

CONTINUUM ENERGY LEVANter PTE. LTD.

(the "Company")

(Company Registration No. 201714994C)

(Incorporated in the Republic of Singapore)

10, Changi Business Park, Central 2, #01-02 Hansapoint, Singapore (486030)

Date: February 10, 2022

Singapore Exchange Securities Trading Limited

2 Shenton Way

02-02 SGX Centre 1

Singapore 068804

Dear Sir/Madam,

Sub: Unaudited Special Purpose Combined Condensed Financial Statements of Continuum Restricted Group for the period ended on December 31, 2021.

We wish to inform that the Board of Directors of the Company, in its meeting held on February 9, 2022 has approved the Unaudited Special Purpose Combined Condensed Financial Statements of Continuum Restricted Group along with Notes for the period ended on December 31, 2021 prepared under Indian GAAP. A copy of the said Unaudited Special Purpose Combined Condensed Financial Statements and the Auditors' Limited Review Report thereto are enclosed herewith.

We request you to take these documents on your records.

Thanking you,

Yours truly,

For Continuum Energy Levanter Pte. Ltd.



Pan Peiwen

Director

Encl: As above.

Continuum Restricted Group

Special Purpose Combined
Condensed Financial Results
for the period ended
December 31, 2021

Continuum Restricted Group Special Purpose Combined Condensed Financial Results

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Limited Review Report

Review Report to

The Board of Directors of Continuum Energy Levanter Pte. Ltd. ('the Company')

Introduction

We have reviewed the accompanying Unaudited Special Purpose Combined Condensed Financial Statements of Continuum Energy Levanter Pte. Ltd., Bothe Windfarm Development Private Limited, DJ Energy Private Limited, Uttar Urja Projects Private Limited, Watsun Infrabuild Private Limited, Trinethra Wind and Hydro Power Private Limited and Renewables Trinethra Private Limited (together referred to as the "Restricted Group"), as of December 31, 2021 which comprises of the Unaudited Special Purpose Combined Condensed Balance Sheet as at December 31, 2021, the Unaudited Special Purpose Combined Condensed Statement of Profit and Loss and the Unaudited Special Purpose Combined Condensed Cash Flow Statement for the nine months ended December 31, 2021 and Notes to the Unaudited Special Purpose Combined Condensed Financial Statements and other explanatory information (collectively, the "Unaudited Special Purpose Combined Condensed Financial Statements"). Management of the Company is responsible for the preparation of the Unaudited Special Purpose Combined Condensed Financial Statements in accordance with the basis of preparation as set out in Note 2A to the Unaudited Special Purpose Combined Condensed Financial Statements. Our responsibility is to express a conclusion on the Unaudited Special Purpose Combined Condensed Financial Statements based on our review.

Scope of Review

We conducted our review 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 (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Unaudited Special Purpose Combined Condensed Financial Statements are 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.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Unaudited Special Purpose Combined Condensed Financial Statements as at and for the nine months ended December 31, 2021 are not prepared, in all material aspects in accordance with the basis of preparation as set out in Note 2A to the Unaudited Special Purpose Combined Condensed Financial Statements.



Emphasis of Matter

We draw attention to Note 2A to the Unaudited Special Purpose Combined Condensed Financial Statements, which states that the Restricted Group has not formed a separate legal group of entities during the nine months ended December 31, 2021, the basis of preparation including the approach to and the purpose for preparing the Unaudited Special Purpose Combined Condensed Financial Statements are stated in Note 1 and 2. Consequently, the Unaudited Special Purpose Combined Condensed Financial Statements may not necessarily be indicative of the financial performances and financial position of the Restricted Group that would have occurred if it had operated as a separate standalone entity during the period presented. Our conclusion is not modified in relation to this matter.

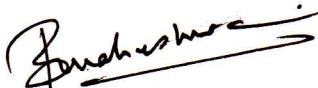
Restriction of Use

This report on the Unaudited Special Purpose Combined Condensed Financial Statements has been issued solely for the purpose of submission to Singapore Exchange Securities Trading Limited (SGX-ST) in connection with the USD Senior secured notes issued by Continuum Energy Levanter Pte. Ltd and listed on the SGX-ST. Our report should not be used, referred to or distributed for any other purpose except with our prior written consent.

