

CONTINUUM ENERGY LEVANTER PTE. LTD.
(the "Company")
(Company Registration No. 201714994C)
(Incorporated in the Republic of Singapore)
12 Marina View, #11-01 Asia Square Tower 2, Singapore 018961

Date: February 22, 2023

Singapore Exchange Securities Trading Limited
2 Shenton Way
02-02 SGX Centre 1
Singapore 068804

Dear Sir/Madam,

Sub: Unaudited Special Purpose Combined Condensed Financial Statements of
Continuum Restricted Group for the period ended December 31, 2022

We wish to inform that the Board of Directors of the Company has approved the Unaudited Special Purpose Combined Condensed Financial Statements of Continuum Restricted Group along with Notes for the period ended December 31, 2022 prepared under Indian GAAP on February 21, 2023. A copy of the said Unaudited Special Purpose Combined Condensed Financial Statements and the Auditors' Review Report thereto are enclosed herewith.

We request you to take these documents on your records.

Thanking you,

Yours truly,
For Continuum Energy Levanter Pte. Ltd.



Pan Peiwen
Director

Encl: As above.

Continuum Restricted Group

Unaudited Special Purpose Combined
Condensed Financial Results
for the period ended
December 31, 2022

Continuum Restricted Group Special Purpose Combined Condensed Financial Results

Particulars	Page No.
Independent Auditors Review Report	2-3
Unaudited Special Purpose Combined Condensed Balance Sheet as at December 31, 2022	4
Unaudited Special Purpose Combined Condensed Statement of Profit and Loss for the period ended December 31, 2022 and December 31, 2021	5
Unaudited Special Purpose Combined Condensed Statement of Cash Flows for the period ended December 31, 2022 and December 31, 2021	6-7
Notes to Unaudited Special Purpose Combined Condensed Financial Statements	8-11
Discussion on Results of Operations	12-15

INDEPENDENT AUDITOR'S REVIEW REPORT

TO THE BOARD OF DIRECTORS OF
CONTINUUM ENERGY LEVANTER PTE. LTD. ("the Company")

Introduction

1. We have reviewed the accompanying Unaudited Special Purpose Combined Condensed Financial Statements of Continuum Energy Levanter Pte. Ltd., Bothe Windfarm Development Private Limited, DJ Energy Private Limited, Uttar Urja Projects Private Limited, Watsun Infrabuild Private Limited, Trinethra Wind and Hydro Power Private Limited and Renewables Trinethra Private Limited (together referred to as "the Restricted Group"), comprising of the Unaudited Special Purpose Combined Condensed Balance sheet as at December 31, 2022, the Unaudited Special Purpose Combined Condensed Statement of Profit and Loss and the Unaudited Special Purpose Combined Condensed Cash flow Statement for the nine months period ended December 31, 2022 and a summary of significant accounting policies and other explanatory information to the Unaudited Special Purpose Combined Condensed financial statements (collectively, the "Unaudited Special Purpose Combined Condensed Financial Statements") prepared in accordance with the basis of preparation and combination as set out in Note 2A and 2C of the said Unaudited Special Purpose Combined Condensed Financial Statements.

Management's Responsibility for the Unaudited Special Purpose Combined Condensed Financial Statements

2. The Company's management is responsible for the preparation and presentation of this Unaudited Special Purpose Combined Condensed Financial Statements in accordance with the basis of preparation and combination as set out in Note 2A and 2C to the said Unaudited Special Purpose Combined Condensed Financial Statements. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Special Purpose Combined Condensed Financial Statements that is free from material misstatement, whether due to fraud or error.

Scope of Review

3. We conducted our review of the Unaudited Special Purpose Combined Condensed Financial Statements in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. A review of Special Purpose Financial Statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

4. Based on our review conducted as stated above in paragraph 3, nothing has come to our attention that causes us to believe that the accompanying Unaudited Special Purpose Combined Condensed Financial Statements as at and for nine months period ended December 31, 2022 are not prepared, in all material respects, in accordance with the basis of preparation and combination as set out in Note 2A and 2C to the Unaudited Special Purpose Combined Condensed Financial Statements.

Basis of Preparation and Combination and Restriction on Use

5. The Unaudited Special Purpose Combined Condensed Financial Statements are prepared as per the "Basis of Preparation of the Unaudited Special Purpose Combined Condensed Financial Statements" specified in Note 2A and "Basis of Combination of Unaudited Special Purpose Combined Condensed Financial Statements" specified in Note 2C to the Unaudited Special Purpose Combined Condensed Financial Statements, solely for the purpose of submission to Singapore Exchange Securities Trading Limited (SGX-ST) in connection with USD Senior secured notes issued by Continuum Energy Levanter Pte. Ltd. and listed on the SGX-ST. This Unaudited Special Purpose Combined Condensed Financial Statements may, therefore, not be suitable for another purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without prior consent in writing.

Our conclusion is not modified in respect of this matter.

Other Matter

6. The comparative figures of the Unaudited Special Purpose Combined Condensed Financial Statements for the nine months ended December 31, 2021 were reviewed and for the year ended March 31, 2022 were audited, by another auditor who expressed an unmodified conclusion/ opinion, as applicable, on those special purpose financial statements vide their reports dated February 09, 2022 and June 13, 2022 respectively.

