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

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

Independent Auditor's Report on Special Purpose Financial Statements for the year ended 31 March 2024

To the Board of Directors of Sardarshahar Agri Energy Private Limited

Opinion

1. We have audited the accompanying Special Purpose Financial Statements of **Sardarshahar Agri Energy Private Limited** ('the Company'), which comprise the Special Purpose Balance Sheet as at 31 March 2024, 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 aforesaid Special Purpose Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its loss (including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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.

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

4. 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 and presentation of these Special Purpose Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes design, implementation and maintenance of adequate internal financial controls relevant to the preparation and presentation of the Special Purpose Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

5. 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.

6. 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

7. 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.

8. 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;

   - 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; and

   - Evaluate the overall presentation, structure and content of the Special Purpose Financial Statements, including the disclosures, and whether the Special Purpose Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

9. 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.

Other matter

10. The Company had also prepared a separate set of financial statements for the year ended 31 March 2024 in accordance with the Ind AS specified under Section 133 of the Act and other accounting principles generally accepted in India which had been jointly audited by Varinder Mohan Singhal & Associates, Chartered Accountants and Walker Chandiok & Co LLP, Chartered Accountants and had expressed an unmodified opinion on those financial statements vide audit report dated 22 May 2024 to the members of the Company. Our opinion is not modified in respect of this matter.





Restriction on Use

11. These Special Purpose Financial Statements have been prepared by the Company's management solely for the purpose of for the purpose of preparation of Special Purpose Consolidated Financial Statements of SAEL Industries Limited ('the Ultimate Holding Company') and its subsidiaries (the Ultimate Holding Company and its subsidiaries together referred to as 'the Group') for the year ended 31 March 2024, which in turn will be required for the purpose of preparation of Restated Consolidated Financial Information of the Group for the year ended 31 March 2024, 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 Ultimate 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 or referred to for any other purpose 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.

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: 25507892BMNSSS6379

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: 25088286BMJKUP3944

Place: New Delhi
Date: 14 October 2025

Sardarshahar Agri Energy Private Limited
CIN: U40107PB2022PTC055137
Special Purpose Balance Sheet as at 31 March 2024

In Rs. millions unless otherwise stated

Particulars	Notes	As at 31 March 2024	As at 31 March 2023
Assets			
Non current assets			
Property, plant and equipment	3	30.08	21.18
Capital work-in-progress	4	1,133.38	3.58
Financial assets			
Other financial assets	5	-	1.29
Total non current assets		**1,163.46**	**26.05**
Current assets			
Financial assets			
Cash and cash equivalents	6	0.28	202.32
Loans	7	89.12	100.00
Other financial assets	8	1.40	-
Other current assets	9	8.76	1.35
Total current assets		**99.56**	**303.67**
Total assets		**1,263.02**	**329.72**
Equity and liabilities			
Equity			
Equity share capital	10	0.10	0.10
Other equity	11	142.81	1.11
		142.91	**1.21**
Liabilities			
Non current liabilities			
Financial liabilities			
Borrowings	12	1,038.84	-
Provisions	13	0.51	-
Deferred tax liabilities (net)	13 A	49.86	-
Total non current liabilities		**1,089.21**	-
Current liabilities			
Financial liabilities			
Borrowings	14	-	327.61
Other financial liabilities	15	17.90	0.54
Other current liabilities	16	12.26	0.12
Provisions	17	0.74	-
Current tax liabilities (net)	18	-	0.24
Total current liabilities		**30.90**	**328.51**
Total equity and liabilities		**1,263.02**	**329.72**

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

Varinder Mohan Singhal
Patner
Membership no. 088286

Place: New Delhi
Date: 14 October 2025

For and on behalf of the Board of Directors

Sukhbir Singh
Director
DIN No. 01785240

Place: New Delhi
Date: 14 October 2025

Harsh Awla
Additional Director
DIN No. 03528064

Place: New Delhi
Date: 14 October 2025

Sardarshahar Agri Energy Private Limited
CIN: U40107PB2022PTC055137
Special Purpose Statement of Profit and Loss for the year ended 31 March 2024

In Rs. millions unless otherwise stated

Particulars	Notes	For the year ended 31 March 2024	For the period from 02 February 2022 to 31 March 2023
Revenue			
Other income	19	-	1.50
Total revenue		-	**1.50**
Expenses			
Other expenses	20	0.21	0.01
Total expense		**0.21**	**0.01**
(Loss)/ profit before tax		**(0.21)**	**1.49**
Tax expense			
Current tax	18	-	0.39
Total tax expense		-	**0.39**
(Loss)/Profit for the year/ period		**(0.21)**	**1.10**
Total comprehensive income		**(0.21)**	**1.10**
Earning per share			
Basic (loss)/earning per share	25	(21.23)	110.75
Diluted (loss)/earning per share	25	(21.23)	110.75
Summary of material accounting policies	2		

