

Greenko Investment Company (Restricted Group II)

Issuer of US\$500 Million 4.875% Senior Notes due 2023

Summary of Contents

Financial Statements for the period April 1, 2016 to September 30, 2016

Greenko Investment Company

1. Independent Auditor's Review Report
2. Interim Condensed Combined financial statements

Greenko Energy Holdings (Parent Guarantor)

3. Independent Auditor's Review Report
4. Interim Condensed Combined financial statements
5. Management's Discussion and Analysis of Financial Condition and Results of Operations of Greenko Energy Holdings and of Greenko Investment Company

B S R & Associates LLP

Chartered Accountants

8-2-618/2, Reliance Humsafar,
4th Floor, Road, No. 11,
Banjara Hills
Hyderabad - 500 034. India.

Telephone +91 40 3046 5000
Fax +91 40 3046 5299

Independent Practitioner's Review Report

To the Board of Directors of Greenko Investment Company

We have reviewed the accompanying interim condensed combined financial statements of Restricted Group II which consists of the Greenko Investment Company ("the Company"), a wholly owned subsidiary of Greenko Energy Holdings ("the Parent") and certain entities under common control of the Parent, as listed in note 3 to the interim condensed combined financial statements (collectively known as "the Restricted Group"), and which comprise the interim condensed combined statement of financial positions as at 30 September 2016, and the interim condensed combined statement of profit or loss and other comprehensive income, interim condensed combined statement of changes in equity and interim condensed combined statement of cash flow for the six months period from 1 April 2016 to 30 September 2016, and selected explanatory notes, as set out on pages 3 to 15.

Management's responsibility for the interim condensed combined financial statements

Management is responsible for the preparation of these interim condensed combined financial statements in accordance with the basis of preparation set out in note 3. These interim combined condensed financial statements contain an aggregation of financial information relating to Restricted Group and have been prepared from the books and records maintained by Restricted Group entities. Management's responsibility includes determining the acceptability of the basis of preparation in the circumstances and for such internal control as management determines is necessary to enable the preparation of combined financial statements that are free from material misstatement, whether due to fraud or error.

Practitioner's responsibility

Our responsibility is to express a conclusion on the accompanying interim condensed combined financial statements based on our review. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2400 (Revised), "Engagements to Review Historical Financial Statements". ISRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with ISRE 2400 (Revised) is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these interim condensed combined financial statements.

1 

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these accompanying interim condensed combined financial statements, do not present fairly, in all material respects, the financial position of the Restricted Group as at 30 September 2016, and its financial performance and cash flows for the six months period from 1 April 2016 to 30 September 2016, in accordance with basis of accounting described in note 3.

Emphasis of Matter

We draw attention to Note 3 to the interim condensed combined financial statements, which describes the basis of preparation, including the approach to and the purpose for preparing them. Consequently, the Restricted Group's interim condensed combined financial statements may not necessarily be indicative of the financial performances and financial position of the Restricted Group that would have been achieved if it had operated as a separate group of entities during the periods presented, nor may they be indicative of the results of operations of the Restricted Group for any future period. The interim condensed combined financial statements were prepared solely to comply with financial reporting requirements under the indenture governing the Senior Notes as described in note 3 to the interim condensed combined financial statements. As a result, the interim condensed combined financial statements may not be suitable for another purpose.

for B S R & Associates LLP

Chartered Accountants

Firm Registration Number: 116231W/W-100024



Sriram Mahalingam

Partner

Membership number: 049642

Place: Hyderabad

Date: 22 December 2016

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Combined statement of financial position

	30 September 2016 (Unaudited)	31 March 2016 (Audited)	30 September 2015 (Unaudited)
Assets			
Non-current assets			
Intangible assets and goodwill	131,070,645	133,742,283	23,526,929
Property, plant and equipment	524,694,210	533,120,618	471,721,438
Bank deposits	161,018	3,910,359	5,421,769
Trade and other receivables	171,071	147,674	327,571
Other financial assets	88,266,977	-	-
	744,363,921	670,920,934	500,997,707
Current assets			
Inventories	484,594	340,306	302,274
Trade and other receivables	42,988,911	10,616,928	11,390,288
Available-for-sale financial assets	805,581	809,588	-
Bank deposits	7,163,605	934,721	510,898
Current tax assets	489,901	484,081	127,006
Cash and cash equivalents	82,123,739	3,307,947	3,727,152
	134,056,331	16,493,571	16,057,618
Total assets	878,420,252	687,414,505	517,055,325
Equity and liabilities			
Equity			
Invested equity	50,562,358	50,353,969	50,315,082
Currency translation deficit	(10,755,125)	(12,255,990)	(6,675,435)
Other reserves	156,936,578	156,936,578	27,857,100
Retained deficit	(4,375,469)	(5,920,089)	(3,234,541)
Total equity attributable equity holders of the restricted group II	192,368,342	189,114,468	68,262,206
Non-controlling interests	(850,946)	-	-
Total equity	191,517,396	189,114,468	68,262,206
Liabilities			
Non-current liabilities			
Retirement benefit obligations	166,580	171,687	205,630
Borrowings	486,481,884	333,042,110	312,779,139
Other financial liabilities	68,999,845	-	-
Deferred tax liabilities	18,714,389	17,716,924	7,897,140
	574,362,698	350,930,721	320,881,909
Current liabilities			
Trade and other payables	32,071,833	21,612,466	22,824,357
Current tax liabilities	73,838	4,599	98,391
Borrowings	4,500,450	9,366,631	8,291,370
Borrowings from unrestricted group	75,894,037	116,385,620	96,697,092
	112,540,158	147,369,316	127,911,210
Total liabilities	686,902,856	498,300,037	448,793,119
Total equity and liabilities	878,420,252	687,414,505	517,055,325

The explanatory notes are an integral part of these Interim Condensed combined financial statements

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Combined statement of profit or loss

	Six months ended 30 September 2016 (Unaudited)	Six months ended 30 September 2015 (Unaudited)	15 months ended 31 March 2016 (Audited)
Revenue	32,924,746	9,372,783	18,096,371
Power generation expenses	(415,300)	(137,786)	(321,502)
Employee benefits expense	(557,453)	(164,074)	(501,543)
Other operating expenses	(640,419)	(163,864)	(1,013,988)
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	31,311,574	8,907,059	16,259,338
Depreciation and amortization	(8,434,426)	(1,600,211)	(7,072,978)
Operating profit	22,877,148	7,306,848	9,186,360
Finance income	92,763	18,944	115,943
Finance cost	(20,901,164)	(3,480,712)	(12,908,394)
Profit/(Loss) before tax	2,068,747	3,845,080	(3,606,091)
Income tax expense	(1,413,908)	(1,052,064)	(2,054,531)
Profit/(Loss) for the period	654,839	2,793,016	(5,660,622)
Attributable to:			
Equity holders of the Restricted Group II	1,544,620	2,793,016	(5,660,622)
Non-controlling interests	(889,781)	-	-
	654,839	2,793,016	(5,660,622)

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Combined statement of comprehensive income

	Six months ended 30 September 2016 (Unaudited)	Six months ended 30 September 2015 (Unaudited)	15 months ended 31 March 2016 (Audited)
Profit/(loss) for the period	654,839	2,793,016	(5,660,622)
Other comprehensive income			
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations	1,500,865	(3,959,789)	(3,204,035)
Total other comprehensive income/(loss)	1,500,865	(3,959,789)	(3,204,035)
Total comprehensive income /(loss)	2,155,704	(1,166,773)	(8,864,657)
Total comprehensive income /(loss) attributable to:			
Equity holders of the Restricted Group II	3,045,485	(1,166,773)	(8,864,657)
Non-controlling interest	(889,781)	-	-
	2,155,704	(1,166,773)	(8,864,657)

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Combined statement of changes in equity

	Invested equity	Currency translation deficit	Other reserves	Retained earnings	Total equity attributable to the equity holders of the Restricted group II	Non-controlling interests	Total equity
At 1 January 2015	42,222,054	(9,051,955)	18,492,644	(259,467)	51,403,276	-	51,403,276
Transactions with the Unrestricted Group	8,131,915	-	9,406,007	-	17,537,922	-	17,537,922
Adjustments	-	-	129,037,927	-	129,037,927	-	129,037,927
Loss for the period	-	-	-	(5,660,622)	(5,660,622)	-	(5,660,622)
Other comprehensive income							
Exchange differences on translating foreign operations	-	(3,204,035)	-	-	(3,204,035)	-	(3,204,035)
At 31 March 2016	50,353,969	(12,255,990)	156,936,578	(5,920,089)	189,114,468	-	189,114,468
Issue of equity shares	208,389	-	-	-	208,389	-	208,389
Issue of shares to Non-controlling interests in subsidiaries	-	-	-	-	-	38,835	38,835
Transactions with the owners	208,389	-	-	-	208,389	38,835	247,224
Profit for the period	-	-	-	1,544,620	1,544,620	(889,781)	654,839
Other comprehensive income							
Exchange differences on translating foreign operations	-	1,500,865	-	-	1,500,865	-	1,500,865
At 30 September 2016	50,562,358	(10,755,125)	156,936,578	(4,375,469)	192,368,342	(850,946)	191,517,396

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Combined statement of changes in equity

	Invested equity	Currency translation deficit	Other reserves	Retained earnings	Total equity attributable to the equity holders of the Restricted group II	Non- controlling interests	Total equity
At 1 April 2015	42,229,674	(2,715,646)	18,493,353	(6,027,557)	51,979,824	-	51,979,824
Transactions with the Unrestricted Group	8,085,408	-	9,363,747	-	17,449,155	-	17,449,155
	8,085,408	-	9,363,747	-	17,449,155	-	17,449,155
Profit for the period	-	-	-	2,793,016	2,793,016	-	2,793,016
Other comprehensive income							
Exchange differences on translating foreign operations	-	(3,959,789)	-	-	(3,959,789)	-	(3,959,789)
At 30 September 2015	50,315,082	(6,675,435)	27,857,100	(3,234,541)	68,262,206	-	68,262,206

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Combined statement of cash flow

