

Limited Review Report**Independent Auditor's Review Report on the Unaudited Special Purpose Interim Condensed Combined Financial Statements of the Restricted Group as at and for the half year ended September 30, 2021****Review Report****To the Board of Directors of Clean Renewable Power (Mauritius) Pte. Ltd ("CRPML")**

1. We have reviewed the accompanying Unaudited Special Purpose Interim Condensed Combined Financial Statements of the Restricted Group (consisting of Clean Renewable Power (Mauritius) Pte. Ltd. ('the Company') and certain specific subsidiaries of Hero Future Energies Private Limited ("HFEPL") as listed in Annexure A, collectively known as "Restricted Group") which comprises of the special purpose interim combined Balance Sheet as at September 30, 2021, special purpose interim combined Statement of Profit and Loss, special purpose interim combined Statement of Other Comprehensive Income, special purpose interim combined Cash Flow Statement and the special purpose interim combined Statement of Changes in Equity for the half year ended September 30, 2021 and other explanatory information (together referred to as the "Unaudited Special Purpose Interim Condensed Combined Financial Statements").
2. This Unaudited Special Purpose Interim Condensed Combined Financial Statements, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the Unaudited Special Purpose Interim Condensed Combined Financial Statements, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matter

5. We draw attention to Note 3.1 of accompanying Unaudited Special Purpose Interim Condensed Combined Financial Statements, which describes that the Restricted Group has not formed a separate legal group of entities for the half year ended September 30, 2021 and which also describes the basis of preparation, including the approach and the purpose for preparing them. Consequently, the Unaudited Special Purpose Interim Condensed Combined Financial Statements may not necessarily be indicative of the financial performance and financial position of the Restricted Group that would have occurred if it had operated as a separate standalone group of entities during the periods presented. Our conclusion is not modified in respect of this matter.



S.R. BATLIBOI & Co. LLP

Chartered Accountants

Restriction Use

6. The Unaudited Special Purpose Interim Condensed Combined Financial Statements are special purpose Unaudited Special Purpose Interim Condensed Combined Financial Statements which have been prepared for the purpose of the complying with financial reporting requirements under the indenture governing the US\$ senior notes ("USD Bonds") issued by the Company as mentioned in Note 2 to the Unaudited Special Purpose Interim Condensed Combined Financial Statements. As a result, these Unaudited Special Purpose Interim Condensed Combined Financial Statements may not be suitable for another purpose. This report is not to be used, referred to or distributed for any other purpose except without our prior consent in writing

For S.R. BATLIBOI & Co. LLP

Chartered Accountants

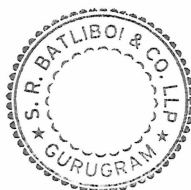
ICAI Firm registration number: 301003E/E300005



per **Pravin Tulsyan**

Partner

Membership No.: 108044



UDIN: 21108044AAAALW3196

Place of Signature: Gurugram

Date: December 20, 2021

Restricted Group
Unaudited Special Purpose Interim Condensed Combined Balance Sheet as at September 30, 2021
(All amounts are in Indian Rupees (in million), unless otherwise stated)

	Note	As at September 30, 2021	As at March 31, 2021
I. ASSETS			
Non-current assets			
(a) Property, plant and equipment	6	28,429.92	28,893.75
(b) Capital work-in-progress		-	42.84
(c) Other intangible assets		125.63	129.63
(d) Financial assets			
Other financial assets		1,049.08	1,049.23
(e) Deferred tax assets (net)		394.68	500.91
(f) Other non-current assets		196.04	200.86
(g) Non-current tax assets (net)		48.92	82.72
		<u>30,244.27</u>	<u>30,899.94</u>
Current assets			
(a) Inventories			
(b) Financial assets		7.91	4.30
(i) Trade receivables			
(ii) Cash and cash equivalents	7	3,993.03	2,657.27
(iii) Other bank balances		654.79	4,723.96
(iv) Other financial assets		14.99	22,592.89
(c) Other current assets		1,269.41	507.03
		<u>298.44</u>	<u>138.79</u>
		<u>6,238.57</u>	<u>30,624.24</u>
Total assets		<u>36,482.84</u>	<u>61,524.18</u>
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital		3,687.94	3,634.10
(b) Other equity		(437.52)	(728.41)
		<u>3,250.42</u>	<u>2,905.69</u>
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	8	28,799.09	29,197.86
(ii) Other financial liabilities		107.51	-
(b) Provisions		63.74	58.80
(c) Deferred tax liabilities (net)		737.36	570.25
(d) Other non-current liabilities		557.39	581.84
		<u>30,265.09</u>	<u>30,408.75</u>
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	8	2,003.74	24,173.66
(ii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises		2.72	4.37
- total outstanding dues of creditors other than micro enterprises and small		295.58	1,016.48
(iii) Other financial liabilities		479.62	2,934.58
(b) Other current liabilities		94.25	77.77
(c) Provisions		3.23	2.88
(d) Liabilities for current tax (net)		88.19	-
		<u>2,967.33</u>	<u>28,209.74</u>
Total equity and liabilities		<u>36,482.84</u>	<u>61,524.18</u>
Basis of preparation, measurement and significant accounting policies	3		

The accompanying notes form an integral part of these Unaudited Special Purpose Interim Condensed Combined financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants
Firm's Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044



For and on behalf of the Restricted Group

Neeraj Nawaz
Director

Manogaran Tham
Director

Place: Gurugram
Date: 20/12/2021

Place: Mauritius
Date: December 20, 2021

Restricted Group
Unaudited Special Purpose Interim Condensed Combined Statement of Profit and Loss for half year ended September 30, 2021
(All amounts are in Indian Rupees (in million), unless otherwise stated)

Particulars	Note	Half year ended September 30, 2021	Half year ended September 30, 2020
I Revenue from contract with customers	9	2,855.73	2,679.63
II Other income		375.99	109.14
III Total income (I + II)		<u>3,231.72</u>	<u>2,788.77</u>
IV Expenses			
Employee benefits expense		70.63	43.08
Finance costs	10	1,321.12	1,488.11
Depreciation and amortization expense		538.11	704.12
Other expenses		418.35	614.89
Total expenses		<u>2,348.21</u>	<u>2,850.20</u>
V Profit/(Loss) before tax (III-IV)		<u>883.51</u>	<u>(61.43)</u>
VI Tax expense:			
a) Current tax		179.18	57.29
b) Deferred Tax charge		259.56	124.28
Total tax expense		<u>438.74</u>	<u>181.57</u>
VII Profit/(Loss) for the period (V-VI)		<u>444.77</u>	<u>(243.00)</u>
VIII Other comprehensive income			
Other Comprehensive Income that may be reclassified subsequently to statement of profit and loss in subsequent years:			
Exchange Difference on translation of foreign operations		6.17	1.75
Effective Portion of Cash Flow Hedges		(92.06)	-
Income tax effect		(13.81)	-
Net comprehensive income that will be reclassified to statement of profit or loss in subsequent years		<u>(99.70)</u>	<u>1.75</u>
Other comprehensive income not to be reclassified to statement of profit and loss in subsequent years:			
Re-measurement gains/(losses) on defined benefit plans		-	(0.08)
Income tax effect		-	0.02
Net other comprehensive income/ (expense) not to be reclassified to statement of profit and loss in subsequent years		<u>-</u>	<u>(0.06)</u>
Other comprehensive income for the period, net of tax		<u>(99.70)</u>	<u>1.69</u>
IX Total comprehensive income/(expense) of the period, net of tax (VII+VIII)		<u>345.07</u>	<u>(241.31)</u>

