

SGCO & Co.LLP

Chartered Accountants

SPECIAL PURPOSE INDEPENDENT AUDITOR'S REPORT

To the Board of Directors

Waaree Solar Americas Inc.

Independent Auditor's Report on the Audit of Special Purpose Financial Statements

Opinion

We have audited the accompanying Special Purpose financial statements of Waaree Solar Americas Inc. ("the Company"), which comprise the Special purpose Balance sheet as at March 31, 2025, the Special Purpose Statement of Profit and Loss, the Special Purpose statement of cash flows for the year ended March 31, 2025, and notes to the special purpose financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "Special Purpose statement of Financial Statements") as requested by the management of the company for the purpose of preparation of consolidated financial statements of the holding for the year ended March 31, 2025.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose financial statements, which have prepared by the Company's management for the purpose of preparation of consolidated financial statements of holding company for the year ended March 31, 2025, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and losses, and its cash flows for the year ended on that date.

Basis for Opinion

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



4A, Kaledonia,
2nd Floor, Sahar Road,
Near Andheri Station,
Andheri (East),
Mumbai - 400 069

Tel. +91 22 6625 6363
Fax. +91 22 6625 6364
E-mail. info@sgco.co.in
www.sgco.co.in

Mumbai • Delhi • Jaipur

SGCO & Co.LLP

Chartered Accountants

Responsibilities of Management and Those Charged with Governance for the Special Purpose financial statements

The Company's Board of Directors is responsible for the preparation of the special purpose financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) as issued by the ICAI. This responsibility includes maintenance of adequate accounting records for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Special Purpose financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

1. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
2. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



SGCO & Co.LLP

Chartered Accountants

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
3. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 4. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The financial statements of the Company for the year ended March 31, 2024, have been audited by the predecessor auditors who expressed an unmodified opinion on these statements on May 30, 2024.

Restriction on use and distribution.

This special purpose financial statements has been prepared for the purpose of providing information to Waaree Energies Limited to enable it to prepare the consolidated financial statements for the Group.

This report is provided solely for the information and use of Waaree Energies Limited to assist you in your audit of the consolidated financial statements of the Group as of and for the period ended March 31, 2025. This report may also be relied upon by the Statutory Auditors of Waaree Energies Limited for the purposes of their report on the Consolidated Financial Statements of the Group in accordance with Standard on Auditing (SA) - 600 issued by the Institute of Chartered Accountants of India. Our report is intended solely for the use of Consolidation and should not be distributed to or used by any other parties. S G C O & Co. LLP shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. 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 without our prior consent in writing.

For S G C O & Co. LLP

Chartered Accountants

Firm Registration No. 112081W/W100184

N.K. Musahib

Nitesh Musahib

Partner

Mem. No. 131146

UDIN: 25131146BMKYYJ1139

Place: Mumbai

Date: April 21, 2025



Waaree Solar Americas Inc
Balance Sheet as at March 31, 2025

Particulars	Notes	(Rs. in millions)	
		As at March 31, 2025	As at March 31, 2024
Assets			
Non-current assets			
Property, plant & equipment	3(a)	5,684.49	
Construction work-in-progress	3(b)	36.89	213.85
Intangible assets	3(c)	1,471.77	1,727.53
Other non-current assets	3(d)	3.49	
Other financial assets	4		
Deferred Tax Assets	5	175.65	110.89
Other non-current assets	6	342.38	4.46
Total non-current assets		7,728.87	2,163.74
Current assets			
Inventories	7	3,178.90	
Trade receivables	8	1,508.25	0.93
Cash and cash equivalents	9	1,120.30	371.00
Other current assets	10	2,192.79	
Total current assets		8,001.23	371.93
TOTAL ASSETS		15,728.11	2,535.67
Equity and Liabilities			
Equity			
Equity share capital	11	0.83	0.83
Reserves and surplus	12	(872.03)	(32.03)
Total equity		(872.03)	(32.03)
Liabilities			
Non-current liabilities			
Borrowings	13	5,962.46	250.12
Lease liabilities	14	1,436.98	1,588.07
Other financial liabilities	15	234.37	9.12
Total non-current liabilities		7,633.79	1,847.31
Current liabilities			
Financial liabilities			
Lease liabilities	16	193.15	160.89
Trade payables	17	3,761.97	50.72
Other financial liabilities	18	62.89	
Provision	19	14.46	
Other current liabilities	20	4,333.88	508.73
Total current liabilities		8,966.35	720.39
TOTAL EQUITY AND LIABILITIES		15,728.11	2,535.67

Material accounting policies, Key accounting estimates and judgements
 Accompanying notes to financial statement

3-40

As per our report of even date attached
 For SGC & Co. LLP
 Chartered Accountants
 Firm Regn No. 112081W/W100184

N. K. Mawale

Nitesh Mawale
 Partner
 Mem. No. 131146
 Place : Mumbai
 Date: 21st April 2025



For and on behalf of the Board of Directors of
 Waaree Solar Americas Inc.

Hitesh Mehta

Director
 DIN 08207508
 Place: Mumbai
 Date: 21st April 2025.

Sunil Rath

Sunil Rath
 Director
 DIN 08030090



Waaree Solar Americas Inc.

Statement of Profit and Loss for the year ended March 31, 2025

Particulars	Notes	(Rs. in millions)	
		Year ended March 31, 2025	Year ended March 31, 2024
(1) Income			
Revenue from operations	21	4,302.60	385.86
Other income	22	39.93	3.98
Total Income		4,342.53	389.84
(2) Expenses			
Cost of materials consumed	23	1,797.29	
Changes in inventories of finished goods and work-in-progress	24	(1,239.86)	
Purchases of stock-in-trade	25	3,324.43	355.86
Manufacturing expenses	26	111.07	
Employee benefits expense	27	420.93	22.76
Finance costs	28	273.83	9.57
Depreciation and amortisation expense	29	447.77	
Other Expenses	30	329.38	24.11
Total Expenses		5,464.84	412.30
(3) Profit / (loss) before tax		(1,122.31)	(42.44)
(4) Tax expense	31		
Current tax			
Tax for earlier years			
Deferred tax (Assets)/ Liability		(337.90)	(4.48)
Total tax expense		(337.90)	(4.48)
(5) Profit / (Loss) for the year (3-4)		(784.41)	(37.92)
(6) Other comprehensive income			
Foreign Currency Translation Reserve		(55.59)	(0.22)
Total other comprehensive income		(55.59)	(0.22)
Total comprehensive income / (loss) for the year		(840.00)	(38.14)

Material accounting policies, Key accounting estimates and judgements
Accompanying notes to financial statement

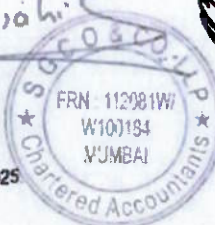
1
3-40

As per our report of even date attached

For S G C O & Co. LLP
Chartered Accountants
Firm Regn No. 112081WW/100184

For and on behalf of the Board of Directors of
Waaree Solar Americas Inc.