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

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
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Partner
Membership no. 507892

Place: New Delhi
Date: 14 October 2025

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

Varinder Mohan Singhal
Patner
Membership no. 088286

Place: New Delhi
Date: 14 October 2025

For and on behalf of the Board of Directors

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Director
DIN No. 01785240

Place: New Delhi
Date: 14 October 2025

Harsh Awla
Additional Director
DIN No. 03528064

Place: New Delhi
Date: 14 October 2025

Sardarshahar Agri Energy Private Limited
CIN: U40107PB2022PTC055137
Special Purpose Statement of Cash Flows for the year ended 31 March 2024

In Rs. millions unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 02 February 2022 to 31 March 2023
A CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	(0.21)	1.49
Adjustments for:		
Interest income on bank deposits	-	(1.50)
Operating profit before working capital changes	**(0.21)**	**(0.01)**
Movement in working capital		
Increase in other current and non-current financial assets	(0.11)	(1.29)
Increase in other current and non-current assets	(7.41)	(1.35)
Increase in other current and non-current financial liabilities	17.38	0.54
Increase in provisions	1.25	-
Increase in other current and non-current liabilities	12.13	0.12
Cash flows generated from operating activities post working capital changes	**23.03**	**(1.99)**
Income tax paid (net)	(0.24)	(0.15)
Net cash generated from/(used in) operating activities (A)	**22.79**	**(2.14)**
B CASH FLOWS FROM INVESTING ACTIVITIES		
Payment made for property, plant and equipment (including capital work-in-progress, capital creditors and capital advances)	(1,113.97)	(24.76)
Interest received	-	1.50
Receipt of loans/ loans given to related parties (net)	10.88	(100.00)
Net cash used in investing activities (B)	**(1,103.09)**	**(123.26)**
C CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	-	0.10
Proceeds from non current borrowings	1,205.87	-
Repayment of /Proceeds from current borrowing (net)	(327.61)	327.62
Net cash from financing activities (C)	**878.26**	**327.72**
(Decrease)/ Increase in cash and cash equivalents (A+B+C)	(202.04)	202.32
Cash and cash equivalents at the beginning of the year/period	202.32	-
Cash and cash equivalents at the end of the year/period	0.28	202.32

* Refer note 27 for reconciliation of liabilities from financing activity

Summary of 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 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 Varinder Mohan Singhal & Associates
Chartered Accountants
Firm's Registration No.: 004985N

Varinder Mohan Singhal
Patner
Membership no. 088286

Place: New Delhi
Date: 14 October 2025

For and on behalf of the Board of Directors

Sukhbir Singh
Director
DIN No. 01785240

Place: New Delhi
Date: 14 October 2025

Harsh Awla
Additional Director
DIN No. 03528064

Place: New Delhi
Date: 14 October 2025

Sardarshahar Agri Energy Private Limited
CIN: U40107PB2022PTC055137
Special Purpose Statement of Changes in Equity for the year ended 31 March 2024

A Equity share capital

In Rs. millions unless otherwise stated

Particulars	Balance as at 02 February 2022	Issue of equity share capital during the period	Balance as at 31 March 2023	Issue of equity share capital during the year	Balance as at 31 March 2024
Equity share capital	-	0.10	0.10	-	0.10

B Other equity

In Rs. millions unless otherwise stated

Particulars	Reserve and surplus		Total
	Retained Earnings	Contribution from Holding Company (net of tax)	
Balance as at 02 February 2022	-	-	-
Profit during the period	1.11	-	1.11
Balance as at 31 March 2023	**1.11**	-	**1.11**
Contribution received during the year (refer note 12)	-	141.91	141.91
Loss for the year	(0.21)	-	(0.21)
Balance as at 31 March 2024	**0.90**	**141.91**	**142.81**

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

As per our report of even date

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 Varinder Mohan Singhal & Associates
Chartered Accountants
Firm's Registration No.: 004985N

Varinder Mohan Singhal
Patner
Membership no. 088286

Place: New Delhi
Date: 14 October 2025

For and on behalf of the Board of Directors

Sukhbir Singh
Director
DIN No. 01785240

Place: New Delhi
Date: 14 October 2025

Harsh Awla
Additional Director
DIN No. 03528064

Place: New Delhi
Date: 14 October 2025

Sardarshahar Agri Energy Private Limited
CIN: U40107PB2022PTC055137
Special Purpose Notes to Financial Statements for the year ended 31 March 2024

