Walker Chandiok & Co LLP
Chartered Accountants
21st floor, DLF Square, Jacaranda Marg,
DLF Phase II, Gurugram 122002

CVB & Associates
Chartered Accountants
306, Raji Commercial,
Lokhande Marg
Chembur, Mumbai, 400089

Anil Sood & Associates
Chartered Accountants
Malwal Road, Ferozepur City,
Punjab 152002

Independent Auditor's Report on Special Purpose Financial Statements for the year ended 31 March 2023

To the Board of Directors of SAEL Limited

Opinion

1. We have audited the accompanying Special Purpose Financial Statements of SAEL Limited ('the Company'), which comprise the Special Purpose Balance Sheet as at 31 March 2023, the Special Purpose Statement of Profit and Loss (including Other Comprehensive Income), the Special Purpose Statement of Cash Flows and the Special Purpose Statement of Changes in Equity for the year then ended, and notes to the Special Purpose Financial Statements, including a material accounting policy information and other explanatory information (together hereinafter referred to as 'Special Purpose Financial Statements').

2. In our opinion and to the best of our information and according to the explanations given to us, the accompanying Special Purpose Financial Statements are prepared, in all material respects, in accordance with the basis of preparation described in Note 2.01 to these Special Purpose Financial Statements.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ('the Act'). 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 ('ICAI') together with the ethical requirements that are relevant to our audit of the Special Purpose Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

A. Composite Scheme of Arrangement

4. We draw attention to Note 41 of the accompanying Special Purpose Financial Statements which describes that the Company has given effect to the Composite Scheme of Arrangement (the "Scheme") entered between the Company, SAEL Industries Limited, Holding Company, Sapphire Agri and Warehousing Private Limited and their respective shareholders and creditors, for the demerger of the Warehousing and Agri business ("Demerged Undertaking") of the Company, with effect from the appointed date of 01 January 2023, as approved by the National Company law Tribunal (NCLT) on 06 May 2025, in accordance with the accounting treatment prescribed by the Scheme as described further in the aforementioned note. Our opinion is not modified in respect of this matter.

B. Basis of Preparation and Restriction on Distribution and Use

5. We draw attention to Note 2.01 to the accompanying Special Purpose Financial Statements, which describes the basis of its preparation. These Special Purpose Financial Statements have been prepared by the Company's management solely for the purpose of preparation of Special Purpose Consolidated Financial Statements of SAEL Industries Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') for the year ended 31 March 2025, which in turn will be required for preparation of Restated Consolidated Financial Information of the Group for the year ended 31 March 2023, to be included in the Draft Red Herring Prospectus ('DRHP'), which is to be filed by the Company with Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time in connection with the proposed Initial Public Offer of equity shares of the Holding Company. Therefore, these Special Purpose Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

CVB & ASSOCIATES Mumbai Chartered Accountants

ANIL SOOD & ASSOCIATES FRN : 004985N FEROZEPUR CITY CHARTERED ACCOUNTANTS

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

Chartered Accountants

Our opinion is not modified in respect of this matter.

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

6. The accompanying Special Purpose Financial Statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for preparation of these Special Purpose Financial Statements in accordance with the basis of preparation described in note 2.01 to such Special Purpose Financial Statements including determining that such basis of preparation is acceptable in the circumstances. This responsibility also includes design, implementation and maintenance of internal controls, relevant to the preparation of the Special Purpose Financial Statements, in all material respects, in accordance with the basis of preparation specified in Note 2.01 to accompanying Special Purpose Financial Statements and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Special Purpose Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the Special Purpose 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 Standards on Auditing 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 Special Purpose Financial Statements.

10. As part of an audit in accordance with Standards on Auditing specified under Section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the Special Purpose 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 whether the Company has in place adequate internal financial controls with reference to financial statements and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management; and

    - Conclude on the appropriateness of the Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Special Purpose Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

11. 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.







Chartered Accountants

Other matter

12. The Company had also prepared a separate set of financial statements for the year ended 31 March 2023 in accordance with Indian Accounting Standards as specified under Companies (Indian Accounting Standards) Rules 2015 (as amended) prescribed by Section 133 of the Act and other accounting principles generally accepted in India which had been jointly audited by Walker Chandiok & Co. LLP, CVB & Associates and Anil Sood & Associates and had expressed an unmodified opinion on those financial statements vide audit report, dated 02 August 2023, to the members of the Company. Our opinion is not modified in respect of this matter.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892

UDIN: 25507892BMNSRY6277

Place: New Delhi
Date: 14 October 2025

For **CVB & Associates**
Chartered Accountants
Firm's Registration No.: 116131W

Kailashnath Chaturvedi
Partner
Membership No.: 087855

UDIN: 25087855BOENGQ5805

Place: New Delhi
Date: 14 October 2025

For Anil Sood & Associates
Chartered Accountants
Firm's Registration No.: 004985N

Varinder Mohan Singhal
Partner
Membership No.: 088286

UDIN: 25088286BMJKVE4635

Place: New Delhi
Date: 14 October 2025

SAEL Limited
CIN - U40101PB1999PLC023197
Special Purpose Balance Sheet as at 31 March 2023

In Rs. million unless otherwise stated

Particulars	Notes	As at 31 March 2023
Assets		
Non current assets		
Property, plant and equipment	3	7,548.23
Right-of-use assets	3	9.69
Capital work-in-progress	4	738.08
Financial assets		
Investments	5	2,563.56
Loans	15	-
Other financial assets	6	34.61
Non-current tax assets (net)	8	8.36
Other non current assets	9	419.55
		11,322.09
Current assets		
Inventories	10	892.93
Financial assets		
Investments	11	5.27
Trade receivables	12	493.87
Cash and cash equivalents	13	3,139.40
Bank balances other than cash and cash equivalents	14	469.21
Loans	15	2,575.03
Other financial assets	16	1,234.56
Other current assets	17	133.07
Total current assets		**8,943.34**
Total assets		**20,265.43**
Equity and liabilities		
Equity		
Equity share capital	18	2,215.43
Instrument entirely in the nature of equity	19	160.67
Other equity	20	(669.92)
		1,706.18
Liabilities		
Non current liabilities		
Financial liabilities		
Borrowings	21	8,885.88
Lease liabilities	22	9.79
Provisions	23	15.67
Deferred tax liabilities (net)	7	309.22
Other non current liabilities	24	230.51
		9,451.07
Current liabilities		
Financial liabilities		
Borrowings	25	7,140.60
Lease liabilities	22	0.22
Trade payables		
Total outstanding dues of micro enterprises and small enterprises		-
Total outstanding dues of creditors other than micro enterprises and	26	411.18
Other financial liabilities	27	1,474.83
Other current liabilities	28	67.10
Provisions	29	14.25
Total current liabilities		**9,108.18**
Total equity and liabilities		**20,265.43**
Material accounting policies	2	

The accompanying notes are an integral part of the special purpose financial statements

As per our report of even date

For Anil Sood & Associates	For CVB & Associates	For Walker Chandiok & Co LLP	For and on behalf of the Board of Directors	
Chartered Accountants	*Chartered Accountants*	*Chartered Accountants*		
Firm's Registration no.: 004985N	Firm's Registration No.: 116131W	Firm's Registration No.: 001076N/N500013		
Varinder Mohan Singhal	**Kailashnath Chaturvedi**	**Tarun Gupta**	**Jasbir Singh**	**Kainaat Awla**
Partner	Partner	Partner	Managing Director	Director
Membership no. 088286	Membership No. 087855	Membership No. 507892	DIN No- 01668231	DIN No - 10546630
Place: New Delhi	**Place:** New Delhi	**Place:** New Delhi	**Place:** New Delhi	**Place:** New Delhi
Date: 14 October 2025	Date: 14 October 2025	Date: 14 October 2025	Date: 14 October 2025	Date: 14 October 2025
			Dushyant Kumar	**Vishal Garg**
			Chief Financial Officer	Company Secretary
				Membership No. F6867
			Place: New Delhi	**Place:** New Delhi
			Date: 14 October 2025	Date: 14 October 2025

SAEL Limited
CIN - U40101PB1999PLC023197
Special Purpose Statement of Profit and Loss for the year ended 31 March 2023

In Rs. million unless otherwise stated

Particulars	Notes	For the year ended 31 March 2023
Continuing operations		
Revenue		
Revenue from operations	30	3,803.16
Other income	31	142.82
Total revenue		3,945.98
Expenses		
Cost of materials consumed	32	1,140.08
Employee benefits expense	33	342.89
Finance costs	34	953.96
Depreciation and amortisation expense	35	1,573.65
Other expenses	36	478.67
Total expenses		4,489.25
Loss before tax		(543.26)
Tax expense		
Current tax expense		-
Earlier year taxes		-
Deferred tax	7	(251.25)
Total tax expense		(251.25)
Loss for the year from continuing operations		(292.02)
Discontinuing operations		
(Loss)/ profit before tax from discontinuing operations	41	(14.05)
Tax expense of discontinuing operations		-
(Loss)/ profit after tax from discontinuing operations		(14.05)
Loss for the year		(306.06)
Other comprehensive income		
Items that will not be reclassified to profit and loss		
Remeasurements of defined benefit plans		(3.26)
Income tax relating to items that will not be reclassified to special purpose profit or loss		1.13
Total other comprehensive income		(2.13)
Total comprehensive income		(308.20)
(Loss)/ earning per share	42	
Basic earnings per share		(1.23)
Diluted earnings per share		(1.28)
Material accounting policies	2	

The accompanying notes are an integral part of the special purpose financial statements

As per our report of even date

For **Anil Sood & Associates**
Chartered Accountants
Firm's Registration no.: 004985N

Varinder Mohan Singhal
Partner
Membership no. 088286

Place: New Delhi
Date: 14 October 2025

For **CVB & Associates**
Chartered Accountants
Firm's Registration No. 016131W

Kailashnath Chaturvedi
Partner
Membership No. 087855

Place: New Delhi
Date: 14 October 2025

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.:001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 14 October 2025

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Place: New Delhi
Date: 14 October 2025

Kainaat Awla
Director
DIN No - 10546630

Place: New Delhi
Date: 14 October 2025

Dushyant Kumar
Chief Financial Officer

Place: New Delhi
Date: 14 October 2025

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 14 October 2025

SAEL Limited
CIN - U40101PB1999PLC023197
Special Purpose Statement of Cash Flows for the year ended 31 March 2023

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2023
A CASH FLOWS FROM OPERATING ACTIVITIES	
Loss before tax from continuing operations	(543.26)
Profit/ (loss) before tax from discontinuing operations	(14.05)
Adjustments for:	
Depreciation and amortisation expense	1,674.01
Provision for doubtful debts	-
Finance costs	955.37
Advances written back	-
Exceptional items	-
Interest income on financial assets	-
Interest income on bank deposits	(29.19)
Amortisation of deferred revenue	(36.84)
Gain/ loss on mutual fund investment	0.04
Gain on sale of property, plant and equipment (net)	(0.88)
Operating profit before working capital changes	**2,005.40**
Movement in working capital	
(Increase)/ decrease in trade receivables	2.39
Increase in inventories	(415.98)
Decrease/ (increase) in other current and non-current financial assets	(355.23)
Decrease/ (increase) in other current and non-current assets	640.77
Increase in trade payables	145.27
Decrease in other current and non-current financial liabilities	(1,979.72)
Increase in provisions	19.98
(Increase)/ decrease in other current and non-current liabilities	70.15
Cash flows generated from operating activities post working capital changes	**133.03**
Income tax paid (net)	(129.46)
Net cash generated from operating activities (A)	**3.57**
B CASH FLOWS FROM INVESTING ACTIVITIES	
Payment made for property, plant and equipment (including capital work-in-progress, capital creditors and capital advances)	(2,057.27)
Interest received	29.19
Investment in equity instruments	0.02
Loans given	(2,849.10)
Receipt of loan	-
Redemption of mutual fund (net)	-
Fixed deposits made during the year	(452.04)
Net cash used in investing activities (B)	**(5,329.20)**
C CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from non current borrowings	11,045.39
Repayment of non current borrowings	(6,275.67)
Proceeds/ (repayment) from current borrowings (net)	4,505.58
Finance costs paid	(844.18)
Payment of lease liabilities	(1.00)
Net cash generated from/ (used in) financing activities (C)	**8,430.12**
Increase/ (decrease) in cash and cash equivalents (A+B+C)	3,104.49
Cash and cash equivalents at the beginning of the year	33.96
Cash and cash equivalents transferred through business transfer agreement (refer note 40)	0.95
Cash and cash equivalents at the end of the year	3,139.40

Other Notes:
The above special purpose Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

The above special purpose cash flow statements exclude non-cash movement in the respective assets and liabilities transferred on account of the business transfer agreement (refer note 41) and disposal group held for sale (refer note 42).

