corporate Promoter |
| | Vikram Power Ventures Private Limited | Subsidiary of the Corporate Promoter |
| | Ivory Vanijya Private Limited | Subsidiary of the Corporate Promoter |
| | Bahal Power Projects Private Limited | Wholly-owned Subsidiary of Vikram Power Ventures Private Limited which is a subsidiary of the Corporate Promoter |
| | BRCM Power Infrastructures Private Limited | Wholly-owned Subsidiary of Vikram Power Ventures Private Limited which is a subsidiary of the Corporate Promoter |
| | SV Solar Private Limited | Subsidiary of Vikram Power Ventures Private Limited which is a subsidiary of the Corporate Promoter |
| | Vikram Biofuels Private Limited | Wholly-owned Subsidiary of VSL Ventures Private Limited which is a subsidiary of the Corporate Promoter |
| | VSL Logistics Solutions Private Limited | Wholly-owned Subsidiary of VSL Ventures Private Limited which is a subsidiary of the Corporate Promoter |
| | Dhansri Vyapaar Private Limited | Body corporate in which the Corporate Promoter holds 20% or more equity share capital |
| | Diagram Commercial Private Limited | Body corporate in which the Corporate Promoter holds 20% or more equity share capital |
| | Vikram Greentech (India) Limited | Body corporate in which the Corporate Promoter holds 20% or more equity share capital |
| | Maruti Nouveauknits Private Limited | Body corporate in which the Corporate Promoter holds 20% or more equity share capital |
| Vikram Financial Services Limited | Alankar Nirman Private Limited | Subsidiary of the Corporate Promoter |
| | Sunview Enclave Private Limited | Subsidiary of the Corporate Promoter |
| | Seabird Commercial Private Limited | Body corporate in which the Corporate Promoter holds 20% or more equity share capital |
| | Maruti Apparels Private Limited | Body corporate in which the Corporate Promoter holds 20% or more equity share capital |
| Hari Krishna Chaudhary | Splendor Realtors Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Nav Green Solar Power Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Viki.ai Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Vikram Solar Re Power Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter |

| Name of Promoter | Name of Promoter Group | Relationship |
|---|---|---|
| | | or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Prohygix India Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Vikram Polyesters Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Shiv Kumar Chaudhary and Sons HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Vasudha Swaraj Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Pramod Kumar and Sons HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Ramavtar Gupta and Sons HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | M K Goyal and Sons HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Konkan Roadways Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | NBF Logistics Private Limited | Body corporate in which more than 20% is held by Konkan Roadways Private Limited which is an entity in which more than 20% is held by the Individual Promoter. |
| | Onkar Mal Changoiwala HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Janardhan Laxmichand HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Hutch Steel Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which |

| Name of Promoter | Name of Promoter Group | Relationship |
|---|---|---|
| | | the Promoter or any one or more of their relative is a member. |
| | Soham Synthetics Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Hutch India Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Jindal Products Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Racconti Products Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Neeraj Jindal & Sons HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Pawankumar Dayakishan Kokra HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Sitaram Goyal & Sons HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| Gyanesh Chaudhary | Vikram Solar Energy Solutions GmbH | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | B.K. Goel & Sons HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | B.K. Goel Charitable Trust | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Universal Infraworld LLP | Body corporate in which 20% or more of the capital contribution is made by an immediate relative of the Promoter. |
| | Gaurav Goel (HUF) | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |

| Name of Promoter | Name of Promoter Group | Relationship |
|---|---|---|
| | Silver Eastern Infratech | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Tatva Infratech | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Universal Ecogreen Services | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Mahalakshmi Real Estates | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | RG Enterprises | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | KG Enterprises | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Aarav Tea | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Eastern Associates | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Krishna Modi & Sons HUF | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Agastya Vikram Chaudhary Benefit Trust | Promoter is a Trustee |
| | Adishakti Trexim Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Silverline Nirman Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Yashvi Art Foundation | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which |

| Name of Promoter | Name of Promoter Group | Relationship |
|---|---|---|
| | | the Promoter or any one or more of their relative is a member. |
| | Swaraj Syntex Private Limited | Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of their relative is a member. |
| | Traction Partners LLP | Body corporate in which 20% or more of the capital contribution is made by the Promoter. |
| | Yashvi Chaudhary Benefit Trust | Promoter is a Trustee |
| Hari Krishna Chaudhary Family Trust | Nilam Chaudhary | Indirect beneficiary of Hari Krishna Chaudhary Family Trust |
| | Saumyaa Chaudhary | Indirect beneficiary of Hari Krishna Chaudhary Family Trust |
| | Swaraj Vikram Chaudhary | Indirect beneficiary of Hari Krishna Chaudhary Family Trust |
| | Anil Chaudhary Family Trust | Direct beneficiary of Hari Krishna Chaudhary Family Trust |

# OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, for the purpose of identification of group companies, our Company has formulated a policy for identification of group companies and considered (i) the companies (other than our Corporate Promoters and Subsidiaries) with which there were related party transactions, as disclosed in the Restated Consolidated Summary Statements; and (ii) the companies that are a part of the Promoter Group (as defined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations) with which there were transactions in the most recent financial year, for which Restated Consolidated Summary Statements are included in the Offer Documents ("**Test Period**"), that cumulatively exceed 10% of the total restated consolidated revenue of the Company for the Test Period.

Accordingly, in terms of the policy adopted by our Board for determining group companies pursuant to its resolution dated February 19, 2022, our Board has identified the following as group companies of our Company ("**Group Companies**").

1. Vikram Solar Energy Solutions GmbH; and

2. Yashvi Art Foundation.

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Companies for the previous three financial years, extracted from their respective audited financial statements (as applicable) are available at the respective websites indicated below.

None of our Company, the BRLMs or any of the Company's or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the websites indicated below.

## A. Details of our Group Companies

### 1. Vikram Solar Energy Solutions GmbH

*Corporate Information*

Vikram Solar Energy Solutions GmbH was incorporated on May 5, 2017. Its registered office is at Lottumstraße 11, 10119 Berlin, Germany.

*Financial Performance*

Vikram Solar Energy Solutions GmbH is not required to prepare its audited financial statements under the laws of Germany where it has been incorporated. The financial information derived from the unaudited financial statements of Vikram Solar Energy Solutions GmbH being, (i) the reserves (including revaluation reserves); (ii) total income; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, for the year ended December 2020, December 2019 and December 2018 is available at https://www.vikramsolar.com/financial-performance/. The financial information is available at our Company's website as the website of Vikram Solar Energy Solutions GmbH is not available.

### 2. Yashvi Art Foundation

*Corporate Information*

Yashvi Art Foundation was incorporated on December 13, 2016. Its registered office is at The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata – 700107, West Bengal, India.

*Financial Performance*

The financial information derived from the standalone audited financial statements of Yashvi Art Foundation, being, (i) the reserves (including revaluation reserves); (ii) total income; (iii) profit after tax; (iv) earnings per shares; (v) diluted earnings per shares; and (vi) net asset value, for the Financial Years 2021, 2020 and 2019 is available at https://www.vikramsolar.com/financial-performance/. The financial information is available at our Company's website as the website of Yashvi Art Foundation is not available.

## B. Nature and extent of interest of Group Companies

***In the promotion of our Company***

Our Group Companies do not have any interest in the promotion of our Company.

***In the properties acquired by our Company in the past three years prior to filing this Draft Red Herring Prospectus or proposed to be acquired by our Company***

Our Group Companies are not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

***In transactions for acquisition of land, construction of building, supply of machinery, etc.***

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc. For details in relation to our related party transactions as per the requirements under Ind AS 24, please see the section titled "*Related Party Transactions*" on page 310.

**C. Common pursuits between our Group Companies and our Company**

Except Vikram Solar Energy Solutions GmbH, which is engaged in the renewable energy business none of our Group Companies are in the same line of business as our Company and our Subsidiaries and there are no common pursuits between our Group Companies and our Company and our Subsidiaries. However, we do not perceive any conflict of interest with our Group Companies and our Company ensures and adopts the necessary procedure and practices as permitted by laws and regulatory guidelines to address any instances of conflict of interest as and when they arise.

**D. Related business transactions within the Group Companies and significance on the financial performance of our Company**

Other than the transactions appearing in the section titled "*Related Party Transactions*" on page 310, there are no other related business transactions between the Group Companies and our Company.

**E. Business interests or other interests**

There are related party transactions between the Group Companies and our Company as appearing in the section titled "*Related Party Transactions*" on page 310. Other than the related party transactions, our Group Companies do not have any business interest or other interest in our Company.

# DIVIDEND POLICY

The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act, 2013.

According to the dividend distribution policy adopted by our Board on February 19, 2022, the dividend, if any, will depend on a number of factors, including but not limited to our Company's profits, retained earnings, earnings outlook, setting off unabsorbed losses or depreciation of past years and other factors considered relevant by our Board. In addition, the dividend, if any, will also depend on a number of external factors including but not limited to applicable laws and regulations including taxation laws, economic conditions, prevalent market practices, and technological changes.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please see the section entitled "*Financial Indebtedness*" on page 311.

We have not declared and paid any dividends on the Equity Shares in any of the three Financial Years preceding the date of this Draft Red Herring Prospectus and until the date of this Draft Red Herring Prospectus.

# SECTION V: FINANCIAL INFORMATION

## RESTATED CONSOLIDATED SUMMARY STATEMENTS

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**Independent Auditor's Examination Report on the Restated Consolidated Summary Statement, comprising the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019, the Restated Consolidated Statement of Profits and Losses (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the Six months period ended September 30, 2021 and for each of the years ended March 31, 2021, March 31, 2020 and March 31, 2019, the Restated Consolidated Summary Statement of Significant Accounting Policies, and other explanatory information of Vikram Solar Limited and its subsidiaries (collectively, the "Restated Consolidated Summary Statement")**

The Board of Directors
Vikram Solar Limited
'The Chambers', 8th Floor, 1865,
Rajdanga Main Road,
Kolkata – 700107, West Bengal

Dear Sirs/Madams:

1. We have examined the attached Restated Consolidated Summary Statement of Vikram Solar Limited (the "Company" or the "Issuer" ) and its subsidiaries (the Company together with its subsidiaries hereinafter referred to as "the Group"), comprising the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019, the Restated Consolidated Statement of Profits and Losses (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the six months period ended September 30, 2021 and for the years ended March31, 2021, March31, 2020, and March 31, 2019, Statement of Significant Accounting Policies, and other explanatory information of the Group (collectively, the "Restated Consolidated Summary Statement") , prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") in connection with its proposed initial public offering of the equity shares of the Company (the "IPO"). The Restated Consolidated Summary Statement has been approved by the Board of Directors of the Company at their meeting held on February 19, 2022 and has been prepared in accordance with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

**Management's Responsibility for the Restated Consolidated Summary Statement**

2. The Company's Board of Directors are responsible for the preparation of the Restated Consolidated Summary Statement for the purpose of inclusion in the DRHP .The Restated Consolidated Summary Statement has been prepared by the Management of the Group in accordance with the basis of preparation, stated in Note 2 to the Restated Consolidated Summary Statement. The responsibility of the respective Board of Directors of the Company included in the Group includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Consolidated Summary Statement. The Management is also responsible for identifying and ensuring that the Group complies with the Act, the ICDR Regulations and the Guidance Note.

**Auditor's Responsibilities**

3. We have examined such Restated Consolidated Summary Statement taking into consideration:

a) the terms of reference and terms of our engagement agreed with you vide our engagement letter dated October 19, 2021 & and addendum dated December 27, 2021, in connection with the proposed IPO of the Company;
b) the Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics Issued by the ICAI.
c) concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Consolidated Summary Statement; and
d) the requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

**Restated Consolidated Summary Statement**

4. The Restated Consolidated Summary Statement have been compiled by the management of the Company from:

i. The audited special purpose interim consolidated financial statements of the Group as at and for the six months' period ended September 30, 2021 prepared in accordance with Indian Accounting Standard ("Ind AS") 34 "Interim Financial Reporting", specified under Section 133 of the Act and other accounting principles accepted in India ("Special Purpose Consolidated Interim Financial Statements"), which have been approved by the Board of Directors at their meeting held on February 19, 2022; and

ii. The audited special purpose consolidated financial statements of the Group as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Indian Accounting Standard ("Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015 and other accounting principles accepted in India ("Audited Special Purpose Consolidated Financial Statements"), which have been approved by the Board of Directors at their meetings held on December 12, 2021.

5. For the purpose of our examination, we have relied on the independent auditor's reports issued by us on the special purpose interim consolidated financial statements of the Group as at and for the six months period ended September 30, 2021 and audited special purpose consolidated financial statements for each of the years ended March 31, 2021, March 31, 2020 and March 31, 2019 as referred in Paragraph 4 above, on which we have issued an unmodified opinion thereon.

6. As indicated in our audit reports referred to in paragraph 5 above, we did not audit the financial statements in respect of 6 subsidiaries in September 30,2021, 7 subsidiaries in March 31,2021, 8 subsidiaries in March 31,2020 and 4 subsidiaries in March 31,2019, whose share of total assets, total revenues and net cash flows included which have been audited by the auditors of the said subsidiaries ("Other Auditor") and whose reports have been furnished to us by the Company's management and our opinion on the above interim consolidated financial statements and the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary as mentioned above, is based solely on the reports of the other auditor is as below:

INR Million

| Particulars | As at and for the Six months period ended September 30, 2021 | As at and for the year ended March 31, 2021 | As at and for the year ended March 31, 2020 | As at and for the year ended March 31, 2019 |
|---|---|---|---|---|
| Total Assets | 134.49 | 138.00 | 275.14 | 201.01 |
| Total revenue | 111.35 | 309.38 | 402.89 | 93.48 |
| Net Cash inflow / (outflow) | (6.71 ) | 1.99 | 9.29 | (1.78) |

In respect of a subsidiary located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their country and which have been audited by other auditors under generally accepted auditing standards applicable in their respective country. The Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

Further, as indicated in our audit reports referred to in paragraph 5 above, the above consolidated financial statements include unaudited financial statements and other unaudited financial information in respect of 2 stepdown subsidiaries located outside India in September 30, 2021, March 31,2021, March 31,2020 and March 31,2019 whose financial statements reflect total assets, total revenues and total cash flows included in the Audited Consolidated Financial Statements for the relevant periods is tabulated below. These unaudited financial statements and other unaudited financial information have been furnished to us by the management, and our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries and in respect of such relevant period are based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

| Particulars | As at and for the Six months period ended September 30, 2021 | As at and for the year ended March 31, 2021 | As at and for the year ended March 31, 2020 | As at and for the year ended March 31, 2019 |
|---|---|---|---|---|
| Total Assets | 17.70 | 18.45 | 18.19 | 16.00 |
| Total revenue | - | 0.17 | 0.16 | 0.16 |
| Net Cash inflow / (outflow) | (0.01) | 0. 02 | (0.61) | (3.12) |

7. Our audit reports for the six months period ended September 30, 2021 and for the years ended March 31, 2021, March 31,2020 and March 31, 2019 included Emphasis of Matter paragraph on the below matters.

   i) <u>For the six months period ended September 30,2021, years ended March 31, 2021 and March 31, 2020</u>:

   We draw attention to Note 59 which describes the uncertainties and the impact of the Covid-19 pandemic on the Group's operations and financial statements as assessed by the management. The actual outcome may differ from such estimates for recovery of the carrying amount of various Non current& current assets including inventories, trade receivables, investments and other assets, depending on future developments.

   ii) <u>For the six months period ended September 30,2021, years ended March 31, 2021, March 31,2020 and March 31,2019:</u>

   We draw attention to Note 60 regarding payment of safeguard duty amounting to Rs. 1485.20 Million till September 30, 2021 (March 31,2021 Rs.1389.36 Million, March 31,2020 Rs.1076.43 Million, March 31,2019 Rs.604.08 Million) which has been considered as receivable in the financial statements since the matter is subjudice and based on legal opinion obtained by the

Company, the Company has an arguable case on merits, as more fully described therein. Necessary adjustments in the financials will be made based upon the legal outcome of the matter.

iii) For the six months period ended September 30,2021, years ended March 31, 2021 and March 31, 2020:

We draw attention to Note 61 regarding amount of Rs.667.52 Million in September 30,2021 (March 31,2021 -Rs.654.66 Million, March31,2020- Rs.654.66 Million) (included in Trade Receivables in the Financial Statements) which has been withheld/recovered by certain customers related to EPC and other contracts on account of Liquidated damages, generation loss etc. which the Company has not acknowledged and the matter has been referred to Arbitration/Court as per the terms of the respective contracts. The management is hopeful of resolution of the matter in favour of the Company and necessary adjustments will be made based upon the outcome of the arbitration proceedings.

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

8. Based on our examination and according to the information and explanations given to us, we report that:

   i. The Restated Consolidated Summary Statement has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the year ended March 31, 2021, March 31, 2020 and March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed in the restated interim consolidated financial statements of the Group as at and for the six months period ended September 30, 2021;

   ii. There are no qualifications in the independent auditor's report on the audited interim consolidated financial statements of the Group as at and for the six months period ended September 30, 2021and audited special purpose consolidated financial statements of the Group as at and for each of the years ended March 31, 2021, March 31, 2020 and March 31, 2019, which require any adjustments to the Restated Consolidated Summary Statement.

   iii. The Restated Consolidated Summary Statement has been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

9. This report should not in any way be construed as a reissuance or re-dating of any previous audit report issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. The Restated Consolidated Summary Statement does not reflect the effects of events that occurred subsequent to the date of the report on the audited financial statements mentioned in paragraph 5 above.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors of the Company for inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

**For Singhi & Co.**

**Chartered Accountants**

Firm Registration No.302049E

**(Anurag Singhi)**

Partner

Membership No. 066274

UDIN: 22066274ADIJYZ7578

Place: Kolkata

Dated: February 19, 2022

**Vikram Solar Limited**
**CIN: U18100WB2005PLC106448**
**Restated Consolidated Summary Statement of Assets & Liabilities**
*(All amounts are in INR Million, unless otherwise stated)*

| Particulars | Notes | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Non-current assets** | | | | | |
| (a) Property, plant and equipment | 5 | 3,070.87 | 3,203.39 | 3,328.85 | 3,228.32 |
| (b) Right of use assets | 5 | 430.84 | 469.56 | 77.44 | 111.05 |
| (c) Capital work in progress | 5.2 | 1,542.87 | 660.59 | 108.72 | 99.18 |
| (d) Intangible assets | 6 | 114.01 | 139.70 | 160.06 | 125.93 |
| (e) Intangible assets under development | | 9.18 | 4.88 | 0.40 | 19.25 |
| (f) Financial assets | | | | | |
| (i) Investments | 7 | - | - | - | 1.72 |
| (ii) Others | 8 | 621.06 | 727.51 | 700.51 | 657.38 |
| (g) Deferred tax assets (net) | 9 | 5.67 | 2.08 | 1.91 | 1.84 |
| (h) Other assets | 10 | 103.20 | 114.53 | 66.98 | 52.87 |
| **Total non-current assets** | | **5,897.70** | **5,322.24** | **4,444.87** | **4,297.54** |
| **Current assets** | | | | | |
| (a) Inventories | 11 | 2,812.30 | 1,930.08 | 2,265.63 | 2,071.31 |
| (b) Financial assets | | | | | |
| (i) Trade receivables | 12 | 7,100.83 | 7,359.29 | 5,653.18 | 5,396.33 |
| (ii) Cash and cash equivalents | 13 | 17.84 | 85.86 | 316.78 | 151.97 |
| (iii) Bank Balances other than (ii) above | 14 | 943.85 | 925.93 | 861.40 | 722.48 |
| (iv) Loans | 15 | 18.94 | 18.94 | 28.25 | - |
| (iv) Others | 16 | 1,948.34 | 1,793.00 | 1,498.17 | 1,153.62 |
| (c) Other assets | 17 | 680.50 | 537.67 | 496.86 | 494.18 |
| (d) Current tax assets (net) | 18 | 12.60 | 7.92 | 198.77 | 161.02 |
| **Total Current assets** | | **13,535.20** | **12,658.69** | **11,319.04** | **10,150.91** |
| **Total Assets** | | **19,432.90** | **17,980.93** | **15,763.91** | **14,448.45** |
| | | | | | |
| **EQUITY AND LIABILITIES** | | | | | |
| **Equity** | | | | | |
| (a) Equity share capital | 19 | 235.30 | 235.30 | 279.25 | 279.25 |
| (b) Other equity | 20 | 3,711.78 | 3,908.82 | 3,339.04 | 3,177.22 |
| **Total Equity** | | **3,947.08** | **4,144.12** | **3,618.29** | **3,456.47** |
| **Liabilities** | | | | | |
| **Non-current Liabilities** | | | | | |
| (a) Financial liabilities | | | | | |
| (i) Borrowings | 21 | 2,561.17 | 2,296.29 | 1,870.98 | 2,035.73 |
| (ii) Lease liabilities | 22 | 385.32 | 423.21 | 69.84 | 96.27 |
| (iii) Trade Payable | 23 | | | | |
| - total outstanding dues of micro enterprises and small enterprises | | - | - | - | - |
| '- total outstanding dues of creditors other than micro enterprises and small enterprises | 23 | 58.47 | 85.28 | - | - |
| (iv) Others | 24 | 86.51 | 107.20 | - | - |
| (b) Provisions | 25 | 79.47 | 70.39 | 56.40 | 48.13 |
| (c) Deferred tax liabilities (net) | 26 | 52.18 | 183.55 | 110.94 | 93.17 |
| (d) Deferred income from grant | 47 | 191.23 | 170.57 | 166.49 | 180.86 |
| (e) Other non-current liabilities | 27 | - | - | - | 242.90 |
| **Total non-current liabilities** | | **3,414.35** | **3,336.49** | **2,274.65** | **2,697.06** |
| **Current Liabilities** | | | | | |
| (a) Financial liabilities | | | | | |
| (i) Borrowings | 28 | 4,732.99 | 3,911.50 | 3,311.39 | 3,925.78 |
| (ii) Lease liabilities | 29 | 97.60 | 84.67 | 39.26 | 47.26 |
| (iii) Trade payables | 23 | | | | |
| - total outstanding dues of micro enterprises and small enterprises | | 334.73 | 365.10 | 299.86 | 95.83 |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | 23 | 4,443.01 | 4,613.95 | 4,652.24 | 3,861.96 |
| (iv) Others | 30 | 346.40 | 443.27 | 187.14 | 95.96 |
| (b) Other current liabilities | 31 | 2,084.99 | 1,061.69 | 1,342.47 | 244.71 |
| (c) Provisions | 32 | 5.86 | 5.74 | 3.14 | 2.76 |
| (d) Deferred income from grant | 47 | 14.37 | 14.37 | 14.37 | 14.37 |
| (e) Current tax liabilities (net) | 33 | 11.51 | 0.03 | 21.10 | 6.29 |
| **Total current liabilities** | | **12,071.46** | **10,500.32** | **9,870.97** | **8,294.92** |
| **Total liabilities** | | **15,485.81** | **13,836.81** | **12,145.62** | **10,991.98** |
| **Total equity and liabilities** | | **19,432.90** | **17,980.93** | **15,763.91** | **14,448.45** |
| **Summary of Significant Accounting Policies** | 3 | | | | |

The accompanying notes are an integral part of the Restated Consolidated Summary Statement
In terms of our report attached of the even date

**For Singhi & Co.**
Chartered Accountants
ICAI Firm registration number: 302049E

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

**per Anurag Singhi**
Partner
Membership No. 066274

**Gyanesh Chaudhary**
Managing Director
DIN: 00060387

**Krishna Kumar Maskara**
Wholetime Director &
Chief Financial Officer
DIN: 01677008

Place: Kolkata
Date: February 19, 2022

**Saibaba Vutukuri**
Chief Executive Officer

**Sudip Chatterjee**
Company Secretary
ICSI Membership No: F11373

**Vikram Solar Limited**
**CIN: U18100WB2005PLC106448**
**Restated Consolidated Summary Statement of Profits and Losses**
*(All amounts are in INR Million, unless otherwise stated)*

| | Particulars | Notes | For the six months period ended Sept 30, 2021 | For the year ended March 31, 2021 | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
|---|---|---|---|---|---|---|
| | **Income:** | | | | | |
| I | Revenue from operations | 34 | 5,978.52 | 16,101.38 | 16,396.83 | 20,168.36 |
| II | Other income | 35 | 75.02 | 174.64 | 222.91 | 144.58 |
| III | **Total income ( I + II )** | | **6,053.54** | **16,276.02** | **16,619.74** | **20,312.94** |
| IV | **Expenses:** | | | | | |
| | Cost of materials & services consumed | 36 | 4,890.16 | 12,163.34 | 12,244.54 | 16,439.30 |
| | Changes in inventories of finished goods and work-in-progress | 37 | (532.30) | 5.37 | 351.54 | (224.79) |
| | Employee benefits expense | 38 | 559.26 | 870.67 | 924.58 | 841.16 |
| | Finance costs | 39 | 470.74 | 994.79 | 949.65 | 929.70 |
| | Depreciation and amortisation expense | 40 | 193.61 | 388.26 | 367.75 | 311.77 |
| | Other expenses | 41 | 783.57 | 1,291.62 | 1,477.26 | 1,429.11 |
| | **Total expenses** | | **6,365.04** | **15,714.05** | **16,315.32** | **19,726.25** |
| V | **Profit / (loss) before tax (III-IV)** | | **(311.50)** | **561.97** | **304.42** | **586.69** |
| VI | **Tax expense:** | | | | | |
| | -Current tax | 26.3 | 12.28 | 108.20 | 61.62 | 121.88 |
| | -Deferred tax | 26.3 | (134.16) | 71.84 | 17.56 | 56.59 |
| VII | **Profit / (loss) for the period/year (V-VI)** | | **(189.62)** | **381.93** | **225.24** | **408.22** |
| VIII | **Other comprehensive income/(loss) for the period/year** | | | | | |
| | **Item that will not be subsequently reclassified to profit or loss** | | | | | |
| | (a) Re-measurement gains/ (losses) on defined benefit obligations | | (2.25) | 1.81 | 0.38 | (0.53) |
| | (b) Income tax effect on above | | 0.80 | (0.60) | (0.14) | 0.19 |
| | **Item that will be subsequently reclassified to profit or loss** | | | | | |
| | (a) Exchange difference on foreign operations | | (5.97) | 46.01 | (63.66) | (36.48) |
| | **Total other comprehensive income/(loss), net of tax** | | **(7.42)** | **47.22** | **(63.42)** | **(36.82)** |
| IX | **Total comprehensive income for the period / year** | | **(197.04)** | **429.15** | **161.82** | **371.40** |
| X | Earnings per equity share (EPS) (face value of share of Re. 10 each) (EPS for six months period ended September 30, 2021 is not annualised) | | | | | |
| | **Basic & Diluted (in Rs. per share)** | 42 | (0.73) | 1.48 | 0.86 | 1.55 |
| | **Summary of Significant Accounting Policies** | 3 | | | | |

The accompanying notes are an integral part of the Restated Consolidated Summary Statement
In terms of our report attached of the even date

**For Singhi & Co.**
Chartered Accountants
ICAI Firm registration number: 302049E

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

**per Anurag Singhi**
Partner
Membership No. 066274

**Gyanesh Chaudhary**
Managing Director
DIN: 00060387

**Krishna Kumar Maskara**
Wholetime Director &
Chief Financial Officer
DIN: 01677008

Place: Kolkata
Date: February 19, 2022

**Saibaba Vutukuri**
Chief Executive Officer

**Sudip Chatterjee**
Company Secretary
ICSI Membership No: F11373

**Vikram Solar Limited**
**CIN: U18100WB2005PLC106448**
**Restated Consolidated Summary Statement of Cash Flow**
*(All amounts are in INR Million, unless otherwise stated)*

| Particulars | | For the six months period ended Sept 30, 2021 | For the year ended March 31, 2021 | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
|---|---|---|---|---|---|
| **A. Cash Flow from Operating Activities** | | | | | |
| Profit /(loss) before tax | | **(311.50)** | **561.97** | **304.42** | **586.69** |
| **Adjustments for :** | | | | | |
| Depreciation and amortization expenses | | 174.53 | 356.22 | 334.14 | 279.66 |
| Depreciation on Right of use assets | | 19.09 | 32.04 | 33.61 | 32.11 |
| Finance cost | | 449.65 | 967.22 | 936.82 | 914.17 |
| Finance cost on leasing arrangment | | 21.09 | 27.48 | 12.83 | 15.53 |
| Interest income | | (50.31) | (120.23) | (138.53) | (75.39) |
| (Profit) / Loss on sale of investments | | - | 2.03 | (23.04) | - |
| Profit on sale of Mutual Fund Units | | - | - | (0.07) | - |
| Gain on retirement of right of use assets | | | (2.18) | | |
| Change in fair value of financial assets through FVTPL | | - | - | - | (0.13) |
| Allowance for expected credit loss | | 16.47 | 21.56 | 4.07 | (8.34) |
| Unrealised Foreign Exchange Difference | | 15.17 | (139.69) | 157.22 | (48.45) |
| Provision for warranties | | 2.98 | 7.68 | 0.49 | 11.28 |
| Profit on sale of fixed assets | | - | (0.01) | (0.50) | (0.06) |
| **Operating profit before working capital changes** | | **337.17** | **1,714.09** | **1,621.46** | **1,707.07** |
| **Movement in working capital:** | | | | | |
| Decrease / (Increase) in inventories | | (882.24) | 335.56 | (194.33) | (106.06) |
| Increase / (Decrease) in financial and non financial liabilities | | 869.09 | (92.31) | 1,756.65 | 2,117.13 |
| Decrease in financial and non financial assets | | 6.06 | (1,890.73) | (861.42) | (924.58) |
| **Cash Generated from operations** | | **330.07** | **66.61** | **2,322.36** | **2,793.56** |
| Income tax paid (net of refund) | | (5.47) | 60.39 | (44.31) | (217.02) |
| **Net cash flow from / (used in )operating activities** | (A) | **324.61** | **127.00** | **2,278.05** | **2,576.54** |
| **B. Cash Flow from Investing Activities** | | | | | |
| Payment for acquisition of property, plant and equipment, CWIP and intangible assets | | (1,022.50) | (569.04) | (494.30) | (313.25) |
| Proceeds from sale/ disposal of fixed assets | | - | 0.02 | 52.56 | 4.84 |
| Sale of investment | | - | 1.10 | 0.50 | |
| Intercorporate loan given | | (1,400.74) | (853.00) | (845.25) | 494.00 |
| Intercorporate loan recovered | | 1,369.05 | 853.00 | 827.95 | (494.00) |
| Net increase in fixed deposits | | 71.05 | 42.48 | (35.74) | (147.47) |
| Interest received | | 21.34 | 130.36 | 133.98 | 75.93 |
| **Net cash used in investing activities** | (B) | **(961.80)** | **(395.08)** | **(360.30)** | **(379.95)** |
| **C. Cash flow from Financing Activities** | | | | | |
| Proceeds from long term borrowings | | 592.10 | 1,474.55 | - | 491.29 |
| Repayment of long term borrowings | | (269.19) | (696.58) | (293.30) | (1,111.43) |
| Increase/(decrease) in cash credit and demand loan from banks | | 768.36 | 254.60 | (483.08) | (459.66) |
| Buyback of equity shares | | - | (53.33) | - | - |
| Issue of equity shares (Including share premium) | | - | 150.00 | - | - |
| Repayment of lease liabilities | | (46.05) | (45.37) | (47.26) | (42.91) |
| Interest paid on leasing arrangment | | (21.09) | (27.48) | (12.83) | (15.53) |
| Interest paid | | (454.90) | (1,018.26) | (917.55) | (944.27) |
| **Net cash used in financing activities** | (C) | **569.23** | **38.13** | **(1,754.02)** | **(2,082.51)** |
| Net (decrease)/increase in Cash and Cash Equivalents (A+B+C) | | (67.96) | (229.95) | 163.73 | 114.08 |
| Effect of Exchange Rate on Consolidation of Foreign Subsidiaries | | (0.06) | (0.97) | 1.08 | 2.52 |
| Cash and Cash Equivalents at the beginning of the period/year | | 85.86 | 316.78 | 151.97 | 35.37 |
| **Cash and Cash Equivalents at the end of the period/year** | | **17.84** | **85.86** | **316.78** | **151.97** |

**Vikram Solar Limited**
**CIN: U18100WB2005PLC106448**
**Restated Consolidated Summary Statement of Cash Flow**
*(All amounts are in INR Million, unless otherwise stated)*

| Particulars | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| **Components of Cash & Cash Equivalents** (Refer Note 13) | | | | |
| Balance with Banks | 13.36 | 80.94 | 189.44 | 145.05 |
| - Cheque on hand | | - | 120.00 | - |
| Cash on hand | 4.48 | 4.92 | 7.34 | 6.92 |
| **Cash and Cash Equivalents as at the end of the period / year** | **17.84** | **85.86** | **316.78** | **151.97** |

**Changes in liabilities arising from financing activities**

| Particulars | Opening | Cash Flows | Others | Closing |
|---|---|---|---|---|
| **As on Sept 30, 2021** | | | | |
| Short Term borrowings (Note 28) | 3,327.50 | 768.36 | - | 4,095.86 |
| Non-current borrowings (including Current Maturities) (Note 21) | 2,880.29 | 322.91 | (4.90) | 3,198.30 |
| **Total liabilities from financing activities** | **6,207.79** | **1,091.27** | **(4.90)** | **7,294.16** |
| | | | | |
| **As on March 31, 2021** | | | | |
| Short Term borrowings (Note 28) | 3,072.90 | 254.60 | - | 3,327.50 |
| Non-current borrowings (including Current Maturities) (Note 21) | 2,109.47 | 777.97 | (7.15) | 2,880.29 |
| **Total liabilities from financing activities** | **5,182.37** | **1,032.57** | **(7.15)** | **6,207.79** |
| | | | | |
| **As on March 31, 2020** | | | | |
| Short Term borrowings (Note 28) | 3,555.98 | (483.08) | - | 3,072.90 |
| Non-current borrowings (including Current Maturities) (Note 21) | 2,405.53 | (293.30) | (2.76) | 2,109.47 |
| **Total liabilities from financing activities** | **5,961.51** | **(776.38)** | **(2.76)** | **5,182.37** |
| | | | | |
| **As on March 31, 2019** | | | | |
| Short Term borrowings (Note 28) | 4,015.64 | (459.66) | - | 3,555.98 |
| Non-current borrowings (including Current Maturities) (Note 21) | 3,016.97 | (620.14) | 8.70 | 2,405.53 |
| **Total liabilities from financing activities** | **7,032.61** | **(1,079.80)** | **8.70** | **5,961.51** |

The above Restated Consolidated Summary Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'

The accompanying notes are an integral part of the Restated Consolidated Summary Statement
In terms of our report attached of the even date

**For Singhi & Co.**
Chartered Accountants
ICAI Firm registration number: 302049E

**per Anurag Singhi**
Partner
Membership No. 066274

Place: Kolkata
Date: February 19, 2022

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

**Gyanesh Chaudhary**
Managing Director
DIN: 00060387

**Krishna Kumar Maskara**
Wholetime Director &
Chief Financial Officer
DIN: 01677008

**Saibaba Vutukuri**
Chief Executive Officer

**Sudip Chatterjee**
Company Secretary
ICSI Membership No: F11373

**Vikram Solar Limited**
**CIN: U18100WB2005PLC106448**
**Restated Consolidated Summary Statement of Changes in Equity**
*(All amounts are in INR Million, unless otherwise stated)*

**A Equity share capital**

| Particulars | As at Sept 30, 2021 | | As at March 31, 2021 | | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | Number of shares | Amount | Number of shares | Amount | Number of shares | Amount | Number of shares | Amount |
| **Equity shares outstanding at the beginning of the period/year** | **2,35,30,000** | **235.30** | **2,79,25,000** | **279.25** | **2,79,25,000** | **279.25** | **2,79,25,000** | **279.25** |
| Add: Issue of shares during the period/year | - | - | 9,37,500 | 9.38 | - | - | - | - |
| Less: Equity Shares cancelled pursuant to buyback (Refer Note 19) | - | - | (53,32,500) | (53.33) | - | - | - | - |
| **Equity shares outstanding at the end of the period/year*** | **2,35,30,000** | **235.30** | **2,35,30,000** | **235.30** | **2,79,25,000** | **279.25** | **2,79,25,000** | **279.25** |

* Refer Note 19

**B Other Equity**

| Particulars | Attributable to the equity shareholders | | | | |
|---|---|---|---|---|---|
| | Reserves and Surplus | | | Other Comprehensive Income | Total other equity |
| | Capital Redemption Reserve | Securities premium | Retained earnings | Foreign Currency Transalation Reserve | |
| **As at March 31, 2018** | **-** | **427.25** | **2,398.72** | **(2.09)** | **2,823.88** |
| Adjustment for IND AS 116 (Refer Note 4 & 49) | - | - | (18.06) | - | (18.06) |
| Profit for the year | - | - | 408.22 | - | 408.22 |
| Change in Foreign Currency Translation Reserve | - | - | - | (36.48) | (36.48) |
| Re-measurement loss on defined benefit plans (net of tax) | - | - | (0.34) | - | (0.34) |
| **As at March 31, 2019** | **-** | **427.25** | **2,788.54** | **(38.57)** | **3,177.22** |
| Profit for the year | - | - | 225.24 | - | 225.24 |
| Change in Foreign Currency Translation Reserve | - | - | - | (63.66) | (63.66) |
| Re-measurement loss on defined benefit plans (net of tax) | - | - | 0.24 | - | 0.24 |
| **As at March 31, 2020** | **-** | **427.25** | **3,014.02** | **(102.23)** | **3,339.04** |
| On Issue during the year | - | 140.63 | - | - | 140.63 |
| Transfer to Capital redemption reserve | 53.33 | - | (53.33) | - | - |
| Profit for the year | - | - | 381.93 | - | 381.93 |
| Change in Foreign Currency Translation Reserve | - | - | - | 46.01 | 46.01 |
| Re-measurement loss on defined benefit plans (net of tax) | - | - | 1.21 | - | 1.21 |
| **As at March 31, 2021** | **53.33** | **567.88** | **3,343.83** | **(56.22)** | **3,908.82** |
| Profit / (loss) for the period | - | - | (189.62) | - | **(189.62)** |
| Change in Foreign Currency Translation Reserve | - | - | - | (5.97) | **(5.97)** |
| Re-measurement loss on defined benefit plans (net of tax) | - | - | (1.45) | - | **(1.45)** |
| **As at Sept 30, 2021** | **53.33** | **567.88** | **3,152.76** | **(62.19)** | **3,711.78** |

The accompanying notes are an integral part of the Restated Consolidated Summary Statement
In terms of our report attached of the even date

**For Singhi & Co.**
Chartered Accountants
ICAI Firm registration number: 302049E

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

**per Anurag Singhi**
Partner
Membership No. 066274

**Gyanesh Chaudhary**
Managing Director
DIN: 00060387

**Krishna Kumar Maskara**
Wholetime Director &
Chief Financial Officer
DIN: 01677008

Place: Kolkata
Date: February 19, 2022

**Saibaba Vutukuri**
Chief Executive Officer

**Sudip Chatterjee**
Company Secretary
ICSI Membership No: F1137

1 **GROUP OVERVIEW**

The Restated Consolidated Summary Statement comprise financial statements of Vikram Solar Limited (the Holding Company) and its subsidiaries (collectively, the Group) for the six months period ended Sept 30, 2021 and for each years ended March 31, 2021, March 31, 2020 and March 31, 2019.

Vikram Solar Limited ("The Company") is a public limited company, incorporated under the provision of Companies Act, applicable in India. The company was incorporated as private limited company and has been converted into a Public Limited Company with effect from August 22, 2017.

The Registered office of the Company is situated at The Chambers, 8th Floor, 1865, Rajdanga Main Road, Kolkata – 700107.

Vikram Solar Limited (hereinafter referred as Parent Company) and its subsidiaries (hereinafter collectively referred as "Group") and is engaged in the business of manufacturing and sale of Solar photovoltaic modules / systems. The manufacturing facilities are situated at Falta Special Economic Zone (SEZ), West Bengal. The Group is also setting up a new manufacturing facility in Chennai, Tamil Nadu. The Group is also engaged into setting up of the Solar Power Plant / Systems and provides operation and maintenance services.

2 **Basis of Preparation**

The Restated Consolidated Summary Statements of assets and liabilities of the Group as at Sept 30, 2021, March 31, 2021, March 31, 2020 & March 31, 2019 and the related Restated Consolidated Summary Statements of Profits & Losses, Changes in Equity and Cash Flows for the six months period ended Sept 30, 2021 and each of the years ended March 31, 2021, March 31, 2020 & March 31, 2019 and accompanying notes to the aforesaid Consolidated Summary Statements (hereinafter collectively called "Restated Consolidated Summary Statement") have been prepared specifically for inclusion in the Offer documents to be filed by the Company with the Securities and Exchange Board of India ("SEBI") and Registrar of Companies ("ROC") in connection with proposed initial public offer of equity shares of the Company (the "Offering").

**The Restated Consolidated Summary Statements have been prepared to comply in all material respects with the requirement of:**

a. Relevant Provisions of Section 26 of Part I of Chapter III Companies Act, 2013 (the "Act")

b. Relevant provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") on September 11, 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

c. Guidance Note on reports in Company Prospectus (Revised 2019) ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

**The Restated Consolidated Summary Statement has been compiled from:**

a. Audited Consolidated Interim Financial Statements of the Group as at and for the six months period ended September 30,2021 which is prepared in accordance with Indian Accounting Standard 34 "Financial Reporting", as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as "Ind AS") and

b. Audited Special purpose Consolidated Financial Statements of the Group as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as "Ind AS").

c. The Restated Consolidated Summary Statement have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2021, 2020 and 2019 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at six months period ended September 30, 2021.

2.1.(a) **Basis of measurement**

The consolidated financial statements have been prepared on a historical cost convention on accrual basis, except for certain financial instruments measured at fair value as required by relevant Ind AS (Refer Note 3.12 for accounting policy on financial instruments).

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 (as amended). Based on the nature of operation and the time between the rendering of supply & services and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

The consolidated financial statements have been reported in INR Millions, except for information pertaining to number of shares and earnings per share information.

(b) **Basis of consolidation**

The Restated Consolidated Summary Statements comprise the Restated Summary Statements of the Company and its subsidiaries as at September 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year/period are included in the Restated Consolidated Summary Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated Consolidated Summary Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated Consolidated Summary Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated Consolidated Summary Statements to ensure conformity with the Group's accounting policies.

Profit or loss and each component of Other Comprehensive Income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests if any, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the Restated Standalone Summary Statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

There are no associates, joint ventures and joint operations of the Group.

(c) **Significant accounting judgements, estimates and assumptions**

The preparation of consolidated financial statements in conformity with Ind AS requires the Management to make judgements, estimates and assumptions that affect the reported amounts and disclosures. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared and reviewed at each Balance Sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures.

(i) **Employee benefit plans - Note 3.13 and 45**

Post-employment benefits represents obligation that will be settled in the future and require assumptions to project benefit obligations. Post-employment benefit accounting is intended to reflect the recognition of future benefit cost over the employee's approximate service period, based on the terms of plans and the investment and funding decisions made. The accounting requires the Group to make assumptions regarding variables such as discount rate, rate of compensation increase and future mortality rates. Changes in these key assumptions can have a significant impact on the defined benefit obligations and benefit costs incurred.

(ii) **Impairment of trade receivables - Note 3.12.a and 12**

The risk of delay collection of accounts receivable is primarily estimated based on prior experience with, and the past due status of debtors, while large accounts are assessed individually based on factors that include ability to pay, bankruptcy and payment history. The assumptions and estimates applied for determining the allowance of expected credit loss are reviewed periodically.

(iii) **Estimation of expected useful lives and residual values of property, plants and equipment - Note 3.1, 5 and 6**

Property, plant and equipment are depreciated at historical cost using straight-line method based on the estimated useful life, taking into account their residual value. The asset's residual value and useful life are based on the Group's best estimates and reviewed, and adjusted if required, at each Balance Sheet date taking into consideration the estimated usage of the assets, operating condition of the assets and anticipated technological changes etc.

(iv) **Fair Value Measurements**

When the fair values of financial assets and financial liabilities recorded in the Consolidated Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques which involve various judgements and assumptions.

(v) **Contingent Liabilities - Note 3.10 and 46**

Contingent Liabilities covering a range of matters are pending against the Group. Due to the uncertainty inherent in such matters, it is often difficult to predict the final outcomes. The cases and claims against the Group often raise difficult and complex factual and legal issues that are subject to many uncertainties and complexities, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law, in the normal course of business, the Group consults with experts on matters related to litigations. The Group accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated. In the event an adverse outcome is possible or an estimate is not determinable, the matter is disclosed.

