# SEMBCORP GREEN INFRA LIMITED

10th ANNUAL REPORT
2017-18

CIN: U45400HR2008PLC068302

**Sembcorp Green Infra Limited**
(Formerly Green Infra Limited)
**CIN: U45400HR2008PLC068302**
**Registered Office :**
5th Floor, Tower C, Building No. 8,
DLF Cybercity, Gurgaon - 122002, Haryana, India
Tel: (91) 124 3896700
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www.sembcorp.com

# NOTICE

**NOTICE** is hereby given that Tenth Annual General Meeting of Sembcorp Green Infra Limited will be held at shorter notice on Friday, 8 June, 2018 at 11.00 a.m. at 5th Floor, Tower C, Building No.8, DLF Cybercity, Gurugram – 122002, Haryana, to transact the following business:-

## ORDINARY BUSINESS

1. To consider and adopt:

   (a) the audited Standalone Financial Statements of the Company for the Financial Year ended 31 March, 2018, together with the Reports of the Board of Directors and Statutory Auditors thereon; and

   (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2018 together with the Report of the Statutory Auditors thereon.

2. To appoint a Director in the place of Mr. Tan Cheng Guan (DIN: 03472688), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

   **"RESOLVED THAT** Mr. Vipul Tuli (DIN - 07350892), who was appointed as an Additional Director as nominee of Sembcorp Utilities Pte. Ltd. by the Board of Directors of the Company ("the Board") with effect from 10 October, 2017 under Section 161(1) of the Companies Act, 2013 ("the Act") and who has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company for appointment as Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit, necessary, desirable, incidental and/or consequential to give effect to the above resolutions and further any acts, deeds or things done in this regard by and/or authority of the Board, be and are hereby ratified."

By order of the Board
**Sembcorp Green Infra Limited**

**Aanshik Kumar Deore**
**Company Secretary**
Membership No.: A28973
Address: F-19/3, Sector 15, Rohini,
Delhi - 110089

Place :Gurugram
Date : 7 June, 2018

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 1 HOUR BEFORE THE TIME FOR HOLDING THE MEETING.**

2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of Item No. 3 is annexed and forms part of this notice.

3. Since the Meeting is being called at Shorter Notice, the format of shorter notice consent is enclosed herewith.

## Explanatory Statement

*(Pursuant to Section 102 of the Companies Act, 2013)*

**ITEM NO. 3**

Pursuant to letter dated 28 September, 2017, Mr. Vipul Tuli (07350892) was appointed as an Additional Director of the Company as nominee of Sembcorp Utilities Pte. Ltd.,by the Board of Directors of the Company on 10 October, 2017.

In terms of Section 161 of the Companies Act, 2013, he holds office as an Additional Director up to the date of the forthcoming Annual General Meeting. It is proposed to regularise the appointment of Mr. Vipul Tuli as Director of the Company by seeking consent of the members of the Company.

Mr. Vipul Tuli received his MBA from the Indian Institute of Management, Calcutta, and his B.Tech. degree in Chemical Engineering from the Indian Institute of Technology in New Delhi.

Mr. Vipul Tuli has been associated with Sembcorp group since 2015 in various positions, including as the chief executive officer & country head, India, as the managing director of Sembcorp's thermal business in India and as the head of group strategy at Sembcorp Industries. Prior to joining the Sembcorp group, he was associated with McKinsey & Company, Inc. since 1992, where he worked across the energy, chemicals and infrastructure sector and at the time of leaving in 2015, Inc., he was acting as a director (senior partner) based in its India office.

Mr. Vipul Tuli shall be liable to retire by rotation. Since the date of his appointment as Additional Director i.e.10 October, 2017, Mr. Vipul Tuli has attended 4 Board Meetings of the Company.

The details of other Directorships, Membership / Chairmanship of Committee(s) of other Boards (excluding Foreign Companies) are as follows:

| Name of the companies | Directorship / Membership | Chairmanship / Membership of Committee(s) |
|---|---|---|
| Sembcorp Energy India Limited | Director | Member, Corporate Social ResponsibilityCommittee and Stakeholders Relationship Committee |
| Sembcorp Gayatri Power Limited | Director | NIL |
| Amaravati Development Partners Private Limited | Director | NIL |

Mr. Vipul Tuli holds 2 Shares in the Company as nominee of Sembcorp Energy India Limited.

In terms of Section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and Board of Directors of the Company has recommended the appointment of Mr. Vipul Tuli as Director of the Company.

His appointment as Director is recommended for approval of the Members of the Company.

This Notice may also be treated as individual Notice to the Members, in terms of Section 160(2) of the Companies Act, 2013.

Except Mr. Vipul Tuli, none of the Directors, Manager, other Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

By order of the Board
**Sembcorp Green Infra Limited**

**Aanshik Kumar Deore**
**Company Secretary**
Membership No.: A28973
Address: F-19/3, Sector-15, Rohini,
Delhi - 110 089

Place :Gurugram
Date : 7 June, 2018

**THE COMPANIES ACT, 2013**
**Consent by Shareholder for Shorter Notice**

Date: …………………, 2018

To,

The Board of Directors,
**Sembcorp Green Infra Limited**
5th Floor, Tower C, Building No. 8,
DLF Cybercity, Gurugram – 122002, Haryana

Dear Sirs,

I/We, ……………………………………………………., holding ……………Equity Shares of Rs. 10/- each of the Company, having received notice along with other relevant documents attached thereto for Annual General Meeting ("AGM") of the Members of the Company to be held on Friday, 8 June, 2018 at 5th Floor, Tower C, Building No.8, DLF Cybercity, Gurugram – 122002, Haryana, hereby give consent to hold the said AGM at shorter notice, in terms of applicable provisions of the Companies Act, 2013.

Thanking you,
Yours sincerely,

_____________
Authorized Signatory
Address:
…………….
………….

# SEMBCORP GREEN INFRA LIMITED

## BOARDS' REPORT

Your Directors have pleasure in presenting their Tenth Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31 March, 2018.

## 1. OPERATIONAL PERFORMANCE

During the Financial Year 2017-18 your Company through its subsidiaries has generated 1561 Million units of electricity against 1437 Million units of electricity generated in the Financial Year 2016-17, showing an increase of 8.63%.

During the Financial Year under review, your Company continued to own and operate Wind Power and Solar Power Projects through its subsidiaries with a combined installed capacity of around 892 MW in Wind verticals and 35 MW in Solar verticals as at 31 March 2018.

## 2. BUSINESS DEVELOPMENT AND OPERATIONS

India's capacity from installed grid-interactive renewable power systems has increased steadily from approximately 7.7 GW in Fiscal 2001 to approximately 57 GW in Fiscal 2017. The Government of India has set a target to achieve 175 GW of renewable capacity by Fiscal 2022, with an intent to tap into the abundant renewable resources and reduce the coal import bill. Altogether, the share of renewable energy sector and solar power, in particular is expected to rise sharply in India's fuel mix in the coming decades. With the recent change in procurement model from feed-in tariff to competitive bidding, the wind sector has also witnessed a drop in tariff.

During the last Ten years, your Company has been able to achieve a leading position in the alternative energy industry, driven by innovation and leadership. Your Company has been continuously exploring opportunities in the Wind, Solar Projects and also provides management, development and facility management services to its subsidiary companies.

2.1 New Projects Commissioned:

During the Financial Year under review, the Company has added 10 MW Wind Power Project at Sadla and 2 MW Wind Power Project at Rojmal III in the State of Gujarat through its subsidiary Green Infra Wind Energy Limited.