Nilesh Musahib
Partner
Mem. No. 131146
Place : Mumbai
Date: 21st April 2025



Nilesh Mehta
Director
DIN 00207506
Place: Mumbai
Date: 21st April 2025.

Sunil Rath
Director
DIN 08036090



Waarre Solar Americas Inc.
Cash Flow Statement for the year ended March 31, 2025

Particulars	(Rs. in millions)	
	Year ended March 31, 2025	Year ended March 31, 2024
A. Cash flow from operating activities		
Profit/(Loss) before tax	(1,122.31)	(42.44)
Adjustments for:		
Depreciation and Amortisation Expense	247.14	19.25
Finance Cost	249.40	19.25
Provision for warranty	112.27	
Interest income	(16.14)	(1.98)
Operating profit before working capital changes	(424.98)	(37.37)
Movements in Working Capital :		
(Increase)/decrease in Other Non Current financial assets	(51.25)	
(Increase)/decrease in Other current assets	(2,192.79)	19.60
(Increase)/decrease in Inventories	(3,178.40)	
(Increase)/decrease in Trade receivables	501.32	
Increase/(decrease) in Trade payables	3,711.20	70.72
Increase/(decrease) in Other financial liabilities	112.84	
Increase/(decrease) in Other liabilities	1,425.11	400.17
Cash used from operations	842.91	522.48
Direct taxes paid (net of refunds)		
Net cash generated from operating activities	842.91	522.48
B. Cash flow from investing activities		
Acquisition of Property, plant and equipment and intangible assets (including contract work in progress, payable for capital goods and capital advances)	(5,807.78)	(550.33)
Lease Deposit paid		(204.16)
Net cash used in investing activities	(5,807.78)	(355.08)
C. Cash flow from financing activities		
Issue of share capital		2.80
Repayment of Lease Liability	(142.58)	(74.19)
Proceeds from borrowings (net)	5,712.34	257.12
Net cash used in financing activities	5,569.76	199.75
Net increase in cash and cash equivalents (A+B+C)	884.89	367.15
Cash and cash equivalents at the beginning of year	371.00	4.06
Less: Effect of foreign exchange	(55.59)	(3.22)
Cash and cash Equivalents at the end of year	1,120.30	371.00



Waaree Solar Americas Inc.

Cash Flow Statement for the year ended March 31, 2025

Components of cash and cash equivalents considered only for the purpose of cash flow statement

Particulars	As at March 31, 2025	As at March 31, 2024
Cash in hand		
Balances with banks	1,120.30	371.00
Total	1,120.30	371.00

Notes :

The Cash Flow statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015

Particulars in subsidiary ledger from business activities:

Particulars	As at March 31, 2023	New Leases	Cashflows	Non Cash Changes	Others	As at March 31, 2024
Non-Current borrowing			250.12			250.12
Non-Current lease liability		1,588.07				1,588.07
Current lease liability		146.85	(51.19)		65.23	150.39
Total		1,734.92	198.93		65.23	1,999.08

Particulars	As at March 31, 2024	New Leases	Cash flows	Non Cash Changes	Others	As at March 31, 2025
Non-Current borrowing	250.12		5,712.34			5,962.46
Non-Current lease liability	1,588.07			(151.11)		1,436.96
Current lease liability	150.89		(122.77)		155.03	193.15
Total	1,989.08		5,589.57	(151.11)	155.03	7,592.57

Material accounting policies, Key accounting estimates and judgements
Accompanying notes to financial statement

1
3-40

As per our report of even date attached

For SGC & Co. LLP

Chartered Accountants

Firm Regn No. 112081W/W100184

For and on behalf of the Board of Directors of
Waaree Solar Americas Inc.

Nitesh Musahib
Partner
Mem. No. 131146
Place : Mumbai
Date: 21st April 2025



Hitesh Mehta
Director
DIN 00207506
Place: Mumbai
Date: 21st April 2025.

Sunil Rathi
Director
DIN 08036090

Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

Note 1: Corporate information:

Waaree Solar Americas Inc. (the "Company") is a company domiciled and incorporated in the State of Texas, USA (EIN: 86-3520708). The address of the Company's registered office is 2439 Discovery Hills Parkway, Brookshire, TX 77423.

The Company is a US manufacturer of solar modules, and has its manufacturing facility located in Brookshire, TX USA.

Note 2: Material Accounting Policies, Accounting Judgements, Estimates and Assumptions:

(A) Material Accounting Policies.

I. Statement of Compliance

The financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to financial statement.

Accordingly, the Company has prepared these financial statements which comprise the Balance Sheet as at 31 March, 2025, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as "financial statements").

These financial statements are approved for issue by Board of Directors on April 21, 2025.

II. Basis of Preparation and Presentation

The financial statements of the Company have been prepared in accordance with the historical cost basis except for certain assets and liabilities (financial instruments and share based payment) are measured at fair valued, as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The functional currency of the company is USD. The company's financial statements are reported in Indian Rupee (₹), which is the company's reporting currency, and all values are rounded to the nearest millions (INR 000,000), except when otherwise indicated.

Current and Non-Current Classification

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

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

- a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle.
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within 12 months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

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

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified its operating cycle as 12 months. Deferred tax assets and liabilities are classified as non-current only.