Basis of preparation, measurement and significant accounting policies

3

The accompanying notes form an integral part of these Unaudited Special Purpose Interim Condensed Combined financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants
Firm's Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044



For and on behalf of the Restricted Group

Neeraj Nawaz
Director

M. Jaganathan
Director

Place: Gurugram
Date: 20/12/2021

Place: Mauritius
Date: December 20, 2021

Restricted Group
Unaudited Special Purpose Interim Condensed Combined Statement of Changes in Equity for the half year ended September 30, 2021
(All amounts are in Indian Rupees (in million), unless otherwise stated)
A. Equity Share Capital*

Equity shares of Rs 10 each issued, subscribed and fully paid	Number of Equity Shares	Amount
As at April 01, 2019		
Changes in Equity Share Capital during the year	302,378,530	3,032.76
Profit/(Loss) before tax	60,017,921	601.34
Changes in Equity Share Capital during the period	382,396,451	3,634.10
As at September 30, 2021	729,459	53.84
	363,125,910	3,687.94

* Share capital represents the aggregate amount of share capital of entities forming part of the Restricted Group as at the respective period and does not necessarily represent legal share capital of the Restricted Group.

B. Other Equity*

	Securities premium	Debt Redemption Reserve	Invested Capital	Equity component of compulsorily convertible debentures	Attributable to equity holders	Cash Flow Hedging Reserve	Cost of Hedging Reserve	Foreign Currency Translation Reserve	Retained Earnings	Total equity
As at April 1, 2020	-	209.58	463.31	598.81	62.91	-	-	(5.19)	(1,609.88)	(280.46)
Add: Loss for the year	-	-	-	-	-	-	-	-	(243.00)	(243.00)
Add: Other comprehensive expense	-	-	-	-	-	-	-	-	(0.06)	(0.06)
Total Comprehensive Income for the period	-	-	-	-	-	-	-	-	(243.06)	(243.06)
Add: Additions during the year	-	-	-	-	0.32	-	-	1.82	-	2.14
Less: transferred to share capital	-	-	-	-	(1.34)	-	-	-	-	(1.34)
Less: transferred to Foreign currency translation reserve	-	-	-	-	0.07	-	-	(0.07)	-	-
As at September 30, 2020	-	209.58	463.31	598.81	61.96	-	-	(3.44)	(1,852.94)	(522.72)
Add: Loss for the year	-	-	-	-	-	-	-	-	(701.90)	(701.90)
Add: Other comprehensive expense	-	-	-	-	-	-	-	-	0.58	0.58
Total Comprehensive Income for the period	-	-	-	-	-	-	-	-	(701.32)	(701.32)
Add: Additions during the year	261.40	-	-	-	300.00	-	-	(0.22)	-	561.18
Less: Share Issue Expenses	(3.60)	-	-	-	-	-	-	-	-	(3.60)
Less: Deferred Tax charge	-	-	-	-	-	-	-	-	-	-
As at March 31, 2021	257.80	209.58	463.31	598.81	300.01	-	-	(3.66)	(2,554.26)	(726.41)
As at April 1, 2021	257.80	209.58	463.31	598.81	300.01	-	-	(3.66)	(2,554.26)	(726.41)
Add: Profit for the period	-	-	-	-	-	-	-	-	444.77	444.77
Add: Other comprehensive income/expense	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the period	-	-	-	-	-	(219.34)	113.47	-	-	(105.87)
Add: Additions during the period	-	-	-	-	-	(219.34)	113.47	-	444.77	338.90
Less: Debenture Redemption Reserve utilised during the period	-	(209.58)	-	-	-	-	-	5.83	-	5.83
Less: transferred to Share Capital	-	-	-	-	-	-	-	-	209.58	-
Less: transferred to Foreign Currency Translation Reserve	-	-	-	-	(53.84)	-	-	-	-	(53.84)
As at September 30, 2021	257.80	-	463.31	598.81	245.83	(219.34)	113.47	0.34	(1,899.91)	(437.52)

*Other equity represents the aggregate amount of other equity of identified entities of Restricted Group as of the respective period and does not necessarily represent legal other equity for the purpose of the Restricted Group.

Basis of preparation, measurement and significant accounting policies

3

The accompanying notes form an integral part of these Unaudited Special Purpose Interim Condensed Combined financial statements

As per our report of even date

For S.R. Batliboi & Co. LLP

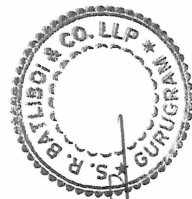
Chartered Accountants

Firm's Registration Number: 301003/E/300005

per Pravin Tulsyan

Partner

Membership Number: 108044



For and on behalf of the Restricted Group

(Signature)
 Neeraj Nawaz
 Director

(Signature)
 Ianoqaran Thanothym
 Director

Place: Gurugram

Date: 20/12/2021

Place: Mauritius

Date: December 20, 2021

Restricted Group
Unaudited Special Purpose Interim Condensed Combined Cash Flow Statement for half year ended September 30, 2021
(All amounts are in Indian Rupees (In million), unless otherwise stated)

Particulars	For the Half Year ended September 30, 2021	For the Half Year ended September 30, 2020
I. Cash flow from operating activities		
Profit/(Loss) before tax	883.51	(61.43)
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortization expense	538.11	704.12
Amortisation of government grant	(14.42)	(12.39)
Liability no longer required written back	-	(0.35)
Unwinding of discount on deposits	(1.25)	(1.16)
Finance costs	1,321.12	1,488.11
Finance income	(79.39)	(13.90)
Provision for doubtful receivables and advances	19.38	3.66
Exchange fluctuation (gain)	(235.75)	-
Operation and maintenance reserve accretion	(15.66)	10.19
	1,532.14	2,178.28
Operating profit before working capital changes	2,415.65	2,116.85
Change in working capital:		
(Increase) in trade and other receivables	(1,355.14)	(452.19)
(Increase) in inventories	(3.61)	(0.19)
(Decrease)/ Increase in trade and other payables	(718.60)	63.99
(Increase) in other financial assets	(5.93)	(64.61)
(Increase) in other assets	(154.87)	(40.70)
(Decrease)/ Increase in other financial liabilities	(418.64)	114.14
Increase/ (Decrease) in other liabilities	25.09	(38.66)
Change in working capital	(2,631.70)	(418.22)
Cash generated from operations	(216.05)	1,698.63
Less : Taxes paid/ (net of refunds)	(57.22)	(20.41)
Net cash flow from/(used in) operating activities	(273.27)	1,678.22
II. Cash flow from investing activities:		
Purchase of property, plant and equipment	(97.07)	(15.79)
Fixed deposits with banks (net)	130.83	(207.61)
Balance with banks (net)	22,932.45	-
Loan to related parties (net)	(698.83)	-
Interest received on fixed deposits with banks	24.63	59.50
Net cash generated from/ (used in) investing activities:	22,292.01	(163.90)
III. Net cash flow from financing activities:		
Proceeds from equity share capital (net of share issue expense)	-	361.00
Payment of principal portion of lease liabilities	-	(12.67)
Net (repayment)/ proceeds of working capital facilities	(111.50)	1,533.15
Repayment of borrowings	(23,414.86)	(2,166.53)
Interest paid on borrowings	(3,230.11)	(1,214.43)
Net cash generated/(used in) financing activities	(26,756.47)	(1,501.48)
Net change in Cash & cash equivalents (I+II+III)	(4,737.73)	12.84
Cash and cash equivalents as at the beginning of the period (a)	4,579.45	700.57
Effects of exchange rate changes on cash and cash equivalents (b)	11.18	(2.16)
Cash and cash equivalents as at the end of the period (c)	(169.46)	715.57
Net change in Cash & cash equivalents (c+b-a)	(4,737.73)	12.84