Our conclusion is not modified in respect of this matter.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)



Mehul Parekh
(Partner)
(Membership No. 121513)
(UDIN: 23121513BGXZWG6865)

Place: Mumbai
Date: February 21, 2023



CONTINUUM RESTRICTED GROUP
UNAUDITED SPECIAL PURPOSE COMBINED CONDENSED BALANCE SHEET
(All amounts in INR millions, unless otherwise stated)

	As at December 31, 2022 (Unaudited)	As at March 31, 2022 (Audited)
<u>Equity and Liabilities</u>		
Combined shareholders' funds - Restricted Group		
Combined share capital	5,338	5,334
Combined reserves and surplus and others	(2,705)	(2,255)
	<u>2,633</u>	<u>3,079</u>
Minority interest	54	21
Compulsory fully convertible debentures (CFCDs)	7,844	7,844
Non-current liabilities		
Long term borrowings	41,392	39,550
Deferred tax liability (net)	1,524	599
Other long term liabilities	3,092	3,776
Long term provisions	20	17
	<u>46,028</u>	<u>43,942</u>
Current liabilities		
Short term borrowings	4,289	4,674
Trade payables		
Outstanding dues of micro and small enterprises	1	8
Outstanding dues to other than micro and small enterprises	160	136
Other current liabilities	2,778	3,025
Short term provisions	99	51
	<u>7,327</u>	<u>7,894</u>
TOTAL	<u>63,886</u>	<u>62,780</u>
<u>Assets</u>		
Non-current assets		
Property, plant and equipment	36,138	37,498
Goodwill	315	315
Capital work in progress	-	0 [#]
Non-current investments	738	1,038
Long term loans and advances	6,437	6,375
Other non current assets	9,482	7,055
	<u>53,110</u>	<u>52,281</u>
Current assets		
Trade receivables	2,837	4,487
Cash and cash equivalents (CCE)	4,672	2,443
Bank balances other than CCE above	1,992	2,276
Short term loans and advances	178	161
Other current assets	1,097	1,132
	<u>10,776</u>	<u>10,499</u>
TOTAL	<u>63,886</u>	<u>62,780</u>

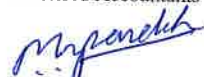
[#] Indicates amount less than 0.5 millions

Summary of significant accounting policies

The accompanying notes are an integral part of the Unaudited Special Purpose Combined Condensed Financial Statements.

As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants



Mehul Parekh
Partner

Place : Mumbai
Date : February 21, 2023



On behalf of the Board of Directors of
Continuum Energy Levanter Pte. Ltd.
(for Restricted Group)



Pan Peiwen
Director

Place : Singapore
Date : February 21, 2023





Nilesh Patil
Finance Controller &
Director of Indian RG
DIN: 09426673

Place : Mumbai
Date : February 21, 2023

CONTINUUM RESTRICTED GROUP
UNAUDITED SPECIAL PURPOSE COMBINED CONDENSED STATEMENT OF PROFIT AND LOSS
(All amounts in INR millions, unless otherwise stated)

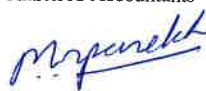
	For the period ended December 31, 2022 (Unaudited)	For the period ended December 31, 2021 (Unaudited)
Income		
Revenue from operations	7,478	7,669
Other income	1,431	685
Total income (A)	8,909	8,354
Expenses		
Operating and maintenance expenses	1,278	1,218
Employee benefits expense	123	116
Other expenses	601	496
Total expenses (B)	2,002	1,830
Earnings before interest, tax, depreciation and amortisation (EBITDA) (A-B)	6,907	6,524
Depreciation and amortisation expense	1,372	1,374
Finance costs	3,359	3,387
Profit before tax	2,176	1,763
Tax expenses		
Current tax	156	141
Deferred tax charge	925	433
Total tax charge	1,081	574
Profit after tax	1,095	1,189
Share of profit attributable to minority interest	34	32
Profit for the period	1,061	1,157

Summary of significant accounting policies

The accompanying notes are an integral part of the Unaudited Special Purpose Combined Condensed Financial Statements.

As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants



Mehul Parekh
Partner

On behalf of the Board of Directors of
Continuum Energy Levanter Pte. Ltd.
(for Restricted Group)



Pan Peiwen
Director


Nilesh Patil
Finance Controller & Director of
Indian RG
DIN:09426673



Place : Mumbai
Date : February 21, 2023

Place : Singapore
Date : February 21, 2023

Place : Mumbai
Date : February 21, 2023



CONTINUUM RESTRICTED GROUP
UNAUDITED SPECIAL PURPOSE COMBINED CONDENSED CASH FLOW STATEMENTS
(All amounts in INR millions, unless otherwise stated)