Material accounting policies
The accompanying notes are an integral part of the special purpose financial statements

As per our report of even date

For Anil Sood & Associates
Chartered Accountants
Firm's Registration no.: 004985N

Varinder Mohan Singhal
Partner
Membership no. 088286

Place: New Delhi
Date: 14 October 2025

For CVB & Associates
Chartered Accountants
Firm's Registration No.: 016131W

Kailashnath Chaturvedi
Partner
Membership No. 087855

Place: New Delhi
Date: 14 October 2025

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 14 October 2025

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Place: New Delhi
Date: 14 October 2025

Kainaat Awla
Director
DIN No - 10546630

Place: New Delhi
Date: 14 October 2025

Dushyant Kumar
Chief Financial Officer

Place: New Delhi
Date: 14 October 2025

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 14 October 2025

SAEL Limited
CIN - U40101PB1999PLC023197
Special Purpose Statement of Changes in Equity for the year ended 31 March 2023

A Equity share capital

In Rs. million unless otherwise stated

Particulars	Balance as at 1 April 2022	Issue of equity share capital during the year	Balance as at 31 March 2023
Equity share capital	2,215.43	-	2,215.43

B Instrument entirely in the nature of equity

In Rs. million unless otherwise stated

Particulars	Balance as at 1 April 2022	Converted during the year	Balance as at 31 March 2023
Compulsory convertible preference shares (CCPS)	160.67	-	160.67

C Other equity

In Rs. million unless otherwise stated

Particulars	Reserve and surplus						Total
	Capital reserve	Securities premium	General reserve	Debenture redemption reserve	Retained earnings	Contribution from Holding Company (net of tax)	
Balance as at 1 April 2022	131.53	4,440.90	610.51	-	7,559.48	-	12,742.42
Loss for the year	-	-	-	-	(292.02)	-	(292.02)
Adjustment on account of scheme of arrangement (refer note 42)					(13,104.14)		(13,104.14)
Other comprehensive income	-	-	-	-	(2.13)	-	(2.13)
Profit pertaining to discontinuing operations	-	-	-	-	(14.05)	-	(14.05)
Balance as at 31 March 2023	131.53	4,440.90	610.51	-	(5,852.86)	-	(669.91)

Material accounting policies 2

The accompanying notes are an integral part of the special purpose financial statements

As per our report of even date

For **Anil Sood & Associates**
Chartered Accountants
Firm's Registration no.: 004985N

Varinder Mohan Singhal
Partner
Membership no. 088286

Place: New Delhi
Date: 14 October 2025

For **CVB & Associates**
Chartered Accountants
Firm's Registration No.: 116131W

Kailashnath Chaturvedi
Partner
Membership No. 087855

Place: New Delhi
Date: 14 October 2025

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001075N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 14 October 2025

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Place: New Delhi
Date: 14 October 2025

Kainaat Awla
Director
DIN No - 10546630

Place: New Delhi
Date: 14 October 2025

Dushyant Kumar
Chief Financial Officer

Place: New Delhi
Date: 14 October 2025

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 14 October 2025

SAEL Limited
CIN - U40101PB1999PLC023197
Special Purpose Notes to Financial Statements for the year ended 31 March 2023

1 i) Corporate information

The Company 'SAEL Limited was incorporated as of 21 December 1999 under the Companies Act, 1956. The Company is domiciled in India with its registered of situated at Faridkot Road, Guruharsahai, Distt. Ferozepur, Punjab. The Company is domiciled in India primarily involved in renewable power generation, warehous business and other ancillary activities.

The Company has diversified business operations in 2 verticals.
- Renewable Power - Company has bio mass based power plants and solar power plants.
- Warehousing - The Company has Warehouses Godown for Food grain storage which is located in state of Uttar Pradesh and is rented to Food Corporation India.

The special purpose financial statements have been authorised for issue by the Board of Directors on 14 October 2025.

2 Material accounting Policy Information

2.01 Basis of preparation

These Special Purpose Financial Statements of SAEL Limited ('the Company') comprising of Special Purpose Balance Sheet as at 31 March 2023, the Special Purp Statement of Profit and Loss (including Other Comprehensive Income), the Special Purpose Statement of Cash Flows and the Special Purpose Statement of Change Equity for the year then ended, and notes to the Special Purpose Financial Statements including a material accounting policy information and other explanatory informat (together hereinafter referred to as the 'Special Purpose Financial Statements'), which have been prepared by Company's management solely for the purpose of preparat of Special Purpose Consolidated Interim Financial Statements of SAEL Industries Limited ('the Holding Company') and its subsidiaries (the Holding Company and subsidiaries together referred to as 'the Group') for the year ended 31 March 2023, which in turn will be required for preparation of Restated Consolidated Finan Information of the Group for the year ended 31 March 2023, to be included in the Draft Red Herring Prospectus ('DRHP'), which is to be filed by the Company with Securities Exchange Board of India ('SEBI'), National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter II the Companies Act, 2013, read with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time in connection with proposed initial public offer of the equity shares of the Holding Company.

These Special Purpose Financial Statements have been prepared as per the accounting principles of Indian Accounting Standard (Ind AS) prescribed under Section 133 the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules 2015 and other accounting principles generally accepted in India. Th Special Purpose Financial Statements contains a complete set of financial statement as described in Ind AS 1 'Presentation of Financial Statement' and Schedule III of Companies Act, 2013. However, comparative financial information has not been furnished as it is not required for the specific purpose mentioned above.

Historical cost convention

The special purpose financial statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value:
- Asset held for sale measured at lower of cost or fair value less cost to sell.
- Certain financial assets and liabilities (including derivatives instruments) at fair value, if any.

2.02 Use of estimates

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

2.03 Foreign currency translation

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition. monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary ass and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. N monetary assets and liabilities if any that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. exchange differences, except those relating to long-term monetary foreign currency items, are dealt with in the special purpose Statement of Profit and Loss.

C V B & ASSOCIATES Mumbai Chartered Accountants

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

ANIL SOOD & ASSOCIATES FRN : 004985N FEROZEPUR CITY CHARTERED ACCOUNTANTS

SAEL Limited

2.04 Revenue

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration which the Company expects to be entitled in exchange for those goods or services.

A) Sale of electricity

Revenue from sale of power is recognised net of any cash rebate and consumption when the power is supplied and units of electricity are delivered as it best depicts value of the customer and complete satisfaction of performance obligation.

Revenue from sale of power is recognized when persuasive evidence of an arrangement exists, the fee is fixed or determinable, energy kilowatts are supplied collectability is reasonably assured. Revenue is based on the energy kilowatts actually supplied to customers multiplied by the rate per kilo-watt hour agreed to in respective power purchase agreement (PPAs). The energy kilowatts supplied by the Company are validated by the customer prior to billing and recognition of revenue.

B) Renting from warehousing business

Rental income is recognised on a straight line basis over the term of the agreement, except for contingent rental income which is recognised when it arises.

C) Sale of services

Revenue from services is recognized when the control in services is transferred as per the terms of the agreement with customer i.e. as and when services are rendered terms of the contract, excess of revenue over the billed at the year-end is carried in the balance sheet as trade receivables where the amount is recoverable from the custor without any future performance obligation and the Company has unconditional right over such consideration (i.e. if only the passage of time is required before paymen such consideration is due). Cash received before the services are delivered is recognised as a contract liability.

D) Interest income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of the financial liability. Wl calculating the effective interest rate, the Restricted Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but d not consider the expected credit losses. Interest income is included in other income in the special purpose Statement of Profit and Loss.

2.05 Borrowing costs

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

2.06 Property, plant and equipment

Property, plant and equipments are carried at cost less accumulated depreciation. The cost of items of the property, plant and equipment comprises its purchase price ne any trade discount and rebate, any import duties and other taxes (other than those subsequently recoverable from tax authorities), any directly attributable expenditure making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment u the date the asset is ready for its intended use.

Whenever significant parts of the property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their spec useful lives. All other repair and maintenance costs are recognised in special purpose statement of Profit and Loss as incurred.

Based on technical assessment made by technical expert and management estimate, the Company have assessed the estimated useful lives of certain property, plant and equipment that are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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

Depreciation on assets provided as follows:-

Estimated useful life

Asset category	Estimated useful life (in years)
Buildings	10-30
Plant and equipments	15-25
Furniture and fittings	10
Office equipments	05-Oct
Computer equipments	3
Vehicles	08-Oct

Method of depreciation

- Depreciation is provided on written down value for all units of the Company

Management reveiews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-curr assets and the cost of assets not put to use before such date are disclosed under 'capital work-in-progress

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De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on the de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amo of the asset) is included in the special purpose Statement of Profit and Loss when the asset is derecognised

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2.07 Leases

The lease asset classes primarily consist of leases for lands. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or conta a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially al the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset. At the date of commencemen the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases wi term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated amortisation and impairment losses. Right-of-use assets are amortised from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underly asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Compnay changes its assessment as to whethe will exercise an extension or a termination option.
Lease liability and ROU asset have been separately presented in the special purpose balance sheet and lease payments have been classified as financing activity in spe purpose statement of cash flows.

2.08 Impairment of non-financial assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, sc assets are tested individually for impairment and some are tested at cash-generating unit level. All individual assets or cash-generating units are tested for impairm whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the highe fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit determines a suitable discount rate in order to calculate the present value of those cash flows. The date used for impairment testing procedures are directly linked to Company's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determi individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

Impairment losses are charged in the special purpose Statement of Profit and Loss. Further, impairment loss is reversed if the asset's or cash-generating unit's recovera amount exceeds its carrying amount. The reversal is limited so that the carrying of the asset does not exceed its recoverable amount, nor exceed the carrying amount would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior period.

2.09 Government grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grant will received.
Government grants relating to income are determined and recognised in the special purpose Statement of Profit and Loss over the period necessary to match them with cost that they are intended to compensate, on a systematic basis and presented within other income.
Government grants relating to the assets are presented as deferred income and such income are recognised in the special purpose Statement of Profit and Loss over period on a systematic basic within other income.

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2.10 Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument, and, except for tr receivables which do not contain a significant financing component, these are measured initially at:

a) fair value, in case of financial instruments subsequently carried at fair value through Profit and Loss (FVTPL);

b) fair value adjusted for transaction costs, in case of all other financial instruments.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks rewards are transferred. A financial liability is derecognised when the underlying obligation specified in the contract is discharged, cancelled or expires.

Classification and subsequent measurement of financial assets

Different criteria to determine impairment are applied for each category of financial assets, which are described below.

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

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVOCI)
- Financial assets, derivatives and equity instruments at FVTPL

(1) Financial assets at amortised cost

Classification and subsequent measurement of financial assets

Financial assets

The financial assets is measured at the amortised cost if both the following conditions are met:

(a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

(b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in special purpose Profit and Loss. When the financial asset is derecognised or impaired, the gain or loss is recognised in the special purpose statement of Profit and Loss.

De- Recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a Group of similar financial assets) are derecognised from the balance sheet when the contract rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. The Group derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carrie amortised cost.

ECL 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 expect receive. When estimating the cash flows, the Company is required to consider :

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The Company applies simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recogni of receivables.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk si initial recognition and if credit risk has increased significantly, life time impairment loss is provided otherwise provides for 12 month expected credit losses.

Classification and subsequent measurement of financial liabilities

Financial liabilities are measured subsequently at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVT which are carried subsequently at fair value with gains or losses recognised in special purpose profit or loss.

Compound financial instruments

Compound financial instruments are separated into liability and equity components based on the terms of contract. On the issuance of compound financial instruments, fair value of liability component is determined using a market rate for an equivalent instrument. This amount is classified as a financial liability measured at amortised (net of transaction costs) until it is extinguished on conversion or redemption. The equity component is classified under other equity.

(2) Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets at fair value through other comprehensive income (FVOCI). Financial assets that meet the following conditions are measured initially as well as at the of each reporting date at fair value, recognised in other comprehensive income (OCI).

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The contractual terms of the asset give rise on specified dates to cash flows that represent solely payment of principal and interest.

(3) Financial assets at fair value through Profit and Loss (FVTPL)









Financial assets at fair value through profit or loss (FVTPL). Financial assets that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVT Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in special purp profit or loss. The net gain or loss recognised in special purpose profit or loss incorporates any dividend or interest earned on the financial asset.

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(4) Financial liability

The Company's financial liabilities include borrowings, trade and other payables.
Financial liabilities are measured subsequently at amortised cost using the effective interest method except financial liabilities designated at FVTPL, which are can subsequently at fair value with gains or losses recognised in special purpose Profit and Loss. For trade and other payables maturing with in one year from the spe purpose Balance Sheet date, the carrying amounts approximate fair value due to the short maturity os these instruments.

De-Recognition of financial liability

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by anot from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in special purpose Statemen Profit and Loss

Offsetting of financial assets and financial liabilities

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

2.11 Current versus non-current classification

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

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting year, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period All other assets classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

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

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2.12 Income taxes

Tax expense comprises current and deferred tax. Tax expense is recognised in special purpose profit or loss except to the extent that it relates to items recognised dire in equity or other comprehensive income, in which case it is recognised in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable on the taxable income for the year. The amount of current tax payable is the best estimate of the tax amount expected tc paid that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets liabilities are offset only if certain criteria is met. Current Income tax related to items recognised in other comprehensive income or directly in equity is recognised in ot comprehensive income or in equity as the case may be.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and tax base amounts used for taxation purposes.