For SRBC & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E/E300003

**per Pritesh Maheshwari**
Partner

Membership No.: 118746

UDIN: 22118746AAYAUG4665



Place: Mumbai

Date: February 9, 2022

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

	As at December 31, 2021	As at March 31, 2021
<u>Equity and Liabilities</u>		
Combined shareholders' funds - Restricted Group		
Combined share capital	5,334	5,338
Combined reserves and surplus and others	(892)	(2,380)
	4,442	2,958
Minority shareholders' funds	92	58
Compulsory fully convertible debentures (CFCs)	7,844	7,844
<u>Non-current liabilities</u>		
Long term borrowings	41,006	40,952
Deferred tax liability (net)	549	116
Other long term liabilities	4,512	4,992
Long term provisions	13	14
	46,080	46,074
<u>Current liabilities</u>		
Short term borrowings	2,313	41
Trade payables		
Outstanding dues of micro and small enterprises	0	4
Outstanding dues to other than micro and small enterprises	160	355
Other current liabilities	4,007	2,549
Short term provisions	65	9
	6,545	2,958
TOTAL	65,003	59,892
<u>Assets</u>		
<u>Non-current assets</u>		
Property, plant and equipment	37,942	39,312
Goodwill attributable to Identified Subsidiaries	315	315
Capital work in progress	3	3
Non-current investments	1,038	1,038
Long term loans and advances	6,382	6,618
Other non current assets	7,688	7,332
	53,368	54,618
<u>Current assets</u>		
Trade receivables	4,780	3,540
Cash and bank balances	5,664	645
Short term loans and advances	251	265
Other current assets	940	824
	11,635	5,274
TOTAL	65,003	59,892

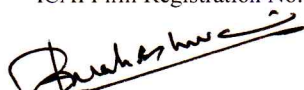
The accompanying notes are an integral part of the Special Purpose Combined Condensed Financial Statements.

As per our report of even date.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. : 324982E/E300003


per Pritesh Maheshwari
Partner

Membership No. : 118746

Place : Mumbai

Date : February 09, 2022



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



Pan Peiwen
Director

Place : Singapore

Date : February 09, 2022


Nilesh Patil
Finance Controller

Place : Mumbai

Date : February 09, 2022



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

	For the period ended December 31, 2021	For the period ended December 31, 2020
Income		
Revenue from operations	7,669	6,420
Other income	685	473
Total income (A)	8,354	6,893
Expenses		
Operating and maintenance expenses	1,218	966
Employee benefits expense	116	87
Other expenses	496	354
Total expenses (B)	1,830	1,407
Earnings before interest, tax, depreciation and amortisation (EBITDA) (A-B)	6,524	5,486
Depreciation and amortisation expense	1,374	1,338
Finance costs	3,387	3,361
Profit before tax	1,763	787
Tax expenses		
Current tax	141	-
Deferred tax charge	433	202
Total tax charge	574	202
Profit after tax	1,189	585
Share of profit attributable to minority shareholders' funds	32	76
Profit for the period	1,157	509

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

As per our report of even date.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. : 324982E/E300003


