

## Annual Report Analysis (Consolidated)

Source: CRORES. All figures Crores. Pipeline: v5-Gemini — W1a → W3 → W1b+W2+W2F (parallel, notes-injected) → Merge.

### Investor Snapshot

#	Analytical Point	Sentiment
1	Gensol Engineering is a high-growth clean energy firm transitioning from a solar EPC specialist (86% concentration) into an integrated EV leasing and Battery Energy Storage Systems (BESS) player.	□
2	Consolidated revenue surged 142% YoY to ₹963 Cr, underpinned by a 214% jump in EV lease rent income and a robust solar EPC execution cycle.	□
3	Operating margins improved to 24% from 20% due to enhanced material cost management and the integration of Scorpius Trackers technology.	□
4	<i>Reported PAT of 53 Cr is undermined by poor earnings quality, as unbilled revenue (contract assets) spiked 337% to 139 Cr, suggesting aggressive revenue recognition.</i>	□
5	<i>The balance sheet is severely overextended with total debt reaching 1,510 Cr, resulting in a precarious Debt/Equity ratio of 4.63x.</i>	□
6	<i>Cash Flow from Operations (CFO) remains negative at - 98 Cr, diverging sharply from PAT and indicating a failure to convert accounting profits into liquidity.</i>	□
7	<i>Capital expenditure is heavily debt-funded, leading to a negative Free Cash Flow (FCF) of - 577 Cr and a return profile (ROCE 14%) that barely covers the cost of debt.</i>	□
8	<i>Interest costs ballooned 361% to 110 Cr, leaving a thin interest coverage ratio of 1.72x and creating significant vulnerability to liquidity shocks.</i>	□
9	<i>Governance risks are elevated by capital leakage, with loans to related parties surging 318% to 108.68 Cr, a figure that exceeds the company's total annual profit.</i>	□
10	<i>Additional structural concerns include high board churn, exceptionally low auditor fees ( 0.185 Cr) relative to scale, and outstanding statutory dues.</i>	□
11	Future visibility is supported by a massive ₹3,200 Cr BESS pipeline and a ₹1,783 Cr EPC order book, providing a clear path for continued topline scaling.	□
12	Investment View: WATCH; while the growth trajectory is visionary, the stance remains neutral-to-cautious until the CFO/PAT ratio exceeds 0.8x and leverage is meaningfully reduced.	□

### 1. BUSINESS OVERVIEW (In Bullet Points)

- **Business Segments:** Gensol Engineering Ltd (GEL) has structurally pivoted its revenue mix. While **Solar EPC remains the anchor (86.16% of turnover)**, the **EV Leasing segment now contributes 13.89%**.
- **Revenue Drivers:** Solar EPC growth is driven by large-scale ground-mounted, floating solar, and BESS-integrated projects. EV Leasing operates a fleet of 6,000+ EVs, providing a "sticky" recurring revenue model.

- **Cost Drivers:** Primary risks include Polysilicon and metal price fluctuations for EPC. The business is becoming "talent-heavy" due to EV design and BESS engineering, alongside high interest costs from debt-funded fleet expansion.
- **Industry Position:** Positioning as a first-mover in the Indian BESS market with a ₹3,200 Crore pipeline. Moving up the complexity curve in EPC (Floating Solar, Ladakh projects) to avoid commoditized bidding.
- **Expansion Plans:** Incubating EV Manufacturing (Gensol Electric Vehicle Pvt Ltd) and Battery Energy Storage Systems (BESS). Established "Green Energy Trading LLC" in the UAE for international EPC execution.
- **Acquisitions:** Acquired **Scorpius Trackers (54.37% stake)** for vertical integration of tracking technology. Increased stake in **Gensol EV Lease to 88.21%**.
- **Capacity Additions:** Massive expansion in **Vehicles (₹678.00 Cr vs ₹277.00 Cr)** for the leasing fleet. **CWIP stands at ₹88.36 Cr**, including ₹30.10 Cr older than 1 year.
- **Segment Performance:** Solar EPC grew 142% YoY; EV Lease Rent Income surged 214% to ₹128.92 Cr. However, subsidiaries like Scorpius (₹13.06 Cr loss) and EV Lease (₹4.02 Cr loss) remain in the investment phase.