1 i) Corporate information

The Company Sardarshahar Agri Energy Private Limited was incorporated as of 02 Febuary 2022 under the Companies Act, 2013. The Company is domiciled in India with its registered office situated at Faridkot Road, Guruharsahai, Distt. Ferozepur, Punjab. The Company are domiciled in India primarily involved in renewable power generation and has a 14.9 MW Under-construction Biomass power generation plant at village Malsar, Tehsil Sardarshahar, District Churu, Rajasthan. The project is intends to sell the power generated under long term Power Purchase Agreement with Rajasthan Urja Vikas Nigam Limited.

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

ii) Amended Accounting Standards (Ind AS) and interpretations effective during the year

- Ind AS 12 Income Taxes: The amendments clarified that lease transactions give rise to equal and offsetting temporary differences and special purpose financial statements should reflect the future tax impacts of these transactions through recognizing deferred tax assets/liabilities on gross basis.
- Ind AS 1 Presentation of special purpose Financial Statements: The amendments require to disclose 'material accounting policies' instead of 'significant accounting policies' and related guidance to determine whether the policy is material or not.
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of accounting estimates have now been included in the standard enabling distinction between change in accounting estimates from change in accounting policies.

The Company has adopted these amendments effective 1 April 2023, and the adoption did not have any material impact on the special purpose Financial Statements.

2 Material accounting policies information

2.01 Basis of preparation

These Special Purpose Financial Statements of Sardarshahar Agri Energy Private Limited ('the Company') comprising of Special Purpose Balance Sheet as at 31 March 2024, 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 the 'Special Purpose Financial Statements'), which have been prepared by Company's management solely for the purpose of preparation of Special Purpose Consolidated Financial Statements of SAEL Industries Limited ('the Ultimate Holding Company') and its subsidiaries (the Ultimate Holding Company and its subsidiaries together referred to as 'the Group') for the year ended 31 March 2024, which in turn will be required for the purpose of preparation of Restated Consolidated Financial Information of the Group for the year ended 31 March 2024, to be included in the Draft Red Herring Prospectus ('DRHP'), which is to be filed by the Company with the 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 III of 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 the proposed initial public offer of the equity shares of the Ultimate 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 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules 2015 and other accounting principles generally accepted in India. These 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 the Companies Act, 2013.

These Special Purpose Financial Statements were authorized by Board of Directors for issue on 14 October 2025.

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:
- 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 the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a 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. All monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets 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. Non-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.

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 to which the Company expects to be entitled in exchange for those goods or services.

A) 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 life 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. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does 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 to 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 net of any trade discount and rebate, any import duties and other taxes (other than those subsequently recoverable from tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment upto 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 specific 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)
Plant and equipments	25
Vehicles	10

Method of depreciation

- Depreciation is provided on written down value method (WDV) for all class of assets of the Company

2.07 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, some 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 impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

2.08 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 trade 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 and 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 by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the 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.

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 carried at 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 expects to 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 recognition 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 since initial recognition and if credit risk has increased significantly, life time impairment loss is provided otherwise provides for 12 month expected credit losses.

(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 end 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 FVTPL. 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 purpose 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.

(4) Financial liability

The Company's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are measured subsequently at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried 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 Balance Sheet date, the carrying amounts approximate fair value due to the short maturity os these instruments.

Offsetting of financial assets and financial liabilities

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







2.09 Current versus non-current classification

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

An entity shall classify an asset as current when-

(a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;

(b) it holds the asset primarily for the purpose of trading;

(c) it expects to realise the asset within twelve months after the reporting period; or

(d) the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

An entity shall classify all other assets as non-current.

An entity shall classify a liability as current when-

(a) it expects to settle the liability in its normal operating cycle;

(b) it holds the liability primarily for the purpose of trading;

(c) the liability is due to be settled within twelve months after the reporting period; or

(d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in it settlement by the issue of equity instruments do not affect its classification.

An entity shall classify 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.

2.10 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 directly 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 to be 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 and 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 other comprehensive income or in equity as the case may be.

2.11 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 of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

2.12 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 employees render the related service are classified as short-term employee benefits. These benefits include salaries and wages, short-term bonus, pension, incentives etc. These are 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 purpose 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 legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are 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 service and final salary. The legal obligation for any benefits remains with the entities forming part of company, even if plan assets for funding the defined benefit plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

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 less the fair value of plan assets.