	For the period ended December 31, 2022 (Unaudited)	For the period ended December 31, 2021 (Unaudited)
Cash flow from operating activities		
Profit before tax	2,176	1,763
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expense	1,372	1,374
Foreign exchange loss (net)	147	2
Provision no longer required written back	(136)	-
Finance costs	3,359	3,387
Interest income	(784)	(632)
Operating profit before working capital changes	6,134	5,894
Movements in working capital:		
Increase/(decrease) in trade payables	34	(199)
(Decrease)/increase in other liabilities	(1,067)	255
(Decrease)/increase in provisions	(1)	4
Decrease/(increase) in trade receivables	665	(1,240)
(Increase)/decrease in loans and advances	(14)	23
Decrease/(increase) in other current assets and other non current assets	1,536	(55)
Cash generated from operations	7,288	4,682
Direct taxes (paid) (net)	(129)	(91)
Net cash flows from operating activities (A)	7,159	4,591
Cash flows from investing activities		
Purchase of property, plant and equipment, including capital advances, capital work in progress and capital creditors	(93)	(56)
Withdrawal / (investment) in fixed deposits	48	(2,699)
Loan given to related party	(700)	(108)
Loan repaid by related parties	660	53
Interest received	392	134
Net cash flows/(used in) investing activities (B)	307	(2,676)
Cash flows from financing activities		
Repayment of long term borrowings	(827)	(315)
(Repayment of) / proceeds from short term borrowings (net)	(1,534)	2,272
Proceeds Received from redemption of investment	300	-
Finance costs paid	(3,177)	(1,548)
Net cash flows (used in)/flows financing activities (C)	(5,238)	409
Net increase in cash and cash equivalents (A+B+C)	2,228	2,324
Cash and cash equivalents at the beginning of the period	2,443	613
Effects of Exchange Difference on restatement of foreign currency cash & cash equivalents	1	2
Cash and cash equivalents at the end of the period	4,672	2,939



CONTINUUM RESTRICTED GROUP
UNAUDITED SPECIAL PURPOSE COMBINED CONDENSED CASH FLOW STATEMENTS
(All amounts in INR millions, unless otherwise stated)

	For the period ended December 31, 2022 (Unaudited)	For the period ended December 31, 2021 (Unaudited)
Reconciliation of cash and cash equivalents with the balance sheet:		
Components of cash and cash equivalents		
Cash on hand	-	-
Balance in current account	361	131
Balance in deposit account	4,311	2,808
Cash and cash equivalents at the end of the period	4,672	2,939

Note:

- I) The above cash flow statements have been prepared under the indirect method as set out in the accounting standard (AS-3) on cash flow statement.
- II) Figures in brackets are outflows.
- III) Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

The accompanying notes are an integral part of the Unaudited Special Purpose Combined Condensed Financial Statements.

As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants

Mehul Parekh
Partner

On behalf of the Board of Directors of
Continuum Energy Levanter Pte. Ltd.
(for Restricted Group)

Pan Peiwen
Director

Nilesh Patil
Finance Controller &
Director of Indian RG
DIN:09426673

Place : Mumbai
Date : February 21, 2023

Place : Singapore
Date : February 21, 2023

Place : Mumbai
Date : February 21, 2023



(Signature)

CONTINUUM RESTRICTED GROUP
UNAUDITED NOTES TO THE SPECIAL PURPOSE COMBINED CONDENSED FINANCIAL STATEMENTS
(All amounts in INR millions, unless otherwise stated)

1 Background and purpose of special purpose combined condensed financial statements

Continuum Green Energy Limited (erstwhile known as Continuum Wind Energy Limited) ("CGEL") a Singapore holding company, through its 100% owned Indian subsidiary Continuum Green Energy (India) Private Limited (erstwhile known as Continuum Wind Energy (India) Private Limited) ("CGE IPL") owns, 100% in all its Indian Subsidiaries including following Indian Subsidiaries which are jointly referred as Indian Restricted Group (Indian RG) except Watsun where it holds majority share holding:

- Bothe Windfarm Development Private Limited ("Bothe")
- DJ Energy Private Limited ("DJEPL")
- Uttar Urja Projects Private Limited ("UUPPL")
- Watsun Infrabuild Private Limited ("Watsun")
- Trinethra Wind and Hydro Power Private Limited ("Trinethra")
- Renewables Trinethra Private Limited ("RTPL")

Continuum Energy Levanter Pte Ltd ("CELPL/Senior NCD holder") has been incorporated, as a 100% subsidiary of CGEL, on 30 May 2017, domiciled in Singapore has issued 4.50% Senior Notes ("securities") and invested proceeds, net of issue expenses into redeemable, unlisted, unrated, coupon, Non-Convertible Debentures in Indian rupees (INR) issued by Identified Subsidiaries. The registered office is situated at 12 Marina view, #11-01, Asia Square Tower 2, Singapore.

These special purpose combined condensed financial statements comprises of CELPL, Bothe, DJEPL, UUPPL, Watsun, Trinethra and RTPL, together considered as the "Restricted Group" and individually considered as the "Identified Subsidiaries" of Continuum Restricted Group.

The Restricted Group is engaged in the business of generation and sale of electricity from renewable energy sources in India. The Restricted Group has entered/enters into long term power purchase agreements with various governments agencies and private institutions to sell electricity generated from its wind farms/solar plants [with operational capacity of approx. 723 megawatts ("MW")] in the states of Maharashtra, Madhya Pradesh, Gujarat and Tamil Nadu, India.

The Identified Subsidiaries, except CELPL, are domiciled in India and Corporate office of these Identified Subsidiaries is located at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai - 400076, India.

The management of CELPL responsible for the preparation of special purpose combined condensed financial statements of the Restricted Group.

2A Basis of preparation

The special purpose combined condensed financial statements of the Restricted Group comprises of special purpose combined condensed balance sheet as at December 31, 2022, the special purpose combined condensed statements of profit and loss, unaudited special purpose combined condensed cash flow statement and a summary of significant accounting policies and other explanatory information for the period ended December 31, 2022.