(vi) **Revenue Recognition**

The Company uses the proportionate completion method for recognition of revenue, accounting for unbilled revenue / unearned revenue and contract cost thereon for its turnkey contracts. The percentage of completion is measured by reference to the stage of the projects and contract determined based on the proportion of contract costs incurred for work performed to date bear to the estimated total contract costs. Use of the proportionate completion method requires the Company to estimate the efforts or costs incurred to date as a proportion of the total efforts or cost to be incurred. Significant assumptions are required in determining the stage of completion, the extent of the contract cost incurred, the estimated total contract revenue and contract cost and the recoverability of the contracts. These estimates are based on events existing at the end of each reporting date.

3.0 **Summary of Significant accounting policieis**

3.1 **Property, plant and equipment**

Property, Plant and Equipment, Capital Work in Progress is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price (net of tax credits), borrowing costs, if capitalization criteria are met, commissioning expenses, etc. up to the date the asset is ready for its intended use.

Freehold land is not depreciated.

Expenditure directly attributable to expansion projects is capitalized. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are expensed off when that are incurred.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

**<u>Depreciation methods, estimated useful lives</u>**

Depreciation is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, which are in line with the rates prescribed in the Schedule II of the Companies Act, 2013.

| **Property, plant and equipment** | **Useful Life** |
|---|---|
| Building | 30 years |
| Furniture and Fixtures | 10 years |
| Vehicles | 8- 10 years |
| Office Equipment | 3-5 years |
| Plant & Machinery | 15 years |
| Electrical Installation | 10 years |
| Computers & Accessories | 3-6 years |

The Group, based on technical assessment made by technical expert and management estimate, depreciates certain items of tools, plant & machinery and other handling equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

The Group has adopted Schedule II to the Companies Act, 2013 which requires identification and determination of separate useful life for each major component of the property, plant and equipment, if they have useful life that is materially different from that of the remaining asset.

The carrying amounts of assets are reviewed at each Balance Sheet date to determine if there is any indication of impairment based on external or internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use'. The estimated future cash flows are discounted to their present value using pre-tax discount rates and risks specific to the asset.

3.2 **Intangible Assets**

Acquired intangible assets are initially measured at cost and subsequently at cost less accumulated amortization and accumulated impairment loss, if any.

**Amortization of Intangible assets**

Intangibles are amortized on a straight line basis over the useful lives as given below, which is based on the management estimates.

| Intangible assets | Useful Life |
|---|---|
| Computer Software | 5 years |
| Trade Mark & Copyrights | 3 years |
| Product Certifications | 3 – 5 years |

Intangible assets are amortized over their respective useful economic lives and assessed for impairment whenever there is an impairment indicator. The amortization expense and the gain or loss on disposal, is recognized in the statement of profit and loss.

3.3 **Rounding off amounts**

All amounts disclosed in consolidated financial statements and notes have been rounded off to the nearest lakhs as per requirement of Schedule III of the Act (as amended), unless otherwise stated.

3.4 **Borrowing costs**

Borrowing costs that are 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 are capitalized as part of the cost of asset. All other borrowing costs are recognised as expenditure in the period in which they are incurred.

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

3.5 **Foreign Currency Transactions**

The Group's consolidated financial statements are presented in INR, which is also the parent Company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions in foreign currencies are initially recorded in reporting currency by the Group at 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 and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of nonmonetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit and loss, respectively).

On consolidation of subsidiaries, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

3.6 **Revenue Recognition**

**<u>Sale of goods and rendering of services:</u>**

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

Revenue from sales of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery.

Revenues from turnkey contracts, which are generally time bound fixed price contracts are recognised over the life of the contract using the proportionate completion method with contract costs of determining the degree of completion. Foreseeable losses on such contracts are recognised when probable.

Revenue on installation and commissioning contracts are recognised as per the terms of contract. Revenue from maintenance contracts are recognised pro rata over the period of the contract.

**Other Operating revenues**

Exports entitlements are recognised when the right to receive such incentives as per the applicable terms is established, in respect of the exports made and when there is no significant uncertainty regarding the ultimate realisation/ utilization of such incentives.

**Other Income**

Interest Income is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument.

Dividend income is recognised when the Group's right to receive dividend is established by the reporting date.

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted and to the extent there is no uncertainty in receiving the claims.

3.7 **Taxes**

(a) **Current income tax**

Current tax assets and liabilities are measured at the amount expected to be recovered 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 year-end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) **Deferred tax**

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in consolidated financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses and tax credits only if it is probable that future taxable amounts will be available to utilize those temporary differences, losses and tax credits. The carrying amount of deferred tax assets is reviewed at each Balance Sheet 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

In the situations where the Group is entitled to a tax holiday under the Income Tax Act, 1961, no deferred tax (asset or liability) is recognised in respect of temporary differences which reverse during the tax holiday period, to the extent the Group's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognised in the year in which the temporary differences originate. However, the Group restricts the recognition of deferred tax assets to the extent that it has become probable that sufficient future taxable profits will be available against which such deferred tax assets can be realised. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

In case of tax payable as Minimum Alternative Tax (‘MAT’) under the provisions of the Income-tax Act, 1961, the credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as a deferred tax asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

3.8 **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**As a lessee**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**(i) Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment.

**(ii) Lease Liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

**Short-term lease and lease of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of twelve months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of offices, godowns, equipment, etc. that are of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.9 **Inventories**

Raw materials, packaging materials and stores and spare parts are valued at lower of cost and net realizable value. However, material and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition.

Work in progress and Finished Goods are valued at lower of cost and net realisable value. Cost includes cost of direct materials and direct labour and a proportion of manufacturing overhead based on the normal operating capacity. Cost is determined on monthly weighted average basis.

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

3.10 **Provisions and contingent liabilities**

Provisions are recognized when there is 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

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 recognized as a finance cost.

Present obligations arising under onerous contracts are recognised and measured as provisions.

Provisions for the expected cost of warranty obligations on sale of goods are recognised at the date of sale of relevant products, at the Management best estimate of the expenditure required to settle the Group's obligation. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

Disclosure of contingent liability is made 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 Group 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.

3.11 **Cash and cash equivalents**

For the purposes of the cash flow statement and Balance Sheet, Cash and cash equivalent comprise cash at banks, cash on 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.

3.12 **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.

**(a) Financial assets**

**Classification**

The Group classifies its financial assets in the following measurement categories:
a) those to be measured subsequently at fair value (either through other comprehensive income (FVOCI), or through profit or loss (FVTPL)), and
b) those measured at amortised cost.
The classification depends on the Group's business model for managing the financial assets and the contractual terms of cash flows.
For assets measured at fair value, gains and losses is either recorded in the statement of profit and loss or other comprehensive income. For investments in debt instruments, this depends on the business model in which the investment is held. For investments in equity instruments, this depends on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Group reclassifies the debt investments when and only when the business model for managing those assets changes.

**Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Impairment of financial assets**

The Group assesses on a forward looking basis, the expected credit losses associated with its assets carrying at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**Derecognition of financial assets**

A financial asset is derecognised only when
• The Group has transferred the rights to receive cash flows from the financial asset or
• retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

**Fair value of Financial Instruments**

In determining the fair value of financial instruments, the Group uses a variety of method and assumptions that are based on market conditions and risk existing at each reporting date. The methods used to determine fair value includes discounted cash flow analysis and available quoted market prices. All method of assessing fair value result in general approximation of fair value and such value may never actually be realised.

Investments in units of mutual funds are accounted for at fair value and the changes in fair value are recognised in the Consolidated Statement of Profit and Loss.

**(b) Financial liabilities**

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

(i) **Borrowings**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on loan facilities are recognised as transaction costs of the borrowings to the extent that it is probable that some or all of the facility will be drawn down. Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

**(ii) Embedded derivatives**

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in all other host contract are separated if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

3.13 **Employee Benefits**

**A. Short term employee benefits**

Liabilities for short term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefits payable in the balance sheet.

**B. Post-employment benefits**

**(i) Defined contribution plan**

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenses for the period in which the employee has rendered the service.

**(ii)Defined benefit plans**

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

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:
(i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
(ii) Net interest expense or income

**Compensated absence**: The Group provides for the sick leave and encashment of earned leave or leave with pay subject to certain rules. The employees are entitled to accumulate earned leave and sick leave subject to certain limits, for future utilization or encashment. The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured annually by actuaries as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the statement of profit and loss.

3.14 **Government Grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and there is a reasonable certainty that grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non- current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful life of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

3.15 **Derivative financial instruments**

The Group enters into foreign exchange forward contracts to manage its exposure to foreign currency risk. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period with changes included in other income / other expense in the Statement of Profit and Loss unless the derivate is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

3.16 **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Chief Executive Officer (CEO) of the Group. Refer note 54.

3.17 **Earnings per Share**

Basic earnings per share is calculated by dividing the net profit or loss before other comprehensive income for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

3.18 **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

3.19 **Recent accounting pronouncement**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from October 1, 2021.

MCA issued notifications dated March 24, 2021, to amend Schedule III to the Companies Act, 2013 (as amended) to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Group for the financial period starting April 1, 2021 and the Group has complied with the disclosure requirements.

*(All amounts are in INR Million, unless otherwise stated)*

**4 Part A: Particulars of Restated Consolidated Summary Statements for prior years**

**Reconciliation between audited equity and restated equity**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Other Equity (as per audited consolidated financial statements)** | 3,711.78 | 3,908.82 | 3,339.04 | 3,198.37 |
| **Adjustments** | | | | |
| **Change in accounting policies** | | | | |
| (i) Ind AS 116 transition adjustment (Refer Note 4.1) | - | - | - | (18.06) |
| (i) Impact of Ind AS 116 as given below | - | - | - | (3.09) |
| **Total impact on adjustments** | **-** | **-** | **-** | **(21.15)** |
| **Other Equity as per restated consolidated summary statement of assets and liabilities** | **3,711.78** | **3,908.82** | **3,339.04** | **3,177.22** |

**Reconciliation between audited profit and restated profit**

| Particulars | For the period ended Sept 30, 2021 | For the year ended March 31, 2021 | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
|---|---|---|---|---|
| **Profit / (loss) after tax (as per audited consolidated financial statements)** | **(189.62)** | **381.93** | **225.24** | **411.31** |
| **Restatement adjustments** | | | | |
| **Impact of Ind AS 116 transition adjustment** | | | | |
| **(Increase)/decrease in total expenses** | | | | |
| Depreciation of Right-of-use assets | - | - | - | (32.11) |
| Interest on lease liabilities | - | - | - | (15.53) |
| Other expenses - Lease cost | - | - | - | 42.90 |
| | **-** | **-** | **-** | **(4.74)** |
| Tax impact of above adjustments | - | - | - | 1.65 |
| **Total impact on adjustments** | **-** | **-** | **-** | **(3.09)** |
| **Restated profit / (loss) after tax for the period / year** | **(189.62)** | **381.93** | **225.24** | **408.22** |

**4.1 Notes to adjustments:**

Ind AS 116 - Leases effective from April 1, 2019, prescribes accounting of the lease contracts/arrangements. The Group had applied Ind AS 116 for preparing the Ind AS audited financial statements for the period beginning from April 1, 2019. For the purpose of preparing Restated Consolidated Financial Information, Ind AS 116 has been applied using the modified retrospective approach with effect from April 1, 2018 as prescribed by ICDR, 2018.

Effective April 1, 2018, the Group had recognised Right of use assets as at April 01, 2018 for lease previously classified as operating lease and taken the cumulative adjustment (net of deferred tax) to retained earnings as at April 01, 2018. ROU assets are being amortized over the period of the lease. Interest on lease liabilities are recognised as charge following incremental rate of borrowing method and lease liabilities (including interest) are adjusted either on settlement through periodic payouts or on reversal for rent concessions negotiated with lessors.

**Part B -Non adjusting events**

**a) Audit qualifications for the respective years, which do not require any adjustments in the restated consolidated financial information are as follows:**

1) There are no audit qualification in auditor's reports on the financial statements for six months period ended Sept 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019.

**b) Emphasis of matters not requiring adjustments to restated consolidated summary financial information:**

**<u>1) Emphasis of matter for the period ended September 30, 2021</u>**

a) We draw attention to Note 59 which describes the uncertainties and the impact of the Covid-19 pandemic on the Group's operations and financial statements as assessed by the management. The actual outcome may differ from such estimates for recovery of the carrying amount of various Non current & current assets including inventories, trade receivables, investments and other assets, depending on future developments.

b) We draw attention to Note 60 regarding payment of safeguard duty amounting to Rs. 1485.20 Million (including Rs.95.85 Million during the current period) which has been considered as receivable in the financial statements since the matter is subjudice and based on legal opinion obtained by the Company, the Company has an arguable case on merits, as more fully described therein. Necessary adjustments in the financials will be made based upon the legal outcome of the matter.

c) We draw attention to Note 61 regarding amount of Rs.667.52 Million (included in Trade Receivables in the Financial Statements) which has been withheld/recovered by certain customers related to EPC and other contracts on account of Liquidated damages, generation loss etc. which the Company has not acknowledged and the matter has been referred to Arbitration/Court as per the terms of the respective contracts. The management is hopeful of resolution of the matter in favour of the Company and necessary adjustments will be made based upon the outcome of the arbitration proceedings.

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

**<u>2) Emphasis of matter for the year ended March 31, 2021</u>**

a) We draw attention to Note 59 which describes the uncertainties and the impact of the Covid-19 pandemic on the Group's operations and financial statements as assessed by the management. The actual outcome may differ from such estimates for recovery of the carrying amount of various Non current & current assets including inventories, trade receivables, investments and other assets, depending on future developments.

b) We draw attention to Note 60 regarding payment of safeguard duty amounting to Rs. 1389.36 Million (including Rs.312.96 Million during the current year) which has been considered as receivable in the financial statements since the matter is subjudice and based on legal opinion obtained by the Company, the Company has an arguable case on merits, as more fully described therein. Necessary adjustments in the financials will be made based upon the legal outcome of the matter.

c) We draw attention to Note 61 regarding amount of Rs.654.66 Million (included in Trade Receivables in the Financial Statements) which has been withheld/recovered by certain customers related to EPC contracts on account of Liquidated damages, generation loss etc. which the Company has not acknowledged and the matter has been referred to Arbitration as per the terms of the respective contracts. The management is hopeful of resolution of the matter in favour of the Company and necessary adjustments will be made based upon the outcome of the arbitration proceedings.

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

*(All amounts are in INR Million, unless otherwise stated)*

**3) Emphasis of matter for the year ended March 31, 2020**

a) We draw attention to Note 59 which describes the uncertainties and the impact of the Covid-19 pandemic on the Company's operations and financial statements as assessed by the management. The actual outcome may differ from such estimates for recovery of the carrying amount of various Non current & current assets including inventories, trade receivables, investments and other assets, depending on future developments.

b) We draw attention to Note 60 regarding payment of safeguard duty amounting to Rs. 1076.43 Million during the year 2018-19 and 2019-20 which has been considered as receivable in the financial statements since the matter is subjudice and based on legal opinion obtained by the Company, the Company has an arguable case on merits, as more fully described therein. Necessary adjustments in the financials will be made based upon the legal outcome of the matter. .

c) We draw attention to Note 61 regarding amount of Rs.654.66 Million (included in Trade Receivables in the Financial Statements) which has been withheld/recovered by certain customers related to EPC contracts on account of Liquidated damages, generation loss etc. which the Company has not acknowledged and the matter has been referred to Arbitration as per the terms of the respective contracts. The management is hopeful of resolution of the matter in favour of the Company and necessary adjustments will be made based upon the outcome of the arbitration proceedings.

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

**4) Emphasis of matter for the year ended March 31, 2019**

a) We draw attention to Note 60 regarding payment of safeguard duty amounting to Rs. 604.08 Millions during the year 2018-19 which has been considered as receivable in the financial statements since the matter is subjudice and based on legal opinion obtained by the Company, the Company has an arguable case on merits, as more fully described therein. Necessary adjustments in the financials will be made based upon the legal outcome of the matter.

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

**(c) Other matters reported in the Annexure to the Auditors' Reports issued under Companies (Auditor's Report) Order, 2003 (as amended), on the financial statements of the Holding Company and its subsidiaries incorporated in India for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 which do not require any adjustment to the Restated Consolidated Summary Statement are as follows:**

**Vikram Solar Limited**

**For the year ended March 31, 2021**

Clause (i) (c) of CARO 2016 Order

According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the company except for following immovable properties aggregating net block of Rs. 72.13 Million as at March 31, 2021. As explained to us, registration of title deeds is in progress in respect of such immovable property.

| Type of Property | Gross Block | Net Block |
|---|---|---|
| Residential Flats | 72.25 | 72.13 |
| **Total** | **72.25** | **72.13** |

Clause (vii) (c) of CARO 2016 Order

According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, goods and service tax, value added tax and cess on account of any dispute, are as follows :-

| Name of the statute | Nature of dues | Amount | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| West Bengal Value Added Tax Act,2003 | Demand for Entry Tax | 74.34 | 2012-2013 & 2013-14 | Kolkata High Court |
| Madhya Pradesh Value added Tax Act,2002 | Demand for Entry Tax | 2.13 | 2014-15, 2015-16, 2016-17 | Addl. Commissioner Appeal, Deputy Commissioner of Commercial Tax |
| Central Sales Tax, Act 1956 | Demand against non-submission of Forms | 40.42 | 2013-14 to 2017-18 | Joint Commissioner of Commercial Taxes (Appeals) |
| West Bengal Value Added Tax act,2003 | Demand against non-submission of Forms, purchase tax, etc. | 10.81 | 2012-13,2015-16, 2016-17 | Sr. Joint Commissioner of Commercial Taxes (Appeals) |
| Rajasthan Value Added Tax,2003 | Demand for Work Contact Tax | 0.05 | 2015-16 | Commercial Tax officer |
| Madhya Pradesh Value added Tax Act,2002 | Demand against non-submission of forms etc. | 11.72 | 2014-15 , 2015-16 , 2016-17 | Addl. Commissioner Appeals |
| Delhi Value Added Tax Act,2004 | Computation of Tax Liability & penalty | 0.08 | 2013-14 | Joint Commissioner Appels |
| Customs Act,1962 | Demand for Safeguard duty | 94.38 | 2018-19 | Commissioner of Custom (appeal) |
| The Income Tax Act,1961 | Disallowances of expenses | 17.84 | AY 2014-15 | Commissioner of Income Tax Appeal |

*(All amounts are in INR Million, unless otherwise stated)*

**For the year ended March 31, 2020**

Clause (vii) (c) of CARO 2016 Order

According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, goods and service tax, value added tax and cess on account of any dispute, are as follows :-

| Name of the statute | Nature of dues | Amount | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| West Bengal Value Added Tax Act,2003 | Demand for Entry Tax | 74.34 | 2012-2013 & 2013-14 | Kolkata High Court |
| Madhya Pradesh Value added Tax Act,2002 | Demand for Entry Tax | 1.45 | 2014-15& 2015-16 | Addl. Commissioner Appeal |
| Central Sales Tax, Act 1956 | Demand against non-submission of Forms | 50.39 | 2013-14 to 2017-18 | Joint Commissioner of Commercial Taxes (Appeals) |
| West Bengal Value Added Tax act,2003 | Demand against non-submission of Forms, purchase tax, etc. | 11.07 | 2012-13 , 2013-14,2015-16, 2016-17 & 2017-18 | Joint Commissioner of Commercial Taxes (Appeals) |
| Rajasthan Value Added Tax,2003 | Demand for Work Contact Tax | 6.88 | 2016-17 | Commercial Tax officer |
| Madhya Pradesh Value added Tax Act,2002 | Demand against non-submission of forms etc. | 8.68 | 2014-15 & 2015-16 | Addl. Commissioner Appeals |
| Delhi Value Added Tax Act,2004 | Computation of Tax Liability & penalty | 0.08 | 2013-14 | Joint Commissioner Appels |
| Customs Act,1962 | Demand for Safeguard duty | 94.38 | 2018-19 | Commissioner of Custom (appeal) |
| The Income Tax Act,1961 | Disallowances of expenses | 17.84 | AY 2014-15 | Commissioner of Income Tax Appeal |

**For the year ended March 31, 2019**

Clause (vii) (c) of CARO 2016 Order

According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, goods and service tax, value added tax and cess on account of any dispute, are as follows :-

| Name of the statute | Nature of dues | Amount | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| West Bengal Value Added Tax Act,2003 | Demand for Entry Tax | 74.34 | 2012-2013 & 2013-14 | Kolkata High Court |
| Central Sales Tax, Act 1956 | Demand against non-submission of Forms | 14.38 | 2013-14 & 2015-16 | Joint Commissioner of Commercial Taxes (Appeals) |
| West Bengal Value Added Tax act,2003 | Demand against non-submission of Forms, purchase tax, etc. | 8.10 | 2012-13 &2015-16 | Joint Commissioner of Commercial Taxes (Appeals) |
| The Income Tax Act,1961 | Disallowances of expenses | 34.52 | 2011-12 to 2013-14& 2015-16 | Commissioner of Income Tax (Appeals) |
| Madhya Pradesh Value added Tax Act,2002 | Demand against non-submission of forms etc. | 13.51 | 2014-15 & 2015-16 | Addl. Commissioner Appeals |
| Delhi Value Added Tax Act,2004 | Computation of TaxLiability & penalty | 0.08 | 2013-14 | Joint Commissioner Appels |
| Rajasthan Value Added Tax,2003 | Demand for Work Contact Tax | 31.16 | 2015-16 | Commercial Tax officer |
| Customs Act,1962 | Demand for Safeguard duty | 94.38 | 2018-19 | Commissioner of Custom (appeal) |

**Part D: Material reclassification**

Appropriate regroupings have been made in the restated consolidated summary statements of assets and liabilities, profit and loss and cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Consolidated financial statement of the Group for the six months period ended Sept 30, 2021 prepared in accordance with Schedule III of the Act, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the SEBI ICDR regulations, as amended.

*(All amounts are in INR Million, unless otherwise stated)*

**5. Property, Plant and Equipment and Right of use assets**

| Particulars | Right of use assets | Property, Plant and Equipment | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Land & Building | Land-Freehold | Buildings | Plant and equipment | Furniture & fixtures | Vehicles | Office equipments | Electrical Installation | Tools & Equipment | Computers & Accessories | Total |
| **Gross Block** | | | | | | | | | | | |
| **As at March 31, 2018** | **-** | **2.63** | **592.33** | **2,145.66** | **59.60** | **45.81** | **29.69** | **361.63** | **24.94** | **42.40** | **3,304.69** |
| Recognised pursuant to adoption of Ind AS 116 as at April 1, 2018 (Restated) (Refer Note 4 & 49) | 90.70 | - | - | - | - | - | - | - | - | - | - |
| Additions | 52.46 | - | 343.19 | 22.67 | 42.85 | 2.03 | 13.57 | 19.23 | 94.70 | 29.33 | 567.57 |
| Disposals | - | - | (2.34) | - | - | (1.01) | (0.29) | - | (0.13) | (0.92) | (4.69) |
| **As at March 31, 2019** | **143.16** | **2.63** | **933.18** | **2,168.33** | **102.45** | **46.83** | **42.97** | **380.86** | **119.51** | **70.81** | **3,867.57** |
| Additions | - | - | 83.96 | 281.76 | 10.80 | 6.75 | 4.95 | 3.06 | 23.27 | 8.36 | 422.91 |
| Disposals | - | - | (47.32) | - | - | (5.09) | (0.08) | - | - | - | (52.49) |
| **As at March 31, 2020** | **143.16** | **2.63** | **969.82** | **2,450.09** | **113.25** | **48.49** | **47.84** | **383.92** | **142.78** | **79.17** | **4,237.99** |
| Additions | 453.70 | - | 73.20 | 67.72 | 5.40 | 9.30 | 2.92 | - | 2.72 | 4.30 | 165.56 |
| Disposals | (19.41) | - | - | - | - | - | (0.06) | - | - | - | (0.06) |
| **As at March 31, 2021** | **577.45** | **2.63** | **1,043.02** | **2,517.81** | **118.65** | **57.79** | **50.70** | **383.92** | **145.50** | **83.47** | **4,403.49** |
| Additions | - | - | 3.05 | 1.00 | 0.03 | 0.06 | 2.16 | - | 3.05 | 4.26 | 13.61 |
| Disposals | - | - | - | - | - | - | - | - | - | - | - |
| **As at September 30, 2021** | **577.45** | **2.63** | **1,046.07** | **2,518.81** | **118.68** | **57.85** | **52.86** | **383.92** | **148.55** | **87.73** | **4,417.10** |
| **Accumulated Depreciation** | | | | | | | | | | | |
| **As at March 31, 2018** | **-** | **-** | 36.41 | 236.42 | 12.26 | 4.72 | 11.86 | 70.58 | 3.51 | 21.63 | 397.39 |
| Charge for the year | 32.11 | | 23.29 | 148.57 | 6.91 | 6.92 | 6.97 | 37.58 | 3.39 | 10.30 | 243.93 |
| Disposals | - | | (0.94) | - | - | (0.52) | (0.04) | - | (0.01) | (0.56) | (2.07) |
| **As at March 31, 2019** | **32.11** | **-** | **58.76** | **384.99** | **19.17** | **11.12** | **18.79** | **108.16** | **6.89** | **31.37** | **639.25** |
| Charge for the year | 33.61 | - | 32.14 | 153.97 | 10.86 | 6.55 | 7.98 | 39.38 | 12.55 | 10.90 | 274.33 |
| Disposals | - | - | (0.06) | - | - | (4.33) | (0.05) | - | - | - | (4.44) |
| **As at March 31, 2020** | **65.72** | **-** | **90.84** | **538.96** | **30.03** | **13.34** | **26.72** | **147.54** | **19.44** | **42.27** | **909.14** |
| Charge for the year | 48.40 | - | 31.19 | 169.04 | 11.88 | 7.01 | 7.54 | 39.71 | 14.40 | 10.24 | 291.01 |
| Disposals | (6.23) | - | - | - | - | - | (0.05) | - | - | - | (0.05) |
| **As at March 31, 2021** | **107.89** | **-** | **122.03** | **708.00** | **41.91** | **20.35** | **34.21** | **187.25** | **33.84** | **52.51** | **1,200.10** |
| Charge for the period | 38.72 | | 16.00 | 86.21 | 5.73 | 3.69 | 3.55 | 18.62 | 7.18 | 5.15 | 146.13 |
| Disposals | | | | | | | | | | | - |
| **As at September 30, 2021** | **146.61** | **-** | **138.03** | **794.21** | **47.64** | **24.04** | **37.76** | **205.87** | **41.02** | **57.66** | **1,346.23** |
| **Net Block** | | | | | | | | | | | |
| **As at March 31, 2019** | **111.05** | **2.63** | **874.42** | **1,783.34** | **83.28** | **35.71** | **24.18** | **272.70** | **112.62** | **39.44** | **3,228.32** |
| **As at March 31, 2020** | **77.44** | **2.63** | **878.98** | **1,911.13** | **83.22** | **35.15** | **21.12** | **236.38** | **123.34** | **36.90** | **3,328.85** |
| **As at March 31, 2021** | **469.56** | **2.63** | **920.99** | **1,809.81** | **76.74** | **37.44** | **16.49** | **196.67** | **111.66** | **30.96** | **3,203.39** |
| **As at September 30, 2021** | **430.84** | **2.63** | **908.04** | **1,724.60** | **71.04** | **33.81** | **15.10** | **178.05** | **107.53** | **30.07** | **3,070.87** |

(1) On transition to Ind AS (i.e. April 1, 2016), the Group had opted to continue with carrying values of items of property, plant and equipment measured as per the previous Indian GAAP and had considered those carrying values as deemed cost of respective items of property, plant and equipment.

(2) The Group implemented Indian Accounting Standard for Leases ("Ind AS 116") with effect from April 1, 2019 using the modified retrospective approach without adjusting the comparative period. For the purpose of preparing Restated Consolidated Summary Statement, Ind AS 116 has been applied using the modified retrospective approach with effect from April 1, 2018. The right of use assets comprise of land and buildings taken on lease.

(3) For charge details against property, plant and equipment, Refer Note 21 and 28.

(4) Title deeds of immovable property are held in name of the Group.

*(All amounts are in INR Million, unless otherwise stated)*

**5.1 Capital Work in Progress (CWIP) ageing schedule - Based on the requirements of Amended Schedule III**

**As at September 30, 2021**

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 -2 Years | 2-3 Years | More than 3 Years | Total |
| Projects in progress | 1,536.70 | 6.17 | - | - | 1,542.87 |
| **Total** | **1,536.70** | **6.17** | **-** | **-** | **1,542.87** |

The above Capital work in progress includes Rs.14,72.67 million towards setting up of solar module manufacturing unit at at Indspace Industrial Park, Oragadam, Village Panaiyur, Kanchipurram district, Tamil Nadu which has exceeded by Rs. 173.27 million as compared to original plan, as on 30 September, 2021.

**As at March 31, 2021**

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 -2 Years | 2-3 Years | More than 3 Years | Total |
| Projects in progress | 658.68 | 1.91 | - | - | 660.59 |
| **Total** | **658.68** | **1.91** | **-** | **-** | **660.59** |

**As at March 31, 2020**

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 -2 Years | 2-3 Years | More than 3 Years | Total |
| **Projects in progress** | 59.99 | 48.73 | - | - | 108.72 |
| **Total** | **59.99** | **48.73** | **-** | **-** | **108.72** |

**As at March 31, 2019**

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 -2 Years | 2-3 Years | More than 3 Years | Total |
| Projects in progress | 99.18 | - | - | - | 99.18 |
| **Total** | **99.18** | **-** | **-** | **-** | **99.18** |

(1) There are no projects as on each reporting period where activity had been suspended.

**5.2.1** Capital work in progress includes Trail Run and pre-operative expenses (pending allocation) as under:

| Particulars | As on Sept 30, 2021 | As on March 31, 2021 | As on March 31, 2020 | As on March 31, 2019 |
|---|---|---|---|---|
| **Opening Balance** | **111.30** | **4.76** | **-** | **-** |
| **Add:** | | | | |
| Depreciation on Right of use assets | 19.63 | 16.36 | | |
| Finance Cost | 42.83 | 37.11 | 13.64 | 9.60 |
| Cost of material consumed (net of Finished Goods Inventory of Rs. 191.86 Million) | 951.49 | - | | |
| Trail run sales | (919.60) | - | | |
| Freight Outward | 105.46 | | | |
| Others | 183.54 | 63.22 | | |
| Less : Allocated during the period / year | - | (10.15) | (8.88) | (9.60) |
| **Closing Balance** | **494.65** | **111.30** | **4.76** | **-** |

*(All amounts are in INR Million, unless otherwise stated)*

**6 Intangible Assets[1]**

| Particulars | Computer software | Trade Mark, Brand & Copyrights | Product Certification | Total |
|---|---|---|---|---|
| **Cost** | | | | |
| **As at March 31, 2018** | **49.80** | **4.30** | **71.90** | **126.00** |
| Additions | 44.66 | 3.80 | 28.11 | 76.57 |
| Disposals | (0.15) | - | - | (0.15) |
| **As at March 31, 2019** | **94.31** | **8.10** | **100.01** | **202.42** |
| Additions | 37.93 | 0.82 | 55.19 | 93.94 |
| Disposals | - | - | - | - |
| **As at March 31, 2020** | **132.24** | **8.92** | **155.20** | **296.36** |
| Additions | 19.34 | 5.74 | 19.77 | 44.85 |
| Disposals | - | - | - | - |
| **As at March 31, 2021** | **151.58** | **14.66** | **174.97** | **341.21** |
| Additions | 2.70 | - | - | 2.70 |
| Disposals | - | - | - | - |
| **As at September 30, 2021** | **154.28** | **14.66** | **174.97** | **343.91** |
| | | | | |
| **Accumulated Amortisation** | | | | |
| **As at March 31, 2018** | **15.19** | **0.48** | **25.16** | **40.83** |
| Charge for the year | 13.36 | 0.53 | 21.84 | 35.73 |
| Disposals | (0.07) | - | - | (0.07) |
| **As at March 31, 2019** | **28.48** | **1.01** | **47.00** | **76.49** |
| Charge for the year | 22.60 | 1.05 | 36.16 | 59.81 |
| Disposals | - | - | - | - |
| **As at March 31, 2020** | **51.08** | **2.06** | **83.16** | **136.30** |
| Charge for the year | 22.87 | 1.95 | 40.39 | 65.21 |
| Disposals | - | - | - | - |
| **As at March 31, 2021** | **73.95** | **4.01** | **123.55** | **201.51** |
| Charge for the period | 12.19 | 1.16 | 15.04 | 28.39 |
| Disposals | | | | - |
| **As at September 30, 2021** | **86.14** | **5.17** | **138.59** | **229.90** |
| **Net Block** | | | | |
| **As at March 31, 2019** | **65.83** | **7.09** | **53.01** | **125.93** |
| **As at March 31, 2020** | **81.16** | **6.86** | **72.04** | **160.06** |
| **As at March 31, 2021** | **77.63** | **10.65** | **51.42** | **139.70** |
| **As at September 30, 2021** | **68.14** | **9.49** | **36.38** | **114.01** |

(1) On transition to Ind AS (i.e. April 1, 2016), the Group had elected to continue with carrying values of all intangible assets measured as per the previous Indian GAAP and had considered those carrying values as deemed cost of respective items of intangible assets.

**6.1 Intangible Assets Under Development (IAUD) ageing schedule**

**As at Sept 30, 2021**

| Particulars | Less than 1 year | 1 -2 Years | 2-3 Years | Total |
|---|---|---|---|---|
| Projects in progress | 9.18 | - | - | 9.18 |
| **Total** | **9.18** | **-** | **-** | **9.18** |

**As at March 31, 2021**

| Particulars | Less than 1 year | 1 -2 Years | 2-3 Years | Total |
|---|---|---|---|---|
| Projects in progress | 4.88 | - | - | 4.88 |
| **Total** | **4.88** | **-** | **-** | **4.88** |

**As at March 31, 2020**

| Particulars | Less than 1 year | 1 -2 Years | 2-3 Years | Total |
|---|---|---|---|---|
| Projects in progress | - | 0.40 | - | 0.40 |
| **Total** | **-** | **0.40** | **-** | **0.40** |

**As at March 31, 2019**

| Particulars | Less than 1 year | 1 -2 Years | 2-3 Years | Total |
|---|---|---|---|---|
| Projects in progress | 19.25 | - | - | 19.25 |
| **Total** | **19.25** | **-** | **-** | **19.25** |

There are no projects as on each reporting period where activity had been suspended. Considering the nature of IAUD, there are no projects as on the reporting period which has exceeded cost as compared to its original plan or where completion is overdue.

*(All amounts are in INR Million, unless otherwise stated)*

**7 Financial assets - non current : Investments**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Investments in mutual funds (unquoted)** | | | | |
| **At fair value through profit and loss** | | | | |
| Union Capital Protection Oriented Fund Series-7 (Growth) (Nil units ) (March 31, 2021 - NIL) (March 31, 2020 - NIL) (March 31, 2019 - 150,000 units at Par value of Rs. 10 each) | - | - | - | 1.72 |
| **Total** | **-** | **-** | **-** | **1.72** |
| **Aggregate amount of unquoted investments** | | | | **1.72** |

**8 Financial assets - non current : Others**
(unsecured, considered good, unless otherwise stated)

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Security deposits | 27.19 | 28.11 | 21.59 | 15.62 |
| Amount due from Grantor (Refer Note 48F) | 512.57 | 529.12 | 554.53 | 493.89 |
| Fixed deposits with banks as margin money | 81.30 | 170.28 | 124.39 | 147.87 |
| **Total** | **621.06** | **727.51** | **700.51** | **657.38** |

**9 Deferred tax assets - Non current (net)**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Deferred Tax Assets** | | | | |
| Tax impact of expenses allowable against taxable income in future | 1.46 | 1.37 | 1.54 | 1.14 |
| Allowance for expected credit loss | 0.57 | 0.44 | 0.42 | 0.77 |
| Brought forward unabsorbed depreciation | 3.65 | 0.36 | 0.03 | - |
| **Total Deferred Tax Assets** | **5.68** | **2.17** | **1.99** | **1.91** |
| **Deferred Tax Liabilities** | | | | |
| Temporary differences in carrying value of property, plant and equipment, intangible assets and right of use assets between books of accounts and for tax purpose | 0.01 | 0.09 | 0.08 | 0.07 |
| **Total Deferred Tax Liabilities** | **0.01** | **0.09** | **0.08** | **0.07** |
| | | | | |
| **Net deferred tax assets** | **5.67** | **2.08** | **1.91** | **1.84** |

**10 Others assets - non-current**
(unsecured, considered good)

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Capital advances | 95.13 | 99.69 | 53.10 | 49.64 |
| Prepaid expenses | 8.07 | 14.84 | 13.88 | 3.23 |
| **Total** | **103.20** | **114.53** | **66.98** | **52.87** |

**11 Inventories**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At lower of cost and net realisable value** | | | | |
| Raw materials | 1,173.62 | 1,029.79 | 1,382.93 | 859.36 |
| Store and spares parts including packing material | 167.02 | 152.79 | 129.83 | 107.54 |
| Work in progress | 162.49 | 152.44 | 148.26 | 241.47 |
| Finished goods (including trail run stock Rs. 191.86 million as on Septmeber 30, 2021) | 1,309.17 | 595.06 | 604.61 | 862.94 |
| **Total** | **2,812.30** | **1,930.08** | **2,265.63** | **2,071.31** |

(1) For details of charge against the inventories, Refer Note 21 and 28

*(All amounts are in INR Million, unless otherwise stated)*

**12 Financial Assets - Current : Trade receivables[2]**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| - Trade Receivables considered good - Secured[1] | 75.00 | 75.00 | - | - |
| - Trade Receivables considered good - Unsecured | 7,153.14 | 7,186.52 | 5,407.81 | 5,473.93 |
| - Trade Receivables - which have significant increase in Credit Risk | 34.28 | 34.28 | 34.28 | 34.28 |
| - Unbilled Revenue | - | 208.61 | 334.65 | 7.61 |
| | **7,262.42** | **7,504.41** | **5,776.74** | **5,515.82** |
| Less: Allowance for expected credit loss (including against trade receivable which have significant credit risk) | (161.59) | (145.12) | (123.56) | (119.49) |
| **Total trade receivables** | **7,100.83** | **7,359.29** | **5,653.18** | **5,396.33** |
| - Receivables from related parties (Refer Note 50) | 62.83 | 62.83 | 140.81 | 51.01 |
| - Others | 7,038.00 | 7,296.46 | 5,512.37 | 5,345.32 |
| **Total trade receivables** | **7,100.83** | **7,359.29** | **5,653.18** | **5,396.33** |

(1) Receivables are secured against security deposits from customers.
(2) For charge details against trade receivables, Refer Note 21 and 28.

**12.1 Expected credit loss allowances**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Opening Balance** | 145.12 | 123.56 | 119.49 | 127.83 |
| Movement in Allowance for expected credit loss | 16.47 | 21.56 | 4.07 | (8.34) |
| **Closing Balance** | **161.59** | **145.12** | **123.56** | **119.49** |

**12.2 Trade Receivables ageing schedule - based on the requirements of Amended Schedule III**

| Particulars | Outstanding as on Sept 30, 2021 from due date of payment | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Unbilled Revenue | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | - | 2,813.37 | 1,530.97 | 525.30 | 299.68 | 128.40 | 1,262.90 | **6,560.62** |
| (ii) Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - | 34.28 | **34.28** |
| (iii) Disputed Trade Receivables considered good | - | - | 0.30 | - | 179.93 | - | 487.29 | **667.52** |
| Less: Allowance for expected credit loss (including against trade receivable which have significant credit risk) | | | | | | | | **(161.59)** |
| **Total** | **-** | **2,813.37** | **1,531.27** | **525.30** | **479.61** | **128.40** | **1,784.47** | **7,100.83** |

| Particulars | Outstanding as on March 31, 2021 from due date of payment | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Unbilled Revenue | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 208.61 | 2,371.42 | 2,213.51 | 210.48 | 472.25 | 70.75 | 1,268.45 | 6,815.47 |
| (ii) Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - | 34.28 | 34.28 |
| (iii) Disputed Trade Receivables considered good | - | - | - | - | 157.42 | - | 497.24 | 654.66 |
| Less: Allowance for expected credit loss (including against trade receivable which have significant credit risk) | - | - | - | - | - | - | - | (145.12) |
| **Total** | **208.61** | **2,371.42** | **2,213.51** | **210.48** | **629.67** | **70.75** | **1,799.97** | **7,359.29** |

| Particulars | Outstanding as on March 31, 2020 from due date of payment | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Unbilled Revenue | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 334.65 | 1,677.87 | 950.85 | 481.52 | 182.77 | 869.18 | 590.96 | 5,087.80 |
| (ii) Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - | 34.28 | 34.28 |
| (iii) Disputed Trade Receivables considered good | - | - | - | 157.42 | - | 424.33 | 72.91 | 654.66 |
| Less: Allowance for expected credit loss (including against trade receivable which have significant credit risk) | - | - | - | - | - | - | - | (123.56) |
| **Total** | **334.65** | **1,677.87** | **950.85** | **638.94** | **182.77** | **1,293.51** | **698.15** | **5,653.18** |

| Particulars | Outstanding as on March 31, 2019 from due date of payment | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Unbilled Revenue | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 7.61 | 2,232.74 | 1,113.47 | 140.48 | 1,359.39 | 87.53 | 540.32 | 5,481.54 |
| (ii) Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - | 34.28 | 34.28 |
| Less: Allowance for expected credit loss (including against trade receivable which have significant credit risk) | - | - | - | - | - | - | - | (119.49) |
| **Total** | **7.61** | **2,232.74** | **1,113.47** | **140.48** | **1,359.39** | **87.53** | **574.60** | **5,396.33** |

*(All amounts are in INR Million, unless otherwise stated)*

**13 Financial assets - Current : Cash and cash equivalents**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| **Cash and cash equivalents** | | | | |
| - Balances with banks (On current / cash credit accounts) | 13.36 | 80.94 | 189.44 | 145.05 |
| - Cheque on hand | - | - | 120.00 | - |
| - Cash on hand | 4.48 | 4.92 | 7.34 | 6.92 |
| **Total** | **17.84** | **85.86** | **316.78** | **151.97** |

**14 Financial Assets - Current : Other bank balances**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Fixed deposits with banks as margin money | 943.85 | 925.93 | 861.40 | 722.48 |
| **Total** | **943.85** | **925.93** | **861.40** | **722.48** |

**15 Financial Assets - Current : Loans**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Loan to others | 18.94 | 18.94 | 28.25 | - |
| **Total** | **18.94** | **18.94** | **28.25** | **-** |

**16 Financial assets - Current : Others**
(unsecured, considered good, unless otherwise stated)

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Security deposits | 23.74 | 26.24 | 25.88 | 23.17 |
| Amount due from Grantor (Refer Note 48F) | 67.40 | 67.40 | 67.94 | 68.90 |
| Other Receivables | 0.79 | 0.55 | - | - |
| Interest accrued | 48.17 | 19.20 | 24.76 | 20.22 |
| Capital subsidy receivable (Refer Note 47) | 45.13 | 45.13 | 45.13 | 223.94 |
| Claims & Refunds Receivable (Refer Note 60) | 1,715.11 | 1,564.39 | 1,182.75 | 723.19 |
| Export Incentive Receivable | 46.86 | 68.95 | 150.57 | 93.06 |
| Receivable from sale of Investments | 1.14 | 1.14 | 1.14 | 1.14 |
| **Total** | **1,948.34** | **1,793.00** | **1,498.17** | **1,153.62** |

**17 Other assets: current**
(unsecured, considered good, unless otherwise stated)

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Balances with statutory/government authorities | 378.15 | 368.19 | 284.28 | 205.43 |
| Advances recoverable in cash or kind | 183.24 | 83.48 | 126.48 | 185.92 |
| Advance to employees | 22.12 | 29.61 | 20.47 | 3.33 |
| Prepaid expenses | 96.99 | 56.39 | 65.63 | 99.50 |
| **Total** | **680.50** | **537.67** | **496.86** | **494.18** |

**18 Tax assets (net) - Current**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Advance income tax (net of provision for taxation) | 12.60 | 7.92 | 198.77 | 161.02 |
| **Total** | **12.60** | **7.92** | **198.77** | **161.02** |

*(All amounts are in INR Million, unless otherwise stated)*

**19 Equity Share capital**

| Particulars | As at Sept 30, 2021 | | As at March 31, 2021 | | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | Number of shares | Amount | Number of shares | Amount | Number of shares | Amount | Number of shares | Amount |
| **Authorized** | | | | | | | | |
| 33,000,000 equity shares of Rs. 10 each (March 31, 2021: 33,000,000 equity shares of Rs. 10 each) (March 31, 2020: 33,000,000 equity shares of Rs. 10 each) (March 31, 2019: 33,000,000 equity shares of Rs. 10 each) | 3,30,00,000 | 330.00 | 3,30,00,000 | 330.00 | 3,30,00,000 | 330.00 | 3,30,00,000 | 330.00 |
| **Issued, subscribed and fully paid-up shares** | | | | | | | | |
| 23,530,000 equity shares of Rs. 10 each (March 31, 2021: 23,530,000 equity shares of Rs. 10 each) (March 31, 2020: 27,925,000 equity shares of Rs. 10 each) (March 31, 2019: 27,925,000 equity shares of Rs. 10 each) (Refer Note (i) below) | 2,35,30,000 | 235.30 | 2,35,30,000 | 235.30 | 2,79,25,000 | 279.25 | 2,79,25,000 | 279.25 |
| **Total** | **2,35,30,000** | **235.30** | **2,35,30,000** | **235.30** | **2,79,25,000** | **279.25** | **2,79,25,000** | **279.25** |

**i)** During the year ended March 31, 2021, the Holding Company had undertaken a buyback of 53,32,500 equity shares of Rs. 10 each at face value in accordance with the provisions of the Companies Act 2013 (as amended) and rules made thereunder.