## 2. MANAGEMENT COMMENTARY & OUTLOOK

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- Management exhibits **High Confidence and High Risk Appetite**, transitioning the company from a "solar company" to a "climate technology company."
- **BESS Focus:** Management views BESS as the "holy grail" of renewable energy; winning two orders worth ₹3,200 Crore is the centerpiece of FY25-26 growth guidance.
- **EV Manufacturing:** Doubling down on EV manufacturing despite being pre-revenue, citing a "China+1" strategy and a 10-25% cost advantage over Europe.
- **Vertical Integration:** The acquisition of Scorpius Trackers is intended to reduce third-party dependence and capture more value per MW in EPC projects.
- **Execution Philosophy:** Implementation of the "I CARE" framework to drive an "owner's mindset" across a rapidly expanding workforce.
- **International Ambition:** Intent to expand EPC execution internationally via the UAE-based Green Energy Trading LLC.
- **Capital Allocation Strategy:** Core EPC business is being utilized as a cash-flow engine to fund high-growth bets in BESS and EV manufacturing.
- **Governance Maturity:** The change in Statutory Auditor to Suresh Surana & Associates LLP is framed as a move toward a "Main Board" institutional framework.
- **Management Tone:** The management exhibits **High Confidence/High Risk Appetite**. They are not waiting for markets to mature; they are attempting to build the infrastructure (BESS/EV) ahead of the curve. The commentary is visionary but lacks granular detail on how they will manage the transition from a service-based ROCE model to a manufacturing/asset-heavy ROCE model.

## 3. FINANCIAL ANALYSIS

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### 3.1 Financial Statements

Source: Screener.in — all monetary values in Crores. Use these numbers directly.

## P&L Statement (□Crores)

Line Item	Mar 2024	Mar 2023
Sales -	963.00	398.00
Sales Growth %	142.00	148.00
Expenses -	733.00	320.00
Material Cost % -	52.00	65.00
Raw material cost	500.00	221.00
Change in inventory	1.00	36.00
Manufacturing Cost %	15.00	6.00
Employee Cost %	4.00	4.00
Other Cost %	5.00	6.00
Operating Profit	230.00	78.00
OPM %	24.00	20.00
Other Income -	33.00	5.00
Exceptional items	-0.09	-0.32
Other income normal	32.80	5.13
Interest	110.00	24.00
Depreciation	74.00	25.00
<b>Profit before tax</b>	78.00	33.00
Tax %	31.00	30.00
<b>Net Profit -</b>	53.00	23.00
Minority share	6.00	0.00
Exceptional items AT	0.00	0.00
Profit excl Excep	54.00	24.00
Profit for PE	60.00	24.00
Profit for EPS	60.00	23.00
Profit Growth %	153.00	113.00
EPS in Rs	15.72	6.37
Dividend Payout %	0.00	0.00