A deferred tax asset is recognised for unused tax losses, unabsorbed depreciation, deductible temporary differences, to the extent that it is probable that future taxa profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer proba that the related tax benefit will be realised. A deferred tax liability is recognised in respect of taxable temporary differences.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets they relate to income taxes levied by the same tax authority on the same taxable entity or on different tax entities, but they intend to settle current tax liabilities and assets a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax relating to items recognised outside the special purpose statement of profit and loss is recognised outside the special purpose statement of profit and loss eit in comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Minimum Alternate Tax (MAT) credit

The Company recognises MAT credit available as a deferred tax asset only to the extent that there is reasonable evidence that the Company will pay normal income during the specified period i.e. the period for which MAT credit is allowed to be carried forward.

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

2.14 Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and measured at the estimated expenditure required to settle the pres obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligations as a whole.

Any reimbursement that the entities forming part of Company is virtually certain to collect from a third party with respect to the obligation is recognised as a separate as However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unl the outflow of resource is remote.

Contingent liabilities are disclosed by way of note unless the possibility of outflow is remote. Contingent assets are neither recognized nor disclosed. However, wl realization of income is virtually certain, related asset is recognized.

2.15 Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employ render the related service are classified as short-term employee benefits. These benefits include salaries and wages, short-term bonus, pension, incentives etc. These measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the special purp balance sheet.

Post-employment benefits plans

The Company provides post-employment benefits through various defined contribution and defined benefit plans.

Defined contribution plans

The Company pays fixed contribution into independent entities in relation to several state plans and insurances for individual employees. The Company has no lega constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services received.

Defined benefit plans

Under the Company's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of serv and final salary. The legal obligation for any benefits remains with the entities forming part of company.

The liability recognised in the special purpose balance sheet for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date.

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Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability/asset included in other comprehensive income.

Service cost of the Company's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of ye of service, are treated as a reduction of service cost. Net interest expense on the net defined benefit liability is included in special purpose Profit and Loss. Gains and los resulting from re-measurements of the net defined benefit liability are included in other comprehensive income.









Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year and are treated as short term employee benefit. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be available or encashed beyond 12 months from the end of the yea are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields on Government securities. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the special purpose statement of profit and los in the period in which they arise. Past-service costs are recognised immediately in the special purpose statement of profit and loss. The Company presents the entire leave a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

2.16 Valuation of inventories

Inventory raw materials, stores and spares

Raw materials, stores and spares and packing materials are valued at lower of cost and net realizable value after provising for obsolences and other losses, where conside necessary. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost. The c is calculated on weighted average cost method and it comprises all costs incurred in bringing the inventories to their present location and condition and includes, wh applicable, appropriate overheads based on normal level of activity. Obsolete, slow moving and defective inventories are identified at the time of physical verification wherever necessary a provision is made.

2.17 Material management judgement in applying accounting policies

The preparation of special purpose Financial statement requires management to make judgements, estimates and assumptions that affect the reported amounts of revent expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and assumptions are continuously evaluated and based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty ab these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected.

In particular, the Company has identified the following areas where material judgements, estimates and assumptions are required. Further information on each of th areas and how they impact the various accounting policies are described below and also in the relevant notes to the special purpose Financial statements. Changes estimates are accounted for prospectively.

Judgements

Judgements In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on amounts recognised in the special purpose special purpose Financial statement.

(a). Contigencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

(b). Income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings which is exercised while determining the provision for income tax. A deferred tax asse recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilis Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Estimate

(a). Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest r to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(b). Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

(c) Employee benefits

The cost of the employee benefit and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. an actua valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future sal increases, mortality rates and future pension increases. In view of the complexities involved in the valuation and its long-term nature, employee benefit is highly sensitiv changes in these assumptions. All assumptions are reviewed at each reporting date.

2.18 Earnings per share and diluted earning per share

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

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

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2.19 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM') [Chairperson and Chief Financial Officer].

Identification of segments

In accordance with Ind AS 108 Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by th Company's CODM to allocate resources to the segments and assess their performance. An operating segment is a component of the Company that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Company's other components. Results of the operating segments are reviewed regularly by the CODM [Managing Director, which has been identified as the CODM], to make decisions about resource: to be allocated to the segment and assess its performance and for which discrete financial information is available.

Allocation of common costs

Common allocable costs are allocated to each segment accordingly to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the special purpose financial statements the Company as a whole.

2.20 Investment in subsidiaries

The Company has elected to recognize its investments in subsidiaries at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements', less accumulated impairment loss, if any. Cost represents amount paid for acquisition of the said investments.

The Company has elected to continue with the carrying value for all of its investments in subsidiaries as recognised in the special purpose financial statements. On dispos of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to special purpose profit or loss. Investment in equity shares of subsidiaries and in CCPS' which are entirely in the nature of equity, are carried at cost.

2.21 Recent accounting pronouncement

(A) Amendment to Accounting Standards (Ind AS) issued but not yet effective

The Ministry of Corporate Affairs notifies new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time time. There is amendment to "Ind AS 1 - Classification of Liabilities" and certain provisions (e.g., paragraphs 74, 75, 75A, and 76) will be applicable from 1 April 2026.

(B) Standards issued/amended and became effective

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time time. The Group has applied following amendments for the first-time during the current year which are effective from 1 April 2025.

Amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates

The Effects of Changes in Foreign Exchange Rates specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its consolidated financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

Amendments to Ind AS 1 - Classification of Liabilities

The amendments to Ind AS 1 clarify the classification of liabilities as current or non-current, particularly in the context of loan arrangements and covenant breaches. An entity must have a substantive right to defer settlement for at least 12 months after the reporting period. Breach of a material covenant before the reporting date results in classification as current unless a grace period is granted by the lender before the reporting date. Disclosure of covenant terms and potential compliance risks is required. These amendments are effective for annual reporting periods beginning on or after 1 April 2025 and are to be applied retrospectively in accordance with Ind AS 8.

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Special Purpose Notes to Financial Statements for the year ended 31 March 2023

Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements
The amendments introduce new disclosure requirements for supplier finance arrangements. Entities are required to disclose the terms and conditions of such arrangemen the carrying amounts of liabilities under these arrangements, payment due date ranges, and non-cash changes. Comparative disclosures are not required for periods prior adoption. These amendments are effective for annual reporting periods beginning on or after 1 April 2025.

Amendments to Ind AS 101 – First time adoption

The amendments to Ind AS 101 introduce transitional reliefs for leases under Ind AS 116 and include provisions from IFRS 11. Paragraph D31 of IFRS 1 is excluded. These changes aim to ease the transition for first-time adopters and align with international standards.

Amendments to 10 – Events After Reporting Period
The amendments clarify that covenant breaches and rectifications occurring after the reporting date are considered non-adjusting events. This ensures that such events do not affect the classification of liabilities as of the reporting date.
The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information. The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the restated financial Information.

The amendment did not have a material impact on the restated financial information

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3 **Property, plant and equipment**

Details of company property, plant and equipment and their carrying amounts are as follows:

In Rs. million unless otherwise stated

Particulars	Freehold land^	Buildings	Plant and equipments	Furniture and fittings	Office equipments	Computer equipment	Vehicles	Total	Right of use asset (ROU)
Gross block									
Balance as at 1 April 2022	**823.43**	**1,125.81**	**11,064.78**	**9.17**	**19.03**	**10.79**	**63.20**	**13,116.21**	**10.63**
Addition during the year	176.11	175.13	1,742.34	6.34	2.59	4.26	0.17	2,106.94	-
Disposal/ adjustment	23.09	-	-	-	-	-	-	23.09	-
Disposal/ adjustment on account of business transfer (refer note 40)	110.97	375.28	1,403.02	3.05	1.82	0.80	7.55	1,902.49	-
Transfer to discontinuing operations (refer note 41)	-	-	6.72	0.46	0.96	1.01	2.32	11.47	-
Balance as at 31 March 2023	**865.48**	**925.66**	**11,397.38**	**12.00**	**18.84**	**13.24**	**53.50**	**13,286.10**	**10.63**
Accumulated depreciation									
Balance as at 1 April 2022	**-**	**312.99**	**4,260.49**	**6.27**	**12.00**	**9.32**	**41.71**	**4,642.76**	**0.40**
Charge during the year	-	114.49	1,444.82	2.21	3.84	2.25	7.33	1,574.94	0.54
Disposal/ adjustment	-	-	-	-	-	-	-	-	-
Disposal/ adjustment on account of business transfer (refer note 40)	-	59.21	402.75	0.60	1.05	0.62	4.68	468.91	-
Transfer to discontinuing operations (refer note 41)	-	-	6.24	0.45	0.95	0.97	2.31	10.92	-
Balance as at 31 March 2023	**-**	**368.27**	**5,296.32**	**7.43**	**13.84**	**9.98**	**42.05**	**5,737.87**	**0.94**
Net block									
Balance as at 31 March 2023	**865.48**	**557.39**	**6,101.06**	**4.57**	**5.00**	**3.26**	**11.45**	**7,548.23**	**9.69**

(i) Refer note 43 for details of assets pledged.

^The title deeds of all the freehold land are in the name of the Company and are pledged with the lender.

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4 Capital work-in progress (CWIP)

In Rs. million unless otherwise stated

Particulars	As at 31 March 2023
Capital work-in-progress	
Opening balance	1,795.21
Addition during the year	1,163.60
Less: Disposal during the year	(277.06)
Less: Capitalisation during the year	(1,808.54)
Less: Disposal on account of business transfer (refer note 40)	(135.12)
Total capital work-in-progress	**738.08**

Capital work-in-progress ageing schedule for the year ended 31 March 2023 is as follows

Particular	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in progress as of 31 March 2023	636.66	95.20	6.23	-	738.08

For capital-work-in progress whose completion is overdue or has exceeded its cost compared to its original plan the project-wise details of when the project is expected to be completed as given below:

Particular	To be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in progress as of 31 March 2023*	-	382.99	-	-	382.99

* Amount pertains to expenditure of Rs 382.99 million incurred on Unit 15 till 31 March 2023.

(This space has been intentionally left blank)

In Rs. million unless otherwise stated

Particulars		As at 31 March 2023
5 Non-current Investments		
Investment in subsidiaries		
Investment in equity instruments (at cost)		
unquoted investment		
Universal Biomass Energy Private Limited 28,142,000 (31 March 2023: 28,142,000) shares of face value of Rs. 10 each		787.98
SAEL Kaithal Renewable Energy Private Limited (formerly Chitrakoot Solar Private Limited) 2,010,000 (31 March 2023: 2,010,000) shares of face value of Rs. 10 each		500.10
Sunfree Paschim Renewable Energy Private Limited 15,41,000 (31 March 2023: 1,541,000) shares of face value of Rs. 10 each		352.23
Jasrasar Green Power Energy Private Limited 11,72,500 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
Sunfree North East Renewable Energy Private Limited (refer note (a) below) 955,038 (31 March 2023: 955,038) shares of face value of Rs. 10 each		274.16
SAEL Solar Mfg. Private Limited 5,010,000 (31 March 2023: 5,010,000) shares of face value of Rs. 10 each		250.10
Canal Solar Energy Private Limited 23,000,000 (31 March 2023: 23,000,000) shares of face value of Rs. 10 each		231.00
Laxjeet Renewable Energy Private Limited 9,600,000 (31 March 2023: 9,600,000) shares of face value of Rs. 10 each		96.00
SAEL International Limited, Hongkong 10,00,000 (31 March 2023: 10,00,000) shares of face value of HKD 1 each		70.68
SAEL Solar India Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
Urjanidhi Solar Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
SAEL EV Infra Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
SAEL Power Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
Sunfree Energy Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
SAEL Engineering Private Limited (formerly Lalitpur Solar Private Limited) 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
Native Power Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
Sardarshahar Agri Energy Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
SAEL Solar Solution Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
SAEL RE Power Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
KTA Power Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
VCA Power Private Limited 10,000 (31 March 2023: 10,000) shares of face value of Rs. 10 each		0.10
TNA Renewable Energy Private Limited 1000 (31 March 2023: 1000) shares of face value of Rs. 10 each		0.01
	Total (A)	**2,563.56**
Value of Deemed Investment accounted in terms of fair valuation under Ind AS 109 (net of tax) (refer note 15)		
TNA Renewable Energy Private Limited		-
VCA Power Private Limited		-
KTA Power Private Limited		-
Jasrasar Green Power Energy Private Limited		-
SAEL Solar Solution Private Limited		-
Sardarshahar Agri Energy Private Limited		-
Universal Biomass Energy Private Limited		-
SAEL Kaithal Renewable Energy Private Limited (formerly Chitrakoot Solar Private Limited)		-
Sunfree North East Renewable Energy Private Limited		-
Sunfree Paschim Renewable Energy Private Limited		-
SAEL Solar Mfg. Private Limited		-
SAEL RE Power Private Limited		-
Canal Solar Energy Private Limited		-
	Total (B)	-
Total investment	**(A+B)**	**2,563.56**
Aggregate amount of unquoted investments at cost		2,563.56
Aggregate amount of quoted investments at market value		-
Aggregate of impairment amount in investments		-

Notes:

(a) During the curent year, the Company has converted the advance given to Jasrasar Green Power Energy Private Limited into 1,162,500 equity shares of Rs. 10 each fully paid up at a premium of Rs. 290 each.