**ii) Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the reporting period/year :**

| Particulars | As at Sept 30, 2021 | | As at March 31, 2021 | | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | Number of shares | Amount | Number of shares | Amount | Number of shares | Amount | Number of shares | Amount |
| **Equity shares outstanding at the beginning of the period / year** | **2,35,30,000** | **235.30** | **2,79,25,000** | **279.25** | **2,79,25,000** | **279.25** | **2,79,25,000** | **279.25** |
| Add: on issue of shares | - | - | 9,37,500 | 9.38 | - | - | - | - |
| Less: Equity Shares cancelled pursuant to buyback (Refer Note 19 (i)) | - | - | (53,32,500) | (53.33) | - | - | - | - |
| **Equity shares outstanding at the end of the period / year** | **2,35,30,000** | **235.30** | **2,35,30,000** | **235.30** | **2,79,25,000** | **279.25** | **2,79,25,000** | **279.25** |

**iii) Details of shares held by each shareholder holding more than 5% shares in the Holding Company**

| Name of Shareholder | As at Sept 30, 2021 | | As at March 31, 2021 | | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | Number of shares held | % of Holding | Number of shares held | % of Holding | Number of shares held | % of Holding | No. of Shares held | % of Holding |
| Vikram Capital Management Limited | 55,12,000 | 23.43% | 55,62,000 | 23.64% | 55,62,000 | 19.92% | 55,62,000 | 19.92% |
| Vikram Nuvotech India Private Limited (Formerly known as Pioneer Syntex Private Limited) | - | - | - | - | 53,32,500 | 19.10% | 53,32,500 | 19.10% |
| Monolink Trexim Private Limited | 45,88,900 | 19.50% | 47,13,900 | 20.03% | 47,00,400 | 16.83% | 45,53,400 | 16.31% |
| Urmila Chaudhary (*) | 21,90,500 | 9.31% | 21,60,500 | 9.18% | | | | |
| Vikram Financial Services Limited (*) | 14,92,900 | 6.34% | 13,17,900 | 5.60% | | | | |
| **Total** | **1,37,84,300** | **58.58%** | **1,37,54,300** | **58.45%** | **1,55,94,900** | **55.85%** | **1,54,47,900** | **55.33%** |

(*) Percentage of holding as on March 31, 2020 and March 31, 2019 was less than 5 %

*(All amounts are in INR Million, unless otherwise stated)*

**iv) Disclosure of shareholding of promoters**

**a) Shares Held by Promoters as at the period /year end**

| Name of Shareholder | As at Sept 30, 2021 | | As at March 31, 2021 | | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | No. of Shares held (*) | % of Holding | No. of Shares held (*) | % of Holding | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Vikram Capital Management Limited | 55,12,000 | 23.43% | 55,62,000 | 23.64% | 55,62,000 | 19.92% | 55,62,000 | 19.92% |
| Vikram Nuvotech India Private Limited | - | - | - | - | 53,32,500 | 19.10% | 53,32,500 | 19.10% |
| Monolink Trexim Private Limited | 45,88,900 | 19.50% | 47,13,900 | 20.03% | 47,00,400 | 16.83% | 45,53,400 | 16.31% |
| Vikram Financial Services Limited | 14,92,900 | 6.34% | 13,17,900 | 5.60% | 13,17,900 | 4.72% | 13,17,900 | 4.72% |
| Urmila Chaudhary | - | - | - | - | 12,23,000 | 4.38% | 12,23,000 | 4.38% |
| Meenakshi Chaudhary | - | - | - | - | 11,40,000 | 4.08% | 11,40,000 | 4.08% |
| Nilam Chaudhary | - | - | - | - | 10,15,000 | 3.63% | 10,15,000 | 3.63% |
| Vikram India Limited | - | - | - | - | 9,99,250 | 3.58% | 9,99,250 | 3.58% |
| Anil Chaudhary | - | - | - | - | 9,51,000 | 3.41% | 9,51,000 | 3.41% |
| Anil Chaudhary And Sons Huf | - | - | - | - | 9,50,000 | 3.40% | 9,50,000 | 3.40% |
| Hari Krishna Chaudhary And Sons Huf | - | - | - | - | 9,40,000 | 3.37% | 9,40,000 | 3.37% |
| Hari Krishna Chaudhary | 11,14,000 | 4.73% | 10,54,000 | 4.48% | 9,94,000 | 3.56% | 9,34,000 | 3.34% |
| Gyanesh Chaudhary And Sons Huf | - | - | - | - | 9,20,000 | 3.29% | 9,20,000 | 3.29% |
| Gyanesh Chaudhary | 9,07,450 | 3.86% | 9,07,450 | 3.86% | 9,07,450 | 3.25% | 9,07,450 | 3.25% |
| **Total** | **1,36,15,250** | **57.86%** | **1,35,55,250** | **57.61%** | **2,69,52,500** | **96.52%** | **2,67,45,500** | **95.78%** |

(*) Promoters identified by the management pending filling of Annual Return with Registrar of Companies

**b) Change in Promoter Shareholding During the period / year**

| Name of Shareholder | As at Sept 30, 2021 | | As at March 31, 2021 | | As at March 31, 2020 | | As at March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | % Change during the period | | % Change during the year | | % Change during the year | | % Change during the year | |
| | Number | %age | Number | %age | Number | %age | Number | %age |
| Vikram Capital Management Limited | (50,000) | -0.21% | - | - | - | - | - | - |
| Vikram Nuvotech India Private Limited | - | - | - | - | - | - | - | - |
| Monolink Trexim Private Limited | (1,25,000) | -0.53% | 13,500 | 0.05% | 1,47,000 | 0.53% | 34,500 | 0.12% |
| Vikram Financial Services Limited | 1,75,000 | 0.74% | - | - | - | - | (10,000) | -0.04% |
| Urmila Chaudhary | - | - | - | - | - | - | - | - |
| Meenakshi Chaudhary | - | - | - | - | - | - | - | - |
| Nilam Chaudhary | - | - | - | - | - | - | - | - |
| Vikram India Limited | - | - | - | - | - | - | - | - |
| Anil Chaudhary | - | - | - | - | - | - | - | - |
| Anil Chaudhary And Sons Huf | - | - | - | - | - | - | - | - |
| Hari Krishna Chaudhary And Sons Huf | - | - | - | - | - | - | - | - |
| Hari Krishna Chaudhary | 60,000 | 0.25% | 60,000 | 0.21% | 60,000 | 0.21% | - | - |
| Gyanesh Chaudhary And Sons Huf | - | - | - | - | - | - | - | - |
| Gyanesh Chaudhary | - | - | - | - | - | - | - | - |

**v) Rights, preferences and restrictions attached to shares**

The Holding Company has only one class of equity shares having par value of Rs. 10 each (March 31, 2021: Rs. 10 each) (March 31, 2020: Rs. 10 each) (March 31, 2019: Rs. 10 each). Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividend in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the general meeting. The above shareholding represents legal ownership of shares.

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

*(All amounts are in INR Million, unless otherwise stated)*

**20 Other equity**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Retained earnings** | | | | |
| Opening balance | **3,343.83** | **3,014.02** | **2,788.54** | **2,398.72** |
| Ind AS 116 transition adjustment (Refer Note 4) | - | - | - | (18.06) |
| **Retained earnings as at April 1** | **3,343.83** | **3,014.02** | **2,788.54** | **2,380.66** |
| Profit / (loss) for the period/year | (189.62) | 381.93 | 225.24 | 408.22 |
| Other comprehensive income/(loss) for the period/year | | | | |
| - Re-measurement gains/(losses) on defined benefit obligations (net of tax) | (1.45) | 1.21 | 0.24 | (0.34) |
| Transfer to Capital Redemption reserve on buy back of equity shares | - | (53.33) | - | - |
| | **3,152.76** | **3,343.83** | **3,014.02** | **2,788.54** |
| **Securities Premium** | | | | |
| Opening balance | **567.88** | **427.25** | **427.25** | **427.25** |
| Add: On issue of shares | - | 140.63 | - | - |
| | **567.88** | **567.88** | **427.25** | **427.25** |
| **Capital Redemption Reserve** | | | | |
| Opening balance | **53.33** | **-** | **-** | **-** |
| On buy back of shares (Refer Note 19 (i)) | **-** | 53.33 | - | - |
| | **53.33** | **53.33** | **-** | **-** |
| **Foreign Currency Translation Reserve** | | | | |
| Opening balance | **(56.22)** | **(102.23)** | **(38.57)** | **(2.09)** |
| Transfer from Other Comprehensive income | **(5.97)** | 46.01 | (63.66) | (36.48) |
| | **(62.19)** | **(56.22)** | **(102.23)** | **(38.57)** |
| | | | | |
| **Total** | **3,711.78** | **3,908.82** | **3,339.04** | **3,177.22** |

<u>**Nature and purpose of reserves**</u>

**Retained Earnings:** Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement (loss)/gain on defined benefit plans, net of taxes that will not be reclassified to Restated Consolidated Summary Statement of Profits and Losses. Retained earnings is a free reserve available to the Group and eligible for distribution to shareholders.

**Securities Premium:** The amount received in excess of face value of the equity shares is recognised in Securities Premium as per the provision of Companies Act, 2013. This reserve is utilised in accordance with the provisions of the Act.

**Capital Redemption Reserve:** As per the provisions of section 68 of Companies Act, 2013, the Group has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

**Foreign Currency Translation Reserve:** Foreign Currency Translation Reserve include all resulting exchange arising from translating (a) the assets and liabilities of the Group's foreign operations into Indian Rupee using exchange rates prevailing at the end of each reporting period and (b) translating income and expense items of the foreign operations at the average exchange rate for the period.

*(All amounts are in INR Million, unless otherwise stated)*

**21 Financial liabilities - Non current : Borrowings**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| **Secured Loans** | | | | |
| Term Loan from Banks | 2,350.74 | 2,032.44 | 1,615.41 | 1,913.08 |
| Less: Current Maturities of Term Loans | (637.13) | (584.00) | (238.49) | (368.64) |
| | 1,713.61 | 1,448.44 | 1,376.92 | 1,544.44 |
| Hire Purchase Loans | - | - | - | 1.16 |
| Less : Current Maturities of Hire Purchase Loans | - | - | - | (1.16) |
| | - | - | - | - |
| **Unsecured Loans** | | | | |
| From Bodies Corporate and others | 847.56 | 847.85 | 494.06 | 491.29 |
| | **2,561.17** | **2,296.29** | **1,870.98** | **2,035.73** |

**21.1 For the period ended Sept 30, 2021**

**Nature of security**

Term Loans aggregating to Rs. 1198.09 Million are secured by first charge on property, plant and equipments (except specifically charged assets) of company’s solar PV module manufacturing unit at Falta SEZ, South 24 Parganas.

The above loans are also secured by second charge on current assets of the company and personal guarantees of the Promoters of the company.

Term Loan amounting to Rs. 258.91 Million are secured by first charge on other financial assets i.e. 10 MW Solar Power Plant at village Kosuvaripalli, Chittoor District, Andhra Pradesh.

Term loan of Rs. 55.41 Million is secured by hypothecation of property situated at Kolkata.

Covid Emergency Credit Line (CECL) amounting to Rs. 250.82 Million are secured by first charge on current assets, second charge on fixed assets of the Company and personal guarantees of the Promoters of the Company.

Term Loan amounting to Rs. 587.50 Million are secured by exclusive charge on fixed assets of the solar module unit at Indospace Industrial Park, Oragadam, Village Panaiyur, Kanchipurram district, Tamil Nadu, second pari pasu charge on current assets of the Company and personal guarantee by some of the promoters of the company.

**Terms of repayment**

Term Loan aggregating to Rs. 301.09 Million is repayable in 28 equal quarterly instalments starting from December 2016. Term Loan aggregating to Rs. 702.11 Million is repayable in 28 equal quarterly instalments starting from June 2018.

Term Loan of Rs. 194.90 Million is repayable in 24 equal quarterly instalments starting from October 2021.

Term Loan aggregating to Rs. 587.50 Million is repayable in 28 equal quarterly instalments starting from June 2022.

Term loan aggregating to Rs. 258.91 Million is repayable in 56 equal quarterly instalments of Rs. 6.32 Million ending in March, 2031.

Term loan aggregating to Rs. 55.41 Million is repayable in 180 equal instalments of Rs. 0.65 Million starting from April, 2017 .

Covid Emergency Credit Line (CECL) of Rs 126.00 Million is repayable in 10 equal quarterly instalments of Rs 18.00 Million starting from February 2021. CECL of Rs 48.89 Million is repayable in 18 equal monthly instalments of Rs 6.11 Million starting from December 2020. CECL of Rs 34.19 Million is repayable in 18 equal monthly instalments of Rs 3.55 Million starting from December 2020. CECL of Rs 9.52 Million is repayable in 18 equal monthly instalments of Rs 0.83 Million starting from February 2021. CECL of Rs 5.56 Million is repayable in 18 equal monthly instalments of Rs 0.56 Million starting from February 2021. CECL of Rs 26.67 Million is repayable in 18 equal monthly instalments of Rs 2.22 Million starting from April 2021.

Term Loan (Unsecured) aggregating to Rs. 847.56 Million is repayable after 4 years i.e. 22th December, 2024 from the date of First disbursement.

**21.2 For the year ended March 31, 2021**

**Nature of security**

Term Loans aggregating to Rs. 1344.63 Million are secured by first charge on property, plant and equipments (except specifically charged assets) of company’s solar PV module manufacturing unit at Falta SEZ, South 24 Parganas.

Term Loan amounting to Rs. 271.54 Million are secured by first charge on other financial assets i.e. 10 MW Solar Power Plant at village Kosuvaripalli, Chittoor District, Andhra Pradesh.

The above loans are also secured by second charge on current assets of the company and personal guarantees of the Promoters of the company.

Term loan of Rs. 56.89 Million is secured by hypothecation of property situated at Kolkata.

Covid Emergency Credit Line (CECL) amounting to Rs. 359.38 Million are secured by first charge on current assets, second charge on fixed assets of the Company and personal guarantees of the Promoters of the Company.

**Terms of repayment**

Term Loan aggregating to Rs. 363.36 Million is repayable in 28 equal quarterly instalments starting from December 2016. Term Loan aggregating to Rs. 786.38 Million is repayable in 28 equal quarterly instalments starting from June 2018.

Term Loan of Rs. 194.90 Million is repayable in 24 equal quarterly instalments starting from October 2021.

Term loan aggregating to Rs. 271.54 Million is repayable in 56 equal quarterly instalments of Rs. 6.32 Million ending in March, 2031.

Term loan aggregating to Rs. 56.88 Million is repayable in 180 equal instalments of Rs. 0.65 Million starting from April, 2017 .

Covid Emergency Credit Line (CECL) of Rs 162.00 Million is repayable in 10 equal quarterly instalments of Rs 18.00 Million starting from February 2021. CECL of Rs 85.56 Million is repayable in 18 equal monthly instalments of Rs 6.11 Million starting from December 2020. CECL of Rs 49.76 Million is repayable in 18 equal monthly instalments of Rs 3.55 Million starting from December 2020. CECL of Rs 13.17 Million is repayable in 18 equal monthly instalments of Rs 0.83 Million starting from February 2021. CECL of Rs 8.89 Million is repayable in 18 equal monthly instalments of Rs 0.56 Million starting from February 2021. CECL of Rs 40.00 Million is repayable in 18 equal monthly instalments of Rs 2.22 Million starting from April 2021.

Term Loan (Unsecured) aggregating to Rs. 847.85 Million is repayable after 4 years i.e. 22th December, 2024, from the date of First disbursement.

*(All amounts are in INR Million, unless otherwise stated)*

**21.3 For the year ended March 31, 2020**

**Nature of security**

Term Loans aggregating to Rs. 1287.54 Million are secured by first charge on property, plant and equipments (except specifically charged assets) of company's solar PV module manufacturing unit at Falta SEZ, South 24 Parganas.

The above loans are also secured by second charge on current assets of the company and personal guarantees of the Promoters of the company.

Term Loan amounting to Rs. 270.65 Million are secured by first charge on other financial assets i.e. 10 MW Solar Power Plant at village Kosuvaripalli, Chittoor District, Andhra Pradesh.

Term loan of Rs. 57.22 Million is secured by hypothecation of property situated at Kolkata.

**Terms of repayment**

Term Loan of Rs. 2.14 Million is repayable in September 2020.

Term Loan aggregating to Rs. 433.66 Million is repayable in 28 equal quarterly instalments starting from December 2016. Term Loan aggregating to Rs. 851.74 Million is repayable in 28 equal quarterly instalments starting from June 2018.

Term loan aggregating to Rs. 270.65 Million is repayable in 50 equal quarterly instalments of Rs. 6.25 Million and balance on December, 2030.

Term loan aggregating to Rs. 57.22 Million is repayable in 180 equal instalments of Rs. 0.65 Million starting ending in March 2032.

Term Loan (Unsecured) aggregating to Rs. 494.06 Million is repayable after 3 years from the date of First reimbursement i.e. 27th March, 2019 or 60 days prior before the expiry of an unconditional irrevocable bank guarantee issued against the aforesaid loan.

**21.4 For the year ended March 31, 2019**

**Nature of security**

Term Loans aggregating to Rs. 1564.12 Million are secured by first charge on property, plant and equipments (except specifically charged assets) of company's solar PV module manufacturing unit at Falta SEZ, South 24 Parganas.

The above loans are also secured by second charge on current assets of the company and personal guarantees of the Promoters of the company.

Term Loan amounting to Rs. 289.40 Million are secured by first charge on other financial assets i.e. 10 MW Solar Power Plant at village Kosuvaripalli, Chittoor District, Andhra Pradesh.

Term loan of Rs. 59.56 Million is secured by hypothecation of property situated at Kolkata.

**Terms of repayment**

Term Loan of Rs. 9.63 Million is repayable in further 3 equal quarterly instalments of Rs. 2.90 Million and balance payable ending in March 2020. Term Loan of Rs. 16.00 Million is repayable in further 3 equal quarterly instalments of Rs. 4.20 Million and balance payable ending in March 2020.

Term Loan aggregating to Rs. 534.97 Million is repayable in 28 equal quarterly instalments starting from December 2016. Term Loan aggregating to Rs. 1003.52 Million is repayable in 28 equal quarterly instalments starting from June 2018.

Term loan aggregating to Rs. 289.40 Million is repayable in 50 equal quarterly instalments of Rs. 6.25 Million and balance on December, 2030.

Term loan aggregating to Rs. 59.56 Million is repayable in 180 equal instalments of Rs. 0.65 Million starting ending in March 2032.

Term Loan (Unsecured) aggregating to Rs. 491.29 Million is repayable after 3 years from the date of First reimbursement i.e. 27th March, 2019 or 60 days prior before the expiry of an unconditional irrevocable bank guarantee issued against the aforesaid loan.

Hire Purchase Loans amounting to Rs. 1.16 Million are secured by hypothecation of respective Equipment and are repayable in equal monthly instalments over a period of 1 year.

**22 Financial liabilities - Non current : Lease Liabilities**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Lease liabilities | 385.32 | 423.21 | 69.84 | 96.27 |
| **Total** | **385.32** | **423.21** | **69.84** | **96.27** |

(1) For changes in liabilities arising from financing activities and maturity analysis, refer Note 49

*(All amounts are in INR Million, unless otherwise stated)*

**23 Financial liabilities - Current : Trade payables**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Non - current** | | | | |
| -Total outstanding dues of creditors other than micro enterprises and small enterprises | 58.47 | 85.28 | - | - |
| | **58.47** | **85.28** | **-** | **-** |
| **Current** | | | | |
| **At amortised cost** | | | | |
| - Total outstanding dues of micro enterprises and small enterprises (Refer Note 23.1) | 334.73 | 365.10 | 299.86 | 95.83 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,358.97 | 2,090.27 | 1,409.25 | 1,087.53 |
| - Acceptances (Refer Note 23.3) | 3,084.04 | 2,523.68 | 3,242.99 | 2,774.43 |
| | **4,777.74** | **4,979.05** | **4,952.10** | **3,957.79** |
| **Total** | **4,836.21** | **5,064.33** | **4,952.10** | **3,957.79** |

**23.1 Information in terms of Section 22 of Micro, Small and Medium enterprises Development Act, 2006(MSMED) are given below:**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting period/year | 334.73 | 365.10 | 299.08 | 95.42 |
| (ii) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid) | 1.46 | 0.96 | 0.78 | 0.41 |
| (iii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period/year. | - | - | - | - |
| (iv) The amount of interest accrued and remaining unpaid at the end of each accounting period/year | 3.61 | 2.15 | 1.19 | 0.41 |
| (v) 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 MSMED Act 2006 | | - | - | - |

**23.2 Trade Payables Ageing Schedule excluding acceptances - Based on the requirements of Amended Schedule III**

| Particulars | Outstanding as on Sept 30, 2021 from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Not Due | Upto 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Total outstanding dues of micro enterprises and small enterprises | 295.41 | 36.04 | 1.58 | 0.94 | 0.07 | 334.04 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 696.17 | 658.90 | 7.57 | 25.32 | 3.27 | 1,391.23 |
| Disputed dues of micro enterprises and small enterprises | 0.69 | - | - | - | - | 0.69 |
| Disputed dues of creditors other than micro enterprises and small enterprises | 26.21 | - | - | - | - | 26.21 |
| - Acceptances (Refer Note 23.3) | 3,084.04 | - | - | - | - | 3,084.04 |
| **Total** | **4,102.52** | **694.94** | **9.15** | **26.26** | **3.34** | **4,836.21** |

| Particulars | Outstanding as on March 31, 2021 from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Not Due | Upto 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Total outstanding dues of micro enterprises and small enterprises | 341.30 | 21.65 | 1.29 | 0.08 | - | 364.32 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,634.44 | 459.40 | 36.18 | 30.20 | 3.64 | 2,163.86 |
| Disputed dues of micro enterprises and small enterprises | 0.79 | - | - | - | - | 0.79 |
| Disputed dues of creditors other than micro enterprises and small enterprises | 11.70 | - | - | - | - | 11.70 |
| - Acceptances (Refer Note 23.3) | 2,523.66 | - | - | - | - | 2,523.66 |
| **Total** | **4,511.89** | **481.05** | **37.47** | **30.28** | **3.64** | **5,064.33** |

| Particulars | Outstanding as on March 31, 2020 from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Not Due | Upto 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Total outstanding dues of micro enterprises and small enterprises | 233.64 | 61.45 | 4.11 | - | 0.66 | 299.86 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 937.15 | 414.23 | 35.57 | 7.45 | 3.80 | 1,398.20 |
| Disputed dues of micro enterprises and small enterprises | - | | - | - | - | - |
| Disputed dues of creditors other than micro enterprises and small enterprises | 11.05 | | | | | 11.05 |
| - Acceptances (Refer Note 23.3) | 3,242.99 | | - | - | - | 3,242.99 |
| **Total** | **4,424.83** | **475.68** | **39.68** | **7.45** | **4.46** | **4,952.10** |

| Particulars | Outstanding as on March 31, 2019 from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Not Due | Upto 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Total outstanding dues of micro enterprises and small enterprises | 61.79 | 33.68 | 0.36 | - | - | 95.83 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 703.09 | 360.74 | 8.20 | 0.67 | 3.77 | 1,076.47 |
| Disputed dues of creditors other than micro enterprises and small enterprises | 11.06 | - | - | - | - | 11.06 |
| - Acceptances (Refer Note 23.3) | 2,774.43 | - | - | - | - | 2,774.43 |
| **Total** | **3,550.37** | **394.42** | **8.56** | **0.67** | **3.77** | **3,957.79** |

**23.3** Trade Payable other than acceptances are non - interest bearing. Acceptances are payable within 90 - 180 days. Acceptances are given to banks.

*(All amounts are in INR Million, unless otherwise stated)*

**24 Financial liabilities - Non current : Others**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Creditor for Capital Goods | 11.51 | 32.20 | - | - |
| Security deposits | 75.00 | 75.00 | - | - |
| **Total** | **86.51** | **107.20** | **-** | **-** |

**25 Provisions : Non-current**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Provision for warranties | 19.63 | 16.64 | 10.90 | 10.55 |
| Provision for compensated absences | 23.00 | 22.07 | 18.32 | 14.54 |
| Provision for gratuity (Refer Note 45) | 36.84 | 31.68 | 27.18 | 23.04 |
| **Total** | **79.47** | **70.39** | **56.40** | **48.13** |

**25.1**

| | | | | |
|---|---|---|---|---|
| **Provision for warranties** | | | | |
| Balance as at the beginning of the period/year | 19.45 | 11.77 | 11.28 | - |
| Provision made during the period/year | 2.99 | 7.68 | 0.49 | 11.28 |
| Amount incurred / utilized during the period/year | - | - | - | - |
| **Balance as at the end of the period/year** | **22.44** | **19.45** | **11.77** | **11.28** |

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Non - Current (Refer Note 25) | 19.63 | 16.64 | 10.90 | 10.55 |
| Current (Refer Note 32) | 2.81 | 2.81 | 0.87 | 0.73 |
| **Total** | **22.44** | **19.45** | **11.77** | **11.28** |

Provision for warranty claims represents present value of the management's best estimate of the future outflow of economic benefits that will be required under the Group's obligations for warranties under sale of products. The estimates has been made on the basis of historical trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality.

Further, Group’s product namely Solar PV Modules carries performance warranty of up to 25 - 27 years from the date of supply. A fair estimate of future liability that may arise on this account is not ascertainable and hence not provided.

**26 Deferred tax liabilities (net) : Non current**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Deferred Tax Assets** | | | | |
| Minimum Alternative Tax credit | 694.50 | 694.50 | 600.50 | 583.30 |
| Unabsorbed Depreciation / Business Loss | 423.25 | 304.70 | 391.56 | 233.98 |
| Expenses allowable on payment, write off, etc. | 20.00 | 17.89 | 14.87 | 16.77 |
| Allowance for expected credit loss | 55.68 | 50.10 | 42.65 | 40.79 |
| Others | 29.89 | 25.36 | 20.94 | 19.59 |
| **Total Deferred Tax Assets** | **1,223.32** | **1,092.55** | **1,070.52** | **894.43** |
| **Deferred Tax Liabilities** | | | | |
| Temporary differences in carrying value of property, plant and equipment, intangible assets and right of use assets between books of account and for tax purposes | 752.04 | 787.85 | 805.31 | 776.50 |
| Items considered allowable for tax purpose on payments basis | 518.99 | 485.50 | 376.15 | 211.10 |
| Others | 4.47 | 2.75 | - | - |
| **Total Deferred Tax Liabilities** | **1,275.50** | **1,276.10** | **1,181.46** | **987.60** |
| **Net deferred tax liabilities** | **52.18** | **183.55** | **110.94** | **93.17** |

**26.1** Payment of safeguard duty amounting to Rs. 1485.20 Million which has been considered as claim receivables in the financial statements (as stated in Note 60) have been considered as allowable expenses on payment basis in the Income Tax returns. Hence, deferred tax assets / liabilities for the above amount is recognized and included above in note 26.

**26.2** Section 115 BAA of the Income Tax Act, 1961, introduced by the Taxation Laws (Amendment) Act, 2019 gives a one-time irreversible option for payment of income tax at reduced rate with effect from financial year commencing 1st April, 2019 subject to certain conditions. The Holding Company has made an assessment of the impact of the above amendment and decided to continue with the existing tax structure until utilisation of accumulated minimum alternative tax ("MAT"), tax incentives and deductions available to the Holding Company.

*(All amounts are in INR Million, unless otherwise stated)*

**26.3 Reconciliation of tax expense and the accounting profit multiplied by tax rate:**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Restated Profit before tax** | **-311.50** | **561.97** | **304.42** | **586.69** |
| Applicable tax rate of the Holding Company | 34.94% | 34.94% | 34.94% | 34.94% |
| **Tax on above calculated at rates applicable to holding company** | **-108.85** | **196.37** | **106.38** | **205.01** |
| Tax on Allowances / incentives allowed under Income Tax act | 0.00 | -0.68 | 0.73 | 0.00 |
| Non deductible expenses for tax purposes | -1.48 | 2.70 | -0.26 | -0.23 |
| Tax impact of exrlier years | 0.00 | -15.54 | 0.00 | 0.00 |
| Other items | -11.25 | -7.57 | 0.79 | -9.52 |
| Difference in overseas tax rate* | -0.31 | 4.76 | -28.46 | -16.79 |
| **Total tax expense** | **-121.89** | **180.04** | **79.18** | **178.47** |

*The statutory tax rate applicable to various entities in the group range from 15.00% to 34.94% (31 March 2021: 15.00% - 31.94% ; 31 March 2020: 15.00% - 34.94% and 31 March 2019: 15.00% - 34.94%

**26.4 Details of movement of Deferred tax liabiities / (assets)***

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Opening Deferred Tax liabilities / (assets)** | **181.47** | **109.03** | **91.33** | **44.63** |
| Less: Deferred Tax on opening adjustment for IND AS 116 (refer Note 49) | - | - | - | -9.70 |
| Add : Deferred tax during the year routed through Profit and Loss | -134.16 | 71.84 | 17.56 | 56.59 |
| Add : Deferred tax during the year routed through Other comprehensive income | -0.80 | 0.60 | 0.14 | -0.19 |
| **Closing Deferred Tax liabilities / (assets)** | **46.51** | **181.47** | **109.03** | **91.33** |

**26.5**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Deferred Tax Liabilities (Refer Note 26) | 52.18 | 183.55 | 110.94 | 93.17 |
| Deferred Tax Assets (Refer Note 9) | 5.67 | 2.08 | 1.91 | 1.84 |
| **Net** | **46.51** | **181.47** | **109.03** | **91.33** |

*(All amounts are in INR Million, unless otherwise stated)*

**27 Other liabilities : Non-current**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Advance from customers | - | - | - | 242.90 |
| **Total** | **-** | **-** | **-** | **242.90** |

**28 Financial liabilities - Current : Borrowings**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Working Capital Loans- Secured | | | | |
| - Cash credit , Buyers Credit and working capital demand loan from Bank (repayable on demand) | 4,095.86 | 3,327.50 | 3,072.90 | 3,555.98 |
| Current maturities of long-term Term Loans | 637.13 | 584.00 | 238.49 | 368.64 |
| Current Maturities of Hire Purchase Loans | - | - | - | 1.16 |
| **Total** | **4,732.99** | **3,911.50** | **3,311.39** | **3,925.78** |

**28.1** Working capital loan are secured by first charge on current assets of the parent company and second charge on fixed assets (except specifically charged assets) of parent company's solar PV module manufacturing units (Unit 1 & Unit II) at Falta SEZ, South 24 Parganas and also by personal guarantee of some of the promoters of the parent company.

**29 Financial liabilities - Current : Lease Liabilities**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Lease liabilities | 97.60 | 84.67 | 39.26 | 47.26 |
| **Total** | **97.60** | **84.67** | **39.26** | **47.26** |

**30 Financial liabilities - Current : Others**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Interest accrued but not due on Borrowings | 39.74 | 40.10 | 46.89 | 13.97 |
| Creditors for Others | 239.96 | 194.28 | 94.12 | 38.91 |
| Payables to capital creditors | 66.70 | 208.89 | 46.13 | 43.08 |
| **Total** | **346.40** | **443.27** | **187.14** | **95.96** |

**31 Other liabilities : Current**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Advance from customers | 1,652.68 | 1,006.15 | 1,294.11 | 197.19 |
| Unearned Revenue | 339.01 | 14.35 | 17.27 | 24.47 |
| Statutory dues | 93.30 | 41.19 | 31.09 | 23.05 |
| **Total** | **2,084.99** | **1,061.69** | **1,342.47** | **244.71** |

**32 Provisions : Current**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Provision for warranties (Refer Note 25) | 2.81 | 2.81 | 0.87 | 0.73 |
| Provision for compensated absences | 1.64 | 1.62 | 1.34 | 1.17 |
| Provision for Gratuity (Refer Note 45) | 1.41 | 1.31 | 0.93 | 0.86 |
| **Total** | **5.86** | **5.74** | **3.14** | **2.76** |

**33 Tax liabilities (net) : Current**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Income tax liabilities (net of advance income tax) | 11.51 | 0.03 | 21.10 | 6.29 |
| **Total** | **11.51** | **0.03** | **21.10** | **6.29** |

*(All amounts are in INR Million, unless otherwise stated)*

**34 Revenue from operations**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Sale of Goods * | 5,304.54 | 14,947.09 | 15,849.99 | 18,656.03 |
| Sale of Services * | 673.98 | 1,128.54 | 423.96 | 1,416.49 |
| Other operating revenue: | | | | |
| Export incentives | - | 25.75 | 122.88 | 95.84 |
| **Revenue from operations** | **5,978.52** | **16,101.38** | **16,396.83** | **20,168.36** |

* for disaggregated information Refer Note 48

**35 Other income**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Interest income on financial assets at amortised cost | | | | |
| - Fixed deposits | 22.01 | 45.49 | 59.20 | 46.77 |
| - on service concession agreement (Refer Note 48F) | 17.52 | 36.95 | 32.53 | 43.65 |
| - Others | 28.30 | 74.74 | 79.33 | 28.62 |
| Profit/(Loss) on sale of investments | - | (2.03) | 23.04 | - |
| Change in fair value of financial assets through FVTPL | - | - | - | 0.13 |
| Profit on sale of Mutual Fund Units | - | - | 0.07 | - |
| Government Grant related to property, plant and equipment (Refer Note 47) | 7.19 | 14.37 | 14.37 | 14.37 |
| Profit on sale of property, plant & equipment (net) | - | 0.01 | 0.50 | 0.06 |
| Gain on termination of lease arrangements | - | 2.18 | - | - |
| Other miscellaneous income | - | 2.93 | 13.87 | 10.98 |
| **Total** | **75.02** | **174.64** | **222.91** | **144.58** |

**36 Cost of materials and Services consumed**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Cost of materials and services consumed | 4,890.16 | 12,163.34 | 12,244.54 | 16,439.30 |
| **Total** | **4,890.16** | **12,163.34** | **12,244.54** | **16,439.30** |

**37 Changes in inventories of finished goods and work-in-progress**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| **Inventory at the end of the period/year** | | | | |
| Finished goods (excluding trail run stock of Rs. 191.86 million as on Sept 30, 2021) | 1,117.31 | 595.06 | 604.61 | 862.94 |
| Work in progress | 162.49 | 152.44 | 148.26 | 241.47 |
| | **1,279.80** | **747.50** | **752.87** | **1,104.41** |
| **Inventories at the beginning of the period/year** | | | | |
| Finished goods | 595.06 | 604.61 | 862.94 | 721.46 |
| Work in progress | 152.44 | 148.26 | 241.47 | 158.16 |
| | **747.50** | **752.87** | **1,104.41** | **879.62** |
| **Changes in inventories of finished goods & work-in-progress** | **(532.30)** | **5.37** | **351.54** | **(224.79)** |

**38 Employee benefits expense**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Salaries, wages and bonus (including Directors' remuneration) (Refer Note 50) | 526.19 | 814.22 | 848.30 | 763.50 |
| Contribution to provident and other funds | 12.11 | 22.57 | 32.27 | 29.16 |
| Gratuity expense (Refer Note 45) | 5.25 | 8.78 | 8.94 | 6.52 |
| Staff welfare expenses | 15.71 | 25.10 | 35.07 | 41.98 |
| **Total** | **559.26** | **870.67** | **924.58** | **841.16** |

*(All amounts are in INR Million, unless otherwise stated)*

**39 Finance cost**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Interest expense: | | | | |
| - on borrowings | 412.57 | 843.09 | 774.44 | 782.06 |
| - on lease liabilities (Refer Note 4 and Note 49) | 21.09 | 27.48 | 12.83 | 15.53 |
| Other borrowing costs | 79.91 | 161.33 | 176.02 | 141.71 |
| Less: Capitalized during the period / year | (42.83) | (37.11) | (13.64) | (9.60) |
| **Total** | **470.74** | **994.79** | **949.65** | **929.70** |

**40 Depreciation and amortisation expense**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Property, plant and equipment (Refer Note 5) | 146.13 | 291.01 | 274.33 | 243.93 |
| Right of use assets (Refer Note 4 & Note 5) * | 19.09 | 32.04 | 33.61 | 32.11 |
| Intangible assets (Refer Note 6) | 28.39 | 65.21 | 59.81 | 35.73 |
| **Total** | **193.61** | **388.26** | **367.75** | **311.77** |
| *** Net of amount transferred to Capital Work in Progress** | **19.63** | **16.36** | **-** | **-** |

**41 Other expenses**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Consumption of packing materials and stores & spares | 94.27 | 185.71 | 259.91 | 287.38 |
| Freight and Warehousing | 276.86 | 371.87 | 360.73 | 319.10 |
| Power and Fuel | 36.23 | 67.04 | 80.26 | 87.59 |
| Insurance | 31.76 | 38.22 | 23.05 | 37.61 |
| Rent | 5.27 | 20.10 | 22.15 | 5.00 |
| Rates and taxes | 7.76 | 4.53 | 10.19 | 9.42 |
| Repairs and maintenance | | | | |
| -Building | 10.53 | 15.02 | 0.51 | 1.11 |
| -Plant and Machinery | 10.78 | 24.90 | 7.73 | 8.80 |
| -Others | 10.46 | 58.69 | 31.86 | 49.21 |
| Professional / Consultancy Fees | 91.33 | 137.23 | 146.54 | 105.96 |
| Payment to Auditors (Refer Note 43 below) | 1.56 | 4.37 | 2.81 | 3.88 |
| Business Support Service | - | 42.33 | 9.46 | - |
| Travelling and conveyance | 38.94 | 49.55 | 105.60 | 128.05 |
| Marketing and selling Expenses | 15.09 | 72.42 | 65.08 | 53.89 |
| Corporate Social Responsibility expenditure (Refer Note 44 below) | 1.98 | 7.81 | 2.40 | 0.55 |
| Allowance for expected credit loss | 16.47 | 21.56 | 4.07 | (8.34) |
| Foreign exchange fluctuation (net) | 63.12 | 27.95 | 225.25 | 141.59 |
| Security and other manpower services | 30.67 | 54.53 | 48.84 | 111.00 |
| Provision for warranties | 2.99 | 7.68 | 0.49 | 11.28 |
| Sundry balances written off | 14.43 | 14.29 | - | - |
| Miscellaneous expenses | 23.07 | 65.82 | 70.33 | 76.03 |
| **Total** | **783.57** | **1,291.62** | **1,477.26** | **1,429.11** |

*(All amounts are in INR Million, unless otherwise stated)*

**42 Earnings per share (EPS)**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| **Net profit after tax for the period/year** | **(189.62)** | **381.93** | **225.24** | **408.22** |
| **Basic & Diluted earnings per share** | | | | |
| Weighted average number of ordinary shares (in numbers) (Refer Note 19(ii)) | 2,35,30,000 | 2,28,39,610 | 2,79,25,000 | 2,79,25,000 |
| Add: Impact of Bonus shares (Refer Note 42.1) | 23,53,00,000 | 23,53,00,000 | 23,53,00,000 | 23,53,00,000 |
| **Total weighted avergae no. of shares** | **25,88,30,000** | **25,81,39,610** | **26,32,25,000** | **26,32,25,000** |
| Nominal value of ordinary share (Rs. per share) (Refer Note 19) | 10.00 | 10.00 | 10.00 | 10.00 |
| **Basic & Diluted earnings for ordinary shares (in Rs. per share) *** | **(0.73)** | **1.48** | **0.86** | **1.55** |

Note: The Group does not have any outstanding equity instruments which are dilutive.
*Earnings per share for six months period ended Sept 30, 2021 are not annualised.

**42.1** Pursuant to a resolution passed by the Holding Company's equity shareholders in the Extra –ordinary General Meeting held on December 8, 2021, the Holding Company has alloted 23,53,00,000 bonus equity shares of Rs.10 each in the ratio of 10 (ten) fully paid-up bonus share of the face value of Rs. 10 each for every existing 1 (one) fully paid-up equity share of the face value of Rs. 10 each held by the members as on December 4, 2021, the Record Date as approved by the members at the aforesaid Extra –ordinary General Meeting, by capitalizing the sum of Rs. 53.33 Million from the Capital Redemption Reserves, Rs.567.87 million from the Securities Premium Account and Rs.1731.80 million from Retained Earnings/ Free Reserve of the Holding Company. The impact of above bonus shares has been retrospectively considered for the Computation of Earnings Per Share as per the requirement of Ind AS-33.

**43 Payment to auditors**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| As statutory auditors : | | | | |
| Audit fees | 1.40 | 3.97 | 2.25 | 3.79 |
| Tax audit fees | - | 0.31 | 0.30 | - |
| Other services | 0.16 | 0.09 | 0.26 | 0.09 |
| **Total** | **1.56** | **4.37** | **2.81** | **3.88** |

**44 Corporate social responsibility (CSR) expenditure**

| Particulars | For the period/year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| a) Gross amount to be spent by the Holding Company during the year | 7.68 | 7.81 | 14.61 | 15.30 |
| b) Amount spent during the period / year for purposes other than construction /acquisition of assets in cash including brought forward | 1.98 | 9.79 | 2.40 | 0.55 |
| c) Amount unspent during the period/year* | Not Applicable | - | 12.21 | 14.75 |
| d) Amount Carry Forward to next year during the period/year | - | 1.98 | - | - |
| e) Nature of CSR activities | Not Applicable | Promotion of Indian Art & Culture, COVID 19 related Activity, Promotion of Education etc. Rural development project and eradicating hunger etc. | Promotion of Indian Art, Renewable Energy Project and promotion of education etc. | Promotion of Indian Art etc. and Restoration of heritage buildings etc. |

For details of related party transactions, refer Note 50.

**For movement is CSR, refer below:**

| Particulars | For the period / year | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Gross amount to be spent during the year | 7.68 | 7.81 | 14.61 | 15.30 |
| Actual spent including brought forward | 1.98 | 9.79 | 2.40 | 0.55 |
| **(Excess) /short spent*** | **-** | **(1.98)** | **12.21** | **14.75** |

* For Sept 30, 2021, excess/short spent to be determined at the end of the financial year.

*(All amounts are in INR Million, unless otherwise stated)*

**45 Employee benefits**

**(I) Defined contribution plan**

The Group has provident fund plans for certain employees of the Group. Contributions are made to provident fund in India for certain employees of the group at the rate of 12% of basic salary subject to statutory limits. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is Rs. 8.38 Million (31 March 2021- Rs. 17.33 Million) (31 March 2020- Rs. 20.61 Million) (31 March 2019- Rs. 18.08 Million).

**(II) Defined benefit plan - Unfunded**

**(a) Leave Obligations**

The Group provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number days of unutilised leave at each balance sheet date on the basis of year-end actuarial valuation using projected unit credit method. The scheme is unfunded.

Based on past experience and in keeping with Group's practice, the Group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months and accordingly the total year end provision determined on actuarial valuation, as aforesaid is classified between current and non current.

**(b) Gratuity**

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is unfunded.