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

Other long-term employee benefits

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 of 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 year 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 loss 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 as a current liability in the special purpose balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.







2.13 Material management judgement in applying accounting policies

When preparing the special purpose financial statement, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is 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 utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

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 rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

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.

2.14 Earnings 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 weighted average number of equity shares outstanding during the period.

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 shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

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

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Restated Consolidated Financial Information is required to be disclosed.

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SARDARSHAHAR AGRI ENERGY PRIVATE LIMITED

Sardarshahar Agri Energy Private Limited
CIN: U40107PB2022PTC055137
Special Purpose Notes to Financial Statements for the year ended 31 March 2024

3 Property, plant and equipment

Details of Company's property, plant and equipment and their carrying amounts are as follows:

Particulars	Freehold land	Plant and equipments	Furniture and fittings	Office equipments	Vehicles	Total
Gross block						
Balance as at 02 February 2022	-	-	-	-	-	-
Addition during the period	21.18	-	-	-	-	21.18
Disposal	-	-	-	-	-	-
Balance as at 31 March 2023	**21.18**	**-**	**-**	**-**	**-**	**21.18**
Addition during the year	6.02	0.31	0.08	0.00	3.51	9.92
Disposal	-	-	-	-	-	-
Balance as at 31 March 2024	**27.20**	**0.31**	**0.08**	**0.00**	**3.51**	**31.10**
Accumulated depreciation						
Balance as at 02 February 2022	-	-	-	-	-	-
Charge during the period	-	-	-	-	-	-
Disposal						
Balance as at 31 March 2023	**-**	**-**	**-**	**-**	**-**	**-**
Charge during the year	-	0.00	0.00	-	1.02	1.02
Disposal	-	-	-	-	-	-
Balance as at 31 March 2024	**-**	**0.00**	**0.00**	**-**	**1.02**	**1.02**
Net block						
Balance as at 31 March 2023	**21.18**	**-**	**-**	**-**	**-**	**21.18**
Balance as at 31 March 2024	**27.20**	**0.31**	**0.08**	**0.00**	**2.49**	**30.08**

4 As at 31 march 2024, capital work-in-progress for the year ended 31 March 2024 and 31 March 2023 as follow:

CAPITAL WORK-IN-PROGRESS

In Rs. millions unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Opening balance	3.58	-
Addition during the year/ period	1,129.80	3.58
Closing balance	**1,133.38**	**3.58**

Capital work-in-progress ageing schedule for the period ended 31 March 2024 and 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 2024	1,129.80	3.58	-	-	1,133.38
Project in progress as of 31 March 2023	3.58	-	-	-	3.58

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In Rs. millions unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
5 Other financial assets - non current		
Security deposits	-	1.29
	-	**1.29**
6 Cash and cash equivalents		
Balances with bank - current accounts	0.28	2.97
Bank deposits with original maturity of less than three months	-	199.35
	0.28	**202.32**
7 Loans		
Loans to related parties*	89.12	100.00
	89.12	**100.00**

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 2024

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoter	-	-
Directors	-	-
KMPs	-	-
Related parties	89.12	100.00%

As at 31 March 2023

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoter	-	-
Directors	-	-
KMPs	-	-
Related parties	100.00	100.00%

8 Other financial assets		
Security deposits	1.40	-
	1.40	**-**
9 Other current assets		
Advance to vendors	0.01	-
Prepaid expenses	8.75	1.35
	8.76	**1.35**

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SARDARSHAHAR AGRI ENERGY PRIVATE LIMITED

10 Equity share capital

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

In Rs. millions unless otherwise stated

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
Authorised	2,000,000	20.00	2,000,000	20.00
Issued and subscribed and fully paid up	10,000	0.10	10,000	0.10
Total	**10,000**	**0.10**	**10,000**	**0.10**

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

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year / period	10,000	0.10	-	-
Issued during the year / period	-	-	10,000	0.10
Outstanding at the end of the year	10,000	0.10	10,000	0.10

2. Shares held by Holding Company

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
SAEL Limited*	10,000	0.10	10,000	0.10

*including share held by nominee shareholder

3. 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 2024		As at 31 March 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
SAEL Limited	9,999	99.99	9,999	99.99
Sukhbir Singh (Nominee of SAEL Limited)	1	0.01	1	0.01
Total	**10,000**	**100.00**	**10,000**	**100.00**

4. Disclosure of shareholdings of promoters as follows

Particulars	As at 31 March 2024		As at 31 March 2023		% change in shareholding pattern
	Number of Shares	% Holding	Number of Shares	% Holding	
SAEL Limited	9999	99.99	9,999	99.99	-
Sukhbir Singh (Nominee of SAEL Limited)	1	0.01	1	0.01	-
Total	**10000**	**100.00**	**10,000**	**100.00**	-

5. 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 Comapny 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.