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WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

ANIL SOOD & ASSOCIATES FRN : 004985N FEROZEPUR CITY CHARTERED ACCOUNTANTS

SAEL Limited

In Rs. million unless otherwise stated

Particulars	As at 31 March 2023
6 Other financial assets - non current	
(unsecured, consider good unless otherwise stated)	
Fixed deposits with banks having maturity beyond 12 months	25.05
Security deposits	9.56
	34.61
7 Deferred tax assets/liabilities (net)	
Deferred tax assets arising on:	
Unabsorbed depreciation and business losses	168.79
Minimum alternate tax	31.40
Provision for doubtful debts	1.12
Employee benefits	11.84
Lease liabilities	3.50
Fair value of investment	-
Deferred revenue grant	95.61
Deferred tax liabilities arising on:	
Right to Use Asset	3.39
Compound financial instruments	-
Property, plant and equipment	618.09
	(309.22)

Particulars (2022-23)	As at 01 April 2022	Deferred tax on account of business transfer	(Expenses)/ benefit recognised in special	(Expenses)/ benefit recognised other comprehensive income	As at 31 March 2023
Assets					
Unabsorbed depreciation and business losses	-	-	168.78	-	168.78
Minimum alternate tax	31.40	-	-	-	31.40
Provision for doubtful debts	32.26	-	(31.14)	-	1.12
Employee benefits	14.14	-	(3.44)	1.14	11.84
Lease liabilities	-	-	3.50	-	3.50
Deferred revenue grant	-	-	95.61	-	95.61
Liabilities		-			
Right to Use	-	-	(3.39)	-	(3.39)
Property, plant and equipment	(712.05)	72.65	21.31	-	(618.09)
Total	**(634.25)**	**72.65**	**251.23**	**1.14**	**(309.23)**

MAT credit expiry in Company

Particulars	31 March 2023
31 March 2036	6.56
31 March 2035	13.52
31 March 2034	11.32
Total	**31.40**

Effective tax reconciliation

Particulars	For the year ended 31 March 2023
(Loss)/Profit before tax (including discontinuing operations)	(557.32)
Applicable tax rate*	34.94%
Expected tax expense [A]	**(194.73)**
Expenses (net of income) not considered in determining taxable profit	11.63
Earlier year tax expenses	(65.82)
Brought forward losses and MAT derecognised during the year	-
Capital gain on sale of capital asset (exempt U/s 47)	-
Others	(2.34)
Total adjustments [B]	**(56.53)**
Actual tax expense [C=A+B]	**(251.25)**
Total tax incidence	(251.25)
Tax expense recognized in special purpose statement of profit and loss [D]	**(251.25)**

The applicable tax rate is the domestic tax rate applicable to the Company - 31 March 2023: 34.94%

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SAEL Limited

In Rs. million unless otherwise stated

Particulars	As at 31 March 2023
8 Non-current tax assets (net)	
Advance income tax (net of provision)	8.36
	8.36
9 Other non current assets	
(unsecured, consider good unless otherwise stated)	
Capital advances	408.75
Deposit with government authorities	-
Advance to related parties	10.81
	419.55
10 Inventories	
(valued at lower of cost or net realisable value)	
Raw materials and components	868.55
Stores and spares	24.38
	892.93
11 Current investments	
Investment in mutual fund (quoted) (at FVTPL)	5.27
	5.27

In Rs. million unless otherwise stated

Mutual Funds	As at 31 March 2024		As at 31 March 2023	
	No of Units	Amount	No of Units	Amount
Baroda BNP Paribas Business Cycle Fund-Regular Growth Growth (BC-GP-G)	4,99,965.00	7.10	4,99,965.00	4.91
Baroda BNP Paribas Short Duration Fund-Regular Growth (SI-GP-G)	14,528.27	0.39	14,528.27	0.36
Total	**5,14,493.27**	**7.49**	**5,14,493.27**	**5.27**
Aggregate purchase price of quoted investments			5.30	5.30
Aggregate carring value of quoted investments			7.49	5.27

12 Trade receivables		
(unsecured, consider good unless otherwise stated)		
Considered good	650.65	493.87
Considered doubtful	23.20	3.20
	673.85	497.07
Less:- allowance for expected credit loss	(23.20)	(3.20)
	650.65	**493.87**

Notes
Refer note 43 for information on assets under charges.
Refer note 37 for exposure the credit risk and loss allowance related to trade receivable.

Trade receivable ageing schedule as at 31 March 2023

31 March 2023	Outstanding for following periods from the due date of payment							
	Unbilled Dues*	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3years	More than 3 years	Total
Undisputed trade receivable								
Considered good	183.3	134.26	30.15	10.02	78.30	0.47	9.02	**445.52**
Credit impaired	-	-	-	-	-	-	3.20	**3.20**
	183.30	**134.26**	**30.15**	**10.02**	**78.30**	**0.47**	**12.22**	**448.72**
Less:- allowance for expected credit loss								3.20
Total trade receivable								**445.52**

* Unbilled dues pertains to reveivable against which billing is yet to issued however the performance obligation is completed.

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SAEL Limited

In Rs. million unless otherwise stated

Particulars	As at 31 March 2023
13 Cash and cash equivalents	
Cash on hand	0.79
Balances with bank - current accounts	3,118.51
Fixed deposit with original maturity of less than three months	20.10
	3,139.40
14 Bank balances other than cash and cash equivalents	
Fixed deposits with remaining maturity more than 3 months and less than 12 months*	469.21
	469.21

*Fixed deposits of 31 March 2023: Rs. 280.04 million is pledged with banks on account of Debt Service Reserve Account (DSRA).

15 Loans

(unsecured, consider good unless otherwise stated)

Non-current financial asset

Loans to related parties#	-

Current financial asset

Loans to related parties*	2,575.03
	2,575.03

During the year, the Company has given loan to its Subsidiaries company amounting to Rs. Nil which is receivable after the expiry of 5 years.
These are interest-free loans and have been accounted at fair value as per Ind AS 109 " Financial Instruments". Pursuant to this accounting, the difference between gross proceeds and fair value has been shown as an "Investment in equity instrument (at amortised cost)"(refer note 6).

** Loan given to related parties are for business purpose and interest free and repayable on demand.*

Details of loans or advances in the nature of loans granted to promoter, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:
(a) repayable on demand; or
(b) without specifying any terms or period of repayment

As at 31 March 2023

Type of borrower	Percentage to the total loans and advances in the nature of loans
Promoter	-
Directors	-
KMPs	-
Related parties	100%

16 Other financial assets

(unsecured, consider good and measured at amortised cost unless otherwise stated)

Receivable from related party (refer note 39)	850.43
Security deposits	8.14
Fixed deposits with banks (having remaining maturity less than 12 months)	375.99
	1,234.56

*Fixed deposits of 31 March 2023: Rs 375.99 million is pledged with banks on account of Debt Service Reserve Account (DSRA).

17 Other current assets

(unsecured, consider good unless otherwise stated)

Advance to vendors	105.30
Balance with government authorities	10.50
Prepaid expenses	16.47
Others	0.80
	133.07

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SAEL Limited

18 Equity share capital

The special purpose financial statements represent a legal entity structure. The share capital of the company as below.

In Rs. million unless otherwise stated

Particulars	As at 31 March 2023	
	Number of shares	Amount
Authorised (Equity Share Capital)	22,20,00,000	2,220.00
Authorised (Preference Share Capital)	2,15,00,000	215.00
	24,35,00,000	2,435.00
Issued and subscribed and fully paid up (equity share capital)	22,15,43,484	2,215.43
Issued and subscribed and fully paid up (preference share capital)	1,60,66,550	160.67
Total	**23,76,10,034**	**2,376.10**

1. Reconciliation of equity share capital outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2023	
	Number of shares	Amount
At the beginning of the year	22,15,43,484	2,215.43
Shares issued during the year	-	-
Outstanding at the end of the year	22,15,43,484	2,215.43

2. Number of shares held by each shareholder holding more than 5% Shares in the Company

(i) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31 March 2023	
	No. of Shares	% of holding
SAEL Industries Limited*	22,15,43,484	100.00
Total	**23,57,49,004**	**106.41**

*Including nominee shareholders

* During the previous year Mr. Jasbir Singh had pledged its 14,205,520 Equity Shares held in M/s SAEL Limited in favour of various banks however SAEL Industries Limited was the beneficial owner of these shares. In the current year pledge shares has been released and transferred to SAEL Industries Limited.

(ii) Details of preference shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31 March 2023	
	No. of Shares	% of holding
SAEL Industries Limited	1,60,66,550	100.00
Total	**1,60,66,550**	**100.00**

3. Terms/rights attached to equity shares

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

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

4. Details of shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and brought back during the last 5 years for each class of shares.

The Company has not issued any shares pursuant to a contract without payment being received in cash, allotted as fully paid up by way of bonus shares nor has there been any buy-back of shares in the current year and immediately preceding five years.









In Rs. million unless otherwise stated

Particulars	As at 31 March 2023
19 Instrument entirely in the nature of equity	
Opening balance	160.67
Issued during the year	-
Balances at the end of the year	**160.67**

Terms and conditions of conversion of Compulsorily convertible Preference Shares (CCPS)

The Company has issued 20 years 0.1% Compulsory Convertible Preference Shares having a par value of Rs. 10 per share. The preference shareholder is eligible to vote in accordance with the provisions of Section 47 of the Companies Act, 2013. In the event of winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, upto the commencement of the winding up, in priority to equity shares. Each CCPS will compulsorily be converted in one equity share of the Company.

CCPS holders have waived the dividend accrued on these compulsory convertible preference shares for the current year and previous year.

20 Other equity	
Capital reserve account	
Opening balance	131.53
Transferred to/ from retained earnings	-
Balances at the end of the year	**131.53**
Securities premium	
Opening balance	4,440.90
Share capital issued during the year	-
Balances at the end of the year	**4,440.90**
General reserve account	
Opening balance	610.51
Transferred to/ from retained earnings	-
Balances at the end of the year	**610.51**
Debenture redemption reserve	
Opening balance	-
Transfer from retained earnings	-
	-
Retained earnings	
Opening balance	7,559.48
Adjustment on account of scheme of arrangement (refer note 42)	(13,104.14)
Loss during the year	(292.02)
(Loss)/ profit pertaining to discontuining operations	(14.05)
Transferred from retained earnings to Debenture redemption reserve	-
Remeasurement of post-employment benefit obligation during the year	(3.26)
Tax effect on remeasurement during the year	1.13
Balances at the end of the year	**(5,852.86)**
Contribution from Holding Company (net of tax)	
Opening balance	-
Movement during the year	-
	-
Total other equity	**(669.92)**

Capital reserve

Capital reserve is the accumulation of profits that is created from profits generated out of certain capital transactions.

Securities premium reserve represents premium received on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

General reserve

The Company has transferred a portion of the net profit before to general reserve pursuant to the provisions of the erstwhile Companies Act, 1956. Mandatory transfer to general reserve is not required under the Act.

Retained earnings

All the profits or losses made by the company are transferred to retained earnings from special purpose statement of profit and loss. Remeasurement of defined benefit plans represents the actuarial gains/ (losses) recognised in the other comprehensive income.

Contribution from Holding Company

Contribution from the Holding Company represents the excess of the discounted value of the interest-free borrowings obtained by the Company from its Holding Company (refer note 21).

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AEL Limited

SAEL Limited
CIN - U40101PB1999PLC023197
Special Purpose Notes to Financial Statements for the year ended 31 March 2023

5. Disclosure of shareholdings of promoters as follows

(i) Details of equity shares held by promoters

S.No	Promoter Name	Shareholding at the end of the year As at 31 March 2023		% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	
1	SAEL Industries Limited	22,15,43,484	100.00	100.00
	Total	**22,15,43,484**	**100.00**	**100.00**

(ii) Details of preference shares held by promoters

S. No.	Promoter Name	Shareholding at the end of the year As at 31 March 2023		% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	
1	SAEL Industries Limited	1,60,66,550	100.00	100
	Total	**1,60,66,550**	**100.00**	**100.00**

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SAEL Limited

Securities premium

In Rs. million unless otherwise stated

Particulars	As at 31 March 2023
21 Borrowings	
measured at amortised cost	
Secured*	
Term loans	
- from banks	1,402.55
Non convertible debentures	9,704.60
Less: Current maturity of	
'Non current borrowings (refer note 25)	(1,401.18)
'Non convertible debenture (refer note 25)	(820.09)
Unsecured	
Loan from related parties#	-
	8,885.88

* Refer note 38 for terms of borrowings.

\# During the year, the Company has obtained non-current borrowings for its Holding Company amounting to Rs. Nil which is repayable after the expiry of 5 years.
These are interest-free loans and have been accounted at fair value as per Ind AS 109 " Financial Instruments". Pursuant to this accounting, the difference between gross proceeds and fair value has been shown as a "Contribution from the Holding Company".