**A Principal actuarial assumptions**

Principal actuarial assumptions used to determine the present value of the defined benefit obligation as at and for the period/year ended are as follows:

| Particulars | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| Discount rate | 7.10% | 6.80% | 7.70% | 7.70% |
| Expected rate of increase in compensation level of covered employees | 5.00% | 5.00% | 5.00% | 5.00% |
| Mortality rate | Indian Assured Lives Mortality (2006-08) Ultimate | Indian Assured Lives Mortality (2006-08) Ultimate | Indian Assured Lives Mortality (2006-08) Ultimate | Indian Assured Lives Mortality (2006-08) Ultimate |
| Attrition rate | 2.00% | 2.00% | 2.00% | 2.00% |

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

**B Details of Actuarial Valuation carried out on Balance Sheet date are as under:**

**Amount recognised in the Restated Consolidated Summary Statement of Assets & Liabilities consists of:**

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Present value of defined benefit obligations | 38.27 | 33.09 | 28.11 | 23.90 |
| **Net liability arising from defined benefit obligations** | **38.27** | **33.09** | **28.11** | **23.90** |

**Amounts recognised in Restated Consolidated Summary Statement of Profits and Losses in respect of gratuity scheme are as follows:**

| Particulars | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| Current service cost | 4.33 | 7.48 | 7.24 | 5.96 |
| Past service cost | - | - | - | (0.77) |
| Interest cost | 1.08 | 1.80 | 1.70 | 1.33 |
| Less: Capitalized during the period | (0.16) | | | |
| **Total charge to statement of profit or loss** | **5.25** | **9.28** | **8.94** | **6.52** |

**Amounts recognised in the statement of comprehensive income are as follows:**

Remeasurement of the net defined benefit obligation:-

| Particulars | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| Re-measurement losses /(gains) arising from changes in financial assumptions | (1.06) | (0.46) | 2.59 | - |
| Re-measurement losses /(gains) arising from experience adjustments | 3.31 | (1.35) | (2.97) | 0.53 |
| **Re measurement of the net defined benefit liability** | **2.25** | **(1.81)** | **(0.38)** | **0.53** |

**The movement during the period/year of the present value of the defined benefit obligation was as follows:**

| Particulars | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| **Opening balance** | **32.99** | **28.11** | **23.90** | **17.70** |
| Current service cost | 4.33 | 7.48 | 7.24 | 5.96 |
| Past Service Cost | - | - | - | (0.77) |
| Interest cost of scheme liabilities | 1.08 | 1.80 | 1.70 | 1.33 |
| Benefits (paid) | (2.40) | (2.54) | (3.69) | (0.85) |
| Actuarial loss on obligations | 2.25 | (1.81) | (0.38) | 0.53 |
| Acquisition Adjustment | (0.00) | (0.05) | (0.66) | - |
| **Closing balance** | **38.25** | **32.99** | **28.11** | **23.90** |
| **Recognised under:** | | | | |
| Current provision | 1.41 | 1.31 | 0.93 | 0.86 |
| Non current provision | 36.84 | 31.68 | 27.18 | 23.04 |



The gratuity scheme of the Group is unfunded hence there was no plan asset as at Sept 30, 2021, March 31, 2021, March 31, 2020, and March 31, 2019.

*(All amounts are in INR Million, unless otherwise stated)*

**C Sensitivity analysis**

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

**Increased /(Decreased) defined benefit obligation**

| Particulars | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| **Discount rate** | | | | |
| Increase by 1% | -4.67 | -4.11 | -3.69 | -3.06 |
| Decrease by 1% | 5.71 | 5.05 | 4.54 | 3.76 |
| **Expected rate of change in compensation level of covered employees** | | | | |
| Increase by 1% | 5.24 | 4.68 | 4.19 | 3.58 |
| Decrease by 1% | -4.13 | -3.90 | -3.05 | -2.98 |

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

**D Risk analysis**

Group is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

**(1) Salary growth risks**

Higher than expected increases in salary will increase the defined benefit obligation.

**(2) Life expectancy / Longevity risks**

The present value of the defined benefit plan liability is calculated by reference to the best estimates of the mortality of plan participants both during and after their employment. Mortality tables as per Indian Assured Lives Mortality (2006-08) Ult. is used for during the employment and post retirement respectively. An increase in the life expectancy of the plan participants will increase the plan's liability.

**(3) Interest rate risks**

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

**(4) Inflation risks**

A decrease in the inflation rate will increase the plan's liability.

**E Maturity profile of defined benefit obligation (without discounting)**

| Particulars | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| **Expected benefit payments for the period/ year ending** | | | | |
| Not later than 1 year | 1.46 | 1.35 | 0.96 | 0.69 |
| Later than 1 year and nor later than 5 years | 13.40 | 10.55 | 8.21 | 4.96 |
| More than 5 years | 33.99 | 26.19 | 20.97 | 22.36 |

*(All amounts are in INR Million, unless otherwise stated)*

**46 Contingencies and commitments**
(To the extent not provided for)

**(i)**

| **Contingent liabilities** | **As at Sept 30, 2021** | **As at March 31, 2021** | **As at March 31, 2020** | **As at March 31, 2019** |
|---|---|---|---|---|
| **Demands/claims by various government authorities and other claims not acknowledged as debts:** | | | | |
| - Income tax demand | 20.98 | 20.98 | 20.98 | 37.76 |
| - VAT, CST, GST and Entry tax | 330.53 | 354.71 | 364.80 | 349.72 |
| - Safeguard Duty on imports | 102.04 | 102.04 | 102.04 | 102.04 |
| - Contractual claim from customers | 232.70 | 232.70 | - | - |
| **Total** | **686.25** | **710.43** | **487.82** | **489.52** |

These cases are pending at various forums with the respective authorities. Outflow, if any, arising out of the claims would depend upon the outcome of the decision of the appellate authorities and the Group's right for future appears before judiciary.

The Group does not expect any reimbursement in respect of above contingent liabilities.

**(ii)**

| **Commitments** | **As at Sept 30, 2021** | **As at March 31, 2021** | **As at March 31, 2020** | **As at March 31, 2019** |
|---|---|---|---|---|
| **Capital Commitments** | | | | |
| Estimated amount of contracts remaining to be executed on capital account | 422.44 | 819.59 | 367.67 | 186.16 |

**47 Deferred Income from Grant**

**A** The Parent Company had applied for Modified Special Incentive Package Scheme(M-SIPS) in earlier years, wherein the Parent Company is entitled to capital subsidy on eligible investments in SEZ. The incentive is provided on reimbursement basis. During the year ended 31st March, 2018, the Parent Company had obtained approval from the competent approving authority for capital subsidy form Government of India under M-SIPS scheme. Grant receivable has been recognised by the Parent Company as deferred revenue in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful life of the related assets.

| | **Particulars** | **As at Sept 30, 2021** | **As at March 31, 2021** | **As at March 31, 2020** | **As at March 31, 2019** |
|---|---|---|---|---|---|
| | Opening Deferred Income from Grant | 166.49 | 180.86 | 195.23 | 209.52 |
| | Recognised during the period / year | - | - | - | 0.08 |
| | Less: Transfer to Consolidated Statement of Profit and Loss | (7.19) | (14.37) | (14.37) | (14.37) |
| | Closing Deferred Income from Grant | **159.30** | **166.49** | **180.86** | **195.23** |
| | | | | | |
| | Non-Current Deferred income from Grant | 144.93 | 152.12 | 166.49 | 180.86 |
| | Current Deferred income from Grant | 14.37 | 14.37 | 14.37 | 14.37 |
| | | **159.30** | **166.49** | **180.86** | **195.23** |
| **B** | The Group has imported certain Machineries under EPCG licence | | | | |
| | Non-Current Deferred income from Grant | 46.30 | 18.45 | - | - |
| | Current Deferred income from Grant | - | - | - | - |

*(All amounts are in INR Million, unless otherwise stated)*

**48 Revenue from Contracts with Customers**

| | | For the period/year | | | |
|---|---|---|---|---|---|
| | | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| A | Details of revenue with customer | | | | |
| | Sale of Goods | 5,304.54 | 14,947.09 | 15,849.99 | 18,656.03 |
| | Sale of Services | 673.98 | 1,128.54 | 423.96 | 1,416.49 |
| | Total Revenue as per Contracted Price | **5,978.52** | **16,075.63** | **16,273.95** | **20,072.52** |
| B | The following table provides details of Group revenue from contract with customer | | | | |
| | Timing of revenue recognition | | | | |
| | - Goods transferred at a point in time | 3,450.88 | 7,074.78 | 11,406.32 | 8,537.67 |
| | - Goods / Services transferred over time | 2,527.64 | 9,000.86 | 4,867.63 | 11,534.85 |
| | **Total** | **5,978.52** | **16,075.64** | **16,273.95** | **20,072.52** |
| C | The following table provides details of Geographical revenue from contract with customer | | | | |
| | India | 5,033.01 | 13,937.41 | 11,654.90 | 17,764.36 |
| | Outside India | 945.51 | 2,138.22 | 4,619.05 | 2,308.16 |
| | | **5,978.52** | **16,075.63** | **16,273.95** | **20,072.52** |

**D 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 Group expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date.

**E The following table provides information about contract asset and contract liabilities from contract with customers:**

| | | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| (i) | Contract Assets and liabilities as at Opening (excluding trade receivable and trade payable) | | | | |
| | - Opening Advances from EPC Customers | 717.68 | 23.27 | 249.45 | 248.02 |
| | - Opening Advances from Other Customers | 288.47 | 1,270.84 | 190.64 | 170.05 |
| | - Opening Unbilled revenue | 208.61 | 334.65 | 7.61 | - |
| | - Opening Unearned revenue | 14.35 | 17.27 | 24.47 | 180.41 |
| (ii) | Revenue recognized during the period / year from contract | 3,060.91 | 9,076.56 | 4,533.40 | 11,371.30 |
| (iii) | Revenue recognized during the period /year that was included in the contract liability at Opening (excluding Advance from Customer) | (194.26) | (317.38) | 16.86 | 180.41 |
| (iv) | Contract Assets and liabilities as at Clsoing (excluding trade receivable and trade payable) | | | | |
| | - Closing Advances from EPC Customers | 734.98 | 717.68 | 23.27 | 249.45 |
| | - Closing Advances from Other Customers | 917.70 | 288.47 | 1,270.84 | 190.64 |
| | - Closing Unbilled revenue | - | 208.61 | 334.65 | 7.61 |
| | - Closing Unearned revenue | 339.01 | 14.35 | 17.27 | 24.47 |
| | Note: Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance . Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied. | | | | |

**F** The Parent Company had entered into Power Purchase Agreement with Tirumala Tirupati Devasthanams (Grantor) for installation and operation of Solar power plant under Build Own Operate and Transfer (BOOT) system, under which the Parent Company shall be entitled to income from sale of power generated from such plant at an agreed per unit rate. The Parent Company shall transfer the plant to the grantor at the end of the operation period. Above arrangement classifies as service concession arrangement under Ind AS 115 and hence has been accounted for as financial asset model.

Key details of the agreement are given below:

| | |
|---|---|
| Construction period | 1 year |
| Operation period | 21 years |
| Capacity of Solar Power Plant | 10 MW |

| | **Revenue and profits recognised towards construction services:** | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| (i) | Revenue recognised for the financial year | - | - | 82.80 | 11.75 |
| (ii) | Profit recognised for the financial year | - | - | 3.94 | 0.56 |

*(All amounts are in INR Million, unless otherwise stated)*

**49 Leases**

(a) The Group implemented Indian Accounting Standard for Leases ("Ind AS 116") with effect from April 1, 2019 using the modified retrospective approach without adjusting the comparative period. For the purpose of preparing Restated Consolidated Summary Statement, Ind AS 116 has been applied using the modified retrospective approach with effect from April 1, 2018. The right of use assets comprise of land, buildings and offices taken on lease. The effective interest rate for lease liabilities is 10%p.a. as on Sept 30, 2021 (March 31, 2021 - 10%p.a.) (March 31, 2020 - 10%p.a.) (March 31, 2019 - 10%p.a.). The effect of initial recognition as per Ind AS 116 was as follows:

| **Initial recognition on adoption of Ind AS 116** | **As on April 1, 2018** |
|---|---|
| Recognition of Right of use assets | 90.70 |
| Recognition of Lease liabilities | 118.45 |
| Transitional adjustment in Retained Earning (net of Deferred Tax Assets of Rs. 9.70 Million) | 18.06 |

| | **As at Sept 30, 2021** | **As at March 31, 2021** | **As at March 31, 2020** | **As at March 31, 2019** |
|---|---|---|---|---|
| (b) Carrying value of right of use assets at the end of the reporting period (Refer Note 5) | 430.84 | 469.56 | 77.44 | 111.05 |

(c) Analysis of Lease liabilities:

| **Movement of lease liabilities** | **As at Sept 30, 2021** | **As at March 31, 2021** | **As at March 31, 2020** | **As at March 31, 2019** |
|---|---|---|---|---|
| **Opening Lease liabilities** | **507.88** | **109.10** | **143.53** | **-** |
| Ind AS 116 transition adjustment | - | - | - | 118.45 |
| Addition during the period/year (net) | - | 453.70 | - | 52.46 |
| Accretion of interest during the period | 21.09 | 27.48 | 12.83 | 15.53 |
| Cash outflow towards payment of lease liabilities | (46.05) | (45.37) | (47.26) | (42.91) |
| Adjustment during the year | - | (37.03) | - | - |
| **Closing Lease liabilities** | **482.92** | **507.88** | **109.10** | **143.53** |
| **Lease liabilities included in the Restated Consolidated Summary Statement of Assets & Liabilities** | | | | |
| Current | 97.60 | 84.67 | 39.26 | 47.26 |
| Non-Current | 385.32 | 423.21 | 69.84 | 96.27 |
| **Total** | **482.92** | **507.88** | **109.10** | **143.53** |

(d) The table below summarises the maturity profile of the Group's lease liabilities based on contractual undiscounted payments:

| | **As at Sept 30, 2021** | **As at March 31, 2021** | **As at March 31, 2020** | **As at March 31, 2019** |
|---|---|---|---|---|
| Less than 1 year | 96.53 | 96.69 | 48.93 | 47.26 |
| Between 1 to 5 year | 304.39 | 325.17 | 209.94 | 105.93 |
| More than 5 year | 326.85 | 352.16 | 32.79 | 16.57 |
| | **727.77** | **774.02** | **291.66** | **169.76** |

(e) Impact on Statement of Restated Consolidated Summary Statement of Profits and Losses:

| | **For the period ended Sept 30, 2021** | **For the year ended March 31, 2021** | **For the year ended March 31, 2020** | **For the year ended March 31, 2019** |
|---|---|---|---|---|
| Interest on lease liabilities | 21.09 | 27.48 | 12.83 | 15.53 |
| Expenses relating to short-term and low-value leases | 5.27 | 20.10 | 22.15 | 5.00 |
| **Total** | **26.36** | **47.58** | **34.98** | **20.53** |

e) There is no significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when due.

*(All amounts are in INR Million, unless otherwise stated)*

**50 Related party disclosures**

**(A) Name of Subsidiaries**

Vikram Solar GmbH
Solarcode Vikram Management GmbH (Subsidiaries of Vikram Solar GMBH)
Solarcode Vikram Solarkraftwerk 1 GmbH & Co KG (Subsidiaries of Vikram Solar GMBH)
Vikram Solar US Inc.
Vikram Solar Pte. Ltd.
VP Utilities & Services Pvt. Ltd.
Vikram Solar Foundation
Vikram Solar Cleantech Pvt Ltd
VSL Green Power Private Ltd
VSL Venture Private Ltd (ceased to be a subsidiary wef 31.03.2020)
VSL Logistics Solution Private Ltd (ceased to be a subsidiary wef 31.03.2020) (Subsidiaries of VSL Ventures Private Limited)
Vikram Solar RE Power (P) Ltd. (ceased to be a subsidiary wef 22.03.2021)
VIKI.AI Pvt Ltd (previously known as Indriya Labs (P) Ltd) (ceased to be a subsidiary wef 22.03.2021)

**(B) Name of Related Parties and related party relationships with whom transactions have taken place during the period/year:**

| | |
|---|---|
| Shri. Hari Krishna Chaudhary - Chairman | Key Managerial Person (KMP) |
| Shri. Anil Chaudhary - Non-Executive Director (ceased to be director w.e.f 11.03.2021) | Key Managerial Person (KMP) |
| Shri. Gyanesh Chaudhary - Managing Director | Key Managerial Person (KMP) |
| Mr. Saibaba Vutukuri - Chief Executive Officer (w.e.f 10.07.2020) (Appointed as Additional Director from 10.07.2020 till 30.09.2020) | Key Managerial Person (KMP) |
| Mr. Krishna Kumar Maskara - Whole time Director | Key Managerial Person (KMP) |
| Ms. Neha Agarwal - Whole time Director (w.e.f 22.03.2021) | Key Managerial Person (KMP) |
| Mr. Probir Roy - Independent Director | Key Managerial Person (KMP) |
| Mr. Joginder Pal Dua - Independent Director | Key Managerial Person (KMP) |
| Mr. Vikram Swarup - Independent Director | Key Managerial Person (KMP) |
| Ms. Mamta Binani - Independent Director (ceased to be director w.e.f 11th July, 2018) | Key Managerial Person (KMP) |
| Smt. Urmila Chaudhary (wife of Shri Hari Krishna Chaudhary) | Relative of KMP |
| Smt. Meenakshi Chaudhary (wife of Shri Gyanesh Chaudhary) | Relative of KMP |
| Yashvi Art Foundation | Enterprises owned or significantly influenced by KMP |
| Vikram Solar Energy Solutions GmbH | Enterprises owned or significantly influenced by KMP |

*(All amounts are in INR Million, unless otherwise stated)*

**(C) Details of transactions with related parties**

| Particulars | For the period/year ended | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| **Remuneration to Key Management Personnel and relatives** | | | | |
| Shri. Gyanesh Chaudhary | 17.55 | 29.66 | 23.06 | 22.81 |
| Mr. Krishna Kumar Maskara | 4.64 | 6.12 | 6.54 | 5.88 |
| Mr. Saibaba Vutukuri | 24.95 | 21.04 | - | - |
| Ms. Neha Agarwal | 3.21 | 0.38 | - | - |
| Smt. Meenakshi Chaudhary | 13.94 | 20.00 | 17.40 | 9.60 |
| **Total** | **64.29** | **77.19** | **47.00** | **38.29** |
| | | | | |
| **Sitting fees paid to Key Management Personnel** | | | | |
| Mr. Joginder Pal Dua | 0.08 | 0.30 | 0.20 | 0.28 |
| Mr. Probir Roy | 0.15 | 0.30 | 0.15 | 0.03 |
| Mr. Vikram Swarup | 0.10 | 0.33 | 0.23 | 0.33 |
| Ms. Mamta Binani | - | - | - | 0.03 |
| **Total** | **0.33** | **0.93** | **0.58** | **0.67** |
| | | | | |
| **Rent Paid** | | | | |
| Smt. Urmila Chaudhary | 0.60 | 0.60 | 0.60 | 0.60 |
| **Total** | **0.60** | **0.60** | **0.60** | **0.60** |
| | | | | |
| **Sale of investment** | | | | |
| Smt. Urmila Chaudhary | - | 0.26 | - | - |
| **Total** | **-** | **0.26** | **-** | **-** |
| | | | | |
| **Equity share allotment** | | | | |
| Smt. Urmila Chaudhary | - | 150.00 | - | - |
| **Total** | - | **150.00** | - | - |
| | | | | |
| **Advance Paid** | | | | |
| Shri. Gyanesh Chaudhary | - | - | 1.03 | - |
| **Total** | **-** | **-** | **1.03** | **-** |
| | | | | |
| **Advance recovered** | | | | |
| Shri. Gyanesh Chaudhary | - | 1.03 | - | - |
| **Total** | **-** | **1.03** | **-** | **-** |
| | | | | |
| **Sale of goods/services** | | | | |
| Vikram Solar Energy Solutions GmbH | - | - | 298.53 | 215.67 |
| Yashvi Art Foundation | 0.03 | 0.06 | - | - |
| **Total** | **0.03** | **0.06** | **298.53** | **215.67** |
| | | | | |
| **Corpus Donation paid** | | | | |
| Yashvi Art Foundation | - | 0.80 | 0.50 | 0.50 |
| **Total** | **-** | **0.80** | **0.50** | **0.50** |
| | | | | |
| **Reimbursement of expenses** | | | | |
| Yashvi Art Foundation | - | 0.02 | - | - |
| **Total** | **-** | **0.02** | **-** | **-** |

**The receivables from and payables to related parties are set out below:**

| Particulars | | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|---|
| **Receivable from:** | | | | | |
| Vikram Solar Energy Solutions GmbH | Trade receivables | 62.83 | 62.83 | 140.81 | 51.01 |
| Yashvi Art Foundation | Trade receivables | 0.11 | 0.06 | - | - |
| Shri. Gyanesh Chaudhary | Advance receivable | - | - | 1.03 | - |
| **Total** | | **62.94** | **62.89** | **141.84** | **51.01** |
| | | | | | |
| **Payable to:** | | | | | |
| Mr. Joginder Pal Dua | Sitting Fees payable | - | 0.02 | - | - |
| Mr. Probir Roy | Sitting Fees payable | - | 0.02 | - | - |
| Mr. Vikram Swarup | Sitting Fees payable | - | 0.02 | - | - |
| Smt. Urmila Chaudhary | Rent Payable | 0.27 | 0.05 | - | - |
| Shri. Gyanesh Chaudhary | Salary Payable | 4.54 | - | - | - |
| **Total** | | **4.81** | **0.12** | **-** | **-** |

**(D) Terms and conditions of transactions with related parties**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash and cash equivalent.

*(All amounts are in INR Million, unless otherwise stated)*

**(E) The following are the details of the transactions eliminated on consolidation as per Ind AS 24 read with ICDR Regulations during the period/year ended Sept 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019**

| Particulars | As at and for the period ended | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| Transaction by the Holding Company with other Group Companies | | | | |
| **Sale of goods/services** | | | | |
| Vikram Solar US Inc | 1,144.84 | 1,780.10 | 2,792.76 | 1,419.44 |
| VP Utilities & Services Pvt Ltd | 0.03 | 23.43 | 40.00 | - |
| VSL Green Power Private Limited | 0.03 | 0.06 | - | - |
| Vikram Solar RE Power (P) Ltd. | - | 0.06 | - | - |
| Viki.Ai Private Limited | - | 0.06 | - | - |
| Vikram Solar Cleantech Pvt Ltd | 0.03 | 0.06 | - | - |
| Vikram Solar Foundation | 0.03 | 0.06 | - | - |
| **Total** | **1,144.96** | **1,803.83** | **2,832.76** | **1,419.44** |
| **Purchase of goods/services** | | | | |
| VP Utilities & Services Pvt Ltd | 108.24 | 210.77 | 167.26 | - |
| VIKI.AI Pvt Ltd | - | 14.90 | - | - |
| **Total** | **108.24** | **225.67** | **167.26** | **-** |
| **Sales commission** | | | | |
| Vikram Solar GmbH | - | - | 14.04 | 28.81 |
| **Total** | **-** | **-** | **14.04** | **28.81** |
| **Loan given** | | | | |
| Vikram Solar Cleantech Pvt Ltd | 0.01 | 0.02 | 0.62 | - |
| Vikram Solar Pte. Ltd. | - | - | 9.42 | - |
| VP Utilities & Services Pvt Ltd | - | - | - | 41.42 |
| Vikram Solar Foundation | - | - | - | - |
| **Total** | **0.01** | **0.02** | **10.04** | **41.42** |
| **Loan recovered** | | | | |
| VP Utilities & Services Pvt Ltd | - | - | 24.98 | 25.46 |
| Vikram Solar US Inc | - | - | - | 6.79 |
| **Total** | **-** | **-** | **24.98** | **32.25** |
| **Interest Income** | | | | |
| Vikram Solar Cleantech Pvt Ltd | 0.04 | 0.06 | 0.13 | - |
| Vikram Solar GmbH | - | - | 6.35 | 2.44 |
| Vikram Solar Pte. Ltd. | 0.77 | 1.58 | 0.89 | 0.64 |
| VSL Venture Pvt Ltd | - | - | 0.05 | - |
| VP Utilities & Services Pvt Ltd | - | - | - | 1.58 |
| **Total** | **0.81** | **1.64** | **7.42** | **4.66** |
| **Reimbursement of Employee benefit expenses** | | | | |
| VP Utilities & Services Pvt Ltd | 0.01 | 0.11 | 0.39 | - |
| VSL Logistics Solutions Private Limited | - | - | 0.49 | - |
| **Total** | **0.01** | **0.11** | **0.88** | **-** |
| **Other Income (Business Support Services)** | | | | |
| Vikram Solar US Inc | - | - | 45.26 | - |
| **Total** | **-** | **-** | **45.26** | **-** |
| **Other expenses (Marketing Support Fees)** | | | | |
| Vikram Solar Pte. Ltd. | - | 14.72 | - | - |
| **Total** | **-** | **14.72** | **-** | **-** |
| **Investment** | | | | |
| VIKI.AI Pvt Ltd | - | - | 0.10 | - |
| VSL Green Power Private Limited | - | - | 1.00 | - |
| Vikram Solar Cleantech Pvt Ltd | - | - | 0.50 | - |
| Vikram Solar RE Power (P) Ltd. | - | - | 1.00 | - |
| Vikram Solar Foundation | - | - | 0.50 | - |
| Vikram Solar Pte. Ltd. | - | - | 6.86 | - |
| VSL Ventures Pvt Ltd | - | - | - | 0.50 |
| **Total** | **-** | **-** | **9.96** | **0.50** |
| **Corpus Donation paid** | | | | |
| Vikram Solar Foundation | - | - | 1.10 | - |
| **Total** | **-** | **-** | **1.10** | **-** |

*(All amounts are in INR Million, unless otherwise stated)*

| Particulars | As at and for the period ended | | | |
|---|---|---|---|---|
| | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| **Advances given** | | | | |
| VSL Green Power Private Limited | 1.28 | 0.60 | 0.21 | - |
| Vikram Solar RE Power (P) Ltd. | - | 0.01 | 0.21 | - |
| Vikram Solar Foundation | 0.50 | 0.02 | 0.49 | - |
| VIKI.AI Pvt Ltd | - | 11.57 | - | - |
| **Total** | **1.78** | **12.20** | **0.91** | **-** |
| **Advances recovered** | | | | |
| VSL Green Power Private Limited | - | 0.60 | 0.21 | - |
| Vikram Solar RE Power (P) Ltd. | - | 0.01 | 0.21 | - |
| Vikram Solar Foundation | - | 0.02 | 0.49 | - |
| **Total** | **-** | **0.63** | **0.91** | **-** |
| **Balances outstanding at the end of the year** | | | | |
| Trade Receivable | 0.35 | 0.12 | 97.05 | 85.98 |
| Trade advance received | 44.43 | 154.80 | 988.10 | 96.36 |
| Commission payable | 2.47 | 2.47 | 2.32 | 2.25 |
| Loan receivable (incl interest) | 18.22 | 12.91 | 49.63 | 58.85 |
| Advance receivable | 0.50 | - | - | - |
| Trade Payable | 0.25 | - | - | - |
| **Total** | **66.22** | **170.30** | **1,137.10** | **243.44** |

*(All amounts are in INR Million, unless otherwise stated)*

**51 Financial Risk Management**

The Group's financial liabilities comprise of long term borrowings, short term borrowings, capital creditors and trade & other payables. The main purpose of this financial liabilities is for financing the Group's operation. The Group's financial assets includes trade and other receivables, cash and cash equivalents, other bank balances, investment in subsidiaries and deposits.

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk.

**A) Market Risk**
Market risk is the risk that the fair value of future cash flow of financial instruments may fluctuate because of changes in market conditions. Market risk broadly comprises three types of risks namely currency risk, interest rate risk and price risk (for commodities). The above risks may affect the Group's income and expenses and / or value of its investments. The Group's exposure to and management of these risks are explained below-

**(i) Interest rate risk**
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group exposure to the risk of changes in market interest rates relates to the Group's debt obligations with floating interest rates.

**Interest rate sensitivity**
The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant.

| Period / Year | Change in interest rate - 50 basis point | Total borrowings | Effect on profit before tax |
|---|---|---|---|
| Sept 30, 2021 | Increase | 7,294.16 | (36.47) |
| | Decrease | | 36.47 |
| March 31, 2021 | Increase | 6,207.79 | (31.04) |
| | Decrease | | 31.04 |
| March 31, 2020 | Increase | 5,182.37 | (25.91) |
| | Decrease | | 25.91 |
| March 31, 2019 | Increase | 5,961.51 | (29.81) |
| | Decrease | | 29.81 |

**(ii) Foreign currency risk**

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates as it undertakes transactions denominated in foreign currencies. Consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts. The Group enters into derivative contracts to hedge the exchange rate risk arising on the export of modules and import of cells/ modules and capital goods.

**Foreign currency sensitivity**
The following table demonstrates the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

| Year | Change in rate - 100 basis point | CHF Receivable / (Payable) (net) | Euro Receivable / (Payable) (net) | USD Receivable / (Payable) (net) | Effect on profit before tax |
|---|---|---|---|---|---|
| Sept 30, 2021 | Increase | 1.67 | (4.41) | (2,843.45) | (28.42) |
| | Decrease | | | | 28.42 |
| March 31, 2021 | Increase | (0.01) | (2.64) | (3,225.50) | (32.28) |
| | Decrease | | | | 32.28 |
| March 31, 2020 | Increase | (0.53) | 120.60 | (3,239.38) | (31.19) |
| | Decrease | | | | 31.19 |
| March 31, 2019 | Increase | 26.70 | 77.13 | (2,580.27) | (24.76) |
| | Decrease | | | | 24.76 |

**(iii) Price Risk :**
Commodity price risk results from changes in market prices for raw materials, mainly Solar cells which forms the significant portion of Group's cost of sales. Significant movement in raw material costs could have an adverse effect on results of Group's operations.

The Group endeavours to reduce such risks by maintaining inventory at optimum level through a highly probable sales forecast. Raw materials are purchased based on the sales order book and forecast of sales. The Group also endeavours to offset the effects of increases in raw material costs through price increases in its sales, productivity improvement and other cost reduction efforts.

**B) Credit Risk**
Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is exposed to credit risk from its operating activities mainly trade receivables.

**Credit Risk Management**
The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. Outstanding receivables are regularly monitored and an impairment analysis is performed at each reporting date on an individual basis for each major customer. In addition, small customers are grouped into homogeneous groups and assessed for impairment collectively.

Trade receivables forms a significant part of the financial assets carried at amortised cost. The debtors do not have any concentrated risk and the Group does expect to recover these outstanding in due course. Further, adequate credit loss provision has been created based on the policy of the Group. The Group has specifically evaluated the potential impact with respect to uncertainties arising out of COVID-19 and expect that there could be some delay in payment from debtors, over and above the credit cycle. Basis our internal assessment and provisioning policy of the Group, the management assessment for the allowance for expected credit loss is considered adequate.(Refer Note 12 for amount of trade receivable and allowance for expected credit loss in respective years)

*(All amounts are in INR Million, unless otherwise stated)*

**C) Liquidity Risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group's principal sources of liquidity are cash and cash equivalents, long term borrowings, working capital borrowings, the cash flow that is generated from operations and proceeds of maturing financial assets. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Accordingly, no liquidity risk is perceived.

The table below summarizes the maturity profile of the Group's financial liabilities:

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| **Less than 1 year** | | | | |
| Short term borrowings | 4,095.86 | 3,327.50 | 3,072.90 | 3,555.98 |
| Long-term borrowings | 637.13 | 584.00 | 238.49 | 369.80 |
| Trade payables | 4,777.74 | 4,979.05 | 4,952.10 | 3957.79 |
| Other financial liability | 346.38 | 443.27 | 187.14 | 95.96 |
| | **9,857.11** | **9,333.82** | **8,450.63** | **7,979.53** |
| **Between 1 to 5 year** | | | | |
| Long-term borrowings | 2,430.82 | 2,138.49 | 1,705.58 | 1,896.33 |
| Trade payables | 58.47 | 85.28 | - | - |
| Other financial liability | 86.51 | 107.20 | - | - |
| | **2,575.80** | **2,330.97** | **1,705.58** | **1,896.33** |
| **More than 5 year** | | | | |
| Long-term borrowings | 130.35 | 157.80 | 165.40 | 139.40 |
| | **130.35** | **157.80** | **165.40** | **139.40** |
| | | | | |
| **Total** | **12,563.26** | **11,822.59** | **10,321.62** | **10,015.26** |

52 **Capital Management**

For the purpose of the Group's capital management, capital includes issued equity capital, long term and short term borrowings, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern.

The Group's management reviews the capital structure of the Group on a need basis when planning any expansions and growth strategies.

The Group monitors capital on the basis of cost of capital. The Group is not subject to any externally imposed capital requirements.

| Particulars | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
|---|---|---|---|---|
| Share capital | 235.30 | 235.30 | 279.25 | 279.25 |
| Other equity | 3,711.78 | 3,908.82 | 3,339.04 | 3,177.22 |
| **Equity (A)** | **3,947.08** | **4,144.12** | **3,618.29** | **3,456.47** |
| Cash and cash equivalents | 17.84 | 85.86 | 316.78 | 151.97 |
| **Total fund (B)** | **17.84** | **85.86** | **316.78** | **151.97** |
| Long Term Borrowing | 3,198.30 | 2,880.29 | 2,109.47 | 2,405.53 |
| Short Term Borrowing | 4,095.86 | 3,327.50 | 3,072.90 | 3,555.98 |
| **Total debt (C)** | **7,294.16** | **6,207.79** | **5,182.37** | **5,961.51** |
| **Net debt (D=(C-B))** | **7,276.32** | **6,121.93** | **4,865.59** | **5,809.54** |
| Total capital (equity + net debt) | **11,223.40** | **10,266.05** | **8,483.88** | **9,266.01** |
| **Net debt to equity ratio (E=D/A)** | 1.84 | 1.48 | 1.34 | 1.68 |

No changes were made to the objectives, policies or processes for managing capital during the period / years ended 30 Sept 2021, 31 March, 2021, 31 March, 2020 and 31 March, 2019

53 **Reconciliation of quarterly statements submitted to banks with books of accounts of the Holding Company**

| Reporting Periods | Banks | Particulars | Amount as per Financial Statement | Amount as per quarterly submitted FFR | Amount of Difference |
|---|---|---|---|---|---|
| Sept'21 | Working Capital Lenders* | Current Assets | 12,898.69 | 10,912.50 | 1,986.18 |
| Sept'21 | Working Capital Lenders* | Current Liabilities | 11,568.95 | 8,804.48 | 2,764.47 |
| | | | | | |
| June'21 | Working Capital Lenders* | Current Assets | 12,641.64 | 11,275.65 | 1,365.99 |
| June'21 | Working Capital Lenders* | Current Liabilities | 10,647.63 | 9,037.94 | 1,609.69 |
| | | | | | |
| Mar'21 | Working Capital Lenders* | Current Assets | 11,620.30 | 11,699.80 | (79.50) |
| Mar'21 | Working Capital Lenders* | Current Liabilities | 9,438.02 | 9,393.20 | 44.82 |
| | | | | | |
| Mar'20 | Working Capital Lenders* | Current Assets | 11,186.12 | 10,919.26 | 266.86 |
| Mar'20 | Working Capital Lenders* | Current Liabilities | 8,911.31 | 8,683.37 | 227.94 |
| | | | | | |
| Mar'19 | Working Capital Lenders* | Current Assets | 10,316.84 | 11,096.32 | (779.48) |
| Mar'19 | Working Capital Lenders* | Current Liabilities | 8,215.29 | 8,030.02 | 185.27 |

The Quarterly statements submitted to banks were prepared and filed before the completion of all financial statement closure activities including Ind AS related adjustments / reclassifications & regrouping as applicable, which led to these differences between the final books of accounts and the quarterly statements submitted to banks based on provisional books of accounts.

*Working Capital Lenders are represented by Indian Bank (Allahabad Bank), Indian Overseas Bank, IDBI Bank Ltd, Union Bank of India, Punjab National Bank, State Bank of India, Canara Bank, Bank of India and Bank of Baroda (Vijaya Bank).

*(All amounts are in INR Million, unless otherwise stated)*

**54 Segment Reporting :**

Operating Segment
The Group is a manufacturer of solar modules as well as in the Engineering, Procurement and Construction (EPC) in the solar energy market.
Based on the 'management approach' as defined in Ind AS 108- Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on an analysis of the various performance indicators by the overall business segment.
As the allocation of resources and profitability of the business is evaluated by the CODM on an overall basis, with evaluation into individual categories to understand the reasons for variations, no separate segments have been identified. Accordingly no additional disclosure has been made for the segmental revenue, segmental results and the segmental assets & liabilities.

**(i) The geographical information considered for disclosure are - India and Overseas**

| Particulars | Revenue from Operations | | | |
|---|---|---|---|---|
| | For the period ended Sept 30, 2021 | For the year ended March 31, 2021 | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
| India | 5,033.01 | 13,937.41 | 11,654.90 | 17,764.37 |
| Overseas | 945.51 | 2,138.22 | 4,619.05 | 2,308.16 |
| **Total** | **5,978.52** | **16,075.63** | **16,273.95** | **20,072.53** |

The following table shows the carrying amount of non - current operating assets by location of assets

| Particulars | Carrying amount of assets* | | | |
|---|---|---|---|---|
| | As at Sept 30, 2021 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 |
| India | 5,270.45 | 4,592.20 | 3,741.84 | 3,636.29 |
| Overseas | 0.53 | 0.45 | 0.61 | 0.31 |
| **Total** | **5,270.98** | **4,592.65** | **3,742.45** | **3,636.60** |

* Carrying amount of non current assets is excluding financial assets and deferred tax assets.

**(ii) Information about major customers**

The Group derives approx. (30 Sept 2021 : 62%) (31 March 2021 : 60%) (31 March 2020 : 24%) (31 March 2019 : 56%) of its revenue from Public sector/ Government undertakings.

*(All amounts are in INR Million, unless otherwise stated)*

**55 Group Information**

| Particulars | Country of incorporation/ place of business | As at Sept 30, 2021 % of Holding | As at March 31, 2021 % of Holding | As at March 31, 2020 % of Holding | As at March 31, 2019 % of Holding |
|---|---|---|---|---|---|
| **Subsidiaries** | | | | | |
| Vikram Solar GmbH | Germany | 100% | 100% | 100% | 100% |
| Solarcode Vikram Management GmbH (Subsidiaries of Vikram Solar GMBH) | Germany | 100% | 100% | 100% | 100% |
| Solarcode Vikram Solarkraftwerk 1 GmbH & Co KG (Subsidiaries of Vikram Solar GMBH) | Germany | 100% | 100% | 100% | 100% |
| Vikram Solar US Inc. | U.S | 100% | 100% | 100% | 100% |
| Vikram Solar Pte. Ltd. | Singapore | 100% | 100% | 100% | 100% |
| VP Utilities & Services Private Limited | India | 100% | 100% | 100% | 100% |
| Vikram Solar Foundation | India | 100% | 100% | 100% | - |
| Vikram Solar Cleantech Private Limited | India | 100% | 100% | 100% | - |
| VSL Green Power Private Limited | India | 100% | 100% | 100% | - |
| VSL Venture Private Limited (ceased to be a subsidiary wef 31.03.2020) | India | - | - | - | 100% |
| VSL Logistics Solution Private Limited (Subsidiaries of VSL Ventures Private Limited) (formed on November 22, 2019 and ceased to be a subsidiary wef 31.03.2020) | India | - | - | - | - |
| Vikram Solar RE Power Private Limited (ceased to be a subsidiary wef 22.03.2021) | India | - | - | 100% | - |
| VIKI.AI Private Limited (previously known as Indriya Labs Private Limited) (ceased to be a subsidiary wef 22.03.2021) | India | - | - | 100% | - |

*(All amounts are in INR Million, unless otherwise stated)*

**56 Additional Information**

| Name of the entity in Group | Net Assets i.e., total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| **Parent:** | | | | | | | | |
| **Vikram Solar Limited** | | | | | | | | |
| As at 30th September 2021 | 97.25% | 3,838.65 | 108.15% | (205.07) | 20.61% | (1.53) | 104.84% | (206.59) |
| As at 31st March 2021 | 97.32% | 4,033.26 | 95.43% | 364.48 | 1.98% | 0.93 | 85.15% | 365.41 |
| As at 31st March 2020 | 121.61% | 4,400.16 | 75.34% | 169.69 | (0.46%) | 0.29 | 105.04% | 169.98 |
| As at 31st March 2019 | 94.41% | 3,263.14 | 90.69% | 370.22 | 1.06% | (0.39) | 99.58% | 369.83 |
| **Subsidiaries:** | | | | | | | | |
| **A .Indian Subsidiaries** | | | | | | | | |
| **(i) VP Utilities & Services Private Limited** | | | | | | | | |
| As at 30th September 2021 | 1.02% | 40.15 | 10.87% | (20.62) | (1.06%) | 0.08 | 10.42% | (20.54) |
| As at 31st March 2021 | 1.21% | 50.15 | 0.41% | 1.58 | 0.64% | 0.30 | 0.44% | 1.88 |
| As at 31st March 2020 | 1.64% | 59.43 | (55.74%) | (125.55) | 0.07% | (0.05) | (77.62%) | (125.60) |
| As at 31st March 2019 | 2.07% | 71.67 | 2.30% | 9.38 | (0.13%) | 0.05 | 2.54% | 9.43 |
| **(ii) VSL Ventures Private Limited** | | | | | | | | |
| As at 30th September 2021 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2021 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2020 | 0.00% | - | (9.39%) | (21.14) | 0.00% | - | (13.06%) | (21.14) |
| As at 31st March 2019 | 0.01% | 0.48 | (0.01%) | (0.02) | 0.00% | - | (0.01%) | (0.02) |
| **(iii) Viki.AI Private Limited (formerly know as Indriya Labs Private Limited** | | | | | | | | |
| As at 30th September 2021 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2021 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2020 | (0.00%) | (0.05) | (0.02%) | (0.05) | 0.00% | - | (0.03%) | (0.05) |
| As at 31st March 2019 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| **(iv) VSL Green Power Private Limited** | | | | | | | | |
| As at 30th September 2021 | 0.06% | 2.35 | 0.06% | (0.10) | 0.00% | - | 0.05% | (0.10) |
| As at 31st March 2021 | 0.00% | 0.10 | 0.07% | 0.27 | 0.00% | - | 0.06% | 0.27 |
| As at 31st March 2020 | 0.02% | 0.83 | (0.08%) | (0.17) | 0.00% | - | (0.11%) | (0.17) |
| As at 31st March 2019 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| **(v) Vikram Solar RE Power Private Limited** | | | | | | | | |
| As at 30th September 2021 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2021 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2020 | 0.02% | 0.83 | (0.08%) | (0.17) | 0.00% | - | (0.11%) | (0.17) |
| As at 31st March 2019 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| **(vi) Vikram Solar Cleantech Private Limited** | | | | | | | | |
| As at 30th September 2021 | 0.01% | 0.34 | 0.01% | (0.01) | 0.00% | - | 0.01% | (0.01) |
| As at 31st March 2021 | (0.02%) | (0.94) | 0.04% | 0.14 | 0.00% | - | 0.03% | 0.14 |
| As at 31st March 2020 | 0.00% | 0.04 | (0.42%) | (0.95) | 0.00% | - | (0.59%) | (0.95) |
| As at 31st March 2019 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| **(vii) VSL Logistics Solution Private Limited** | | | | | | | | |
| As at 30th September 2021 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2021 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2020 | 0.00% | - | (0.64%) | (1.44) | 0.00% | - | (0.89%) | (1.44) |
| As at 31st March 2019 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| **(viii) Vikram Solar Foundation** | | | | | | | | |
| As at 30th September 2021 | 0.01% | 0.34 | 0.03% | (0.05) | 0.00% | - | 0.03% | (0.05) |
| As at 31st March 2021 | (0.02%) | (0.69) | (0.17%) | (0.66) | 0.00% | - | (0.15%) | (0.66) |
| As at 31st March 2020 | 0.01% | 0.47 | (0.47%) | (1.05) | 0.00% | - | (0.65%) | (1.05) |
| As at 31st March 2019 | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |

*(All amounts are in INR Million, unless otherwise stated)*

| Name of the entity in Group | Net Assets i.e., total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| **B. Foreign Subsidiaries** | | | | | | | | |
| **(i) Vikram Solar GMBH** | | | | | | | | |
| As at 30th September 2021 | (0.12%) | (4.63) | 0.02% | (0.03) | 5.09% | (0.38) | 0.21% | (0.41) |
| As at 31st March 2021 | (0.19%) | (7.67) | (0.94%) | (3.58) | (7.91%) | (3.74) | (1.71%) | (7.32) |
| As at 31st March 2020 | 3.27% | 118.46 | (24.70%) | (55.63) | (19.44%) | 12.33 | (26.76%) | (43.30) |
| As at 31st March 2019 | 0.09% | 3.00 | (6.72%) | (27.43) | 10.77% | (3.97) | (8.45%) | (31.40) |
| **(ii) Solarcode Vikram Management GMBH** | | | | | | | | |
| As at 30th September 2021 | (0.01%) | (0.21) | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2021 | (0.00%) | (0.18) | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2020 | (0.00%) | (0.18) | (0.06%) | (0.14) | 3.95% | (2.50) | (1.63%) | (2.64) |
| As at 31st March 2019 | (0.01%) | (0.18) | (0.04%) | (0.18) | 4.18% | (1.54) | (0.46%) | (1.72) |
| **(iii) Solarcode Vikram Solarkraft 1 GMBH & CO** | | | | | | | | |
| As at 30th September 2021 | (0.05%) | (2.15) | 0.00% | - | 0.00% | - | 0.00% | - |
| As at 31st March 2021 | 0.02% | 0.64 | 0.00% | - | (0.01%) | (0.01) | (0.00%) | (0.01) |
| As at 31st March 2020 | 0.02% | 0.64 | 1.74% | 3.92 | 0.01% | (0.01) | 2.42% | 3.91 |
| As at 31st March 2019 | 0.05% | 1.83 | 0.47% | 1.90 | 0.01% | (0.00) | 0.51% | 1.90 |
| **(iv) Vikram Solar US Inc** | | | | | | | | |
| As at 30th September 2021 | 1.76% | 69.62 | (19.29%) | 36.58 | 75.74% | (5.62) | (15.71%) | 30.96 |
| As at 31st March 2021 | 2.19% | 90.71 | 5.21% | 19.89 | 105.43% | 49.79 | 16.24% | 69.68 |
| As at 31st March 2020 | (26.70%) | (966.00) | 120.68% | 271.83 | 116.58% | (73.94) | 122.29% | 197.89 |
| As at 31st March 2019 | 3.35% | 115.71 | 13.52% | 55.18 | 84.40% | (31.08) | 6.49% | 24.10 |
| **(v) Vikram Solar Pte. Ltd** | | | | | | | | |
| As at 30th September 2021 | 0.07% | 2.62 | 0.17% | (0.32) | (0.38%) | 0.03 | 0.15% | (0.29) |
| As at 31st March 2021 | (0.51%) | (21.26) | (0.05%) | (0.19) | (0.10%) | (0.05) | (0.06%) | (0.24) |
| As at 31st March 2020 | 0.10% | 3.66 | (6.18%) | (13.91) | (0.73%) | 0.46 | (8.31%) | (13.45) |
| As at 31st March 2019 | 0.02% | 0.82 | (0.20%) | (0.83) | (0.29%) | 0.11 | (0.19%) | (0.72) |
| **Total** | | | | | | | | |
| As at 30th September 2021 | 100% | 3,947.08 | 100% | (189.62) | 100% | (7.42) | 100% | (197.06) |
| As at 31st March 2021 | 100% | 4,144.12 | 100% | 381.93 | 100% | 47.22 | 100% | 429.15 |
| As at 31st March 2020 | 100% | 3,618.29 | 100% | 225.24 | 100% | (63.42) | 100% | 161.82 |
| As at 31st March 2019 | 100% | 3,456.47 | 100% | 408.22 | 100% | (36.82) | 100% | 371.41 |

*(All amounts are in INR Million, unless otherwise stated)*

**57 Ratio Analysis and its elements**

**Ratio**

| Particulars | Sept 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 | % change from March 31, 2021 to Sept 30, 2021 | % change from March 31, 2020 to March 31, 2021 | % change from March 31, 2019 to March 31, 2020 |
|---|---|---|---|---|---|---|---|
| Current ratio | 1.12 | 1.21 | 1.15 | 1.22 | (7.44%) | 5.22% | (5.74%) |
| Debt- Equity Ratio | 1.85 | 1.50 | 1.43 | 1.72 | 23.33% | 4.90% | (16.86%) |
| Debt Service Coverage ratio | 0.60 | 0.99 | 1.20 | 0.78 | ($) | (17.50%) | 53.85% |
| Return on Equity ratio | -4.69% | 9.84% | 6.37% | 12.45% | ($) | 66.67% | (50.00%) |
| Inventory Turnover ratio | 1.92 | 5.80 | 5.81 | 8.03 | ($) | (0.17%) | (27.65%) |
| Trade Receivable Turnover Ratio | 0.83 | 2.47 | 2.95 | 3.77 | ($) | (16.27%) | (21.75%) |
| Trade Payable Turnover Ratio | 1.02 | 2.36 | 2.87 | 5.86 | ($) | (17.77%) | (51.02%) |
| Net Capital Turnover Ratio | 4.08 | 7.46 | 11.32 | 10.87 | ($) | (34.10%) | 4.14% |
| Net Profit ratio | -3.17% | 2.37% | 1.37% | 2.02% | ($) | 100.00% | (50.00%) |
| Return on Capital Employed | 1.41% | 14.78% | 14.08% | 15.95% | ($) | 7.14% | (12.50%) |
| Return on Investment * | | | | | | | |

($) Considered not applicable since the constituting amounts for the period ended September 30, 2021 has not been annualised.