per Pritesh Maheshwari
Partner
Membership No. : 118746

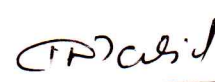


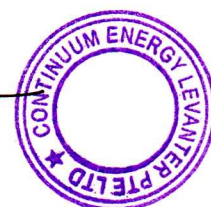
Place : Mumbai
Date : February 09, 2022

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


Pan Peiwen
Director

Place : Singapore
Date : February 09, 2022


Nilesh Patil
Finance Controller



Place : Mumbai
Date : February 09, 2022

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

	For the period ended December 31, 2021	For the period ended December 31, 2020
Cash flow from operating activities		
Profit before tax	1,763	787
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expense	1,374	1,338
Foreign exchange loss (net)	2	-
Finance costs	3,387	3,361
Interest (income)	(632)	(442)
Operating profit before working capital changes	5,894	5,044
Movements in working capital:		
(Decrease) / increase in trade payables	(199)	47
Increase / (decrease) in other liabilities	255	(17)
Increase in provisions	4	7
(Increase) in trade receivables	(1,240)	(2,359)
Decrease in loans and advances	23	62
(Increase) in other current assets and non current assets	(55)	(2)
Cash generated from operations	4,682	2,782
Direct taxes (paid) / refund (net)	(91)	7
Net cash flows from operating activities (A)	4,591	2,789
Cash flows from investing activities		
Purchase of property, plant and equipment, including capital advances, capital work in progress and capital creditors	(56)	(475)
(Investment in) / withdrawal of fixed deposits	(2,697)	484
Loan given to related party	(108)	-
Loan repaid by related parties	53	53
Interest received	134	221
Net cash (used in) investing activities (B)	(2,674)	283
Cash flows from financing activities		
Proceeds from long term borrowings	-	2,949
Repayment of long term borrowings	(313)	(4,203)
Proceeds of short term borrowings (net)	2,272	998
Finance costs paid	(1,548)	(2,247)
Net cash (used in) from financing activities (C)	411	(2,503)
Foreign currency translation reserve (D)	(2)	1
Net increase in cash and cash equivalents (A+B+C+D)	2,326	570
Cash and cash equivalents at the beginning of the period	613	1,098
Cash and cash equivalents at the end of the period	2,939	1,668



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

	For the period ended December 31, 2021	For the period ended December 31, 2020
Reconciliation of cash and cash equivalents with the balance sheet:		
Components of cash and cash equivalents		
Cash on hand	0	0
Balance in current account	131	469
Balance in deposit account	2,808	1,199
Cash and cash equivalents at the end of the period (Refer note III below)	2,939	1,668

Note:

- I) Figures in brackets are outflows.
- II) Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- III) The cash and cash equivalent of INR 2,939 (March 31, 2021; INR 613) and other bank balance of INR 2,725 (March 31, 2021; INR 32) forms part of the cash and bank balance of INR 5,664 (March 31, 2021; INR 645).

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

As per our report of even date.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. : 324982E/E300003


per Pritesh Maheshwari

Partner

Membership No. : 118746

Place : Mumbai

Date : February 09, 2022



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


Pan Peiwen

Director

Place : Singapore

Date : February 09, 2022




Nilesh Patil

Finance Controller

Place : Mumbai

Date : February 09, 2022

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

1 Background and purpose of Special Purpose Combined Condensed Financial Statements

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

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

Continuum Energy Levanter Pte Ltd ("CELPL/Senior NCD holder") which was incorporated, as a 100% subsidiary of CGEL, on 30 May 2017, domiciled in Singapore has issued 4.50% Senior Notes ("securities") and invested proceeds out of the same, net of issue expenses into redeemable, unlisted, unrated, coupon, Non-Convertible Debentures in Indian rupees (INR) issued by Identified Subsidiaries. The registered office is situated at 10 Changi Business Park Central 2, #01-02 HansaPoint, Singapore 486030.

These Special Purpose Combined Condensed Financial Statements comprises of CELPL, Bothe, DJEPL, UUPPL, Watsun, Trinethra and RTPL, together considered as the "Restricted Group" and individually considered as the "Identified Subsidiaries" of Continuum Restricted Group.

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

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

The management of Identified Subsidiaries are jointly responsible for the preparation of Special Purpose Combined Condensed Financial Statements of the Restricted Group.

These Special Purpose Combined Condensed Financial Statements for the period ended December 31, 2021 have been prepared solely for the purpose of submission to the Singapore Exchange Securities Trading Limited (SGX-ST) in connection with the securities issued by Continuum Energy Levanter Pte. Ltd and listed on the SGX-ST. CELPL has issued 4.5% senior notes amounting to USD 561 million on February 9, 2021.

2A Basis of preparation

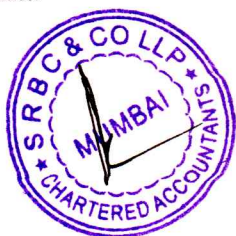
The Special Purpose Combined Condensed Financial Statements of the Restricted Group comprises of unaudited special purpose combined condensed balance sheets as at December 31, 2021 and March 31, 2021, the unaudited special purpose combined condensed statements of profit and loss and unaudited special purpose combined condensed cash flow statements including a summary of significant accounting policies and other explanatory information for the period ended December 31, 2021 and December 31, 2020.