	Six months ended 30 September 2016 (Unaudited)	Six months ended 30 September 2015 (Unaudited)	15 months ended 31 March 2016 (Audited)
A. Cash flows from operating activities			
Profit/(loss) before income tax	2,068,747	3,845,080	(3,606,091)
<i>Adjustments for</i>			
Depreciation and amortization	8,434,426	1,600,211	7,072,978
Finance income	(92,763)	(18,944)	(115,943)
Finance cost	20,901,164	3,480,712	12,908,394
<i>Changes in working capital</i>			
Inventories	(145,340)	40,718	730
Trade and other receivables	(32,306,978)	(7,781,758)	(8,315,596)
Trade and other payables	(8,128,475)	(133,062)	3,515,157
<i>Cash generated from operations</i>	(9,269,219)	1,032,957	11,459,629
Taxes paid	(172,337)	(165,341)	(712,653)
Net cash from/(used in) operating activities	(9,441,556)	867,616	10,746,976
B. Cash flows from investing activities			
Purchase of property, plant and equipment and capital expenditure	1,906,667	(177,724,023)	(278,166,449)
Investment in Mutual Funds	-	-	(828,448)
Bank deposits	(2,492,312)	1,445,061	489,373
Interest received	84,155	18,713	115,943
Net cash used in investing activities	(501,490)	(176,260,249)	(278,389,581)
C. Cash flows from financing activities			
Increase in the invested equity	208,389	115,178	152,731
Proceeds from Non-controlling interests	38,835	-	-
Proceeds from borrowings with Unrestricted Group, net	(39,777,282)	24,057,267	66,716,308
Proceeds from borrowing (net of issue expenses)	493,524,679	166,550,214	229,341,351
Repayment of borrowings	(340,732,675)	(10,889,406)	(11,393,657)
Interest paid	(25,055,546)	(15,712,423)	(19,072,099)
Net cash from financing activities	88,206,400	164,120,830	265,744,634
Net increase/(decrease) in cash and cash equivalents	78,263,354	(11,271,803)	(1,897,971)
Cash and cash equivalents at the beginning of the period	3,307,947	14,699,791	4,578,364
Cash and cash equivalents at the time of acquisition of Swasti Power Private Limited	-	809,856	809,856
Exchange gain/(loss) on cash and cash equivalents	552,438	(510,692)	(182,302)
Cash and cash equivalents at the end of the period	82,123,739	3,727,152	3,307,947

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed combined financial statements

1. General information

Greenko Investment Company (“Greenko Investment” or “the Company”) was incorporated on 04 July 2016 as a public company with limited liability and has its registered office at C/o. Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius. Greenko Investment is duly registered as Foreign Portfolio Investor Entity with the Securities Exchange Board of India for investing in debt instruments in India on 21 July 2016.

The Company has issued Senior Notes to institutional investors and is listed on Singapore Exchange Securities Trading Limited (SGX-ST). Greenko Investment invested issue proceeds, net of issue expenses in Non-Convertible Debentures (“NCDs”) of certain operating Indian subsidiaries of the Greenko Mauritius to replace their existing Rupee debt. These Indian subsidiaries in which Greenko Investment has invested the issue proceeds are individually called as a ‘restricted entity’ and collectively as ‘the restricted entities’. These restricted entities are under common control of Greenko Energy Holdings and primarily comprise the hydro and wind portfolio. Further, Non-convertible debentures issued to Greenko Investment Company by Indian subsidiaries are secured by pledge of assets of those subsidiaries through an Indian trustee. Greenko Investment and restricted entities (as listed in note 3) have been considered as a group for the purpose of financial reporting and is referred hereinafter as “Greenko Investment Company (Restricted Group II)” or “the Restricted Group II”.

On 20 November 2015, Greenko Energy Holdings has acquired 100% shareholding in Greenko Mauritius from Greenko Group Plc, GEEMF III GK Holdings MU and Cambourne Investment Pte Ltd through multiple Share Purchase Agreements (“SPA”).

Greenko Energy Holdings (“Greenko” or “the Parent”) together with its subsidiaries (“Greenko Group”) is in the business of owning and operating clean energy facilities in India. All the energy generated from these plants is sold to state utilities and other customers including captive consumers in India through power purchase agreements (“PPA”). The Greenko Group is also a part of the Clean Development Mechanism (“CDM”) process and Renewable Energy Certificates (“REC”).

2. Purpose of the Interim Condensed Combined Financial Statements

The interim condensed combined financial statements have been prepared for the purpose of complying with financial reporting requirements under the indenture governing the Senior Notes. The interim condensed combined financial statements presented herein reflect the Restricted Group II’s results of operations, assets and liabilities and cash flows for the period presented.

The Restricted Group II has changed the financial year from “January to December” to “April to March” during the previous year to be in conformity with its parent’s financial year. As a result, the interim condensed combined financial statements are prepared for the six months period from 1 April 2016 to 30 September 2016 with the comparative numbers a period of fifteen months from 1 January 2015 to 31 March 2016. Due to the different period lengths of each of financial period, the operations for the period ended 31 March 2016 are not directly comparable with operations for the current period. The Restricted Group II has also presented the numbers for the six months period from 1 April 2015 to 30 September 2015 for comparative purpose with current period.

The interim condensed combined financial statements are for the six months ended 30 September 2016 and are presented in US Dollars. The interim financial statements have been prepared in accordance with International Accounting Standard (IAS) 34 “Interim Financial Reporting” on a commonly used carve-out principles to present fairly the combined financial position and performance of the Restricted Group II. The basis of preparation and carve-out principles used in preparation of these combined financial statements are set out in Note 3 below.

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed combined financial statements

3. Basis of preparation of the interim condensed combined financial statements

The indenture governing the Senior Notes requires Greenko Investment to prepare interim condensed combined financial statements of the Restricted Group II entities and Greenko Investment for the purpose of submission to the bond holders. These interim condensed combined financial statements as at and for the period ended 30 September 2016, have been prepared on a basis that combines statements of income, statements of comprehensive income, financial position and cash flows of the legal entities comprising the Restricted Group II entities and Greenko Investment.

The Restricted Group II entities and Greenko Investment are under the common control of Greenko Energy Holdings (“the parent”). The following are the Restricted Group II entities forming part of the parent:

	30 September 2016	31 March 2016	30 September 2015
Anantapura Wind Energies Private Limited	100%	100%	100%
Greenko Bagewadi Wind Energies Private Limited	74%	100%	100%
Perla Hydro Power Private Limited	100%	100%	100%
Rayalaseema Wind Energy Company Private Limited	100%	100%	100%
Sneha Kinetic Power Projects Private Limited	100%	100%	100%
Swasti Power Private Limited#	100%	100%	100%
Tanot Wind Power Ventures Private Limited	100%	100%	100%
Vyshali Energy Private Limited	74%	100%	100%

#Acquired by Greenko Group on 1 April 2015

Management has prepared these interim condensed combined financial statements to depict the historical financial information of the Restricted Group II. The inclusion of entities in the Restricted Group II in these interim condensed combined financial statements is not an indication of exercise of control, as defined in IFRS 10 Consolidated Financial Statements, by Greenko Investment over the Restricted Group II entities.

The interim condensed combined financial statements are not necessarily indicative of the financial performance, financial position and cash flows of the Restricted Group II that would have occurred if it had operated as a separate stand-alone group of entities during the period presented nor of the Restricted Group II's future performance. The interim condensed combined financial statements include the operations of entities in the Restricted Group II, as if they had been managed together for the period presented.

As IFRS does not provide guidance for the preparation of combined financial statements, certain accounting conventions commonly used for the preparation of historical financial information have been applied in preparing the combined financial statements. The application of the specific carve-out conventions impacting the presentation of these financial statements, the areas involving a high degree of judgment or where estimates and assumptions are significant to the combined financial statements have been described below.

The interim condensed combined financial statements have been prepared on a going concern basis under the historical cost convention. All intercompany transactions and balances within the Restricted Group II have been eliminated in full. Transactions between the Restricted Group II and other entities of Greenko Group (hereinafter referred to as “the Unrestricted Group”) that are eliminated in the interim condensed consolidated financial statements of Greenko have been reinstated in these interim condensed combined financial statements.

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed combined financial statements

As these interim condensed combined financial statements have been prepared on a carve-out basis, it is not meaningful to show share capital or provide an analysis of reserves. Invested equity, therefore, represents the combined share capital of the Restricted Group II held by the Parent duly adjusted for any differential consideration paid or received by a restricted entity under internal group restructuring.

4. Significant accounting policies

The interim condensed combined financial statements have been prepared in accordance with the accounting policies adopted in the Restricted Group II's last audited annual financial statements for the period ended 31 March 2016. The presentation of the interim condensed combined financial statements is consistent with the audited Combined Financial Statements.

5. Estimates

The preparation of the interim condensed combined financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and the disclosure of contingent liabilities at the date of the financial statements. If in the future such estimates and assumptions, which are based on management's best judgments at the date of the financial statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the period in which the circumstances change.

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed combined financial statements

6. Intangible assets

	Licences	Electricity PPAs	Goodwill	Total
Cost				
At 1 January 2015	19,569,071	1,421,128	-	20,990,199
Additions	1,809,846	-	2,041,421	3,851,267
Adjustments	5,753,091	15,901,540	90,139,153	111,793,784
Exchange differences	(1,019,675)	(121,810)	(454,485)	(1,595,970)
At 31 March 2016	26,112,333	17,200,858	91,726,089	135,039,280
Exchange differences	(129,269)	(85,155)	(454,090)	(668,514)
At 30 September 2016	25,983,064	17,115,703	91,271,999	134,370,766
At 1 April 2015	19,800,436	1,437,929	-	21,238,365
Acquisition through business combination	1,809,846	-	2,041,423	3,851,269
Exchange differences	(1,184,031)	(78,002)	(124,003)	(1,386,036)
At 30 September 2015	20,426,251	1,359,927	1,917,420	23,703,598
Accumulated amortization				
At 1 January 2015	-	-	-	-
Charge for the period	195,038	1,132,170	-	1,327,208
Exchange differences	(4,440)	(25,771)	-	(30,211)
At 31 March 2016	190,598	1,106,399	-	1,296,997
Charge for the period	292,018	1,708,825	-	2,000,843
Exchange differences	326	1,955	-	2,281
At 30 September 2016	482,942	2,817,179	-	3,300,121
At 1 April 2015	-	-	-	-
Charge for the period	182,033	-	-	182,033
Exchange differences	(5,364)	-	-	(5,364)
At 30 September 2015	176,669	-	-	176,669
Net book value				
At 30 September 2016	25,500,122	14,298,524	91,271,999	131,070,645
At 31 March 2016	25,921,735	16,094,459	91,726,089	133,742,283
At 30 September 2015	20,249,582	1,359,927	1,917,420	23,526,929

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed combined financial statements