6. 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 since the inception of the Company.

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In Rs. millions unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
11 Other equity		
Retained earnings		
Opening balance	1.11	-
Net profit during the year	(0.21)	1.11
Balances at the end of the year	**0.90**	**1.11**
Contribution from Holding Company (net of tax)		
Opening balance	-	-
Movement during the year	141.91	-
Balances at the end of the year	**141.91**	-
Total other equity	**142.81**	**1.11**

Retained earnings
All the profits or losses made by the Company are transferred to retained earnings from statement of profit and loss.

Contribution from Holding Company
Contribution from the Holding Company represents the excess of discounted value of the interest-free borrowings obtained by the Company from its Holding Company (refer note 12).

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In Rs. millions unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
12 Borrowings		
Secured		
Term loans from bank*	693.33	-
Unsecured#		
Term Loan from related party	345.51	-
	1,038.84	**-**

* Refer note 22 for terms of borrowings.

#During the year, the Company has obtained non-current borrowings for its Holding company amounting to Rs. 505.87 milion (31 March 2023: 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".

13 Provisions		
Provision for employee benefits		
Provision for gratuity (refer note 24)	0.51	-
	0.51	**-**
13 A Deferred tax liabilities (net)	49.86	-
Compound financial instruments	**49.86**	**-**

Particulars (2023-24)	As at 01 April 2023	Recognised on account of other equity	As at 31 March 2024
Liabilities			
Compound financial instruments	-	49.86	49.86
Total	**-**	**49.86**	**49.86**

14 Borrowings		
Loan from related parties*	-	327.61
	-	**327.61**

*Loans from related parties are interest free and are repayable on demand.

15 Other financial liabilities		
Interest accrued but not due	15.13	-
Employee related liabilities	1.66	-
Payable for expenses	1.11	0.54
	17.90	**0.54**

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In Rs. millions unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
16 Other current liabilities		
Payable to statutory authorities	12.26	0.12
	12.26	**0.12**
17 Provisions (current)		
Provision for employee benefits		
Provision for gratuity (refer note 24)	0.00	-
Provision for compensated absences	0.74	-
	0.74	**-**
18 Current tax liabilities (net)		
Provision for tax (net)	-	0.24
	-	**0.24**

*Includes amounts payable on account of goods and service tax, tax deducted at source etc.

Effective tax reconciliation

Particulars	As at 31 March 2024	As at 31 March 2023
Profit before tax	(0.21)	1.49
Applicable tax rate*	26.00%	26.00%
Expected tax expense [A]	**(0.06)**	**0.39**
Others	-	-
Total adjustments [B]#	**(0.06)**	**0.39**
Total tax incidence	-	0.39
Tax expense recognized in statement of profit and loss [D]	**-**	**0.39**

The applicable tax rate is the domestic tax rate applicable to the Company - 31 March 2024 : 26.00% (31 March 2023: 26.00%).

*Pursuant to the Taxation Law (Amendment) Ordinance, 2019 ('Ordinance') issued by Ministry of Law and Justice (Legistive Department) which is effective 1 April 2019, domestic companies have the option to pay corporate income tax at a concessional tax rate of 25.17% accompanied with immediate expiry of carry forward balance of Minimum Alternative Tax credit and certain other concessional tax rate benefits enjoyed presently by the entity as per Sec 115BAA of the Income Tax Act, 1961.

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SARDARSHAHAR AGRI ENERGY PRIVATE LIMITED

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Sardarshahar Agri Energy Private Limited
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Special Purpose Notes to Financial Statements for the year ended 31 March 2024

In Rs. millions unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 02 February 2022 to 31 March 2023
19 Other income		
Interest income on bank deposits	-	1.50
	-	**1.50**
20 Other expense		
Payment to auditors (refer note a below)	0.20	-
Miscellaneous expenses	0.01	0.01
	0.21	**0.01**
note:-		
a) payment to auditors as		
- auditors*	0.20	-
	0.20	**-**

* Includes Rs. Nil (31 March 2023: Rs. 0.01 millions) capitalised under capital work in progress (refer note 26).