The Restricted Group does not constitute a separate legal group of the Identified Subsidiaries for the purpose of preparation of the Special Purpose Combined Condensed Financial Statements, and individually, the Identified Subsidiaries except CELPL within the Restricted Group reported their Financial Statements under Indian GAAP. Considering the same Special Purpose Combined Condensed Financial Statements have been prepared using recognition and measurement principles of AS 25 "Interim Financial Reporting" and other accounting standards notified under Section 133 of the Companies Act, 2013, to the extent applicable for the select disclosure, read together with Companies (Accounting Standard) Amendment Rules, 2016 (together referred as "Indian GAAP") and the Guidance Note on Combined and Carve-Out Financial Statements issued by the Institute of Chartered Accountants of India ("The Guidance Note").

For the purposes of the Special Purpose Combined Condensed Financial Statements, the Identified Subsidiaries have measured its assets and liabilities at the carrying amounts on the principles those would had been applied in CGE IPL's consolidated Financial Statements as would have been prepared under Indian GAAP including goodwill on consolidation and minority interest (MI) recorded by CGE IPL for the Identified Subsidiaries. Accordingly, the Special Purpose Combined Condensed Financial Statements have been prepared on the principle of consolidation, to the extent applicable for preparation of the consolidated Financial Statements of CGE IPL under Indian GAAP.

These Special Purpose Combined Condensed Financial Statements have been prepared on the accrual and going concern basis of respective identified subsidiaries, using the historical cost convention, except for derivative financial instruments which have been measured at fair value. The Special Purpose Combined Condensed Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The Financial Statements of all the Identified Subsidiaries used for the purpose of combination are drawn up to the same reporting date i.e. period ended on December 31, 2021.

All assets and liabilities are presented as current or non-current as per Indian Identified Entities' normal operating cycle and other criteria as set out in the Schedule III of the Companies Act, 2013 which was effective for the year ended March 31, 2021 and consistently followed by the Restricted Group for the current period. The Identified Subsidiaries have ascertained their operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.



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

2B Scope of combination

As required by the Guidance Note on Combined and Carve-Out Financial Statements issued by the Institute of Chartered Accountants of India, the details of various entities comprised in the Special Purpose Combined Condensed Financial Statements is as given below:

Name	Principal activities	Control w.e.f.	Country of Incorporation	% of interest held by CGEL as at	
				31-Dec-21	31-Mar-2021
Continuum Energy Levanter Private Limited	Holding of investment securities	30-May-17	Singapore	100%	100%
Bothe Windfarm Development Private Limited	Generation and sale of wind energy	18-Jun-12	India	100%	100%
DJ Energy Private Limited	Generation and sale of wind energy	23-Aug-13	India	100%	100%
Uttar Urja Projects Private Limited	Generation and sale of wind energy	23-Aug-13	India	100%	100%
Watsun Infrabuild Private Limited	Generation and sale of wind / solar energy	30-May-16	India	71.24%	72.15%
Trinethra Wind and Hydro Power Private Limited	Generation and sale of wind energy	18-Jun-12	India	100%	100%
Renewables Trinethra Private Limited	Generation and sale of wind energy	13-Jun-19	India	100%	100%

2C Basis of combination

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

Accordingly, intra-group balances within the Restricted Group, income and expenses, unrealized gains and losses resulting from transactions between the Restricted Group entities have been eliminated in the Special Purpose Combined Condensed Financial Statements. Combined Shareholders Fund represents aggregate amount of share capital and reserves and surplus of identified subsidiaries as part of Restricted Group.

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

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

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

Minority interest's share in Net Profit / Loss for the period of the Identified Subsidiaries is identified and presented separately as share of profit attributable to minority shareholders' funds.

The Special Purpose Combined Condensed Financial Statements include allocations of direct and indirect costs related to the operations of the Identified Subsidiaries made by CGEIPL to depict the business on a standalone basis till December 31, 2021. Indirect costs relate to certain support functions that are provided on a centralised basis within CGEIPL and such costs are allocated basis projected revenue of subsidiary company based on their project completion stage.