7. Property, plant and equipment

	Land	Buildings	Plant and machinery	Furniture and equipment	Vehicles	Capital work-in-progress	Total
Cost							
At 1 January 2015	-	8,459	326,686	212,906	109,744	220,819,444	221,477,239
Adjustments	-	-	-	-	-	21,719,996	21,719,996
Additions	3,561,097	10,575,374	319,205,242	146,460	66,252	288,564,220	622,118,645
Disposals/ Capitalisation	-	-	(7,552)	-	(9,592)	(311,555,595)	(311,572,739)
Exchange differences	(81,068)	(241,130)	(7,281,299)	(12,964)	(6,252)	(9,542,502)	(17,165,215)
As on 31 March, 2016	3,480,029	10,342,703	312,243,077	346,402	160,152	210,005,563	536,577,926
Additions	-	2,026	462	38,369	-	1,094,778	1,135,635
Exchange differences	(17,228)	(51,192)	(1,597,981)	(1,548)	(793)	(1,448,845)	(3,117,587)
At 30 September 2016	3,462,801	10,293,537	310,645,558	383,223	159,359	209,651,496	534,595,974
At 1 April 2015	-	7,663	342,189	273,657	225,908	265,487,651	266,337,068
Additions	218,559	4,311,442	90,758,361	207,452	6,078	201,876,456	297,378,348
Acquisition through business combination	204,509	3,098,456	23,524,292	34,307	33,639	-	26,895,203
Disposals/Capitalisation	-	-	-	-	-	(95,269,080)	(95,269,080)
Exchange differences	(18,862)	(315,664)	(4,121,712)	(23,041)	(14,477)	(17,542,838)	(22,036,594)
At 30 September 2015	404,206	7,101,897	110,503,130	492,375	251,148	354,552,189	473,304,945
Accumulated depreciation							
At 1 January 2015	-	191	83,733	61,927	46,618	-	192,469
Depreciation	-	262,456	5,347,288	80,158	55,868	-	5,745,770
Adjustments	-	(138,810)	(2,011,095)	(110,239)	(81,997)	-	(2,342,141)
Disposals	-	-	(2,099)	-	(5,838)	-	(7,937)
Exchange Difference	-	(5,481)	(118,194)	(4,227)	(2,951)	-	(130,853)
As on 31 March, 2016	-	118,356	3,299,633	27,619	11,700	-	3,457,308
Charge for the period	-	175,309	6,191,886	42,481	23,907	-	6,433,583
Exchange differences	-	177	10,602	48	46	-	10,873
At 30 September 2016	-	293,842	9,502,121	70,148	35,653	-	9,901,764

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed combined financial statements

	Land	Buildings	Plant and machinery	Furniture and equipment	Vehicles	Capital work- in-progress	Total
At 1 April 2015	-	205	91,670	73,054	54,067	-	218,996
Charge for the period	-	106,379	1,247,457	39,509	24,833	-	1,418,178
Exchange differences	-	(3,146)	(41,729)	(5,127)	(3,665)	-	(53,667)
At 30 September 2015	-	103,438	1,297,398	107,436	75,235	-	1,583,507
Net book value							
At 30 September 2016	3,462,801	9,999,695	301,143,437	313,075	123,706	209,651,496	524,694,210
At 31 March 2016	3,480,029	10,224,347	308,943,444	318,783	148,452	210,005,563	533,120,618
At 30 September 2015	404,206	6,998,459	109,205,732	384,939	175,913	354,552,189	471,721,438

Greenko Investment Company (Restricted Group II)

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed combined financial statements

8. In August 2016, Greenko Investment Company, raised funds to the tune of US\$500 million by issuing 4.875% US\$ Senior Notes (the Senior Notes) to institutional investors. The Senior Notes are listed on Singapore Exchange Securities Trading Limited (SGX-ST). In accordance with the terms of the issue and as permitted under law, Greenko Investment Company invested issue proceeds, net of issue expenses, in non-convertible debentures of certain Indian subsidiaries to enable repayment of existing Rupee debt. For this purpose, Greenko Investment Company is duly registered as a Foreign Portfolio Investor under the Indian law. The interest on the Senior Notes is payable on a semi-annual basis in arrears and the principal amount is payable on 16 August 2023. The Senior Notes are secured by corporate guarantee of the parent and pledge of shares of Greenko Investment Company owned by Greenko Mauritius. Non-convertible debentures issued to Greenko Investment Company by Indian subsidiaries are secured by pledge of assets of those subsidiaries through an Indian trustee.
9. During the period ended 30 September 2016, Greenko Investment entered into certain derivative contracts to mitigate the foreign currency risk associated with the USD borrowings of Restricted Group II. The derivative asset and liability associated with these option contracts are recognized in these financial statements at fair value at inception. Subsequent changes to the fair value from the date of inception till 30 September, 2016, have been charged to statement of profit or loss during the current period. The fair value of said derivative asset and liability, as on 30 September 2016, have been disclosed under non-current asset/liability.



KPMG
KPMG Centre
31, Cybercity
Ebène
Mauritius
Telephone +230 406 9999
Telefax +230 406 9988
BRN No. F07000189
Website www.kpmg.mu

INDEPENDENT AUDITORS' REVIEW REPORT ON INTERIM CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

To the Directors of Greenko Energy Holdings

We have reviewed the accompanying interim condensed consolidated financial statements of Greenko Energy Holdings, which comprise the interim condensed consolidated statement of financial position at 30 September 2016, and the interim condensed consolidated statements of profit or loss and other comprehensive income, interim condensed consolidated statement of changes in equity and interim condensed consolidated statement of cash flow for the six months period from 1 April 2016 to 30 September 2016, and selected explanatory notes, as set out on pages 2 to 15. The Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard (IAS) 34, "Interim Financial Reporting". Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for the financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International 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

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements as at 30 September 2016 is not prepared, in all material respects, in accordance with IAS 34 "Interim Financial Reporting".

KPMG
Ebène, Mauritius

22 DEC 2016

Greenko Energy Holdings

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Consolidated statement of financial position

	Successor 30 September 2016 (Unaudited)	Successor 31 March 2016 (Audited)	Predecessor 30 September 2015 (Unaudited)
Assets			
Non-current assets			
Intangible assets and goodwill	393,645,513	398,642,521	138,378,444
Property, plant and equipment	1,516,437,506	1,429,808,400	1,236,335,944
Bank deposits	28,331,359	33,653,696	29,600,871
Other financial assets	223,969,817	3,950,420	315,953
Trade and other receivables	20,076,454	3,274,818	8,805,895
	2,182,460,649	1,869,329,855	1,413,437,107
Current assets			
Inventories	6,943,157	6,213,042	10,595,920
Trade and other receivables	151,075,812	82,576,431	115,844,140
Available-for-sale financial assets	897,838	902,305	96,227
Bank deposits	51,520,050	3,101,651	9,650,803
Current tax assets	2,291,326	2,111,122	469,884
Cash and cash equivalents	151,368,122	71,754,254	54,129,690
	364,096,305	166,658,805	190,786,664
Total assets	2,546,556,954	2,035,988,660	1,604,223,771
Equity and liabilities			
Equity			
Share capital	812,983,250	665,397,586	438,800,453
Share application money	-	-	6,810,739
Currency translation deficit	(6,250,693)	(3,235,562)	(170,665,115)
Retained earnings/(deficit)	(20,948,857)	(35,436,347)	95,329,605
Equity attributable to owners of the Company	785,783,700	626,725,677	370,275,682
Non-controlling interests	110,874	407,215	47,848,222
Total equity	785,894,574	627,132,892	418,123,904
Liabilities			
Non-current liabilities			
Retirement benefit obligations	1,040,931	1,077,439	800,594
Borrowings	1,315,058,139	1,129,801,079	1,029,579,234
Other financial liabilities	164,078,859	-	7,703,829
Deferred tax liabilities	102,913,216	99,776,544	52,017,017
Trade and other payables	16,476,890	13,004,265	11,063,632
	1,599,568,035	1,243,659,327	1,101,164,306
Current liabilities			
Trade and other payables	145,010,400	132,492,929	66,353,589
Current tax liabilities	1,947,128	1,444,850	1,196,777
Borrowings	14,136,817	31,258,662	17,385,195
	161,094,345	165,196,441	84,935,561
Total liabilities	1,760,662,380	1,408,855,768	1,186,099,867
Total equity and liabilities	2,546,556,954	2,035,988,660	1,604,223,771

The explanatory notes are an integral part of these Interim Condensed Consolidated financial statements

Greenko Energy Holdings

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Consolidated statement of profit or loss

	Successor	Predecessor	Successor
	Six months ended 30 September 2016 (Unaudited)	Six months ended 30 September 2015 (Unaudited)	For the period from 12 June 2015 to 31 March 2016 (Audited)
Revenue	123,137,367	100,283,486	27,191,501
Other operating income	63,949	15,290	93,288
Cost of material and power generation expenses	(8,734,711)	(5,923,432)	(6,394,042)
Employee benefits expense	(5,349,357)	(3,908,519)	(3,962,541)
Other operating expenses	(5,374,880)	(4,657,550)	(3,748,346)
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	103,742,368	85,809,275	13,179,860
Depreciation and amortisation	(25,194,555)	(17,253,588)	(16,714,500)
Operating profit/(loss)	78,547,813	68,555,687	(3,534,640)
Finance income	1,600,502	699,739	578,152
Finance costs	(59,839,514)	(35,818,796)	(31,618,180)
Profit/(loss) before tax	20,308,801	33,436,630	(34,574,668)
Income tax expense	(6,156,487)	(6,392,808)	(1,208,479)
Profit/(loss) for the period	14,152,314	27,043,822	(35,783,147)
Attributable to:			
Owners of the Company	14,487,490	26,158,683	(35,436,347)
Non – controlling interests	(335,176)	885,139	(346,800)
	14,152,314	27,043,822	(35,783,147)

Greenko Energy Holdings

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Consolidated statement of comprehensive income

	Successor	Predecessor	Successor
	Six months ended 30 September 2016 (Unaudited)	Six months ended 30 September 2015 (Unaudited)	For the period from 12 June 2015 to 31 March 2016 (Audited)
Profit/(loss) for the period	14,152,314	27,043,822	(35,783,147)
Other comprehensive income			
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations	(3,015,131)	(60,354,068)	(3,235,562)
Total other comprehensive income	(3,015,131)	(60,354,068)	(3,235,562)
Total comprehensive income	11,137,183	(33,310,246)	(39,018,709)
Total comprehensive income attributable to:			
Owners of the Company	11,472,359	(34,195,385)	(38,671,909)
Non-controlling interests	(335,176)	885,139	(346,800)
	11,137,183	(33,310,246)	(39,018,709)

Greenko Energy Holdings

(All amounts in US Dollars unless otherwise stated)

Interim Condensed Consolidated statement of changes in equity
Successor:

	Ordinary shares	Currency Translation Deficit	Retained deficit	Total attributable to owners of Parent	Non- controlling interests	Total equity
Issue of Ordinary Shares	665,397,586	-	-	665,397,586	-	665,397,586
Acquisition through business combination	-	-	-	-	713,309	713,309
Issue of shares to non-controlling interests in subsidiaries	-	-	-	-	40,706	40,706
	665,397,586	-	-	665,397,586	754,015	666,151,601
Loss for the period	-	-	(35,436,347)	(35,436,347)	(346,800)	(35,783,147)
Exchange differences on translating foreign operations	-	(3,235,562)	-	(3,235,562)	-	(3,235,562)
Total comprehensive income	-	(3,235,562)	(35,436,347)	(38,671,909)	(346,800)	(39,018,709)
At 1 April 2016	665,397,586	(3,235,562)	(35,436,347)	626,725,677	407,215	627,132,892
Issue of Ordinary Shares	147,585,664	-	-	147,585,664	-	147,585,664
Issue of shares to non-controlling interests in subsidiaries	-	-	-	-	38,835	38,835
	147,585,664	-	-	147,585,664	38,835	147,624,499
Profit for the period	-	-	14,487,490	14,487,490	(335,176)	14,152,314
Exchange differences on translating foreign operations	-	(3,015,131)	-	(3,015,131)	-	(3,015,131)
Total comprehensive income	-	(3,015,131)	14,487,490	11,472,359	(335,176)	11,137,183
At 30 September 2016	812,983,250	(6,250,693)	(20,948,857)	785,783,700	110,874	785,894,574