2.2 Competitive Bidding:

During the Financial Year under review, the Company has been awarded three wind power projects aggregating to 800 megawatts which is by far the largest combined capacity won by an independent power producer so far. The consecutive wins in the first three national tenders is a testament to our leadership position in the Indian renewables market. The projects are under construction and are expected to be commissioned as per schedule.

- Received a Letter of Award ("LoA") from Solar Energy Corporation of India ("SECI") for 250 MW new wind power project in India's first national wind power tender– 10 April, 2017
- Received the second LoA from SECI 250 MW wind power project in India's second national wind power tender – 13 November, 2017
- Received a LoA from SECI for 300 MW wind power project in the India's third nationwide wind power tender – 5 March, 2018

## 3. FINANCIAL HIGHLIGHTS

The Financial Highlights for the Company are detailed as under. In accordance with the provisions of the Act, the consolidated Financial Statements are also enclosed in the Annual Report.

**Audited Financials Results**

3.1 Consolidated Financial Results

(in INR Million unless otherwise specified)

| Particulars | Year ended 31 March, 2018 | Year ended 31 March, 2017 |
|---|---|---|
| Income from operations | 8,850.06 | 8,088.43 |
| Other Income | 693.76 | 513.97 |
| Total Income | 9,543.82 | 8,602.40 |
| Total Expenses | 9,252.89 | 8,054.48 |
| Profit/(Loss) before Tax | 290.93 | 547.92 |
| Provision for Tax | 314.91 | 148.80 |
| Profit/(Loss) after Tax | (23.98) | 399.12 |
| Earnings/(Loss) per Share (in INR): | | |
| - Basic | (0.09) | 1.55 |
| - Diluted | (0.09) | 1.55 |

During the financial year under review, your Company has shown the revenue growth of around 9% on consolidated basis. Overall revenue has increased from Rs. 8,088 Million in FY 2016-17 to Rs. 8,850 Million in FY 2017-18. This has largely been contributed by Projects of 176 MW which were commissioned during the previous financial year and in the current financial year these projects have contributed full year revenue as against partial period in the previous financial year. However, due to low wind speed and OEM related Right of Way issues, the revenue has been impacted substantially.

3.2 Standalone Financial Results

(in INR Million unless otherwise specified)

| Particulars | Year ended 31 March, 2018 | Year ended 31 March, 2017 |
|---|---|---|
| Income from operations | 270.90 | 288.58 |
| Other Income | 528.94 | 714.80 |
| Total Income | 799.84 | 1003.38 |
| Total Expenses | 412.66 | 477.44 |
| Profit/(Loss) before Tax | 387.18 | 525.94 |
| Provision for Tax | 185.58 | 226.48 |
| Profit/(Loss) after Tax | 201.60 | 299.46 |
| Earnings/(Loss) per Share (in INR): | | |
| - Basic | 0.72 | 1.17 |
| - Diluted | 0.72 | 1.17 |

During the financial year under review, on standalone basis the total Income has reduced from Rs. 1,003 Million in FY 2016-17 to around Rs. 800 Million in FY 2017-18, primarily due to lower interest income on cash balance as compared with previous financial year which was utilized for the execution of the new projects. The Profit after tax has reduced to Rs. 201 Million as against a profit after tax of Rs. 299 Million in the previous financial year.

## 4. DIVIDEND

The Board of Directors of the Company has not recommended any dividend.

## 5. TRANSFER TO RESERVES

For the Financial Year ended 31 March, 2018, the Company has not transferred any amount to reserves.

## 6. SHARE CAPITAL

During the Financial Year under review, the Company issued and allotted 11,461,316 Equity Shares of Rs. 10/- each on 16 August, 2017 at a premium of Rs 77.25 per share to Sembcorp Utilities Pte Ltd ("SCU").

## 7. HOLDING COMPANY

The Company is a wholly owned subsidiary of Sembcorp Energy India Limited ("SEIL"). During the financial year under review, SEIL has acquired 100% shareholding of the Company from existing shareholders. Details of changes in shareholding of the holding Company have been provided in Form MGT 9.

## 8. BOARD OF DIRECTORS

The Board of Directors of the Company currently comprise of 7 (Seven) Directors, of which 3 (three) are Independent Directors.

The Board met Five times during the Financial Year 2017-18 viz. on 6 June, 2017, 15 September, 2017, 12 December, 2017, 2 February, 2018 and 27 February, 2018. The intervening gap between the two meetings was within the prescribed period by the Act.

The details of Directors along with dates of appointment are as follows:

| Name | Designation | Date of Appointment |
|---|---|---|
| Dr. Vijay Laxman Kelkar | Independent Director | 19 February, 2010 |
| Mr. Bobby Kanubhai Parikh | Independent Director | 20 January, 2012 |
| Ms. Sangeeta Talwar | Independent Director | 8 September, 2014 |
| Mr. Sunil Kumar Gupta | Managing Director & CEO | 13 February, 2015 |
| Mr. Tan Cheng Guan | Nominee Director | 13 February, 2015 |
| Mr. Neil Garry McGregor | Nominee Director<br>Designated as Chairman | 7 April, 2017 |
| Mr. Vipul Tuli | Nominee Director | 10 October, 2017 |

The following Directors had resigned from the Directorships of the Company:

| Name | Designation | Date of Appointment | Date of Resignation |
|---|---|---|---|
| Mr. Satish Kumar Mandhana | Nominee Director | 13 February, 2015 | 18 September, 2017 |
| Mr. Girish Dinanath Nadkarni | Nominee Director | 13 February, 2015 | 18 September, 2017 |
| Mr. Koh Chiap Khiong | Nominee Director | 13 February, 2015 | 11 May, 2018 |

As per the provisions of the Companies Act, 2013 ("the Act"), all Directors of the Company except Independent Directors are liable to retire by rotation, Mr. Tan Cheng Guan shall retire at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

During the financial year under review, Mr. Vipul Tuli was appointed as an Additional Director as Nominee of Sembcorp Utilities Pte. Ltd., by the Board of Directors of the Company on 10 October, 2017 to hold office up to the date of the forthcoming Annual General Meeting. The Board upon recommendation of the Nomination and Remuneration Committee has recommended the appointment of Mr. Vipul Tuli as Director of the Company and the proposal for his appointment as Director shall be considered at the ensuing Annual General Meeting of the Company.

Further, Mr. Sunil Kumar Gupta was re-appointed as Managing Director and Chief Executive Officer of the Company with effect from 29 June, 2017. The Shareholders of the Company in its Annual General Meeting held on 29 September, 2017 had also approved the said re-appointment.

The Company has received necessary declaration from each of the Independent Directors under Section 149(7) of the Act, confirming that they meet the criteria of independence laid down in Section 149(6) of the Act.

The Key Managerial Personnel ("KMP") of the Company in terms of the Act, as on date, are as under:

(a) Mr. Sunil Kumar Gupta – Managing Director and Chief Executive Officer (appointed w.e.f. 29 June, 2016)
(b) Mr. Subrat Das – Chief Financial Officer (appointed w.e.f. 3 March, 2017)
(c) Mr. Aanshik Kumar Deore – Company Secretary (appointed w.e.f. 19 December, 2016)

In terms of the Companies Act, 2013, a formal evaluation needs to be made by the Board of its performance and that of its Committees and individual Directors. Schedule IV of the Act states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. A Board Evaluation Policy has been recommended in this regard by the Nomination & Remuneration Committee of Directors of the Company. Accordingly, the Board Evaluation was carried out in terms of the said policy.