III. Revenue Recognition

A. Sale of Goods

The Company recognises revenue when control over the promised goods or services is transferred to the customer at transaction price that reflects the consideration to which the Company expects to receive in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

Revenue is generally adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, liquidated damages or other similar deductions in a contract except when it is highly probable it will not be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Company recognises revenue generally at the point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer. In contracts where freight is arranged by the Company and recovered from the customers, the same is treated as a separate performance obligation and revenue is recognised when such freight services are rendered.

In revenue arrangements with multiple performance obligations, the Company accounts for individual products and services separately if they are distinct – i.e. if a product or service is separately identifiable from other items in the arrangement and if a customer can benefit from it. The consideration is allocated between separate products and services in the arrangement based on their stand-alone selling prices. Revenue from sale of by-products are included in revenue.

There is no significant financing component in revenue recognition. In case of any such financing component is there in revenue arrangements, the Company adjusts the transaction price for financing component, if any and the adjustment is accounted in finance cost.

B. Contract balances

(i) Contract assets

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

(ii) Trade receivables

A receivable is recognised at transaction price when the performance obligations are satisfied and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

(iii) Contract liabilities

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

(iv) Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer including volume rebates and discounts. The Company updates its estimates of refund liabilities at the end of each reporting period.



IV. Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), costs relating to trial run, any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets if recognition criteria are met and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised if recognition criteria are satisfied.

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 asset and is recognised in Statement of Profit and Loss.

Assets in the course of construction are capitalised in the assets under Capital work in progress net of accumulated impairment loss if any. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and present value of any obligatory decommissioning costs are capitalised in the asset when recognition criteria for provision are satisfied. Revenue (net of cost) generated from production during the trial period is capitalised.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the financial statements at cost less accumulated depreciation and accumulated impairment losses, if any.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost. Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

In case of certain class of assets, the Company uses different useful lives than those prescribed in Schedule II of Companies Act, 2013. The useful live has been assessed based on technical assessment, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

The useful lives adopted by the Company is given below:

Asset	Useful lives
Computer and Printers	3 years
Factory Building	30 years
Non Factory Building	60 years
Plant and Machinery	3 to 25 years
Electrical Installations	10 years
Furniture and Fixtures	10 years
Leasehold Improvements	5 to 9 years
Office Equipment	5 years
Vehicles	8 to 10 years

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Freehold land and leasehold land where the lease is convertible to freehold land under lease agreements at future dates at no additional cost, are not depreciated.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. The carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

The Company reviews useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

V. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following the initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The Company has elected to continue with carrying value of all its intangible assets recognised as on transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

Estimated useful lives of the intangible assets are as follows:

Asset	Useful lives
Software	3 to 10 years

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

VI. Inventories

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

- a) Cost of raw materials include cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- b) Cost of finished goods and work in progress include cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average basis.
- c) Cost of traded goods include purchase cost and inward freight. Costs is determined on weighted average basis.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

VII. Leases

The Company 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.

The Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of use assets representing the right to use the underlying assets.

Right-of-use assets

The Company 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.



Waaree Solar Americas Inc.**Notes forming part of the Financial Statements for the year ended March 31, 2025**

The right-of-use assets are subject to impairment. The recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term is as follows:

Asset	Useful lives
Leasehold Land	90 years
Factory Premises	As per lease term
Office and other premises	As per lease term

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The lease payments includes fixed payments (including in substance fixed payments less any incentives receivable variable lease payments and amount payable under residual value guarantees). 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 leases and lease of low value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and lease of low value assets.

VIII. Employee Benefit Expenses**a) Short term employee benefits:**

A liability is recognised for benefits accruing to employees in respect of wages, salaries and annual leaves in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

b) Long term employee benefits:

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

The Company operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

Remeasurements, 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. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- (i) The date of the plan amendment or curtailment, and
- (ii) The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company 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

The liabilities for earned 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 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 recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

c) Termination benefits:

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

d) Defined contribution plans:

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state managed retirement benefit plans are accounted for as payments to defined contribution plans where the Company's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

e) Defined benefit plans:

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurements comprising actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on plan assets (excluding interest) are recognised immediately in the balance sheet with a charge or credit to other comprehensive income in the period in which they occur.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

Remeasurements recognised in other comprehensive income are not reclassified. Actuarial valuations are being carried out at the end of each annual reporting period for defined benefit plans.

The retirement benefit obligation recognised in the financial statements represents the deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @ 15 days salary for each completed year of service as per the Payment of Gratuity Act, 1972.

IX. Government Grant

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the statement of profit and loss on a systematic basis over the years in which the Company recognises as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Government grants and subsidies whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet which is disclosed as deferred government grant receivable and transferred to the Statement of profit and loss on a systematic basis over the expected useful life of the related assets. Government grants and subsidies related to the income are deferred which is disclosed as deferred revenue arising from government grant in the balance sheet and recognized in the statement of profit and loss as an income in the period in which related obligations are met.

X. Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

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



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

1. Financial assets

a) Recognition and initial measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Classification and measurement of financial assets

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI) and fair value through profit and loss.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

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

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL;

- iii. The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- iv. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

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

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

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting year, with any gains and losses arising on remeasurement recognised in statement of profit and loss. The net gain or loss recognised in statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the other income' line item. Dividend on financial assets at FVTPL is recognised when:

- i. The Company's right to receive the dividends is established,
- ii. It is probable that the economic benefits associated with the dividends will flow to the entity,
- iii. The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

c) Derecognition of financial assets

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

d) Impairment

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

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



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month expected credit losses. 12 month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous year, but determines at the end of a reporting year that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous year, the Company again measures the loss allowance based on 12 month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

e) Effective Interest method

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

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



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

2. Financial liabilities and equity instruments

a) Classification as debt or equity debt and equity

Instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

c) Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- i. It has been incurred principally for the purpose of repurchasing it in the near term; or
- ii. on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- iii. it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- i. such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- ii. the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the Company is provided internally on that basis; or
- iii. it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the Statement of Profit and Loss. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

Financial liabilities at amortised cost (Loans, Borrowings and Trade and Other payables) After initial recognition, interest-bearing loans and borrowings and trade and other payables are subsequently measured at amortised cost using the EIR method. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss.