Greenko Energy Holdings*(All amounts in US Dollars unless otherwise stated)***Interim Condensed Consolidated statement of changes in equity****Predecessor:**

	Share capital	Share applicatio n money	Currency Translation deficit	Retained earnings	Total attributable to owners of Parent	Non- controlling interests	Total equity
At 1 April 2015	438,800,453	6,810,739	(110,311,047)	69,170,922	404,471,067	46,963,083	451,434,150
Profit for the period	-	-	-	26,158,683	26,158,683	885,139	27,043,822
Exchange differences on translating foreign operations			(60,354,068)	-	(60,354,068)	-	(60,354,068)
Total comprehensive income	-	-	(60,354,068)	26,158,683	(34,195,385)	885,139	(33,310,246)
At 30 September 2015	438,800,453	6,810,739	(170,665,115)	95,329,605	370,275,682	47,848,222	418,123,904

Greenko Energy Holdings
(All amounts in US Dollars unless otherwise stated)
Interim Condensed Consolidated statement of cash flow

	Successor	Predecessor	Successor
	Six months	Six months	For the period
	ended 30	ended 30	from 12 June
	September	September	2015 to 31
	2016	2015	March 2016
	(Unaudited)	(Unaudited)	(Audited)
A. Cash flows from operating activities			
Profit/(loss)before tax	20,308,801	33,436,630	(34,574,668)
<i>Adjustments for</i>			
Depreciation, amortization and impairment	25,194,555	17,253,588	16,714,500
Finance income	(1,600,502)	(699,739)	(578,152)
Finance costs	59,839,514	35,818,796	31,618,180
<i>Changes in working capital</i>			
Inventories	(757,577)	(44,284)	(218,850)
Trade and other receivables	(68,730,061)	(49,949,103)	1,281,748
Trade and other payables	(37,958,044)	14,430,941	(13,711,065)
<i>Cash generated from/ (used) in operations</i>	(3,703,314)	50,246,829	531,693
Taxes paid	(2,218,770)	(1,774,265)	(3,237,141)
Net cash from/ (used) in operating activities	(5,922,084)	48,472,564	(2,705,448)
B. Cash flows from investing activities			
Purchase of property, plant and equipment and capital expenditure	(102,326,660)	(190,980,327)	(88,709,767)
Acquisition of business, net of cash and cash equivalents acquired*	-	(12,603,162)	(276,881,755)
Investment in mutual funds	-	-	(798,751)
Consideration paid for acquisitions made by subsidiaries	-	-	(451,247)
Advance for purchase of equity	(15,366,767)	(296,590)	-
Bank deposits	(43,105,842)	752,117	(821,720)
Interest received	2,076,523	673,786	578,004
Net cash used in investing activities	(158,722,746)	(202,454,176)	(367,085,236)
C. Cash flows from financing activities			
Proceeds from issue of shares (Net of expenses)	147,585,664	-	433,519,071
Proceeds from non-controlling interests	38,835	-	40,161
Proceeds from borrowings (Net of expenses)**	530,867,904	206,561,749	68,318,953
Repayment of borrowings**	(360,565,207)	(18,379,106)	(8,423,601)
Interest paid	(73,934,241)	(49,370,615)	(51,287,444)
Net cash from financing activities	243,992,955	138,812,028	442,167,140
Net increase in cash and cash equivalents	79,348,125	(15,169,584)	72,376,456
Cash and cash equivalents at the beginning of the period	71,754,254	70,909,134	-
Exchange losses on cash and cash equivalents	265,743	(1,609,860)	(622,202)
Cash and cash equivalents at the end of the period	151,368,122	54,129,690	71,754,254

Greenko Energy Holdings

(All amounts in US Dollars unless otherwise stated)

Successor:

* On 20 November 2015, the Company acquired shares of Greenko Mauritius (“Predecessor”) from Greenko Group PLC, GEEMF III GK Holdings MU (“GEEMF”) and Cambourne Investment Pte. Ltd. (“Cambourne”) (collectively referred as “selling shareholders”) for a consideration of US\$ 584,389,778. In addition to cash payment of US\$ 352,511,264 to selling shareholders and consideration of US\$ 231,878,514 is discharged by way of issue of Company’s ordinary shares to Cambourne. Cash and cash equivalents acquired on business combination is US\$ 75,629,509 (Refer note 9).

** Refer note No.8

Greenko Energy Holdings

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed consolidated financial statements

1. General information

Greenko Energy Holdings (“the Company” or “Successor”) is a company domiciled in Mauritius and registered as a company limited by shares under company number C130988 pursuant to the provisions Companies Act 2001. The registered office of the Company is at 11th Floor, Medine Mews, La Chaussee Street, Port Louis, Mauritius. The Company was incorporated on 12 June 2015.

The principal activity of the company is that of investment holding.

Greenko Mauritius (“Predecessor”) together with its subsidiaries are in the business of owning and operating clean energy facilities in India. All the energy generated from these plants is sold to state utilities, captive consumers, direct sales to private customers and other electricity transmission and trading companies in India through a mix of long-term power purchase agreements (“PPA”), short-term power supply contracts and spot markets of energy exchanges. The Group holds licence to trade up to 500 million units of electricity per annum in the whole of India except the state of Jammu and Kashmir. The Group is also a part of the Clean Development Mechanism (“CDM”) process and generates and sells emissions reduction benefits such as Certified Emission Reductions (“CER”) and Renewable Energy Certificates (“REC”).

Acquisition:

On 20 November 2015, Greenko Energy Holdings (“Successor”) acquired 100% of Greenko Mauritius (“Predecessor”) in series of transactions with certain controlling stakeholders. The acquisition is discussed further in note 9.

The Company together with its subsidiaries and the Predecessor together with its subsidiaries hereinafter referred to as “the Group” in respective periods.

2. Basis of preparation

The interim condensed consolidated financial statements (“the interim condensed consolidated financial statements”) are for the six months ended 30 September 2016 and are presented in US Dollars. The interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 (IAS 34) “Interim Financial Reporting” and do not include all the information required in annual financial statements in accordance with International Financial Reporting Standards and should be read in conjunction with the consolidated financial statements of the Group for the period ended 31 March 2016.

The interim condensed consolidated financial statements have been prepared for the purpose of complying with financial reporting requirements under the indenture governing the Senior Notes issued by Greenko Dutch B.V. and Greenko Investment Company, wholly owned subsidiaries. Greenko Energy Holdings is Parent Guarantor for Senior Notes issued by these entities. The Company acquired Greenko Mauritius on 20 November 2015. As per indenture governing the Senior Notes of Greenko Investment Company, the financial statements of the Parent Guarantor for the semi-annual period ended 30 September 2016 is required to present with the comparable prior year period of Greenko Mauritius as the predecessor to the Parent Guarantor.

The interim condensed consolidated financial statements as of 30 September 2016 and 31 March 2016 (for the period from 12 June 2015 to 31 March 2016) includes accounts of the Company and its subsidiaries (“the successor”). The Acquisition was accounted for as a purchase in accordance with the IFRS 3 “Business Combination” which resulted in a new valuations of the assets and liabilities, based on their estimated fair values as of the Acquisition date. The Company has no substantive operations prior to the Acquisition date. The same has been presented for comparative purposes to meet the requirements of users of the financial statements. Further, as mentioned above, the Company was incorporated on 12 June 2015 and has no operations till 20 November 2015.

Greenko Energy Holdings

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed consolidated financial statements

The interim condensed consolidated financial information of Predecessor as of 30 September 2015 are for the period from 1 April 2015 to 30 September 2015, prior to acquisition by the Company, reflect the “pre-acquisition” financial position, results of operations and cash flows of the predecessor prepared on the historical basis of accounting prior to the Acquisition.

The consolidated financial information of the Successor for the period from 12 June 2015 to 31 March 2016 is effectively from 20 November 2015. Due to the different period lengths of each of financial period, the comparative amounts for the statement of financial position, statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows and related notes are not directly comparable with one another or those of the “Predecessor”.

3. Significant accounting policies

The interim condensed consolidated financial statements have been prepared in accordance with the accounting policies adopted in the Group’s last audited annual financial statements for the period ended 31 March 2016. The presentation of the Interim condensed consolidated financial Statements is consistent with the audited Annual Financial Statements.

4. Estimates

The preparation of the Interim condensed consolidated financial Statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and the disclosure of contingent liabilities at the date of the Interim condensed consolidated Financial Statements. If in the future such estimates and assumptions, which are based on management’s best judgments at the date of the Interim condensed consolidated Financial Statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the period in which the circumstances change.

Greenko Energy Holdings
(All amounts in US Dollars unless otherwise stated)
Notes to the interim condensed consolidated financial statements
5. Intangible assets and Goodwill
Successor:

	Licences	Electricity PPAs	Goodwill	Total
Cost				
Acquisition through business combination (Refer Note 9)	130,260,197	21,241,383	250,618,817	402,120,397
Exchange differences	(463,462)	(75,575)	(906,808)	(1,445,845)
At 31 March 2016	129,796,735	21,165,808	249,712,009	400,674,552
Exchange differences	(642,558)	(104,782)	(1,236,198)	(1,983,538)
At 30 September 2016	129,154,177	21,061,026	248,475,811	398,691,014
Accumulated amortisation and impairment				
Charge for the period	630,301	1,374,526	-	2,004,827
Exchange differences	8,553	18,651	-	27,204
At 31 March 2016	638,854	1,393,177	-	2,032,031
Charge for the period	907,709	2,102,724	-	3,010,433
Exchange differences	786	2,251	-	3,037
At 30 September 2016	1,547,349	3,498,152	-	5,045,501
Net book value				
At 30 September 2016	127,606,828	17,562,874	248,475,811	393,645,513
At 31 March 2016	129,157,881	19,772,631	249,712,009	398,642,521

Predecessor:

	Licences	Electricity PPAs	Goodwill	Total
At 1 April 2015	122,880,278	14,119,124	19,418,865	156,418,267
Acquisition on business combination	1,809,846	-	2,041,423	3,851,269
Exchange differences	(6,775,700)	(765,906)	(1,177,399)	(8,719,005)
At 30 September 2015	117,914,424	13,353,218	20,282,889	151,550,531
Accumulated amortisation				
At 1 April 2015	2,942,208	9,415,747	-	12,357,955
Charge for the period	830,980	698,590	-	1,529,570
Exchange differences	(184,087)	(531,351)	-	(715,438)
At 30 September 2015	3,589,101	9,582,986	-	13,172,087
Net book value				
At 30 September 2015	114,325,323	3,770,232	20,282,889	138,378,444