## 9. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Nomination & Remuneration Policy on the appointment and remuneration of Directors, Key Managerial Personnels and other senior employees, including criteria for determining qualifications, positive attributes, independence in case of Independent Directors, under Section 178(3) of the Act is enclosed with this report as **Annexure 1.**

## 10. COMMITTEES OF THE BOARD

Currently the Board has 4 (Four) Board level committees constituted in accordance with the provisions of the Companies Act, 2013:

a) Audit and Risk Committee
b) Nomination and Remuneration Committee
c) Corporate Social Responsibility Committee
d) Executive Committee

### (a) Audit and Risk Committee

The Audit and Risk Committee comprises of Mr. Bobby Kanubhai Parikh (Chairman), Dr. Vijay Laxman Kelkar and Ms. Sangeeta Talwar.

### (b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of Mr. Tan Cheng Guan (Chairman), Ms. Sangeeta Talwar and Mr. Bobby Kanubhai Parikh.

### (c) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of Mr. Tan Cheng Guan (Chairman), Mr. Sunil Kumar Gupta and Ms. Sangeeta Talwar.

### (d) Executive Committee

The Executive Committee comprises of Mr. Neil Garry McGregor (Chairman), Mr. Tan Cheng Guan and Mr. Vipul Tuli.

## 11. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Act, your Directors state that:

a) in the preparation of the annual accounts for the Financial Year ended 31 March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March, 2018 and of the profit / loss of the Company for that period;

c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors had prepared the annual accounts on a going concern basis; and

e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Internal Financial Control**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

## 12. RISK MANAGEMENT POLICY

The Company has adopted a comprehensive risk management policy covering processes for identification and mitigation of all potential risks in line with group risk framework and adjusted to suit the business requirements of the Company.

## 13. VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Board has established a Vigil Mechanism to allow the Director(s) and Employee(s) to report their genuine concerns or grievances to the Company.

## 14. AUDITORS AND AUDITORS' REPORT

**Statutory Auditors**

At the Seventh Annual General Meeting ("AGM") of the Company held on 30 September, 2015, M/s B S R & Co. LLP, Chartered Accountants having Firm Registration No. 101248W / W-100022, were appointed as Statutory Auditors of the Company for a term of five years from the conclusion of Seventh AGM till the conclusion of  the Twelfth AGM to be held in the calendar year 2020, subject to ratification by the Members of the Company at every AGM. Pursuant to the Companies (Amendment) Act, 2017 effective from 7th May, 2018 requirement of ratification of appointment of Statutory Auditors by members at every annual general meeting has been omitted. Accordingly your Company is not proposing for ratification of Auditors at the ensuing AGM and their appointment will be continued until the conclusion of the Twelfth AGM without ratification at every AGM.

The Auditors' Report to the Members together with Financial Statements for the year ended 31 March, 2018 and notes thereon are attached, which are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**Secretarial Auditors**

The Board had appointed M/s. Ashwini Kumar & Co., Practicing Company Secretaries having Certificate of Practice Number 2406, as Secretarial Auditors of the Company for the financial year 2017-18, as required under Section 204 of the Companies Act, 2013 and rules made thereunder. The Secretarial Audit Report forms part of this report as **Annexure 2.**

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Further, the Board has re-appointed M/s Ashwini Kumar & Co, Company Secretaries, as Secretarial Auditors of the Company for the financial year 2018-19.

**Internal Auditors**

In terms of Section 138 of the Act read with the Companies (Account) Rules, 2014, the Board of Directors of the Company in its Meeting held on 15 September, 2017 had appointed M/s PricewaterhouseCoopers Private Limited as Internal Auditors of the Company for the Financial Year 2017-18, upon the recommendation of the Audit Committee.

The report of the Internal Auditors was reviewed by the Audit Committee and Board of Directors of the Company.

## 15. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) of the Act, an extract of Annual Return, in Form MGT -9, for the Financial Year 2017-18 is enclosed with the report as **Annexure 3**.

## 16. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

As on 31 March, 2018, the Company had 17 Wholly Owned Subsidiary Companies, 9 Subsidiary Companies and 3 Associate Companies as detailed below:

**Wholly Owned Subsidiary Companies**

| | | |
|---|---|---|
| Green Infra Solar Farms Limited | Green Infra Wind Energy Project Limited | Green Infra Wind Assets Limited |
| Green Infra Wind Energy Limited | Green Infra Wind Farm Assets Limited | Green Infra Wind Power Limited |
| Green Infra Wind Solutions Limited | Green Infra Corporate Solar Limited | Green Infra Wind Limited |
| Green Infra Wind Technology Limited | Green Infra Solar Energy Limited | Green Infra Corporate Wind Limited |
| Green Infra Clean Wind Energy Limited | Green Infra Solar Projects Limited | Green Infra Wind Energy Assets Limited |
| Green Infra Wind Ventures Limited | *Green Infra Wind Techno Solutions Limited* | |

**Subsidiary Companies**

| | |
|---|---|
| Green Infra BTV Limited | Green Infra Wind Generation Limited |
| Green Infra Wind Power Theni Limited | Green Infra Wind Power Generation Limited |
| Green Infra Wind Energy Theni Limited | Green Infra Wind Power Projects Limited |
| Green Infra Wind Farms Limited | Mulanur Renewable Energy Private Limited |
| Green Infra Renewable Energy Limited | |

**Associate Companies**

| | | |
|---|---|---|
| *Green Mountain Hydro Power Private Limited* | *Green Kurpan Power Private Limited* | *Hurla Valley Power Private Limited* |

The Company does not have any joint venture.

During the financial year under review, applications were filed before the Registrar of Companies for striking off the names of one of the subsidiary viz. Green Infra Wind Techno Solutions Limited and three Associate companies viz. Green Mountain Hydro Power Private Limited, Green Kurpan Power Private Limited and Hurla Valley Power Private Limited.

During the financial year under review, the names of following subsidiary companies were striked-off from the Register of Registrar of Companies, NCT of Delhi and Haryana under Section 560 of the Companies Act, 1956:

| Name of the Subsidiary | Date of approval of Registrar of Companies | Date of issuance of Final Notification of Struck-off |
|---|---|---|
| Green Infra Power Development Limted | 26 December, 2016 | 23 May, 2017 |
| Green Infra Wind Energy Development Limited | 23 December, 2016 | 23 May, 2017 |
| Green Infra Wind Power Technology Limited | 2 January, 2017 | 23 May, 2017 |
| Green Infra Wind Power Ventures Limited | 2 January, 2017 | 6 June, 2017 |
| Green Infra Wind Energy Efficiency Limited | 2 January, 2017 | 6 June, 2017 |
| Green Infra Wind Energy Creation Limited | 2 January, 2017 | 6 June, 2017 |
| Green Infra Wind Power Solutions Limited | 2 January, 2017 | 6 June, 2017 |

A statement containing the salient features of Financial Statements of its subsidiaries and associates in the prescribed format forms part of Consolidated Financial Statements**.**

## 17. DEPOSITS

During the year, the Company has neither accepted any deposits from the public, nor does it have any scheme to invite such deposits.

## 18. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of Loans, guarantees and investments covered under Section 186 of the Act form part of the notes to the Financial Statements provided with this report.

## 19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act for the Financial Year 2017-18 in Form AOC-2 is enclosed with the report as **Annexure 4.**

## 20. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014 are as under:

a) Conservation of Energy: The Company endeavors to conserve energy in all its operations.

b) Technology Absorption: The Company has adopted the best technology available in its area of operations.

c) Foreign Exchange Earnings and Outgo:

| | |
|---|---|
| Earnings | Nil |
| Outgo | 33,298,027 |

**21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL IMPACTING THE GOING CONCERN STATUS OF THE COMPANY**

There are no significant and / or material orders passed by the Regulators or Courts or Tribunal impacting the going concern status and the Company's future.