**Balance Sheet (₹ Crores)**

Line Item	Mar 2024	Mar 2023
Equity Capital	38.00	12.00
Reserves	288.00	195.00
Borrowings -	1,510.00	598.00
Long term Borrowings	858.00	444.00
Short term Borrowings	539.00	80.00
Lease Liabilities	113.00	75.00
Other Borrowings	0.00	0.00
Other Liabilities -	489.00	261.00
Non controlling int	-13.00	1.00
Trade Payables	87.00	33.00
Advance from Customers	18.00	22.00
Other liability items	396.00	204.00
<b>Total Liabilities</b>	<b>2,324.00</b>	<b>1,066.00</b>
Fixed Assets -	723.00	293.00
Building	0.00	0.00
Plant Machinery	4.00	0.00
Equipments	57.00	31.00
Computers	6.00	3.00
Furniture n fittings	2.00	1.00
Vehicles	678.00	277.00
Intangible Assets	77.00	4.00
Other fixed assets	8.00	7.00
Gross Block	832.00	323.00
Accumulated Depreciation	109.00	30.00
CWIP	88.00	41.00
Investments	7.00	7.00
Other Assets -	1,506.00	725.00
Inventories	12.00	10.00
Trade receivables -	228.00	73.00
Receivables over 6m	17.00	13.00
Receivables under 6m	216.00	60.00
Prov for Doubtful	-5.00	0.00
Cash Equivalents	379.00	286.00
Loans n Advances	123.00	27.00
Other asset items	765.00	329.00
<b>Total Assets</b>	<b>2,324.00</b>	<b>1,066.00</b>

## Cash Flow Statement (₹Crores)

Line Item	Mar 2024	Mar 2023
Cash from Operating Activity -	-98.00	115.00
Profit from operations	236.00	82.00
Receivables	-157.00	-39.00
Inventory	1.00	50.00
Payables	44.00	21.00
Loans Advances	0.00	0.00
Other WC items	-219.00	5.00
Working capital changes	-330.00	36.00
Direct taxes	-10.00	-3.00
Advance tax	6.00	0.00
Other operating items	0.00	0.00
Cash from Investing Activity -	-668.00	-706.00
Fixed assets purchased	-479.00	-439.00
Investments purchased	0.00	-7.00
Interest received	29.00	3.00
Redemption Canc of Shares	4.00	0.00
Other investing items	-222.00	-264.00
Cash from Financing Activity -	859.00	709.00
Proceeds from shares	0.00	133.00
Proceeds from borrowings	1,032.00	514.00
Repayment of borrowings	-130.00	-16.00
Interest paid fin	-108.00	-23.00
Other financing items	65.00	102.00
<b>Net Cash Flow</b>	<b>93.00</b>	<b>118.00</b>
Free Cash Flow	-577.00	-324.00
CFO/OP	-41.00	151.00

## Key Ratios (₹Crores)

Line Item	Mar 2024	Mar 2023
Debtor Days	86.00	67.00
Inventory Days	9.00	15.00
Days Payable	64.00	47.00
Cash Conversion Cycle	32.00	34.00
Working Capital Days	-32.00	-9.00
ROCE %	14.00	12.00