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

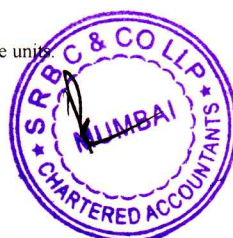
Earnings per Share (EPS) is not disclosed at the Restricted Group level since the Restricted Group does not constituted a separate legal group of the Identified Subsidiaries as explained above.

2D Summary of significant accounting policies

- Except below, the Special Purpose Combined Condensed Financial Statements have been prepared in accordance with the accounting policies adopted in the Latest Audited Annual Combined Financial Statements for the year ended March 31, 2021 which are available on Singapore Stock Exchange (SGX). The presentation of the Special Purpose Combined Condensed Financial Statements is consistent with the Annual Audited Combined Financial Statements to the extent applicable for Special Purpose Combined Condensed Financial Statements.

ii. Sale of Verified Carbon Units (VCUs)

Income from Sale of Verified Carbon Units is recognised on sale of eligible units



3 Hedging activities and derivatives

Contracts designated as Cash flow hedges

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

CELPL documented each hedging relationship and assessed its initial effectiveness on inception date and the subsequent effectiveness is being tested on a quarterly basis using dollar offset method. CELPL uses the Swap pricing model based on present value calculations and option pricing model based on the principles of the Black-Scholes model to determine the fair value of the derivative instruments. These models incorporate various market observable inputs such as underlying spot exchange rate & forward rate, the contracted price of the respective contract, the term of the contract, the implied volatility of the underlying foreign exchange rates and the interest rates in respective currency. The changes in counterparty's or CELPL's credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationship and the value of other financial instruments recognised at fair value. The hedge contracts were effective as of December 31, 2021.

Derivative financial instruments

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

	As at December 31, 2021		As at March 31, 2021	
	Assets	Liabilities	Assets	Liabilities
Cash flow hedge				
Non current				
Derivate contract asset:				
Call spread option	5,824	-	5,859	-
Cross currency swap	-	-	-	-
	<u>5,824</u>	<u>-</u>	<u>5,859</u>	<u>-</u>
Current				
Derivate contract asset:				
Call spread option	38	-	12	-
Cross currency swap	-	-	-	-
	<u>38</u>	<u>-</u>	<u>12</u>	<u>-</u>
Non current				
Deferred premium liability				
Call spread option	-	4,361	-	4,844
Cross currency swap	-	75	-	-
	<u>-</u>	<u>4,436</u>	<u>-</u>	<u>4,844</u>
Current				
Deferred premium liability				
Call spread option	-	1,379	-	1,281
Cross currency swap	-	243	-	36
	<u>-</u>	<u>1,622</u>	<u>-</u>	<u>1,317</u>

Exposures in Foreign Currency

Particulars	Foreign currency	Exchange rate	Amount in INR (in millions)	Amount in USD (in millions)
Assets*				
As at December 31, 2021				
Redeemable, unlisted, unrated, 8.75% Non-Convertible Debentures issued by Identified Subsidiaries	US Dollars	74.30	39,493	532
Interest accrued and not due on Non-Convertible Debentures	US Dollars	74.30	1,471	20
Total Assets (A)			<u>40,964</u>	<u>552</u>
Hedges by derivative contracts (B)			<u>40,964</u>	<u>552</u>
Unhedged Assets (A-B)			<u>-</u>	<u>-</u>

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



4 Unbilled revenue

In the year 2014-15, Bothe had commissioned Wind Turbine Generators (WTGs) of 98.7 MW capacity and obtained the commissioning certificate from Maharashtra State Electricity Distribution Company Limited (MSEDCL), a state government owned distribution licensee. However, on account of delay in implementation of policy for renewable energy by the state government, the Wind Energy Purchase Agreements (WEPA) in respect of some WTGs having 6.3 MW capacity have not been signed with MSEDCL. Based on the commissioning certificate obtained by Bothe as part of regulatory process for generation of electricity under renewable energy policy, Bothe started generating electricity from those WTGs and transmitted the same into the grids of MSEDCL.