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21 Financial instruments

(i) Fair value hierarchy

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

(ii) Financial instruments by category

In Rs. millions unless otherwise stated

Particulars	31 March 2024		31 March 2023	
	FVTPL*	Amortised cost	FVTPL*	Amortised cost
Financial assets				
Cash and cash equivalents	-	0.28	-	202.32
Loans	-	89.12	-	100.00
Other financial assets	-	1.40	-	1.29
Total financial assets	-	**90.81**	-	**303.61**
Financial liabilities				
Borrowings	-	1,038.84	-	327.61
Other financial liabilities	-	17.90	-	0.54
Total financial liabilities	-	**1,056.74**	-	**328.15**

*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.

(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 special purpose 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,loans 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. millions unless otherwise stated

Credit rating	Particulars	31 March 2024	31 March 2023
A: Low credit risk	Cash and cash equivalents,loans and other financial assets	90.80	303.61

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 2024

In Rs. millions unless otherwise stated

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	0.28	-	0.28
Loans	89.12	-	89.12
Other financial assets	1.40	-	1.40

31 March 2023

In Rs. millions unless otherwise stated

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	202.32	-	202.32
Loans	100.00	-	100.00
Other financial assets	1.29	-	1.29

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.

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SARDARSHAHAR AGRI ENERGY PRIVATE LIMITED

(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 excess to the followings undrawn borrowings facilities at the end of the reporting period

In Rs. millions unless otherwise stated

Particulars	31 March 2024	31 March 2023
Borrowings other than cash credit facilities	817.00	1,517.00

Maturities of financial liabilities

The tables below analyse the Company financial liabilities into relevant maturity groupings based on their contractual maturities.

In Rs. millions unless otherwise stated

31 March 2024	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest)	-	69.74	919.66	698.85	1,688.25
Other financial liabilities	-	17.92	-	-	17.92
Total	**-**	**87.66**	**919.66**	**698.85**	**1,706.17**

In Rs. millions unless otherwise stated

31 March 2023	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings	327.61	-	-	-	327.61
Total	**327.61**	**-**	**-**	**-**	**327.61**

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 does not have any foreign exchange risk as there are no foreign currency transactions

b) Interest rate risk

i) Liabilities

The Company policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2024, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company investments in fixed deposits all pay fixed interest rates.

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.

c) Price risk

The Company does not have any other price risk than interest risk as disclosed above.

(D) 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 borrowings, trade payables, less cash and cash equivalents.

In Rs millions unless otherwise stated

Particulars	31 March 2024	31 March 2023
Borrowings	1,038.84	327.61
Less: Cash and cash equivalents	0.28	202.32
Net debt	**1,038.56**	**125.29**
Equity	142.91	1.21
Total equity	**142.91**	**1.21**
Capital and net debt	**1,181.47**	**126.50**
Gearing ratio (%)	**87.90%**	**99.05%**

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SARDARSHAHAR AGRI ENERGY PRIVATE LIMITED

Sardarshahar Agri Energy Private Limited
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Special Purpose Notes to Financial Statements for the year ended 31 March 2024

22 Term of borrowings

In Rs. millions unless otherwise stated

S. No.	Nature of loan	Borrowing from	Name of Bank/ Financial institution	Nature of security	Terms of repayment and interest rate	Amount as at 31 March 2024	Amount as at 31 March 2023
1	Term Loan	Bank	Asian Development Bank	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) First ranking pari passu pledge of 100% of the equity shares of issuer (f) Personal guarantee (g) Unconditional guarantee from each guarantor in favour of common security trustee.	Term Loan from Asian Development Bank is of Rs 693.33 MILLIONS (31 March 2023 : Nil) @ 9.75% p.a. (31 March 2023: Nil.). Interest is payable on a quarterly basis. The loan is repayable in 38 installments starting from January 2026 and ending in April 2035.	693.33	-

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Sardarshahar Agri Energy Private Limited
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Special Purpose Notes to Financial Statements for the year ended 31 March 2024

23 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:

Ultimate Holding Company
SAEL Industries Limited (w.e.f. 04 July 2022)

Holding Company
SAEL Limited

Directors
Mr. Sukhbir Singh
Mr. Jasbir Singh (upto 21 March 2024)
Mr. Harsh Awla (w.e.f 21 March 2024)

II Transactions with related parties and outstanding balances

S. No.	Particular	For the year ended 31 March 2024	For the period ended 31 March 2023
(A)	**Transaction with related parties**		
1	**Current borrowings taken/(repayment)**		
	SAEL Limited	(327.61)	310.01
2	**Non current borrowings taken**		
	SAEL Limited	505.87	-
3	**Purchase of property, plant and equipment**		
	SAEL Industries Limited	1,000.80	-
4	**Interest on non-current borrowings**		
	SAEL Limited	31.41	-
5	**Expenses Incurred on behalf on Company**		
	SAEL Limited	-	0.02
6	**(Receipt of)/ Loan given to Ultimate Holding company**		
	SAEL Industries Limited	10.88	100.00