**Elements of Ratio**

| Ratios | Numerator | Denominator | Sept 30, 2021 | | March 31, 2021 | | March 31, 2020 | | March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Numerator | Denominator | Numerator | Denominator | Numerator | Denominator | Numerator | Denominator |
| Current Ratio | Current Assets | Current Liabilities | 13,535.20 | 12,071.46 | 12,658.69 | 10,500.32 | 11,319.04 | 9,870.97 | 10,150.91 | 8,294.92 |
| Debt- Equity Ratio | Debt (Borrowing) | Total Equity | 7,294.16 | 3,947.08 | 6,207.79 | 4,144.12 | 5,182.37 | 3,618.29 | 5,961.51 | 3,456.47 |
| Debt Service Coverage ratio | Net Profit after tax + Depreciation and amortization +Interest+ Loss/ Profit on sale of Fixed Assets | Interest & Lease payments + Principal repayments | 474.73 | 791.23 | 1,764.82 | 1,787.70 | 1,519.03 | 1,270.93 | 1,649.49 | 2,114.14 |
| Return on Equity ratio | Net Profit for the period/year after tax | Average shareholder equity | (189.62) | 4,045.60 | 381.93 | 3,881.20 | 225.24 | 3,537.38 | 408.22 | 3,279.80 |
| Inventory Turnover ratio | Cost of good sold | Average Inventory @ | 4,357.85 | 2,275.26 | 12,168.71 | 2,097.86 | 12,596.07 | 2,168.47 | 16,214.51 | 2,018.28 |
| Trade Receivable Turnover Ratio | Sales | Average Trade Receivable | 5,978.52 | 7,230.06 | 16,075.63 | 6,506.24 | 16,273.95 | 5,524.76 | 20,072.52 | 5,319.21 |
| Trade Payable Turnover Ratio | Net Purchases (Closing Raw Material Stock + Consumption - Opening Raw Material stock) | Average Trade Payable | 5,033.99 | 4,950.27 | 11,810.20 | 5,008.22 | 12,768.10 | 4,454.95 | 16,301.71 | 2,779.72 |
| Net Capital Turnover Ratio | Revenue from operations | Working Capital | 5,978.52 | 1,463.74 | 16,101.38 | 2,158.37 | 16,396.83 | 1,448.07 | 20,168.36 | 1,855.99 |
| Net Profit ratio | Net Profit for the period/year after tax | Revenue from operations | (189.62) | 5,978.52 | 381.93 | 16,101.38 | 225.24 | 16,396.83 | 408.22 | 20,168.36 |
| Return on Capital Employed | Profit before interest and taxes | Capital Employed (Net Worth + Total Debt + Deferred Tax Liability) | 159.24 | 11,287.75 | 1,556.76 | 10,533.38 | 1,254.07 | 8,909.70 | 1,516.39 | 9,509.31 |
| Return on Investment * | | | | | | | | | | |

@ excluding Trail run stock of Rs. 191.86 million as on Septmeber 30, 2021
* Not Relevant as the group does not have material investments

**58 There are no loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013).**

**59 For the year ended March 31, 2020**

The spread of COVID-19 pandemic has severely impacted businesses around the globe, including India specifically in the last quarter of FY 2019-20. The regular business operations of the Group has also been impacted in last quarter which includes suspension of production facilities, disruptions in supply chain and adopting work from home policies of employees. The operations have resumed post lifting of Lock down in Q1 of FY 2020-21. The management has considered various internal & external sources of information up to the date of approval of the consolidated financial statements by the Board of Directors of Parent Company in determining the impact of pandemic on the various elements of consolidated financial statements. The management has also evaluated its liquidity position for the next year and used the principles of prudence in applying judgments, estimates & assumptions and based on the current estimates, does not anticipate any challenge in the Group's ability to continue as a going concern or meeting its financial obligations and expects to fully recover the carrying amount of various Non current & current assets including inventories, trade receivables, investments and other assets. However considering the uncertainties involved, the eventual outcome of impact of the pandemic may be different from those estimated as on the date of approval of these consolidated financial statements and the Group will continue to closely monitor any material changes in future economic conditions.

**For the year ended March 31, 2021 and for six months period ended September 30, 2021**

The spread of COVID-19 pandemic has severely impacted businesses around the globe, including India and the regular business operations of the company has also been impacted. The management has considered various internal & external sources of information up to the date of approval of the standalone financial statements by the Board of Directors in determining the impact of pandemic on the various elements of standalone financial statements. The management has also evaluated its liquidity position for the next year and used the principles of prudence in applying judgments, estimates & assumptions and based on the current estimates, does not anticipate any challenge in the Company's ability to continue as a going concern or meeting its financial obligations and expects to fully recover the carrying amount of various Non current & current assets including inventories, trade receivables, investments and other assets. However considering the uncertainties involved, the eventual outcome of impact of the pandemic may be different from those estimated as on the date of approval of these Consolidated financial statements and the Group will continue to closely monitor any material changes in future economic conditions.

**60 For the years ended March 31, 2021, March 31, 2020, March 31, 2019 and for six months ended September 30, 2021**

The Director General of Trade Remedies (DGTR) had recommended imposition of safeguard duty on “Solar Cells whether or not assembled in modules or panels” imported from China and Malaysia on July 16, 2018 based on their final findings for a period of two years which has been further extended till 30th July, 2021. Certain Solar Companies had filed writ petition before the Hon,ble Orissa High Court against the recommendation of DGTR and Hon,ble Orissa High court has passed an interim order on July 23, 2018 whereby Government of India (GOI) was directed not to issue any notification in this regard. However, GOI issued notification dated July 30, 2018 confirming the imposition of safeguard duty ignoring the interim order passed by the Hon,ble Orissa High Court. In the meanwhile, the Company also preferred a Writ Petition before the Hon,ble High Court of Orissa challenging the recommendation of DGTR and the notification dated July 30, 2018 issued by GOI. Pursuant to the above, GOI issued instruction dated August 13, 2018 directing all the Commissionerates not to insist on payment of safeguard duty and to assess the import of solar cells / modules on a provisional basis. Subsequently, GOI has filed a SLP before the Hon,ble Supreme Court of India against the interim order of Orissa High Court.

The Hon,ble Supreme court has stayed the interim order passed by the Hon,ble Orissa High Court vide its order dated September 10, 2018. After this order, GOI issued instruction dated September 13, 2018 for withdrawal of earlier instruction dated August 13,2018 and for finalisation of provisionally assessed bill of entries. The Company has paid Rs. 1485.20 Million till September 30, 2021 (March 31, 2021 Rs. 1389.36 Million) (March 31, 2020 Rs. 1076.43 Million) (March 31, 2019 Rs. 604.08 Million) towards above safeguard duty on clearances for stock transfers/ongoing EPC contracts, which has been considered as refundable and disclosed as receivable in these Restated Consolidated Financial Statements since the matter is pending before the Hon,ble Orissa High Court as well as the Hon,ble Supreme Court and based on legal opinion obtained by the Company, the Company has an arguable case on merits. However, in case the matter is decided against the solar Companies, the Company is entitle to receive Rs. 461.03 Million (March 31, 2021 Rs. 461.03 Million) (March 31, 2020 Rs. 370.48 Million) (March 31, 2019 Rs. 370.48 Million) from EPC customers based on representation made by the Company to these customers whose acceptance is pending as on date.

Further, no safeguard duty was paid by the Company on clearances from SEZ from July 30, 2018 to September 13, 2018 as stated above and the clearances were made on undertaking furnished by the Company. Based on legal opinion obtained by the Company, no safe guard duty is payable on clearances from SEZ during the said period since goods were cleared out of imported materials lying in stock as on the date of which the safeguard duty was imposed i.e. July 30, 2018.

**61 For the years ended March 31, 2021, March 31, 2020 and for six month ended September 30, 2021**

As on September 30, 2021 Rs.667.52 Million (March 31, 2021 Rs. 654.66 Million) (March 31, 2020 Rs. 654.66 Million) (included in Trade Receivables in the Financial Statements) has been withheld/recovered by certain customers related to EPC and other contracts on account of Liquidated damages, generation loss etc. which the Parent Company has not acknowledged and the matter has been referred to Arbitration / Court as per the terms of the respective contracts. The management is hopeful of resolution of the matter in favour of the Parent Company and necessary adjustments in the financials will be made based upon the outcome of the matter.

62 The Holding Company has provided interest bearing (which is not lower than prevailing yield of related Government security close to the tenure of the respective loans) unsecured loans repayable on demand during the period aggregating to Rs. 1400.74 Million (31 March 2021 : Rs. 853.02 Million) (31 March 2020 : Rs. 856.20 Million) (31 March 2019 : Rs. 535.32 Million). to certain companies for temporary financial assistance. period / Year-end balance of aforesaid loan is Rs. 18.94 Million (31 March 2021 : Rs. 18.94 Million) (31 March 2020 : Rs. 77.88 Million) (31 March 2019 : Rs. 58.85 Million).

63 The Group has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

In terms of our report attached of the even date

**For Singhi & Co.**
Chartered Accountants
ICAI Firm registration number: 302049E

**per Anurag Singhi**
Partner
Membership No. 066274

Place: Kolkata
Date: February 19, 2022

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

**Gyanesh Chaudhary**
Managing Director
DIN: 00060387

**Krishna Kumar Maskara**
Wholetime Director &
Chief Financial Officer
DIN: 01677008

**Saibaba Vutukuri**
Chief Executive Officer

**Sudip Chatterjee**
Company Secretary
ICSI Membership No: F11373

## OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(*in ₹ million*)

| Particulars | As at and for the six month period ended September 30, 2021 | As at and for the year ended March 31, 2021 | As at and for the year ended March 31, 2020 | As at and for the year ended March 31, 2019 |
|---|---|---|---|---|
| Restated profit for the year/ period (A) (₹ in million) | -189.62 | 381.93 | 225.24 | 408.22 |
| Weighted average number of equity shares in calculating basic EPS (B) (number in million) | 258.83 | 258.14 | 263.23 | 263.23 |
| Weighted average number of equity shares in calculating diluted EPS (C) (number in million) | 258.83 | 258.14 | 263.23 | 263.23 |
| **Basic Earnings per share (in ₹) (D = A/B)** | -0.73 | 1.48 | 0.86 | 1.55 |
| **Diluted Earnings per share (in ₹) (E = A/C)** | -0.73 | 1.48 | 0.86 | 1.55 |
| | | | | |
| Net Worth (A) (₹ in million) | 3,904.21 | 4,129.11 | 3,641.01 | 3,392.31 |
| Restated Profit for the year/ period (B) (₹ in million) | -189.62 | 381.93 | 225.24 | 408.22 |
| **Return on net worth (C = B/A)** | -4.86% | 9.25% | 6.19% | 12.03% |
| | | | | |
| Total Equity (A) (₹ in million) | 3947.08 | 4144.12 | 3618.29 | 3456.47 |
| Weighted average number of equity shares in calculating basic EPS (B) (number in million) | 258.83 | 258.14 | 263.23 | 263.23 |
| Weighted average number of equity shares in calculating diluted EPS (C) (number in million) | 258.83 | 258.14 | 263.23 | 263.23 |
| **Net Asset Value per Equity Share (basic) (D = A/B)** (in ₹) | 15.25 | 16.05 | 13.75 | 13.13 |
| **Net Asset Value per Equity Share (diluted) (E = A/C)** (in ₹) | 15.25 | 16.05 | 13.75 | 13.13 |
| | | | | |
| **EBITDA** (₹ in million) | 352.85 | 1945.02 | 1621.82 | 1828.16 |
| **EBITDA Margin (%)** | 5.90% | 12.08% | 9.89% | 9.06% |

*The ratios have been computed as under:*

1. *Basic and diluted earnings per Equity Share are computed in accordance with Ind AS 33 `Earnings per Share' prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with the requirement of SEBI ICDR Regulations.*
2. *RoNW=Restated Profit/ (loss) for the period/year divided by Net Worth. 'Net worth' is the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. As capital reserve is not created out of the profits, same has not been considered for the purpose of calculation of Net worth.*
3. *Net Assets Value per equity share (Rs.): Net assets at the end of the respective periods divided by number equity shares outstanding at the end of respective periods after impact of Bonus shares retrospectively. Net Assets means total assets minus total liabilities (excluding revaluation reserves)*
4. *EBITDA has been calculated as a sum of profit before tax, finance costs and depreciation and amortization. EBITDA Margin (%) is EBITDA expressed as a percentage of Revenue from operations*

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company and Vikram Solar US Inc. (our material Subsidiary) as at and for the six month period ended September 30, 2021 and the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 and the audited standalone financial statement of Vikram Solar GmbH (our material Subsidiary) as at and for the financial years ended December 31, 2020, December 31, 2019 and December 31, 2018, ("**Financial Statements**") are available at https://www.vikramsolar.com/financial-performance/.

Our Company is providing a link to this website solely to comply with the requirements specified under the SEBI ICDR Regulations. The Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any Book Running Lead Managers or Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Financial Statements, or the opinions expressed therein.

# RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 read with the SEBI ICDR Regulations, for the six month period ended September 30, 2021 and financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, and as reported in the Restated Consolidated Summary Statements, please see the section entitled "*Restated Consolidated Summary Statements* " on page 250.

## FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of its business for the purposes of, *inter alia*, meeting working capital requirements and capital expenditure requirements. Our Board is empowered to borrow money in accordance with Section 179, Section 180 of the Companies Act and our Articles of Association.

As of December 31, 2021, the total outstanding borrowings (including fund-based and non-fund based limits) of our Company on a consolidated basis, aggregated to ₹ 18,712.11 million. Except as disclosed below, our Subsidiaries do not have any outstanding borrowings.

For details of the borrowing powers of our Board, see section entitled "*Our Management – Borrowing powers of our Board of Directors*" on page 224.

The following table sets forth the details of the outstanding borrowings of our Company as of December 31, 2021:

*(₹ in million)*

| Category of borrowing | Sanctioned amount | Outstanding amount as on December 31, 2021* |
|---|---|---|
| **Fund Based** | | |
| **Secured loans:** | | |
| Term loan facilities | 3,640.00 | 2,133.62 |
| Covid-19 emergency credit facility | 414.00 | 193.79 |
| Home loan | 64.90 | 54.55 |
| Cash credit and working capital demand loan | 4,370.00 | 4,182.86 |
| **Unsecured loans:** | | |
| From bodies corporate (term loan) | 855.00 | 855.00 |
| **Non fund based** | | |
| Letter of credit (LC) | 4,200.00 | 3,770.83 |
| Bank guarantee (BG) | 11,050.00 | 7,521.46 |
| **Total** | **24,593.90** | **18,712.11** |

**As certified by Singhi & Co., Chartered Accountants through a certificate dated March 23, 2022.*

### Principal terms of the outstanding borrowings availed by us:

1. ***Interest:*** The interest rates of the borrowings availed by our Company range between 6.85% and 11.15% per annum.

2. ***Penal Interest:*** In terms of certain borrowings availed by our Company, the penal interest charged by the lenders may range between 1% and 3% over and above the interest rate for all over dues and delays of any monies payable (both principal and interest).

3. ***Security:*** In terms of our borrowings where security needs to be created, security is created by way of first *pari passu* charge on our fixed assets and current assets (both present and future), second charge on specific fixed assets on *pari passu* basis with other working capital lenders, second charge on current assets on *pari-passu* basis with specified term lenders, first charge on the escrow accounts, hypothecations over plant and machinery and other fixed assets, pledge of the shares of our Company including shares held by our Promoters on *pari passu* basis with working capital bankers and also personal guarantee of some of the Promoters of our Company etc. For details on personal guarantees given by our Promoters in relation to our borrowings and pledged Equity Shares given by our Promoters, see section entitled "*Promoters and Promoter Group*" on page 235.

4. ***Repayment and Tenor:*** The repayment period for the loans availed by our Company may range between 1 to 15 years and our Company is required to repay the borrowings availed in accordance with the repayment schedule stipulated in the relevant loan documentation.

5. ***Key Covenants:*** In terms of our borrowing arrangements, we are required to:

   a) take prior consent of the lenders to enter into any scheme of merger, amalgamation, compromise or reconstruction;

   b) take prior consent of the lenders for effecting any change in material change in the capital structure or management of the business of our Company;

   c) take prior consent of the lenders to make any amendments in the Company's Memorandum and Articles;

   d) take prior consent before declaring dividends for any year except out of profits relating to that year after meeting all the financial commitments to the lender and making all necessary provisions;

   e) take prior consent to undertake any guarantee obligations or extend letter of comfort, on behalf of any other company, person, trust or any third party;

f) take prior consent before making any corporate investment or investing in share capital, or extending any advances or loans or place deposits, to any group company, associates, subsidiary or any other third party except normal business transactions;

g) take prior consent before undertaking any new projects or making any investment;

h) take prior consent before implementing any scheme of expansion/diversification/capital expenditure except under normal circumstances;

i) take prior consent before approaching capital market for mobilizing additional resources either in the form of debts or equity;

j) take prior consent before selling of disposing of security on the assets charged to the bank in favour of any other bank/ financial institution/ company or individual;

k) take prior consent before availing credit facilities or loans from outside the consortium arrangement without their knowledge and permission; and

l) take prior permission before repaying monies brought in by the promoter, partners, directors, shareholders, their relatives and friends in the business of the Company by way of deposits/loans/share application money etc.

6. ***Events of Default:*** The borrowing arrangements entered into by our Company and certain of our Subsidiaries prescribe events of default, including among others:

   a) failure or inability to make any payment of principal or interest when due and payable;

   b) cross default in case of defaults on obligations to any of its financial creditors

   c) bankruptcy, insolvency or dissolution of our Company;

   d) breach or default in performance or observance in the agreement or any of the covenant;

   e) delay in achieving commercial operations beyond the estimated commercial operations date;

   f) non-compliance of any term or condition stipulated by bank;

   g) if any substantial change in the constitution or management of the Company occurs without the prior consent of the lenders.

   This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by our Company.

7. ***Consequences of occurrence of events of default:*** In terms of the facility agreements and sanction letters, the following, among others, are the consequences of occurrence of events of default, our lenders may:

   a) Seek immediate acceleration of all dues and obligations;

   b) enforce the security;

   c) impose of penal interest over and above the contracted rate on the amount in default;

   d) exercise powers to recall the advance and take recovery action including action under the SARFAESI Act, 2002;

   e) suspend or terminate all undrawn commitments and enforce the security;

   f) appoint their nominees to the board of directors of our Company.

   This is an indicative list and there may be such other additional terms under the various borrowing arrangements entered into by our Company and certain of our Subsidiaries.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2021, derived from our Restated Consolidated Summary Statements, and as adjusted for the Offer. This table should be read in conjunction with the sections entitled "*Risk Factors*", "*Restated Consolidated Summary Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 24, 250 and 314, respectively.

*(In ₹ million)*

| Particulars | Pre-Offer as at September 30, 2021 | As adjusted for the proposed Offer* |
|---|---|---|
| **Total Debt** | | |
| Non-current borrowings (including current maturities) (A) | 3,198.30 | [●] |
| Current borrowings (B) | 4,095.86 | [●] |
| **Total Debt (C)** | 7,294.16 | [●] |
| **Total Equity**** | | |
| Equity share capital | 235.30 | [●] |
| Other equity | 3,711.78 | [●] |
| **Equity attributable to the owners of the Company** | 3,947.08 | |
| Non-Controlling Interest | 0 | |
| **Total Equity (D)** | 3,947.08 | [●] |
| **Ratio: Non-current borrowings (A) / Total Equity (D)** | 0.81 | [●] |
| **Ratio: Total Debt (C) / Total Equity (D)** | 1.85 | [●] |

**The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement*

***Pursuant to a resolution passed by the Company's equity shareholders in the Extra –ordinary General Meeting held on December 8, 2021, the Company has allotted 23,53,00,000 bonus equity shares of Rs.10 each in the ratio of 10 (ten) fully paid-up bonus share of the face value of Rs. 10 each for every existing 1 (one) fully paid-up equity share of the face value of Rs. 10 each held by the members as on December 4,2021, the Record Date as approved by the members at the aforesaid Extra –ordinary General Meeting, by capitalizing the sum of Rs. 53.33 Millions from the Capital Redemption Reserves, Rs. 567.88 Millions from the Securities Premium Account and Rs. 1,731.79 Millions from Retained Earnings/ Free Reserve of the Company.*

# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Summary Statements on page 250. Unless otherwise indicated or the context otherwise requires, the financial information for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019 included herein is derived from the Restated Consolidated Summary Statements, included in this Draft Red Herring Prospectus, which have been derived from our special purpose audited consolidated financial statements for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019 and restated in accordance with the requirements of Section 26 of the Companies Act 2013, as amended, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. For further information, see "Restated Consolidated Summary Statements" on page 250.*

*Unless the context otherwise requires, in this section, references to "we", "us", "the Group" or "our" refers to Vikram Solar Limited on a consolidated basis and references to "the Company" or "our Company" refers to Vikram Solar Limited on a standalone basis.*

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Photovoltaic manufacturing and solar energy market" dated March 2022 ("**CRISIL Report**") prepared by CRISIL, which is exclusively prepared for the purpose of the Offer and issued by CRISIL and is commissioned and paid for by our Company. CRISIL was appointed on November 30, 2021, pursuant to an engagement letter entered into with our Company. The CRISIL Report is available on the website of our Company at https://www.vikramsolar.com/investor-centre/, in accordance with applicable law. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us for such a purpose" on page 48. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 12.*

## Overview

As of December 31, 2021, we are one of India's largest module manufacturers, in terms of operational capacity, producing solar photo-voltaic ("**PV**") modules (*Source: CRISIL Report*), and are also an integrated solar energy solutions provider offering engineering, procurement and construction ("**EPC**") services, and operations and maintenance ("**O&M**") services to our customers. Further, our Company had a domestic market share of approximately 19.00% (calculated as a percentage of operational modules capacity) with 2.5 GW (inclusive of trial production i.e. which is not yet commercially available) of installed manufacturing capacity for solar PV modules, as of December 31, 2021. (*Source: CRISIL Report*). We strive to deliver reliable solar solutions through innovative products, and we achieve this through our specialized high efficiency PV module manufacturing, comprehensive EPC solutions and O&M services.

We have been operating in the business of solar PV module technologies for the last 12 years, during which time we have developed strong engineering capabilities in producing high efficiency PV modules. We have also built a strong brand recall and reputation for our solar PV modules over those years as evidenced by various awards such as, India's Leading Brand Rising Star award in 2020 and CII Award for Customer Obsession in 2019. We have received a Tier 1 manufacturer classification from BloombergNEF in the first quarter of 2014 (*Source: CRISIL Report*).

We have also expanded our global footprint through a sales office in the United States of America and a procurement office in China and have supplied solar PV modules to customers in 32 countries, as of December 31, 2021. In India, we have developed a significant client base purchasing our solar PV modules and EPC services. Our key domestic customers include National Thermal Power Corporation Limited ("**NTPC**"), Azure Power India Private Limited, Rays Power Infra Private Limited, Amp Energy India Private Limited, West Bengal State Electricity Distribution Company Limited, Solar Energy Corporation of India, West Bengal Power Development Corporation Limited, Hindustan Petroleum Corporation Limited, Keventer Agro Limited while our international customers include Amp Solar Development Inc (our customer since 2019), Safari Energy LLC, Standard Solar Inc and Southern Current.

We commenced our manufacturing operations in 2009 with an annual rated production capacity of 12 MW. As of December 31, 2021, we had increased our capabilities to a cumulative annual rated production capacity of 2.5 GW (inclusive of trial production i.e. which is not yet commercially available) across our factories located at Falta SEZ, Kolkata, West Bengal and at Oragadam in Chennai, Tamil Nadu. Both of these factories are strategically located with access to ports, rail and roads helping facilitate both our domestic as well as international operations. Our Company has commenced plans on upgrading the existing manufacturing plant in Falta from its present capacity of 1.2 GW to 3 GW within Fiscal 2023.

Furthermore, in line with our strategic expansion plans, we intend to use part of our Net Proceeds to establish a new facility of 2 GW in Tamil Nadu for the manufacturing of solar PV modules with full backward integration with solar cells of 2 GW. We have submitted a bid under the Production Linked Incentive ("**PLI**") scheme for High Efficiency Solar PV Modules to the Indian Renewable Energy Development Agency Limited which, if successful, and with the commissioning of additional capacities, is expected to increase the capacity of the new integrated facility in Tamil Nadu from 2 GW to a total of 3.6 GW of solar PV modules and solar cells. With the announcement in Union Budget 2022 on the enhancement of the outlay under the PLI scheme for high efficiency modules from ₹45,000 million to ₹240,000 million, the segment could see a further boost. (*Source: CRISIL Report*) This implies that our Company, as a waitlisted bidder, subject to a successful bid, could receive up to ₹12,850 million in production linked incentives for the new facility in Tamil Nadu under this scheme upon the installation of 3.6 GW integrated solar PV module and cell capacities. Thus, our total annual rated capacity for solar PV module production post commissioning of the aforementioned facilities is expected to increase from 2.5 GW to 7.9 GW (Falta, West Bengal – 3 GW, Gangaikondan (Tamil Nadu) proposed project of 2 GW (with an additional 1.6 GW PLI-linked capacity upon successful bid) – 3.6 GW and Chennai, Tamil Nadu – 1.3 GW).

Our solar PV modules are currently manufactured using both polycrystalline and monocrystalline cell technology. Our portfolio of solar energy products consists of the following solar PV modules: (i) polycrystalline modules; and (ii) monocrystalline passivated emitter and rear cell (Mono PERC) modules, which includes bifacial (glass-to-glass and glass-to-back sheet modules). Our products are differentiated on the basis of solar PV module technology and type as well as cell size. In particular, our PV modules (including those under testing) have wattages between 330Wp and 660Wp (660Wp module (M12) is a prototype and currently under third party lab testing as at the date of this Draft Red Herring Prospectus) and efficiency levels, which is a measure of the amount of sunlight (irradiation) that falls on the surface of a solar panel and is converted into electricity ("***Efficiencies***") ranging between 17.01% and 21.47%. As per market consensus, upcoming technologies such as mono PERC and bifacial modules are likely to dominate solar PV module market in the future. (*Source: CRISIL Report*)

Our products and services cater to multiple business divisions, helping to diversify revenue streams, improve margins and reduce business risk. These divisions are: (i) domestic solar PV module sales; (ii) EPC and O&M services which serve as value added services to our business of manufacturing solar PV modules; and (iii) exports.

The global installed solar PV capacity witnessed new installations reaching approximately 126 GW in 2020, a year-on-year growth rate of approximately 22%, bringing the global total to 710 GW in 2020. (*Source: CRISIL Report*) Global installed solar PV capacity has grown at 29% CAGR over calendar year 2011-2020, led by government support to renewables in the form of clean energy penetration mandates, taxation and other incentives, subsidised tariffs set for renewables along with government-led renewable project allocations. (*Source: CRISIL Report*)

Rooftop solar installations in India are also an additional key growth area for us as these installations are targeted to achieve 40 GW by 2022 as per the SRISTI schemes launched by the GoI. (*Source: CRISIL Report*) We have successfully established a geographically diversified presence in India through an extensive distributor network of 42 distributors. Our local presence and distributor network along with our brand recognition, should ensure that we are well-placed to serve this growing market. In addition, we have also installed solar power plants for six airports in India, including the Cochin International Airport Limited, which is the world's first fully solarized airport. (*Source: CRISIL Report*)

We are among the top five EPC players in India by installed EPC base, as of December 31, 2021 (*Source: CRISIL Report*) and have more than 300 EPC projects which have been executed or are under execution with an aggregate capacity of 1.42 GW, 413 MW of which are at various stages of construction. Further, we provide these services primarily for our own manufactured solar PV modules, as a value-added offering. Furthermore, we also have an established sustainable O&M practice covering projects of over 900 MW, with an increased focus on predictive maintenance through the use of real-time analytics and artificial intelligence. We have a dedicated team of sales professionals servicing key customer accounts comprising of independent power producers as well as commercial and industrial entities across India and certain international locations in the United States of America, Europe and Asia Pacific, with whom we have long-term relationships. We have also established an online customer management system (i.e., Customer Experience Portal (CEP)) to respond to the technical and non-technical issues of our customers.

Our business is environmentally focused and we strive towards facilitating a carbon free future through the use of our solar PV modules, which is an environment friendly method of power generation. We have received several awards in recognition of our products and operations, including 'Manufacturing Leadership Award Solar Sector' by West Bengal Manufacturing Leaderships Award, 2018, 'Outstanding Technology Innovation of the Year Award' at PV Module Tech India Awards, 2020 and Outstanding Contribution in Renewable Energy EPC Award for 80 MW Solar Project at Charanka, Gujarat at 8th EPC World Awards in 2019. We were also featured in Fortune India – Next 500 Companies List at Rank - 32 in 2020.

Recently, the GoI announced in its Union Budget 2022 that the Special Economic Zones Act will be replaced with new legislation that will enable Indian states to become partners in 'Development of Enterprise and Service Hubs'.

**Significant Factors Affecting our Results of Operations and Financial Condition**

**COVID-19 and its continuing impact**

Our business has been adversely affected due to the ongoing COVID-19 pandemic, and we are currently unable to predict its near-term or long-term impact on our business. India also experienced multiple waves of COVID-19 which had impacted global supply chains and resulted in shortages of materials and components used in our manufacturing operations. This resulted in an inability to meet our manufacturing targets in Fiscal 2020 and 2021 and this impact continues in Fiscal 2022. Further, we also faced delays in transit to our EPC project sites on account of COVID-19 related inter-state restrictions. Furthermore, on account of COVID-19, supplies of machineries of our new module manufacturing facility at Chennai got delayed and hence the commissioning of the same took more time as the technicians for installing and commissioning of these machineries were unable to travel to India and the same was undertaken by their agencies in India, which were not as experienced. This led to delay in the stabilisation of our manufacturing capacity at the Chennai facility.

The COVID-19 pandemic has also impacted our capacity utilisation very adversely, as can be seen from the below table wherein the capacity utilisation factor (as defined below) had fallen to 53.28% during the COVID-19 affected period of April to September 2021 as against 82.18% for the same period in Fiscal 2020:

| **Comparative Capacity Utilisation Factor (Pre-COVID-19 vs COVID-19 affected period)** | | | |
|---|---|---|---|
| **Falta, West Bengal Module Manufacturing Facility** | | **Fiscal 2020** | **Fiscal 2022** |
| **Capacity (MW)** | | | |
| **A** | Rated Capacity | 1,100 | 1,200 |
| **B** | Effective Capacity - 75% of Rated Capacity | 825 | 900 |
| **C** | Effective Capacity for April to September period | **413** | **450** |
| **Actual Production (MW)** | | | |
| 1 | April | 50.73 | 42.71 |
| 2 | May | 44.00 | 27.56 |
| 3 | June | 61.97 | 51.04 |
| 4 | July | 69.11 | 41.22 |
| 5 | August | 54.64 | 35.33 |
| 6 | September | 58.56 | 41.90 |
| **D** | **Total Production (MW)** | **339.01** | **239.76** |
| **E** | **Capacity Utilisation Factor (D/C*100)** | **82.18%** | **53.28%** |

*Note: Fiscal 2021 was severely impacted by COVID-19 and hence has not been included in the above analysis.*

As alluded to earlier, global supply chains were impacted by the COVID-19 pandemic and the operations of our suppliers were not spared, leading to a shortage of materials and components used in our manufacturing operations. The lockdown in China affected our supply chain as most of our solar components/ raw materials are imported from China. Our module production got delayed including procurement of solar cells and other components because of the production slowdown in China. There was fall in raw material prices in the first quarter of Fiscal 2021 because of fall in demand, however after that due to lower levels of production of all raw materials coupled with a global increase in metal costs, there was steep rise in raw material costs and the same is continuing till date. In addition, freight costs of imported materials such as solar cells, as well freight cost for our export sales also increased significantly. As a result of the above, our sales were adversely affected and continue to be affected since the supply chain disruption persists.

Disruptions in the operations of our customers also resulted in a reduction in demand for our products, and sale of our products and ability to bid for EPC contracts were adversely impacted. As a result, our operations and financial performance were adversely impacted due to the COVID-19 pandemic, especially in Fiscal 2021 and Fiscal 2020. However, we believe that our business remained relatively resilient, despite not achieving the anticipated growth comparable to previous fiscal years. Our profit(loss) for the year/ period was ₹(189.62) million, ₹381.93 million, ₹225.24 million and ₹408.22 million in the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, respectively. Our EBITDA had also decreased from ₹1,828.16 million in Fiscal 2019 to ₹1,621.82 million in Fiscal 2020 but increased to ₹1,945.02 million in Fiscal 2021 and was ₹352.85 million for the six months ended September 30, 2021. As of the date of this Draft Red Herring Prospectus, the COVID-19 pandemic continues to impact us and our industry. There can be no assurance that there will not be a continued occurrence or a recurrence of an outbreak of COVID-19 (including any further mutations of the COVID-19 such as, Delta or Omicron), or another significant global outbreak of a severe communicable disease. Given the uncertainty as to when the stringent border controls, quarantine measures and other restrictions will be completely lifted, it is unclear when we will be able to fully resume our pre-pandemic levels of operations and production.

**Expansion of our manufacturing capabilities and backward integration plans**

In line with our strategic expansion plans, we intend to use part of our Net Proceeds to establish a new facility of 2 GW in Tamil Nadu for the manufacturing of solar PV modules with backward integration with solar cells of 2 GW. The facility is expected to be operational with 2 GW of capacity by March 2023. We have also submitted a bid under the PLI scheme for High Efficiency Solar PV Modules to the Indian Renewable Energy Development Agency Limited ("**IREDA**") to increase total module and cell integrated capacity of the new facility to 3.6 GW. If we are successful in our PLI bid, with the commissioning of additional capacities, we expect to achieve further economies of scale and our total module production capacity is expected to increase to an annual rated capacity of 7.9 GW from our current annual rated capacity of 2.5 GW, of which 3.6 GW of capacity would be integrated with solar cells. We also expect to realize cost savings through centralized deployment and management of engineering, maintenance, accounting and other support functions.

A substantial part of our raw materials, including solar cells, are imported from China. Of our total raw material purchases in the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, ₹2,545.06 million, ₹3,936.49 million, ₹5,793.83 million and ₹6,556.90 million worth of raw materials were imported from China, respectively, representing 60.00%, 62.44%, 63.05% and 67.01% of our total imports, respectively. In order to reduce our dependence on imported solar cells and third-party solar cell suppliers in India, we intend to implement backward integration measures by commencing manufacture of solar cells. In addition, we benefit under the Industrial Policy of the Tamil Nadu government for setting up integrated project capacity of solar cells and solar PV modules by making investment and employment generation commitments in the state under which we would be eligible for claiming various subsidies such as special capital subsidy, payroll and training subsidy, electricity tax exemption and stamp duty reimbursement which form a substantial portion of our project capital expenditure.

Our ability to profitably expand our capacities is dependent on our ability to efficiently manage our corresponding increase in expenditures and achieve timely completion and commissioning of the expanded capacities. As our existing and planned capacity additions come into greater utilization and translate into commercial production in line with increased demand for our products, it will result in an increase in our production volumes.

**Regulatory landscape and policies**

The solar energy industry in which we operate is subject to constant change. Our business is heavily dependent on GoI and state government policies that encourage establishment and adoption of solar energy projects. For further information, see "*Risk Factors – External Risks - Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, financial condition, results of operations, cash flows and prospects.*" on page 54. In particular, the solar energy industry benefits from various incentives provided by the GoI. For example, government projects are only permitted to procure solar PV modules of certain quality and specification from a limited number of select suppliers identified in the ALMM prepared by MNRE, of which we are a member. Further, we benefitted from the Merchandise Export Incentive Scheme which was launched as an incentive scheme for the export of goods. Exporters such as us were entitled to rewards in the form of duty credit scrips. However, the same had been discontinued from January 1, 2021. Therefore, if any of these benefits or policies are adversely amended, eliminated or not extended beyond their current expiration dates, or if funding for these incentives is reduced, or if governmental support of renewable energy development, particularly solar energy, is discontinued or reduced, it could have an adverse effect on our business and financial condition. We also cannot assure you that laws or regulations will not be adopted, enforced or interpreted in the future in a manner that will not have a material adverse effect on our business and results of operations. Any such adverse change in law or applicable policy may require us to face increased compliance costs, obtain additional approvals and licences, and may also require us to alter our business strategy, or implement onerous requirements and conditions on our operations.

**Cost of materials consumed**

Our ability to remain competitive and profitable depend on our ability to source and maintain a stable and sufficient supply of raw materials at cost effective prices. Historically, prices of modules along with basic raw material costs have fallen making solar energy affordable and establishing grid parity with conventional energy. However, on account of the continuing impact of COVID-19, there has been an increase in prices of metals and other materials used in raw materials such as aluminium, silver, cells, wafers, EVA, glass and polysilicon which have a significant effect on the cost of raw materials and consequently our gross margins. For the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, our cost of materials and services consumed including change in inventories of finished goods and work - in - progress was ₹4,357.86 million, ₹12,168.71 million, ₹12,596.08 million and ₹16,214.51 million, respectively, which represented 72.89%, 75.58%, 76.82% and 80.40%, respectively, of our revenue from operations in those periods. We depend on external suppliers for our materials and components required and typically purchase materials and components on a purchase order basis and place such orders with them in advance on the basis of our anticipated requirements. As a result, the success of our business is significantly dependent on maintaining good relationships with our suppliers.

**Focus on export sales**

We have a strong global footprint through a sales office in the United States of America and a procurement office in China and have a business presence in 32 countries. Export sales benefit from higher operating margins and therefore, we plan to focus on increasing the share of our revenue from export sales. In the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, Export sales were ₹945.51 million, ₹2,138.22 million, ₹4,619.05 million and ₹2,308.16 million which represented 15.82%, 13.28%, 28.17% and 11.44%, respectively, of our total revenue from operations in those periods.

Each country to which we export our products, apply their respective import policies, including in relation to renewable energy products. Any change in such policies, including the imposition of any relevant anti-dumping duties may require significant attention of our management to revaluate the economic feasibility of continuing exports to such country. Similarly, we may have limited or no experience in marketing and managing exports of our products to new geographies, which again may require considerable management attention and resources for managing our growing business in such markets.

**Import restrictions and duties**

A substantial part of our raw materials, including solar cells, are imported from China and certain other countries, including Taiwan and Malaysia. Any restrictions, either from the central or state/provincial governments or from any other authorized bilateral or multilateral organizations, including the exporting country in which our principal suppliers are located, may adversely affect our business. In the six months ended September 30, 2021 and Fiscals 2021, 2020 and 2019, our cost of imported materials was ₹4,583.94 million, ₹7,920.78 million, ₹9,614.20 million and ₹11,108.38 million, which represented 75.93%, 73.37%, 81.49% and 74.99% of our total purchases in such periods. Further, the Government of India, in the Union Budget for Fiscal Year 2023 has imposed Basic Custom Duty of 40% on imported solar PV modules and 25% on imported solar cells from April 1, 2022. The imposition of Basic Custom Duty of 40% on solar PV modules will benefit the domestic manufacturers like us in improving our revenue and operating margins. However, imposition of import duty on solar cells will directly impact our cost of materials consumed and profitability unless we are able to pass on the impact of such duty on to our customers or are successful in implementing our backward integration plan of producing our own solar cells by such time in a cost-effective manner or procure solar cells from some domestic producers. Any further adverse change in the import policy by the GoI on our raw materials may impact our results of operations and financial condition. Further, additional duties on plant and machinery that we require for our proposed integrated facility in Tamil Nadu may also adversely affect our strategic expansion plans.