d) Other financial liabilities

The Company enters into arrangements whereby banks and financial institutions make direct payments to suppliers for raw materials and project materials. The banks and financial institutions are subsequently repaid by the Company at a later date providing working capital timing benefits. These are normally settled within twelve months. The economic substance of the transaction is determined to be operating in nature and these are recognised as supplier's credit / letter of credit - acceptances and disclosed on the face of the balance sheet. Interest expense on these are recognised in the finance cost. Payments made by banks and financial institutions to the operating vendors are treated as a non cash item and settlement of due to supplier's credit / letter of credit - acceptances by the Company is treated as an operating cash outflow reflecting the substance of the payment.

e) Derecognition of financial liabilities:

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

XI. Impairment of Non-Financial Asset

At the end of each reporting year, the Company reviews the carrying amounts of its tangible assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

XII. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

The Board of directors of the Company has been identified as the Chief Operating Decision Maker which reviews and assesses the financial performance and makes the strategic decisions.

XIII. Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

a) Current tax

Current tax is the amount of expected tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

b) Deferred tax

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- (i) When the deferred tax liability arises from the initial recognition of goodwill
- (ii) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except

- (i) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination
- (ii) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

c) Current and deferred tax for the year

Current and deferred tax are recognised in profit and loss, except when they are relating to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

XVII. Foreign Currency

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is USD.

Transactions and balances

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rate at the dates of initial recognition.

According to Appendix B of Ind AS 21 "Foreign currency transactions and advance consideration", purchase or sale transactions must be translated at the exchange rate prevailing on the date the asset or liability is initially recognized. In practice, this is usually the date on which the advance payment is paid or received. In the case of multiple advances, the exchange rate must be determined for each payment and collection transaction

Exchange differences on monetary items are recognised in statement of profit and loss.

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange difference are recognised in other comprehensive income.

When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

XIX. Derivative instruments and Hedge Accounting

a) Derivative financial instruments

The Company enters into a variety of derivative financial instruments such as forward and option contracts to manage its exposure to foreign exchange rates. The Company holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or an exchange.

b) Financial assets or financial liabilities, at fair value through profit or loss

This category includes derivative financial assets or liabilities which are not designated as hedges. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

c) Cash flow hedge

When the Company designates a derivative as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedge reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the Statement of Profit and Loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedge reserve till the period the hedge was effective remains in cash flow hedge reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedge reserve is transferred to the net profit in the Statement of Profit and Loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedge reserve is reclassified to net profit in the Statement of Profit and Loss.

XIV. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

The Company gives a warranty between 25 to 30 years on solar modules designed, manufactured and supplied by the Company. In order to meet the expected outflow of resources against future warranty claims, the Company makes a provision for warranty. This provision for warranty represents the expected future outflow of resources against claims for performance shortfall on account of manufacturing deficiencies over the assured warranty life. Refer note 19.

XV. Cash and Cash Equivalent

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are readily convertible in a known amount of cash and subject to insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalent consists of cash and short-term deposits, as defined above.

XVI. Earnings per Share

Basic earnings per share is computed by dividing the profit and loss after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit or loss after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares by weighted average number of equity shares considered for deriving basic earnings per share and weighted average number of equity shares which could have been issued on the conversion of dilutive potential equity shares.

C. Significant Judgements and estimates:

In the course of applying the policies outlined in all notes under section B above, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future year, if the revision affects current and future year.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

(i) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets, and also their likely economic lives based on various internal and external factors including relative efficiency, the operating conditions of the asset, anticipated technological changes, historical trend of plant load factor, historical planned and scheduled maintenance. This reassessment may result in change in depreciation and amortisation expected in future periods. It is possible that the estimates made based on existing experience are different from the actual outcomes and could cause a material adjustment to the carrying amount of property, plant and equipment. For the relative size of the Company's property, plant and equipment refer note 3(a).

(ii) Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of an outflow of resources embodying economic benefits are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized. Refer note 33.

(iii) Income Taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. In assessing the realizability of deferred tax assets arising from unused tax credits, the management considers convincing evidence about availability of sufficient taxable income against which such unused tax credits can be utilized. The amount of the deferred income tax assets considered realizable, however, could change if estimates of future taxable income changes in the future. Refer note 31.

(iv) Defined benefit plans

The cost of defined benefit gratuity plan and other post-employment benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.



Waaree Solar Americas Inc.

Notes forming part of the Financial Statements for the year ended March 31, 2025

(v) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from the other assets or groups of assets (cash generating units). The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Company.

(vi) Expected credit loss

The measurement of expected credit loss on financial assets is based on the evaluation of collectability and the management's judgement considering external and internal sources of information. A considerable amount of judgement is required in assessing the ultimate realization of the loans / receivables having regard to, the past collection history of each party and ongoing dealings with these parties, and assessment of their ability to pay the debt on designated dates.

D. Application of new and amended standards:

The company has adopted, with effect from April 1, 2024, the following new and revised standards and interpretations. Their adoption has not had any significant impact on the amounts reported in the financial statements.

- (i) MCA has issued amendments to IND AS 116 concerning sale and leaseback contracts. The amendment specifies the requirements for a seller-lessee in measuring the lease liability arising from a sale and leaseback transaction. It ensures that the seller-lessee does not recognize any amount of the gain or loss related to the right of use it retains.



Waaree Solar Americas Inc.
Statement of Changes in Equity for the year ended March 31, 2025

(Rs. in millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Equity shares of USD 1/- each issued, subscribed and fully paid				
Balance at the beginning of the reporting year				
Less: Issue of Shares during the year	10,000	0.83	10,000	0.83
Less: Extinguishment and reduction of Shares				
Balance at the end of the reporting year	10,000	0.83	10,000	0.83

Note:

The company has issued 10,000 Equity Shares at a face value of USD 1/-. The amount has been converted using exchange rate of 82.71, resulting in total value of Rs. 0.83/- millions

Other equity

Particulars	Foreign Currency Fluctuation Reserve	Retained Earnings	Total
Balance as at April 01, 2023	0.29	5.11	5.31
Creation of Foreign Currency Fluctuation Reserve	(0.22)		(0.22)
Total Comprehensive Income for the year		(37.95)	(37.95)
Balance as at March 31, 2024	(0.01)	(32.85)	(32.86)
Balance as at April 01, 2024	(0.01)	(32.85)	(32.86)
Creation of Foreign Currency Fluctuation Reserve	(53.59)		(53.59)
Total Comprehensive Income for the year		(784.41)	(784.41)
Balance as at March 31, 2025	(53.60)	(817.26)	(872.86)

Material accounting policies, Key accounting estimates and judgements
Accompanying notes to financial statement

As per our report of even date attached

For SGC O & Co. LLP
Chartered Accountants
Firm Regn No. 112051W/0184



N.K. Murali
Partner
Mem. No. 131146
Place : Mumbai

For and on behalf of the Board of Directors of
Waaree Solar Americas Inc.