**22. CORPORATE SOCIAL RESPONSIBILITY**

As per the Companies Act, 2013, all companies having net worth of Rs 500 crore or more, or turnover of Rs 1000 Crore or more or a net profit of Rs 5 Crore or more during any financial year are required to constitute a Corporate Social Responsibility Committee of the Board of Directors of the Company, comprising of three or more Directors, at least one of whom shall be an Independent Director. In compliance of the said provisions, CSR Committee has been duly constituted by the Company.

Further, such companies are required to spend at least 2% of the average net profits of the Company's three immediately preceding financial year towards CSR activities.

The Company intends not only to be a business entity, but also a Member of the local community in which it operates. The Company strives to build good relationship with representatives of the communities. Through CSR activities, the Company also intends to build the bond and a sense of solidarity with the environment and its problems.

The CSR activities were conducted at the at Village Vagarai/Mulanur, Dindigul District and Rastha-Tirnuelveli District, Tamilnadu and Kardikonda, Kurnool District Andhra Pradesh with focus on promotion of education and community development.

During the Financial Year 2017-18, total expenditure required to be incurred by the Company was Rs.17.45 Lacs (approx.) against which the Company had incurred expenditure to the extent of Rs. 13.06 Lacs (approx.) during the year. Accordingly there was a shortfall of Rs. 4.39 Lacs (approx.), because the estimated budget was high which came down during implementation. The unspent amount shall be carried forward to the Financial Year 2018-19 for CSR expenditure.

The Annual Report on CSR activities is enclosed as **Annexure 5**.

**23. POLICY AGAINST SEXUAL HARASSMENT**

The Company has framed a policy against sexual harassment of employees and has also constituted an Internal Complaints Committee to handle such cases. No such cases were reported during the year.

## 24. ACKNOWLEDGMENT

Your Directors wishes to place on record their appreciation towards the contribution of Bankers, Financial Institutions, stakeholders, business associates of the Company and Central and State Government authorities for their co-operation, guidance and support and look forward to their continued support in future.

The Directors also acknowledge the hard work, dedication and commitment of the employees.

For and on behalf of Board of Directors
**Sembcorp Green Infra Limited**

Vipul Tuli
Director
DIN: 07350892
Address: 1606A, The Mangonalias, Golf Links, Sector 42, Gurugram -122009, Haryana

Place: Gurugram
Date: 6 June, 2018

Sunil Kumar Gupta
Managing Director & CEO
DIN: 07095152
Address: 11, Tanjong Rhu, Road 05-01, The Waterside, Singapore 436896

Place: Singapore
Date: 6 June, 2018

**Annexures:**
1. Nomination and Remuneration Policy
2. Secretarial Audit Report
3. Extract of Annual Return in Form MGT-9
4. Details of Related Party Transaction in Form AOC-2
5. Annual Report on CSR Activities

# Sembcorp Green Infra Limited

## Nomination & Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time. This policy of nomination and remuneration of Directors, Key Managerial Personnel ("KMP") and Senior Management has been formulated by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors of the Company ("Board").

**Objectives**

The objective of the Policy is:

1. to guide the Board in relation to appointment and removal of Directors, KMP and employees of Senior Management of the Company.

2. to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

3. to formulate criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a Directors, KMP and employees of Senior Management of the Company.

4. to ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.

5. to ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

6. to ensure remuneration to Directors, KMP and employees of Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

**Definitions**

All terms and words used in this policy shall have the meaning as ascribed to them under the Companies Act, 2013 and rules made thereunder ("the Act"), as amended from time to time, except as specifically provided under the policy.

**Appointment of Director(s), KMPs and Employees of Senior Management**

1. The Committee shall identify that the person proposed to be appointed as Director, KMP or at Senior Management possesses sufficient qualification, expertise and experience in renewable and other related sectors and recommend their appointment to the Board.

2. The Committee shall decide whether the appointee Director, KMP or a person to be appointed at Senior Level Management possesses relevant qualification, experience and expertise for the incumbent position.

3. The Company shall not appoint or continue the employment of any Managing Director or Whole-time Director or Manager who has attained the age of 70 years, otherwise than in accordance with the provisions of the Act.

4. A Whole-time KMP shall not hold office in one or more companies except in its subsidiary at any point of time.

5. The Company shall not appoint any Managing Director or Whole-time Director or Manager for a term exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.

**Manner of Appointment of Independent Directors**

1. The Company shall appoint at least two or more Independent Directors.

2. The Committee while selecting Independent Directors, shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

3. An Independent Director shall hold office for a period of up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing special resolution by the Company.

4. The Company shall not appoint an Independent Director for more than two consecutive terms.

5. The appointment of Independent Director of the Company shall be approved at the meeting of the shareholders.

6. The explanatory statement attached to the notice of the Meeting for approving the appointment of Independent Director shall include a statement that in the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

7. The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours and shall also be posted on the company's website, if any.

**Remuneration**

1. The Remuneration payable to Director(s), KMPs and Senior Employees shall be as per Industry standards and in line with Group Compensation Policy with a fair mix of fixed and variable components.

2. The Remuneration payable to Independent Directors shall be as decided by the respective Board of Directors in line with Group Policy and as per extant laws.

3. The Independent Directors shall be paid a sitting fees as decided by the Board of Directors of the Company and the Board shall have the right to revise the sitting fees for attending each meeting of the Board and its Committees from time to time.

**Removal of Director(s), KMPs and Employees of Senior Management**

Due to reasons of any disqualification mentioned in the Act or under any other applicable Act, rules and regulations, the NRC may recommend to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Act, rules and regulations.

**Retirement of Director(s), KMPs and Employees of Senior Management**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing HR policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to compliance of applicable laws.

**Policy Review**

The Board reserves the right to amend the aforementioned policy upon recommendation of the NRC from time to time.

ASHWINI KUMAR & CO.
COMPANY SECRETARIES

## FORM MR-3

# SECRETARIAL AUDIT REPORT
## FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Sembcorp Green Infra Limited
(Formerly Green Infra Limited)
[CIN: U45400HR2008PLC068302]
5$^{TH}$ Floor, Tower C, Building No 8,
DLF Cybercity, Gurugram-122002,
Haryana, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sembcorp Green Infra Limited (Formerly Green Infra Limited) (hereinafter called "**the Company"**).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, including management's representation, provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company on test basis, as given in **Annexure-I**, for the financial year ended on March 31, 2018 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made there under;
(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
(v) The provisions of Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992("SEBI Act") were not applicable to the Company for the financial year under report as the Company is not a Listed Company;
(vi) The Electricity Act, 2003 as applicable specifically to the company.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India, as revised and effective from October 1, 2017.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the financial year under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in case of shorter notice, necessary compliance of the Act have been made; and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- Majority decision is carried through, while dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report based on review of compliance mechanism established by the Company, we are of the opinion that the management has adequate systems and processes commensurate with the size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during audit period the Company has undertaken following events /actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., detailed as below:

(i) Approval of Executive Committee of the Board dated 16th August, 2017 for allotment of 11,461,316 Equity Shares of Rs 10/- each at a price of Rs 87.25 per share i.e. at a premium of Rs 77.25 per share, aggregating to Rs 999,999,821;

(ii) Approval of the Board dated 12th December, 2017 for the following purpose:

(a) Total investment of Rs 2171.80 (Million), out of which Rs 401.80 (Million) in Mulanur Renewable Energy Private Limited and Rs 1770 (Million) in Green Infra Wind Power Generation Limited in addition to investments already approved earlier, from time to time in one or more tranches by way of Compulsory Convertible Debentures;

(b) Approval for merger/amalgamation of Green Infra Wind Assets Limited, Wholly owned subsidiary of the Company with Sembcorp Green Infra Limited;

(iii) Approval of Board dated 12th December, 2017 and Shareholders' approval dated 22nd December, 2017 for executing further Corporate Guarantee(s) of various amounts, in respect of various subsidiaries of the Company, for an aggregate amount of up to Rs 5000 Crores, from time to time, in one or more tranches, in favour of various lenders/financial institutions to guarantee various loan(s)/ External Commercial Borrowings/ Bonds / Debenture(s)/ Commercial Paper / Certificate of Deposits / facility(ies) (being fund based facility(ies) and non fund based facility(ies) and/or other banking facilities, availed / to be availed by subsidiaries of the Company;

(iv) Approval of Board dated 2nd February, 2018 and Shareholders' approval dated 5th February, 2018 for entering into Services Agreements for Business Support Services and Business Development Services with Sembcorp India

Private Limited, Fellow Subsidiary of the Company for providing services in the areas of Regulatory Affairs, Corporate Relations, Corporate Finance, Taxation, Legal, Human Resources, Internal Audit, etc for a period of 1 (One) year for an amount of upto Rs 4,00,00,000 (Rupees Four Crore only) per annum exclusive of taxes;

(v) Approval of Board thorough Circular Resolution passed on 14th February, 2018 and Shareholders' approval dated 20th February, 2018 by passing special resolution under Section 5 and Section 14(1) of the Companies Act, 2013 for adoption of the amended and restated form of new Articles of Association in substitution for and to the exclusion of the Existing Articles of Association.

For Ashwini Kumar & Co.
Company Secretaries

Place: New Delhi
Date: 21/05/2018

Ashwini Kumar
FCS No.4137
C.P No. 2406

**<u>Note</u>:** *This Report is to be read with our letter of even date which is annexed as **Annexure -II** and forms an integral part of this Report.*

**Annexure - I**

**List of documents reviewed / verified (as provided by the Company)**

1. Memorandum & Articles of Association of the Company;
2. Annual Report for the financial year ended 31st March, 2017;
3. Minutes of the meetings of the Board of Directors, Executive Committee, Audit Committee, Nomination & Remuneration Committee and CSR Committee, along with Attendance Register/sheets, held during the financial year under report;
4. Minutes of General Meetings held during the financial year under report;
5. Statutory Registers viz.

   - Register of Directors & KMP and their Shareholding;
   - Register of Charges;
   - Register of Members;
   - Register of Investment not held in its own name by the company;
   - Register of Related Party Transactions
   - Register of transfer & transmission;

6. Agenda papers submitted to the directors / members for the Board Meetings and Committee Meetings;
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 164 of the Companies Act, 2013;
8. Disclosure of interest made by the directors pursuant to the provisions of Section 184 of the Companies Act, 2013;
9. e-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report;
10. Filings made with Reserve Bank of India under the Foreign Direct Investment Guidelines and for Foreign Direct Investments made in the Company;
11. Management's representation letter.

**ASHWINI KUMAR & CO.**
COMPANY SECRETARIES

**Annexure II**

To,
The Members
Sembcorp Green Infra Limited
(Formerly Green Infra Limited)
[CIN: U45400HR2008PLC068302]
5TH Floor, Tower C, Building No 8,
DLF Cybercity, Gurugram-122002,
Haryana, India

Our Secretarial Audit report of even date is to be read along with this letter.

## Management's Responsibility for Secretarial Compliances

I. It is the Responsibility of the management of the Company to prepare and maintain secretarial records, device proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the system are adequate and operate effectively.

## Auditor's Responsibility

II. Our responsibility is to express an opinion on the secretarial records, system, standards and procedures followed by the Company with respect to secretarial compliances;

III. We believe the audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion;

IV. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;

V. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations, guidelines, standards and happening of event etc. and we relied upon the management's representation;

VI. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, guidelines and standards is the responsibility of management. Our Examination was limited to the verification of procedures on test basis.

**Disclaimer**

VII. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ashwini Kumar & Co.
Company Secretaries

Place: New Delhi
Date: 21/05/2018

Ashwini Kumar
FCS No.4137
C.P No. 2406

Annexure 3

| FORM NO. MGT-9 |
|---|
| EXTRACT OF ANNUAL RETURN |
| as on financial year ended on 31 March, 2018 |
| Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration ) Rules, 2014 |

**I REGISTRATION & OTHER DETAILS**

| | | |
|---|---|---|
| i | CIN | U45400HR2008PLC068302 |
| ii | Registration Date | 3 APRIL, 2008 |
| iii | Name of the Company | SEMBCORP GREEN INFRA LIMITED |
| iv | Category/Sub-category of the Company | PUBLIC LIMITED |
| v | Address of the Registered Office & Contact Details | 5th Floor, Tower C, Building No.8, DLF Cybercity, Gurugram – 122002, Haryana<br>Tel. 91 124 3896700, Fax 91 124 3896710 |
| vi | Whether Listed Company | NO |
| vii | Name, Address & Contact Details of the Registrar & Transfer Agent, if any | KARVY COMPUTERSHARE PVT. LTD.<br>17 – 24, VITTAL RAO NAGAR, MADHAPUR,<br>HYDERABAD – 500 081<br>Phone: 040-23420815 |

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl. No. | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|---|---|---|---|
| 1 | Management consultancy activities which includes the advice, guidance and operational assistance to its Subsidiaries on management and strategic issues. | 7020 | 80.84% |
| 2 | Other business support service activities. | 82990 | 19.16% |

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

| Sl. No. | Name & Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares Held | Applicable Section |
|---|---|---|---|---|---|
| 1 | Sembcorp Energy India Limited<br>Address: 6-3-1090, A-5, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana, India | U40103TG2008PLC057031 | Holding | 100% | 2(46) |
| 2 | Sembcorp Utilities Pte. Ltd.<br><br>30 Hill Street #05-04,<br>Singapore 179360 | Company Registration No. : 197300648H | Holding | Nil | 2(46) |
| 3 | Sembcorp Industries Ltd.<br><br>30 Hill Street #05-04,<br>Singapore 179360 | Company Registration No. : 199802418D | Holding | Nil | 2(46) |
| 4 | Green Infra Wind Solutions Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40300HR2012PLC070258 | Subsidiary | 100% | 2(87) |
| 5 | Green Infra Wind Technology Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40300HR2012PLC070259 | Subsidiary | 100% | 2(87) |
| 6 | Green Infra Clean Wind Energy Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40106HR2012PLC070198 | Subsidiary | 100% | 2(87) |