**Competition**

As a solar module manufacturer in India, we compete with other Indian module manufacturers. A few competitors have undertaken initiatives for higher backward integration which would enable them to compete on costs and have better margin performance. In line with our strategic expansion plans, we are also seeking to establish a new integrated facility in Tamil Nadu for manufacturing of solar PV modules having backward integration with solar cells. Further, some of our competitors may have greater financial, marketing, personnel and other resources than we do and may be in a position to seek to grow their business more aggressively. Any increase in competition in our industry is likely to adversely impact our market share, margins and profitability.

**Customer Relationships**

The identity and correspondingly revenues from any particular customer or our top five customers may vary between financial reporting periods or years depending on the nature and term of ongoing contracts with such customers. In the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, our top five customers across our business accounted for 88.63%, 67.40% 39.79% and 59.90% of our revenue from operations, respectively, while our largest customer accounted for 46.59%, 51.06%, 16.51% and 42.36%, respectively, of our total revenue from operations in such periods. Thus we are reliant on key customers for our business and therefore any adverse developments in our relationships with our key customers or a significant reduction in business from any such key customer may adversely impact our results of operations, prospects and financial condition.

**Exchange rate fluctuations**

For the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, loss on account of foreign currency fluctuation were ₹63.12 million, ₹27.95 million, ₹225.25 million and ₹141.59 million and represented 0.99%, 0.18%, 1.38% and 0.72%, respectively, of our total expenses in such periods. For further details, see "*Restated Consolidated Summary Statements – Note 51: Financial Risk Management*" on page 299. Our business operations, particularly relating to import of raw materials, and our export sales, are USD denominated and hence impacted by exchange rate fluctuations. The exchange rate between the Indian Rupee and the USD has changed substantially in the past and may fluctuate substantially in the future. We have in the past entered into forward contracts to manage our exposure to fluctuations between the USD and Indian Rupees within the parameters allowed by the Reserve Bank of India. We may in the future enter into additional hedging arrangements in order to manage our exposure to currency fluctuations. Fluctuations in the USD/Indian Rupee exchange rate have a substantial effect on our results of operations.

**Presentation of Financial Information**

Our Restated Consolidated Summary Statements have been compiled from: our audited consolidated financial statements as at and for the six months ended September 30, 2021 and years ended March 31, 2021, 2020 and 2019 prepared in accordance with the Indian Accounting Standards (Ind AS) 34 "Financial Reporting", as prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India.

**Summary of Significant Accounting Policies**

We believe that the estimates used in the preparation of the Restated Consolidated Summary Statements are prudent and reasonable. Information about estimates and judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the Restated Consolidated Summary Statement are as follows:

***Revenue Recognition***

Sale of goods and rendering of services**:**

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 we expect to be entitled in exchange for those goods or services. We have concluded that it is the principal in our revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Revenue from sales of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery.

Revenues from turnkey contracts, which are generally time bound fixed price contracts are recognised over the life of the contract using the proportionate completion method with contract costs of determining the degree of completion. Foreseeable losses on such contracts are recognised when probable.

Revenue on installation and commissioning contracts are recognised as per the terms of contract. Revenue from maintenance contracts are recognised pro rata over the period of the contract.

Other Operating revenues

Exports entitlements are recognised when the right to receive such incentives as per the applicable terms is established, in respect of the exports made and when there is no significant uncertainty regarding the ultimate realisation/ utilization of such incentives.

Other Income

Interest Income is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, we estimate the expected cash flows by considering all the contractual terms of the financial instrument.

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

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted and to the extent there is no uncertainty in receiving the claims.

***Property, plant and equipment and useful life of property, plant and equipment and intangible assets***

Property, Plant and Equipment, Capital Work in Progress is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price (net of tax credits), borrowing costs, if capitalization criteria are met, commissioning expenses, etc. up to the date the asset is ready for its intended use.

Freehold land is not depreciated.

Expenditure directly attributable to expansion projects is capitalized. Trail Run expenditure, Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are expensed off when that are incurred.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

The carrying value of property, plant and equipment and intangible assets is arrived at by depreciating the assets over the useful life of assets. The estimate of useful life is reviewed at the end of each financial year and changes are accounted for prospectively.

Depreciation methods, estimated useful lives

Depreciation is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, which are in line with the rates prescribed in the Schedule II of the Companies Act, 2013.

| Property, plant and equipment | Useful Life |
|---|---|
| Building | 30 years |
| Furniture and Fixtures | 10 years |
| Vehicles | 8- 10 years |
| Office Equipment | 3-5 years |
| Plant & Machinery | 15 years |
| Electrical Installation | 10 years |
| Computers & Accessories | 3-6 years |

We, based on technical assessment made by technical expert and management estimate, depreciates certain items of tools, plant & machinery and other handling equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. Our management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Intangible Assets

Acquired intangible assets are initially measured at cost and subsequently at cost less accumulated amortization and accumulated impairment loss, if any.

Amortization of Intangible assets

Intangibles are amortized on a straight line basis over the useful lives as given below, which is based on the management estimates.

| Intangible assets | Useful Life |
|---|---|
| Computer Software | 5 years |
| Trade Mark & Copyrights | 3 years |
| Product Certifications | 3 – 5 years |

Intangible assets are amortized over their respective useful economic lives and assessed for impairment whenever there is an impairment indicator. The amortization expense and the gain or loss on disposal, is recognized in the statement of profit and loss.

***Impairment of Financial assets***

We assess on a forward looking basis, the expected credit losses associated with its assets carrying at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, we apply the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

***Estimation of Provisions and contingencies***

Provisions are recognized when there is 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

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 recognized as a finance cost.

Present obligations arising under onerous contracts are recognised and measured as provisions.

Provisions for the expected cost of warranty obligations on sale of goods are recognised at the date of sale of relevant products, at our management best estimate of the expenditure required to settle our obligation. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

Disclosure of contingent liability is made 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 our control 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.

***Defined benefit plan***

**A. Short term employee benefits**

Liabilities for short term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees’ service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefits payable in the balance sheet.

**B. Post-employment benefits**

**(i) Defined contribution plan**

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenses for the period in which the employee has rendered the service.

**(ii) Defined benefit plans**

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

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. We recognise the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:

(i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

(ii) Net interest expense or income

Compensated absence: We provide for the sick leave and encashment of earned leave or leave with pay subject to certain rules. The employees are entitled to accumulate earned leave and sick leave subject to certain limits, for future utilization or encashment. The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured annually by actuaries as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the statement of profit and loss.

***Leases***

We assess at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

*As a lessee*

We apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. We recognise lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

**(i) Right-of-use assets**

We recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment.

**(ii) Lease Liabilities**

At the commencement date of the lease, we recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, we use our incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

**(iii) Short-term lease and lease of low-value assets**

We apply the short-term lease recognition exemption to our short-term leases of machinery and equipment (i.e., those leases that have a lease term of twelve months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of offices, warehouse, equipment, etc. that are of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

***Fair value measurements***

In determining the fair value of financial instruments, we use a variety of method and assumptions that are based on market conditions and risk existing at each reporting date. The methods used to determine fair value includes discounted cash flow analysis and available quoted market prices. All method of assessing fair value result in general approximation of fair value and such value may never actually be realized.

Investments in units of mutual funds are accounted for at fair value and the changes in fair value are recognised in the Consolidated Statement of Profit and Loss.

***Taxes***

**(a) Current income tax**

Current tax assets and liabilities are measured at the amount expected to be recovered 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 year-end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Our management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**(b) Deferred tax**

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in consolidated financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses and tax credits only if it is probable that future taxable amounts will be available to utilize those temporary differences, losses and tax credits. The carrying amount of deferred tax assets is reviewed at each Balance Sheet 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

In the situations where we are entitled to a tax holiday under the Income Tax Act, 1961, no deferred tax (asset or liability) is recognised in respect of temporary differences which reverse during the tax holiday period, to the extent our gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognised in the year in which the temporary differences originate. However, we restrict the recognition of deferred tax assets to the extent that it has become probable that sufficient future taxable profits will be available against which such deferred tax assets can be realised. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

In case of tax payable as Minimum Alternative Tax ("**MAT**") under the provisions of the Income-tax Act, 1961, the credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that our Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as a deferred tax asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax assets are recognised for unused tax losses including capital losses to the extent it is probable that taxable future profit/capital gains will be available against which applicable losses can be utilised. Significant management judgement 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. Deferred tax assets on Long term capital loss have not been recognised in the absence of certainty of availability of adequate future long term capital gains for set off.

***Current versus non-current classification***

All assets and liabilities have been classified as current or non-current as per our operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 (as amended). Based on the nature of operation and the time between the rendering of supply & services and their realization in cash and cash equivalents, we have ascertained our operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

**Principal Components of Income and Expenditure**

**Income**

Our total income comprise (i) revenue from operations, and (ii) other income.

***Revenue from Operations***

Revenue from operations comprise of:

(i) revenue from sale of goods, which primarily includes (a) sale of our solar PV modules, and (b) certain sales from EPC contracts, comprising sale of solar PV modules for EPC projects, and other balance of materials for execution of EPC projects;

(ii) sale of services, primarily relating designing and engineering services for EPC projects, construction and ancillary services provided on our EPC projects and O&M services; and

(iii) other operating revenue includes export incentives.

***Other Income***

Other income includes (i) interest received on financial assets carried at amortised cost; (ii) profit/ loss on sale of investments; (iii) change in fair value of financial assets through fair value to profit or loss; (iv) profit on sale of mutual fund units; (v) government grant related to property, plant and equipment; (vi) profit on sale of property, plant and equipment (net); (vii) gain on termination of lease agreements; and (viii) other miscellaneous income.

**Expenses**

Our expenses comprise (i) cost of materials and services consumed, primarily relating to cost of raw materials used in the manufacture of our solar PV modules, balance of materials for execution of EPC projects and services used in EPC and O&M contracts ; (ii) changes in inventories of finished goods and work-in-progress; (iii) employee benefits expense; (iv) finance costs; (v) depreciation and amortisation expenses; and (vi) other expenses.

***Costs of materials and services consumed***

Cost of material consumed consists of materials used in the manufacture of solar PV modules and execution of EPC projects, primarily solar cells, glass, EVA, backsheets, junction box, cables, inverter, structure, transformer, engineering services for EPC projects and construction and ancillary services etc.

***Employee Benefits Expense***

Employee benefits expense primarily comprises salaries and incentives, director's remuneration, contribution to provident and other funds and staff welfare expenses.

**Finance Costs**

Finance cost refers to (i) interest expense on borrowings and lease liabilities; and (ii) other borrowing costs. This excludes capitalized costs during the period/ year.

**Depreciation and amortisation expenses**

Depreciation and amortisation expenses comprise (i) depreciation on property, plant and equipment; (ii) depreciation on right of use assets; and (iii) amortisation of intangible assets.

**Other expenses**

Other expenses primary comprises (i) freight and warehousing costs; (ii) consumption of packaging materials and stores and spares; and (iii) professional fees.

**Non-GAAP Measures**

**Earnings before Interest, Taxes, Depreciation and Amortization Expenses ("EBITDA")/EBITDA Margin**

EBITDA presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the years/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, EBITDA is not a standardised term, hence a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure. Although EBITDA is not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

**Results of Operations**

The following table sets forth certain information with respect to our results of operations on a consolidated basis for the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019:

*(in ₹ million)*

| Particulars | Six months ended September 30,2021 | Fiscal | | |
|---|---|---|---|---|
| | | 2021 | 2020 | 2019 |
| **Income** | | | | |
| Revenue from operations | 5,978.52 | 16,101.38 | 16,396.83 | 20,168.36 |
| Other income | 75.02 | 174.64 | 222.91 | 144.58 |
| **Total Income** | **6,053.54** | **16,276.02** | **16,619.74** | **20,312.94** |
| **Expenses** | | | | |
| Cost of materials and services consumed | 4,890.16 | 12,163.34 | 12,244.54 | 16,439.30 |
| Changes in inventories of finished goods and work-in-progress | (532.30) | 5.37 | 351.54 | (224.79) |
| Employee benefits expense | 559.26 | 870.67 | 924.58 | 841.16 |
| Finance costs | 470.74 | 994.79 | 949.65 | 929.70 |
| Depreciation and amortisation expense | 193.61 | 388.26 | 367.75 | 311.77 |
| Other expenses | 783.57 | 1,291.62 | 1,477.26 | 1,429.11 |
| **Total expenses** | **6,365.04** | **15,714.05** | **16,315.32** | **19,726.25** |
| **Profit/ (Loss) before tax** | **(311.50)** | **561.97** | **304.42** | **586.69** |
| **Tax expenses/ (credit)** | | | | |
| Current tax | 12.28 | 108.20 | 61.62 | 121.88 |
| Deferred tax | (134.16) | 71.84 | 17.56 | 56.59 |
| **Profit/ (Loss) for the period/ year** | **(189.62)** | **381.93** | **225.24** | **408.22** |
| **Other comprehensive income/ (loss) for the period/ year** | | | | |
| **Items that will not be reclassified to profit or loss** | | | | |
| Remeasurement gains/ (losses) on defined benefit obligations | (2.25) | 1.81 | 0.38 | (0.53) |
| Income tax effect on the above | 0.80 | (0.60) | (0.14) | 0.19 |
| **Items that will not be reclassified to profit or loss** | | | | |
| Exchange differences on foreign operations | (5.97) | 46.01 | (63.66) | (36.48) |
| **Total other comprehensive income/ (loss), net of taxes** | **(7.42)** | **47.22** | **(63.42)** | **(36.82)** |
| **Total comprehensive income/ (loss) for the period/ year** | **(197.04)** | **429.15** | **161.82** | **371.40** |

**Results of Operations for the six months ended September 30, 2021**

**Income**

- Total income for the six months ended September 30, 2021 was ₹6,053.54 million which primarily consisted of revenue from operations.

***Revenue from Operations***

Revenue from operations for the six months ended September 30, 2021 was at ₹5,978.52 million, which was on account of sale of goods of ₹5,304.54 million and sale of services of ₹673.98 million. Out of the total revenue from operations for the six months ended September 30, 2021, sale of solar PV modules to domestic and export customers was ₹3,450.88 million and sale to EPC and O&M contracts was ₹2,527.64 million.

***Other Income***

Other income for the six months ended September 30, 2021 was ₹75.02 million, which primarily consisted of interest income on financial assets at amortized cost on fixed deposits of ₹22.01 million, service concession agreement of ₹17.52 million and on temporary financial assistance for ₹28.30 million as well as a government grant related to property, plant and equipment of ₹7.19 million. Other income was 1.24% of our total income for the six months ended September 30, 2021.

**Expenses**

Total expenses for the six months ended September 30, 2021 was ₹6,365.04 million, which primarily consisted of cost of materials and services consumed.

### *Cost of Materials and Services Consumed*

Cost of materials and services consumed for the six months ended September 30, 2021 was ₹4,890.16 million.

### *Changes in Inventories of Finished Goods and work-in-progress*

Changes in inventories of finished goods and work-in-progress for the six months ended September 30, 2021 was ₹(532.30) million, which was primarily on account of finished goods and work-in-progress at the beginning of the period increasing from ₹747.50 million to ₹1,279.80 million at the end of period. Finished goods at the end of the period is excluding trail run stock of ₹191.86 million. There was higher finished goods inventory at the end of the period primarily due to dispatch to export customer and material being in transit, primarily to our customers in the United States of America and which are only invoiced on arrival in the United States of America.

### *Employee Benefit Expenses*

Employee benefit expenses for the six months ended September 30, 2021 was ₹559.26 million, which primarily consisted of salaries, wages and bonus of ₹526.19 million.

### *Finance Costs*

Finance costs for the six months ended September 30, 2021 was ₹470.74 million, which primarily consisted of interest expense on borrowings of ₹412.57 million.

### *Depreciation and Amortisation Expenses*

Depreciation and amortisation for the six months ended September 30, 2021 was ₹193.61 million, which primarily consisted of depreciation of property, plant and equipment of ₹146.13 million.

### *Other Expenses*

Other expenses for the six months ended September 30, 2021 was ₹783.57 million, which primarily consisted of freight and warehousing costs of ₹276.86 million, professional/ consultancy fees of ₹91.33 million and foreign exchange fluctuation (net) of ₹63.12 million.

### Loss before tax

For the reasons discussed above, loss before tax for the six months ended September 30, 2021 was ₹311.50 million.

### Tax Expenses

Tax expenses for the six months ended September 30, 2021 comprised current tax expense of ₹12.28 million and deferred tax credit of ₹134.16 million.

### Loss for the Period

For the various reasons discussed above, we recorded a loss for the six months ended September 30, 2021 of ₹189.62 million.

### Total Comprehensive Loss for the Period

Total comprehensive loss for the six months ended September 30, 2021 was ₹197.04 million.

### Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA as of September 30, 2021 was ₹352.85 million, while EBITDA margin (EBITDA as a percentage of our revenue from operations) was 5.90%.

## Fiscal 2021 compared to Fiscal 2020

### Income

Total income remained relatively steady at ₹16,276.02 million in Fiscal 2021 compared to ₹16,619.74 million in Fiscal 2020, despite the impact of the COVID-19 pandemic and consequent lockdowns and restrictions imposed in India.

### *Revenue from Operations*

Despite the impact of COVID-19 for most of Fiscal 2021, revenue from operations remained relatively steady at ₹16,101.38 million in Fiscal 2021 compared to ₹16,396.83 million in Fiscal 2020. Sale of goods was ₹14,947.09 million in Fiscal 2021 compared to ₹15,849.99 million in Fiscal 2020. Sale of services increased by 166.21% from ₹423.96 million in Fiscal 2020 to ₹1,128.54 million in Fiscal 2021 due to revenue from execution of certain significant EPC projects.

Other operating revenue decreased from ₹122.88 million in Fiscal 2020 to ₹25.75 million in Fiscal 2021, primarily due to a reduction in Merchandise Export Incentive Scheme ("MEIS") incentive as there was a reduction in our export sales from ₹4,619.05 million in Fiscal 2020 to ₹2,138.22 million in Fiscal 2021. Further, MEIS had also been discontinued from January 1, 2021.

***Other Income***

Other income decreased by 21.65% from ₹222.91 million in Fiscal 2020 to ₹174.64 million in Fiscal 2021 primarily due to a loss on sale of investments of ₹2.03 million in Fiscal 2021 as compared to a profit on sale of investments of ₹23.04 million in Fiscal 2020 and a decrease in interest income from fixed deposits to ₹45.49 million in Fiscal 2021 from ₹59.20 million in Fiscal 2020 due to reduction in fixed deposit interest rates.

**Expenses**

Total expenses decreased by 3.69% from ₹16,315.32 million in Fiscal 2020 to ₹15,714.05 million in Fiscal 2021, primarily due to a decrease in other expenses from ₹1,477.26 in Fiscal 2020 to ₹1,291.62 in Fiscal 2021 and reduction in cost of material consumed along with change in inventory from ₹12,596.08 in Fiscal 2020 to ₹12,168.71 in Fiscal 2021.

***Cost of Materials and Services Consumed***

Cost of materials and services consumed remained relatively steady from ₹12,244.54 million in Fiscal 2020 to ₹12,163.34 which is line with the revenue from operations.

***Changes in Inventories of Finished Goods and work-in-progress***

Changes in inventories of finished goods and work-in-progress decreased by 98.47% from ₹351.54 million in Fiscal 2020 to ₹5.37 million in Fiscal 2021. This is primarily due to decrease in inventory level at the end of Fiscal 2020 as factory was not operational due to nationwide lock down imposed in lieu of Covid-19 w.e.f. March 23, 2020.

***Employee Benefit Expenses***

Employee benefit expenses decreased by 5.83% from ₹924.58 million in Fiscal 2020 to ₹870.67 million in Fiscal 2021, primarily due to a decrease in salaries, wages and bonus from ₹848.30 million in Fiscal 2020 to ₹814.22 million in Fiscal 2021, due to compensation rationalization measures, such as reduction of employees at factory by optimising production capacity and an optimisation of our employees at EPC and O&M sites. As a result of same, there was also a decrease in contribution to provident and other funds from ₹32.27 million in Fiscal 2020 to ₹22.57 million in Fiscal 2021.

***Finance Costs***

Finance costs increased by 4.75% from ₹949.65 million in Fiscal 2020 to ₹994.79 million in Fiscal 2021 primarily due to an increase in interest expenses on borrowings from ₹774.44 million in Fiscal 2020 to ₹843.09 million in Fiscal 2021. There has been an increase in total borrowing (short term and long term borrowing) from ₹5,182.37 million in Fiscal 2020 to ₹ 6207.79 million in Fiscal 2021.

***Depreciation and Amortisation Expenses***

Depreciation and amortisation expenses increased by 5.58% from ₹367.75 million in Fiscal 2020 to ₹388.26 million in Fiscal 2021, primarily due to an increase in depreciation of property, plant and equipment from ₹274.33 million in Fiscal 2020 to ₹291.01 million in Fiscal 2021.

***Other Expenses***

Other expenses decreased by 12.57% from ₹1,477.26 million in Fiscal 2020 to ₹1,291.62 million in Fiscal 2021, primarily due to decrease in foreign exchange fluctuation (net) from ₹225.25 million in Fiscal 2020 to ₹27.95 million in Fiscal 2021 due to significant appreciation in the USD in March 2020 due to COVID-19 induced lockdown which resulted in mark to market loss of ₹ 157.22 million.

**Profit before tax**

Profit before tax increased by 84.60% from ₹304.42 million in Fiscal 2020 compared to ₹561.97 million in Fiscal 2021.

**Tax Expenses**

Current tax expenses increased from ₹61.62 million in Fiscal 2020 to ₹108.20 million in Fiscal 2021. Deferred tax expenses also increased from ₹17.56 million in Fiscal 2020 to ₹71.84 million in Fiscal 2021. As a result, total tax expense amounted to ₹180.04 million in Fiscal 2021 compared to ₹79.18 million in Fiscal 2020. This was primarily on account of an increase in profit before tax in Fiscal 2021 by ₹257.55 million.

**Profit for the Year**

Profit for the year increased by 69.57% from ₹225.24 million in Fiscal 2020 to ₹381.93 million in Fiscal 2021.

**Total Comprehensive Income for the Year**

Total comprehensive income for the year increased by 165.21% from ₹161.82 million in Fiscal 2020 to ₹429.15 million in Fiscal 2021.

**Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)**

EBITDA was ₹1,945.02 million as of March 31, 2021 compared to an EBITDA of ₹1,621.82 million as of March 31, 2020 while EBITDA margin (EBITDA as a percentage of our revenue from operations) was 12.08% as of March 31, 2021 as compared to 9.89% as of March 31, 2020.

**Fiscal 2020 compared to Fiscal 2019**

**Income**

Total income decreased by 18.18% from ₹20,312.94 million in Fiscal 2019 to ₹16,619.74 million in Fiscal 2020 primarily on account of a decrease in revenue of operations.

***Revenue from Operations***

Revenues from operations decreased by 18.70% from ₹20,168.36 million in Fiscal 2019 to ₹16,396.83 million in Fiscal 2020. This was due a decrease in sale of goods from ₹18,656.03 million in Fiscal 2019 to ₹15,849.99 million in Fiscal 2020 and a decrease in sale of services from ₹1,416.49 million in Fiscal 2019 to ₹423.96 million in Fiscal 2020 on account of slowdown of operations due to outbreak of COVID-19 in China in the last quarter of Fiscal 2020.

This was partially offset by an increase in other operating revenue from ₹95.84 million in Fiscal 2019 to ₹122.88 million in Fiscal 2020 due to an increase in export incentives.

***Other Income***

Other income increased by 54.18% from ₹144.58 million in Fiscal 2019 to ₹222.91 million in Fiscal 2020, primarily due to an increase in interest income on financial assets at amortised cost from others from ₹28.62 million in Fiscal 2019 to ₹79.33 million in Fiscal 2020 and a profit on sale of investments of ₹23.04 million in Fiscal 2020.

**Expenses**

Total expenses decreased by 17.29% from ₹19,726.25 million in Fiscal 2019 to ₹16,315.32 million in Fiscal 2020, primarily due to a decrease in cost of materials and services consumed.

***Cost of Materials and Services Consumed***

Cost of materials and services consumed decreased by 25.52% from ₹16,439.30 million in Fiscal 2019 to ₹12,244.54 million in Fiscal 2020 primarily due to decrease in execution of EPC projects which resulted in lower consumption of goods and services.

***Changes in Inventories of Finished Goods and work-in-progress***

Changes in inventories of finished goods and work-in-progress increase by 256.39% from ₹(224.79) million in Fiscal 2019 to ₹351.54 million in Fiscal 2020 primarily due to lower finished goods and work in progress as at March 31, 2020 compared to March 31, 2019.

***Employee Benefit Expenses***

Employee benefit expenses increased by 9.92% from ₹841.16 million in Fiscal 2019 to ₹924.58 million in Fiscal 2020, primarily due to an increase in salaries, wages and bonus from ₹763.50 million in Fiscal 2019 to ₹848.30 million in Fiscal 2020 due to salary increments and additional personnel being engaged.

***Finance Costs***

Finance costs increased by 2.15% from ₹929.70 million in Fiscal 2019 to ₹949.65 million in Fiscal 2020, primarily due to an increase in other borrowing costs from ₹141.71 million in Fiscal 2019 to ₹176.02 million in Fiscal 2020.

***Depreciation and Amortisation Expenses***

Depreciation and amortisation expenses increased by 17.96% from ₹311.77 million in Fiscal 2019 to ₹367.75 million in Fiscal 2020, primarily due an increase in amortisation of intangible assets from ₹35.73 million in Fiscal 2019 to ₹59.81 million in

Fiscal 2020 relating to computer software and product certifications and an increase in depreciation on property, plant and equipment from ₹243.93 million in Fiscal 2019 to ₹274.33 million in Fiscal 2020 resulting primarily from the purchase of plant and equipment.

***Other Expenses***

Other expenses increased by 3.37% from ₹1,429.11 million in Fiscal 2019 to ₹1,477.26 million in Fiscal 2020, primarily due to an increase in foreign exchange fluctuation (net) from ₹141.59 million in Fiscal 2019 to ₹225.25 million in Fiscal 2020.

**Profit before tax**

Profit before tax decreased by 48.11% from ₹586.69 million in Fiscal 2019 compared to ₹304.42 million in Fiscal 2020.

**Tax Expenses**

Current tax expenses decreased from ₹121.88 million in Fiscal 2019 to ₹61.62 million in Fiscal 2020, while deferred tax expenses decreased from ₹56.59 million in Fiscal 2019 to ₹17.56 million in Fiscal 2020. As a result, total tax expense amounted to ₹79.18 million in Fiscal 2020 compared to ₹178.47 million in Fiscal 2019.

**Profit for the Year**

Profit for the year decreased by 44.82% from ₹408.22 million in Fiscal 2019 to ₹225.24 million in Fiscal 2020.

**Total Comprehensive Income for the Year**

Total comprehensive income for the year decreased by 56.43% from ₹371.40 million in Fiscal 2019 to ₹161.82 million in Fiscal 2020.

**Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)**

EBITDA was ₹1,621.82 million as of March 31, 2020 compared to an EBITDA of ₹1,828.16 million as of March 31, 2019, while EBITDA margin (EBITDA as a percentage of our revenue from operations) was 9.89% as of March 31, 2020 compared to 9.06% as of March 31, 2019.

**Liquidity and Capital Resources**

We have historically financed the expansion of our business and operations primarily through debt financing and funds generated from our operations. From time to time, we may obtain loan facilities to finance our short term working capital requirements.

**Cash Flows**

The following table sets forth certain information relating to our cash flows in the periods indicated:

*(₹ in million)*

| Particulars | For the six months ended September 30, 2021 | Fiscal | | |
|---|---|---|---|---|
| | | 2021 | 2020 | 2019 |
| Net cash generated/ (used) from operating activities | 324.61 | 127.00 | 2,278.05 | 2,576.54 |
| Net cash generated/ (used) from investing activities | (961.80) | (395.08) | (360.30) | (379.95) |
| Net cash generated/ (used) from financing activities | 569.23 | 38.13 | (1,754.02) | (2,082.51) |
| **Net increase/(decrease) in cash and cash equivalents** | **(67.96)** | **(229.95)** | **163.73** | **114.08** |

**Operating Activities**

***For the six months ended September 30, 2021***

In the six months ended September 30, 2021, net cash flow generated from operating activities was ₹324.61 million. Restated loss before tax was ₹311.50 million. Adjustments primarily consisted of finance costs of ₹470.74 million and depreciation and amortisation expenses of ₹193.62 million. This was partially offset by interest income of ₹50.31 million attributable to investment made in bank deposits and other incorporate corporate deposits.

Operating profit before working capital changes was ₹337.17 million in the six months ended September 30, 2021. The primary working capital adjustments in the six months ended September 30, 2021, included increase in inventory of ₹882.24 million primarily due to higher finished goods inventory at the end of the period primarily due to dispatch to export customer and material being in transit. This was significantly offset by an increase in financial and non-financial liabilities of ₹869.10 million. Therefore, cash generated from operations in the six months ended September 30, 2021 amounted to ₹330.07 million.

***Fiscal 2021***

In Fiscal 2021, net cash generated from operating activities was ₹127.00 million. Restated profit before tax was ₹561.97 million.

Adjustments primarily consisted of finance cost of ₹994.70 million and depreciation and amortisation expenses of ₹388.26 million. This was partially offset by unrealised foreign exchange difference of ₹139.69 million and interest income of ₹120.23 million.

Operating profit before working capital changes was ₹1,714.09 million in Fiscal 2021. The primary working capital adjustments in Fiscal 2021, included increase in financial and non-financial assets of ₹1,890.73 million. This was significantly offset by a decrease in inventories of ₹335.56 million. Therefore, cash generated from operations in Fiscal 2021 amounted to ₹66.61 million.

***Fiscal 2020***

In Fiscal 2020, net cash generated from operating activities was ₹2,278.05 million. Restated profit before tax was ₹304.42 million. Adjustments primarily consisted of finance costs of ₹949.65 million and depreciation and amortisation expenses of ₹367.75 million. This was partially offset by interest income of ₹138.53 million attributable to investment made in bank deposits and other incorporate corporate deposits.

Operating profit before working capital changes was ₹1,621.46 million in Fiscal 2020. The primary working capital adjustments in Fiscal 2020 primarily included an increase in financial and non-financial liabilities of ₹1,756.65 million due to an increase in advance from customers from ₹440.09 to ₹1,294.11 and increase in trade payable from ₹3,957.49 million to ₹4,952.10. This was partially offset by an increase in financial and non-financial assets of ₹861.42 million due to an increase in trade receivables by ₹256.85 million and increase in other current financial assets by ₹344.45 million. Therefore, cash generated from operations in Fiscal 2020 amounted to ₹2,322.36 million.

**Fiscal 2019**

In Fiscal 2019, net cash generated from operating activities was ₹2,576.54 million. Restated profit before tax was ₹586.69 million. Adjustments primarily consisted of finance costs of ₹929.70 million and depreciation and amortisation expenses of ₹311.77 million. This was partially offset by interest income of ₹75.39 million attributable to investment made in bank deposits and other incorporate corporate deposits.

Operating profit before working capital changes was ₹1,707.07 million in Fiscal 2019. The primary working capital adjustments in Fiscal 2019 primarily included an increase in financial and non-financial liabilities of ₹2,117.13 million. This was partially offset by an increase in financial and non-financial assets of ₹924.58 million. Therefore, cash generated from operations in Fiscal 2019 amounted to ₹2,793.56 million.

**Investing Activities**

***Six months ended September 30, 2021***

Net cash used in investing activities was ₹961.80 million for the six months ended September 30, 2021, primarily on payment for acquisition of property, plant and equipment, capital work in progress (majority on account of expenditure for establishing a new integrated facility in Tamil Nadu) and intangible assets of ₹1,022.50 million which was partially offset by interest received of ₹21.34 million.

***Fiscal 2021***

Net cash used in investing activities was ₹395.08 million in Fiscal 2021, primarily on payment for acquisition of property, plant and equipment, capital work in progress (mainly for upcoming facility in Tamil Nadu) and intangible assets of ₹569.04 million which was partially offset by interest received of ₹130.36 million.

***Fiscal 2020***

Net cash used in investing activities was ₹360.30 million in Fiscal 2020, primarily on payment for acquisition of property, plant and equipment, capital work in progress and intangible assets of ₹494.30 million towards which was partially offset interest received of ₹133.98 million.

***Fiscal 2019***

Net cash used in investing activities was ₹379.95 million in Fiscal 2019, primarily on payment for acquisition of property, plant and equipment, capital work in progress and intangible assets of ₹313.25 million towards payment for acquisition of property, plant and equipment and net increase in fixed deposits of ₹ 147.47 million which was partially offset interest received of ₹75.93 million.

**Financing Activities**

***Six months ended September 30, 2021***

Net cash generated from financing activities was ₹569.23 million for the six months ended September 30, 2021 primarily attributable to an increase in cash credit and demand loans from banks of ₹768.36 million and proceeds from long term borrowings of ₹592.10 million and which was substantially offset by interest paid of ₹454.90 million and repayment of long-term borrowings of ₹269.19 million.

***Fiscal 2021***

Net cash generated from financing activities was ₹38.13 million in Fiscal 2021 primarily attributable to proceeds from long term borrowings of ₹1,474.55 million and increase in cash credit and demand loans from banks of ₹ 254.60 million which was substantially offset by interest paid of ₹1,018.26 million and repayment of long-term borrowings of ₹696.58 million.

***Fiscal 2020***

Net cash used in financing activities was ₹1,754.02 million in Fiscal 2020 primarily attributable to interest paid of ₹917.55 million, decrease in cash credit and demand loan from banks of ₹483.08 million and repayment of long-term borrowings of ₹293.30 million.

***Fiscal 2019***

Net cash used in financing activities was ₹2,082.51 million in Fiscal 2019 primarily attributable to repayment of long-term borrowings of ₹1,111.43 million and interest paid of ₹944.27 million.

**Indebtedness**

As of September 30, 2021, we had total outstanding borrowings (consisting of long term borrowings, short term borrowings and current maturities of long term borrowings) of ₹7,294.16 million. Our total debt/equity ratio was 1.85 as of September 30, 2021. For further information on our indebtedness, see "*Financial Indebtedness*" on page 311.

**Contingent Liabilities, Assets and Capital Commitments**

As of September 30, 2021, our contingent liabilities that have not been accounted for in our financial statements, were as follows:

*(₹ in million)*

| Demands/ claims by various government authorities and other claims not acknowledged as debts: | Amounts |
|---|---|
| Income tax demand | 20.98 |
| VAT, CST, GST and Entry Tax | 330.53 |
| Safeguard Duty on imports | 102.04 |
| Contractual claim from customers | 232.70 |
| **Total** | **686.25** |

As of September 30, 2021, our capital commitments that have not been accounted for in our financial statements, were as follows:

*(₹ in million)*

| Particulars | Amounts |
|---|---|
| Estimated amount of contracts remaining to be executed on capital account | 422.44 |
| **Total** | **422.44** |

For further information on our contingent liabilities, see "*Restated Consolidated Summary Statements – Note 46: Contingencies and commitments*" on page 292.

**Contractual Obligations and Commitments**

The following table summarizes the maturity profile of our financial liabilities, as at September 30, 2021:

*(₹ in million)*

| Particulars | As at September 30, 2021 |
|---|---|
| **Less than 1 year** | |
| Short term borrowings | 4,095.86 |
| Long-term borrowings | 637.13 |
| Trade payables | 4,777.74 |
| Other financial liability | 346.38 |
| | **9,857.11** |
| **Between 1 to 5 year** | |
| Long-term borrowings | 2,430.82 |
| Trade payables | 58.47 |
| Other financial liability | 86.51 |
| | **2,575.80** |
| **More than 5 year** | |
| Long-term borrowings | 130.35 |
| | **130.35** |
| **Total** | **12,563.26** |

For further information on our capital and other commitments, see "*Restated Consolidated Summary Statements*" on page 250.

### Capital Expenditures

For the six months ended September 30, 2021 and Fiscal 2021, Fiscal 2020, Fiscal 2019, our capital expenditure towards additions to fixed assets (primarily comprising buildings, plant and equipment, furniture and fixtures and electronic installations, excluding right of use assets) were ₹902.90 million, ₹766.76 million, ₹507.54 million and ₹310.36 million, respectively. We expect our future capital expenditures to be, primarily for establishment of new integrated facility in Tamil Nadu.

### Related Party Transactions

We have entered into transactions with related parties. For details of related party transactions of our Company for the six months ended September 30, 2021 and financial years ended March 31, 2021, 2020 and 2019, as per Ind AS 24 – Related Party Disclosures, see "*Related Party Transactions*" and "*Restated Consolidated Summary Statements – Note 50 – Related Party Disclosures*" on pages 310 and 295, respectively.

### Auditor's Observations

There have been no qualifications or adverse remarks made by our statutory auditors.

However, our Statutory Auditors have included an Emphasis of Matter describing our management's assessment of the uncertainties and impact of the COVID-19 pandemic on the business operations of the Company and its Subsidiaries for the six months ended September 30, 2021 and Fiscals 2021 and 2020, in their examination report to the Restated Consolidated Summary Statements. The examination report notes that the actual outcome may differ from such estimates for recovery of the carrying amount of various non-current and current assets including inventories, trade receivables, investments and other assets, depending on future developments. For further information, see "*Restated Consolidated Summary Statements – Note 59*" on page 306.

Further, our Statutory Auditors have also included an Emphasis of Matter in their examination report to the Restated Consolidated Summary Statements for the six months ended September 30, 2021, Fiscals 2021, 2020 and 2019, regarding the Company's payment of safeguard duty amounting to ₹1,485.20 million till September 30, 2021 (₹1,389.36 million till March 31, 2021, ₹1,076.43 million till March 31, 2020 and ₹604.08 million till March 31, 2019), which has been considered as receivable in the financial statements since the matter is sub judice and based on legal opinion obtained by the Company. The examination report states that the Company has an arguable case on merits and necessary adjustments in the financials will be made based upon the legal outcome of the matter. For further information, see "*Restated Consolidated Summary Statements – Note 60*" on page 306.

Furthermore, our Statutory Auditors have also included an Emphasis of Matter in their examination report to the Restated Consolidated Summary Statements for the six months ended September 30, 2021, Fiscals 2021 and 2020, regarding certain amounts which have been withheld/recovered by certain customers related to EPC and other contracts on account of liquidated damages and generation loss which the Company has not acknowledged and the matter has been referred to arbitration/ court as per the terms of the respective contracts. As on September 30, 2021 the amounts withheld by certain EPC and other customers was ₹667.52 million (₹654.66 million as on March 31, 2021 and ₹654.66 million as on March 31, 2020), which have been included in trade receivables in the financial statements. The examination reports states that the management is hopeful of resolution of the matter in favour of the Company and necessary adjustments will be made based upon the outcome of the arbitration proceedings.

For further information, see "*Restated Consolidated Summary Statements*" on page 250.

### Quantitative and Qualitative Disclosures about Market Risk

We are exposed to various financial risks. These risks are categorised into market risk, credit risk and liquidity risk.

#### *Market Risk*

Market risk is the risk that the fair value of future cash flow of financial instruments may fluctuate because of changes in market conditions. Market risk broadly comprises three types of risks namely currency risk, interest rate risk and price risk (for commodities). The above risks may affect our income and expenses and/ or value of its investments. Our exposure to and management of these risks are explained below:

*Interest Rate Risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates to our debt obligations with floating interest rates.

*Price risk*

Commodity price risk results from changes in market prices for raw materials, mainly solar cells which forms the significant portion of our cost of sales. Significant movement in raw material costs could have an adverse effect on our results of operations.

We endeavour to reduce such risks by maintaining inventory at optimum level through a highly probable sales forecast. Raw materials are purchased based on the sales order book and forecast of sales. We also endeavour to offset the effects of increases in raw material costs through price increases in its sales, productivity improvement and other cost reduction efforts.

***Credit Risk***

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligations. We are exposed to credit risk from its operating activities mainly trade receivables.

Our exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. We assessed the credit quality of the counterparties, taking into account their financial position, past experience and other factors. Outstanding receivables are regularly monitored and an impairment analysis is performed at each reporting date on an individual basis for each major customer. In addition, small customers are grouped into homogeneous groups and assessed for impairment collectively.

Trade receivables forms a significant part of the financial assets carried at amortised cost. The debtors do not have any concentrated risk and we do expect to recover these outstanding in due course. Further, adequate credit loss provision has been created based on our policy. We have specifically evaluated the potential impact with respect to uncertainties arising out of COVID-19 and expect that there could be some delay in payment from debtors, over and above the credit cycle.

***Liquidity Risk***

Liquidity risk is the risk that we will not be able to meet our financial obligations as they become due. Our principal sources of liquidity are cash and cash equivalents, long term borrowings, working capital borrowings, the cash flow that is generated from operations and proceeds of maturing financial assets. We manage our liquidity risk by ensuring, as far as possible, that we will always have sufficient liquidity to meet our liabilities when due.

For further information, see "*Restated Consolidated Summary Statements – Note 51: Financial Risk Management*" on page 299.

**Unusual or Infrequent Events or Transactions**

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

**Off-Balance Sheet Commitments and Arrangements**

We do not have any off-balance sheet arrangements or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

**Known Trends or Uncertainties**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Conditions*" and the uncertainties described in "*Risk Factors*" on pages 315 and 24, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**Significant Economic Changes**

Other than as described in this Draft Red Herring Prospectus, to our knowledge, there are no other significant economic changes that materially affected or are likely to affect our income from continuing operations.

**Future Relationship Between Cost and Income**

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 24, 175 and 314, respectively, to our knowledge there are no known factors that may affect the future relationship between costs and revenues.

**Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices**

Changes in revenue in the last three Fiscals are as described in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2021 compared to Fiscal 2020*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2020 compared to Fiscal 2019*" above on pages 325 and 327, respectively.

**Significant Dependence on Single or Few Customers**

Revenues from any particular customer may vary between financial reporting periods depending on the nature and term of ongoing contracts with such customer. In the six months ended September 30, 2021 and Fiscal 2021, 2020 and 2019, our top five customers across our business accounted for 88.63%, 67.40% 39.79% and 59.90% of our revenue from operations, respectively, while our largest customer accounted for 46.59%, 51.06%, 16.51% and 42.36%, respectively, of our total revenue from operations in such periods. For further information, see "*Risk Factors – Our revenue from operations is highly dependent upon a limited number of customers.*" on page 29.

**Seasonality of Business**

Our business is not subject to any significant seasonal fluctuations.

**Significant Developments after September 30, 2021 that may affect our future results of operations**

Except as disclosed above and elsewhere in this Draft Red Herring Prospectus, to our knowledge no circumstances have arisen since September 30, 2021, that could materially and adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months.