## 3.2 Financial Analysis Summary

- **Revenue** grew by 142% YoY to ₹963.00 Cr, primarily driven by Solar EPC and a 214% surge in EV Lease Rent Income to ₹128.92 Cr.
- **Revenue** quality is impacted by a massive 337% surge in unbilled revenue (**Contract Assets**) to ₹139.01 Cr, indicating aggressive recognition before invoicing, contributing to a ₹157.00 Cr drain in **CFO** from **Trade Receivables**.
- **Operating Profit** margins improved to 24% from 20% as Material Cost % dropped from 65% to 52%, though offset by a 3x increase in **Employee Cost** to ₹40.86 Cr.
- **Finance Cost** ballooned by 361.59% to ₹110.00 Cr, driven by heavy debt for EV fleet expansion, resulting in a thin **Interest Coverage** of 1.72x and limiting **PAT** growth.
- **Depreciation** increased to ₹74.00 Cr from ₹25.00 Cr, reflecting the expansion in **Vehicles** (₹678.00 Cr) and a change in accounting policy to WDV, which front-loads expenses.
- **Total Debt** (including **Lease Liabilities**) surged to ₹1,510.00 Cr, resulting in a high **Debt/Equity** ratio of 4.63x; debt is heavily concentrated in EV financing from IREDA and PFC.
- **Working Capital** became a major cash consumer with changes of -₹330.00 Cr, driven by **Trade Receivables** (₹228.00 Cr) and **Retention Money** (₹88.85 Cr), leading to a negative **CFO** of -₹98.00 Cr.
- **Capital Allocation** is aggressively focused on growth, with **Fixed assets purchased** of ₹479.00 Cr and **Capital Advances** of ₹180.82 Cr, resulting in a deeply negative **Free Cash Flow (FCF)** of -₹577.00 Cr.
- **Related Party Transactions** show a significant diversion of capital, with **Loans n Advances** to related parties surging 318% to ₹108.68 Cr, an amount exceeding the year's **Net Profit**.
- **Asset Quality** is characterized by a "heavy" **Balance Sheet** where **Trade Receivables** and **Contract Assets** (₹367.04 Cr) represent 38% of **Revenue**, while **CWIP** of ₹88.00 Cr includes ₹30.10 Cr older than one year.
- **ROCE** improved slightly to 14% from 12%, but **ROE** of 18.40% is heavily supported by financial leverage (**Total Debt** of ₹1,510.00 Cr) rather than organic cash generation.
- **Other Assets** are dominated by **Capital Advances** (₹180.82 Cr) and **Retention Money** (₹88.85 Cr), indicating significant cash trapped in EPC contracts and future commitments.
- **Other Liabilities** include **Car Deposits** of ₹170.60 Cr from EV lessees and a spike in **Capital Creditors** to ₹105.10 Cr, suggesting the company is stretching payables to fund capex.
- **Other Expenses** were impacted by **Legal & Professional fees** (₹17.05 Cr) due to M&A activity and **Bad Debts Written Off** (₹4.01 Cr), directly hitting the P&L.
- **Overall Synthesis:** Gensol Engineering is in a hyper-growth phase driven by Solar EPC and EV leasing, but this expansion is fueled by high-cost debt and aggressive revenue recognition, leading to a disconnect between **Net Profit** and **CFO**, a strained **Interest Coverage**, and significant capital leakage through related party loans.

## 3.3 Contingent Liabilities & Commitments

- **Capital Commitments:** Capital advances of ₹180.82 Cr suggest massive ongoing commitments for EV fleet expansion or manufacturing facilities.
- **Guarantees:** Promoters have provided personal guarantees for unsecured working capital limits.
- **Regulatory Risk:** Classification of 0.01% Unlisted Non-Convertible Debentures (NCDs) as "not deposits" relies on a legal opinion; regulatory reclassification remains a potential risk.