[Signature]

Hitesh Mehta
Director
DIN 00207506
Place: Mumbai



[Signature]

Sunil Rathi
Director
DIN 00036000

Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 3(a) : Property, plant & equipment

Particulars	Electrical	Building	Plant & machinery	Office Equipments	Computers	Total
Gross carrying amount						
Balance as at April 01, 2023	-	-	-	-	-	-
Additions	-	-	-	-	-	-
Balance as at March 31, 2024	-	-	-	-	-	-
Balance as at April 01, 2024	-	-	-	-	-	-
Additions	353.39	1,835.43	3,685.24	5.37	6.73	5,886.16
Balance as at March 31, 2025	353.39	1,835.43	3,685.24	5.37	6.73	5,886.16
Accumulated depreciation						
Balance as at April 01, 2023	-	-	-	-	-	-
Depreciation charge during the year	-	-	-	-	-	-
Balance as at March 31, 2024	-	-	-	-	-	-
Balance as at April 01, 2024	-	-	-	-	-	-
Depreciation charge during the year	10.97	55.96	124.13	0.20	0.41	191.67
Balance as at March 31, 2025	10.97	55.96	124.13	0.20	0.41	191.67
Net carrying amount						
Balance as at March 31, 2024	-	-	-	-	-	-
Balance as at March 31, 2025	342.42	1,779.47	3,561.11	5.17	6.32	5,694.49



Waaree Solar Americas inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. In millions)

Note 3(b) : Capital work-in-progress

Particulars	Amount ₹
Balance as at April 01, 2023	-
Additions	213.85
Capitalised during the year	-
Balance as at March 31, 2024	213.85
Balance as at March 31, 2024	213.85
Additions	5,978.22
Capitalised during the year	(6,153.18)
Balance as at March 31, 2025	38.89

Capital work-in-progress ageing schedule

As at March 31, 2024

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	213.85	-	-	-	213.85

Capital work-in-progress ageing schedule

As at March 31, 2025

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
IT Server Room	38.89	-	-	-	38.89

There are no projects which are temporarily suspended



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 3(c) : Right-of-use assets

Particulars	As at March 31, 2025	As at March 31, 2024
Gross carrying amount		
Balance as at April 01, 2024	1,832.79	-
Addition during the year		1,832.79
Deletion during the year		
Balance as at March 31, 2025	1,832.79	1,832.79
Accumulated depreciation		
Balance as at April 01, 2024	105.17	-
Amortization charge for the year	256.85	105.17
Balance as at March 31, 2025	361.02	105.17
Net carrying amount	1,471.77	1,727.63

Note 3(d) : Intangible assets

Particulars	As at March 31, 2025	As at March 31, 2024
Gross carrying amount		
Balance as at April 01, 2024	-	-
Addition during the year	3.72	-
Deletion during the year		
Balance as at March 31, 2025	3.72	-
Accumulated depreciation		
Balance as at April 01, 2024	-	-
Amortization charge for the year	0.23	-
Balance as at March 31, 2025	0.23	-
Net carrying amount	3.49	-

Note 4 : Other financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Security deposits	175.85	110.89
Total	175.85	110.89

Note 5 : Deferred Tax Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Tax Liabilities in relation to		
Right of Use Assets	309.07	362.80
Deferred Tax Assets in relation to		
Lease Liabilities	342.32	367.28
Business Losses	309.13	-
Total	342.38	4.48



Waaree Solar Americas Inc.
Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 6 : Other non current assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Capital advances	-	106.89
Total	-	106.89

Note 7 : Inventories

Particulars	As at March 31, 2025	As at March 31, 2024
Raw materials and components	1,919.18	-
Finished goods	830.73	-
Trading goods	409.14	-
Stores and spares	12.90	-
Packing materials	7.05	-
Total	3,178.99	-

Note 8 : Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Unsecured and undisputed</u>		
Considered good - from others	1,509.25	0.93
Total	1,509.25	0.93

Ageing of Trade Receivables as at 31st March, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,509.25	-	-	-	-	1,509.25
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
	1,509.25	-	-	-	-	1,509.25

Ageing of Trade Receivables as at 31st March, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	0.93	-	-	-	-	0.93
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
	0.93	-	-	-	-	0.93



Maaree Solar Americas Inc.
Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 9 : Cash and Cash Equivalent

Particulars	As at March 31, 2025	As at March 31, 2024
Balance in Bank		
- in Current account	1,120.30	371.00
Total	1,120.30	371.00

Note 10 : Other Current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Prepaid expense	11.20	
Advances to suppliers	2,181.59	
Total	2,192.79	



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 11 : Equity share capital

a) Details of authorized, issued and subscribed share capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Authorised share capital				
Equity shares of par value USD 1/- each	1,000,000	83.23	1,000,000	83.23
Issued, subscribed and fully paid up shares				
Equity shares of par value USD 1/- each	10,000	0.83	10,000	0.83

b) Reconciliation of No. of Shares

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	10,000	0.83	-	-
Add: Issue of equity shares	-	-	10,000	0.83
Less: Extinguishment of shares as per approved	-	-	-	-
Balance at the end of the year	10,000	0.83	10,000	0.83

(f) The Company has neither issued any bonus shares nor issued any shares for consideration other than cash during the five years immediately preceding the current financial year. The Company has also not bought back any shares during the same period.

c) Details of shareholders holding more than 5% shares in the Company:

Particulars	As at March 31, 2025		As at March 31, 2024		Percentage change
	Number of Shares	Percentage holding	Number of Shares	Percentage holding	
Waaree Energies Limited (Holding company)	10,000	100.00%	10,000	100.00%	0.00%

d) Details of promoters shareholding in the company

Particulars	As at March 31, 2025		As at March 31, 2024		Percentage change
	Number of Shares	Percentage holding	Number of Shares	Percentage holding	
Waaree Energies Limited	10,000	100.00%	10,000	100.00%	0.00%

Note 12 : Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Retained earnings	(817.26)	(32.85)
Foreign Currency Fluctuation Reserve	(55.60)	(0.01)
Total	(872.86)	(32.86)

a) Retained earnings

Retained earning represents the amount of accumulated earnings of the company, less any distribution to shareholder
Movement in retained earnings is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	(32.85)	5.11
Profit/(Loss) for the year as per statement of profit and loss	(784.41)	(37.96)
Closing balance	(817.26)	(32.85)

b) Foreign Currency Fluctuation Reserve

Foreign Currency Fluctuation Reserve represents the exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian Rupee.

Movement in foreign currency fluctuation reserve is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	(0.01)	0.20
Creation of Foreign Currency Fluctuation Reserve	(55.59)	(0.22)
Closing balance	(55.60)	(0.01)



(Rs. in millions)

Note 13: Borrowing

Particulars	As at March 31, 2025	As at March 31, 2024
Loan from holding company	5,962.46	250.12
Total	5,962.46	250.12

Note:

Loan taken from holding company amounting to USD 69.67/- Millions (P.Y. USD 3.00/- Millions). The loan carries an interest rate of 8.35% (SOFR+3.5%). The terms of the loan is 84 months, and the repayment will begin after the moratorium of 36 months. The repayment shall be done in 8 equal bi-annual installments starting on the last business day of 42nd month.

Note 14: Lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Lease liability	1,436.96	1,588.07
Total	1,436.96	1,588.07

Note 15: Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Interest accrued but not due on borrowings	234.37	9.12
Total	234.37	9.12

Note 16: Lease Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Lease liabilities	193.15	160.89
Total	193.15	160.89

Note 17: Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade payable for goods and services		
Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues of creditors other than micro and small enterprises	3,761.97	50.72
Total	3,761.97	50.72



(Rs. in millions)

Ageing of Trade payables as at 31st March, 2025

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	3,761.97	-	-	-	3,761.97
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	-	3,761.97	-	-	-	3,761.97

Ageing of Trade payables as at 31st March, 2024

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	50.72	-	-	-	50.72
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	-	50.72	-	-	-	50.72

Note 18 : Other financial liability

Particulars	As at March 31, 2025	As at March 31, 2024
Payable to employees	52.89	-
Total	52.89	-

Note 19 : Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for warranty	14.46	-
Total	14.46	-

Movement of Provision for warranty during the year ended March 31, 2025 and March 31, 2024:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	-	-
Additions during the year	14.46	-
less: Utilisation during the year	-	-
Closing Balance	14.46	-

Note 20 : Other current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Contract Liabilities	4,856.93	508.78
Statutory Dues Payables	76.95	-
Total	4,933.88	508.78

Movement of contract liabilities during the period / year ended March 31, 2025 and March 31, 2024:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	508.78	53.89
Additions / (utilisation) during the period / year	4,348.15	454.88
Closing balance	4,856.93	508.78
Current	4,856.93	508.78
Non-current	-	-



Waaree Solar Americas Inc.
Notes to the financial statements for the year ended March 31, 2025
(Rs. in millions)
Note 21 : Revenue from operations

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of Goods	4,302.60	365.88
Total	4,302.60	365.88

Timing of revenue recognition

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Goods transferred at a point in time	4,302.60	365.88
	4,302.60	365.88

Contract balances

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Trade Receivables	1,509.25	0.93
Contract liabilities	4,856.93	508.78
	6,366.18	509.71

Note 22 : Other income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest income	29.39	-
Interest received in financial assets carried at amortised cost	10.54	3.98
Total	39.93	3.98

Note 23 : Cost of materials consumed

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening stock of raw materials	-	-
Add Purchases	3,716.47	-
Less: Closing stock of raw materials	(1,919.18)	-
Total	1,797.29	-

Note 24 : Changes in inventories of finished goods and work-in-progress

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening Inventory		
Finished goods	-	-
Trading goods	-	-
	-	-
Closing Inventory		
Finished goods	830.73	-
Trading goods	409.14	-
Total	(1,239.86)	-



Waaree Solar Americas Inc.**Notes to the financial statements for the year ended March 31, 2025**

(Rs. in millions)

Note 25 : Purchases of stock-in-trade

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Purchases of traded stock	3,324.43	355.86
Total	3,324.43	355.86

Note 26 : Manufacturing expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<u>Manufacturing and project expenses</u>		
Stores and spares consumption	1.86	-
Electricity expense	11.02	-
Labour charges	94.81	-
Other factory expense	3.59	-
Total	111.07	-

Note 27 : Employee benefits expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salary expense	252.95	20.21
Payroll taxes	38.47	1.69
Staff welfare expenses	129.52	-
Payroll processing fees	-	0.85
Total	420.93	22.76

Note 28 : Finance costs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Bank charges	-	0.51
Interest expense	222.10	9.05
Corporate guarantee commission	28.00	-
Interest on lease liability	23.73	-
Total	273.83	9.57



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 29 : Depreciation and amortisation expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation on tangible assets	191.68	-
Depreciation on right-of-use assets	255.86	-
Amortisation on intangible assets	0.23	-
Total	447.77	-

Note 30 : Other Expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Legal & Professional fees	55.87	20.39
Auditors remuneration*	1.55	-
Rent expense	22.55	-
Security expense	4.58	-
Packing materials expenses	33.96	-
Transportation freight, duty & handling charges	57.38	-
Warranty	14.27	-
Rates and Taxes	35.41	-
Insurance expense	27.19	-
Travelling expense	13.12	0.36
Miscellaneous expense	63.60	3.36
Total	329.38	24.11