# SECTION VI: LEGAL AND OTHER INFORMATION

## OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims related to direct and indirect taxes; (iv) material civil litigation, in each case involving our Company, our Promoters, our Directors or our Subsidiaries (collectively, the "**Relevant Parties**"); and (v) litigations involving our Group Companies which have a material impact on our Company. Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by SEBI or the stock exchanges against our Promoters in the last five Fiscals including any outstanding action.*

*In relation to (iv) above, our Board in its meeting held on February 19, 2022 has considered and adopted a policy of materiality ("**Materiality Policy**") for identification of material civil litigation for the Relevant Parties. In terms of the Materiality Policy, the following types of outstanding litigation involving the Relevant Parties have been considered material and disclosed in this section:*

a) *where the aggregate amount involved in any outstanding litigation involving the Relevant Parties is equal to or exceeds ₹ 3.82 million, being 1% of the consolidated PAT of our Company as of March 31, 2021 as per the Restated Consolidated Summary Statements;*

b) *all other outstanding litigation which may not meet the specific threshold and parameters as set out in (a) above, where (i) the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the materiality threshold set out above for the Relevant Parties, as applicable; and (ii) all outstanding litigation which may not meet the proposed materiality threshold or is not quantifiable, but where an adverse outcome would materially and adversely affect the business, operations, financial position or reputation of the Relevant Parties, as applicable.*

*Except as disclosed in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality in its meeting held on February 19, 2022 for identification of material outstanding dues to creditors. In terms of this materiality policy, outstanding dues to any creditor of our Company having monetary value exceeding ₹ 241.81 million, which is 5% of the total trade payables of our Company, as on September 30, 2021, based on the Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus, shall be considered as 'material'. Accordingly, as on September 30, 2021, any outstanding dues exceeding ₹ 241.81 million have been considered as material outstanding dues for the purpose of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Act, 2006, as amended.*

*It is clarified that for the purposes of the above, pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by statutory/ regulatory/ governmental/ taxation authorities) shall, unless otherwise decided by our Board, not be considered as material until such time that the respective Relevant Party, as applicable, is impleaded as defendant or respondent in litigation proceedings before any judicial or quasi- judicial forum.*

*We have disclosed matters relating to direct and indirect taxes involving the Relevant Parties in a consolidated manner giving details of number of cases and total amount involved in such claims, additionally, such taxation matters involving the Relevant Parties, which are considered to be material in terms of the Materiality Policy for which individual disclosures have been provided for.*

*All terms defined in a particular litigation disclosure below correspond to that particular litigation only.*

### I. Litigation involving our Company

#### *A. Material civil proceedings*

*By our Company*

1. Our Company and Total Green Energy, Ireland ("**Buyer**") executed four purchase orders ("**POs**") in relation to the supply of poly crystalline solar panels. Our Company raised invoices worth ₹ 15.20 million pursuant to the products supplied by us to the Buyer under these POs. Our Company received approximately ₹ 0.37 million as advance on the amount due from the Buyer and learnt that the Buyer had become insolvent. The products supplied were insured under the export turnover insurance policy ("**Insurance Policy**") provided by ECGC Limited ("**Respondent**"). Accordingly, our Company made a claim for recovery of the amount with the Respondent under the Insurance Policy ("**Claim**"). The Respondent refused to release the amount on grounds that the Claim was not covered under the Insurance Policy. Subsequently, on June 26, 2019, our Company filed a petition before the High Court of Kolkata claiming ₹ 22.80 million and interest at the rate of 18 per cent per annum from May 31, 2019 till the date of realisation of the debt from the Respondent. The matter is currently pending.

2. Our Company was awarded a project for the establishment, operation and maintenance of a solar photovoltaic power project at Talaricheruvu ("**Project**") for Andhra Pradesh Power Generation Corporation Limited ("**APGENCO**") and

subsequently entered into a supply contract, erection contract and operation and maintenance contract ("**Contracts**") for the execution of the Project. In terms of the Contracts, the consideration for setting up of the solar power plant was agreed to be inclusive of taxes, duties and statutory levies. Owing to the introduction of the Goods and Services Tax ("**GST**") by the Government of India, our Company and APGENCO revised the prices under the contract being exclusive of applicable taxes. Subsequently, owing to a clarification issued vide Notification No. 27/2018- Central Tax (Rate) dated December 31, 2018, the rate of GST was revised to 8.9 per cent pursuant to which our Company claimed a differential GST amount of ₹ 339.79 million from APGENCO. APGENCO paid ₹ 232.69 million to our Company and withheld ₹ 107.10 million alleging *inter alia,* that our Company did not adhere to the contractual timelines pursuant to which the Project was to be completed prior to December 31, 2018, and hence, no upward revision of GST after December 31, 2018 could be imposed. It was also alleged that our Company did not pass on the benefit of input tax credit ("**ITC**") under GST and hence a GST refund of ₹ 232.69 million was claimed from our Company. Subsequently, APGENCO invoked a bank guarantee issued by erstwhile Oriental Bank of Commerce (now Punjab National Bank) for an amount of ₹ 596.60 million. Accordingly, our Company filed a writ petition before the High Court of Andhra Pradesh ("**Court**") against the State of Andhra Pradesh, APGENCO and Punjab National Bank to *inter alia,* (i) restrain the encashment of the bank guarantee; and (ii) quash the bank guarantee invocation. The Court passed an interim order staying the invocation of the bank guarantee. Further, our Company, filed an impleadment application before the Court to implead the GST authorities as a party to decide on the GST rate. APGENCO filed an additional counter affidavit revising its claim of GST to be recovered from our Company to ₹ 771.12 million on account of ITC benefits to be passed on to it by our Company. The matter is currently pending.

3. Our Company issued a letter of intent dated October 8, 2015 ("**LOI**") in favour of Gensol Consultants Private Limited ("**Defendant**") to carry out the erection, procurement and commissioning of a solar power project site in Madhya Pradesh ("**Project**"). Our Company paid a mobilization advance of ₹ 4.20 million under the LOI. The Defendant deposited two cheques with our Company. Upon the Defendant's failure to complete the Project as per the agreed upon timelines, our Company presented both cheques for encashment for amounts of ₹ 4.20 million and ₹ 58.61 million which were returned dishonoured on account of 'insufficient funds' and on account of being withheld by the Defendant, respectively. Our Company filed a complaint against the Defendant under Section 138 of the Negotiable Instruments Act, 1881, in relation to the dishonoured cheques. The matter has been tagged with the matter referred herein below at *"I. Litigation involving our Company–B. Criminal Proceeding involving our Company- By our Company - (1)"* on page 337. Subsequently, our Company filed a money suit before Civil Judge, Alipore for the claim of mobilisation of advance and liquidated damages of a total sum of ₹ 65.70 million from the Defendant under the LOI. The Defendant has filed a counter claim for ₹ 27.32 million. The matter is currently pending.

4. Our Company and T.T. Devasthanams ("**TTD")** entered into a power purchase agreement ("**PPA**") for development of the solar power plant at Kosuvaripalli, Chittoor District, Andhra Pradesh. Our Company furnished a performance bank guarantee in terms of the PPA in favour of TTD. TTD imposed liquidated damages on our Company and expressed their intention to encash the performance bank guarantee for recovery of ₹ 12.78 million on account of alleged delays by our Company. Further, TTD also imposed a penalty of ₹ 9.37 million for alleged shortfall in the supply of power by our Company. Subsequently, TTD withheld an amount of ₹ 9.37 million from the dues payable by TTD to our Company under the PPA and our Company also paid ₹ 12.78 million to TTD under protest to prevent the encashment of the bank guarantee. Our Company claims that the delays are not attributable to us, hence, the amounts of ₹ 9.37 million and ₹ 12.78 million be repaid along with interest at the rate of 18 per cent per annum. Accordingly, an application for appointment of a sole arbitrator has been filed before the High Court of Andhra Pradesh, by our Company. The matter is currently pending.

*Against our Company*

5. Captivate Marketing and Services Private Limited ("**Plaintiff**") is an owner of Premises no. 1, Old Court House Corner, Tobacco House, Kolkata 700001 ("**Suit Building**"). Our Company was a sublessee in the Suit Building and in its capacity as sublessee constructed a toilet within its leased premises. The Plaintiff alleged that our Company had taken an illegal lease in respect of the leased premises and had no right to make any changes such as the installation of pipelines in the outer wall of the common passage without the written consent of the Plaintiff. Dispute arose between our Company and the Plaintiff on the construction of the toilet and installation of pipelines on the leased premises by our Company. Subsequently, the Plaintiff filed a suit seeking a permanent injunction against the construction of the toilet and installation of pipelines in the common passage against our Company in the City Civil Court at Kolkata. An interim injunction was granted restricting unauthorised constructions by our Company. The matter is currently pending.

6. Captivate Marketing and Services Private Limited ("**Plaintiff**") is an owner of Premises no. 1, Old Court House Corner, Tobacco House, Kolkata 700001 ("**Suit Building**"). The Plaintiff has filed two title suits in the City Civil Court at Kolkata (i) against our Company and our directors Hari Krishna Chaudhary, Gyanesh Chaudhary, Anil Chaudhary and Krishna Kumar Maskara ("**Title Suit I**") and (ii) against Southern Hightech Capital Limited along with its directors, Vikram India Limited along with its directors Hari Krishna Chaudhary, Gyanesh Chaudhary, Anil Chaudhary and Krishna Kumar Maskara and our Company along with our directors Hari Krishna Chaudhary, Gyanesh Chaudhary, Anil Chaudhary and Krishna Kumar Maskara ("**Title Suit II**"). The Plaintiff filed Title Suit I alleging that our Company made an unauthorised construction involving a doorway and claimed, *inter alia*, damages of ₹ 5000 per day from April 24, 2010, being the date of the alleged unauthorised construction till the date on which the original position is restored. The Plaintiff filed Title Suit II alleging that the defendants demolished a partition wall between two rooms in the Suit Building causing damage to the Suit Building and claiming, *inter alia,* payment of damages of ₹ 5,000 per day from September 1, 2014, the date of

the alleged demolition till the partition wall is restored. Our Company has filed a written statement in respect of Title Suit I. The matters are currently pending.

7. 437 photovoltaic solar panels produced by our Company were allegedly sold by Sidernet S.p.a to Tre Janas Srl ("**Plaintiff**") on December 29, 2010 for an amount of Euro 193.461,75 (one ninety three thousand four hundred sixty one Euro and seventy five cent) including VAT. The Plaintiff alleged that the photovoltaic solar panels had shown some malfunctions, which reduced the production of electricity and caused consequent economic damage to the Plaintiff. Pursuant to this, Tre Janas Srl has filed a writ of summons in renewal dated April 14, 2021 before Civil Court of Sassari claiming compensation from Our Company for damages suffered or to be suffered both in the repair work and failure to produce electricity, as well as the costs of the dispute. The matter is currently pending.

8. 424 photovoltaic solar panels produced by our Company were allegedly sold by Sidernet S.p.a to Fratelli Rau S.n.c ("**Plaintiff**") on December 10, 2010 for an amount of Euro 196.138,26 (one ninety six thousand one hundred thirty eight Euro and twenty six cents) including VAT. The Plaintiff alleged that the photovoltaic solar panels had shown some malfunctions, which reduced the production of electricity and caused consequent economic damage to the Plaintiff. Pursuant to this, Fratelli Rau S.n.c has filed a writ of summons in renewal dated March 24, 2021 before Civil Court of Sassari claiming compensation from our Company for damages suffered or to be suffered both in the repair work and failure to produce electricity, as well as the costs of the dispute. The matter is currently pending.

***Arbitration matters***

*By our Company*

1. Our Company participated in the tender process initiated by Gujarat Industries Power Company Limited ("**GIPCL**") for designing, engineering, procurement, supply, erection, testing, commissioning and operation & maintenance of two solar photovoltaic power projects at Gujarat Solar Park, Charanka in the State of Gujarat and was awarded with two letters of intent ("**LOI**"). GIPCL alleged that our Company delayed the project and failed to achieve the commercial operation date ("**COD**") issued by the Solar Energy Corporation of India ("**SECI**"). GIPCL withheld a payment of ₹ 293.40 million from our Company on account of alleged non-performance. Despite withholding the amount of ₹ 293.40 million from our Company, GIPCL invoked performance bank guarantees partially for an amount of ₹ 159.38 million furnished by our Company for the project. Accordingly, our Company invoked the arbitration clause under the tender document and made claims amounting to ₹1,396.30 million for refund of performance bank guarantees, amount withheld on account of liquidated damages, operation and maintenance payment, loss of profitability, damages for loss of goodwill and reputation, cost of arbitration etc. A sole arbitrator was appointed on September 06, 2019. The matter is currently pending.

2. IIC Limited issued a letter of intent ("**LOI**") dated September 18, 2015 to our Company for design, engineering, procurement, manufacturing, supply of material and equipment, and commissioning of a 4.717MWp roof top solar photovoltaic power plant in Bhopal, Jabalpur and Indore cities of Madhya Pradesh and issued three purchase orders which were subsequently amended and accepted by our Company ("**Agreement**"). In addition to the Agreement, IIC Limited also provided general conditions of contract for the project. Pursuant to disputes which arose due to non-payment of dues under the Agreement, our Company sent letters and requested that IIC Limited make the outstanding payments in respect of the Agreement. Upon non-receipt of dues from IIC Limited, our Company invoked arbitration and has filed a claim of ₹ 231.19 million against IIC Limited. IIC Limited has filed a counter claim of ₹134.86 million *inter alia*, for incidental costs and expenses and liquidated damages. Additionally, our Company filed an impleadment application dated January 5, 2022, before the arbitrator, impleading Vector Green Sunrise Limited (formerly known as Rattan India Energy Resource Limited), the current owner of the project, as a party to the dispute. The matter is currently pending.

3. Our Company was awarded the contract for ex works supply, inland transportation, insurance, installation, civil and allied works, etc. for solar projects in Rajasthan by the National Thermal Power Company Limited ("**Respondent**"). Two agreements were entered into between our Company and the Respondent dated April 20, 2016, for design, engineering, manufacture, supply etc. of all equipment, materials, mandatory spares and special tools and tackles to be supplied on ex works basis ("**Agreements**"). Under the Agreements, our Company was required to issue an indemnity bond to indemnify any damage caused to the equipment supplied during installation. An indemnity bond ("**Bond**") was executed and stamped in Delhi by our Company, however, the Respondent claimed that the Bond was required to be stamped in accordance with the Rajasthan Stamp Act, 1998 ("**Act**"). As a result, the Respondent refused to release payments to our Company under the Agreements. Accordingly, our Company filed a petition in the High Court of Delhi ("**High Court**") under Section 9 of the Act seeking interim measures. The High Court, by way of its order dated November 2, 2016 directed the Respondent to release payments to our Company. Our Company invoked the arbitration clause under the Agreements. The Respondent refused to appoint an arbitrator on grounds of having approached the State of Rajasthan to adjudicate upon the stamp duty payable on the Bond. Our Company filed a petition before the High Court for the appointment of a sole arbitrator. The High Court passed an order dated May 31, 2017 appointing a sole arbitrator. Meanwhile, the State of Rajasthan passed an order dated June 22, 2017 directing our Company to pay a lumpsum amount of ₹ 8.48 million along with interest at the rate of 12 per cent per annum in lieu of stamp duty ("**Impugned Order**"). A recovery notice was also issued by the State of Rajasthan in furtherance of the Impugned Order. Accordingly, our Company filed a writ petition before the High Court of Rajasthan against the Impugned Order. The matter is currently pending.

*Against our Company*

4. Our Company and IL&FS Energy Development Company Limited ("**IEDCL**") entered into certain supply agreements, four erection, installation, testing and commissioning agreements, four civil works agreements, four wrap agreements and two operation and maintenance agreements for setting up and maintaining a plant based on solar photovoltaic technology at Gram Kachalia, District Agar- Malwa, Madhya Pradesh. Malwa Solar Power Generation Private Limited ("**Claimant**") acquired the plant from IEDCL and a novation agreement dated June 23, 2017 was executed between the Claimant and our Company. Subsequently, the Claimant alleged that certain inverters were not producing the desired output and raised issues relating to the performance of the modules. A dispute arose, and the Claimant encashed performance bank guarantees furnished by our Company amounting to ₹ 157.42 million. The Claimant also issued a letter claiming *inter alia,* an amount of ₹ 484.00 million from our Company. In November 2019, to resolve the dispute, both the parties opted for arbitration. The Claimant filed its statement of claim and our Company filed its statement of defence and a counter claim for an amount of ₹ 157.42 million along with interest at the rate of 18 per cent per annum till the payment of this amount against the performance bank guarantee encashed by the Claimant, as well as ₹ 100 million towards loss of goodwill and the negative impact of the encashment of performance bank guarantee. The matter is currently pending.

5. Our Company and Jakson Power Private Limited ("**Claimant**") entered into a sale purchase agreement dated August 6, 2012 ("**Agreement**") in relation to the purchase of solar photovoltaic modules ("**SPVM**"). Under the Agreement our Company undertook to sell, supply and deliver SPVMs amounting to ₹ 1,006.30 million to the Claimant. The Claimant alleged that the SPVMs supplied by our Company were not generating minimum guaranteed output wattage. Accordingly, both the parties engaged in a discussion to attempt to resolve the dispute. Subsequently, the Claimant filed an application before the High Court of Delhi ("**High Court**"), seeking appointment of sole arbitrator. A sole arbitrator has been appointed by way of an order of the High Court dated September 17, 2021. The Claimant filed a statement of claim before the sole arbitrator claiming, *inter alia*, (i) ₹ 440 million on account of alleged generation loss till October 31, 2021 and (ii) award further sums from November 1, 2021 till the date of award, (iii) ₹ 640 million towards the cost of replacing the allegedly defective modules, alternatively, (iv) the replacement of the modules from a reputed third party along with the necessary infrastructure at our Company's cost or, (v) ₹ 2,000 million along with interest at 18 per cent from August 12, 2012 till the date of the award. The claimant also claimed interest at the rate of 18 per cent per annum from the November 1, 2021 till the date of realisation of the amount. The matter is currently pending.

***Other material litigation***

*By our Company*

1. The Director General of Safeguards recommended the imposition of safeguards duty ("**SGD**") at certain rates on the import of solar cells 'whether or not assembled in modules or panels' under Rule 11 of the Customs Tariff (Identification and Assessment of Safeguard Duty) Rules, 1997 by way of final findings dated July 16, 2018 ("**Recommendation**"). ACME Solar Holdings Limited filed a petition before Orissa High Court ("**High Court**") to obtain a stay on imposition of safeguards duty pursuant to the Recommendation. Our Company filed a writ petition before the High Court to obtain a stay on the imposition of safeguards duty pursuant to the Recommendation and also to include SEZ Unit established under SEZ Act, 2005 as a part of the domestic industry as contemplated under the Customs Tariff Act, 1975 for the purposes of safeguard investigation. The High Court passed an interim order dated July 23, 2018 ("**Interim Order**") stating that the Ministry of Finance ("**MoF**") should not impose SGD without taking leave of the court. Our Company also filed an intervention application to be admitted in the matter filed by ACME Solar Holdings Limited and was accepted as an intervener pursuant to the order dated August 9, 2018. The MoF issued a notification on July 30, 2018 imposing SGD pursuant to the Recommendation. Union of India and others filed a special leave petition ("**SLP**") in the Supreme Court against the Interim Order. Our Company made an impleadment application and was impleaded as an opposite party in the SLP. The matter is currently pending.

***B. Criminal proceedings involving our Company***

*By our Company*

1. Our Company issued a demand notice to Gensol Consultants Private Limited and others ("**Defendants**"), under Section 138 of the Negotiable Instruments Act, 1881 ("**NI Act**") in respect of a dishonoured cheque. The Defendants did not pay the amount due under the dishonoured cheques within 15 days of the service of the demand notice. Our Company thus, filed complaints against the Defendants under the NI Act. The matter is pending before the Additional Chief Judicial Magistrate Alipore, Kolkata. The aggregate amount involved in this matter is approximately ₹ 4.20 million.

*Against our Company*

2. Ummeda Ram Beniwal ("**Complainant**") filed an FIR 0018/2020 ("**FIR**") dated January 22, 2020 against Gyanesh Chaudhary, our Managing Director and Promoter, Ravindra Kumar Goyal, Manjeet Singh, B.L. Sharma, Kuldeep Kumar Jain ("**Defendants**") in the Police Station BaaP District, Jodhpur Rural. The Complainant was a supplier of Solar Module Mounting Structures ("**MMS**") for solar power plants and was awarded the work for supply of MMS by our Company for a project. The Complainant filed the FIR alleging non- payment of dues from our Company and offences under Sections 420, 406, 384 and 120 B of the Indian Penal Code, 1860. Our Company on behalf of and with Gyanesh Chaudhary,

Ravindra Kumar Goyal, Manjeet Singh, B.L. Sharma, Kuldeep Kumar Jain filed a criminal miscellaneous petition ("**Misc. Petition**") in the High Court of Rajasthan, Jodhpur ("**High Court**") to quash the FIR. The High Court passed an interim order for stay in favour of our Company ("**Stay Order**") directing the police to not undertake any coercive action in the matter. In the said FIR, the investigating officer submitted its final report with the magistrate specifying that the dispute mentioned in the FIR was of civil nature. The High Court in lieu of the final report of the investing officer, passed an order dated March 17, 2021 dismissing the Misc. Petition as infructuous. However, the investigating officer commenced re-investigation into the matter and issued a notice under section 160 of the Code of Criminal Procedure ("**CrPC**") to one of the Defendants. As a result, our Company along with the others filed a writ petition before the High Court of Rajasthan against the State of Rajasthan and others ("**Respondent**") under Article 226 of the Constitution of India and Section 482 of the CrPC to restrain the Respondent from conducting or initiating any kind of investigation or re-investigation with regard to the FIR. The criminal writ petition was converted to a criminal miscellaneous petition on the direction of the High Court. The High Court passed an interim order directing the Police not to undertake any arrest in the matter. The matter is currently pending.

C. ***Actions taken by regulatory or statutory authorities***

1. Our Company has received two notices from the Additional Labour Commissioner and Cess Assessing Officer, Indore, Madhya Pradesh ("**Labour Commissioner**"), under Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 ("**BOCW Act**"), for submission of proof for the work carried out at National Thermal Power Corporation Limited's ("**NTPC**") 50 MW Solar Power Plant at Mandsaur and payment of cess under the Building and Other Construction Workers' Welfare Cess Act, 1996 ("**BOCW Cess Act**"), as required. Further, our Company on various occasions had submitted proof of payment of cess to the Labour Commissioner and had also made several representations to the Labour Commissioner with regard to computation and payment of cess under the BOCW Cess Act. Furthermore, NTPC also sent letters to the Labour Commissioner providing details of the cess deposited by our Company. Subsequently, the Labour Commissioner by way of its letter dated July 7, 2021 called upon the Company to submit proof of depositing the cess amount till date at the rate of 1% with the Labour Commissioner and asked the Company to produce these documents in the next hearing. The matter is currently pending.

2. Our Company entered into a lease agreement dated March 28, 2018, with EHI Limited with respect to the premises situated at 4th Floor, Oberoi Corporate Tower, Building No.11, DLF Cyber City, Gurgaon-122001. Subsequently, our Company carried out some interior work at the said premises to start its official activities, but no construction activity was carried out. A notice was received from the Department of Labour, Government of Haryana asking our Company to comply with provisions of Building and Other Construction Workers' Act, 1996, Building and Other Construction Workers' Welfare Cess Act, 1996 and Building and Other Construction Workers' Welfare Cess Rules, 1998 ("**BOCW Provisions**") and pay the cess immediately failing which interest and penalty may be imposed. Our Company sent a reply to the Department stating that our Company had carried out interior work in our office which did not include any construction activity and did not fall within the purview of the BOCW Provisions. However, our Company on January 31, 2022 has made the payment of ₹ 0.18 million under the BOCW Provisions towards the notice received by the Department of Labour, Government of Haryana. The matter is currently pending as the no-objection certificate from the Department of Labour, Government of Haryana in relation to the payment of ₹ 0.18 million is awaited by our Company.

**II.** ***Litigation involving our Directors***

**Litigation involving Krishna Kumar Maskara, our Whole-time Director**

1. Captivate Marketing and Services Limited has filed two title suits for permanent injunction and damages against Krishna Kumar Maskara, in his capacity as a Director of our Company, in the City Civil Court at Kolkata. For further details, please see "*I. Litigation involving our Company – A. Material Civil Proceedings- Against our Company*" on page 335.

**Litigation involving Gyanesh Chaudhary, our Managing Director and Promoter**

1. Captivate Marketing and Services Limited has filed two title suits for permanent injunction and damages against Gyanesh Chaudhary, in his capacity as a Director of our Company, in the City Civil Court at Kolkata. For further details, please see "*I. Litigation involving our Company – A. Material Civil Proceedings- Against our Company*" on page 335.

2. Ummeda Ram Beniwal filed an FIR 0018/2020 dated January 22, 2020 against Gyanesh Chaudhary, in his capacity as the Managing Director of our Company, in the Police Station BaaP District, Jodhpur Rural. For further details, please see "*I. Litigation involving our Company – Criminal Proceedings involving our Company*" on page 337.

**Litigation involving Hari Krishna Chaudhary, our Non- Executive Chairman and Promoter**

1. Captivate Marketing and Services Limited has filed two title suits for permanent injunction and damages against Hari Krishna Chaudhary, in his capacity as the Non-Executive Chairman of our Company, in the City Civil Court at Kolkata. For further details, please see "*I. Litigation involving our Company – A. Material Civil Proceedings- Against our Company*" on page 335.

2. Hari Krishna Chaudhary received a demand notice dated December 30, 2017 under Section 156 of the Income Tax Act, 1961 for an amount of ₹ 6.90 million payable towards tax for the assessment year 2015-2016. The matter is currently pending.

## III. *Litigation involving our Promoters*

**Litigation involving Vikram Financial Services Limited, our Corporate Promoter**

1. Our Corporate Promoter, Vikram Financial Services Limited, received four demand notices under section 156 of the Income Tax Act, 1961 for the amounts of ₹ 4.20 million, ₹ 11.61 million, ₹ 83.17 million and ₹ 8.61 million payable towards tax for the assessment years 2012-2013, 2013-2014, 2017-2018 and 2018-2019, respectively. The matters are currently pending.

## I. *Tax proceedings*

A summary table of the claims relating to direct and indirect taxes involving our Company, Subsidiaries, Directors and Promoters is set forth below:

| Nature of case | Number of cases | Amount involved (in ₹ million) |
|---|---|---|
| ***Litigation involving our Company*** | | |
| Direct Tax | 1 | 20.98 |
| Indirect Tax | 26 | 477.83* |
| ***Litigation involving our Directors*** | | |
| Direct Tax | 1 | 6.90 |
| ***Litigation involving our Promoters*** | | |
| Direct Tax | 5 | 114.49** |

** This includes an amount of ₹ 7.65 million deposited by our Company with the Deputy Commissioner, Krishnapatnam as mandatory pre-deposit.*
***This includes an amount of ₹ 6.90 million on account of the Direct Tax Litigation against Hari Krishna Chaudhary which has also been disclosed under Litigation involving our Directors.*

### *Material Tax Matters*

1. Our Company received four demand notices dated June 30, 2015, June 30, 2016, June 19, 2018 and June 28, 2019 of tax assessed under section 11 of the West Bengal Tax on Entry of Goods into Local Areas Act, 2012 read with sub-section (1) of section 46 of the West Bengal Value Added Tax Act, 2003 for the taxable turnover of import of goods by our Company and computation of liability of entry tax under the West Bengal Tax on Entry of Goods into Local Areas Act, 2012 (“**Demand Notices**”). According to the Demand Notices, our Company imported goods taxable at the rate of 1% under Section 11 of the West Bengal Tax on Entry of Goods into Local Areas Act, 2012 and was required to pay the tax amount including late fee for non-submission of returns in time and interest due to non-payment of the admitted tax. The amount due to be paid by our Company under the Demand Notices is ₹ 24.78 million, ₹ 49.56 million, ₹ 47.77 million and ₹ 160.38 million, respectively. Our company filed an appeal before the West Bengal Taxation Tribunal against the State of West Bengal and others, challenging the validity of West Bengal Tax on Entry of Goods into Local Areas Act, 2012 (“**Act**”) on grounds of the Act being discriminatory in nature and the imports made by our Company being in SEZ Unit are not liable to be taxed under the Act. The matter is currently pending.

2. Our Company received two demand notices dated December 26, 2016 and February 12, 2018 from the Commercial Taxes Department, Government of Madhya Pradesh (“**Department**”) for payment of tax of ₹ 4.19 million for the assessment year 2014 and ₹ 7.38 million for the assessment year 2015-2016 (“**Demand Notices**”), which were shown in the tax return of our Company as tax free goods out of the gross turnover of our Company. This was disallowed by the Department and hence the Department issued Demand Notices to our Company. Our Company filed two appeals under section 46 of the Madhya Pradesh VAT Act, 2002 (“**Act**”) for grant of relief and stay of balance demand under the Demand Notices. The matters are currently pending.

3. Our Company received a demand notice dated August 8, 2018 of tax assessed under section 46 of the West Bengal Value Added Tax Act, 2003 for payment of tax due to non-submission of statutory forms and computation of turnover by our Company for the Assessment year 2015-2016 (“**Assessment Order**”). Our Company filed an appeal before the Joint Commissioner of Commercial Tax, West Bengal, under the Value Added Tax Act, 2003 for error in law in the calculation of turnover of the Company. The amount due to be paid by our Company under the Assessment Order is ₹ 7.53 million. The matter is currently pending.

4. Our Company received a demand notice dated September 13, 2019 of tax assessed under section 9 of the Central Sales Tax Act, 1956 read with sections 46, 48, 50, 51, 53A of the West Bengal Value Added Tax Act, 2003 for payment of tax due to non-submission of statutory forms by our Company for the Assessment year 2017-2018 (“**Assessment Order**”). Our Company filed an appeal before the LD. Additional Commissioner of Commercial Tax, West Bengal, under Section 84 of the Central Sales Tax Act, 1956 on the grounds that our Company could not collect the entire E 1 form and C form even after our best efforts. The amount due to be paid by our Company under the Assessment Order is ₹ 5.93 million. The matter is currently pending.

5. Our Company received a demand notice dated December 23, 2020 of tax assessed under section 32, 34 and 35 of Gujarat Value Added tax Act, 2003 for disallowance of inputs used in works contract under composition scheme, 2003 for the assessment year 2017-2018 (“**Assessment Order**”). Our Company filed an appeal before Deputy State Tax Commissioner, Surat, against the Assessment Order for it being improper and illegal. The Deputy State Tax Commissioner, Surat, passed an injunction order on the recovery amount till June 30, 2022. The amount due to be paid by our Company under the Assessment Order is ₹ 4.14 million. The matter is currently pending.

6. The Office of the Joint Commissioner of State Tax, State Goods and Services Tax Department Kerala ("**Department**") issued a notice of defect to our Company dated April 29, 2021. Our Company had filed self-assessment annual return ("**return**") of our contract business for the year 2015-2016 ("**Assessment Year**") disclosing the total and taxable contract receipts. Further, our company also opted for compounding under section 8 of the Kerala Value Added Tax Act, 2003 ("**Act**") for payment of tax on receipts for the Assessment Year. The Department found defects in the return filed by our Company stating that our Company was not eligible for compounding option for payment of tax under the Act and our Company had not filed balance sheets, allied financial statements and Form 20F under section 42(4) of the Act, as required under applicable law, for verification of returns with the Department. Subsequently, the Department issued an order for the payment of ₹ 8.65 million for the tax and interest payable by our Company under the Act. Our Company filed a writ petition in the High Court of Kerala ("**High Court**") against the State of Kerala along with the Deputy Commissioner of Appeals and State Tax Officer, State Goods and Services Tax Department on the ground of misinterpretation of statutory provisions under the Act by the State Tax Officer, State Goods and Services Department. The matter is currently pending.

7. Our Company imported solar modules falling under customs tariff heading no. 85414011 under certain bills of entry nos. 7642161 and 7715832 dated August 14, 2018 and 7756235, 7756353 and 7756237 dated August 23, 2018 ("**Bills of Entry**"). The Government of India imposed safeguard duties on the import of such goods vide its notification dated July 30, 2018. The Deputy Commissioner of Customs, Krishnapatnam Port, Krishnapatnam and the Deputy Commissioner of Customs, Chennai ("**Deputy Commissioners**") passed a final assessment orders dated October 15, 2018 and January 18, 2022, respectively ("**Final Assessment Orders**"), against the Bills of Entry, whereby our Company was directed to pay the differential custom duty of ₹ 102.03 million and ₹ 45.27 million, respectively. Our Company paid an amount of ₹ 7.65 million towards the mandatory pre-deposit in the account of Deputy Commissioner, Krishnapatnam. Pursuant to the Final Assessment Order dated October 15, 2018 an appeal memorandum was submitted under Section 128 of the Customs Act, 1962, with the Commissioner of Customs (Appeals), Office of the Commissioner of Central Tax & Customs (Appeals), Kannavarithota. Further, our Company has filed an appeal memorandum before the Commissioner of Customs (Appeals), Sea Customs, against the Final Assessment Order dated January 18, 2022. The matter is currently pending.

8. The Income Tax Department conducted a search and seizure operation under section 132 and a survey operation under section 133A of the Income Tax Act, 1961 ("**Act**") in November 2013. Pursuant to the search operation, the Assessing Officer levied a penalty of ₹ 20.98 million on our Company under section 271 AAB of the Act. Our Company appealed against the penalty levied by the Assessing Officer, on grounds of error in levying penalty by the Deputy Commissioner of Income Tax, Central Circle- 2(2), Kolkata ("**Assessing Officer**") basis a misconceived notion. The matter is currently pending.

**Outstanding dues to creditors**

Based on this criteria, details of outstanding dues owed as on September 30, 2021 by our Company are set out below:

| Type of Creditors | Number of Creditors | Amount (in ₹ million) |
|---|---|---|
| Micro, small and medium enterprises | 179 | 334.73 |
| Other creditors | 796 | 4,501.48 |
| **Total** | **975** | **4,836.21** |
| Material creditors | 3 | 1,480.83 |

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at www.vikramsolar.com. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

**Material Developments**

Other than as stated in the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 314, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our business or results of operations or, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

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# GOVERNMENT AND OTHER APPROVALS

*We have set out below an indicative list of approvals obtained by our Company and its material Subsidiary (namely, Vikram Solar US Inc.) which is considered material and necessary for the purpose of undertaking their respective business activities. In view of these material approvals, our Company can undertake this Offer, and our Company and its material Subsidiary (namely, Vikram Solar US Inc) can undertake their respective business activities. Unless otherwise stated herein, these approvals are valid as on the date of this Draft Red Herring Prospectus, and no further material approvals from any regulatory authority are required to undertake the Offer or continue such business activities. In addition, certain of our material approvals may have expired or may expire in the ordinary course of business, from time to time and our Company has either already made an application to the appropriate authorities for renewal of such material approvals or is in the process of making such renewal applications. In relation to the business activities and operations of our Company, we have disclosed below the material approvals applied for but not received. For details in connection with the applicable regulatory and legal framework within which we operate, see "Key Regulations and Policies in India" on page* 200.

## I. Incorporation details

For details of the certificates of incorporation issued in relation to our Company and our material Subsidiary (namely, Vikram Solar US Inc.), please see the sections entitled "*History and Certain Corporate Matters*" and "*Our Subsidiaries*" on pages 206 and 210.

## II. Approvals in relation to the Offer

For the approvals and authorisations obtained by our Company in relation to the Offer, please see the section entitled "*The Offer*" and *"Other Regulatory and Statutory Disclosures"* on pages 63 and 343, respectively.

## III. Tax related approvals of our Company

Our Company has obtained registrations under various central and state specific tax laws such as the Income Tax Act, 1961, goods and service tax acts, and professional tax acts. Our Company has obtained the necessary licenses and approvals from the appropriate regulatory and governing authorities in relation to such tax laws.

## IV. Material approvals in relation to our business

In order to undertake our business activities, our Company requires various approvals and/or licenses under various state and central laws, rules and regulations. These approvals and/or licenses include licenses under the Factories Act, 1948, West Bengal Factories Rules, 1958, Tamil Nadu Factories Rules, 1950, West Bengal Shops and Establishments Act, 1963, West Bengal Fire Services Act, 1950, Tamil Nadu Fire Service Act, 1985, approvals from the central and state pollution control boards under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, no-objection certificates from fire safety authorities, Importer Exporter Code from Ministry of Commerce and Industry, approvals under Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010 and trade licenses under state municipality rules.

## V. Labour related approvals

Our Company has obtained registrations under various employee and labour related laws including the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Employees State Insurance Act, 1948, Contract Labour (Regulations and Abolition Act), 1970, Building and Other Construction Workers Act, 1996.

## VI. Material approvals in relation to our material Subsidiary

Our material Subsidiary, namely, Vikram Solar U.S. Inc. has obtained various qualifications in order to conduct its business, such as:

4. Foreign qualification of the corporation in the State of New Jersey, department of treasury, division of revenue and enterprise services;
5. Foreign qualification of the corporation in the Commonwealth of Massachusetts; and
6. Incorporation in the State of Nevada.

## VII. Material approvals applied for but not received

There are no material approvals applied for which has not been received by our Company.

Further, please see below a list of approvals applied by VSL Green Power Private Limited, in relation to the Proposed Project:

(i) Application dated February 28, 2022 for approval to construct, extend or take into use any building as a factory under the Tamil Nadu Factories Rules, 1950;

(ii) Application dated February 28, 2022, in relation to consent to establish;

(iii) Application dated February 26, 2022, for approval of no objection certificate for building plan and installation;

(iv) Application dated February 26, 2022, for approval of no objection certificate for multi storied buildings;

(v) Application dated February 28, 2022, for building planning permission; and

(vi) Application dated February 28, 2022, for registration of establishments employing building or other construction workers.

For details in relation to our Proposed Project, please see section entitled "*Objects of the Offer*" on page 98.

# OTHER REGULATORY AND STATUTORY DISCLOSURES

## Authority for the Offer

Our Board has approved the Offer pursuant to the resolution passed at its meeting held on March 1, 2022. Further, our Shareholders have approved the Fresh Issue pursuant to a special resolution passed on March 4, 2022 under Section 62(1)(c) of the Companies Act, 2013. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated March 1, 2022. The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on March 23, 2022.

The Selling Shareholders have confirmed and approved its participation in the Offer for Sale in relation to its portion of Offered Shares. For details, please see the section entitled "*The Offer*" on page 63. Further, The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations.

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

## Prohibition by SEBI or other Governmental Authorities

Our Company, Subsidiaries, Promoters, members of the Promoter Group, Directors, persons in control of our Company and persons in control of our Promoters, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Directors and Promoters are not directors or promoters of any other company which is debarred from accessing the capital markets by SEBI.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrower by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Individual Promoter or Directors have not been declared as Fugitive Economic Offenders.

Our Company, its Promoters or its Directors are not declared as fraudulent borrowers by any lending banks, financial institution or consortium, in accordance with the terms of the 'Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI.

Each of the Selling Shareholders confirm that they have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

No exemption from complying with any provisions of securities laws are granted to our Company by SEBI.

## Directors associated with the Securities Market

None of our Directors are associated with the securities market in any manner.

There have been no actions initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

## Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of the Promoter Group and Selling Shareholders are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

## Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets amounting to ₹ 4,106.17 million, ₹ 3,543.98 million, ₹ 3,390.06 million calculated on a restated and consolidated basis, for the preceding three full financial years, i.e., as on and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019;

- Our Company has an average operating profit of ₹ 1,261.70 million, calculated on a restated and consolidated basis, for the preceding three full financial years, i.e. financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, with operating profit in each of these preceding three financial years;

- Our Company has a net worth of ₹ 4,129.11 million, ₹ 3,641.01 million and ₹ 3,392.31 million calculated on a restated and consolidated basis, as on and for the preceding three full financial years, i.e. financial years ended March 31, 2021, March 31, 2020 and March 31, 2019; and

- Our Company has not changed its name in the last one year.

Our Company's operating profit, net worth and net tangible assets derived from the Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus as at, and for the last financial three years ended March 31 are set forth below:

*Derived from our Restated Consolidated Summary Statements:*

*(₹ in million)*

| **Particulars** | **FY 2021** | **FY 2020** | **FY 2019** |
|---|---|---|---|
| Restated net tangible assets(1) | 4,106.17 | 3,543.98 | 3,390.06 |
| Restated monetary assets(2) | 85.86 | 316.78 | 151.97 |
| Monetary Assets(2) as a % of net tangible assets(1) as restated | 2.09% | 8.94% | 4.48% |
| Operating Profit(4) | 1,382.12 | 1,031.16 | 1,371.81 |
| Net worth(3) | 4,129.11 | 3,641.01 | 3,392.31 |

*Notes:*

1. "Net tangible assets" *means the sum of all net assets of the Company as per the Restated Consolidated Summary Statements excluding Intangible Assets (as per IND AS- 38), Deferred Tax Assets (net) (as per IND AS-12) andRight of Use Assets (as per IND AS- 116) reduced by Total Liabilities (excluding lease liabilities and Deferred Tax Liabilities as per Ind AS-12) of the Company, as defined under the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015).*
2. *"Monetary assets" are defined as amount of 'Cash and Cash equivalents' as per the Restated Consolidated Summary Statements, (excluding Fixed deposits with banks not considered as cash and cash equivalent).*
3. *"Net worth" means the aggregate value of paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated Consolidated Summary Statements, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
4. *"Operating Profit" means restated profit before tax excluding other income, finance costs and exceptional items.*

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, our Promoters, members of our Promoter Group, the Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor any of our Promoters, or Directors is a Wilful Defaulter or Fraudulent Borrower (as defined in the SEBI ICDR Regulations) and have not been declared as Wilful Defaulters or Fraudulent Borrower by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrower issued by the RBI;

(iv) None of our Promoters or Directors has been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(v) There are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(vi) Our Company along with Registrar to the Offer has entered into tripartite agreement dated November 30, 2021 with NSDL and the tripartite agreement executed on December 3, 2021 with CDSL, for dematerialisation of the Equity Shares;

(vii) The Equity Shares of our Company held by our Promoters are in dematerialised form;

(viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus;

(ix) Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively; and

(x) Our Company has appointed [●] as the Designated Stock Exchange.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING JM FINANCIAL LIMITED AND KOTAK MAHINDRA CAPITAL COMPANY LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 23, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS.**

**THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.**

**Disclaimer from our Company, our Directors, our Promoters, the Selling Shareholders and Book Running Lead Managers**

Our Company, the Selling Shareholders, our Subsidiaries, our Directors, the Promoters and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website www.vikramsolar.com, or the respective websites of the Promoter, members of the Promoter Group, Subsidiaries and affiliates, would be doing so at his or her own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders and the Book Running Lead Managers to the investors and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholders, our group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and our group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

**Disclaimer in respect of Jurisdiction**

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Kolkata, West Bengal, only.

**Bidders eligible under Indian law to participate in the Offer**

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, QIBs, AIFs, FVCIs (under Schedule I of the FEMA NDI Rules) and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not, however constitute an invitation to subscribe to shares offered hereby in any jurisdiction, other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Eligibility and Transfer Restrictions**

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act if such an offer for sale is made otherwise than in compliance with Section 4(a)(2) or Rule 144A or another available exemption from registration under the U.S. Securities Act and in accordance with applicable state securities laws in the United States.**

**Eligible Investors**

The Equity Shares are being offered and sold:

i. in the United States to investors that are US QIBs in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act; and

ii. outside the United States in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

and in each case who are deemed to have made the representations set forth immediately below.

***Equity Shares Offered and Sold within the United States***

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer within the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to this Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of a U.S. QIB with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the states of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**U.S. SECURITIES ACT**") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

10. Our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. The purchaser acknowledges that our Company, the Selling Shareholders, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Our Company, the Selling Shareholders, the BRLMs and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

**Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law.**

**Disclaimer clause of BSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

**Disclaimer clause of NSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

**Listing**

Applications will be made to the Stock Exchanges for permission to deal in and for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus, in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company, every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date. If our Company does not Allot Equity Shares pursuant to the Offer within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, subject to applicable laws.

**Consents**

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, Legal Counsel to our Company as to Indian Law, Legal Counsel to the Selling Shareholders, Legal Counsel to the Book Running Lead Managers as to Indian Law, Legal Counsel to the Book Running Lead Managers as to International Law, the Book Running Lead Managers, the bankers to our Company, the Registrar to the Offer, CRISIL have been obtained; and consents in writing of the Syndicate Members, Monitoring Agency, Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and Sponsor Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

**Experts to the Offer**

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received written consent dated March 23, 2022 from Singhi & Co., Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated February 19, 2022 on our Restated Consolidated Summary Statements; and (ii) their report dated March 23, 2022 on the "*Statement of Tax Benefits*" as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Further, our Company has also received written consent dated March 21, 2022 from B K Dutta Chowdhury, to include his name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as a chartered engineer and in respect of the certificates issued by him and the details derived from the certificates and to be included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Furthermore, our Company has received written consent dated March 21, 2022 from Shristi Projects Private Limited, to include its name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 read with section 26(5) of the Companies Act, 2013 to the extent of information from the Appraisal Report included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

**Capital issue during the previous three years by our Company**

Other than as disclosed in the section entitled "*Capital Structure*" on page 79, our Company has not made any capital issuances in the three years preceding the date of this Draft Red Herring Prospectus.

**Capital issue during the previous three years by our listed Group Companies/Subsidiaries/associates**

As on date of this Draft Red Herring Prospectus, none of our Subsidiaries nor Group Companies are listed on any stock exchange.

**Particulars regarding public or rights issues during the last five years**

Our Company has not made any rights issues or public issues during the last five years.

**Performance vis-à-vis Objects**

Our Company has not undertaken any public issues or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

**Performance vis-à-vis Objects – Last public/rights issue of our listed Subsidiaries/Promoters**

As on date of this Draft Red Herring Prospectus, none of our Subsidiaries nor our Corporate Promoter are listed.