The Restricted Group in the past has not constituted a separate legal group of the Identified Subsidiaries for the purpose of preparation of the special purpose combined condensed financial statements, and individually, the Identified Subsidiaries except CELPL within the Restricted Group reported their financial statements under Indian GAAP. Considering the same, Unaudited Special Purpose Combined Condensed Financial Statements have been prepared using recognition and measurement principles of AS 25 "Interim Financial Reporting" and other accounting standards notified under Section 133 of the Companies Act, 2013, to the extent applicable for the select disclosure, read together with Companies (Accounting Standards) Amendment Rules, 2021 (together referred as "Indian GAAP") and the Guidance Note on Combined and Carve-Out Financial Statements issued by the Institute of Chartered Accountants of India ("The Guidance Note").

For the purposes of the special purpose combined condensed financial statements, the Identified Subsidiaries have measured its assets and liabilities at the carrying amounts that gets included in CGE IPL's consolidated financial statements prepared under Indian GAAP including goodwill on consolidation and minority interest (MI) recorded by CGE IPL for the Identified Subsidiaries. Accordingly, the special purpose combined condensed financial statements have been prepared on a "carve-out" basis from the Consolidated Financial Statements.

As per the requirement of SGX listing manual, these special purpose combined condensed financial statements for the period ended December 31, 2022 have been prepared for the purpose of submission to Singapore Exchange Securities Trading Limited (SGX-ST) in connection with the securities issued by Continuum Energy Levanter Pte. Ltd and listed on the SGX-ST. CELPL has issued 4.5% senior notes amounting to USD 561 million on February 9, 2021.

These special purpose combined condensed financial statements have been prepared on the accrual and going concern basis of respective identified subsidiaries, using the historical cost convention, except for derivative financial instruments which have been measured at fair value. The special purpose combined condensed financial statements have been prepared using uniform accounting policies for like to like transactions and other events in similar circumstances. The financial statements of all the Identified Subsidiaries used for the purpose of combination are drawn up to the same reporting date i.e. period ended on December 31, 2022.

All assets and liabilities are presented as current or non-current as per Indian Identified Entities' normal operating cycle, accounting policies adopted by the Restricted Group and other criteria as set out in the Schedule III of the Companies Act, 2013 which was effective and applied for the year ended March 31, 2022 and consistently followed by the Restricted Group for the current period. The Identified Subsidiaries have ascertained their operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.



CONTINUUM RESTRICTED GROUP
UNAUDITED NOTES TO THE SPECIAL PURPOSE COMBINED CONDENSED FINANCIAL STATEMENTS
(All amounts in INR millions, unless otherwise stated)

2B Scope of combination

As required by the Guidance Note on Combined and Carve-Out Financial Statements issued by the Institute of Chartered Accountants of India, the details of various entities comprised in the special purpose combined condensed financial statements is as given below:

Name	Principal activities	Control w.e.f.	Country of Incorporation	% of interest held by CGEL as	
				31-Dec-2022	31-Mar-2022
Continuum Energy Levanter Private Limited	Holding of investment securities	30-May-17	Singapore	100%	100%
Bothe Windfarm Development Private Limited	Generation and sale of wind energy	18-Jun-12	India	100%	100%
DJ Energy Private Limited	Generation and sale of wind energy	23-Aug-13	India	100%	100%
Uttar Urja Projects Private Limited	Generation and sale of wind energy	23-Aug-13	India	100%	100%
Watsun Infrabuild Private Limited	Generation and sale of wind / solar energy	30-May-16	India	72.36%	71.24%
Trinethra Wind and Hydro Power Private Limited	Generation and sale of wind energy	18-Jun-12	India	100%	100%
Renewables Trinethra Private Limited	Generation and sale of wind energy	13-Jun-19	India	100%	100%

2C Basis of combination

Indian GAAP does not provide specific guidance for the preparation of Combined Financial Statements and, accordingly, in preparing these special purpose combined condensed financial statements, accounting conventions commonly used for the preparation of Consolidated Financial Statements in accordance with AS 21 Consolidated Financial Statements have been applied along with principles of the Guidance Note issued by ICAI. Pursuant to the same, these financial statements are prepared on a basis that combines the results and assets and liabilities of each of the Identified Subsidiaries and include the assets, liabilities, revenues and expenses that management has determined are specifically attributable to the business.

Accordingly, intra-group balances within the Restricted Group, income and expenses, unrealized gains and losses resulting from transactions between the Restricted Group entities have been eliminated in the special purpose combined condensed financial statements. Combined Shareholders Fund represents aggregate amount of share capital and reserves and surplus of identified subsidiaries as part of Restricted Group.

Minority interest represents equity shares held by the Group captive customers of Watsun. Further, it also includes share in reserves and surplus of Watsun from the date on which investment in Watsun was made by group captive customers.

Minority Interest in the net assets of the Identified Subsidiaries is identified and presented in the special purpose combined condensed balance sheet separately from liabilities and equity of the Combined shareholders funds as Minority interest. Minority interest in the net assets of the Identified Subsidiaries consists of:

- (a) The amount of equity attributable to minority at the date on which investment in the Identified Subsidiary is made; and
- (b) The minority share movements in equity since the date of such investment in the Identified Subsidiary.

Minority interest's share in Net Profit / Loss for the period / year of the Identified Subsidiaries is identified and presented separately as Minority interest.