These units injected into the MSEDCL grid has been acknowledged by MSEDCL under Joint Meter Reading (JMR) reports and the credit notes duly issued by MSEDCL and on the basis of that Bothe has recognized revenues for sale of electricity in the statement of profit and loss and corresponding receivables are accounted as unbilled revenue under non-current assets. However, in the absence of WEPA, Bothe cannot raise the invoice for the electricity sold out of these WTGs.

Bothe has recognised revenue in respect of sale of electricity from those WTGs based on JMR report & credit notes and at the eligible rates for these units generated and supplied to MSEDCL during the period ended December 31, 2021 and year ended March 31, 2021.

During the year ended March 31, 2020, Bothe had received registration certificates from Maharashtra Energy Development Agency (MEDA) against these remaining 3 WTGs having capacity of 6.3 MW, a pre-requisite for execution of WEPAs. Upon receipt of registration certificates, Bothe had approached MSEDCL for signing of PPAs towards these WTGs. However, MSEDCL has taken a contrary & arbitrary view and rejected Bothe's valid application for signing PPAs and in the month of January 2020 issued disconnection notice for said 3 WTGs. Bothe had approached honourable MERC and received stay order against MSEDCL decision in March 2020. Subsequently MERC has decided the case vide its order dated July 01, 2020, Bothe is not in agreement with the judgement of MERC and preferred an appeal before Appellate Tribunal for Electricity (APTEL). APTEL has issued an interim stay order against such disconnection notice on 07.07.2020 and admitted the Petition on 14.12.2020 and the matter is currently at APTEL. During the period ended December 31, 2021; Bothe has received collection of INR 91 against generation till March 31, 2017 as per MERC order. Bothe has outstanding provision of INR 219 against such revenue as at December 31, 2021 (for the period ended December 31, 2021: INR 44) considering the matter is sub-judice.

5 Segment Reporting

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

6 Capital and other commitments

Capital commitments and other commitments remaining to be executed as on December 31, 2021 is INR 362 (March 31, 2021: INR 656).

7 Contingent liabilities

	As at December 31, 2021	As at March 31, 2021
Income tax demand	5	5

8 Subsequent event

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

9 Amount less than INR 0.5 appearing in the Special Purpose Combined Condensed Financial Statements are disclosed as "0" due to presentation in millions.

10 Previous Period comparatives

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

11 Special Purpose Combined Condensed Financial Statements for the period ended December 31, 2021 have been subjected to limited review by auditors. These Financial Statements includes balance sheet as at March 31, 2021 which is extracted from Audited Special Purpose Combined Financial Statements for the year ended March 31, 2021.

As per our report of even date.

For SRBC & CO LLP

Chartered Accountants

ICAI Firm Registration No. : 324982E/E300003


Pritesh Maheshwari
 Partner
 Membership No. : 118746



Place : Mumbai
 Date : February 09, 2022

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


Pan Peiwen
 Director

Place : Singapore
 Date : February 09, 2022


Niles Patil
 Finance Controller

Place : Mumbai
 Date : February 09, 2022



Continuum Energy Levanter Pte. Ltd.
Discussion on Results of Operations of Restricted Group for Quarter and Period Ended
December 31, 2021

(INR Millions)					
Sr No	Particulars	Unaudited Special Purpose Combined Financial Results			
		3 Months ended 31.12.2021 Q3 FY22	3 Months ended 31.12.2020 Q3 FY21	9 Months ended 31.12.2021 9M FY22	9 Months ended 31.12.2020 9M FY21
1	Income				
	a) Revenue from operations	1,627	1,397	7,669	6,420
	b) Other income	254	144	685	473
	Total Income	1,881	1,541	8,354	6,893
2	Expenses				
	a) Operating and maintenance expenses	394	301	1,218	966
	b) Employee benefits expense	42	34	116	87
	c) Other expenses	158	130	496	354
	Total Expenses	594	465	1,830	1,407
3	EBITDA (1-2)	1,287	1,076	6,524	5,486
4	Depreciation and amortisation expense	460	457	1374	1338
5	Finance costs	1,135	1,144	3,387	3,361
6	Profit before tax (3-4-5)	(308)	(525)	1,763	787
	Tax expenses				
7	a) Current tax	52	-	141	-
	b) Deferred tax charge / (credit)	313	(128)	433	202
8	Profit after tax (6-7)	(683)	(397)	1,189	585
9	Share of profit attributable to minority shareholders' funds	(61)	(29)	32	76
10	Profit for the period (8-9)	(622)	(368)	1,157	509