| | | | | | |
|---|---|---|---|---|---|
| 7 | Green Infra Corporate Solar Limited<br>Door No. 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi - 110001 | U40106DL2011PLC224943 | Subsidiary | 100% | 2(87) |
| 8 | Green Infra Solar Energy Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40107HR2010PLC070248 | Subsidiary | 100% | 2(87) |
| 9 | Green Infra Solar Projects Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40108HR2011PLC070250 | Subsidiary | 100% | 2(87) |
| 10 | Green Infra Solar Farms Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40107HR2010PLC070249 | Subsidiary | 100% | 2(87) |
| 11 | Green Infra Wind Ventures Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40101HR2010PLC070260 | Subsidiary | 100% | 2(87) |
| 12 | Green Infra Wind Assets Limited<br>Door No. 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi - 110001 | U45203DL2008PLC213296 | Subsidiary | 100% | 2(87) |
| 13 | Green Infra Wind Power Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40102HR2010PLC070255 | Subsidiary | NIL | 2(87) |
| 14 | Green Infra Wind Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40300HR2011PLC070254 | Subsidiary | 100% | 2(87) |
| 15 | Green Infra Corporate Wind Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U45203HR2008PLC070247 | Subsidiary | Nil | 2(87) |
| 16 | Green Infra Wind Energy Assets Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40101HR2011PLC072040 | Subsidiary | Nil | 2(87) |
| 17 | Green Infra Wind Energy Project Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40108HR2011PLC070251 | Subsidiary | Nil | 2(87) |
| 18 | Green Infra Wind Farm Assets Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40102HR2011PLC070253 | Subsidiary | Nil | 2(87) |
| 19 | Green Infra Wind Energy Limited<br>Door No. 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi - 110001 | U23200DL2005PLC213430 | Subsidiary | 85.36% | 2(87) |
| 20 | Green Infra BTV Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40109HR2008PLC070246 | Subsidiary | 90.46% | 2(87) |
| 21 | Green Infra Wind Power Theni Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40105HR2011PLC070256 | Subsidiary | Nil | 2(87) |
| 22 | Green Infra Wind Energy Theni Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40109HR2011PLC070252 | Subsidiary | Nil | 2(87) |

| | | | | | |
|---|---|---|---|---|---|
| 23 | Green Infra Wind Farms Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U45203HR2008PLC071903 | Subsidiary | 60.92% | 2(87) |
| 24 | Green Infra Wind Generation Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40300HR2011PLC071902 | Subsidiary | 70.53% | 2(87) |
| 25 | Green Infra Wind Power Generation Limited<br>Door No. 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi - 110001 | U40108DL2011PLC221871 | Subsidiary | 71.22% | 2(87) |
| 26 | Green Infra Wind Power Projects Limited<br>Door No. 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi - 110001 | U40108DL2011PLC221862 | Subsidiary | 69.03% | 2(87) |
| 27 | Green Infra Renewable Energy Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U74999HR2017PLC067954 | Subsidiary | NIL | 2(87) |
| 28 | Mulanur Renewable Energy Private Limited<br>5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram – 122002, Haryana | U40300HR2016PTC070808 | Subsidiary | 70.00% | 2(87) |
| 29 | Green Infra Wind Techno Solutions Limited*<br>2nd Floor, Tower No. 2, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi- 110017 | U40300DL2012PLC236178 | Subsidiary | 100% | 2(87) |
| 30 | Green Mountain Hydro Power Private Limited*<br>Jainantu Niwas, KH No. 18/1 and 18/2, 1st Floor (Below Shree Mahun Bros) BCS, Shimla-171009, Himachal Pradesh | U40101HP2007PTC030815 | Associate | 49% | 2(6) |
| 31 | Green Kurpan Power Private Limited*<br>Jainantu Niwas, KH No. 18/1 and 18/2, 1st Floor (Below Shree Mahun Bros) BCS, Shimla-171009, Himachal Pradesh | U40101HP2007PTC030816 | Associate | 49% | 2(6) |
| 32 | Hurla Valley Power Private Limited*<br>Jainantu Niwas, KH No. 18/1 and 18/2, 1st Floor (Below Shree Mahun Bros) BCS, Shimla-171009, Himachal Pradesh | U40101HP2007PTC030814 | Associate | 49% | 2(6) |

*Under Process of Striking Off

IV **SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage to Total Equity)**

**(i) Category-wise Share Holding**

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **A. PROMOTERS** | | | | | | | | | |
| | | | | | | | | | |
| **(1) Indian** | | | | | | | | | |
| a) Individual/HUF | - | - | - | - | - | - | - | - | - |
| b) Central Govt.or State Govt. | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporates* | | | | | 28,53,94,687 | 500 | 28,53,95,187 | 100.00% | 100.00 |
| d) Bank/FI | - | - | - | - | - | - | - | - | - |
| e) Any other | - | - | - | - | - | - | - | - | - |
| **SUB TOTAL (A) (1):** | **-** | **-** | **-** | **-** | **28,53,94,687** | **500** | **28,53,95,187** | **100.00%** | **100.00** |
| | - | | | - | - | | - | - | - |
| **(2) Foreign** | - | | | - | - | | - | - | - |
| a) NRI- Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporates* | 19,27,88,472 | 500 | 19,27,88,972 | 70.38 | - | - | - | - | (70.38) |
| d) Banks/FI | - | - | - | - | - | - | - | - | - |
| e) Any other | - | - | - | - | - | - | - | - | - |
| **SUB TOTAL (A) (2):** | **19,27,88,472** | **500** | **19,27,88,972** | **70.38** | **-** | **-** | **-** | **-** | **(70.38)** |
| | | | | | | | | | |
| **Total Shareholding of Promoter (A)= (A)(1)+(A)(2)** | **19,27,88,472** | **500** | **19,27,88,972** | **70.38** | **28,53,94,687** | **500** | **28,53,95,187** | **100.00%** | **29.62** |
| | | | | | | | | | |
| **B. PUBLIC SHAREHOLDING** | | | | | | | | | |
| | | | | | | | | | |
| **(1) Institutions** | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks/FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt. | - | - | - | - | - | - | - | - | - |
| d) State Govt. | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Fund | 8,11,44,899 | - | 8,11,44,899 | 29.62 | - | - | - | - | (29.62) |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIS | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| **SUB TOTAL (B) (1):** | **8,11,44,899** | **-** | **8,11,44,899** | **29.62** | **-** | **-** | **-** | **-** | **(29.62)** |
| | | | | | | | | | |
| **(2) Non Institutions** | | | | | | | | | |
| a) Bodies corporates | | | | | | | | | |
| i) Indian | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | - | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakh | - | - | - | - | - | - | - | - | - |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh | - | - | - | - | - | - | - | - | - |
| c) Others (specify) | - | - | - | - | - | - | - | - | - |
| **SUB TOTAL (B) (2):** | **-** | **-** | **-** | - | **-** | **-** | **-** | **-** | - |
| **Total Public Shareholding (B)= (B)(1)+(B)(2)** | **8,11,44,899** | **-** | **8,11,44,899** | **29.62** | **-** | **-** | **-** | **-** | **(29.62)** |
| | | | | | | | | | |
| **C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs** | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | |
| **Grand Total (A+B+C)** | **27,39,33,371** | **500** | **27,39,33,871** | **100** | **28,53,94,687** | **500** | **28,53,95,187** | **100.00%** | **0** |

***Note: *Shareholding of Body Corporates include their holding through nominees also.***

**(ii) Shareholding of Promoters**

| Sl. No. | Shareholders Name | Shareholding at the begginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|---|---|---|---|---|---|---|---|---|
| | | No. of shares | % of total shares of the company | % of shares pledged encumbered to total shares | No. of shares | % of total shares of the company | % of shares pledged encumbered to total shares | |
| 1 | Sembcorp Utilities Pte. Ltd. along with its nominees | 19,27,88,972 | 70.38 | - | - | - | - | (70.38) |
| 2 | Sembcorp Energy India Limited along with its nominees | - | - | - | 28,53,95,187 | 100% | - | 100% |
| | Total | 19,27,88,972 | 70.38 | - | **28,53,95,187** | **100%** | **-** | 29.62 |