***Audit remuneration :**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Audit fees	1.55	-
Total	1.55	-



Waaree Solar Americas Inc.
Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 31 : Tax Expense

a) Income tax expense recognised in statement of profit or loss

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current tax expense (A)	-	-
Current tax expense	-	-
Short/(Excess) provision of earlier years (B)	-	-
Tax for earlier years	-	-
Deferred tax expense (C)	-	-
Total Deferred tax expense recognised in the current year	(337.90)	(4.48)
	(337.90)	(4.48)

b) Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit before tax	(1,122.31)	(42.44)
Tax using the Company's domestic tax rate of 21.00%	(235.69)	(8.91)
Tax effect of:		
Effect of expenses that is non-deductible in determining taxable profit	(28.77)	(4.48)
Carryforward loss	(309.13)	-
Income tax expense	(337.90)	(4.48)

c) Deferred tax expense

Particulars	Balance Sheet		Statement of profit and loss	
	As at March 31, 2025	As at March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024
Deferred tax assets in relation to				
Lease liability	342.32	367.28	(24.96)	367.28
Business Losses	309.13	-	309.13	-
	651.46	367.28	284.17	367.28
Deferred tax liability in relation to				
Right of use assets	309.07	362.80	53.73	(362.80)
Deferred tax liability	309.07	362.80	53.73	(362.80)
Deferred tax assets (net)	342.38	4.48	337.90	4.48
	342.38	4.48	337.90	4.48

Note 32 : Earnings per share

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit/(Loss) attributable to equity shareholders [A] (Rupees in millions)	(784.41)	(37.96)
Weighted average number of equity shares for Basic EPS [B]	10,000	10,000
Basic earnings per share [A/B] (in ₹) (Face value of USD 1/- per share)	(78.440.75)	(3.795.83)
Weighted average number of equity shares for Diluted EPS [C]	10,000	10,000
Diluted earnings per share [A/C] (in ₹) (Face value of USD 1/- per share)	78.440.75)	3.795.83)

Weighted average number of equity shares

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Weighted average number of equity shares for Basic EPS [B]	10,000	10,000
Weighted average number of equity shares for Diluted EPS [C]	10,000	10,000



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 33 : Contingent Liabilities and Commitments

a) Contingent Liability : Nil

b) Capital Commitments : Nil

Note 34 : Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosures" are given below:

a) Names of related parties and nature of relationship (to the extent of transactions entered into during the year except for control relationships where all parties are disclosed)

Name of related party	Nature of relation
(A) Holding Company Waaree Energies Limited	Holding Company
(B) Directors Hitash Mehta Sunil Rathi	Director Director
(C) Key managerial personnel Gordon Brinser	Chief Operating Officer

b) Transactions carried out with related parties referred to above, in ordinary course of business

Particulars	Nature of Transaction	Year ended March 31, 2025	Year ended March 31, 2024
Waaree Energies Limited	Interest Expense	222.10	9.12
	Loan taken	5,712.34	250.12
	Purchases	2,820.47	355.96
	Corporate guarantee commission	28.00	-
	Advance Received	-	25.08
Gordon Brinser	Salary paid	35.65	4.87
	Reimbursement of expense	13.46	-

c. Balance Outstanding of Related Parties :

Particulars	Receivable/Payable	As at March 31, 2025	As at March 31, 2024
Waaree Energies Limited	Loan payable	5,962.46	250.12
	Trade payable	873.94	49.21
	Interest payable	234.37	9.12
Gordon Brinser	Salary payable	0.63	-



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 35 : Segment Reporting as required under Indian Accounting Standard 108, "Operating Segments" :

(i) Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Finance Officer of the Company. The Company operates only in one Business Segments. "Manufacturing of solar cells and modules", hence have only one reportable Segments as per Ind AS 108 "Operating Segments"

(ii) Further, from three external customers the company has revenue of USD 5.22/- Millions (P.Y. USD Mil) more than 10% of the total revenue from operations.

(iii) All non-current assets of the Company are located in Brookshire, TX USA.

Note 36 : Leases

Effective April 1, 2019, the company has adopted Ind AS 116, Leases, using modified retrospective approach. On adoption of the new standard IND AS 116 resulted in recognition of 'right of use' assets and a lease liability. The cumulative effect of applying the standard, has been debited to retained earnings. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

Following are the changes in the carrying value of right of use assets

Particulars	As at March 31, 2025	As at March 31, 2024
Right of use assets		
Opening balance	1,727.63	-
Addition during the year	-	1,832.79
Depreciation for the period / year	(255.85)	105.17
Closing balance	1,471.77	1,727.63

The following is the movement in lease liabilities during the year

Particulars	As at March 31, 2025	As at March 31, 2024
Lease liabilities		
Opening balance	1,748.96	-
Addition during the year	-	1,734.92
Finance cost accrued during the period*	155.03	65.23
Lease rentals	(273.88)	(51.19)
Closing balance	1,630.11	1,748.96

*Interest cost capitalized during the year Rs. 129.30/- Millions

The following is the break-up of current and non-current lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current	1,436.96	1,588.07
Current	193.15	160.89
Total	1,630.11	1,748.96

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis

Particulars	As at March 31, 2025	As at March 31, 2024
- Less than one year	332.19	320.18
- Later than one year but not later than five years	1,789.42	1,790.27
- Later than five years	-	331.34
Total	2,121.61	2,441.79



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 37 : Financial instruments – fair values and risk management

A. Accounting classification and fair value

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets at amortised cost		
Other Financial Assets	175.85	110.89
Cash and Cash Equivalents	1,120.30	371.00
	1,296.15	481.89
Financial liabilities at amortised cost		
Borrowings	5,962.46	250.12
Other financial liabilities	297.26	9.12
Lease Liability	1,630.11	1,748.96
Trade payables	3,761.97	50.72
	11,651.80	2,058.92

The fair value of the financial assets & liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The management assessed that fair value of cash and cash equivalents, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 37 : Financial instruments – Fair values and risk management (continued)

B. Financial Risk Management

B.i. Risk management framework

A wide range of risks may affect the Company's business and operational / financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

B.ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

(a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors such as credit ratings from credit rating agencies, financial condition, ageing of accounts receivable and the group's historical experience for customer