22 Lease liabilities*	
Non current	9.79
Current	0.22
	10.01
23 Provisions	
Provision for employee benefits	
Provision for gratuity (refer note 50)	15.67
	15.67
24 Other non current liabilities	
Deferred grant	230.51
	230.51
25 Borrowings	
measured at amortised cost	
Secured	
Cash credit facility from banks#	543.77
Current maturity of	
Non current borrowings	1,401.18
Non convertible debenture	820.09
Unsecured	
Loan from related parties* (refer note 39)	4,375.56
	7,140.60

\# Refer note 38 for terms of borrowings.
* Interest free loan, repayable on demand

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ANIL SOOD & ASSOCIATES FRN : 004985N FEROZEPUR CITY CHARTERED ACCOUNTANTS

SAEL Limited

In Rs. million unless otherwise stated

Particulars	As at 31 March 2023
26 Trade payables	
(measured at amortised cost)	
Due to micro enterprises and small enterprises (refer note below)	-
Due to others	411.18
	411.18

Note:-

a Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006'):

i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	-
ii)	The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payments made to the supplier beyond the appointed day during accounting year	-
iii)	The amount of interest due and payable for the period of delay in making payments (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-
iv)	The amount if interest accrued and remaining unpaid at the end of each accounting year, and	-
v)	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-
		-

The above information regarding dues to Micro, Small and Medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 has been determined to the extend identified and information available with the Company pursuant to Section 22 of the Micro, Small and Medium enterprises Development Act (MSMED), 2006.

Trade payable ageing schedule as at 31 March 2023

31 March 2023	Outstanding for following periods from the due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME*	-	-	-	-	-	-
Undisputed dues - Others	6.02	247.45	28.97	71.63	-	354.07
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total trade payables	**6.02**	**247.45**	**28.97**	**71.63**	**-**	**354.07**

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

27 Other financial liabilities	
Interest accrued	0.80
Capital creditors	175.93
Related parties (refer note 39)	-
Others	-
Employee related liabilities	2.46
Other financial liabilities	
Related parties (refer note 39)	863.17
Others	432.47
	1,474.83

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SAEL Limited

In Rs. million unless otherwise stated

Particulars	As at 31 March 2023
28 Other current liabilities	
Advance from customers	9.83
Payable to statutory authorities	14.19
Deferred grant	43.08
	67.10
29 Provisions (current)	
Provision for employee benefits	
Provision for gratuity (refer note 50)	1.00
Provision for compensated absences	13.25
	14.25

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WALKER CHANDIOK & CO LLP ACCOUNTANTS

ANIL SOOD & ASSOCIATES FRN : 004985N FEROZEPUR CITY CHARTERED ACCOUNTANTS

SAEL Limited

SAEL Limited
CIN - U40101PB1999PLC023197
Special Purpose Notes to Financial Statements for the year ended 31 March 2023

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2023
30 Revenue from operations	
Revenue from sale of electricity	3,684.16
Revenue from supply of product	63.73
Revenue from supply of services	55.27
Total (A)	**3,803.16**
Other operating revenues	
Other operative service	-
Total (B)	-
Total (A+B)	**3,803.16**

Revenue from contracts with customers

a) Disaggregation of revenue

Set out below is the disaggregation of the Company revenue from contracts with customers:

Particulars	For the year ended 31 March 2023
Revenue from contracts with customers	
Revenue from sale of electricity	3,684.16
Revenue from supply of product	63.73
Revenue from supply of services	55.27
Total (A)	**3,803.16**
Other operating revenues	
Other operative service	-
Total revenue	**3,803.16**

b) Contract balances

Particulars	For the year ended 31 March 2023
Receivables (refer note 14)	
Trade receivables (gross)	497.07
Less : Allowances for doubtful debts	(3.20)
Net trade receivables	**493.87**
Contract assets	-
Contract liability*-Advance from customer	9.83

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

* The revenue received in advance represents contract liability balance outstanding as at the respective dates. The revenue received in advance outstanding as at 1 April 2022 were recognised to the extent of revenue satisfaction of the associated performance obligations during the year ended 31 March 2023.

c) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Revenue as per contract	73.50
Adjustments:	
Rebate and discounts	73.50
Revenue from contract with customers	-

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

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ANIL SOOD & ASSOCIATES * FRN : 004985N FEROZEPUR CITY * CHARTERED ACCOUNTANTS *

SAEL Limited *

In Rs. million unless otherwise stated

Particulars	For the year ended 31 March 2023

d) Transaction price - remaining performance obligation

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

e) There is no significant estimate involved in the recognition of revenue from contract.

31 Other income

Interest income	
- on bank deposits	28.74
- on related party loans (refer note 39)	-
Amortisation of deferred grant	36.84
Insurance claim received	2.02
Gain on sale of property, plant and equipment (net)	0.88
Fair value gain on mutual fund (FVTPL)	-
Gain on transfer of business (refer note 40)	72.64
Miscellaneous income	1.70
	142.82

32 Cost of material consumed

Inventories at the beginning of the year	1,140.08
Add : Purchase	
Less : Inventories at the end of the year	
Cost of raw material consumed	**1,140.08**

33 Employee benefits expense

Salaries, wages and bonus	322.56
Contribution to provident and other funds	10.27
Staff welfare expenses	10.06
	342.89

34 Finance costs

Interest expense	746.63
- borrowings	542.92
- lease liabilities	-
- loan from related party*	
- non convertible debentures	203.71
Other borrowing cost*	207.33
	953.96

35 Depreciation and amortisation expenses

Depreciation and amortisation expenses (refer note 3)	1,573.65
Amortisation of right of use of assets (refer note 3)	-
	1,573.65

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WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

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SAEL Limited

SAEL Limited
CIN - U40101PB1999PLC023197
Special Purpose Notes to Financial Statements for the year ended 31 March 2023

Particulars	In Rs. million unless otherwise stated For the year ended 31 March 2023
36 Other expenses	
Operation and maintenance expense	-
Consumption of stores and spares	19.23
Freight, cartage and direct labour expenses	3.77
Power & fuel	22.98
Repairs and maintenance	
Plant and equipments	20.87
Others	41.19
Rent and hire charges	15.26
Rates and taxes	8.41
Insurance	36.46
Security services	18.21
Travelling and conveyance	14.97
Legal and professional fees	99.68
Payment to auditors (refer note a below)	3.37
Provision for doubtful bad debts (refer note 37)	-
Bank charges	23.01
Advances written off	61.81
Donation	10.11
Corporate social responsibility (refer note 45)	20.64
Miscellaneous expenses	58.69
	478.66
note:-	
a) payment to auditors as	
- Statutory audit	2.15
- Certification and other services	0.10
-Out of pocket expenses	1.12
	3.37

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SAEL Limited

37 Financial instruments

(i) Fair value hierarchy

There are no financial assets or liabilities measured at fair value in these special purpose financial statements except stated below.

(ii) Financial instruments by category

In Rs million unless otherwise stated

Particulars	31 March 2023	
	FVTPL*	Amortised cost
Financial assets		
Loans	-	2,575.03
Investments**	5.27	-
Other financial assets	-	1,269.17
Trade receivable	-	493.87
Cash and cash equivalents	-	3,139.40
Other bank balances	-	469.21
Total financial assets	**5.27**	**7,946.69**
Financial liabilities		
Borrowings	-	16,026.48
Lease liabilities	-	10.01
Other financial liabilities	-	1,474.83
Trade payables	-	411.18
Total financial liabilities	-	**17,922.49**

*Fair value through Profit and Loss

The amortised cost of the financial assets and liabilities approximate to the fair value on the respective reporting dates.

Disclosure pertaining to discontinuing operations has been made in accordance with Ind AS 105 "Non-current assets held for sale and discontinued operations".

** excludes investments in subsidiaries, valued at cost

Fair value measurement hierarchy for Investments :

Particulars	31 March 2023	Valuation methodology/ technique
Investments in quoted mutual funds (Level 1)	5.27	These quoted mutual funds are valued at fair value on the basis of the Net Asset Value (NAV) of the fund on the reporting date.

(iii) Risk management

The Company activities expose it to credit risk, liquidity risk and market risk. The Company board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in the financial statements.

(A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

i) Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date
B: Moderate credit risk
C: High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivable and other financial assets	12 month expected credit loss

Based on business environment in which the Company operates, there have been no defaults on financial assets of the Company by the counterparties. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. There have been no cases of write off with the Company.

In Rs million unless otherwise stated

Credit rating	Particulars	31 March 2023
A: Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivable and other financial assets	7,946.69









37 **Financial Instruments**

(i) **Fair value hierarchy**

b) **Credit risk exposure**

(i) **Provision for expected credit losses**

The Company provides for 12 month expected credit losses for following financial assets –

31 March 2023 — In Rs million unless otherwise stated

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	3,139.40	-	3,139.40
Investment*	5.27	-	5.27
Other bank balances	469.21	-	469.21
Loans	2,575.03	-	2,575.03
Trade receivable	497.07	3.20	493.87
Other financial assets	1,269.17	-	1,269.17
Total	**7,955.16**	**3.20**	**7,951.96**

Changes in provision for doubtful trade receivables:

In Rs million unless otherwise stated

Particulars	As at 31 March 2023
Opening Balance	3.20
Addition during the year	-
Closing Balance	**3.20**

The credit risk for cash and cash equivalents and other bank balances is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Company major trade receivables and other receivables are with, government owned counterparty. Therefore, these receivables are considered high quality and accordingly no life time Following is the trade receivables ageing:

Expected credit loss for trade receivable as at 31 March 2023 — In Rs million unless otherwise stated

Particulars	Unbilled Due	Not Due	Less than 6 months	6 months to 1 year	1 year to 2 year	2 year to 3 year	More than 3 years	Total
Gross Carrying Value	183.30	134.25	30.15	10.02	78.30	0.47	12.22	448.72
Expected credit loss rate (%)	-	-	-	-	-	-	26.19%	0.71%
Expected credit losses (b)							3.20	3.20
Net trade receivables	183.30	134.26	30.15	10.02	78.30	0.47	9.02	445.52

* excludes investments in subsidiaries, valued at cost.

(B) **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. The Company approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the Company operates.

Financial arrangement

The Company has access to the following undrawn borrowings facilities at the end of the reporting period.

In Rs million unless otherwise stated

Particular	31 March 2023
Borrowings (other than cash credit facilities)	750.00

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments, where applicable.

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37 Financial Instruments

(I) Fair value hierarchy

In Rs million unless otherwise stated

31 March 2023	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest)	4,919.33	3,183.10	6,819.95	6,278.37	21,200.75
Lease liabilities	-	1.00	4.00	14.00	19.00
Trade payables	-	411.18	-	-	411.18
Other financial liabilities		1,474.83	-	-	1,474.83
Total	**4,919.33**	**5,070.11**	**6,823.95**	**6,292.37**	**23,105.76**

The gross outflows disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

(C) Market risk

a) Foreign exchange risk

The Company is not exposed to foreign exchange risk on account of its payables in foreign currency.

b) Interest rate risk

i) Liabilities

The Company has exposure in foreign currency is in respect of borrowings which is availed through issue of 7.80% Senior Secured USD Notes.

Foreign currency risk exposure:

Particulars	As at 31 March 2023	
	USD	INR
7.8% Senior Secured Bond Maturing 2031*	118.09	9,704.60
	118.09	**9,704.60**

*The above amount includes EIR impact of the ancillary borrowing cost

Derivative financial instruments such as foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

Sensitivity

The sensitivity of profit or loss/total equity to changes in the exchange rates arises from foreign currency denominated financial instruments.

Particulars	As at 31 March 2023	
	USD	INR
7.8% Senior Secured Bond Maturing 2031		
Exchange rate increase by 1% (net of tax)	1.18	97.05
Exchange rate decrease by 1% (net of tax)	(1.18)	(97.05)

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk: In Rs million unless otherwise stated

Particulars	31 March 2023
Variable rate borrowing	1,946.32
Fixed rate borrowing	14,080.16
Total borrowings	**16,026.48**

Sensitivity

Below is the sensitivity of special purpose profit or loss and equity changes in interest rates. In Rs million unless otherwise stated

Particulars	31 March 2023
Interest sensitivity*	
Interest rates – increase by 100 basis points (31 March 2023: 100 basis points)	19.46
Interest rates – decrease by 100 basis points (31 March 2023: 100 basis points)	(19.46)

* Holding all other variables constant

ii) Assets

The Company fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

Below is the overall exposure of the deposits: In Rs million unless otherwise stated

Particulars	31 March 2023
Fixed rate deposits	514.36
Total deposits	**514.36**

The Company has fixed deposit with banks which are carried under the held till maturity category and have fixed rate of interest, and thereforer does not expose the Company to any cash flow or fair value risk.

c) Price risk

The Company is mainly exposed to the price risk due to its investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments. At 31 March 2023, the investments in debt mutual funds amounts to Rs.5.57 million. These are exposed to price risk.

The Company has laid policies and guidelines which it adheres to minimise price risk arising from investments in mutual funds.
A 1% increase in prices would have led to approximately an additional Rs.0.05 million gain in the special purpose Statement of Profit and Loss. A 1% decrease in prices would have led to an equal but opposite effect.

Exposure to interest rate risk	31 March 2023
Investment in mutual fund (quoted) (at FVTPL)	5.27

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SAEL Limited

37 Financial instruments

(i) Fair value hierarchy

Sensitivity analysis

The table below summarises the impact of increases/decreases of the index on the Company's equity and profit for the year :

Effect in Rs. Million	Impact on Profit or (loss) net of tax	
	100 bp increase	100 bp decrease
31 March 2023		
Investment in mutual fund (quoted)	0.05	(0.05)
Fair value change through profit and loss (net)	**0.05**	**(0.05)**

* Holding all other variables constant

Capital management

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

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep an optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowing less cash and cash equivalents.