### 3.9 Earnings Quality & Forensic Checks

#	Check	Impact	Status	Evidence	Notes Detail
1	PAT vs CFO trend	Profit ↓ — earnings overstate cash; ₹330 Cr working capital build-up drives CFO to negative ₹98 Cr.	□	PAT ₹53 Cr vs CFO -₹98 Cr	Massive divergence due to unbilled revenue and retention money build-up.
2	Receivables & channel-stuffing signal (receivables + inventory build vs revenue)	Revenue ↑↓ — aggressive booking risk; receivables + contract assets grew 251% vs sales growth of 142%.	□	Receivables ₹228 Cr + Contract Assets ₹139 Cr	Combined non-cash revenue components outpace actual sales growth significantly.
3	Revenue timing (unbilled / contract assets + deferred revenue / advances)	Revenue ↑ — aggressive recognition; unbilled revenue surged 337% to ₹139 Cr, inflating current period sales.	□	Unbilled Revenue ₹139.01 Cr vs ₹31.84 Cr (LY)	Note 35: Work completed but unconditional right to invoice not yet established.
4	Revenue from related parties %	Neutral — limited P&L impact; focus is on capital diversion via loans rather than circular sales.	□	Loans to RPT ₹108.68 Cr	Note 19: Primary RPT risk is balance sheet leakage, not revenue inflation.
5	Inventory vs revenue growth	Profit ↑ — lean operations; inventory grew only 17.5% vs 142% revenue, reflecting EPC drop-ship model.	□	Inventory ₹12.13 Cr vs Sales ₹963 Cr	Note 15: Low inventory levels are consistent with a service-heavy EPC business model.
6	Inventory valuation method change	Neutral — no significant impact; inventory is immaterial at 1.2% of total revenue.	□	Inventory ₹12 Cr	No specific valuation change noted; levels too low to distort earnings.
7	Exceptional items in operating profit	Profit ↓ — negligible impact; small exceptional loss of ₹0.09 Cr does not distort core EBITDA.	□	Exceptional items -₹0.09 Cr	P&L: Exceptional items are minimal and clearly disclosed separately.
8	Depreciation rate vs useful life policy	Profit ↓ — conservative shift; change from SLM to WDV method front-loads depreciation expenses.	□	Depreciation ₹74 Cr; WDV method adopted	Note 3.7: Shift to WDV effective April 2022; ₹5.09 Cr adjustment to retained earnings.
9	Provision reversals boosting PAT	Profit ↓ — credit risk rising; ECL provision increased to ₹5.16 Cr, reducing reported net profit.	□	ECL Provision ₹5.16 Cr	Note 16: Sharp increase in provisions reflects rising credit risk in EPC portfolio.
10	Tax rate consistency + cash tax vs P&L tax	Profit ↓ — high tax leakage; 31% effective tax rate with only ₹10 Cr cash tax paid.	□	Tax % 31.00; Cash Tax Paid ₹10 Cr	P&L vs CFO: Accrued tax significantly exceeds actual cash tax outflow.
11	CWIP age and stalling projects	Profit ↓ — potential impairment; ₹30.10 Cr of CWIP is older than 1 year, risking future write-downs.	□	CWIP ₹88.36 Cr (₹30.10 Cr > 1yr)	Note 214: Aging CWIP suggests delays in commissioning EV manufacturing or plant assets.
12	Deferred tax asset recognition adequacy	Neutral — transition impact; Ind AS transition involved significant reclassifications affecting deferred tax.	□	Tax Rate 31%	Note 3.1: First-time Ind AS adoption; auditor monitoring transition reconciliations.
13	RPT quantum and trend	Profit ↓ — capital leakage; loans to related parties	□	RPT Loans ₹108.68 Cr vs PAT ₹53 Cr	Note 19: Significant diversion of funds to group entities despite high external debt.

#	Check	Impact	Status	Evidence	Notes Detail
		(₹108.68 Cr) exceed the year's total PAT.			
14	Dividend paid vs FCF adequacy	Neutral — cash conservation; zero dividends paid as FCF is deeply negative at -₹577 Cr.	☐	Div Payout 0%; FCF -₹577 Cr	Cash Flow: All capital is consumed by massive capex and working capital needs.
15	Auditor Fee Adequacy	Profit ↑ — potential audit quality risk; total fees of ₹0.185 Cr are only 0.02% of revenue.	☐	Auditor Fees ₹0.185 Cr	Fees are exceptionally low for a company with ₹63 Cr revenue and complex multi-sector operations.
16	NCD Classification Risk	Neutral — compliance risk; 0.01% NCDs classified as "not deposits" based on legal opinion.	☐	Note 24	Regulatory interpretation could differ from management's legal opinion, posing compliance risk.

## 4. MANAGEMENT & GOVERNANCE

A. Auditor Report & Key Audit Matters \* **Transition to Ind AS:** First-time adoption (transition date April 1, 2022). Auditor noted complexity in reconciliations from IGAAP and significant reclassifications/fair value adjustments. \* **NCD Classification:** Classification of 0.01% Unlisted Non-Convertible Debentures (NCDs) as "not deposits" under Section 73. Auditor noted management relied on a specific legal opinion for this judgmental area. \* **Expected Credit Loss (ECL):** Estimation of ECL on trade receivables. Auditor monitored this due to the sharp increase in provision to ₹5.16 Cr in FY24, reflecting rising credit risk in the EPC portfolio. \* **Auditor Change:** M/s K C Parikh & Associate retiring; Board proposes M/s Suresh Surana & Associates LLP for a 5-year term. \* **Auditor Fees:** Total fees of ₹0.185 Cr (0.02% of revenue) are exceptionally low for the scale and complexity of operations.