(b) Cash and cash equivalents and other bank balances

The Company held cash and cash equivalents and other bank balances of ₹ 1120.30 Millions as at March 31, 2025 (March 31, 2024: ₹ 371.00 Millions). The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. in millions)

Note 37 : Financial Instruments – Fair values and risk management (continued)

B.iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted

Maturity analysis of significant financial liabilities

As at March 31, 2025	Total	On demand	Upto 6 Months	6-12 Months	More than 12 Months
Borrowings	5,962.46	-	-	-	5,962.46
Lease Liabilities	1,630.11	-	91.70	101.46	1,436.96
Trade payables	3,761.97	-	3,761.97	-	-
Other financial liability	297.26	-	62.89	-	234.37

As at March 31, 2024	Total	On demand	Upto 6 Months	6-12 Months	More than 12 Months
Borrowings	250.12	-	-	-	250.12
Lease Liabilities	1,748.96	-	78.08	82.81	1,588.07
Trade payables	50.72	-	50.72	-	-
Other financial liability	9.12	-	-	-	9.12

B.iv. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

B.iv.a Currency risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is USD. Our exposure are mainly denominated in U.S. dollars (U S D). The Company business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a financial risk management policy to identify the most effective and efficient ways of managing the currency risks.



Waaree Solar Americas Inc.**Notes to the financial statements for the year ended March 31, 2025****(Rs. in millions)****Note 37 : Financial instruments – Fair values and risk management (continued)****B.iv.b Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

Exposure to interest rate risk

Company's interest rate risk arises primarily from borrowings. The interest rate profile of the Company's interest-bearing financial instruments is as follows.

Particulars	As at March 31, 2025	As at March 31, 2024
Variable rate borrowings	-	-
Fixed rate borrowings	5,962.46	250.12
Total Borrowings	5,962.46	250.12

B.iv.c Other price risk

The Company invests its surplus funds in various Equity and debt instruments. These comprise of mainly liquid schemes of mutual funds (liquid investments), Equity shares, Debentures and fixed deposits. This investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

Note 38 : Capital Management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. Management monitors the return on capital as well as the debt equity ratio and make necessary adjustments in the capital structure for the development of the business. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day - to - day needs. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	As at March 31, 2025	As at March 31, 2024
Total debts	7,592.56	1,999.08
Total equity	(872.03)	(32.03)
Total debts to equity ratio (Gearing ratio)	8.71	62.40

Note : For the purpose of computing debt to equity ratio, equity includes Equity share capital and Other Equity and Debt includes Non-current borrowings and Current borrowings, Non Current Lease Liability and Current Lease Liability.



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

Note 39 : Ratios

Ratio	Basis of Ratio	As at March 31, 2025				As at March 31, 2024			
		Numerator Current Period	Denominator Current Period	Ratio Current Period		Numerator Previous Period	Denominator Previous Period	Ratio Previous Period	Variance %
Current Ratio	Current Assets/ Current Liabilities	8,001.23	8,966.35	0.89		371.93	720.39	0.52	72.84
Debt-Equity Ratio	Total Debt ³ /Shareholder's Equity	7,592.56	(872.03)	(8.71)		1,999.08	(32.03)	(62.40)	(86.05)
Debt Service Coverage Ratio	Earnings available for debt service ¹ / Debt Service ²	(62.81)	7,592.56	(0.01)		(28.39)	1,999.08	(0.01)	(41.76)
Return on Equity Ratio	Net profit after taxes / Average Shareholder's Equity	(784.41)	(452.03)	1.74		(37.96)	(13.36)	2.84	(38.92)
Inventory turnover Ratio	Cost of Goods Sold ³ / Average Inventories	3,881.86	1,589.45	2.44		355.86	NA	NA	NA
Trade Receivables turnover Ratio	Net Credit Sales / Average Trade Receivables	4,302.60	755.09	5.70		365.88	0.93	394.09	(98.55)
Trade Payables turnover Ratio	Net Credit Purchases / Average Trade Payables	7,040.90	1,906.34	3.69		355.86	50.72	7.02	(47.36)
Net capital turnover Ratio	Net Sales / Working Capital ⁴	4,302.60	(965.11)	(4.46)		365.88	(348.46)	(1.05)	324.59
Net profit Ratio	Net Profit/Net Sales	(784.41)	4,302.60	(0.18)		(37.96)	365.88	(0.10)	75.73
Return on Capital employed	Earning before Interest and taxes/Capital Employed ⁵	NA	NA	NA		NA	NA	NA	NA

Note for the Variance :

The Company has been engaged in the trading business for the entire financial year as compared to previous financial year. Further the Company has also started the manufacturing business in the current financial year. Hence there are major variances in the Ratios.

³ Cost of Goods Sold = Cost of materials consumed + Purchases of stock-in-trade + Changes In inventories of finished goods (incl. stock-in-trade) and work-in-progress

⁴ Working Capital = Total Current Assets - Total Current Liabilities

⁵ Capital Employed = Tangible Networth⁶ + Total debt + Deferred Tax liability

⁶ Tangible Net worth = Total assets - Total liabilities - Intangible assets

⁷ Cost of Investment = Book value of investments

⁸ Total Debt = Borrowings + Lease Liabilities



Waaree Solar Americas Inc.

Notes to the financial statements for the year ended March 31, 2025

(Rs. In millions)

Note 40 - Previous Year's Figures

The Consolidated financial statements for the year ended 31st March, 2024 were audited by another firm of Chartered Accountants and the same have been regrouped, re-arranged and reclassified, wherever considered necessary, to confirm with the current year's presentation. Figures wherever not available/ furnished, if any in last year's financial statements have not been given and hence are not strictly comparable.

As per our report of even date attached

For SGC & Co. LLP
Chartered Accountants
Firm Regn No. 112081WVW100184

N.K. Musahib

Nitesh Musahib
Partner
Mem. No. 131146
Place: Mumbai
Date: 21st April 2025.



For and on behalf of the Board of Directors of
Waaree Solar Americas Inc.

Hitesh Mehta

Hitesh Mehta
Director
DIN 00207506
Place: Mumbai
Date: 21st April 2025.

Sunil Rath

Sunil Rath
Director
DIN 00036090