**Stock Market Data of the Equity Shares**

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

**Commission or brokerage on previous issues in last five years**

Since this is the initial public issue of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for the Equity Shares since our Company's inception.

**Price information of past issues handled by the Book Running Lead Managers (during the current Fiscal and two Fiscals preceding the current Fiscal)**

***A. JM Financial Limited***

**1. Price information of past issues handled by JM Financial Limited**

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited.

| Sr. No. | Issue name | Issue Size (₹ million) | Issue price (in ₹) | Listing Date | Opening price on Listing Date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing |
|---|---|---|---|---|---|---|---|---|
| 1. | AGS Transact Technologies Limited# | 6,800.00 | 175.00 | January 31, 2022 | 176.00 | -42.97% [-3.05%] | Not Applicable | Not Applicable |
| 2. | CMS Info Systems Limited# | 11,000.00 | 216.00 | December 31, 2021 | 218.50 | 21.99% [-1.81%] | Not Applicable | Not Applicable |
| 3. | Data Patterns (India) Limited* | 5,882.24 | 585.00 | December 24, 2021 | 856.05 | 29.70% [3.61%] | Not Applicable | Not Applicable |
| 4. | C.E. Info Systems Limited# | 10,396.06 | 1,033.00 | December 21, 2021 | 1,394.55 | 70.21% [6.71%] | 48.48% [2.74%] | Not Applicable |
| 5. | Tega Industries Limited* | 6,192.27 | 453.00 | December 13, 2021 | 760.00 | 30.70% [3.96%] | 1.02% [-4.25%] | Not Applicable |
| 6. | Go Fashion (India) Limited* | 10,136.09 | 690.00 | November 30, 2021 | 1,310.00 | 59.75% [1.36%] | 32.91% [-1.91%] | Not Applicable |
| 7. | Sapphire Foods India Limited | 20,732.53 | 1,180.00 | November 18, 2021 | 1,350.00 | 3.69% [-4.39%] | 20.78% [-2.32%] | Not Applicable |
| 8. | FSN – E-Commerce Ventures Limited*7 | 53,497.24 | 1,125.00 | November 10, 2021 | 2018.00 | 92.31% [-2.78%] | 68.46% [-4.46%] | Not Applicable |
| 9. | Aditya Birla Sun Life AMC Limited* | 27,682.56 | 712.00 | October 11, 2021 | 715.00 | -11.36% [0.55%] | -23.85% [-0.74%] | Not Applicable |
| 10. | Krsnaa Diagnostics Limited*8 | 12,133.35 | 954.00 | August 16, 2021 | 1,005.55 | -9.42% [4.93%] | -27.73% [9.30%] | -32.63% [4.90%] |

*Source: www.nseindia.com and www.bseindia.com*

*# BSE as Designated Stock Exchange*

** NSE as Designated Stock Exchange*

*Notes:*

1. *Opening price information as disclosed on the website of the Designated Stock Exchange.*
2. *Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.*
3. *For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of Rs. 100 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
8. *A discount of Rs. 93 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*

9. *Not Applicable – Period not completed*

## 2. Summary statement of price information of past issues handled by JM Financial Limited:

| Financial Year | Total no. of IPOs | Total funds raised (` Millions) | Nos. of IPOs trading at discount on as on 30th calendar days from listing date | | | Nos. of IPOs trading at premium on as on 30th calendar days from listing date | | | Nos. of IPOs trading at discount as on 180th calendar days from listing date | | | Nos. of IPOs trading at premium as on 180th calendar days from listing date | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25% - 50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% |
| 2021-2022 | 17 | 2,89,814.06 | - | 1 | 2 | 5 | 5 | 4 | - | 1 | - | 4 | 1 | 2 |
| 2020-2021 | 8 | 62,102.09 | - | - | 3 | 2 | 1 | 2 | - | - | - | 5 | 2 | 1 |
| 2019-2020 | 4 | 36,400.83** | - | - | 1 | - | 1 | 2 | - | 1 | 1 | - | 1 | 1 |

*** Spandana Sphoorty Financial Limited raised Rs. 11,898.49 million as against the issue size of Rs. 12,009.36 million*

## *B. Kotak Mahindra Capital Company Limited*

## 1. Price information of past issues handled by Kotak Mahindra Capital Company Limited

| S. No. | Offer Name | Offer Size (₹ million) | Offer price (₹) | Listing Date | Opening Price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---|---|---|---|---|---|---|---|---|
| 1. | Vedant Fashions Limited | 31,491.95 | 866 | February 16, 2022 | 935.00 | +3.99%, [-0.20%] | - | - |
| 2. | Adani Wilmar Limited | 36,000.00 | 230[1] | February 8, 2022 | 227.00 | +48.00%, [-5.34%] | - | - |
| 3. | C.E. Info Systems Limited | 10,396.06 | 1,033 | December 21, 2021 | 1,581.00 | +70.21%, [+6.71%] | +48.48%,[-67.85%] | - |
| 4. | Rategain Travel Technologies Limited | 13,357.43 | 425[2] | December 17, 2021 | 360.00 | +11.99%, [+7.48%] | - 31.08%,[-0.06%] | - |
| 5. | Star Health And Allied Insurance Company Limited | 64,004.39 | 900[3] | December 10, 2021 | 845.00 | -14.78%, [+1.72%] | - 29.79%,[-6.66%] | - |
| 6. | PB Fintech Limited | 57,097.15 | 980 | November 15, 2021 | 1,150.00 | +14.86%, [-4.33%] | - 20.52%,[-4.06%] | - |
| 7. | FSN E-commerce Ventures Limited | 53,497.24 | 1,125[4] | November 10, 2021 | 2,018.00 | +92.31%, [-2.78%] | +68.46%,[-4.46%] | - |

| S. No. | Offer Name | Offer Size (₹ million) | Offer price (₹) | Listing Date | Opening Price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---|---|---|---|---|---|---|---|---|
| 8. | Aditya Birla Sun Life AMC Limited | 27,682.56 | 712 | October 11, 2021 | 715.00 | -11.36%, [+0.55%] | -23.85% [-0.74%] | - |
| 9. | Vijaya Diagnostic Centre Limited | 18,942.56 | 531[5] | September 14, 2021 | 540.00 | +5.41%, [+4.50%] | +8.08% [+0.76%] | -20.59%, [-4.31%] |
| 10. | Aptus Value Housing Finance India Limited | 27,800.52 | 353 | August 24, 2021 | 333.00 | -2.82%, [+5.55%] | -0.82%, [+6.86%] | 0.64%, [3.92%] |

*Source: www.nseindia.com; www.bseindia.com*

*Notes:*

1. *In Adani Wilmar Limited, the issue price to eligible employees was ₹ 209 after a discount of ₹ 21 per equity share*
2. *In Rategain Travel Technologies Limited, the issue price to eligible employees was ₹ 385 after a discount of ₹ 40 per equity share*
3. *In Star Health And Allied Insurance Company Limited, the issue price to eligible employees was ₹ 820 after a discount of ₹ 80 per equity share*
4. *In FSN E-Commerce Ventures Limited, the issue price to eligible employees was ₹ 1,025 after a discount of ₹ 100 per equity share*
5. *In Vijaya Diagnostic Centre Limited, the issue price to eligible employees was ₹ 479 after a discount of ₹ 52 per equity share*
6. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
7. *The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.*
8. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*
9. *Restricted to last 10 equity initial public issues.*

**2. Summary statement of price information of past issues handled by Kotak Mahindra Capital Company Limited:**

| Financial Year | Total no. of IPOs | Total amount of funds raised (₹ Mn.) | No. of IPOs trading at discount - 30th calendar days from listing | | | No. of IPOs trading at premium - 30th calendar days from listing | | | No. of IPOs trading at discount - 180th calendar days from listing | | | No. of IPOs trading at premium - 180th calendar days from listing | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2021- 2022 | 19 | 624,047.99 | - | - | 5 | 5 | 5 | 3 | 1 | 1 | 1 | 7 | - | 1 |
| 2020- 2021 | 6 | 140,143.77 | - | - | 1 | 2 | 1 | 2 | - | - | - | 4 | 1 | 1 |
| 2019- 2020 | 4 | 136,362.82 | - | 1 | - | - | 1 | 2 | - | - | 1 | - | 1 | 2 |

*Notes:*

1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

**Track record of past issues handled by the Book Running Lead Managers**

For details regarding the track record of the Book Running Lead Managers, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as set forth in the table below:

| S. No. | Name of the Lead Manager | Website |
|---|---|---|
| 1. | JM Financial Limited | www.jmfl.com |
| 2. | Kotak Mahindra Capital Company Limited | https://investmentbank.kotak.com |

**Redressal of investor grievances**

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer and the Book Running Lead Managers with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for the stipulated period. In an event there is a delay in redressal of the investor grievance, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount.

For helpline details of the Book Running Lead Managers pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled "*General Information – Book Running Lead Managers*" on page 72.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

Anchor Investors are required to address all grievances in relation to the Offer to the Book Running Lead Managers.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank(s) for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post- Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company will obtain authentication on the SCORES platform in terms of the SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and shall comply with the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has also appointed Sudip Chatterjee, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, please see the section entitled "*General Information*" on page 71.

**Disposal of Investor Grievances by our Company**

Our Company has constituted a Stakeholders' Relationship Committee to review and redress the shareholders' and investors' grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, please see the section entitled "*Our Management – Stakeholders' Relationship Committee*" on page 230.

In the three years preceding the date of this Draft Red Herring Prospectus, our Company has not received any investor complaints. As on the date of this Draft Red Herring Prospectus, there are no pending investor complaints in relation to our Company.

The Selling Shareholders have, severally and not jointly, authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

## SECTION VII: OFFER INFORMATION

## TERMS OF THE OFFER

The Equity Shares being offered and Allotted and transferred pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

**The Offer**

The Offer comprises a Fresh Issue and an Offer for Sale by the Selling Shareholders.

Expenses for the Offer shall be shared amongst our Company and each of the Selling Shareholders in the manner specified in the section entitled "*Objects of the Offer*" on page 98.

**Ranking of the Equity Shares**

The Equity Shares being offered and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please see the section entitled "*Main Provisions of Articles of Association*" on page 381.

**Mode of Payment of Dividend**

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, our Articles of Association and provisions of the SEBI Listing Regulations and any other applicable laws including guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, please see the sections entitled "*Dividend Policy*" and "*Main Provisions of Articles of Association*" on pages 249 and 381, respectively.

**Face Value, Offer Price, Floor Price and Price Band**

The face value of each Equity Share is ₹10, and the Offer Price is ₹[●] per Equity Share. The Floor Price is ₹[●] per Equity Share and at the Cap Price is ₹[●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot and the Employee Discount will be decided by our Company in consultation with the Book Running Lead Managers and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/Offer Closing Date. On the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination of Equity Shares.

**Compliance with disclosure and accounting norms**

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

**Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or "e-voting", in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of Equity Shares, subject to applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, please see the section entitled "*Main Provisions of Articles of Association*" on page 381.

**Allotment only in Dematerialised Form**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated November 30, 2021 amongst our Company, NSDL and Link Intime India Private Limited.
- Tripartite agreement executed on December 3, 2021 amongst our Company, CDSL and Link Intime India Private Limited.

**Employee Discount**

Employee Discount, if any, may be offered to Eligible Employees bidding in the Employee Reservation Portion. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment at Bid Amount, that is, Bid Amount net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid.

**Market Lot and Trading Lot**

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, please see the section entitled "*Offer Procedure*" on page 363.

**Jurisdiction**

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/ authorities in New Delhi.

**Joint Holders**

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

**Nomination facility to Bidders**

In accordance with Section 72 of the Companies Act read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change their nomination, they are requested to inform their respective Depository Participant.

**Bid/Offer Programme**

| | |
|---|---|
| **BID/OFFER OPENS ON** | [●]* |
| **BID/OFFER CLOSES ON** | [●]**# |

* *Our Company may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*

** *Our Company may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

\# *UPI mandate end time and date shall be at 12:00pm on [●].*

An indicative timetable in respect of the Offer is set out below:

| Event | Indicative Date |
|---|---|
| **BID/OFFER CLOSES ON** | [●] |
| Finalisation of Basis of Allotment with the Designated Stock Exchange | On or about [●] |
| Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account* | On or about [●] |
| Credit of Equity Shares to demat accounts of Allottees | On or about [●] |
| Commencement of trading of the Equity Shares on the Stock Exchanges | On or about [●] |

* *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated by the SCSB responsible for causing such delay in unblocking at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated by the SCSB responsible for causing such delay in unblocking at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated by the SCSB responsible for causing such delay in unblocking at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer BRLM(s) shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

**The above timetable, other than the Bid/ Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company or the Selling Shareholders or the Book Running Lead Managers.**

**While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the Book Running Lead Managers, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholders, severally and not jointly, confirms that it shall extend reasonable co-operation to the extent of its respective portion of the Offered Shares as may be required by our Company and the Book Running Lead Managers to facilitate the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date or such other time as may be prescribed by SEBI.**

**SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.**

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Managers will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**Submission of Bids (other than Bids from Anchor Investors):**

| **Bid/Offer Period (except the Bid/Offer Closing Date)** | |
|---|---|
| Submission and Revision in Bids | Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**") |
| **Bid/Offer Closing Date*** | |
| Submission and Revision in Bids | Only between 10.00 a.m. and 3.00 p.m. IST |

* *UPI mandate end time and date shall be at 12:00pm on [●]*

**On the Bid/Offer Closing Date, the Bids shall be uploaded until:**

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5:00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees Bidding under the Employee Reservation Portion.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees Bidding under the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days.

None among our Company and the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Our Company in consultation with the Book Running Lead Managers, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price.

**In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Banks, as applicable.**

**Minimum Subscription**

If our Company does not receive the minimum subscription in the Offer equivalent to at least 10% post Offer paid up Equity Share capital of our Company (the minimum number of securities as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/ Offer Closing Date on the date of closure of the Offer or; the minimum subscription of 90% of the Fresh Issue on the date of closure of the Offer; or withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company shall forthwith refund the entire subscription amount received. In terms of the SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, our Company shall within four days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond the prescribed time, the Selling Shareholders, to the extent applicable, and our Company shall pay interest prescribed under the applicable law. In the event of an undersubscription in the Offer, Equity Shares offered pursuant to the Fresh Issue shall be allocated in the Fresh Issue prior to the Equity Shares offered pursuant to the Offer for Sale.

The Selling Shareholders shall reimburse, in proportion to the portion of its Offered Shares, any expenses and interest incurred by our Company on behalf of such Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that such Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholders.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

**Arrangements for Disposal of Odd Lots**

Since the Equity Shares will be traded in dematerialised form only, and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

**New Financial Instruments**

Our Company is not issuing any new financial instruments through this Offer.

**Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Offer capital of our Company, lock-in of the Promoters' contribution and the Anchor Investor lock-in as provided in the section entitled "*Capital Structure*" on page 79 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of the Equity Shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, please see the section entitled "*Main Provisions of Articles of Association*" on page 381.

**Withdrawal of the Offer**

Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Offer, in whole or in part thereof, to the extent of their respective portion of Offered Shares after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Managers through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, in case of RIBs using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders (other than Anchor Investors) shall notify the Escrow Collection Banks to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) filing of the Prospectus with the RoC. If our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

## OFFER STRUCTURE

Offer of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹ [●] million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹15,000.00 million by our Company and an Offer for Sale of up to 5,000,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

Our Company may, in consultation with the Book Running Lead Managers, consider a Pre-IPO Placement of up to [●] Equity Shares for cash consideration aggregating up to ₹ 3,000.00 million. The Pre-IPO Placement will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers and the Pre-IPO Placement, if any, will be undertaken prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the size of the Fresh Issue will be reduced by the amount raised from the Pre-IPO Placement and the minimum Offer size shall constitute at least 10% of the post-Offer paid-up Equity Share capital of our Company, in compliance with Rule 19(2)(b) of the SCRR.

The Offer comprises of a Net Offer of up to [●] Equity Shares and Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹[●] million (constituting up to [●]% of our post-Offer paid-up Equity Share capital). The Offer and the Net

Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹ 10 each.

The Offer is being made through the Book Building Process.

| **Particulars** | **Eligible Employees#** | **QIBs(1)** | **Non-Institutional Bidders** | **Retail Individual Bidders** |
|---|---|---|---|---|
| Number of Equity Shares available for Allotment/ allocation (2) | Not more than [●] Equity Shares | Not more than [●] Equity Shares | Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Bidders | Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders |
| Percentage of Offer size available for Allotment/ allocation | The Employee Reservation Portion shall not exceed 5% of the post-Offer Equity Share Capital of our Company | Not more than 50% of the Net Offer shall be available for allocation to QIBs. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs | Not less than 15% of the Net Offer or the Net Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation | Not less than 35% of the Net Offer or Net Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation |
| Basis of Allotment/ allocation if respective category is oversubscribed* | Proportionate; unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be Allotted, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000, subject to total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount) | Proportionate as follows (excluding the Anchor Investor Portion):<br>(a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and<br>(b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds | Proportionate | The allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details please see the section entitled "*Offer Procedure*" on page 363. |

| Particulars | Eligible Employees# | QIBs(1) | Non-Institutional Bidders | Retail Individual Bidders |
|---|---|---|---|---|
| | | receiving allocation as per (a) above.<br><br>Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price | | |
| Minimum Bid | [●] Equity Shares and in multiples of [●] Equity Shares thereafter | Such number of Equity Shares so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares | Such number of Equity Shares so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares | [●] Equity Shares and in multiples of [●] Equity Shares |
| Maximum Bid | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹500,000 (net of Employee Discount, if any) (5) | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer, subject to applicable limits | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the QIB Portion), subject to applicable limits | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000 |
| Mode of Allotment | Compulsorily in dematerialized form | | | |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter | | | |
| Allotment Lot | A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share thereafter | | | |
| Trading Lot | One Equity Share | | | |
| Who can apply(3) (4) | Eligible Employees (such that the Bid Amount does not exceed ₹500,000) | Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the | Resident Indian individuals, Eligible NRIs on a non-repatriable basis, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices | Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta) |

| Particulars | Eligible Employees# | QIBs(1) | Non-Institutional Bidders | Retail Individual Bidders |
| --- | --- | --- | --- | --- |
| | | Department of Posts, India and Systemically Important NBFCs. | | |
| Terms of Payment | **In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(4)<br><br>**In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form | | | |
| Mode of Bidding | Only through the ASBA process (except for Anchor Investors). | | | |

* *Assuming full subscription in the Offer*

\# *Eligible Employees Bidding in the Employee Reservation portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

(1) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details please see the section entitled "Offer Structure" on page 360.*

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR in compliance with Regulation 6(1) of the SEBI ICDR Regulations*

(3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

(5) *Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 (net of Employee Discount) in value. Only in the event of an under-subscription in the Employee Reservation Portion, post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any) in value.*

*The Bids by FPIs with certain structures as described under the section entitled "Offer Procedure - Bids by FPIs" on page 368 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

The Bids by FPIs with certain structures as described in the section entitled "*Offer Procedure*" on page 363 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, on a proportionate basis. For further details, please see the section entitled "*Terms of the Offer*" on page 355.

## OFFER PROCEDURE

*All Bidders should read the General Information Document for investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and UPI Circulars (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by RIBs through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Bid cum Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Bid cum Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021 except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days.*

*Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.*

*Further our Company, Selling Shareholders and the Syndicate Members are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer*

### Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of SCRR through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional

Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

The Offer includes an Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million for subscription by Eligible Employees. The Employee Reservation Portion shall not exceed [●]% of post-Offer paid-up Equity Share capital and the Shareholder Reservation Portion shall not exceed [●]% of post-Offer paid-up Equity Share capital.

Under-subscription, if any, in any category including the Employee Reservation Portion and the Shareholder Reservation Portion, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Managers and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholders shall be in proportion to the Offered Shares by such Selling Shareholder. The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

**Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for RIBs and Eligible Employees using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.**

**Phased implementation of UPI for Bids by RIBs as per the UPI Circulars**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

(a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a RIB also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

(b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by a RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

(c) **Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), each with wide circulation, on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the RIBs using the UPI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

**Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Form, or (ii) the UPI ID (in case of RIBs), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism, shall submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

For Anchor Investor, the Anchor Investor Application Form will be available at the offices of the Book Running Lead Managers.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

| Category | Colour of Bid cum Application Form* |
|---|---|
| Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Investors, each resident in India and Eligible NRIs applying on a non-repatriation basis | White |
| Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis | Blue |
| Anchor Investors | White** |
| Eligible Employees Bidding in the Employee Reservation Portion | [●] |

* *Excluding electronic Bid cum Application Form*

** *Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Managers.*

*Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).*

*Bid cum Application Forms for Eligible Employees shall be available at the Registered and Corporate Office of our Company.*

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For RIBs using UPI mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The Book Running Lead Managers shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date (“Cut-Off Time”). Accordingly, RIBs Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process

**Electronic registration of Bids**

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in accordance with Rule 144A or another available exemption from the registration requirements under the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in, and in reliance on, with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**Participation by Promoters, members of their respective Promoter Groups, the Book Running Lead Managers, the Syndicate Members and persons related to Promoters/Promoter Groups/the Book Running Lead Managers**

The Book Running Lead Managers and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as disclosed below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or

(iv) FPIs sponsored by the entities which are associate of the Book Running Lead Managers.

Further, the Promoters and members of their respective Promoter Groups shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoters and their respective Promoter Groups shall not apply in the Offer under the Anchor Investor Portion. However, a qualified institutional buyer who has any of the following rights in relation to the Company shall be deemed to be a person related to the Promoters or Promoter Groups of our Company:

(i) Rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Groups of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the Book Running Lead Managers.

**Bids by Mutual Funds**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

**Bids by Eligible NRIs**

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying if Offer using UPI Mechanism are advised to enquire with relevant bank whether their bank account is UPI linked prior to making such applications.

For details of restrictions on investment by NRIs, please see the section entitled "*Restrictions on Foreign Ownership of Indian Securities*" on page 380.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

**Bids by HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the *Karta*. The Bidder/applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

**Bids by FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Rules, the total holding by each FPI shall be less than 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs could be up to 100%, being the sectoral cap, of the paid-up Equity Share capital of our Company on a fully diluted basis.

FPIs are permitted to participate in Offer subject to compliance with conditions and restrictions which may be specified by the Government of India from time to time.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from the April 1, 2020, the aggregate limit are the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

The FEMA Rules was enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

**Bids under Power of Attorney**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the Book Running Lead Managers in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

**Bids by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, *inter alia*, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by such regulations till the existing fund or scheme managed by the fund is wound up.

Subject to compliance with applicable law and investment restrictions, FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least one year from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

**There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.**

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

**Bids by Limited Liability Partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof.

**Bids by Banking Companies**

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

**Bids by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

**Bids by Insurance Companies**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

**Bids by Provident Funds/Pension Funds**

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers reserve the right to reject any Bid, without assigning any reason thereof.

**Bids by Systemically Important NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

**Bids by Anchor Investors**

(a) In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company, in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;

- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and

- in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) shall apply in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

**Bids by Eligible Employees**

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 500,000. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. Allotment in the Employee Reservation Portion will be as detailed in the section entitled "*Offer Structure*" on page 360.

However, Allotments to Eligible Employees in excess of ₹ 200,000 shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000. Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price. Eligible Employees cannot apply under Employee Reservation portion using UPI mechanism.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form.

- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.

- In case of joint bids, the Sole/ First Bidder shall be the Eligible Employee.

- Bids by Eligible Employees in the Employee Reservation Portion, in the Shareholder Reservation Portion and in the Retail Portion shall not be treated as multiple Bids. However, Bids by Eligible Employees in the Employee Reservation Portion, in the Shareholder Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids. Persons who are Eligible Employees may Bid in the Employee Reservation and/or the Shareholder Reservation Portion and such Bids shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all portions. For further details, please see the section entitled "*Offer Procedure*" on page 363.

- Bids by Eligible Employees may be made at Cut-off Price.

- Only those Bids, which are received at or above the Offer Price, if any would be considered for allocation under this portion.

- The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.

- If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

- Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, please see the section entitled "*Offer Procedure*" on page 363.

Please note that any individuals who are directors, employees or promoters of (a) the Lead Managers, Registrar to the Offer, or the Syndicate Members, or of the (b) 'associate companies' (as defined in the Companies Act, 2013, as amended) and 'group companies' of such Lead Managers, Registrar to the Offer or Syndicate Members are not eligible to bid in the Employee Reservation Portion.

**The information set out above is given for the benefit of the Bidders. Our Company, the Selling Shareholders, and the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Draft Red Herring Prospectus or as will be specified in the Red Herring Prospectus and the Prospectus.**

**Information for Bidders**

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

**General Instructions**

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

6. RIBs Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

7. Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

8. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

9. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

13. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

14. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

15. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

16. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

17. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

18. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

19. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP

ID, Client ID, UPI ID (for RIBs bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for RIBs bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for RIBs bidding through UPI mechanism) and PAN available in the depository database;

20. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

21. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

22. Ensure that the Demographic Details are updated, true and correct in all respects;

23. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

24. Bidders (except RIBs Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

25. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a RIB Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

26. RIBs bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

27. RIBs using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

28. Bids by Eligible NRIs for a Bid Amount of less than ₹200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Category for allocation in the Offer;

29. Ensure that Anchor Investors submit their Bid cum Application Forms only to the Book Running Lead Managers;

30. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and

31. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a RIB;

3. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs) and ₹ 500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/ revise the Bid amount to less than the floor price or higher than the cap price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

14. Do not fill up the Bid cum Application Form such that the Bids for Equity Shares for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than RIBs using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

18. Anchor Investors should not bid through the ASBA process;

19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not submit the General Index Register (GIR) number instead of the PAN;

22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder;

26. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RIB and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a RIB Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;

31. Do not Bid if you are an OCB;

32. RIBs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

33. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIBs Bidding using the UPI Mechanism.

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

**Grounds for Technical Rejection**

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹200,000 (net of retail discount);

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, please see the section entitled "*General Information*" on page 71.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

**Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

**Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Red Herring Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

**Payment into Anchor Investor Escrow Accounts**

Our Company, in consultation with the Book Running Lead Managers will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

**Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

**Allotment Advertisement**

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), each with wide circulation.

**The information set out above is given for the benefit of the Bidders. Our Company, the Selling Shareholders, and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.**

**Signing of the Underwriting Agreement and Filing with the RoC**

(a) Our Company, the Selling Shareholders, the Underwriters, and the Registrar to the Offer intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price which shall be a date prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, the Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

**Impersonation**

**Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

**"*Any person who:***

*(a)* ***makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***

*(b)* ***makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***

*(c)* ***otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,***

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

**Undertakings by our Company**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken in consultation with the Book Running Lead Managers within such period as may be prescribed under applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- compliance with all disclosure and accounting norms as may be specified by SEBI from time to time;
- Promoters' contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees; and
- Except for Equity Shares allotted pursuant to the Offer and the Pre-IPO placement, no further issuance of Equity Shares shall be undertaken by the Company till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.
- Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Offer, and each of the Selling Shareholder reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of its respective portion of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company will issue a public notice in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), each with wide circulation, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer.

**Undertakings by the Selling Shareholders**

Each of the Selling Shareholder specifically undertakes, severally and not jointly, in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares that:

- the Equity Shares offered by it in the Offer for Sale are eligible for being offered in the Offer for Sale in terms of

Regulation 8 of the SEBI ICDR Regulations and shall be in dematerialized form at the time of transfer;

- the Offered Shares are/shall be free and clear of encumbrances, any defect to good, valid, and marketable title, and shall be transferred pursuant to the Offer, free and clear of any encumbrances;

- it shall provide such reasonable assistance and cooperation as may be reasonably required by our Company and the Book Running Lead Managers in redressal of such investor grievances in relation to its Offered Shares and statements specifically made or confirmed by it in this Draft Red Herring Prospectus in relation to itself as a Selling Shareholder;

- it shall provide such reasonable support and cooperation as required under applicable law or requested by our Company and/or the Book Running Lead Managers in relation to its Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable); and

- it shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in favour of such Selling Shareholder, until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price will be taken by our Company, in consultation with the Book Running Lead Managers. The Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.

Only the statements and undertakings in relation to each of the Selling Shareholders and its respective portion of the Equity Shares offered in the Offer for Sale which are specifically "confirmed" or "undertaken" by it in this Draft Red Herring Prospectus, shall be deemed to be "statements and undertakings specifically confirmed or undertaken" by such Selling Shareholders. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholders.

**Utilisation of Offer Proceeds**

Our Board of Directors certifies and declares that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as Department of Industrial Policy and Promotion*) ("**DPIIT**"), issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid and remain in force until superseded in totality or in part thereof.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEM NDI Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEM NDI Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/ Offer Period.

### Foreign Exchange Laws

The foreign investment in our Company is governed by *inter alia* the FEMA, as amended, the FEM NDI Rules, as amended, and the FDI Policy issued and amended by way of press notes.

Our Company is permitted to have 100% foreign ownership under the automatic route.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs" and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Bidders. The information does not purport to be a complete analysis of the restrictions under Indian laws for the acquisition and/or transfer of securities in an Indian company by a person resident outside India. Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations. Bidders are cautioned to consider any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus.**

## SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

*Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company ("**Articles**").*

*Pursuant to Schedule I of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.*

### Share Capital and Variation of Rights

The shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such time, as the Directors think fit, and with full power to issue either at par or at premium or in consideration of services rendered for company. Further, if at any time the share capital is divided into different classes of shares, the rights and privileges attached to any class of shares may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act and subject to the terms of issue of the shares of that class.

### Alteration of Capital

Subject to the provisions of the Act, the Company may, by ordinary resolution, from time to time, alter its share capital as follows:

a. increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution;
b. consolidate and divide all or any its share capital into shares of larger amount than its existing shares;
c. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by Memorandum of Association;
d. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person; and

The Company may, by passing a special resolution, reduce any or all of the following:

a. its share capital;
b. any capital redemption reserve account; or
c. any securities premium account.

### Calls on Shares

The Directors may from time to time, make calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable in installments. The Board may, at their discretion, revoke or postpone a call on shares.

If a member fails to pay any call in respect of any share, on the day appointed for the payment of the same, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at a rate that the Board may determine.

### Further Issue

The Board or the Company may, in accordance with the Act and the Rules, issue further shares in any manner as the Board may determine, including by way of private placement and preferential offer.

### Forfeiture and Lien

The Company, subject to applicable law, shall have a first and paramount lien upon all shares that are not fully paid-up shares of the Company and upon the proceeds of sale thereof for all monies called or payable at a fixed time in respect to that share. The Company may enforce the lien by selling any shares on which the Company has a lien provided that a sum in respect of which the lien exists is payable at the time and a written notice demanding payment has been served on the registered holder or the person entitled thereto by reason of his death or insolvency 14 (fourteen) days prior to such sale.

If a member fails to pay any call, instalment or any money due in respect of any share, on the day appointed for the payment of the same, the Board may at any time thereafter, during such time as the call or instalment remains unpaid, serve notice on such member requiring him to pay the same together with any interest that may have accrued. If the requirements of such notice are not complied with any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

A person whose shares have been forfeited shall cease to be a member of the Company in respect of the forfeited shares. However, the person whose shares have been forfeited shall remain liable to pay all monies, that were payable by him to the

Company in respect of the forfeited shares, at the date of forfeiture. A forfeited share may be sold or otherwise disposed of by the Company on such terms and in such manner as the Board thinks fit.

**Transfer of Shares**

The shares or other securities of the Company may be transferred by way of an instrument of transfer that is executed by or on behalf of both the transferor and the transferee, in the form as prescribed in the Rules made under this Act. The transferor shall be deemed to remain a holder of the transferred share until the transferee's name is entered in the register of members. The Board may decline to register the transfer of a share is partly paid-up to a person of whom they do not approve or a share on which the Company has a lien.

**Transmission of shares**

On the death of a member, the survivor or survivors of the deceased member, where the member was a joint member or the nominees or legal representatives of the deceased member, where the member was a sole holder, shall be the only person whom the Company shall recognize as having any title to his interest in the shares. Nothing herein contained shall be taken to release the estate of a deceased joint- holder from any liability on shares held by him jointly with any other person.

A person becoming entitled to a share as a consequence of the death or insolvency of a registered member, may, upon such evidence being produced as may from time to time properly be required by the Board, elect to be registered as the holder of the share or make such transfer of the share or other security as the deceased or insolvent member could have made. Such person shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered holder of the share. However, such person shall not be entitled to exercise any right conferred by membership in relation to meetings of the Company before being registered as a member.

The Board shall have the same right to decline or suspend the registration of the transmission as it would have had, if the deceased or insolvent member had transferred the share or security before death or insolvency.

**Certificate**

Every person whose name is entered as a member in the register of members shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve, upon payment of certain fees, to several certificates, each for one or more of such shares. Every certificate of shares shall be under the Seal of the Company and shall specify the shares to which it related and the amount paid-up thereon. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

If any certificate of any shares is defaced, mutilated, torn, worn- out or if there is no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof. If any certificate of any shares is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, a new certificate may be issued in lieu thereof. Every certificate under this Article shall be issued on payment of fees for each certificate as may be prescribed under applicable law.

**General Meetings**

All general meetings of the Company other than the Annual General Meeting shall be called an extraordinary general meeting. The quorum for the general meeting shall be as provided in the Act and the Chairperson of the Board shall preside as Chairperson at every general meeting of the Company. In the absence of the Chairman, Vice Chairman or in the absence of both, the Managing Director of the Company will Chair the meeting. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

The Board may, whenever they think fit, call an extra ordinary general meeting in accordance with the Companies Act.

**Votes of Members**

Subject to any restrictions attached to any class or classes of shares at the time:

a. on a show of hands, every member present in person shall have one vote; and
b. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

A member may exercise his vote at a meeting by electronic means in accordance with the Companies Act and shall vote only once. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid. Further, in the case of joint holders, the vote of the first holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

A member may vote through a proxy subject to the instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, being deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

**Board of Directors**

The Board shall have the power to appoint, at any time, additional directors to the Board subject to the maximum strength of the Board as determined by the Articles. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. The directors may additionally be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or in connection with the business of the Company.

**Meetings of Directors**

The Directors may meet for the conduct of business, adjourn and regulate their meetings as they think fit. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion which by or under the Act or these Articles of Association or the regulations for the time being of the Company are vested in or exercisable by the Board of Directors generally. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

Subject to anything in the Act, any questions arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

Further, the Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body or any person as it thinks fit. Any committee so formed or any person so authorized or appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

**Dividend**

The Company in general meeting may declare the dividend which shall not exceed the amount recommended by the Board. The Board, before declaring the dividend, may set aside from the profits such sums as it seems fit as reserves which shall be applied for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalizing dividends, at the discretion of the Board, The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Subject to the provisions of the Act, the Board may, from time to time, pay interim dividends to the members as appear to it to be justified by the profits of the Company. Subject to rights of members entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares. If and so long as nothing is paid upon any of the shares in the Company, dividend may be declared and paid according to the amounts of the shares. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid up on the shares during any portion or portions of the period in respect of which dividend is paid unless any share is issued on terms providing that it shall rank for dividend as from a particular date. Such share shall rank for dividend accordingly. Further, no dividend shall bear interest as against the Company.

Where the Company has declared a dividend but which has not been paid or claimed within 30 (Thirty) days from the date of declaration, the Company shall transfer such unclaimed or unpaid amount to a special account maintained by the Company in a scheduled bank, to be called the ‘Unpaid Dividend/ Interim Dividend Account of Vikram Solar Limited/ Vikram Solar – Unpaid Dividend/Interim Dividend Account’ within 7 (Seven) days from the date of expiry of the said period of 30 (Thirty) days. The Board shall not forfeit any unpaid or unclaimed dividend.

**Capitalisation of Profits**

The Company, on recommendation of the Board, may resolve to capitalise any part of the amount standing to the credit of any of the Company’s reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution. The Company may resolve to set such sum free for distribution amongst members who would have been entitled if the sum was distributed by way of dividends and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied towards:

a. paying up amounts that are, for the time being unpaid on any shares held by the members; or
b. paying up in full, the unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up to and amongst such members; and
c. partly in the way specified in point (a) above and partly in the way specified in point (b) above.

A securities premium account and a capital redemption reserve account, may be applied in the paying up of unissued shares to the members of the Company as fully paid up bonus shares.

**Winding Up**

Subject to the provisions of the Act and Rules, if the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by law, divide amongst the members, in specie or in kind, the whole or part of the assets whether they consist of property of the same kind or not. The liquidator may set such value that he deems as fair upon the property and may determine how the division shall be carried out amongst the members or different classes of members. The liquidator also may vest the whole or part of the assets in trusts for the benefit of the contributories.

**Indemnity**

Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the Court.

## SECTION IX: OTHER INFORMATION

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus / Prospectus which will be delivered to the RoC for filing and are also available at the following weblink: https://www.vikramsolar.com/investor-centre/. Copies of the contracts, and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days and will also be available at the website of our Company from date of the Red Herring Prospectus until the Bid/Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date.

**A. Material Contracts for the Offer**

1. Offer Agreement dated March 23, 2022 among our Company, the Selling Shareholders and the Book Running Lead Managers.
2. Registrar Agreement dated March 23, 2022 among our Company, the Selling Shareholders and the Registrar to the Offer.
3. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company and the Share Escrow Agent.
4. Cash Escrow and Sponsor Bank(s) Agreement dated [●] among our Company, the Selling Shareholders, the Registrar to the Offer, the Book Running Lead Managers, and the Bankers to the Offer.
5. Syndicate Agreement dated [●] among our Company, the Selling Shareholders, the Book Running Lead Managers, the Syndicate Members, and the Registrar to the Offer.
6. Underwriting Agreement dated [●] among our Company, the Selling Shareholders, and the Underwriters.
7. Monitoring Agency Agreement dated [●] among our Company and the Monitoring Agency.

**B. Material Documents**

1. Certified copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Certificate of incorporation dated December 2, 2005 issued to our Company by the Registrar of Companies, West Bengal at Kolkata, pursuant to incorporation of our Company.
3. Fresh certificate of incorporation dated May 10, 2006 issued to our Company by the Registrar of Companies, West Bengal at Kolkata, pursuant to change of name of our Company from ‘International Leather Clothiers Private Limited’ to ‘International Clothiers India Private Limited’.
4. Fresh certificate of incorporation dated September 3, 2008 issued to our Company by the Registrar of Companies, West Bengal at Kolkata, pursuant to acquisition by Vikram Group and change of name to ‘Vikram Solar Private Limited’.
5. Fresh Certificate of incorporation dated August 22, 2017 issued to our Company by the Registrar of Companies, West Bengal at Kolkata, pursuant to conversion from private limited company to a public limited company, and change of name from ‘Vikram Solar Private Limited’ and ‘Vikram Solar Limited’.
6. Resolution of the Board of Directors dated March 1, 2022 authorising the Offer and other related matters.
7. Resolution of Board of Directors dated March 1, 2022, taking on record the approval for the Offer for Sale by the Selling Shareholder
8. Shareholders’ resolution dated March 4, 2022, in relation to the Fresh Issue and other related matters.
9. Resolution of the Board of Directors dated March 23, 2022, approving this Draft Red Herring Prospectus.
10. Consent letter from Selling Shareholders for participation in the Offer for Sale.
11. Resolution of the board of directors of the Corporate Selling Shareholder dated January 28, 2022, authorizing participation in the Offer for Sale.
12. Copies of annual reports of our Company for Fiscals 2021, 2020 and 2019.
13. The examination report dated February 19, 2022 of the Statutory Auditors on our Restated Consolidated Summary Statements.
14. The report dated March 23, 2022 on the statement of special tax benefits available to the Company, Vikram Solar US Inc. (our material Subsidiary) and to the shareholders of the Company under the applicable laws in India and in USA (in the case of material subsidiary, namely, Vikram Solar US Inc).
15. Consent letters of the Selling Shareholders, the Directors, the Book Running Lead Managers, the Syndicate Members, Legal Counsel to our Company as to Indian Law, Legal Counsel to the Selling Shareholders, Legal Counsel to the

Book Running Lead Managers as to Indian Law, Legal Counsel to the Book Running Lead Managers as to International Law, Registrar to the Offer, Bankers to the Company, Escrow Collection Bank(s), Public Offer Bank(s), Refund Bank(s), Sponsor Bank(s), Company Secretary and Compliance Officer, to act in their respective capacities.

16. Written consent dated March 23, 2022 from Singhi & Co., Chartered Accountants, to include their name as required under Section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated February 19, 2022, on our Restated Consolidated Summary Statements; and (ii) their report dated March 23, 2022, on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

17. Written consent dated March 21, 2022 from B K Dutta Chowdhury, to include his name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as a chartered engineer and in respect of the certificates issued by him and the details derived from the certificates and to be included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

18. Written consent dated March 21, 2022 from Shristi Projects Private Limited, to include its name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 read with section 26(5) of the Companies Act, 2013 to the extent of information from the Appraisal Report included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

19. Appraisal Report dated March 21, 2022 issued by Shristi Projects Private Limited, on the proposed 2,000 MW Integrated Solar Cell and Module Manufacturing Facilities in the State of Tamil Nadu, to be set up by our Company, through its wholly owned subsidiary VSL Green Power Private Limited.

20. Report entitled "*Photovoltaic manufacturing and solar energy market*" released in March 2022 by CRISIL.

21. Consent letter from CRISIL dated March 5, 2022 to rely on and reproduce part or whole of the CRISIL Report and include their name in this Draft Red Herring Prospectus.

22. Engagement letter dated November 30, 2021 entered into between the Company and CRISIL for appointment of CRISIL.

23. Tripartite agreement dated November 30, 2021 among our Company, NSDL and the Registrar to the Offer.

24. Tripartite agreement executed on December 3, 2021 among our Company, CDSL and the Registrar to the Offer.

25. Due diligence certificate dated March 23, 2022 addressed to SEBI from the Book Running Lead Managers.

26. In-principle listing approval dated [●], issued by BSE.

27. In-principle listing approval dated [●], issued by NSE.

28. Final observations letter dated [●] issued by SEBI.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant laws.

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

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**Hari Krishna Chaudhary**
*Non-executive Chairman*

**DIN:** 01744503

**Place:** Surat

**Date:** March 23, 2022

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

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**Gyanesh Chaudhary**
*Vice-Chairman and Managing Director*

**DIN:** 00060387

**Place:** Dubai

**Date:** March 23, 2022

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

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**Joginder Pal Dua**
*Independent Director*

**DIN:** 02374358

**Place:** Gurgaon

**Date:** March 23, 2022

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

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**Probir Roy**
*Independent Director*

**DIN:** 00033045

**Place:** Kolkata

**Date:** March 23, 2022

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

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**Ratnabali Kakkar**
*Independent Director*

**DIN:** 09167547

**Place:** London

**Date:** March 23, 2022

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

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**Vikram Swarup**
*Independent Director*

**DIN:** 00163543

**Place:** Kolkata

**Date:** March 23, 2022

# DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

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**Krishna Kumar Maskara**
*Whole-time Director and Chief Financial Officer*

**DIN:** 01677008

**Place:** Kolkata

**Date:** March 23, 2022

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

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**Neha Agrawal**
*Whole-time Director*

**DIN:** 05321461

**Place:** Kolkata

**Date:** March 23, 2022

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY CHIEF FINANCIAL OFFICER**

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**Krishna Kumar Maskara**

**Place:** Kolkata

**Date:** March 23, 2022

## DECLARATION

The undersigned Selling Shareholder confirms and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. The undersigned assumes no responsibility as a Selling Shareholder, for any other statements, including, any of the statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Signed by **Anil Chaudhary**

**Date:** March 23, 2022

**Place:** Kolkata

## DECLARATION

The undersigned Selling Shareholder confirms and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. The undersigned assumes no responsibility as a Selling Shareholder, for any other statements, including, any of the statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

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Signed by **Girish Kumar Madhogaria**

**Date:** March 23, 2022

**Place:** Kolkata

## DECLARATION

The undersigned Selling Shareholder confirms and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. The undersigned assumes no responsibility as a Selling Shareholder, for any other statements, including, any of the statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

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Signed by **Pushpa Madhogaria**

**Date:** March 23, 2022

**Place:** Kolkata

## DECLARATION

The undersigned Selling Shareholder confirms and certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. The undersigned assumes no responsibility as a Selling Shareholder, for any other statements, including, any of the statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

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Signed for and on behalf of **Vikram India Limited**

**Name:** Ulpi Gupta

**Designation**: Executive Director

**Date:** March 23, 2022

**Place:** Kolkata