S. No.	Particular	As at 31 March 2024	As at 31 March 2023
(B)	**Outstanding balances**		
1	**Non-current borrowings**		
	SAEL Limited	345.51	-
2	**Non-current borrowings**		
	SAEL Limited	-	327.61
3	**Contribution from Holding Company**		
	SAEL Limited	141.91	-
4	**Loan given to Ultimate Holding company**		
	SAEL Industries Limited	89.12	100.00

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SARDARSHAHAR AGRI ENERGY PRIVATE LIMITED

24 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. Nil (31 March 2023: Rs Nil) towards employer's contribution in provident fund and other funds in the special purpopse 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 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 purpopse 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.

In Rs. millions unless otherwise stated

Particulars	Gratuity	
	31 March 2024	31 March 2023
Reconciliation of liability recognised in the Balance sheet:		
Present value of commitments	0.51	-
Net liability in the balance sheet	0.51	-
Movement in net liability recognised in the Balance sheet:		
Net amount recognised as expenses in the statement of profit and loss	0.51	-
Net liability as at the end of the year	**0.51**	-
Expenses recognised in the statement of profit and loss		
Current service cost	0.35	-
Past service cost	0.16	-
Expenses charged to the statement of profit and loss	**0.51**	-
Component of defined benefit cost recognised in other comprehensive income	-	-

* Total expense, as on 31 March 2024 Rs. 0.51 millions has been transferred to capital work in progress because the Company has not been commissioned yet .

In Rs. millions unless otherwise stated

Particulars	Gratuity	
	31 March 2024	31 March 2023
Reconciliation of defined-benefit commitments:		
Current service cost	0.35	-
Past service cost	0.16	-
Obligations as at the end of the year	**0.51**	-

Breakup of actuarial (gain) / loss

Particulars	31 March 2024	31 March 2023
Actuarial (gain)/loss on arising from experience adjustment	-	-
Total actuarial (gain)/loss	-	-

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 2024	31 March 2023
Discount rate	7.22%	-
Expected rate of salary increase	8.00%	-

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(b) Demographic assumptions

Particulars	31 March 2024	31 March 2023
Retirement age	58 years	-
Mortality table	Indian Assured Lives Mortality (IALM) (2012-14)	-

(c) Sensitivity analysis of defined benefit obligation

In Rs. millions unless otherwise stated

Particulars	Gratuity	
	31 March 2024	31 March 2023
a) Impact of the change in discount rate		
i) Impact due to increase of 0.50%	(0.05)	-
ii) Impact due to decrease of 0.50%	0.05	-
b) Impact of the change in salary increase		
i) Impact due to increase of 0.50%	0.05	-
ii) Impact due to decrease of 0.50%	(0.05)	-

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 benefit on retirement.

(d) Maturity profile of defined benefit obligation (undiscounted)

Particulars	Gratuity	
	31 March 2024	31 March 2023
Less than 1 year	0.00	-
Year 1 to 5	0.03	-
More than 5 years	0.49	-

The contribution expected to be made by the Company during the next financial year 2024-25 of Rs. 0.62 millions (2023-24: Rs. Nil)

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SARDARSHAHAR AGRI ENERGY PRIVATE LIMITED

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25 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 millions unless otherwise stated

Particulars	For the year ended 31 March 2024	For the period from 02 February 2022 to 31 March 2023
(Loss)/Profit attributable to owners	(0.21)	1.10
Number of equity shares	10,000	10,000
Weighted average number of shares used in diluted profit per share	10,000	10,000
Weighted average number of shares used in basic profit per share	10,000	10,000
Basic profit per share	(21.23)	110.75
Diluted profit per share	(21.23)	110.75

26 Details of assets pledged

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

In Rs millions unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Current		
Cash and cash equivalents	0.28	-
Loans	89.12	-
Other financial assets	1.40	-
Other current assets	8.76	-
Total	**99.56**	-
Non-current		
Property, plant and equipment	30.08	-
Capital work-in-progress	1,133.38	-
Total	**1,163.46**	-

26 Capitalisation of pre-operative

In Rs millions unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Opening balance	**3.58**	-
Power and fuel	1.63	-
Depreciation on Plant & Machinery	1.02	-
Employee benefit expenses	13.53	0.09
Finance cost	87.78	0.01
Rates and taxes	2.71	0.80
Legal and professional fees	1.28	1.56
Audit fees	-	0.10
Bank Charges	0.64	0.00
Travelling and conveyance	0.28	0.71
Insurance Expenses	0.80	0.03
Miscellaneous expenses	1.45	0.28
Net amount included in capital work in progress	**114.70**	**3.58**