The unaudited special purpose combined condensed financial statements include allocation of direct and indirect costs related to the operations of the Identified Subsidiaries made by CGEIPL to depict the business on a standalone basis for the period ended at December 31, 2022 and December 31, 2021. Indirect costs relate to certain support functions those are sourced on a centralised basis within CGEIPL and such costs are allocated basis projected capacity of subsidiary company based on their project completion stage.

The management believes that the methodology used for allocation of common overheads reflects its best estimate of how the benefits arise from relevant activities.

2D Summary of significant accounting policies

- i. The Unaudited Special Purpose Combined Condensed Financial Statements have been prepared in accordance with the accounting policies adopted in the latest Audited Annual Combined Financial Statements for the year ended March 31, 2022 which are available on Singapore Stock Exchange (SGX). The presentation of the Special Purpose Combined Condensed Financial Statements is consistent with the Annual Audited Combined Financial Statements to the extent applicable for Special Purpose Combined Condensed Financial Statements.



CONTINUUM RESTRICTED GROUP
UNAUDITED NOTES TO THE SPECIAL PURPOSE COMBINED CONDENSED FINANCIAL STATEMENTS
(All amounts in INR millions, unless otherwise stated)

3 Hedging activities and derivatives

Contracts designated as Cash flow hedges

During the year ended March 31, 2021, CELPL, preparing its books in USD (as its functional currency), hedged the foreign currency exposure risk related to its investments in Restricted Group entities denominated in INR through call spread option and cross currency swap for coupon payments ("together referred to as derivative financial instruments"). These derivative financial instruments are not entered for trading or speculative purposes.

CELPL documented each hedging relationship and assessed its initial effectiveness on inception date and the subsequent effectiveness is being tested on a quarterly basis using dollar offset method. CELPL uses the Swap pricing model based on present value calculations and option pricing model based on the principles of the Black-Scholes model to determine the fair value of the derivative instruments. These models incorporate various market observable inputs such as underlying spot exchange rate & forward rate, the contracted price of the respective contract, the term of the contract, the implied volatility of the underlying foreign exchange rates and the interest rates in respective currency. The changes in counterparty's or CELPL's credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationship and the value of other financial instruments recognised at fair value. The hedge contracts were effective as of December 31, 2022.

Derivative financial instruments

The fair value of the CELPL derivative position recorded under derivative assets and derivative liabilities are as follows:

	As at December 31, 2022		As at March 31, 2022	
	Assets (Unaudited)	Liabilities (Unaudited)	Assets (Audited)	Liabilities (Audited)
Cash flow hedge				
Non current				
Derivate contract asset:				
Call spread option	5,939	-	5,247	-
Cross currency swap	-	-	-	-
	<u>5,939</u>	<u>-</u>	<u>5,247</u>	<u>-</u>
Current				
Derivate contract asset:				
Call spread option	330	-	127	-
Cross currency swap	-	-	-	-
	<u>330</u>	<u>-</u>	<u>127</u>	<u>-</u>
Non current				
Deferred premium liability				
Call spread option	-	3,184	-	3,679
Cross currency swap	-	(163)	-	26
	<u>-</u>	<u>3,021</u>	<u>-</u>	<u>3,705</u>
Current				
Deferred premium liability				
Call spread option	-	1,313	-	1,341
Cross currency swap	-	46	-	187
	<u>-</u>	<u>1,359</u>	<u>-</u>	<u>1,528</u>

Exposures in Foreign Currency

Particulars	Foreign currency	Exchange rate	Amount in INR (in millions)	Amount in USD (in millions)
Assets*				
As at December 31, 2022				
Redeemable, unlisted, unrated, 8.75% Non-Convertible Debentures issued by Identified Subsidiaries	US Dollars	82.79	38,478	465
Interest accrued and not due on Non-Convertible Debentures	US Dollars	82.79	1,435	17
Total Assets (A)			<u>39,913</u>	<u>483</u>
Hedges by derivative contracts (B)			<u>39,913</u>	<u>483</u>
Unhedged Assets (A-B)			<u>-</u>	<u>-</u>

* CELPL has issued 4.5% USD senior notes on February 9, 2021 and invested proceeds, net of issue expenses, in Non-Convertible Debentures (NCD) in Indian rupees (INR) issued by Identified Entities which have been eliminated while preparing these Special Purpose Combined Condensed Financial Statements (Refer Note 2C on 'Basis of combination'). CELPL has entered into derivative contracts to mitigate the risk arising from cash flow volatility due to foreign exchange fluctuations on principal repayments of NCD and interest thereon, which is accounted as per Cash Flow hedge accounting model.



CONTINUUM RESTRICTED GROUP
UNAUDITED NOTES TO THE SPECIAL PURPOSE COMBINED CONDENSED FINANCIAL STATEMENTS
 (All amounts in INR millions, unless otherwise stated)

4 Unbilled revenue

Out of 199.7 MW capacity, Wind Energy Purchase Agreements (WEPA) have been signed between Bothe and Maharashtra State Electricity Distribution Company Limited (MSEDCL) for 193.4 MW. Due to delay in implementation of policy for renewable energy by the state government and also due to delay in receipt of registration certificates from Maharashtra Energy Development Agency (MEDA) against 3 WTGs, a pre-requisite for execution of WEPAs, WEPAs are not executed for 6.3 MW capacity of these 3 WTGs. Upon receipt of registration certificates, Bothe approached MSEDCL for signing of PPAs towards these WTGs. However, MSEDCL had taken a contrary & arbitrary view and rejected Bothe's valid application for signing PPAs.