Basis of preparation, measurement and significant accounting policies

3

Note:

The Cash Flow statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows"

The accompanying notes form an integral part of these Unaudited Special Purpose Interim Condensed Combined financial statements
As per our report of even date

For S.R. Batliboi & Co. LLP

Chartered Accountants

Firm's Registration Number: 301003/E/3000057

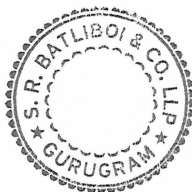
per Pravin Tulsyan

Partner

Membership Number: 108044

Place: Gurugram

Date: 20/12/2021



For and on behalf of the Restricted Group

Neeraj Nawaz

Director

Manogaran Thirumothiram

Director

Place: Mauritius

Date : December 20, 2021

Restricted Group
Unaudited Special Purpose Interim Condensed Combined financial statement for half year ended September 30, 2021
(All amounts are in Indian Rupees (in millions), unless otherwise stated)

1 Corporate Information

Clean Renewable Power (Mauritius) Pte. Ltd ("the CRPMPL" or "the Company") was incorporated on March 27, 2018 as a Private entity limited by shares incorporated under laws of Mauritius and a wholly-owned subsidiary of Hero Future Energies Asia Pte Ltd ("the Parent"). The Company and certain subsidiaries of Hero Future Energies Private Limited, collectively known as "Restricted Group" (as listed below), carry out business activities relating to generation of electricity through non-conventional renewable energy sources engaged in the ownership, maintenance, management of solar and wind power plants and generation of solar and wind energy based on long-term contracts (power purchase agreements or "PPA") with Indian government entities and commercial customers.

During the previous year ended March 31, 2021, the Company had issued 4.25% Senior secured notes to institutional investors and is listed on Singapore Exchange Securities Trading Limited (SGX-ST). During the period ended September 30, 2021, net proceeds of this offering had used to subscribe the onshore debt (rupee denominated external commercial borrowings in the form of bonds) issued by Indian entities of Restricted Group to replace existing Rupee and external debt of Restricted Group entities. Restricted Group entities are directly or indirectly under common control of the parent. CRPMPL and Indian entities of Restricted Group have been considered as "Restricted Group" for the purpose of financial reporting.

The Restricted Group entities which are under the common control of the Parent comprises the following entities:

Entities	Holding Company	% Holding	Country of incorporation
Clean Renewable Power (Mauritius) Pte. Limited	Hero Future Energies Asia Pte. Ltd	100%	Mauritius
Clean Wind Power (Ratlam) Private Limited	Hero Wind Energy Private Limited	100%	India
Clean Wind Power (Satara) Private Limited	Hero Wind Energy Private Limited	100%	India
Clean Wind Power (Piploda) Private Limited	Hero Wind Energy Private Limited	100%	India
Clean Wind Power (Bableshtar) Private Limited	Hero Wind Energy Private Limited	100%	India
Bhilwara Green Energy Limited	Hero Wind Energy Private Limited	100%	India
Clean Solar Power (Dhar) Private Limited	Hero Solar Energy Private Limited	100%	India
Rajkot (Gujarat) Solar Energy Private Limited	Hero Solar Energy Private Limited	100%	India
Clean Solar Power (Gulbarga) Private Limited	Hero Solar Energy Private Limited	100%	India

The Unaudited Special Purpose Interim Condensed Combined financial statements ("Special Purpose Combined Financial Statements") were authorized for issue in accordance with a resolution of the directors on December 20, 2021

2 Purpose of Special Purpose Combined Financial Statements

These are Special Purpose Combined financial statements, which have been prepared for the purpose of complying with reporting requirements under the indenture governing the 4.25% Senior secured notes. These Special Purpose Combined financial statements presented herein reflect the Restricted Group's results of operations, assets and liabilities and cash flows for the year presented. The basis of preparation and significant accounting policies used in preparation of these special purpose Combined financial statements are set out in note 3 below.

3 Basis of Preparation, Measurement and Significant Accounting Policies

3.1 Basis of Preparation:

The indenture governing the 4.25% Senior secured notes requires Restricted Group to prepare Special Purpose Combined financial statements of the Restricted Group for the purpose of submission to the bond holders. The Special Purpose Combined financial statements of the Restricted Group have been prepared in accordance with Ind AS 34 "Interim Financial Reporting", prescribed under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended from time to time and the Guidance Note on Combined and Carve-out Financial Statements issued by the Institute of Chartered Accountants of India (ICAI).

Management of the entity has prepared the Special Purpose Combined financial statements, which comprise the Special Purpose combined Balance Sheet as at September 30, 2021, the Special Purpose Combined Statement of Profit and Loss including other comprehensive income, the Special Purpose Combined Statement of Cash Flows and Special Purpose Combined Statement of Changes in Equity for the half year ended September 30, 2021, a summary of the significant accounting policies and other explanatory information.

The Special Purpose Combined financial statements have been prepared on the accrual and going concern basis and the historical cost convention, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

As per the Guidance Note on Combined and Carve Out Financial Statements, the procedure for preparing Special Purpose Combined financial statements of the combining entities is the same as that for Special Purpose Combined financial statements as per the applicable Indian Accounting Standards. Accordingly, when Combined financial statements are prepared, intra-group transactions and profits or losses are eliminated. All the inter group transactions are undertaken on Arms Lengths basis. There is no allocation of expenses within the Restricted Group. The information presented in the Special Purpose Combined financial statements of the Restricted Group may not be representative of the position which may prevail after the transaction. The resulting financial position may not be that which might have existed if the combining businesses had been a stand-alone business.

Accordingly, the procedures followed for the preparation of the Special Purpose Combined financial statements:

- Combined like items of assets, liabilities, equity, income, expenses and cash flows of the combining entities.
- Eliminated in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Restricted Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as fixed assets, are eliminated in full), any.

These Special Purpose Combined financial statements may not be necessarily indicative of the financial performance, financial position and cash flows of the Restricted Group that would have occurred if it had operated as a separate Group of entities during the year presented or the Restricted Group's future performance.

The Special Purpose Combined financial statements include the operation of entities in the Restricted Group, as if they had been managed together for the year presented.