**(iii) Change in Promoters' Shareholding ( Please specify, if there is no change)**

| Sl. No. | | Shareholding | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| | **Sembcorp Utilities Pte. Ltd.** | | | | |
| 1 | At the beginning of the year | 19,27,88,972 | 70.38% | | |
| 2 | (a) (i) Allotment on 16.08.2017 | 1,14,61,316 | 4.02% | 20,42,50,288 | 100.00% |
| | (ii) Transfer on 14.02.2018 | -20,42,50,288 | -71.57% | 0 | 0.00% |
| 3 | At the end of the year | 0 | 0.00% | 0 | 0.00% |
| | | | | | |
| | **Sembcorp Energy India Limited** | | | | |
| 1 | At the beginning of the year | 0 | 0 | | |
| 2 | (a) (i) Transfer on 14.02.2018 | 20,42,50,288 | 71.57% | 20,42,50,288 | 71.57% |
| | (ii) Transfer on 21.02.2018 | 8,11,44,899 | 28.43% | 28,53,95,187 | 100.00% |
| 3 | At the end of the year | 28,53,95,187 | 100% | 28,53,95,187 | 100% |

(iv) **Shareholding pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

| Sl. No. | | Shareholding | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | **For Each of the Top 10 Shareholders** | **No. of Shares** | **% of total shares of the company** | **No. of Shares** | **% of total shares of the company** |
| 1 | At the beginning of the year | | | | |
| 2 | Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | --------NIL-------- | | | |
| 3 | At the end of the year | | | | |

(v) **Shareholding of Directors & Key Managerial Personnel**

| Sl. No. | | Shareholding | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | **For Each of the Directors & KMP** | **No. of Shares** | **% of total shares of the company** | **No. of Shares** | **% of total shares of the company** |
| 1 | At the beginning of the year | | | | |
| 2 | Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | | --------NIL-------- | | |
| 3 | At the end of the year | | | | |

**V INDEBTEDNESS**

| Indebtedness of the Company including interest outstanding/accrued but not due for payment | | | | |
|---|---|---|---|---|
| | **Secured Loans excluding deposits** | **Unsecured Loans** | **Deposits** | **Total Indebtedness** |
| **Indebtness at the beginning of the financial year** | | | | |
| i) Principal Amount | | | | |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| **Total (i+ii+iii)** | | | | |
| | | | | |
| **Change in Indebtedness during the financial year** | | -------NIL | -------- | |
| Additions | | | | |
| Reductions | | | | |
| **Net Change** | | | | |
| **Indebtedness at the end of the financial year** | | | | |
| i) Principal Amount | | | | |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| **Total (i+ii+iii)** | | | | |

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Director and/or Manager:**

| Sl. No. | Particulars of Remuneration | Name of the MD/~~WTD/Manager~~ | | | Total Amount |
|---|---|---|---|---|---|
| 1 | **Gross Salary** | | | | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | | | | |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | | | | |
| | (c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961 | | NIL | | |
| 2 | Stock Option | | | | |
| 3 | Sweat Equity | | | | |
| 4 | Commission | | | | |
| | as % of profit | | | | |
| | others (specify) | | | | |
| 5 | Others, please specify- (Ex-gratia) | | | | |
| | **Total (A)** | | | | |
| | **Ceiling as per the Act** | | | | |

**B. Remuneration to other Directors:**

| Sl. No. | Particulars of Remuneration | Name of the Directors | | | Total Amount |
|---|---|---|---|---|---|
| 1 | Independent Directors | Dr. Vijay Laxman Kelkar | Ms. Sangeeta Talwar | Mr. Bobby Kanubhai Parikh | |
| | (a) Fee for attending Board / Committee Meetings | 6,00,000 | 9,00,000 | 10,00,000 | 25,00,000 |
| | (b) Commission | 0 | 0 | 0 | 0 |
| | (c ) Others, please specify | 0 | 0 | 0 | 0 |
| | **Total (1)** | 6,00,000 | 9,00,000 | 10,00,000 | 25,00,000 |
| 2 | Other Non-Executive Directors | | | | |
| | (a) Fee for attending Board / Committee Meetings | 0 | 0 | 0 | 0 |
| | (b) Commission | 0 | 0 | 0 | 0 |
| | (c ) Others, please specify. | 0 | 0 | 0 | 0 |
| | **Total (2)** | 0 | 0 | 0 | 0 |
| | **Total (B)=(1+2)** | 6,00,000 | 9,00,000 | 10,00,000 | 25,00,000 |
| | **Total Managerial Remuneration** | | | | |
| | | N.A. | | | |

**C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager**

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|---|---|---|---|---|
| 1 | **Gross Salary** | **Company Secretary** | **CFO** | **Total** |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 0 | 1,25,78,900 | 1,25,78,900 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | 0 | 10,560 | 10,560 |
| | (c ) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961 | | 0 | 0 |
| 2 | Stock Option | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 |
| 4 | Commission | 0 | 0 | 0 |
| | as % of profit | 0 | 0 | 0 |
| | others, specify | 0 | 0 | 0 |
| 5 | Others, please specify | 0 | 0 | 0 |
| | **Total** | 0 | 1,25,89,460 | 1,25,89,460 |

Annexure 3

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

| Type | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/ Compounding fees imposed | Authority (RD/NCLT/Court) | Appeal made if any (give details) |
|---|---|---|---|---|---|
| | | | | | |
| **A. COMPANY** | | | | | |
| | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| | | | | | |
| **B. DIRECTORS** | | | | | |
| | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| | | | | | |
| **C. OTHER OFFICERS IN DEFAULT** | | | | | |
| | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

-------NIL-------

For and on behalf of Board of Directors
**Sembcorp Green Infra Limited**

Vipul Tuli
Director
DIN: 07350892
Address: 1606A, The Mangonalias, Golf Links, Sector 42, Gurugram - 122009, Haryana

Place: Gurugram
Date: 6 June, 2018

Sunil Kumar Gupta
Managing Director & CEO
DIN:07095152
Address: 11, Tanjong Rhu, Road 05-01, The Waterside, Singapore 436896

Place: Singapore
Date: 6 June, 2018

**Form No. AOC-2**

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and* Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

    a. Name(s) of the related party and nature of relationship:

    b. Nature of contracts/arrangements/transactions:

    c. Duration of the contracts/arrangements/transactions:

    d. Salient terms of the contracts or arrangements or transactions including the value, if any:

    e. Justification for entering into such contracts or arrangements or transactions:

    f. date(s) of approval by the Board:

    g. Amount paid as advances, if any:

    h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

2. Details of material contracts or arrangement or transactions at arm's length basis:

    **- As per chart enclosed-**

For and on behalf of Board of Directors
**Sembcorp Green Infra Limited**

Vipul Tuli
Director
DIN: 07350892
Address: 1606A, The Mangonalias, Golf Links, Sector 42, Gurugram -122009, Haryana

Place: Gurugram
Date: 6 June, 2018

Sunil Kumar Gupta
Managing Director & CEO
DIN: 07095152
Address: 11, Tanjong Rhu, Road 05-01, The Waterside, Singapore 436896