Greenko Energy Holdings
(All amounts in US Dollars unless otherwise stated)
Notes to the interim condensed consolidated financial statements
6. Property, plant and equipment
Successor:

	Land	Buildings	Plant and machinery	Furniture and equipment	Vehicles	Capital work-in-progress	Total
Cost							
Acquisition through business combination	20,897,804	133,752,675	734,596,742	2,168,894	1,022,136	436,463,165	1,328,901,416
Additions (Refer Note 9)	3,041,908	6,380,767	189,482,193	130,318	-	79,650,517	278,685,703
Disposals/capitalisation	-	-	(32,569)	-	(9,248)	(159,826,496)	(159,868,313)
Exchange differences	(34,340)	(397,376)	(87,206)	(6,079)	(4,022)	(2,494,221)	(3,023,244)
At 31 March 2016	23,905,372	139,736,066	923,959,160	2,293,133	1,008,866	353,792,965	1,444,695,562
Additions	797,905	159,554	56,510	381,161	108,069	105,328,128	106,831,327
Adjustments	-	(881,255)	-	-	-	-	(881,255)
Exchange differences	(114,872)	(694,902)	(4,688,451)	(9,695)	(4,524)	8,398,412	2,885,968
At 30 September 2016	24,588,405	138,319,463	919,327,219	2,664,599	1,112,411	467,519,505	1,553,531,602
Accumulated depreciation							
Charge for the period	-	1,479,975	12,949,152	182,291	98,255	-	14,709,673
Disposals	-	-	(16,174)	-	(5,629)	-	(21,803)
Exchange differences	-	20,081	175,480	2,474	1,257	-	199,292
At 31 March 2016	-	1,500,056	13,108,458	184,765	93,883	-	14,887,162
Charge for the period	-	2,088,537	19,685,010	274,411	136,164	-	22,184,122
Exchange differences	-	1,660	20,746	279	127	-	22,812
At 30 September 2016	-	3,590,253	32,814,214	459,455	230,174	-	37,094,096
Net book values							
At 30 September 2016	24,588,405	134,729,210	886,513,005	2,205,144	882,237	467,519,505	1,516,437,506
At 31 March 2016	23,905,372	138,236,010	910,850,702	2,108,368	914,983	353,792,965	1,429,808,400

Greenko Energy Holdings
(All amounts in US Dollars unless otherwise stated)
Notes to the interim condensed consolidated financial statements
Predecessor:

	Land	Buildings	Plant and machinery	Furniture and equipment	Vehicles	Capital work-in-progress	Total
Cost							
At 1 April 2015	16,244,162	127,556,521	595,181,473	3,175,763	1,851,242	381,757,569	1,125,766,730
Additions	767,902	7,574,640	119,172,931	770,140	11,334	219,676,236	347,973,183
Acquisition through business combination	204,509	3,098,456	23,524,292	147,804	65,814	-	27,040,875
Capitalisation	-	-	-	-	-	(126,652,459)	(126,652,459)
Exchange differences	(916,230)	(7,330,829)	(35,837,069)	(203,943)	(104,754)	(22,055,387)	(66,448,212)
At 30 September 2015	16,300,343	130,898,788	702,041,627	3,889,764	1,823,636	452,725,959	1,307,680,117
Accumulated depreciation							
At 1 April 2015	-	14,273,183	42,590,977	1,380,671	815,975	-	59,060,806
Charge for the period	-	2,097,391	13,097,301	363,309	166,017	-	15,724,018
Exchange differences	-	(836,063)	(2,469,832)	(85,601)	(49,155)	-	(3,440,651)
At 30 September 2015	-	15,534,511	53,218,446	1,658,379	932,837	-	71,344,173
Net book values							
At 30 September 2015	16,300,343	115,364,277	648,823,181	2,231,385	890,799	452,725,959	1,236,335,944

Greenko Energy Holdings

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed consolidated financial statements

7. Commitments

Capital expenditure contracted for at 30 September 2016 but not yet incurred aggregated to \$ 377,164,287 (31 March 2016: US\$ 371,523,021).

8. In August 2016, Greenko Investment Company, a subsidiary of the Group, raised funds to the tune of US\$500 million by issuing 4.875% US\$ Senior Notes (the Senior Notes) to institutional investors. The Senior Notes are listed on Singapore Exchange Securities Trading Limited (SGX-ST). In accordance with the terms of the issue and as permitted under law, Greenko Investment Company invested issue proceeds, net of issue expenses, in non-convertible debentures of certain Indian subsidiaries to enable repayment of existing Rupee debt. For this purpose, Greenko Investment Company is duly registered as a Foreign Portfolio Investor under the Indian law. The interest on the Senior Notes is payable on a semi-annual basis in arrears and the principal amount is payable on 16 August 2023. The Senior Notes are secured by corporate guarantee of the Company and pledge of shares of Greenko Investment Company owned by Greenko Mauritius. Non-convertible debentures issued to Greenko Investment Company by Indian subsidiaries are secured by pledge of assets of those subsidiaries through an Indian trustee.

9. Business combinations

On 20 November 2015, the Company had acquired 100% shareholding in Greenko Mauritius ("Predecessor") from Greenko Group Plc, GEEMF III GK Holdings MU ("GEEMF") and Cambourne Investment Pte Ltd ("Cambourne") through multiple Share Purchase Agreements ("SPA") for a consideration of US\$ 584,389,778.

The Company has accounted for the transaction under IFRS 3, "Business Combinations" in the consolidated financial statements and allocated the aggregate purchase consideration as follows:

Description	Amount (US\$)
Total consideration	584,389,778
Identifiable assets acquired	
Property, Plant and Equipment	1,328,901,416
Intangible assets	151,501,580
Cash and cash equivalents	75,629,509
Bank deposits	36,670,847
Non-cash working capital	16,464,403
Available for sale financial assets	93,941
Knock-out call option settlement amount	1,010,000
Other non-current financial assets	3,634,467
Identifiable liabilities assumed	
Debt taken over	(1,101,781,594)
Retirement benefit obligations	(794,999)
GE liability (Refer Note below)	(78,000,000)
Non-controlling interests	(713,309)
Deferred tax liability	(98,845,300)
Net assets acquired	333,770,961
Goodwill	250,618,817

The acquired receivables represent the fair value and the best estimate at the acquisition date of the cash flows from these receivables are all expected to be collected.

The above mentioned consideration is settled by cash payment of US\$ 352,511,264 to Greenko Group Plc and GEEMF and US\$ 231,878,514 by way of issue of Company's ordinary shares to Cambourne.

Greenko Energy Holdings

(All amounts in US Dollars unless otherwise stated)

Notes to the interim condensed consolidated financial statements

The total goodwill of US\$250,618,817 was primarily attributable to the assemble work force, intangible assets that do not qualify for separate recognition and the expected synergies. The said goodwill is not deductible for tax purposes. Transaction cost incurred amounting to US\$ 900,309 was recognised in profit or loss.

The acquired group comprises of an investment of US\$ 50,000,000 by GE Equity International Mauritius (“GE”) to indirectly acquire Class A equity shares and compulsorily convertible cumulative preference shares (“CCPS”) of Greenko Wind Projects Pvt Ltd (“Greenko Wind”), one of the subsidiaries of Greenko Mauritius. GE had certain preferential rights as to payment of dividends and on liquidation in Greenko Wind. Greenko Mauritius (“Predecessor”) had an option to call on GE to buy CCPS while GE has an option to put any of the Class A equity shares and CCPS to Greenko Mauritius (“Predecessor”) as per the terms of the agreement. The options should be exercised at such prices which would provide GE with certain protective returns as per the terms of the agreements. This instrument was construed as a compound instrument with components of equity and liability. However subsequent to the acquisition, Greenko Mauritius (“Predecessor”) entered into a Share Purchase Agreement wherein Greenko Mauritius (“Predecessor”) agreed to purchase the shares held by GE for a consideration of US\$ 78,000,000. Accordingly this consideration is reflected as liability assumed as part of business combination. During the period, the Group has paid US\$ 33,157,675 to GE.

10. During the period ended 30 September 2016, the group entered into certain derivative contracts to mitigate the foreign currency risk associated with the USD borrowings. The derivative asset and liability associated with these option contracts are recognized in these interim condensed consolidated financial statements at fair value at inception. Subsequent changes to the fair value from the date of inception till 30 September, 2016, have been charged to statement of profit or loss during the current period. The fair value of said derivative asset and liability, as on 30 September 2016, have been disclosed under non-current asset/liability.

11. Subsequent events

On September 20, 2016, GEH through its wholly owned subsidiaries Greenko Power Projects (Mauritius) Limited, (“GPPM”) and Greenko Solar Energy Private Limited (“GSEPL”) entered into a definitive agreement with Sun Edison Group to acquire the equity shares and cumulative convertible debentures of certain target Indian subsidiaries of Sun Edison Group.

The transaction primarily involve acquisition of select portfolio of Solar and Wind power projects in India. The acquisition is part of Company’s growth strategy. The acquisition was closed on October 27, 2016 and the Company is currently in the process of finalizing the purchase price allocation to various assets acquired and liabilities assumed.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with, and is qualified in its entirety by reference to, the Interim Condensed Consolidated Financial Statements and the related notes thereto of Greenko Energy Holdings ("Parent Guarantor") and the Interim Condensed Combined Financial Statements and the related notes thereto of Greenko Dutch B.V. ("Restricted Group") and Greenko Investment Company ("Restricted Group II").

Overview

We are one of the leading independent owners and operators of clean energy projects in India. As of the date, our portfolio of assets consists of (i) 47 operational projects with a combined installed capacity of 1,280.0 MW, comprising 20 operational hydro power projects with a total installed capacity of 283.8 MW, 12 operational wind energy projects with a total installed capacity of 714.0 MW, 8 operational solar projects with a total installed capacity of 203.9 MW and 7 operational thermal projects (which include biomass and gas) with a total installed capacity of 78.3 MW, (ii) fourteen projects under construction with a total licensed capacity of 848.6 MW, comprising 4 hydro power projects with a total licensed capacity of 153.6 MW and 4 wind energy projects with a total licensed capacity of 495.0 MW, 6 solar energy projects with a total licensed capacity of 200 MW and (iii) 24 projects with a total licensed capacity of 1,611.0 MW under active development, comprising 10 hydro power projects with a total licensed capacity of 576.0 MW and 11 wind energy projects with a total licensed capacity of 685 MW and 3 Solar energy Projects of 350 MW.

As of the date, the Restricted Group accounted for 49.0% of the total installed capacity of our operational projects, consisting of 17 operational hydro power projects with a total installed capacity of 235.3 MW (82.9% of the total installed capacity of our operational hydro power projects) and 5 operational wind energy projects with a total installed capacity of 392.0 MW (54.9% of the total installed capacity of our operational wind energy projects).