27 Reconciliation of liabilities from financing activities

In Rs millions unless otherwise stated

Particulars (2023-24)	As at 31 March 2023	Cash flows		Non cash changes	As at 31 March 2024
		Additions	Payments		
Non current borrowings (including current maturities)	-	1,205.87	-	(167.03)	1,038.84
Current borrowings (net)	327.61	-	(327.61)	-	0.00
Interest accrued on borrowings	-	-	-	15.13	15.13
Total liabilities from financial activities	**327.61**	**1,205.87**	**(327.61)**	**(151.90)**	**1,053.97**

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)	-	-	-	-	-
Current borrowings (net)	-	327.61	-	-	327.61
Total liabilities from financial activities	-	**327.61**	-	-	**327.61**

28 Capital commitment

In Rs millions unless otherwise stated

Particulars	As at 31 March 2024	As at 31 March 2023
Continuing operations		
Capital commitment	512.61	-
Total	**512.61**	-

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SARDARSHAHAR AGRI ENERGY PRIVATE LIMITED

Sardarshahar Agri Energy Private Limited
CIN: U40107PB2022PTC055137
Special Purpose Notes to Financial Statements for the year ended 31 March 2024

29 Additional regulatory disclosures

a) The followings are the analytical ratio for the period ended 31 March 2024 and 31 March 2023

Ratios	Numerator	Denominator	31 March 2024	31 March 2023	Variance
Current Ratio	Total current assets	Total current liabilities	3.17	0.92	242.93%*
Debt Equity Ratio	Debts consist of borrowings and lease liabilities	Total equity	7.27	271.30	-97.32%*
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	Not Applicable*	Not Applicable*	Not Applicable*
Return on Equity Ratio (%)	Profit for the year less preference dividend (if any)	Average total equity	-0.15%	183.44%	-100.08%*
Inventory Turnover Ratio	Cost of good sold	Average inventory	Not Applicable*	Not Applicable*	Not Applicable**
Trade Receivable Turnover Ratio	Revenue from operations	Average trade	Not Applicable*	Not Applicable*	Not Applicable*
Trade Payable Turnover Ratio	Cost of equipments and software licences + other expenses	Average trade payable	Not Applicable*	Not Applicable*	Not Applicable*
Net Capital Turnover Ratio	Revenue from operations	Average working capital (i.e. total current assets less total current	Not Applicable*	Not Applicable*	Not Applicable*
Net Profit Ratio (%)	Profit for the year/ period	Revenue from	Not Applicable*	Not Applicable*	Not Applicable*
Return on Capital Employed (%)	Profit before tax and finances cost	Capital employed = Total assets - current liabilities	-0.02%	0.46%	-104.39%*
Return on Investment(%)	Income generated from invested funds	Average invested funds in treasury investments	Not Applicable***	Not Applicable***	Not Applicable***

Reasons for variance :

* The project operated by the entity is still under construction and has not been commissioned till 31 March 2024 and since there were no business operations in the current year, majority of the ratios are not applicable to the Company and the ratios which are applicable on a higher side.

**Inventory turnover ratio is not applicable to the Company as no inventory is held by the Company.

***Return on investment is not applicable to the Company as no investment is held by the Company.

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.

h) 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

i) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

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SARDARSHAHAR AGRI ENERGY PRIVATE LIMITED

Sardarshahar Agri Energy Private Limited
CIN: U40107PB2022PTC055137
Special Purpose Notes to Financial Statements for the year ended 31 March 2024

30 Segment reporting

The company is engaged in the business of sale of electricity. Chief Operating Decision Maker (CODM) reviews the financial information of the Company as a whole for decision- making and accordingly the Company has a single reportable segment. All the revenue has been billed to a single customer. Further the operations of the Company are limited within one geographical segment. Hence no further disclosure is required to be made by the company.

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 Varinder Mohan Singhal & Associates
Chartered Accountants
Firm's Registration No.: 004985N

Varinder Mohan Singhal
Partner
Membership no. 088286

Place: New Delhi
Date: 14 October 2025

For and on behalf of the Board of Directors

Sukhbir Singh
Director
DIN No. 01785240

Place: New Delhi
Date: 14 October 2025

Harsh Awla
Additional Director
DIN No. 03528064

Place: New Delhi
Date: 14 October 2025