Share capital and reserves disclosed in the Special Purpose Combined financial statements is not the legal capital and reserves of the Restricted Group and is the aggregation of the share capital and reserves of the individual combining entities. Income taxes are arrived at by aggregation of the tax expenses actually incurred by the combining businesses, after considering the tax effects of any adjustments which is in accordance with the Guidance Note on Combined and Carve-Out Financial Statements issued by the ICAI.



Restricted Group
Unaudited Special Purpose Interim Condensed Combined financial statement for half year ended September 30, 2021
(All amounts are in Indian Rupees (in millions), unless otherwise stated)

The preparation of financial information in conformity with Ind AS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Restricted Group's accounting policies.

All intracompany transactions and balances within the Restricted Group have been eliminated in full. Transactions that have taken place with other related parties not forming part of the Restricted Group have been disclosed in accordance with Ind AS 24 Related Party Disclosures.

The Special Purpose Combined Financial Statements as at and for the half year ended September 30, 2021 do not include all the information and disclosures required in the complete set of financial statements and should be read in conjunction with the Company's annual Combined Financial Statements as at and for the year ended March 31, 2021.

The accounting policies followed in preparation of these Special Purpose Combined Financial Statements are consistent with those followed in the most recent annual financial statements of the Restricted Group i.e. for the year ended March 31, 2021, except for the adoption of new standards, interpretations and amendments effective as of April 1, 2021.

3.2 Basis of Combination:

The accounting policies and estimates adopted in preparation of the Special Purpose Combined Financial Statements of the restricted group for the year March 31 2021, except for changes in accounting policy as detailed in note:

The procedure for preparing Special Purpose Combined Financial Statements of the Restricted Group are stated below:

- a) the Special Purpose Combined financial statements have been prepared using the principles of consolidation as per Ind AS 110—Special Purpose Combined Financial Statements, to the extent applicable.
- b) the financial statements of all the entities were combined by combining/adding like items of assets, liabilities, equity, income, expenses and cash flows.
- c) intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Restricted Group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory) are eliminated in full;
- d) the tax expense involves aggregation of the tax expenses actually incurred by the combining businesses in accordance with para 33 of the Guidance Note on Combined and Carve-Out Financial Statements.
- e) carrying amounts pertaining to all subsidiaries are Combined as they reflect in Special Purpose Combined financial statements of Hero Future Energies Private Limited in accordance with para 16 of the Guidance Note on Combined and Carve-out Financial Statements
- f) the figures in the notes to accounts and disclosures have been Combined line by line and only transactions and balances between the companies that form part of Restricted Group have been eliminated.
- g) share capital represents the aggregate amount of share capital of entities forming part of the Restricted Group as at the respective date and does not necessarily represent legal share capital of the Restricted Group.

3.3 Adoption of new accounting policy

Derivative and Hedging activities

Derivative financial instruments and hedge accounting

In the normal course of business, the Restricted Group uses derivative instruments for the purpose of mitigating the exposure from foreign currency fluctuation risks associated with recognized asset or liability denominated in certain foreign currencies and to minimize earnings and cash flow volatility associated with changes in foreign currency exchange rates, and not for speculative trading purposes. These derivative contracts are purchased within the Restricted Group's policy and are with counterparties that are highly rated financial institutions. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss except for effective portion of cash flow hedges. Refer note 4 and 5 for details

Contracts designated as Cash Flow Hedge

At the inception of a hedge relationship, the Restricted Group formally designates and documents the hedge relationship to which the Restricted Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Restricted Group's risk management objective and strategy for undertaking hedge, the hedging/economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been effective throughout the financial reporting periods for which they were designated. The Restricted Group evaluates hedge effectiveness of cash flow hedges at the time a contract is entered into as well as on an ongoing basis. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For hedge accounting, hedges are classified as Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

Cash flow hedges that qualify for hedge accounting

The effective portion of cumulative changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The amounts recognized in the cash flow hedging reserve are recycled to the statement of profit and loss at the same time when the impact from the underlying transaction affects statement of profit and loss. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss, within other gains/(losses).

Where option contracts are used to hedge recognized asset or liability, the Company designates intrinsic value of the option contract as hedging instrument. Gains or losses relating to the effective portion of the change in intrinsic value of the option contract are recognised in the cash flow hedging reserve within equity. The changes in time value of the option contracts that relate to the hedged items are recognised through other comprehensive income as 'Costs of hedging' within equity. The cost associated with a hedging instrument is treated as cost of hedging and expensed over the period of the hedge contract.

When a hedging instrument expires, or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time is recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the Statement of Profit and Loss. When a hedging instrument is unexercised and expires, the cumulative gain or loss is reversed within equity with the corresponding effect to the hedge receivable/payable.

If the hedge ratio for risk management is no longer optimal, but risk management objectives remain unchanged and hedge continues to qualify for hedge accounting, the hedge relationships are re-balanced so that the hedge ratio aligns. Consequently, hedge ineffectiveness is computed and accounted for in the Statement of Profit and Loss immediately.

3.4 New standards, interpretations and amendments effective as of April 1, 2021.

On June 18, 2021, MCA through a notification has notified Companies (Indian Accounting Standards) Amendment Rules, 2021. The notification has made amendments to various Ind AS. Some of the key amendments are:



(a) Ind AS 116 – COVID-19-Related Rent Concessions

The economic challenges presented by the COVID-19 pandemic have persisted longer than anticipated, and therefore the practical expedient relating to rent concessions arising as a consequence of COVID-19 has been modified. Accordingly, lessees are now exempted from assessing whether a COVID-19-related rent concession is a lease modification, if the reduction in lease payments affects only payments originally due on or before June 30, 2022. Earlier the practical expedient was allowed only for lease payments originally due on or before June 30, 2021. A lessee should apply the amendments for annual reporting periods beginning on or after April 1, 2021. The Restricted Group does not expect any impact on its financial statements due to this amendment.

(b) Interest Rate Benchmark Reform – Phase 2

This amendment relates to 'Interest Rate Benchmark Reform – Phase 2 (Amendments to Ind AS 104, Ind AS 107, Ind AS 109 and Ind AS 116)' which addresses issues that might affect financial reporting after the reform of an interest rate benchmark, including its replacement with alternative benchmark rates. Some of the key amendments arising from the interest rate benchmark reform are:

Ind AS 109: New guidance has been included on changes in the basis for determining the contractual cashflows as a result of interest rate benchmark reform. An entity should apply the amendments for annual reporting periods beginning on or after April 1, 2021.

Ind AS 107: Additional disclosures related to nature and extent of risks to which the entity is exposed from financial instruments subject to interest rate benchmark reform and how the entity manages these risks. An entity should apply the amendments when it applies amendments to Ind AS 109, Ind AS 104 or Ind AS 116.

The Restricted Group does not expect the amendments to have any significant impact in its financial statements

(c) Amendments to Ind AS consequential to Conceptual Framework under Ind AS

The amendments relating to Ind AS 102, Share-based Payment; Ind AS 103, Business Combinations; Ind AS 106, Exploration for and Evaluation of Mineral Resources; Ind AS 114, Regulatory Deferral Accounts; Ind AS 1, Presentation of Financial Statements; Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors; Ind AS 34, Interim Financial Reporting; Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets; Ind AS 38, Intangible Assets, are consequential due to changes in the Conceptual Framework under Ind AS, made in August 2020. The revised Conceptual Framework introduced some new concepts and clarifications along with revision in definitions and changes in recognition criteria of assets and liabilities under Ind AS. The Restricted Group does not expect the consequential amendments to have any significant impact in its financial statements.