As of the date, the Restricted Group II accounted for 23.9% of the total installed capacity of our operational projects, consisting of 2 operational hydro power project with a total installed capacity of 32.5 MW (11.5% of the total installed capacity of our operational hydro power projects) and 5 operational wind energy projects with a total installed capacity of 274.0 MW (38.4% of the total installed capacity of our operational wind energy projects). In addition, as of the date, the Restricted Group II has one hydro power project with a total licensed capacity of 96.0 MW constructed and under trial-run.

Factors Affecting our Results of Operations

Impact of Weather and Seasonality

Weather conditions can have a significant effect on our power generating activities. The profitability of a wind energy project is directly correlated with wind conditions at the project site. Variations in wind conditions occur as a result of fluctuations in wind currents on a daily, monthly and seasonal basis and over the long term, as a result of more general changes in climate. In particular, wind conditions are generally tied to the monsoon season in India and are impacted by the strength of each particular monsoon season. The monsoon season in India runs from June to September and we generate approximately 60% of our annual production during this period. For example, our wind farms in the Andhra Pradesh cluster performed were negatively impacted in the 6 months ended September 30, 2016 as a result of unfavorable wind conditions from the weak monsoon season in 2016, while Maharashtra Cluster performed positively. The wind performance of wind energy projects in different areas of India are correlated to a certain extent, as at times weather patterns across the whole of India are likely to have an influence on wind patterns and consequently, on revenues generated by wind energy projects across the whole of India.

Hydroelectric power generation is dependent on the amount of rainfall, snow melt and glacier melt in the regions in which our hydro power projects are located, which vary considerably from quarter to quarter and from year to year. Our hydro power projects in the Himachal Pradesh, Uttarakhand, Sikkim and Arunachal Pradesh northern clusters are dependent on rainfall, snow melt and glacier melt. Our hydro power projects in the Karnataka southern cluster are situated on rivers that are primarily monsoon-dependent and are expected to run at full capacity during the four-month wet season, which is usually from June to September, and generate negligible amounts of power during the remaining period of the year. Any reduction in seasonal rainfall, snow melt or glacier melt or change from the expected timing could cause our hydro power projects to run at a reduced capacity and therefore produce less electricity, impacting our profitability. For example, our hydro power projects in the Karnataka southern cluster were negatively impacted for the 6 months ended September 30, 2016 as a result of the total rainfall during the 2016 monsoon season being 30.0% lower than the average of the prior 50 monsoon seasons in India in the catchment areas of our projects. Conversely, if hydrological conditions are such that too much rainfall occurs at any one time, water may flow too quickly and at volumes in excess of a particular hydro power project's designated flood levels, which may result in shutdowns. Where rainfall levels are in the normal range in terms of overall quantum for the year but a substantial portion is concentrated for a shorter period of time, our hydro power projects will generate less power in the course of the year and consequently, this will impact the revenues derived from our hydro power projects. The performance of each of our projects is measured by its average plant load factor ("PLF"), which is the project's actual generation output as a percentage of its installed capacity over a period of time.

We are also subject to the effects of the weather on demand for electricity in India and consequently, our results of operations are affected by variations in general weather conditions. Generally, demand for electricity peaks in winter and summer. Typically, when winters are warmer than expected and summers are cooler than expected, demand for energy is lower than forecasted. Significant variations from normal weather where our projects are located could have a material impact on our results of operations to the extent we are not protected from exposures to variation in demand through long-term contracts.

Significant Recent Growth

Since March 31, 2016, we have significantly expanded our installed base of operational projects. In recent years, we have made a number of acquisitions to increase the total generating capacity of our projects, with a focus on acquiring operational and advanced construction projects near our existing and upcoming project clusters. We have also developed and are continuing to develop a number of projects. Our rapid growth makes it difficult to compare our consolidated results from period to period.

As our business has grown, we have increased our expenditures on general and administrative functions necessary to support this growth and support our operations. As part of our efforts to reduce risks in our business, although we currently outsource the operations and maintenance of our turbines to suppliers, we are also building in-house skills concurrently to oversee and back-up the operations and maintenance of our turbines, a model which is different from that generally adopted by our competitors.

Operation of Our Projects

Our results of operations are materially influenced by the degree to which we operate our projects in order to achieve maximum generation volumes. We intend to achieve growth by improving the availability and capacity of our projects while minimizing planned and unplanned project downtime. The number and length of planned outages, undertaken in order to perform necessary inspections and testing to comply with industry regulations and to permit us to carry out any maintenance activities, can impact operating results. When possible, we seek to schedule the timing of planned outages to coincide with periods of relatively low demand for power at the relevant project. Likewise, unplanned outages can negatively affect our operating results, even if such outages are covered by insurance.

In addition, when we purchase wind turbines, our contracts with suppliers typically include comprehensive O&M service for a period of five to seven years (with free service, in some cases, for the first two years), a warranty in respect of the turbines for a minimum period of two years from the earlier of the date of commissioning or the date of supply, a power curve guarantee which assures optimum operational performance of the turbines as well as a guaranteed performance commitment in the form of a minimum availability guarantee of 97% during the wind season which assures the turbines' availability to generate electricity for a specified percentage of the time with liquidated damages calculated by way of revenue loss subject to a cap.

Power Purchase Agreements

One of the key factors which affects our results of operations is our ability to enter into long-term PPAs for our generated power, thereby enhancing the security and long-term visibility of our revenues and limiting the impact of market price variability on our revenues. Almost all of our generated power is sold under PPAs to state utilities, industrial and commercial consumers and captive consumers. While these PPAs reduce exposure to volatility in the market price for power, the predictability of our operating results and cash flows vary by project based on the negotiated terms of these agreements, in particular the tariffs.

Our PPAs are generally structured in three ways:

- PPAs with preferential feed-in tariffs ("FITs") having a term of between 10 to 25 years which provide greater downside protection since the tariffs are generally fixed for the duration of the PPA. PPAs based on FITs generally do not escalate for inflation.
- Open access tariffs or group captive consumer or third party direct sales linked to commercial tariffs which provide potential for upside based on increases in tariffs charged by state utilities to their industrial and commercial consumers in future years. Such PPAs are generally entered into on a long-term basis, providing clear visibility of revenues for the relevant project with potential growth in revenues from better payment terms.
- PPAs with tariffs based on average power purchase cost of electricity ("APPC") plus RECs which offer greater upside revenue potential depending on the annual escalation in APPC tariffs and the market price of the RECs that may be sold. As the term of such PPAs is generally short, this PPA model allows us the flexibility to move to the merchant tariff model at an appropriate time with direct customers or group captive consumers, enhancing the revenue realization of the relevant projects.

We expect to sell a portion of the power generated by a number of our under-construction projects to customers in wholesale or merchant markets at prevailing market prices in the future. Merchant sales are exposed to price fluctuations. The most crucial factors affecting the performance of merchant projects are the current market prices of power and the marginal costs of production.

Our diversified mix of revenue streams balances certainty in revenue and upside potential to underpin a certain level of revenue growth. Our existing revenue model offers strong earnings visibility as a majority of our PPAs are based on FITs, with further upside from direct third party sales through our PPAs with commercial off-takers linked to commercial tariff escalations and inflation as well as future merchant sales.

Capital Expenditure Costs

Demand for qualified labor and components in our industry have increased over the last few years. This has led to increases in the costs of construction and maintenance of power generation projects. Capital expenditures are necessary to construct, maintain and/or improve the operating conditions of our projects and meet regulatory and prudential operating standards. Future costs will be highly dependent on the cost of components and availability of contractors that can perform the necessary work to construct, maintain and/or improve our projects, as well as changes in laws, rules and regulations which could require us to make capital

improvements to our projects.

Exchange Rate Fluctuations

The Interim Condensed Consolidated Financial Statements and the Interim Condensed Combined Financial Statements are presented in U.S. dollars. However, the functional currency of our operating subsidiaries in India is Indian rupees and they generate revenues and incur borrowings in Indian rupees. In addition, as the equity or debt raised outside India from holding companies is always in foreign currency, presentation of currency translation issues in the profit and loss account of the Parent Guarantor and the Restricted Group arise which results in distorted figures of profits or losses depending upon cross-currency issues of the euro, the U.S. dollar and the Indian rupee. Accordingly, the results of operations of the Parent Guarantor and the Restricted Groups' will be impacted by the strength of the U.S. dollar as measured against the Indian rupee due to translational effects. To the extent that the Indian rupee strengthens or weakens against the U.S. dollar, the Parent Guarantor's consolidated and the Restricted Groups' combined results of operations presented in U.S. dollars will improve or decline, respectively. In addition, we have made borrowings denominated in U.S. dollars in respect of which we are exposed to foreign currency exchange risk. The results of operations of the Parent Guarantor, Greenko Mauritius and the Restricted Group may be affected if there is significant fluctuation among those currencies.

Government Policies and Initiatives

We depend in part on government policies and initiatives that support clean energy and enhance the economic feasibility of developing clean energy projects. For several years, India has adopted policies and subsidies actively supporting clean energy. Although we do not directly receive government subsidies, preferential tariffs for clean energy have been established in many states, ranging from approximately Rs. 2.50/kWh to Rs. 5.81/kWh. In addition, the Generation Based Incentive ("GBI") scheme, which provides an incremental incentive of Rs. 0.5/kWh capped at Rs. 10 million per MW, was reinstated in April 2013 for new wind energy projects and benefit all the wind capacity commissioned since that date.

These regulatory initiatives have contributed to demand for clean energy generally and therefore for power generated by our clean energy projects. Regulations also contributes to the revenue received for the power our projects generate. The support for clean energy has been strong in recent years, and the Indian Government has periodically reaffirmed its desire to sustain and strengthen that support. Additional regulatory requirements could contribute to increases in demand for clean energy and/or to increases in power prices. For example, the aim of the Indian Government is for 15.0% of India's energy requirements to be derived from renewable energy sources by 2020 and the Renewable Purchase Obligation ("RPO") is one of the regulatory measures implemented to ensure the achievement of this goal. To this end, distribution companies of a state, open access consumers and captive consumers are obligated to purchase a certain percentage of their power from renewable sources under the RPO rules.

A failure to continue, extend or renew the several regulatory incentives and programs currently in place in India could have a material adverse impact on our business, results of operations, financial condition and cash flows.

Financing Requirements

Energy project development and construction are capital intensive. We incur costs and expenses for the purchase of plant and equipment, the purchase of land, feasibility studies and construction and other development costs. As a result, our ability to access financing is crucial to our growth strategy. While we expect to fund the construction and development of our projects with a combination of cash flows from operations, debt financing and equity financings, the recent worldwide financial and credit crisis has reduced liquidity and the availability of credit.

Principal Statement of Comprehensive Income Items

The following is a brief description of the principal line items that are included in the statement of profit or loss in the Interim Condensed Consolidated/Combined Financial Statements.

Revenue

Our revenue consists of the sale of power, the sale of REC certificates, GBIs and interest for delayed payments, if any.