In Rs million unless otherwise stated

Particulars	31 March 2023
Borrowings	16,045.11
Less: Cash and cash equivalents	3,142.26
Less: bank balance other than cash and cash equivement	469.21
Net debt	**19,656.59**
Equity	1,706.18
Total equity	**1,706.18**
Capital and net debt	**21,362.77**
Gearing ratio (%)	**92.01%**

Above amount represents total of both from continuing and discontinuing operations

Compulsorily convertible preference share of Rs. 160.67 million held by Company's promoters, has been considered as equity for the purpose of calculation of gearing ratio.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the lender to immediately call loans and borrowings.

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38 Terms of borrowings

S. No.	Nature of loan	Borrowing from	Name of Bank/ Financial institution	Nature of security	Terms of repayment and interest rate	31 March 2023
1	Non- Convertible Debentures	Financial Institutions	1. India Infradebt Limited 2. ASEEM Infrastructure Finance Limited 3. TATA Cleantech Capital Limited 4. Kotak Infrastructure Debt Fund Limited	1 First pari passu charge by way of:- (a) mortagage of entire immovable property (b) Charge by way of hypothecation on the entire movable properties (c) Charge on the entire cash flows, receivables, book debts and revenues. (d) Charge by way of assignment or hypothecation of all the rights, title etc in project documents. (e) Charge on DSRA (f) First ranking pari passu pledge of 100% of the equity shares of issuer (g) Personal guarantee (h) Unconditional guarantee from each guarantor in favour of common security trustee.	Non convertible debenture is of 31 March 2023 : Rs. 9,704.59 million @ 9.85% p.a. subject to an increase of 0.25% for each notch of a downgrade of External Credit Rating. Interest is payable on a monthly basis. The loan is repayable in 40 installments starting from March 2023 and ending in November 2032. Mandatory cash sweep is repayable in 21 installments starting from March 2023 and ending in November 2032.	9,704.60
3	Term loan	Bank	State Bank of India	Term loan is secured by first charge on entire fixed assels of the company purchased or to be purchased for roof top 5 nothern railway sites at Kalka, Jagadhari, Amritsar, Charbagh and Alambagh.	State Bank of India term loan is of 31 March, 2023 : Rs 51.59 million @ 7.35% p.a. to 7.50% p.a. The loan has been repaid on 3 April 2023.	51.59
4	Term loan	Bank	State Bank of India	Term loan is secured by first charge on entire fixed assets purchased or to be purchased as per sanctioned project.	State Bank of India term loan is of 31 March, 2023 : Rs 170.74 million @ 7.50% p.a. to 8.30% p.a. The loan has been repaid on 3 April 2023.	250.86
5	Term loan	Bank	State Bank of India	Term loan is secured by first charge on entire fixed assets purchased or to be purchased as per sanctioned project.	State Bank of India term loan is of 31 March, 2023 : Rs 80.12 million @ 7.50% p.a The loan has been repaid on 3 April 2023	54.35
6	Term loan	Bank	Indian Bank	(A) Exclusive charge on entire fixed assets located in village Sahapura, Mawasa and Khutela in tehsil Konch, Uttar-Pradesh including equitable mortagage of entire project land and building to be constructed there upon and hypothecation charged on entire plant and machinery and equipment and other current assets both present and future of the said project. (B) The credit facility is further secured by personal guarantee of directors and their relatives.	Indian Bank term loan is of Rs 1,043.06 million @ 9.00% p.a. The loan has been repaid on 3 April 2023.	1,043.06

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Special Purpose Notes to Financial Statements for the year ended 31 March 2023

38 Terms of borrowings

S. No.	Nature of loan	Borrowing from	Name of Bank/ Financial Institution	Nature of security	Terms of repayment and interest rate	31 March 2023
7	Vehicle loan	Bank	Punjab National Bank	Vehicle loans are secured against the specific vehicle for which the loan is sanctioned.	Punjab National Bank vehicle loans are of 31 March 2023: Rs 2.69 million @ 7.00% p.a. to 9.00% p.a.).The loans are repayable as per their respective sanctioned terms, ending in July 2025.	2.70
8	Cash credit facility	Bank	ICICI Bank	Cash credit facility from banks on consortium / standalone basis are secured against entire current assets of the Company by hypothecation of present and future stocks of raw material, finished goods, packing material, spare parts , trade receivable, advance paid to suppliers of raw material on the basis of first pari-passu charge of the respective units with consortium members banks equitable mortgage of specific properties at various units/ locations in the name of directors, family members and personal guarantees of directors and family members.	-	543.76
				Bank		**11,650.92**

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SAEL Limited

39 Related parties

I Names of related parties and related party relationship

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

a) Holding Company

SAEL Industries Limited

b) Subsidiaries of SAEL Limited	**Ownership Interest 31 March 2023**
Sunfree Paschim Renewable Energy Private Limited	100%
Sunfree North East Renewable Energy Private Limited	100%
Canal Solar Energy Private Limited	100%
Laxjeet Renewable Energy Private Limited	100%
Universal Biomass Energy Private Limited	100%
VCA Power Private Limited	100%
TNA Renewable Energy Private Limited	100%
KTA Powers Private Limited	100%
Jasrasar Green Power Energy Private Limited	100%
Sardarshahar Agri Energy Private Limited	100%
SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited) (w.e.f. 1(	100%
SAEL Engineering Private Limited (Formerly Lalitpur Solar Private Limited)	100%
SAEL Solar Mfg. Private Limited (w.e.f. 04 March 2022)	100%
SAEL RE Power Private Limited (w.e.f. 04 March 2022)	100%
SAEL Solar Solutions Private Limited (w.e.f. 04 March 2022)	100%
SAEL Solar India Private Limited	100%
SAEL Power Private Limited	100%
SAEL International Limited, Hongkong	100%
Urjanidhi Solar Private Limited	100%
Sunfree Energy Private Limited	100%
Native Power Private Limited	100%
SAEL EV Infra Private Limited	100%

c) Step down subsidiary of SAEL Limited

Chattargarh Renewable Energy Private Limited	100%
SAEL Solar RJP1 Private Limited	

d) Directors and kep Managerial person

Mr. Jasbir Singh (Managing Director)
Mr. Sukhbir Singh (Whole Time Director)
Mr. Romesh Kumar Dhir (Director, upto 26 May, 2023)
Mr. Madan Lal (Independent Director, upto 15 May 2023)
Mr. Randeep Singh Grewal (Independent Director)
Dr. (Mrs.) Sanjeevan Bajaj (Independent Director)

e) Key Managerial Person other than Directors

Mr. Dushyant Kumar (Chief Financial Officer, appointed effective from 25 April 2023)
Mr. Vishal Garg (Company Secretary)
Mr. Avinash Jaiswal (Chief Financial Officer, upto 24 April 2023)

f) Relatives of Directors and Key Managerial Person

Mr. Harsh Awla
Mr. Laxit Awla
Mrs. Neetu Awla
Mr. Harjagat Awla

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SAEL Limited

g) Entities over which key managerial persons and their relative are able to exercise significant influence

Name of the Entity

SAEL Agri warehousing private Limited
Sun Layer Energy Private Limited
H.S Awla Foundation

II Transactions with related parties

In Rs million unless otherwise stated

S. No.	Particular	For the year ended 31 March 2023
(A)	**Transaction with related parties**	
1	**Remuneration to directors/ key managerial person**	
	Laxit Awla	6.00
	Vishal Garg (CS)	1.51
	Avianshi Jaiswal	1.82
	Kainaat Awla	0.60
		9.93
2	**Conversion on related party loan into investment in equity share capital**	
	Jasrasar Green Power Energy Private Limited	-
3	**Interest expense on non-current borrowing**	
	SAEL Industries Limited	-
4	**Receipt of loan given to related party**	
	Universal Biomass Energy Private Limited	-
	KTA Powers Private Limited	-
	Sunfree North East Renewable Energy Private Limited	-
	Sardarshahar Agri Energy Private Limited	-
	TNA Renewable Energy Private Limited	-
	Jasrasar Green Power Energy Private Limited	-
	VCA Power Private Limited	-
	Others	-
5	**Loan given to related party**	
	Jasrasar Green Power Energy Private Limited	323.57
	Universal Biomass Energy Private Limited	430.68
	KTA Power Private Limited	372.46
	Sunfree North East Renewable Energy Private Limited	338.40
	Sardarshahar Agri Energy Private Limited	327.61
	TNA Renewable Energy Private Limited	325.98
	VCA Power Private Limited	317.04
	Other	139.82
		2,575.56









In Rs million unless otherwise stated

S. No.	Particular	For the year ended 31 March 2023
(A)	**Transactions with related parties(continued)**	
6	**Non-current loan given to related party**	
	KTA Power Private Limited	-
	Universal Biomass Energy Private Limited	-
	SAEL Solar Solution Private Limited	-
	Others	
		-
7	**Interest income on non-current loan given to related party**	
	KTA Power Private Limited	-
	SAEL Solar Solution Private Limited	-
	Universal Biomass Energy Private Limited	-
	Others	
		-
8	**Purchase of property plant and equipment**	
	SAEL Solar Mfg. Private Limited	34.29
	SAEL Industries Limited	-
		34.29
9	**Sale of property plant and equipment**	
	SAEL Engineering Private Limited	-
		-
10	**Capital advance given to related party**	
	SAEL Solar Mfg. Private Limited	130.00
11	**Current borrowing received from related party**	
	Jasbir Singh	100.55
	Sukhbir Singh	86.20
	SAEL Engineering Private Limited	73.53
	SAEL Industries Limited	4,302.03
		4,562.30
12	**Non-current borrowing received from related party**	
	SAEL Industries Limited	
13	**Sale of business to related party**	
	SAEL Solar Mfg. Private Limited	1,081.20
	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	532.97
14	**Repayment of loan received from related parties**	
	SAEL Industries Limited	-
	Others	
		-

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S. No.	Particular	For the year ended 31 March 2023
(A)	**Transactions with related parties(continued)**	
15	**Expenses incurred by Company on behalf of**	
	Laxit Awla	-
	SAEL Solar RJP1 Private Limited	-
	Sun Layer Energy Private Limited	5.71
	Neetu Awla	4.92
		10.63
16	**Expenses incurred on behalf of Company by**	
	Chattargarh Renewable Energy Private Limited	-
		-
17	**Sale made/ Services given related parties**	
	Sunlayer Energy Private Limited	9.56
		9.56
18	**Sale of investment**	
	H.S. Awla Foundation	0.09
19	**Subscription of shares in subsidiaries**	
	KTA Power Private Limited	0.04
	VCA Power Private Limited	0.04
	Sunfree North East Renewable Energy Private Limited	274.06
	SAEL Solar Mfg Private Limited	250.00
	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	500.00
		11,395.24

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In Rs million unless otherwise stated

S. No.	Particular	As at 31 March 2023
(B)	**Outstanding balances**	
1	**Investment in Subsidiaries**	
	Universal Biomass Energy Private limited	787.98
	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	500.10
	Jasrasar Green Power Energy Private Limited	0.10
	Sunfree North East Renewable Energy Private Limited	274.16
	Sunfree Paschim Renewable Energy Private Limited	352.23
	SAEL Solar Mfg Private Limited	250.10
	Canal Solar Energy Private limited	231.00
	Laxjeet Reenwable Energy Private limited	96.00
	SAEL International Limited-Hongkong	70.68
	KTA Power Private Limited	0.10
	TNA Renewable Energy Private Limited	0.01
	Sardarshahar Agri Energy Private Limited	0.10
	VCA Power Private Limited	0.10
	SAEL Solar India Private Limited	0.10
	Urjanidhi Solar India Private Limited	0.10
	Native Power Private Limited	0.10
	SAEL Power Private Limited	0.10
	Sunfree Energy Private Limited	0.10
	SAEL RE Power Private Limited	0.10
	SAEL Solar Solutions Private limited	0.10
	SAEL EV Infra Private limited	0.10
	SAEL Engineering Private Limited (Lalitpur Solar Private Limited)	0.10
		2,563.55
2	**Value of Deemed Investment accounted in terms of fair valuation under Ind AS 109 (net of tax)**	
	TNA Renewable Energy Private Limited	-
	VCA Power Private Limited	-
	KTA Power Private Limited	-
	Jasrasar Green Power Energy Private Limited	-
	SAEL Solar Solution Private Limited	-
	Sardarshahar Agri Energy Private Limited	-
	Universal Biomass Energy Private Limited	-
	SAEL Kaithal Renewable Energy Private Limited (formerly Chitrakoot Solar Private Limited)	-
	Sunfree North East Renewable Energy Private Limited	-
	Sunfree Paschim Renewable Energy Private Limited	-
	SAEL Solar Mfg. Private Limited	-
	SAEL RE Power Private Limited	-
	Canal Solar Energy Private Limited	-
		-
4	**Loan from related party (short term borrowings)**	
	SAEL Engineering Private Limited (Lalitpur Solar Private Limited)	73.53
	SAEL Industries Limited	4,302.03
		4,375.56
5	**Loan from related party (Non Current borrowings)**	
	SAEL Industries Limited	-
6	**Contribution from Holding Company**	
	SAEL Industries Limited	-
7	**Related party payable**	
	Jasbir Singh	101.55
	Sukhbir Singh	89.41
	SAEL Agri Commodities limited	545.51
	Laxjeet Renewable Energy Limited	2.15
	Sukhbir Solar Energy Private Limited	23.97
	Chattargarh Renewable Energy Private Limited	-
		863.16
8	**Advance to related parties**	
	Sun Layer Energy Private Limited	5.71
	H.S. Awla Foundation	0.17
	Neetu Awla	4.93
		10.81