Notes:

Operating Results

A. Revenue from Operations

The operating revenue during 9M FY22 are at INR 7,669 mn i.e., increased by 19% over 9M FY21 INR 6420 mn. During 9M FY21, Wind power projects across India experienced unusually lower wind speeds. Increase in revenue in 9M FY22 is due to (i) higher wind speeds in 9M FY22 (ii) Renewable Trinethra Private Limited (RTPL) was running with full capacity operations in 9M FY22 but was only partially operating in 9M FY21 (iii) Watsun Infrabuild Private Limited (Watsun) solar project started generating revenue from 1st March 2021 and was not operating in 9M FY21.

The operating revenue during Q3 FY22 are at INR 1,627 mn i.e., increased by 16% over Q3 FY21 INR 1,397 mn. During Q3 FY21, Wind power projects across India experienced unusually lower wind speeds. Increase in revenue in Q3 FY22 is due to (i) higher wind speeds in Q3 FY22 and (ii) Watsun solar project started generating revenue from 1st March 2021 i.e., no revenue during Q3 FY21.

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B. Other Income

The other income increased from INR 473 mn in 9M FY21 to INR 685 mn in 9M FY22. Other income increased due to increase of interest income on unsecured loans granted to related parties in accordance with the use of proceeds provided in the Offering Circular for Senior Green Notes offered in Feb 2021 from INR 323 mn in 9M FY21 to INR 606 mn in 9M FY22. Income from insurance claims received increased from NIL in 9M FY21 to INR 28 mn in 9M FY22, which partially got setoff due to decrease in interest on bank deposits from INR 118 mn in 9M FY21 to INR 26 mn in 9M FY22.

The other income increased from INR 144 mn in Q3 FY21 to INR 254 mn in Q3 FY22. Other income increased due to increase of interest on loans granted to related parties in Q4 FY21 in accordance with the use of proceeds provided under the Offering Circular for Senior Green Notes issued in Feb 2021.

C. Operating and Maintenance Expenses

The O&M expenses of 9M FY22 at INR 1218 mn have increased by 26% against INR 966 mn of 9M FY21. This is primarily due to (i) addition of O&M expenses of INR 21 mn for Watsun Solar project as this project is fully operational in 9M FY22 and (ii) increased transmission/ open access charges due to higher throughput of C&I projects in 9M FY22 vs 9M FY21.

The O&M expenses of Q3 FY22 at INR 394 mn have increased by 31% against INR 301 mn of Q3 FY21. This is primarily due increased transmission/direct access charges due to higher throughput of C&I projects in Q3 FY22 vs Q3 FY21.

D. Combined EBITDA

The Combined EBITDA for 9M FY22 at INR 6,524 mn is higher than Combined EBITDA for 9M FY21 INR 5,468 mn due to increased revenue resulting from higher wind speeds and sale of power from Solar project which started from Mar 2021. This increase in Revenue was partially, offset by general increase in operating expenses leading to Combined EBITDA increased by 19%.

The Combined EBITDA for Q3 FY22 at INR 1,287 mn is higher than Combined EBITDA for Q3 FY21 INR 1,056 mn due to increased revenue resulting from higher wind speeds and sale of power from Solar project in Q3 FY22 which was NIL in Q3 FY21. This increase was partially offset by general increase in operating expenses resulting into net Combined EBITDA increased by 20%.

E. Depreciation and Amortisation Expense

The depreciation and amortization expense increased by 3% from INR 1,338 mn in 9M FY21 to INR 1,374 mn in 9M FY22, due to nine-month depreciation in 9M FY22 for RTPL & Watsun Solar assets which were not fully commissioned in 9M FY21.