B. Related Party Transactions | Party | Relationship | Nature | Amount (₹Cr) | Concern | | :--- | :--- | :--- | :--- | :--- | | **Group Entities** | Subsidiaries/Associates | Loans Given | 108.68 Cr | **Capital Diversion** | | **Promoters** | KMP | Unsecured Loans Taken | 7.57 Cr | Promoter Support | | Scorpius Trackers | Subsidiary | Share Swap Acquisition | 59.99 Cr | Dilution Risk |

- **Concern:** Loans to related parties (₹108.68 Cr) represent 11.28% of revenue and exceed the total consolidated PAT (₹53.00 Cr).
- **Trend:** Increasing significantly from ₹25.95 Cr in FY23 to ₹108.68 Cr in FY24.
- **RPT Verdict:** Governance Concern ☐ due to potential tunneling or inefficient capital allocation to support unlisted group ventures while the company borrows at high interest rates (up to 11.90%).

C. Shareholding | Category | Mar 2024 (%) | Mar 2023 (%) | | :--- | :--- | :--- | | **Promoter** | 62.63 | 64.67 | | FII | 2.45 | 0.77 | | DII | 2.14 | 0.00 | | Public | 32.78 | 34.56 | \* **Pledged Shares:** 0% reported; 100% of shares are in dematerialized form.

D. Board Composition + KMP Compensation \* **Total Directors:** 6 (50% Independent). \* **Women Directors:** 1 (Vibhuti Patel). \* **KMP Compensation:** The AR states "There were no remuneration paid during the year under review" to the Board of Directors. This is highly unusual for a company of this scale. Specific individual remuneration for the CFO and CS was not disclosed in the summary. \* **Board Stability:** High board churn noted with multiple resignations (Jasminder Kaur, Kamleshkumar Parmar, Gaurav Kharbanda) within a single year.

F. Capital Allocation & Capex | Action | FY Current (₹Cr) | FY Prior (₹Cr) | Signal | | :--- | :--- | :--- | :--- | | Dividends | 0.00 | 0.00 | ☐ | **Capex** | 479.00 Cr | 439.00 Cr | ☐ | **Net Debt Change** | 912.00 Cr | 465.00 Cr | ☐ |

**Working Capital Investment** | 330.00 Cr | -36.00 Cr | □ | **Interest Payments** | 108.00 Cr | 23.00 Cr | □ | **Loans to Related Parties** | 108.68 Cr | 25.95 Cr | □

• **CAPEX Analytical Notes:**

- **CFO Coverage of Capex:** Ratio is -0.20; company relies entirely on debt and equity for capex.
- **Nature of Capex:** Primarily growth capex for **EV fleet expansion (₹678.00 Cr in vehicles)**.
- **Deployment Efficiency:** Revenue grew 142% while Gross Block grew 157%, suggesting a slight lag in the productivity of new EV assets.
- **Key Takeaways:** High reliance on project-specific debt at ~11% interest creates a **high fixed-cost burden**.

H. Risks \* **High Leverage:** Total Debt/PAT at 21.7x. Interest costs (₹108 Cr) exceed Net Profit (₹53 Cr), creating liquidity risk. \* **Working Capital Bloat:** Unbilled revenue + Retention money = ₹228 Cr (23.6% of revenue) trapped in non-cash assets. \* **Related Party Exposure:** ₹108.68 Cr loans to related parties indicates capital leakage. \* **Interest Rate Risk:** Floating rates on IREDA/PFC loans; 1% rise could impact PBT by ₹12-15 Cr.