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SAEL Limited

SAEL Limited
CIN - U40101PB1999PLC023197
Special Purpose Notes to Financial Statements for the year ended 31 March 2024

In Rs million unless otherwise stated

S. No.	Particular	As at 31 March 2023
(B)	**Outstanding balances (continued)**	
8	**Capital advance to related party**	
	SAEL Solar Mfg. Private Limited	95.81
9	**Non current loan given to related parties**	
	Sunfree Paschim Renewable Energy Private Limited	-
	SAEL Solar Mfg Private Limited	-
	SAEL RE Power Private Limited	-
	Canal Solar Energy Private Limited	-
	SAEL Kaithal Renewable Energy Private Limited (formerly Chitrakoot Solar Private Limited)	-
	Universal Biomass Energy Private Limited	-
	KTA Powers Private Limited	-
	TNA Renewable Energy Private Limited	-
	VCA Power Private Limited	-
	Sardarshahar Agri Energy Private Limited	-
	Jasrasar Green Power Energy Private Limited	-
	Sunfree North East Renewable Energy Private Limited	-
	SAEL Solar Solutions Private limited	-
	Native Power Private Limited	
	SAEL Engineering Private Limited	
	Others	
		-
10	**Current loan given to related parties**	
	Universal Biomass Energy Private Limited	430.68
	KTA Powers Private Limited	372.46
	Sunfree North East Renewable Energy Private Limited	338.40
	Sardarshahar Agri Energy Private Limited	327.61
	TNA Renewable Energy Private Limited	325.98
	Jasrasar Green Power Energy Private Limited	323.57
	VCA Power Private Limited	316.51
	Canal Solar Energy Private Limited	64.78
	Sunfree Paschim Renewable Energy Private Limited	56.63
	Chattargah Renewalble Energy Private Limited	13.97
	Sunfree Energy Private Limited	2.22
	Sael Solar Solutions Private Limited	0.82
	SAEL- EV Infra Private Limited	0.70
	SAEL RE Power Private Limited	0.50
	Urjanidhi Solar Private Limited	0.08
	SAEL Solar India Private Limited	0.06
	SAEL Power Private Limited	0.04
	Native Power Private Limited	0.03
		2,575.03
11	**Receivable from related parties**	
	SAEL Solar Mfg. Private Limited	297.33
	SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited)	553.11
	SAEL Engineering Private Limited	-
	Laxit Awla	-
	Sunfree Energy RJP1 Private Limited	-
		850.44
12	**Other financial liabilities (capital creditor)**	
	SAEL Industries Limited	-
13	**Corporate guarantee with respect to borrowings**	
	Sunfree North East Renewable Energy Private Limited	600.00
14	**Co-guarantee given by subsidiaries forming part of restricted group with respect to non convertible debentures of the Company**	
	Universal Biomass Energy Private Limited, Laxjeet Renewable Energy Private Limited, Sunfree Paschim Renewable Energy Private Limited, Canal Solar Energy Private Limited	9,802.72
15	**Co-guarantee given by the Company with respect to non convertible debentures of Intermediate Holding Company and fellow subsidiaries forming part of restricted group**	
	Universal Biomass Energy Private Limited	975.15
	Laxjeet Renewable Energy Private Limited	208.82
	Sunfree Paschim Renewable Energy Private Limited	872.71
	Canal Solar Energy Private Limited	600.85

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SAEL Limited

40 Sale of assets through Business transfer Agreement (BTA) :

During the previous year two units of SAEL Limited namely Unit-12 (power generating unit situated at village Cheeka road kangthali, Kaithal District, Haryana) on 30 December 2022 transferred to SAEL Kaithal Renewable Energy Private Limited (Formerly Chitrakoot Solar Private Limited and Unit-17 (solar module manufacturing situated at village Hakumat Singh Wala, Tehsil & Distt. Ferozepur, Punjab,) on 6 December 2022 transferred to SAEL Solar Mfg.Private Limited. The Company had sold all the assets and liabilities of these units by way of 'slump sale' as a going concern basis against lump sum sale price in accordance with executed business transfer agreement .

Details of net assets disposed off for such units is a stated below:

In Rs million unless otherwise stated

Particulars	As at 30 December 2022 Unit 12	As at 06 December 2022 Unit 17
Non current assets		
Property, plant and equipment	1,432.42	1.14
Capital work-in-progress	-	135.12
Financial assets		
Other financial assets	48.33	1.71
Other non current assets	53.68	6.48
Current assets		
Inventories	500.72	69.56
Financial assets		
Trade receivables	133.60	-
Cash and cash equivalents	0.95	0.01
Other financial assets	0.05	327.02
Other current assets	189.15	5.16
Total assets (A)	**2,358.90**	**546.20**
Liabilities		
Non current liabilities		
Financial liabilities		
Borrowings	880.36	-
Deferred tax liability	72.65	-
Provisions	4.08	1.13
Current liabilities		
Financial liabilities		
Borrowings	244.53	-
Trade payables	66.80	0.33
Other financial liabilities	80.97	11.75
Other current liabilities	0.88	-
Provisions	0.07	0.02
Total liabilities (B)	**1,350.34**	**13.23**
Net asset disposed off (C)=(A-B)	**1,008.56**	**532.97**
Sale consideration (D)	**1,081.20**	**532.97**
Gain/ (loss) on transfer of business (D-C)	**72.66**	**-**

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SAEL Limited

40.1 **Discontinued operations**

The Board of Directors approved the transfer of warehousing business and agri business, with an objective to segregate the Group's different businesses to ensure the smooth functioning of each business. Accordingly, the Company's warehousing business and agro business are presented as discontinued operations as per the provisions of Indian Accounting Standard - 105 (Ind AS 105) ' Non-current Assets Held for Sale and Discontinued Operations'.
Furthermore, the National Company Law Tribunal ("NCLT") has approved the Composite Scheme of Arrangement (the Scheme') between the SAEL Limited, SAEL Industries Limited, Sapphire Agri and Warehousing Private Limited and their respective shareholders and creditors under section 231 to 232 of the Companies Act 2013 ("the Act"), read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, to the extent applicable, for the demerger of Warehousing and Agri business ("Demerged Undertaking") of the Group, vide order dated 06 May 2025 (the Order') which has been filed with ROC on 28 May 2025, with effect from the Appointed date being 01 January 2023. The transaction is considered to be a business combination of entities under common control.

The disclosure relating to performance of discontinued from 01 April 2022 till 31 December 2022 is given below:

Particulars	For the period from 01 April 2022 to 31 December 2022
Income	
Revenue from operations	165.38
Other income	3.82
Total income	169.21
Expenses	
Cost of materials consumed	-
Employee benefits expense	5.82
Finance costs	1.61
Depreciation and amortisation expense	100.36
Other expenses	75.45
Total expenses	183.24
Profit before tax	(14.03)
Tax expense	-
Profit for the period	(14.03)

Note: Refer note 41 for Scheme of Arrangement between SAEL Industries Limited (the Holding Company), SAEL Limited (a subsidiary of the Holding Company), and Sapphire Agri and Warehousing Private Limited.

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41 Scheme of arrangement between the Company, SAEL Industries Limited ("Holding Company") and Sapphire Agri and Warehousing Private Limited "Composite Scheme of Arrangement"

The National Company Law Tribunal ("NCLT") has approved the Composite Scheme of Arrangement (the Scheme') between the Company, SAEL Industries Limited, Sapphire Agri and Warehousi Private Limited and their respective shareholders and creditors under section 231 to 232 of the Companies Act 2013 ("the Act"), read with Companies (Compromises, Arrangements a Amalgamations) Rules, 2016, to the extent applicable, for the demerger of Warehousing and Agri business ("Demerged Undertaking") of the Company, vide order dated 06 May 2025 (the Orde which has been filed with ROC on 28 May 2025, with effect from the Appointed date being 01 January 2023. The transaction is considered to be a business combination of entities under comm control.

The Company has given effect to Scheme from the Appointed date i.e. 01 January 2023, as approved by the NCLT in its Order and has accounted for the demerger in its books of accounts accordance with accounting treatment approved in the Scheme, by way of adjusting the opening balances as at 01 Jaunary 2023, considering this is a business combination of entities under comm control.

Information of assets and liabilities transferred on 01 January 2023:

Particulars	As at 01 January 2023
Assets directly pertaining to discontinued operations	
Assets	
Non current assets	
Property, plant and equipment	0.5
Investment property	2,148.5
Financial assets	
Investment in partnership firm	10,839.3
Other financial assets	14.0
Total non current assets	**13,002.4**
Current assets	
Financial assets	
Trade receivables	51.1
Cash and cash equivalents	2.8
Other financial assets	124.5
Current tax assets (net)	16.2
Other current assets	1.1
Total current assets	**195.**
Total assets (A) **(B)**	**13,198.4**
Liabilities directly pertaining to discontinued operations	
Liabilities	
Non current liabilities	
Provisions	0.6
Total non current liabilities	**0.6**
Current liabilities	
Financial liabilities	
Borrowings	18.6
Trade payables	
Total outstanding dues of micro enterprises and small enterprises	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	50.8
Other current liabilities	24.0
Provisions	0.1
Total current liabilities	**93.6**
Total liabilities (B)	**94.2**
Net assets (A-B)	**13,104.1**

Pursuant to the Order, the difference between the book values of the assets and liabilities derecognised in the books of the Company has been debited to the Other Equity: Retained earnings of t Company.

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42 Earnings per share

Both the basic and diluted earnings per share have been calculated using the profit attributable to shareholders of the parent company as the numerator, i.e. no adjustments to profit were necessary.

The reconciliation of the weighted average number of shares for the purposes of diluted earnings per share to the weighted average number of ordinary shares used in the calculation of basic earnings per share is as follows:

In Rs million unless otherwise stated

Particulars	As at 31 March 2023
Loss attributable to owners	(292.02)
Profit/ (loss) pertaining to discontinuing operations	(14.05)
Number of equity shares	23,76,10,034
Number of preference share	1,60,66,550
Weighted average number of equity shares	23,76,10,034
Basic and diluted loss per share from continuing operations	(1.23)
Basic and diluted earnings per share pertaining to discontinuing operations	(0.06)
Basic and diluted earnings per share from continuing and discontinuing operations	(1.29)

Compulsorily convertible preference shares, which are convertible into fixed number of equity share based upon the fair value of the equity shares on the date of conversion, have been considered in the calculation of earnings per share.

43 Details of assets pledged

The carrying amounts of assets pledged as security for current and non-current borrowings are:

In Rs million unless otherwise stated

Particulars	As at 31 March 2023
Current	
Inventories	892.93
Investments	5.27
Trade receivables	493.87
Cash and cash equivalents	3,139.40
Other bank balances	469.21
Loans	2,575.03
Other financial assets	1,234.56
Other current assets	105.30
Total	**8,915.57**
Non-current	
Property, plant and equipment	7,548.23
Right-of-use assets	-
Capital work-in-progress	738.08
Investments	2,563.56
Loans	-
Other financial assets	34.61
Other non current assets	408.74
Total	**11,293.22**

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44 Capitalisation of expenditure

The expenditure incidental to the setting up of the project is included in capital work in progress (CWIP) which is apportioned to the assets on completion of the project and commencement of commercial operations. The Company has capitalised the following expenses to the cost of fixed asset/ capital work-in-progress:

Particulars	For the year ended 31 March 2023
Opening balance	66.31
Bank charges	0.34
Employee benefit expense	15.85
Repairs & maintenance	0.73
Rent & hire charges	0.27
Rates & taxes	0.20
Legal & professional charges	0.21
Finance costs	32.95
Depreciation and amortisation expense	0.54
Insurance expenses	0.15
Travelling and conveyance	1.07
Miscellaneous expense	4.34
Total	122.96
Less: transfer to property, plant and equipment	(91.71)
Net amount included in capital work in progress	**31.25**

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Corporate social responsibility expenditure	31 March 2023
1. Amount required to be spent as per Section 135 of the Act:	20.40
2. Amount spent during the year on:	
(i) Construction/ acquisition of an asset	-
(ii) On purposes other than (i) above	20.64
6. Nature of CSR activities	Promoting healthcare, education, environment sustainability, COVID-19 relief and social welfare projects
7. Details of related party transactions in relation to CSR	-
8. Where a provision is made with respect to a liability incurred by entering into a contractul obligation, the movements in the	NA

*The same has been accounted for as provision and accordingly same has been classified under other financial liabilities

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SAEL Limited *

46 Reconciliation of liabilities from financing activities

In Rs million unless otherwise stated

Particulars (2022-23)	As at 01 April 2022	Cash flows		Non cash changes	As at 31 March 2023
		Additions	Payments		
Non-current borrowings (including current maturities)	7,572.30	11,045.39	(6,275.67)	(1,234.87)	11,107.16
Lease liabilities (including current maturities)	184.58		(1.00)	(173.57)	10.01
Current borrowings (net)	623.34	4,505.58	-	-	5,128.92
Interest accrued on borrowings	6.13	-	(844.18)	838.85	0.80
Total liabilities from financial activities	**8,386.35**	**15,550.97**	**(7,120.85)**	**(569.59)**	**16,246.89**

Amount represent total both from continuing and discontinuing operations.