4 During the previous year ended March 31, 2021, the Company had issued 4.25% Senior secured notes and raised US\$363.00 million (Equivalent Rs. 26,589.33 million net of processing fee of Rs. 365.27 million). These Notes are listed on Singapore Exchange Securities Trading Limited (SGX-ST). In accordance with the terms of the issue, the Company invested the proceeds in INR denominated External Commercial Borrowings (ECBs) within the Indian entities of the Restricted Group. The interest on the Notes are payable on a semi-annual basis.

5 During the period ended September 30, 2021, the Company hedged the foreign currency exposure risk related to certain investments in Indian Restricted Group entities denominated in foreign currency through call spread option with cross currency swap for coupon payments. The foreign currency swap contracts and options were not entered for trading or speculative purposes.

The Company documented each hedging relationship and assessed its initial effectiveness on inception date and the subsequent effectiveness was tested on each reporting date using dollar offset method. When the relationship between the hedged items and hedging instrument is effective at achieving offsetting changes in cashflows attributable to the hedged risk, the Company records in other comprehensive income the entire change in fair value of the designated hedging instrument that is included in the assessment of hedge effectiveness. The gain or loss on the hedge contracts shall be reclassified to interest expense when the coupon payments and principal repayments are made on the related investments. The hedge contracts were effective as of September 30, 2021.

The Restricted Group recorded an expense of INR 399.84 million during the period ended September 30, 2021.

The following table presents outstanding notional amount and balance sheet location information related to foreign exchange derivative contracts as of September 30, 2021.

Notional Amount (US\$ denominated in million)	Foreign Currency Option Contracts	
	As at	
	September 30, 2021 (Unaudited)	
		363.00
Non-current – Other financial Liabilities (INR in million)		
Cash Flow Hedging Reserve (INR in million)		107.51
Cost of Hedging Reserve (INR in million)		(219.34)
		113.47

6 Property, plant and equipment

During the period ended September 30, 2021, the Restricted Group has added Rs. 71.40 million (March 31, 2021: Rs. 0.39 million) to gross block of property, plant and equipment. The addition is majority in Plant and equipment which pertains to 42.38 million of Capital work-in-progress transferred to plant and equipment in one of entities of Restricted Group i.e., Clean Wind Power (Satara) Private Limited. Further, the Restricted Group, during this period, disposed net block of property, plant and equipment worth Rs. 1.61 million (March 31, 2021: Rs. Nil million).

Change in Accounting Estimate in useful lives

During the period ended September 30, 2021, as a part of its annual exercise of review of estimates, the Restricted Group conducted an operational efficiency review of its wind power plants and solar power plants respectively, classified under category property, plant and equipment. Basis the study and internal technical advice, with effect from April 1, 2021, the expected useful life of wind power plants and Solar power plants has been revised from 25 years to 30 years and 35 years respectively with depreciation expenses recognized in Statement of Profit and Loss is decreased.

The effect of above changes on actual and expected depreciation expense was as follows:

Particulars	For the year ended					
	Actual effect in the current period		Expected amount of effect in future periods*			
	30-Sep-21	31-Mar-22	31-Mar-23	31-Mar-24	31-Mar-25	31-Mar-26
Decrease in Depreciation Expense	161.03	322.07	322.07	322.07	322.07	322.07

*Expected amount of the effect in future periods on depreciation, computed without considering any changes for expected capitalization.



Restricted Group
Unaudited Special Purpose Interim Condensed Combined financial statement for half year ended September 30, 2021
(All amounts are in Indian Rupees (in millions), unless otherwise stated)

7 Cash and cash equivalents

Particulars	As at September 30, 2021	As at March 31, 2021
Balances with banks		
- Current account*		
- Deposits with original maturity of three months or less	654.79	4,307.88
		416.08
	<u>654.79</u>	<u>4,723.96</u>

*Balance with banks-current account of Rs. 315.51 million (March 31, 2021: Rs. 3,508.00 million) pertains to (i) funds which can be used by CRPMPL for meeting its operating expenses and estimated transaction expenses and (ii) funds to be transferred to Indian entities of Restricted Group for expenditure on general corporate purpose of these entities

a) For the purpose of the statement of cash flow, cash and cash equivalents comprise of the following:

Particulars	As at September 30, 2021	As at March 31, 2021	As at September 30, 2020
Balances with banks:			
- Current account			
- Deposits with original maturity of three months or less	654.79	4,307.88	463.16
Bank overdraft	(824.25)	(144.51)	(138.96)
	<u>(169.46)</u>	<u>4,579.45</u>	<u>715.57</u>

8 Borrowings

Particulars	As at September 30, 2021	As at March 31, 2021
Non-current		
Secured		
4.25% Senior secured notes (refer note (iii) below)	25,447.18	25,826.59
Unsecured		
Optional Convertible Cumulative Debentures (refer note 13)	1,799.71	1,799.64
Compulsory Convertible Debentures (refer note 13)	1,552.20	1,571.63
	<u>28,799.09</u>	<u>29,197.86</u>
Current		
Secured		
Current maturities of long term borrowings (refer note (iii) below)	-	21,337.28
Current maturities of 4.25% Senior secured notes (refer note (iii) below)	1,142.15	465.45
Current maturities of Non-Convertible Debentures- Senior (refer note (iii) below)	-	798.50
Bank Overdraft (refer note (iv) below)	724.90	-
Working Capital facility	-	111.50
Unsecured		
Loan from related parties (refer note 13)	37.34	1,316.42
Bank overdraft	99.35	144.51
	<u>2,003.74</u>	<u>24,173.66</u>
Total	<u>30,802.83</u>	<u>53,371.52</u>

Notes:

(i) Short term loan from banks and related parties, Working Capital facility and bank overdraft from banks carries interest @ 8.70% p.a.- 11% p.a.
(ii) Senior secured notes of the Company carries interest of 4.25% p.a.

(iii) During the previous year ended March 31, 2021, the Company had carried out issuance of 4.25% Senior secured notes for US\$363 million (Equivalent Rs. 26,589.33 million net of processing fee of Rs. 365.27 million) with a tenor of 6 years falling due in 2027 to Qualified Institutional buyers. Net proceeds of this offering had been used to subscribe the onshore debt (rupee denominated external commercial borrowings in the form of bonds), issued by Indian entities of Restricted Group. These Indian Restricted Group entities used the proceeds to repay their existing external project finance debt, including the settlement of any early prepayment charges and other associated expenses.

4.25% Senior secured notes is secured by pledge of 100% of the Company held by Hero Future Energies Asia Pte Limited, floating charge over all assets of the Company (excluding the Onshore Debt, but including, any receivables from the Onshore Debt and any proceeds realized therefrom) and first-priority security interest in the Escrow Account. Security will be shared pari-passu with hedge providers. The Notes will mature on March 25, 2027.