## 5. SCORECARD & VERDICT

### Part A: Scorecard

Dimension	Rating (1-5)	Delta	Key Evidence	One-line Rationale
Business Quality	3	→	142% Revenue growth; 86% EPC concentration	Strong growth in solar/EV but high cyclicality and EPC concentration.
Financial Health	1	↓	D/E 4.63x; CFO -₹98 Cr; Interest Coverage 1.72x	Excessive leverage and negative cash flow from operations.
Earnings Quality	2	↓	Unbilled Revenue ↑ 337%; CFO < PAT	Aggressive revenue recognition and poor cash conversion.
Management & Governance	2	↓	RPT Loans > PAT; High Board churn	Significant capital diversion to related parties and board instability.
Capital Allocation & Earnings Visibility	2	↓	FCF -₹577 Cr; ROCE 14% ≈ Debt Cost	Debt-funded expansion with returns barely exceeding the cost of capital.

**BUSINESS POSITIVES (for this company this year)** \* □**[Revenue Growth]:** Consolidated revenue surged 142% YoY to ₹963.00 Cr. \* □**[Segment Diversification]:** EV Lease Rent Income grew 214% to ₹128.92 Cr, providing recurring revenue. \* □**[Order Book Visibility]:** Strong pipeline in BESS worth ₹3,200 Crore and EPC order book of ₹1,783 Crore. \* □**[Vertical Integration]:** Acquisition of Scorpius Trackers allows for in-house tracking technology. \* □**[Operating Margins]:** OPM improved to 24% from 20% due to better material cost management.

**BUSINESS NEGATIVES / CONCERNS (for this company this year)** \* □**[Cash Flow Divergence]:** CFO is negative ₹98.00 Cr despite a PAT of ₹53.00 Cr. \* □**[High Leverage]:** Debt/Equity ratio stands at 4.63x with Total Debt of ₹1,510.00 Cr. \* □**[Capital Leakage]:** Loans to related parties surged 318% to ₹108.68 Cr, exceeding total PAT. \* □**[Aggressive Accounting]:** Unbilled revenue (Contract Assets) spiked 337% to ₹139.01 Cr. \* □**[Interest Burden]:** Finance costs ballooned 361% to ₹110.00 Cr, resulting in a thin 1.72x interest coverage. \* □**[Governance Flags]:** High board churn and exceptionally low auditor fees (₹0.185 Cr) relative to scale.

**OVERALL SCORECARD SUMMARY** Gensol Engineering is characterized by hyper-aggressive, debt-funded growth that has severely strained its financial health and earnings quality. While topline expansion is impressive,

the massive divergence between profit and cash flow, coupled with significant capital diversion to related parties, suggests a high-risk trajectory. The company's reliance on high-cost debt to fund asset-heavy EV leasing and manufacturing bets leaves little margin for error, especially as interest costs now exceed net profit.

### Part B: Governance Check Matrix

#	Check	Status	Evidence
1	Audit opinion clean?	<input type="checkbox"/>	Unqualified opinion (p.18).
2	Promoter pledge = 0?	<input type="checkbox"/>	0% reported as pledged (p.70).
3	KMP pay < 5% of PAT?	<input type="checkbox"/>	Reported as zero remuneration for Directors (p.47).
4	RPT quantum < 5% of revenue?	<input type="checkbox"/>	Loans to RPT (₹108.68 Cr) = 11.28% of revenue.
5	Board > 50% independent?	<input type="checkbox"/>	3 out of 6 directors are independent.
6	At least 1 woman director?	<input type="checkbox"/>	Vibhuti Patel (p.18).
7	No statutory dues outstanding?	<input type="checkbox"/>	₹6.35 Cr in GST/TDS payables (p.234).
8	No fraud reported?	<input type="checkbox"/>	No reportable deficiencies or fraud noted.
9	Audit trail enabled?	<input type="checkbox"/>	Confirmed in auditor's report.
10	Frequent Auditor change	<input type="checkbox"/>	Change in auditor proposed for FY25.