Bothe approached MERC where Bothe has received partial favourable order, pursuant to which Bothe has received collection of INR 91 against generation till March 31, 2017 in financial year 2021-22. Bothe has challenged MERC Order in Appellate Tribunal for Electricity (APTEL). Bothe has received a favourable judgement from APTEL where APTEL has upheld the matter and directed MSEDCL to:

- i. immediately sign 6.3 MW PPA with Bothe effective from application date for MEDA registration;
- ii. to pay tariff at Average Power Purchase Price (APPC) for the power supplied from the date of commissioning till application date for MEDA registration and
- iii. to sign PPA w.e.f MEDA registration application date at the rate approved by MERC for WTGs commissioned in financial year 2014-15.

In November 2022; MH Discom has been granted interim stay by Honourable Supreme Court against the APTEL judgment, however the Honourable Supreme Court has directed MSEDCL;

- i. to deposit INR 300 with the Honourable Supreme Court;
- ii. to pay Bothe for the electricity supplied to MH Discom at the rate of INR 3.5 / kWh and to deposit the differential amount with the Honourable Supreme Court on bi-monthly basis

The Group believes that as per the judgement pronounced by APTEL vide order dated August 18, 2022; direction given by Honourable Supreme Court, other facts mentioned above and as per legal opinion of the lawyers, Bothe is rightfully eligible for revenues towards 6.3 MW capacity at MERC stipulated tariff. However, considering that counterparty has approached the higher judicial authority, the Group has recognised the unbilled revenue till balance sheet date at APPC rate and reversed excess provision of INR 119.

5 Segment Reporting

The Restricted group is involved in the business of generation and sale of electricity as its primary business activity and accordingly management believes that it does not carry out any material activity outside its primary business and hence no separate disclosure has been made as per AS 17 for 'Segment reporting'.

6 Capital and other commitments

Capital commitments and other commitments remaining to be executed as on December 31, 2022 is INR 362 (March 31, 2022; INR 362).

7 Contingent liabilities

	As at December 31, 2022 (Unaudited)	As at March 31, 2022 (Audited)
Income tax demand	5	5

8 Late Payment Surcharge Rules, 2022

Government of India ("GoI") has notified the Late Payment Surcharge Rules, 2022 ("LPS 2022") on June 03, 2022. As per LPS 2022, discoms had an option, which was to be exercised by July 02, 2022 to reschedule all outstanding dues as on June 03, 2022, plus late payment surcharge calculated till that date, into certain number of equal monthly instalments payable on 5th of each calendar month starting from August 2022. Madhya Pradesh Power Management Company Limited (MPPMCL) has exercised an option on July 01, 2022 and rescheduled the dues into 40 equal monthly instalments covering all outstanding dues upto June 03, 2022. Accordingly, in line with accounting standards, monthly instalments receivable after 12 months of the end of the period have been classified as non-current.

9 Subsequent event

No events occurred from the Balance sheet date which has material impact on the special purpose combined condensed financial statements at that date or for the period then ended.

10 Previous period/year comparatives

Previous period's/year's figures have been regrouped / reclassified, where ever necessary, to conform to current period's/year's classification.

As per our report of even date.

For Deloitte Haskins & Sells LLP
Chartered Accountants


Mehul Parekh
Partner

Place : Mumbai
Date : February 21, 2023



On behalf of the Board of Directors of
Continuum Energy Levanter Pte. Ltd.
(for Restricted Group)


Pan Peiwen
Director

Place : Singapore
Date : February 21, 2023




Nilesh Patil
Finance Controller & Director of Indian RG
DIN: 09426673

Place : Mumbai
Date : February 21, 2023

Continuum Energy Levanter Pte. Ltd.

Restricted Group Unaudited Special Purpose Combined Condensed Financial Results for Quarter and Nine Months Ended December 31, 2022

(INR Millions)

		Unaudited Special Purpose Combined Financial results			
Sr. No.	Particulars	3 Months ended 31.12.2022 Q3 FY23	3 Months ended 31.12.2021 Q3 FY22	9 Months ended 31.12.2022 9M FY23	9 Months ended 31.12.2021 9M FY22
1	Income				
	a) Revenue from operations	1,358	1,627	7,478	7,669
	b) Other income	355	254	1,431	685
	Total Income	1,713	1,881	8,909	8,354
2	Expenses				
	a) Operating and maintenance expenses	412	394	1,278	1,218
	b) Employee benefits expense	40	42	123	116
	c) Other expenses	173	158	601	496
	Total expenses	625	594	2,002	1,830
3	EBITDA (1-2)	1,088	1,287	6,907	6,524
4	Depreciation and amortisation expense	459	460	1,372	1,374
5	Finance costs	1,093	1,135	3,359	3,387
6	Profit before tax (3-4-5)	(464)	(308)	2,176	1,763
7	Tax expenses				
	a) Current tax	54	52	156	141
	b) Deferred tax charge	97	323	925	433
8	Profit after tax (6-7)	(615)	(683)	1,095	1,189
9	Share of profit / (loss) attributable to minority interest	(56)	(61)	34	32
10	Profit for the quarter / period (8-9)	(559)	(622)	1,061	1,157

Notes:

Operating Results

A. Revenue from Operations

The Operating revenue for Q3 FY23 is at INR 1,358 mn i.e. decrease by 17% over Q3 FY22 INR 1,627 mn, mainly due to Nil sale of Verified Carbon Units (VCUs) in one of the subsidiary as against INR 112 mn in Q3 FY22 and balance decrease in sale of electricity of INR 157 mn (10% lower) on account of lower generation (14.1% lower) in Q3 FY23 as compared to Q3 FY22 due to lower wind speed which is marginally compensated due to higher solar generation in Q3 FY23.