(iv) Vide sanction letter dated September 10, 2021, between the Indian entities of the Restricted Group and Axis Bank Limited, Indian entities of the Restricted Group has availed a Cash Credit (Working Capital Demand Loan as a sub limit) facility upto the limit as follows:

Particulars	Sanctioned Limit	Outstanding as on September 30, 2021
Clean Wind Power (Ratlam) Private Limited	300.00	270.86
Clean Wind Power (Satara) Private Limited	80.00	72.22
Clean Wind Power (Piploda) Private Limited	110.00	99.31
Bhilwara Green Energy Limited	140.00	126.27
Clean Solar Power (Dhar) Private Limited	50.00	38.10
Rajkot (Gujarat) Solar Energy Private Limited	110.00	36.10
Clean Solar Power (Gulbarga) Private Limited	100.00	82.03
Total	<u>890.00</u>	<u>724.89</u>

The above limit is secured by a pari passu charge over the current assets and movable assets of the Indian entities of the Restricted Group.



Restricted Group
Unaudited Special Purpose Interim Condensed Combined financial statement for half year ended September 30, 2021
(All amounts are in Indian Rupees (in millions), unless otherwise stated)

9 Revenue from Contract with Customers

Particulars	Half year ended September 30, 2021	Half year ended September 30, 2020
Revenue from Contract with Customers		
Sale of electricity	2,734.54	2,579.86
Less: Rebate and Discounts	(14.92)	(19.48)
Sale of electricity (net of rebate and discounts)	2,719.62	2,560.38
Incentive under generation based incentive scheme	136.11	119.25
Total	2,855.73	2,679.63

Sale of Electricity

The Restricted Group considers the power supplied under PPAs to be a distinct performance obligation and the sale of power to be series of distinct goods that are substantially the same and have the same pattern of transfer to the customer. The Restricted Group has therefore determined that the sale of power meets the revenue recognition criteria to be recognised over time.

Disaggregation of Revenue

The Restricted Group derives its revenue from a single stream of revenue and from the transfer of electricity over time for each unit of electricity sold.

10 Finance costs

Particulars	Half year ended September 30, 2021	Half year ended September 30, 2020
Interest on debts and borrowings banks and financial institutions	160.81	1,139.11
Interest on 4.25% Senior secured notes	1,000.84	-
Interest on loan from related parties (refer note 13)	9.49	131.25
Interest on optional cumulative convertible debenture (refer note 13)	70.53	67.55
Interest on compulsory convertible debenture (refer note 13)	71.60	54.18
Interest on non-convertible debenture	5.91	56.42
Interest accretion on lease liability	-	2.32
Other finance costs	1.94	37.28
Total	1,321.12	1,488.11

11 Financial instruments and Fair Values

Set out below, is a comparison by class of the carrying amounts and fair value of the Restricted Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

a) Fair value of financial assets:

	Carrying values		Fair values	
	As at September 30, 2021	As at March 31, 2021	As at September 30, 2021	As at March 31, 2021
Financial assets measured at amortised cost				
Security deposits	39.84	39.54	39.84	39.54
Trade receivables	3,993.03	2,657.27	3,993.03	2,657.27
Cash and cash equivalents	654.79	4,723.96	654.79	4,723.96
Other Bank Balances	14.99	22,592.89	14.99	22,592.89
Other financial assets	2,278.65	1,516.72	2,278.65	1,516.72
Total	6,981.30	31,530.38	6,981.30	31,530.38

b) Fair value of financial liabilities:

	Carrying values		Fair values	
	As at September 30, 2021	As at March 31, 2021	As at September 30, 2021	As at March 31, 2021
Financial liabilities measured at fair value through OCI				
Derivative Liability designated as hedges	107.51	-	107.51	-
Total	107.51	-	107.51	-
Financial liabilities measured at amortised cost				
Borrowings	30,802.83	53,371.52	31,364.17	53,371.52
Trade payables	298.30	1,020.85	298.30	1,020.85
Other financial liabilities	479.62	2,934.58	479.62	2,934.58
Total	31,580.75	57,326.95	32,142.09	57,326.95

Management has assessed that trade receivables, cash and cash equivalents, other bank balances, trade payables, Interest accrued on borrowings and current maturities of long term borrowings, security deposit and derivative liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Long term borrowings are primarily US\$ denominated loans with fixed interest rate.



Restricted Group
Unaudited Special Purpose Interim Condensed Combined financial statement for half year ended September 30, 2021
 (All amounts are in Indian Rupees (in millions), unless otherwise stated)

Discount rate used in determining fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of borrower which in case of financial liabilities is average market cost of borrowings of the Restricted Group and in case of financial asset is the average market rate of similar credit rated instrument. The group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- Fair values of the Restricted Group's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the rate as at the end of the reporting period. The own non-performance risk as at September 30, 2021 was assessed to be insignificant.
- Fair value for security deposits (other than perpetual security deposits) has been presented based on the discounting factor as at the reporting date. Fair value for all other non-current assets and liabilities is equivalent to the amortised cost, interest rate on them is equivalent to the market rate of interest.
- For other financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.
- The Company has hedged foreign currency exposure risk related to investments in restricted group entities denominated in INR using derivative financial instruments. Foreign currency exposure related to the principal cashflows is hedged using call spread options & coupon cash-flows is using cross currency swaps. These were entered into with various counterparties, principally financial institutions with investment grade credit ratings. For the purpose of determining the fair value of derivative financial instruments, the company uses swap pricing model based on present value calculations and option pricing model based on principles of black Scholes model. These models incorporate various market observable such as foreign exchange spot and forward rates, interest rate curves of the respective currencies, implied volatility of respective currencies etc. prevailing as of valuation date.

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

The following table provides the fair value measurement hierarchy of the Restricted Group's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets

Particulars	Level	As at September 30, 2021	As at March 31, 2021
Financial assets measured at amortised cost			
Security deposits	Level II	39.84	39.54
Trade receivables	Level II	3,993.03	2,657.27
Cash and cash equivalents	Level II	654.79	4,723.96
Other bank balances	Level II	14.99	22,592.89
Other financial assets	Level II	2,278.65	1,516.72
Total		6,981.30	31,530.38

Quantitative disclosures fair value measurement hierarchy for liabilities

Particulars	Level	As at September 30, 2021	As at March 31, 2021
Financial liabilities measured at fair value through OCI			
Derivative Liability designated as hedges	Level II	107.51	-
Total A		107.51	-
Financial liabilities measured at amortised cost			
Borrowings	Level II	30,802.83	53,371.52
Trade Payable	Level II	298.30	1,020.85
Other financial liabilities	Level II	479.62	2,934.58
Total B		31,580.75	57,326.95
Total (A+B)		31,688.26	57,326.95

12 Contingent Liabilities and commitments:

(a) Capital Commitments

The various entities of the Restricted Group have entered in to long term Power Purchase Agreements ('PPA') ranging from 13 to 25 years from the respective date of commissioning with various Discoms and private parties wherein the said entities have committed to sell and Discoms & private parties have committed to purchase entire generation from installed capacity.

(b) Contingent liabilities

Particulars	As at September 30, 2021	As at March 31, 2021
Bank guarantee outstanding	2.12	2.12
Viability Gap Funding	442.80	442.80
Total	444.92	444.92

Bank guarantees have been provided as a security to make payments to third parties in the event that the Restricted Group does not perform what is expected of it under the terms of any related contracts or commercial arrangements.