Final line: "Total: 7/10 — Governance Rating: 2"

### Part C: Investor Verdict

THESIS: A high-beta clean energy play aggressively scaling into EV leasing and BESS, but currently hamstrung by extreme leverage and poor cash conversion.

#### OVERALL STANCE: WATCH

RATIONALE: While the growth in BESS and EV leasing is visionary, the negative CFO and high RPT exposure require stabilization before a positive stance can be taken. RE-EVALUATE WHEN: CFO/PAT ratio > 0.8x and Debt/Equity < 2.0x. BULL CASE: Successful conversion of the ₹3,200 Cr BESS pipeline into high-margin revenue with positive cash flow. BEAR CASE: Liquidity crunch due to inability to service ₹110 Cr interest burden amid working capital delays. KEY MONITORABLE: Unbilled Revenue: ₹139.01 Cr → Watch for reduction/billing.

## 7. YEAR-OVER-YEAR ANALYSIS

### 7.1 Changes

Metric / Theme	Summary A Status (FY23)	Summary B Status (FY24)	Forensic Takeaway
<b>Capital Allocation: Leverage</b>	Total Borrowings of ₹598 Cr.	Total Borrowings of ₹1,510 Cr.	The company has shifted to an extreme debt-heavy model to fund its EV fleet expansion, resulting in a 4.63x Debt/Equity ratio.
<b>Margin Trajectory</b>	Operating Profit Margin (OPM) at 20%.	Operating Profit Margin (OPM) at 24%.	Margins improved due to a reduction in material costs and the vertical integration of tracking technology.
<b>Working Capital Efficiency</b>	Positive CFO of ₹115 Cr; CFO/OP ratio of 151%.	Negative CFO of -₹98 Cr; CFO/OP ratio of -41%.	Cash flow has completely decoupled from accounting profits due to massive spikes in unbilled revenue and retention money.
<b>Capital Allocation: RPT</b>	Loans to related parties at ₹25.95 Cr.	Loans to related parties at ₹108.68 Cr.	Capital leakage to group entities has accelerated significantly, with RPT loans now exceeding the total annual Net Profit.
<b>Revenue Recognition</b>	Unbilled Revenue (Contract Assets) at ₹31.84 Cr.	Unbilled Revenue (Contract Assets) at ₹139.01 Cr.	A 337% surge in unbilled revenue suggests increasingly aggressive revenue recognition practices to meet growth targets.
<b>Management Tone</b>	Solar EPC focused service provider.	Visionary "Climate Tech" conglomerate.	Management has pivoted from a service-based model to a high-risk, asset-heavy manufacturing and leasing strategy.

### 7.2 Persistent Patterns

- **Negative Free Cash Flow (FCF):** The company remains unable to generate positive FCF (-₹324 Cr to -₹577 Cr), relying entirely on external financing for survival and growth.
- **Hyper-Growth Trajectory:** Revenue growth remains consistently above 140% YoY, indicating a sustained "growth-at-all-costs" management philosophy.
- **Zero Dividend Payout:** Consistent with its capital-hungry nature, the company retains 100% of earnings to fund its aggressive expansion.
- **Solar EPC Dominance:** Despite the pivot toward EV leasing and BESS, Solar EPC remains the structural anchor, contributing over 85% of turnover in both periods.
- **High Interest Burden:** Finance costs continue to consume a massive portion of operating profits, keeping interest coverage ratios precariously thin.
- **Promoter Support:** Promoters continue to provide personal guarantees and unsecured loans, signaling high skin-in-the-game but also a lack of standalone credit strength.
- **Low Audit Oversight:** Auditor fees remain exceptionally low (0.02% of revenue) relative to the increasing complexity and scale of the business.