The Operating revenue for 9M FY23 is at INR 7,478 mn i.e. decrease by 2% over 9M FY22 INR 7,669 mn, mainly due to Nil sale of VCUs in one of the subsidiary as against INR 170 mn in 9M FY22. The balance decrease in sale of electricity of INR 21 mn is on account of lower generation (3.4% lower) in 9M FY23 as compared to 9M FY 22 due to lower wind speed and solar irradiation. This was partially compensated with INR 13 mn towards revenue loss recovered as compensation for lower machine availability provided by the O&M contractor as against committed machine availability in Q2 FY23, in one of the subsidiary.

B. Other income

The Other income for Q3 FY23 is at INR 355 mn i.e. increase by 40% over Q3 FY22 INR 254 mn, mainly due to Interest income on overdue trade receivables from MSEDCL of INR 57 mn in Bothe and from MPPMCL of INR 15 mn, in DJEPL & UUPPL. MPPMCL has opted and rescheduled their dues for invoices raised for electricity supplied till March 2022 along with late payment surcharge into 40 equal monthly installments and paid installments till February 2023 consistently.

Continuum Energy Levanter Pte. Ltd.

Restricted Group Unaudited Special Purpose Combined Condensed Financial Results for Quarter and Nine Months Ended December 31, 2022

Other income also includes interest on Bank deposits increase from INR 17 mn of Q3 FY22 to INR 64 mn of Q3 FY23 due to higher bank balances and interest on unsecured loan from related parties of INR 200 mn of Q3 FY22 to INR 214 mn of Q3 FY23.

The other income for 9M FY23 is at INR 1,431 mn i.e. increase by 109% over 9M FY22 INR 685 mn mainly due to Interest income on overdue trade receivables from MSEDCL of INR 297 mn in Bothe and from MPPMCL of INR 150 mn, in DJEPL & UUPPL. MPPMCL has opted and rescheduled their dues for invoices raised for electricity supplied till March 2022 along with late payment surcharge into 40 equal monthly installments and paid installments till November 2022 consistently. Accordingly, there is reversal of provisions made towards early payment rebate in two subsidiaries, DJEPL and UUPPL of INR 17 mn.

Further, due to favourable judgment of APTEL received in Aug 2022 in Bothe 6.3 MW pending PPA matter, Bothe has reversed excess provision of INR 119 mn made towards 6.3 MW Unbilled revenue and now all revenue accounted towards 6.3 MW is basis APPC rate of respective years. Other income also includes income received from liquidated damages of INR 34 mn from a construction contractor and increase in interest income on Bank deposits from INR 26 mn of 9M FY22 to INR 146 mn of 9M FY23 due to higher bank balances.

C. Operating and Maintenance Expenses

(INR Million)

Particulars	3 Months ended 31.12.2022 Q3 FY23	3 Months ended 31.12.2021 Q3 FY22	9 Months ended 31.12.2022 9M FY23	9 Months ended 31.12.2021 9M FY22
Operation and maintenance expenses	250	207	681	577
Transmission, open access and other operating charges	162	187	597	641
Total	412	394	1,278	1,218

The O & M expenses for Q3 FY23 are at INR 412 mn i.e., increase by 5% over INR 394 mn in Q3 FY22 due to (i) completion of free O & M period in a wind project from 2nd half of Q1 FY23 resulted into increase of INR 6 mn and inflationary increase in other operating charges, which is partially offset by reduction in transmission/open access charges per day per MW and also reduction in additional surcharge/ cross subsidy surcharge per kwh in Gujarat projects, reduction in DSM charges in Madhya Pradesh project.

The O & M expenses for 9M FY23 are at INR 1,278 mn i.e., increase by 5% over INR 1,218 mn in 9M FY22 due to (i) completion of free O & M period in a wind project from Q2 FY22 and in another wind project from 2nd half of Q1 FY23 resulted into increase of INR 12 mn and inflationary increase in other operating charges, which is partially offset by reduction in transmission/open access charges per day per MW and also reduction in additional surcharge/ cross subsidy surcharge per kwh in Gujarat projects, reduction in DSM charges in Madhya Pradesh projects.

D. Combined EBITDA

The Combined EBITDA for Q3 FY23 at INR 1,088 mn is lower than that of Q3 FY22 INR 1,287 mn resulting into a net decreased Combined EBITDA by INR 199 mn due to (i) Decrease in Operating revenue by INR 157 mn (10% lower) on account of lower generation (14.1% lower) and Nil sale of Verified Carbon Units (VCUs) in one of the subsidiary as against INR 112 mn in Q3 FY22, increase in Other expenses includes INR 64 mn in Foreign exchange loss which is offset by (i) increase in Other income by INR 72 mn in interest income on overdue trade receivables from MSEDCL/ MPPMCL in Bothe and DJEPL & UUPPL.

Continuum Energy Levanter Pte. Ltd.