Sale of power

Revenue from the sale of power is dependent on the amount of power generated by our projects and is recognized on the basis of the number of units of power exported in accordance with joint meter readings undertaken with transmission companies at the rates prevailing on the date of export as determined by the PPA, feed-in tariff policy or market rates as applicable less the wheeling and banking charges applicable, if any. Claims for delayed payment charges and other claims, if any, are recognized as per the terms of PPAs only when there is no uncertainty associated with the collectability of such claims.

Sale of renewable energy certificates

RECs are a type of environmental commodity intended to provide an economic incentive for electricity generation from renewable energy sources and represent the attributes of electricity generated from renewable energy sources such as hydro and wind. These attributes are unbundled from the physical electricity and the two products, first being the attributes embodied in the certificates and the commodity, and second being electricity, may be sold or traded separately. Revenue from sale of RECs is recognized after registration of the project with central and state government authorities, generation of power and execution of a contract for sale through recognized energy exchanges in India.

Generation Based Incentive

The GBI scheme, which provides an incremental incentive of Rs. 0.5/kWh capped at Rs. 10 million per MW, was reinstated in April 2013 for new wind energy projects and benefit all the wind capacity commissioned since that date. Revenue from GBI is recognized based on the number of units exported or if the eligibility criteria is met in accordance with the guidelines issued by the Indian Renewable Energy Development Agency Limited for GBI scheme.

Other Operating Income

Other operating income refers to income from activities other than normal business operations, and includes profit or loss on sale and disposal of assets.

Cost of Material and Power Generation Expenses

Cost of material and power generation expenses generally include the cost of fuel expenses for our thermal assets, the consumption of stores and spares, operation and maintenance expenses, insurance costs, plant-related direct expenses.

Employee Benefits Expense

Employee benefits expense comprises salaries and wages payable, the value of employee services, employee welfare expenses, contributions towards defined contribution plans and a group gratuity plan with Life Insurance Corporation of India and compensation for employee absences.

Other Operating Expenses

Other Operating Expenses

Other operating expenses include office administration, office rent, travelling expenses, professional charges, communication, internet, stationery, rates and taxes.

Depreciation and Amortization

Depreciation and impairment in value of tangible assets

Property, plant and equipment is stated at historical cost less accumulated depreciation and any impairment in value. Freehold land is not depreciated. Historical cost includes expenditure that is directly attributable to the acquisition of the items and borrowing cost. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with them will flow to us and the cost of the item can be measured reliably. All repairs and maintenance expenditure are charged to profit or loss during the period in which they are incurred. Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Asset category	Useful life
Buildings	30 – 35 years
Plant and machinery	20 – 36 years
Furniture, fixtures and equipment	5 – 10 years
Vehicles	10 years

Amortization and impairment in value of intangible assets

Intangible assets acquired individually, with a group of other assets or in a business combination are carried at cost less accumulated amortization and any impairment in value. The intangible assets are amortized over their estimated useful lives in proportion to the economic benefits consumed in each period. The estimated useful lives of the intangible assets are as follows:

Asset category	Useful life
Licences	14 – 40 Years
Power purchase agreements (“PPA”)	5 Years

Impairment of non-financial assets

Assets that have an indefinite useful life, for example, goodwill, are not subject to amortization and are tested annually for impairment or when there is an indication of impairment. Assets that are subject to amortization and depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Finance Income

Finance income comprises of foreign exchange gain on financing activities, interest on bank deposits and dividend from units of mutual funds.

Finance Cost

Finance cost comprises interest on borrowings and bank charges. Borrowing costs directly attributable to the construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale.

Income Tax Expense

Income tax expense represents the provision of income tax for our subsidiaries in India towards current and deferred taxes. Our Indian subsidiaries which are engaged in power generation currently benefit from a tax holiday from the standard Indian corporate tax. However, these subsidiaries are still liable to pay minimum alternate tax which is calculated on the book profits of the relevant subsidiary.

Results of Operations — Greenko Energy Holdings Interim Condensed Consolidated Financial Statements

Six months ended September 30, 2016 Compared to six months ended September 30, 2015

Greenko Energy Holdings (the “Parent Guarantor” or “the Company” or the “Successor”) was incorporated on June 12, 2015. The Parent Guarantor acquired all of the ordinary shares in Greenko Mauritius (“Greenko Mauritius” or the “Predecessor”) held by Greenko Group plc on November 20, 2015 and also acquired all of the A exchangeable shares in Greenko Mauritius held by Cambourne Investments Private Limited, an affiliate of GIC, and all of the preference shares in Greenko Mauritius held by GEEMF III GK Holdings MU (collectively, the “Acquisition”). Prior to the Acquisition, the Parent Guarantor did not have any operations or assets. The operations of Greenko Mauritius are included in the interim condensed consolidated financial statements of the Parent Guarantor from the date of the Acquisition. As such, the results of operations of the Successor for the period from June 12, 2015 to March 31, 2016 (“Fiscal 2016”) are primarily attributable to Greenko Mauritius’ operations from November 20, 2015 to March 31, 2016.

The interim condensed consolidated financial statements of the Predecessor for the period from April 1, 2015 to September 30, 2015, presented for the purpose of comparison, reflect the “pre-acquisition” financial position, results of operations of the Predecessor prepared on the historical basis of accounting prior to the Acquisition.

Unless otherwise specified or the context otherwise requires, “we”, “us”, “our” or words of similar import refers to the Successor following the Acquisition and the Predecessor prior to the Acquisition.

Revenue

Our revenue was increased by 22.8% to US\$123.1 million in 6 months ended 30 September 2016 from US\$100.3 million in the 6 Months ended September 2015.

The tables below set forth the breakdown of our revenue for the indicated periods by type and asset class.

	Successor	Predecessor
	6 Months ended 30 September 2016	6 Months ended 30 September 2015
	(US\$ in millions)	(US\$ in millions)
Revenue	123.1	100.3
Installed capacity at beginning of period (MW)	838.1	753.8
Installed capacity at end of period (MW)	1002.5	838.1
Generation (GWh)	1,901.5	1,616.4

	Successor	Predecessor
	6 Months ended 30 September 2016	6 Months ended 30 September 2015
	(US\$ in millions)	(US\$ in millions)
Revenues from hydropower projects	33.1	31.5
Revenues from wind energy projects	86.4	62.5
Revenues from thermal projects	3.6	6.3
Total	123.1	100.3

Revenue for the wind power projects in the 6 months ended September 30, 2016 was increased by 38.2% to US\$86.4 million compared to US\$62.5 million in the 6 months ended September 30, 2015. Revenue for the hydro power projects increased by 5.2% to US\$33.1 million compared to US\$31.5 million in the previous year of the same period. Revenue for the thermal power projects in the 6 months ended September 30, 2016 was decreased to US\$3.6 million compared to US\$6.3 million in the previous year of the same period. Generation was increased by 17.6% to 1,901.5 GWh in the 6 Months ended 30 September 2016 from 1,616.4 GWh in the 6 Months ended September 2015. The increase was primarily due to increased operating capacity.

Our hydropower projects delivered an average PLF of 56.0% in the 6 Months ended 30 September 2016, 62.1% in the 6 Months ended 30 September 2015. Our hydropower projects in the southern cluster were also

negatively impacted during the 6 Months ended September 2016 as a result of the lower rainfall during the 2016 monsoon season.

Our wind power projects delivered an average PLF of 38.2% in the 6 Months ended 30 September 2016, 34.0% in the 6 Months ended 30 September 2015. The increase in PLF mainly on account of good monsoon in 2016 compared to monsoon in 2015. Wind power projects of 164 MW have been commissioned during the period from September 2015 to September 2016.

Cost of material and power generation expenses

Cost of material and power generation expenses was US\$8.7 million during 6 Months ended September 2016, US\$5.9 million in the 6 Months ended September 2015. Cost of material and power generation expenses was 7.1% of revenue in September 2016, 5.9% of revenue in the 6 Months ended September 2015. For the period ended September 2016 increase in power generation expenses was primarily due to increase in O & M expenses for Wind Projects payable after first two years of free O&M from vendors, resulting into higher % of revenues.

Employee benefits expense

Employee benefits expense was US\$5.3 million during 6 Months ended September 2016 compared to US\$3.9 million during the 6 Months ended September 2015. The largest component of employee benefits expense was salaries and wages, which have generally increased period on period as a result of the increase in employee headcount in line with the growth of our business.

Depreciation and amortization

Depreciation and amortization was US\$25.2 million during the 6 Months ended September 2016, US\$17.3 million in the 6 Months ended September 2015, primarily due to an increase in plant, property and equipment as a result of our ongoing construction activity and implementation of new projects and due to change in the fair valuation of assets in view of acquisition by Greenko Energy Holdings and depreciation and amortization charge on new higher values.

Finance income

Finance income was US\$1.6 million during the 6 Months ended September 2016, US\$0.7 million during the 6 Months ended September 2015. Finance income in each of these periods was primarily due to interest on bank deposits.

Finance cost

Finance cost was US\$59.8 million during the 6 Months ended September 2016, US\$35.8 million during the 6 Months ended September 2015, which was primarily attributable to interest on our borrowings which increased to US\$1,392.2million as of September 30, 2016, from US\$1,047.0 million as of September 30, 2015 and increased operating capacity. Further during the 6 months ended September 2016 we have incurred hedge costs for the US\$ borrowings taken by us and unamortised borrowing transaction costs and one off prepayment charges incurred for Restricted Group II entities amounts to US\$7.3 million.

Profit/(loss) before tax

Profit before income tax was US\$20.3 million during the 6 Months ended September 2016 compared to profit before tax of US\$33.4 million during the 6 Months ended September 2015.

Income tax expense

Income tax expense was US\$6.2 million during the 6 Months ended September 2016, US\$6.4 million during the 6 Months ended September 2015.

Our subsidiaries in India which are engaged in power generation benefited from a tax holiday from the standard Indian corporate tax during the 6 Months ended September 2016, the 6 Months ended September 2015. The tax holiday period under the Indian Income Tax Act is for 10 consecutive tax assessment years out of a total of 15 consecutive tax assessment years from the tax assessment year in which commercial operations commenced.

However, these subsidiaries are still liable to pay minimum alternate tax which is calculated on the book profits of the relevant subsidiary, the rate of which was 21.34%.

Profit/(loss) for the period

As a result of the above discussed, we had a profit of US\$14.2 million during the 6 Months ended September 2016 compared to a profit of US\$27.0 million during the 6 Months ended September 2015.

Liquidity and Capital Resources

Overview

As of September 30, 2016, our consolidated bank deposits were US\$79.9 million and our cash and cash equivalents were US\$151.4 million.

Our principal financing requirements are primarily for:

- construction and development of new projects;
- maintenance and operation of projects;
- funding our working capital needs;
- potential investments in new acquisitions; and
- general corporate purposes.