Viability gap funding represents the amount already received which the government agencies can demand repayment in case the project fails to generate power for a long period of time.



13 Related Party Disclosures

a) List of related parties

Name of Related Party	Nature of relationship
BM Munjal Energies Private Limited	Ultimate holding company
Hero Future Energies Private Limited	Intermediate holding company
Hero Future Energies Asia Pte. Ltd.	Holding company
Hero Solar Energy Private Limited	Holding company
Hero Wind Energy Private Limited	Holding company
Clean Wind Power (Devgarh) Private Limited	Fellow subsidiary
Clean Solar Power (Tumkur) Private Limited	Fellow subsidiary
Clean Solar Power (Chitradurga) Private Limited	Fellow subsidiary
Clean Solar Power (Jaipur) Private Limited	Fellow subsidiary
LNJ Power Ventures Limited	Fellow subsidiary
Waaneep Solar Private Limited	Fellow subsidiary
Vayu Urja Bharat Private Limited	Fellow subsidiary
Clean Wind Power (Bhavnagar) Private Limited	Fellow subsidiary
Hero Future Energies Limited Employees Group Gratuity Trust	Enterprises over which key management personnel and their relatives able to control
Neha Sethi	Key Managerial Personnel
Lipsy Gupta	Key Managerial Personnel
Ritu Rani (appointed w.e.f Dec 19, 2019)	Key Managerial Personnel
Rahul Kumar (appointed w.e.f March 17, 2020)	Key Managerial Personnel
Ramswarup Vii	Key Managerial Personnel
Ankur Sharma (resigned w.e.f April 23, 2021)	Key Managerial Personnel
Aditya Kumar (appointed w.e.f June 10, 2021)	Key Managerial Personnel
Pulkit (appointed w.e.f October 1, 2019)	Key Managerial Personnel
Teena sharma (appointed w.e.f August 17, 2020)	Key Managerial Personnel
Sanjeev Kumar	Independent Director
Nelson Mandela (appointed w.e.f August 20, 2020)	Key Managerial Personnel
Ashish Kumar Friends	Independent Director

b) Transactions with related parties

Name of Related Party	Relationship	Nature of Transaction	Half Year ended September 30, 2021	Half Year ended September 30, 2020
Hero Future Energies Private Limited	Intermediate holding company	Management & development fees	21.46	20.44
Hero Future Energies Asia Pte. Ltd.	Holding company	Capital contribution received	-	0.31
Hero Solar Energy Private Limited	Holding company	Capital contribution transferred to share capital	53.84	1.34
		Loan taken	4.50	24.95
		Loan repaid	32.60	379.40
		Interest expenses	107.18	146.36
		Loan given	517.62	230.00
		Interest received on Loan	46.84	43.09
		Operation & maintenance expense	64.18	55.41
		Management fees	39.91	38.01
		Expenses incurred by them	0.00	-
Hero Wind Energy Private Limited	holding company	Proceed from loan	44.64	50.00
		Repayment of loan	1,295.63	50.00
		Development, O&M and management fees	148.87	155.91
		Interest on loan	9.19	55.91
		Expenses incurred by them	2.60	3.52
		Expenses incurred by us	0.64	1.52
		Interest on Optional Convertible Cumulative Debentures	70.53	67.55
		Loan given	181.20	-
		Interest received on Loan	16.18	10.27
Hero Future Energies Limited Employees Group Gratuity Trust	Enterprises over which key management personnel and their relatives able to control	Benefits paid from gratuity fund	-	0.49
Clean Solar Power (Chitradurga) Private Limited	Fellow Subsidiary	Expenses incurred by them	-	0.17
Waaneep Solar Private Limited	Fellow Subsidiary	Expenses incurred by us	0.91	-
Clean Wind Power (Bhavnagar) Private Limited	Fellow Subsidiary	Expenses incurred by them	-	0.05
LNJ Power Ventures Limited	Fellow Subsidiary	Expenses incurred by us	-	0.06
Vayu Urja Bharat Private Limited	Fellow Subsidiary	Expenses incurred by us	0.06	0.30
		Expenses incurred by them	-	0.09
Clean Wind Power (Devgarh) Private Limited	Fellow Subsidiary	Expenses incurred by us	-	0.19
Clean Solar Power (Jaipur) Private Limited	Fellow subsidiary	Expenses incurred by them	0.03	-



Restricted Group
Unaudited Special Purpose Interim Condensed Combined financial statement for half year ended September 30, 2021
(All amounts are in Indian Rupees (in millions), unless otherwise stated)

c) Closing Balance of related parties

Name of Related Party	Relationship	Nature of Transaction	As at September 30, 2021	As at March 31, 2021
Hero Future Energies Private Limited	Intermediate holding company	Development fees payable	-	88.97
		Management fees payable	-	39.25
		Module procurement payable	10.61	3.15
		Gain received on our behalf	-	-
		Other payable	-	7.74
		Other receivable	2.82	2.78
		Receivable on account of sale of goods	0.51	0.51
		Other payable	7.72	0.02
		Other payables	-	53.62
Hero Future Energies Asia Pte. Ltd.	Holding company	Loan payable	64.50	92.60
Hero Solar Energy Private Limited	Fellow subsidiary	Interest payable	45.10	605.91
		Payable on account of debentures	2,419.60	2,419.60
		Payable on account of Optional Convertible Cumulative Debentures	345.00	345.00
		Payable on account of interest on Optional Convertible Cumulative Debentures	15.68	127.58
		Operation & maintenance, Development fee and Management fee payable	15.13	354.82
		Advance given on account of Operation & maintenance and Management fee payable	53.59	-
		Other payables	-	16.02
		Module procurement payable	-	124.89
		Receivable for Sale of solar module	3.39	3.39
		Receivable on account of loan	1,197.62	680.00
		Interest receivable	174.36	132.21
		Expenses incurred by holding company on our behalf	-	-
		Payable on account of loan	32.84	1,283.83
		Interest accrued but not due	61.34	975.19
Hero Wind Energy Private Limited	Holding company	Payable on account of business support services	-	27.63
		Payable on account of Optionally Convertible Cumulative Debentures	1,458.38	1,458.38
		Operational & maintenance fee payable	-	95.88
		Advance given on account of Operation & maintenance and Management fee payable	95.39	-
		Loan receivable	381.20	200.00
		Interest on loan receivable	51.53	36.97
		Other receivable	0.12	0.20
		Other payables	2.95	3.09
		Contribution towards gratuity fund	9.79	9.79
			-	-
Clean Wind Power (Devgarh) Private Limited	Fellow subsidiary	Receivable for Sale of goods	0.53	0.53
		Other receivable	328.57	328.59
Clean Solar Power (Chitradurga) Private Limited	Fellow subsidiary	Other payables	0.02	0.02
Clean Solar Power (Jaipur) Private Limited	Fellow subsidiary	Purchase of solar module	48.40	48.40
		Other payables	0.10	0.10
LNJ Power Ventures Limited	Fellow subsidiary	Other receivable	0.14	0.14
Clean Wind Power (Manvi) Private Limited	Fellow subsidiary	Other payable	0.23	-
Clean Wind Power (Bhavnagar) Private Limited	Fellow subsidiary	Other payable	0.17	0.17
Waaneep Solar Private Limited	Fellow subsidiary	Other payable	-	0.88
Clean Wind Power (Pratapgarh) Private Limited	Fellow Subsidiary	Other receivable	0.03	-
		Other receivable	0.05	0.05
Vayu Uria Bharat Private Limited	Fellow subsidiary	Other payables	1.16	1.28
Clean Solar Power (Tumkur) Private Limited	Fellow subsidiary	Other payables	-	0.85

* The closing balance of related parties is excludes the Ind AS adjustment with regards to processing fees.

d) Compensation of Key management personnel of the Restricted Group

Particulars	Half Year ended September 30, 2021	Half Year ended September 30, 2020
Payment to Key management personnel*	2.60	1.78
Total compensation paid to Key management personnel	2.60	3.63

* Remuneration to the Key managerial personnel does not include the provision made for gratuity and leave encashment, as they are determined on an actuarial basis for the Restricted Group as whole.