47 Details for funds received and loaned as intermediary

For the year ended 31 March 2023

a) **Funds received from entity (Funding Party):**

In Rs million unless otherwise stated

Funding Party	Date	Amount
SAEL Industries Limited	18 February 2023	48.50
Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi -	20 February 2023	532.13
	21 February 2023	1,100.00
		1,680.63

b) **Funds lend to other entity (Ultimate Beneficiaries)**

In Rs million unless otherwise stated

Ultimate Beneficiaries	Date	Amount
KTA Powers Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	21 February 2023	372.46
Sardarshahar Agri Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21 February 2023	327.61
TNA Renewable Energy Private Limited Registered Address: 32, Shivji Marg Westend Greens, Rangpuri South West, Delhi - 110037	21 February 2023	325.98
Jasrasar Green Power Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21 February 2023	323.57
VCA Power Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21 February 2023	317.04
Chattargah Renewalble Energy Private Limited Registered Address: Faridkot Road Guruharsahai Distt Ferozepur Guruharsahai Punjab - 152022	21 February 2023	13.97
		1,680.63









48 Co-guarantee provided to or on behalf of the ultimate beneficiaries:

In Rs million unless otherwise stated

Ultimate Beneficiaries	As at 31 March 23
Universal Biomass Energy Private Limited	990.00
Laxjeet Renewable Energy Private Limited	212.00
Sunfree Paschim Renewable Energy Private Limited	886.00
Canal Solar Energy Private Limited	610.00
Total	**2,698.00**

The Company has complied with relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999), Companies Act and the Prevention of Money-Laundering Act, 2002 (15 of 2003).

49 Contingent liabilities and commitments

Contingent liabilities

In Rs million unless otherwise stated

(i)

Particulars	As at 31 March 2023
Co-guarantee issued (refer note 39)	2,657.53
Total	**2,657.53**

In Rs million unless otherwise stated

(ii)

Particulars	As at 31 March 2023
1. Disputed demand for*	
(i) Customs duty**	145.80
2. Corporate guarantee	600.00
Total	**1,204.64**

* All the matters above are subject to legal proceedings in the ordinary course of business. The management is confident that its position to be upheld in the appeals pending before various appellate authorities and no liabilities could arise on the Company on account of these proceedings.

** The Company has paid under protest amount Rs 4.45 million against the customs duty and income-tax demands respectively.

(iv) Capital commitment

In Rs million unless otherwise stated

Particulars	As at 31 March 2023
Continuing operations	
Capital commitments (net of advance)	169.63
Total	**169.63**

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50 Employee benefits

Defined contribution

Contributions are made to the recognised provident and family pension fund, cover all eligible employees under applicable Acts. Both the employees and the Company make pre-determined contributions to the provident fund. The contributions are normally based upon a proportion of the employee's salary. The Company has recognized an amount of Rs 10.27 million towards employer's contribution in provident fund and other funds in the special purpose statement of profit and loss.

Defined benefit obligation

Provision for gratuity, payable to eligible employees on retirement/separation, is based upon an actuarial valuation as at the special purpose balance sheet date. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The obligations are actuarially determined using the 'Projected Unit Credit Method' as at the special purpose balance sheet date. Gains/ losses on changes in actuarial assumptions are accounted in Other Comprehensive Income as identified by the management of the Company.

Other long term employee benefits

Provision for compensated absences, payable to eligible employees on availment/ retirement/ separation, is based upon an actuarial valuation as at the special purpose balance sheet date. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The obligation are actuarially determined using the 'Projected Unit Credit Method' as at the special purpose balance sheet date. Gains/ losses on changes in actuarial assumptions are accounted in Other Comprehensive Income.

The following are the amounts recognised in Statement of Profit or Loss:

Particulars	For the year ended 31 March 2023
Employer's contribution to Employee's Provident Fund	7.92
Employer's contribution to Employee's State Insurance	2.35
Total	**10.27**

In Rs. million unless otherwise stated

Particulars	Gratuity
	31 March 2023
Reconciliation of liability recognised in the special purpose Balance sheet:	
Present value of commitments	17.31
Net liability in the special purpose balance sheet	17.31
Movement in net liability recognised in the special purpose Balance sheet:	
Net liability as at the beginning of the year	5.75
Net amount recognised as expenses in the special purpose statement of profit and loss	8.38
Benefits paid	(0.07)
Remeasurements-actuarial (gains) / losses	3.26
Net liability as at the end of the year	**17.32**
Expenses recognised in the special purpose statement of profit and loss	
Current service cost	6.46
Interest cost	1.92
Expenses charged to the special purpose statement of profit and loss	**8.38**
Component of defined benefit cost recognised in other comprehensive income	**3.26**
Non current	15.67
Current	1.65

In Rs. million unless otherwise stated

Particulars	Gratuity
	31 March 2023
Reconciliation of defined-benefit commitments:	
Obligations as at the beginning of the year	5.75
Current service cost	6.46
Interest cost	1.92
Benefits paid	(0.07)
Remeasurements- actuarial (gains) / losses	3.26
Obligations as at the end of the year	**17.31**

Breakup of actuarial (gain) / loss

Particulars	31 March 2023
Actuarial (gain)/loss on arising from change in financial assumption	(0.21)
Actuarial (gain)/loss on arising from experience adjustment	3.48
Total actuarial (gain)/loss	**3.27**

The actuarial valuation in respect of commitments and expenses relating to unfunded Gratuity are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expenses:

(a) Economic assumptions

Particulars	31 March 2023
Discount rate	7.26%
Ages (withdrawal rate)	
Up to 30 Years	3
From 31 to 44 years	2
Above 44 years	1
Expected rate of salary increase	8.00%

(b) Demographic assumptions

Particulars	31 March 2023
Retirement age	58 years
Mortality table	Indian Assured Lives Mortality (IALM) (2012-14)

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(c) Sensitivity analysis of defined benefit obligation

In Rs. million unless otherwise stated

Particulars	Gratuity 31 March 2023
a) Impact of the change in discount rate	
i) Impact due to increase of 0.50%	(1.18)
ii) Impact due to decrease of 0.50%	1.31
b) Impact of the change in salary increase	
i) Impact due to increase of 0.50%	1.29
ii) Impact due to decrease of 0.50%	(1.18)

Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefi on retirement.

(d) Maturity profile of defined benefit obligation

Particulars	Gratuity 31 March 2023
Less than 1 year	1.01
Year 1 to 5	1.80
More than 5 years	14.50

The contribution expected to be made by the Compnay during the next financial year 2023-24 of Rs. 10.42 million.
Amount represent total both from continuing and discontinuing operations

51 i) Ind AS 116 - Leases

The Company has lease agreements usually for a period of 10 - 30 years pertainings to land. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. The Company is prohibited from selling or pledging the underlying leased assets as security.

Set out below are the carrying amounts of right-of-use assets recognized and the movement during the year;

In Rs. million unless otherwise stated

Particular	Buildings	Total
Balance as of 01 April 2022	**10.23**	**10.23**
Depreciation (refer note 3)	0.54	0.54
Balance as of 31 March 2023	**9.69**	**9.69**

The following are the amounts recognised in special purpose profit or loss:

Particular	As at 31 March 2023
Depreciation expense of right-of-use asset*	0.54
Interest expense on lease liabilities *	0.78

*The amounts have been capitalised in capital work-in-progress since the plant is yet to be commissioned.

The following is the break-up of current and non-current lease liabilities as of 31 March 2024 and 31 March 2023:

Particulars	As at 31 March 2023
Non-current lease liabilities	9.79
Current lease liabilities	0.22
Total	**10.01**

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The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2023 on an undiscounted basis:

Particulars	As at 31 March 2023
Less than one year	1.00
One to five years	4.00
More than five years	14.00
Total	19.00

The table below describes the nature of Company's leasing activities by type of right-of-use asset recognised on the special purpose balance sheet:

Right-of-use assets		Range of remaining term(in years)	Average remaining lease term	No. of leases with extension options	No. of leases with termination options
Land					
- 31 March 2023	1	18	18	-	-

52 Additional regulatory disclosures

a) The followings are the analytical ratio for the year ended 31 March 2023

Ratios	Numerator	Denominator	Ref	31 March 2023
Current ratio	Total current assets	Total current liabilities		0.98
Debt equity ratio	Debts consist of borrowings and lease liabilities	Total equity		1.10
Debt service coverage ratio	Earning for debts service = net profit after taxes + non-cash opearting expenses + interest + other non-cash adjustments	Debts service = Interest and lease payment + principal repayment	1	2.17
Return on equity ratio (%)	Profit for the year less preference dividend (if any)	Average total shareholders equity	2	2.05%
Inventory turnover ratio	Cost of good sold	Average inventory		1.18
Trade receivable turnover ratio	Revenue from operations	Average trade receivable	3	1.52
Trade payable turnover ratio	Cost of equipments and software licences + other expenses	Average trade payable	4	1.39
Net capital turnover ratio	Revenue from operations	Working capital (i.e. total current assets less total current liabilities	5	(24.08)
Net profit ratio (%)	Profit for the year	Revenue from operations	6	7.71%
Return on capital employed (%)	Profit before tax and finances cost	Capital employed = Total assets - current liabilities	7	1.32%
Return on investment (%)	Income generated from invested funds	Average invested funds in treasury investments	8	0.00%

1 DSCR has been decreased due to early repayment of borrowings during the year
2 Return on equity ratio improved on account of increase in profits during the year
3 Trade receivable turnover ratio is improved because of improved in credit period from customers
4 The trade payable turnover ratio is decreased because of increase in trade payable.
5 Net capital turnover ratio improved because of increase in revenue and improvement in operating cycle.
6 Net capital turnover ratio improved because of decreased losses compared to the previous year.
7 Return on capital employed improves because of increase in earnings before finance cost and depreciation during the year
8 Return on investment has been improved because of better return and better performance of mutual fund.

b) The Company has not been declared as wilful defaulter by any bank or financial institution or any other lender.

c) The Company does not have any charges or satisfaction, which is yet to be registered with Registrar of Companies, beyond the statutory period prescribed under the Companies Act, 2013 and the rules made thereunder.

d) The Company has not entered into any transaction which has not been recorded in the books of account, that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

e) The Company has not traded or invested in crypto currency or virtual currency during the year.

f) The Company does not have any Benami property and further, no proceedings have been initiated or are pending against the Company, in this regard.

g) The Company has not entered into any transactions with struck off companies, as defined under the Companies Act, 2013 and rules made thereunder except:

h) The Company has been sanctioned a working capital limit by banks on the basis of security of current assets. Pursuant to the terms of the sanction letters, the Company is required to file quarterly return or statement with such banks amd such statements are in agreement with the books of accounts.

i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

j) The Group has entered into a scheme of arrangement. The accounting impact of the same is described in note 41 and the effect of such Scheme of Arrangement has been accounted for in the books of account of the Group 'in accordance with the Scheme' and 'in accordance with accounting standards'.

ANIL SOOD & ASSOCIATES * FRN : 004985N FEROZEPUR CITY * CHARTERED ACCOUNTANTS *

SAEL Limited

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

C V B & ASSOCIATES * Mumbai * Chartered Accountants *

53 Segment report

The chief operating decision maker (CODM) i.e. Board of Directors, examines the Company's performance from a service perspective and has identified the 'Power generation' as a single business segment. The Company is operating in India which constitutes a single geographical segment. The CODM reviews internal management reports to assess the performance of the segment 'Power generation'. There are no transactions with a single external customer which would amount to ten percent or more of the Company's revenues.

For Anil Sood & Associates
Chartered Accountants
Firm's Registration no.: 004985N

Varinder Mohan Singhal
Partner
Membership no. 088286

Place: New Delhi
Date: 14 October 2025

For CVB & Associates
Chartered Accountants
Firm's Registration No.: 116131W

Kailashnath Chaturvedi
Partner
Membership No. 087855

Place: New Delhi
Date: 14 October 2025

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No. 507892

Place: New Delhi
Date: 14 October 2025

For and on behalf of the Board of Directors

Jasbir Singh
Managing Director
DIN No- 01668231

Place: New Delhi
Date: 14 October 2025

Dushyant Kumar
Chief Financial Officer

Place: New Delhi
Date: 14 October 2025

Kainaat Awla
Director
DIN No - 010546630

Place: New Delhi
Date: 14 October 2025

Vishal Garg
Company Secretary
Membership No. F6867

Place: New Delhi
Date: 14 October 2025