We fund our operations and capital requirements primarily through cash flows from operations and borrowings under credit facilities from banks and other financial institutions as well as equity raising at the Parent Guarantor and, in the past, Greenko Mauritius. We believe that our credit facilities, together with cash generated from our operations, cash from investment by our shareholders and a portion of the proceeds of the offering of the Notes hereby, will be sufficient to finance our working capital needs for the next 12 months. We expect that cash flow from operations and our credit facilities will continue to be our principal sources of cash in the medium term. However, there can be no assurance that additional financing will be available, or if available, that it will be available on terms acceptable to us.

We evaluate our funding requirements periodically in light of our net cash flow from operating activities, the progress of our various under-construction and under-active development projects, acquisition opportunities and market conditions.

Cash Flows

Our summarized statement of consolidated cash flows is set forth below:

	6 Months ended 30 September 2016	For the period from 12 June 2015 to 31 March 2016
	(US\$ in millions)	(US\$ in millions)
Consolidated Cash Flow Statement		
Net cash used in operating activities	(5.9)	(2.7)
Net cash used in investing activities	(158.7)	(367.1)
Net cash from financing activities	244.0	442.2
Cash and cash equivalents at the beginning of the period	71.8	-
Cash and cash equivalents at the end of the period	151.4	71.8

Net cash used in operating activities

During the 6 Months ended September 2016, net cash used in operating activities of US\$5.9 million was primarily attributable to (i) loss before tax of US\$20.3 million, (ii) a US\$68.7 million increase in trade and other receivables and (iii) a US\$38.0 million decrease in trade and other payables, offset in part by adjustments of US\$25.2 million for depreciation and amortization and US\$59.8 million for finance cost.

For the period from 12 June 2015 to 31 March 2016, net cash used in operating activities of US\$2.7 million was primarily attributable to (i) loss before tax of US\$34.6 million and (ii) a US\$13.7 million decrease in trade and other payables, offset in part by adjustments of US\$16.7 million for depreciation and amortization and US\$31.6 million for finance cost, offset in part by a US\$1.2 million decrease in trade and other receivables.

Net cash used in investing activities

In the 6 Months ended September 2016, our net cash used in investing activities of US\$158.7 million primarily consisted of (i) US\$102.3 million in purchase of property, plant and equipment and capital expenditure primarily relating to our projects under construction or development, (ii) US\$43.1 million in the investment in bank deposits and (ii) US\$15.4 million in relation to the advance for purchase of equity.

For the period from 12 June 2015 to 31 March 2016, our net cash used in investing activities of US\$367.1 million primarily consisted of (i) US\$88.7 million in purchase of property, plant and equipment and capital expenditure primarily relating to our projects under construction or development and (ii) US\$276.9 million in relation to the Acquisition.

Net cash from financing activities

In the 6 Months ended September 2016, our net cash from financing activities of US\$244.0 million was primarily attributable to US\$147.6 million of proceeds from the issue of shares to our shareholders and US\$530.9 million of proceeds from borrowings, offset in part by US\$360.6 million in repayment of borrowings and US\$73.9 million in interest paid.

For the period from 12 June 2015 to 31 March 2016, our net cash from financing activities of US\$442.2 million was primarily attributable to US\$433.5 million of proceeds from the issue of shares to our shareholders and US\$68.3 million of proceeds from borrowings, offset in part by US\$8.4 million in repayment of borrowings and US\$51.3 million in interest paid.

Results of Operations — Greenko Investment Company Condensed Combined Financial Statements

6 Months Ended September 30, 2016 Compared to 6 Months Ended September 30, 2015

Greenko Energy Holdings (the “Parent Guarantor”) acquired all of the ordinary shares in Greenko Mauritius (“Greenko Mauritius”) held by Greenko Group plc on November 20, 2015 and also acquired all of the A exchangeable shares in Greenko Mauritius held by Cambourne Investments Private Limited, an affiliate of GIC, and all of the preference shares in Greenko Mauritius held by GEEMF III GK Holdings MU (collectively, the “Acquisition”).

The Acquisition was accounted for as a purchase in accordance with IFRS 3 “Business Combination” which resulted in a new valuation of our assets and liabilities, based on their estimated fair value as of the date of the Acquisition. The Interim Condensed Combined financial statements of the Restricted Group II for six months ended September 30, 2015 reflect the “pre-acquisition” financial position, results of operations of the Restricted Group II prepared on the historical basis of accounting prior to the Acquisition.

Revenue

Revenue for the Restricted Group II increased by 251.3% to US\$32.9 million in the 6 months ended September 30, 2016 from US\$9.4 million in the 6 months ended September 30, 2015. The increase was primarily due to an increase in the sale of power.

	6 Months ended September 30, 2016	6 Months ended September 30, 2015
	(US\$ in Millions)	
Revenue	32.9	9.4
Installed capacity at beginning of year (MW)	132.5	22.5
Installed capacity at end of period (MW)	296.5	132.5
Generation in (Gwh)	459.6	159.1

	6 Months ended September 30, 2016	6 Months ended September 30, 2015
	(US\$ in Millions)	
Revenues from hydro power projects	3.6	4.3
Revenues from wind energy projects	29.3	5.1

Revenue for the wind power projects of Restricted Group II in the 6 months ended September 30, 2016 was increased by 4.7 times to US\$29.3 million compared to US\$5.1 million in the 6 months ended September 30, 2015. Revenue for the hydro power projects of Restricted Group II decreased to US\$3.6 million compared to US\$4.3 million in the previous year of the same period. Increase is primarily due to increase in operating capacity of Restricted Group II. Generation in the Restricted Group increased to 459.6 GWh in the 6 months ended September 30, 2016 compared to 159.1 GWh in the 6 months ended September 30, 2015.

Power generation expenses

Power generation expenses for the Restricted Group II in the 6 months ended September 30, 2016 was US\$0.4 million compared to US\$0.1 million in the 6 months ended September 30, 2015. Power generation expenses in the 6 months ended September 30, 2016 was 1.3% of revenue compared to 1.5% of revenue in the 6 months ended September 30, 2015.

Employee benefits expense

Employee benefits expense for the Restricted Group in the 6 months ended September 30, 2016 was US\$0.6 million compared to US\$0.2 million in the 6 months ended September 30, 2015. The largest component of employee benefits expense was salaries and wages, which have generally increased period on period on account of increments and increased head count.

Depreciation and amortization

Depreciation and amortization for the Restricted Group II in the 6 months ended September 30, 2016 was US\$8.4 million compared to US\$1.6 million in the 6 months ended September 30, 2015, primarily due to increase in the operating capacity of Restricted Group II and due to change in the fair valuation of assets in view of acquisition by Greenko Energy Holdings and depreciation charge on new higher values.

Finance income

Finance income for the Restricted Group II in the 6 months ended September 30, 2016 was US\$0.1 million compared to US\$0.0 million in the 6 months ended September 30, 2015, primarily due to an increase in interest on bank deposits.

Finance cost

Finance cost for the Restricted Group II in the 6 months ended September 30, 2016 was US\$20.9 million compared to US\$3.5 million in the 6 months ended September 30, 2015, primarily due to increase borrowings and operating capacity. As on September 30, 2016 borrowings of Restricted Group II were US\$ 490.98 compared to US\$321.07 borrowings as on September 30, 2015. During the 6 months ended September 30, 2016 unamortised borrowing transaction costs and one off prepayment charges incurred amounts to US\$7.3 million.

Profit/(Loss) before income tax

Profit before income tax for the Restricted Group II for the 6 months ended September 30, 2016 was US\$2.1 million compared to profit of US\$3.8 million for the 6 months ended September 30, 2015.

Income tax expense

Income tax expense for the Restricted Group II in the 6 months ended September 30, 2016 was US\$1.4 million compared to US\$1.1 million in the 6 months ended September 30, 2015, primarily due to decrease in deferred tax.

Profit/(loss) for the year

As a result of the foregoing, the Restricted Group II's profit for the 6 months ended September 30, 2016 was US\$0.7 million compared to profit of US\$2.8 million for the 6 months ended September 30, 2015.

Liquidity and Capital Resources

Overview

As of September 30, 2016, the Restricted Group II's bank deposits were US\$7.3 million and our cash and cash equivalents were US\$82.1 million. The Restricted Group II's principal financing requirements are primarily for:

- maintenance and operation of projects;
- funding our working capital needs; and
- general corporate purposes.

We fund the Restricted Group's operations and capital requirements primarily through cash flows from operations. We believe that the cash generated from the Restricted Group's operations will be sufficient to finance its working capital needs for the next 12 months. We expect that these sources will continue to be the Restricted Group's principal sources of cash in the medium term. However, there can be no assurance that additional financing will be available, or if available, that it will be available on terms acceptable to the Restricted Group.

Cash Flows

Our summarized statement of the Restricted Group II's cash flows is set forth below:

	6 Months ended September 30, 2016	15 Months ended March 31, 2016
	(US\$ in Millions)	
Net cash generated from/(used in) operating activities	(9.4)	10.7
Net cash used in investing activities	(0.5)	(278.4)
Net cash (used in)/from financing activities	88.2	265.7
Cash and cash equivalents at the beginning of the period	78.3	(1.9)
Cash and cash equivalents at the end of the period	82.1	3.3

Net cash flow from operating activities

In the 6 months ended September 30, 2016, the Restricted Group II's net cash used in operating activities of US\$9.4 million was primarily attributable to adjustments of US\$32.3 million increase in trade and other receivables, US\$ 8.1 million decrease in trade and other payables, US\$8.4 million for depreciation and amortization and US\$20.9million for finance cost.

In the 15 months ended March 31, 2016, the Restricted Group II's net cash from operating activities of US\$10.7 million was primarily attributable to adjustments of US\$7.1 million for depreciation and amortization and US\$12.9 million for finance cost, US\$8.3 million decrease in trade and other receivables and offset part by US\$3.5 million in trade and other payables.

Net cash used in investing activities

In the 6 months ended September 30, 2016, the Restricted Group II's net cash used in investing activities of US\$0.5 million primarily US\$ 2.5 million investment in bank deposits and offset by decrease in capital advances of US\$1.9 million.

In the 15 months ended March 31, 2016, the Restricted Group II's net cash used in investing activities of US\$278.4 million primarily consisted of US\$278.2 million in purchase of property, plant and equipment and capital expenditure primarily relating to its projects under construction or development.

Net cash from financing activities

In the 6 months ended September 30, 2016, the Restricted Group II's net cash from financing activities of US\$88.2 million was primarily attributable to (i) Proceeds from borrowings of US\$493.5 million, (ii) US\$ 340.7 million in repayment of borrowings (iii) US\$25.1 million in interest payment (iii) US\$39.7 million in repayment of borrowings to unrestricted group.

In the 15 months ended March 31, 2016, the Restricted Group II's net cash from financing activities of US\$265.7 million was primarily attributable to (i) Proceeds from borrowings of US\$229.3 million, (ii) US\$ 11.4 million in repayment of borrowings (iii) US\$19.1 million in interest payment (iii) Proceeds of borrowings from unrestricted group of US\$66.7 million.