Restricted Group Unaudited Special Purpose Combined Condensed Financial Results for Quarter and Nine Months Ended December 31, 2022

The Combined EBITDA for 9M FY23 at INR 6,907 mn is higher than that of 9M FY22 of INR 6,524 mn resulting into a net increased Combined EBITDA by INR 383 mn due to (i) increase in other income by INR 746 mn in interest income on overdue trade receivables from MSEDCL/ MPPMCL in Bothe and DJEPL & UUPPL, reversal of excess provision of INR 119 mn made towards 6.3 MW and no provision towards litigation and contingencies of towards 6.3 MW unbilled revenue in 9M FY 23 as compared to INR 44 mn in 9M FY22 and income received from liquidated damages of INR 34 mn from a construction contractor which is partially offset by (i) increase in O & M Expenses of INR 60 mn due to completion of free O & M period in a wind project from Q2FY22 & in another wind project from 2nd half of Q1 FY23 and (ii) increase in other expenses by INR 164 mn towards foreign exchange loss and INR 46 mn of allocable common overheads.

E. Depreciation and Amortisation Expense

No material variances in depreciation and amortisation expense in Q3 FY23 of INR 459 mn as compared to Q3 FY22 of INR 460 mn and in 9M FY23 of INR 1,372 mn as compared to 9M FY22 of INR 1,374 mn.

F. Borrowings and Finance Costs

1. Borrowings

Details	As at 31 Dec 2022			As at 31 Mar 2022			As at 31 Dec 2021		
	Non-current	Current	Total	Non-current	Current	Total	Non-current	Current	Total
Long Term Borrowings									
4.50% Senior Notes*	41,392	3,541	44,934	39,550	2,392	41,942	41,006	365	41,371
Short Term Borrowings									
Working capital loan from Bank	-	748	748	-	2,282	2,282	-	2,313	2,313
Total	41,392	4,289	45,682	39,550	4,674	44,224	41,006	2,678	43,684

* During 9M FY23, CELPL has made repayment of US\$ Senior Notes of INR 826 mn (US\$ 10.5 mn); including mandatory cash sweep of INR 716 mn (US\$ 9.1 mn); however, same is offset by increase in outstanding balance of US\$ Senior Notes due to foreign exchange rate fluctuation i.e., USD to INR exchange rate moved to INR 79.77/USD as at December 31, 2022 from INR 75.81/USD as at March 31, 2022.

2. Finance costs

Marginal decrease in finance cost in Q3 FY23 of INR 1,093 mn as compared to Q3 FY22 of INR 1,135 mn and in 9M FY23 of INR 3,359 mn as compared to 9M FY22 of INR 3,387 mn mainly due to repayment of US\$ Senior Notes during the period.

G. Trade Receivables

Details	(INR Million)		
	As at 31 Dec 2022	As at 31 Mar 2022	As at 31 Dec 2021
Receivables from Discoms	3,649	4,347	4,468
Receivables from C&I customers	173	140	312
Total	3,822	4,487	4,780

Trade Receivables (TR) includes current as well as non-current TR. Receivables from Discoms are lower mainly due to decrease in MSEDCL outstanding by INR 347 mn i.e. from INR 2,405 mn as on March 31, 2022 to INR 2,058 mn as on December 31, 2022 and decrease in MPPMCL/MP Discom (Ratlam I project) outstanding by INR 350 mn i.e. from INR 1,942 mn as on Mar 31, 2022 to INR 1,591 mn as on December 31, 2022.

Continuum Energy Levanter Pte. Ltd.

Restricted Group Unaudited Special Purpose Combined Condensed Financial Results for Quarter and Nine Months Ended December 31, 2022

H. Share of Loss attributable to minority interest

One of the subsidiary's 27.64% equity share capital is held by Group Captive (GC) Customers as on December 31, 2022. The corresponding number for December 31, 2021, was 28.75%. Their proportionate share in profit before tax is provided as minority interest i.e., INR 34 mn represents their share of Profit during for 9M FY23 vis-a-vis INR 32 mn which represents their share of Profit for 9M FY22.

Cash flows and liquidity

I. Cashflow from Operating Activities

The net cashflow from operating activities increased from INR 4,591 mn in 9M FY22 to INR 7,159 mn in 9M FY23. The increase is mainly due to higher operating profit (before working capital changes) from INR 5,894 mn in 9M FY22 to INR 6,134 mn in 9M FY23 and due to favourable net working capital movement from 9M FY22 of INR (1,212) mn to 9M FY23 of INR 1,154 mn on account of collection of trade receivables mainly from MSEDCL and MPPMCL.

J. Cashflow from Investing Activities

The net cash flows in investing activities increased to INR 307 mn in 9M FY23 as compared to INR (2,676) mn in 9M FY22. This is primarily due to the increase in loan repaid by related party of INR 660 mn in 9M FY23 as compared to INR 53 mn in 9M FY22 and investment in fixed deposits of INR 2,699 in 9M FY22.

K. Cashflow from Financing Activities

The cash used in financing activities was INR 5,238 mn in 9M FY23 versus cash flows in financing activities of INR 409 mn in 9M FY22. In 9M FY23, Restricted group repaid its working capital loan from Bank of INR 1,534 mn due to higher collection of trade receivables.

L. Liquidity Position

Cash and cash equivalent plus other bank balances increased by INR 2,228 mn to INR 4,672 mn as on December 31, 2022 from INR 2,443 mn as on March 31, 2022 mainly due to higher collection from customers in 9M FY23 as compare to 9M FY22.