Restricted Group

Unaudited Special Purpose Interim Condensed Combined financial statement for half year ended September 30, 2021
(All amounts are in Indian Rupees (in millions), unless otherwise stated)

14 Earnings per share

The special purpose Combined Financial Statements do not represent legal structure and are aggregated for a specific purpose. Accordingly, Earnings per Share (EPS) on aggregated number of shares has not been disclosed.

15 Segment Note

The Restricted Group is engaged in a single segment i.e., the business of "generation and sale of power" from where it is earning its revenue and incurring expense. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the Group's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

The Restricted Group operates within India and does not have operations in economic environments with different risks and returns

16 Events after reporting period

There are no events occurred after the reporting period which may impact the financial position as on September 30, 2021.

18

Figures have been rounded off to the nearest millions except otherwise stated unless otherwise stated and absolute amounts less than Rs. 5,000 are appearing in the Unaudited Special Purpose Interim Condensed Combined Financial Statements as "0" due to presentation in million, if any.

For S.R. Batliboi & Co. LLP

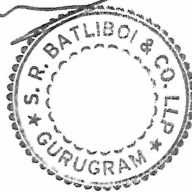
Chartered Accountants

Firm's Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner

Place: Gurugram

Date : 20/12/2021



For and on behalf of the Restricted Group

Neeraj Nawaz
Director

Place: Mauritius

Date : December 20, 2021

Manogaran Thamothisan
Director

Restricted Group
Results of Operations-Special Purpose Combined Financials
For half year ended September 30, 2021
(Amount in Rs million, unless otherwise stated)

Operating Results

Revenue from contract with customers

Revenue from contract with customers increased to Rs. 2,855.73 million for the period ended September 30, 2021, from Rs. 2,679.63 million for the period ended September 30, 2020. The primary reason for increase is on account of higher revenue generation from wind power plants owing to higher average wind speed during the current period. This increase is partially offset by decrease in revenue generation in solar power plants due to lower average irradiance during the current period.

Generation for the period ended September 30, 2021 and September 30, 2020 was 548.27 GWh million units and 520.69 GWh million units respectively, representing a 5.30% increase as compared to the period ended September 30, 2020.

Other income

Other income increased to Rs. 375.99 million for the period ended September 30, 2021, from Rs. 109.14 million for the period ended September 30, 2020, primarily due to favourable foreign exchange movement and one-off increase in insurance claim received during the period.

Expenses

Employee benefits expense

Employee benefits expense increased to Rs. 70.63 million for the period ended September 30, 2021, from Rs. 43.08 million for the period ended September 30, 2020, primarily due to increase in salaries, wages on account of annual increment cycle, new hirings and impact of performance linked incentive provision during the current period.

Finance costs

Finance costs decreased to Rs. 1,321.12 million for the period ended September 30, 2021, from Rs. 1,488.11 million for the period ended September 30, 2020, primarily on account of repayment of inter-company loans/debentures taken by Indian entities of Restricted Group which has resulted in decrease in interest on loan from related parties expense and decrease in interest on non-convertible debenture expense by Rs. 121.76 million and Rs. 50.51 million respectively during the current period.

Depreciation and amortization expense

Depreciation and amortization expense was Rs. 538.11 million for the period ended September 30, 2021 and Rs. 704.12 million for the period ended September 30, 2020. This change is attributable to lower depreciation on account of revision in useful lives of wind power plants and solar power plants from 25 years to 30 years and 35 years respectively with effect from April 01, 2021 prospectively.

Other expenses

Other expenses decreased to Rs. 418.35 million for the period ended September 30, 2021, from Rs. 614.89 million for the period ended September 30, 2020, primarily due to one-off liquidated damage charges of Rs.206.70 million during the previous period.

Restricted Group
Results of Operations-Special Purpose Combined Financials
For half year ended September 30, 2021
(Amount in Rs million, unless otherwise stated)

Tax expense

Tax expense increased to net tax expense of Rs. 438.74 million for the period ended September 30, 2021, from a net tax expense of Rs. 181.57 million for the period ended September 30, 2020, primarily on account of deferred tax asset reversal on account of increase in book profits.

Net Profit/(loss) after tax

As a result of the foregoing, profit for the period increased to Rs. 444.77 million for the period ended September 30, 2021, from loss of Rs. 243.00 million for the period ended September 30, 2020.

Cash Flow Discussion

Net cash flow from operating activities

In the period ended September 30, 2021, the net cash flow used in operating activities was Rs. 273.27 million. This net cash flow was primarily attributable to (i) operating profit before working capital changes of Rs. 2,415.65 million during the period; (ii) increase in working capital of Rs. 2,631.70 million and (iii) taxes paid (net of refunds) of Rs. 57.22 million.

Operating profit before working capital changes of Rs. 2,415.65 million in the period ended September 30, 2021, was primarily attributed to (i) profit before tax of Rs. 883.51 million (ii) adjustment of finance cost of Rs. 1,321.12 million (ii) adjustment of depreciation and amortisation expense of Rs. 538.11 million (iii) adjustment of exchange fluctuation gain of Rs. 235.75 million and (iv) adjustment of finance income of Rs. 79.39 million.

The changes in working capital in the period ended September 30, 2021 of Rs. 2,631.70 million, was primarily attributed to (i) increase in trade and other receivables of Rs. 1,355.14 million; (ii) increase in other assets of Rs. 154.87 million (iii) decrease in trade and other payables of Rs. 718.60 million; and (iv) decrease in other financial liabilities of Rs. 418.64 million.

Net cash generated from investing activities

In the period ended September 30, 2021, the net cash flow from investing activities was Rs. 22,292.01 million, which was primarily on account of decrease in balance with banks by Rs. 22,932.45 million pursuant to use of proceed from 4.25% Senior Secured notes to settle borrowings of Indian entities of Restricted Group and loan given to related parties of Rs. 698.83 million.

Net cash generated from financing activities.

In the period ended September 30, 2021, the net cash flow used in financing activities was Rs. 26,756.47 million, which primarily on account of repayments of borrowings of Indian entities of Restricted Group by Rs 23,526.36 million (including working capital facilities) and interest payment of Rs. 3,230.11 million (including loan pre closure charges of Rs. 331.07 million).