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F. Borrowings and Finance Costs

a) Borrowings

(INR Millions)

Details	As at 31 Dec 2021			As at 31 Mar 2021		
	Non-Current	Current	Total	Non-Current	Current	Total
<u>Long Term Borrowings</u>						
4.50% Senior Notes*	41,006	365	41,371	40,669	567	41,236
10.5% NCDs to related party	-	-	-	283	-	283
Total (a)	41,006	365	41,371	40,952	567	41,519
<u>Short Term Borrowings</u>						
Working capital loan from bank	-	2,313	2,313	-	-	-
From related party	-	-	-	-	41	41
Total (b)	-	2,313	2,313	-	41	41
Total (a + b)	41,006	2,678	43,684	40,952	608	41,560

* During 9M FY22, Company has made repayment of Senior notes of INR 313 mn and same is offset by increase in senior notes balances due to fluctuation in USD INR exchange rate which closed at INR 74.30/USD as December 31,2021 as against INR 73.51 / USD at March 31 ,2021.

b) Finance costs

The finance costs have increased by INR 26 mn in 9M FY22 due to accrual of interest on subordinated CCDs issued to Continuum Green Energy India Private Limited (CGE IPL) by Watsun and RTPL. This increase is partially offset due to reduction in interest on borrowing due to lesser utilization of working capital during 9M FY22.

G. Other long term liabilities and Other current liabilities

Total liabilities as at December 31, 2021 comprises of Other long term liabilities and Other current liabilities totaling to INR 8,519 mn and out of this INR 834 mn is towards related parties dues. These related party dues are mainly towards interest on CCDs and allocable common overheads and can be paid only out of Surplus money through Distribution Accounts.

H. Trade Receivables

Details	As at December 31, 2021	As at March 31, 2021
Receivables from Discoms	4,468	3,455
Receivables from C&I customers	312	85
Total	4,780	3,540

Receivables are higher as at December 31,2021 compared to March 31,2021 due to invoices raised towards high wind season post March 2021 are outstanding.

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I. Share of Profit attributable to minority shareholders' funds

Watsun's 28.75% equity share capital is held by Group Captive (GC) Customers as on December 31, 2021. The corresponding number for December 31, 2020 was 27.85%. Their proportionate share in profits before tax is provided as minority interest i.e., INR 32 mn represents their share of profit during 9M FY22 vis-a-vis INR 76 mn which represents their share of profit for 9M FY21.

Cash flows and liquidity

J. Cashflow from Operating Activities

The net cashflow from operating activities increased from INR 2,789 mn in 9M FY21 to INR 4,591 mn in 9M FY22. This increase is caused due to (i) Increase in working capital movement in 9M FY22 as compared to 9M FY 21 by INR 952 mn and (ii) Increase in higher operating profit (before working capital changes) in 9M FY22 as compared to 9M FY21 by INR 850 mn.

K. Cashflow from Investing Activities

The net cash flow used in investing activities was higher at INR 2,674 mn in 9M FY22 as compared to cash inflow of INR 283 mn in 9M FY21. This is primarily due to investment in fixed deposit of INR 2,696 mn and INR 108 mn loan given to related party in accordance with the use of proceeds provided under the Offering Circular for Senior Green Notes offered in Feb 2021. The same is offset by the higher investment in property plant and equipment of INR 475 mn in 9M FY21 due to project commissioning of RTPL and Watsun Solar as compared to INR 56 mn in 9M FY22 (liability of capital creditors outstanding prior to issuance of Senior Notes).

L. Cashflow from Financing Activities

The cash inflow generated from financing activities was INR 411 mn in 9M FY22 versus cash used in financing activities of INR 2,503 mn in 9M FY21. This increase is caused due to (i) Finance cost paid in 9M FY22 is lower than 9M FY21 by INR 699 mn (ii) Increase in net proceeds from short-term borrowing in 9M FY22 compared to 9M FY21 by INR 1,274 mn (iii) Lower repayment made in 9M FY22 compared to 9M FY21 by INR 3,890 mn; partially compensated by net proceeds from long-term borrowing in 9M FY21 of INR 2,949 mn.

M. Liquidity Position

The cash and bank balance increased from INR 645 mn as on March 31, 2021 to INR 5,664 mn as on December 31, 2021. The balance as of Dec 31, 2021 includes an amount of INR 2,119.5 mn held as deposit in Debt Service Reserve Account (DSRA) representing interest and principal payments due in six month period ending June 30, 2022.