Place: Singapore
Date: 6 June, 2018

Annexure 4

| Sl. No. | Name(s) of the related party | Nature of relationship | Nature of contracts/ arrangements /transactions | Duration of the contracts/arrangements/transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of approval by the Board, if any | Amount paid as advances, if any |
|---|---|---|---|---|---|---|---|
| 1 | Green Infra BTV Limited<br>Green Infra Clean Wind Energy Limited<br>Green Infra Corporate Solar Limited<br>Green Infra Corporate Wind Limited<br>Green Infra Solar Energy Limited<br>Green Infra Solar Farms Limited<br>Green Infra Solar Projects Limited<br>Green Infra Wind Assets Limited<br>Green Infra Wind Energy Assets Limited<br>Green Infra Wind Energy Limited<br>Green Infra Wind Energy Project Limited<br>Green Infra Wind Energy Theni Limited<br>Green Infra Wind Farm Assets Limited<br>Green Infra Wind Farms Limited<br>Green Infra Wind Generation Limited<br>Green Infra Wind Limited<br>Green Infra Wind Power Generation Limited<br>Green Infra Wind Power Limited<br>Green Infra Wind Power Projects Limited<br>Green Infra Wind Solutions Limited<br>Green Infra Wind Power Theni Limited<br>Green Infra Wind Technology Limited<br>Green Infra Wind Ventures Limited<br>Mulanur Renewable Energy Private Limited | Subsidiaries | Management and Facility Sharing Service Agreement | Agreement shall remain valid until terminated by mutual consent and become applicable w.e.f. 01 April, 2017 | The scope of services includes Operation Management Services, Carbon Management Services, Billing and Receivable Management Services, Corporate Finance and Accounts Service, Relationship Management Services and Human Resource Services related to the operational plant in the Company, sharing of centrally air conditioned furnished office space, along with reception, pantry, board room, meeting room, parking space, maintenance thereof, internal lighting, office insurance, security and house-keeping, courier facility agreement, Communication facility i.e. internet, fax, printer, intranet server, video/audio conference facility, E-mail server, arrangement for data rooms, documentations, printing and stationery, ERP Cost. The consideration shall be decided based on allocation of cost incurred on the arm length principles in accordance with the methodology suggested by an independent consultant from time to time. Invoice shall be raised on the quarterly basis. | N.A. | NIL |
| 2 | Green Infra Wind Energy Limited | Subsidiary | Development Services Agreement | Agreement shall remain valid until terminated by mutual consent or completion of service whichever is earlier | Sembcorp Green Infra Limited provides services to manage the techno-commercial evaluation, obtaining project clearances/approvals, negotiation and finalization of all project contracts, obtaining financial closures, contract execution and monitoring, Land acquisition and transfers and helping in renewable energy certificate registration process, Generation based incentive, certified emission reduction certificates in relation to the commissioning/set up of the renewable energy project. The consideration shall be 1% of total project cost envisaged as per arm length principles & methodology | N.A. | NIL |
| 3 | Green Infra Renewable Energy Limited | Subsidiary | Development Services Agreement | Agreement shall remain valid until terminated by mutual consent or completion of service whichever is earlier | Sembcorp Green Infra Limited provides services to manage the techno-commercial evaluation, obtaining project clearances/approvals, negotiation and finalization of all project contracts, obtaining financial closures, contract execution and monitoring, Land acquisition and transfers and helping in renewable energy certificate registration process, Generation based incentive, certified emission reduction certificates in relation to the commissioning/set up of the renewable energy project. The consideration shall be 1% of total project cost envisaged as per arm length principles & methodology | N.A. | NIL |
| 4 | Dr. Vijay L Kelkar | Independent Director | Director's Sitting Fee | On-going | Dr. Vijay L Kelkar was paid a sitting fees of Rs. 6,00,000/- for attending the meetings of the Board and the Committees of which he is a Member. | N.A. | NIL |
| 5 | Ms. Sangeeta Talwar | Independent Director | Director's Sitting Fee | On-going | Ms. Sangeeta Talwar was paid a sitting fees of Rs. 9,00,000/- for attending the meetings of the Board and the Committees of which she is a Member. | N.A. | NIL |
| 6 | Mr. Bobby Kanubhai Parikh | Independent Director | Director's Sitting Fee | On-going | Mr. Bobby Kanubhai Parikh was paid a sitting fees of Rs. 10,00,000/- for attending the meetings of the Board and the Committees of which he is a Member. | N.A. | NIL |
| 7 | Sembcorp Utilities Pte Ltd | Holding company | Professional and Technical services | - | SAP recurring licences maintenance and management costs, SAP AMS resources expenses, Information Technology related expenses, TSA expenses, Reimbursement of Expenditure incurred on behalf of the Company. | N.A. | NIL |
| 8 | Sembcorp India Private Limited | Fellow Subsidiary | Facilitation Services | 9 Years | Sharing of Office Premises and related expenditures | 27 September, 2016 | NIL |
| 9 | Sembcorp India Private Limited | Fellow Subsidiary | Professional fees | - | Professional Services with respect to Manpower | N.A. | NIL |

## ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes:

   **Sembcorp Green Infra Limited (“SGIL”)** intends not only to be a business entity, but also a member of the local community in which it operates. SGIL strives to build good relationship with representative of these communities.

   Through CSR activities SGIL also intends build the bond and a sense of solidarity with the environment and it’s problems.

   - We recognize that we are guests of the communities that we operate in and we ensure that every possible effort is made to minimize the impact of our work on the residents, the community and their environment.

   - We encourage constant communication and consultation with the communities that we work in to ensure that their surroundings are as undisturbed as possible by our work. As part of our commitment to supporting and developing communities, we regularly organize community driven initiatives as part of our CSR activity through Promotion of Education, Ensuring Environmental sustainability and other related activities.

   - We believe in the betterment of the ecosystem that we operate in and it is our constant endeavor to ensure that all efforts are made to protect the communities that we touch through our work.

2. The Composition of the CSR Committee:

   Mr. Tan Cheng Guan (Chairman)
   Ms. Sangeeta Talwar
   Mr. Sunil Kumar Gupta

3. Average net profit of the company for last three financial years: **Rs. 87,255,931**

4. Prescribed CSR Expenditure (2%. of the amount as in item 3 above) : **Rs 1,745,119**

5. Details of CSR spent during the financial year
   (a) Total amount to be spent for the financial year: **Rs 1,745,119**
   (b) Amount unspent, if any: Rs 438,987
   (c) Manner in which the amount spent during the financial year is detailed below

| S. No. | Particulars | |
|---|---|---|
| (1) | CSR project or activity identified | Promotion of education and community development |
| (2) | Sector in which the project is covered | Repair and maintenance of public library and water provision including pipe fitting and tank in Vagarai, Tamilnadu, |

| | | |
|---|---|---|
| | | Supply of bench desk, table chair, one computer, cupboard, fan, sports kits at Kardikonda, Andhra Pradesh. Construction of kitchen & mid day meal area & supply of one computer in the rastha site school, Tamilnadu |
| (3) | Projects or Programme<br>(1) Local area or other<br>(2) Specify the state and district where projects or programs was undertaken | <br>Vagarai/Mulanur, Dindigul District Tamilnadu, kardikonda, Kurnool District Andhra Pradesh, Rastha-Tirnuelveli District Tamilnadu. |
| (4) | Amount outlay (budget) project or Programme wise | Rs 1,745,119 |
| (5) | Amount spent on the project or Programme Sub Heads;<br>(1) Direct expenditure on projects or programmes<br>(2) Overheads | <br><br>Rs 1,306,132<br><br>Nil |
| (6) | Cumulative expenditure up to the reporting period | Rs 1,306,132 |
| (7) | Amount Spent direct or through implementing agency | Direct |

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

   *The estimated budget was higher than the actual cost of the projects taken up. The balance fund will be utilized for the CSR expenditure in current financial year 2018-19.*

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board is reproduced below:

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and Policy of the Company

For and on behalf of Board of Directors
**Sembcorp Green Infra Limited**

Tan Cheng Guan
Chairman, CSR Committee
DIN: 03472688
Address: 36E La Salle Street
Singapore - 454936

Place: Singapore
Date: 21 May, 2018

Sunil Kumar Gupta
Managing Director & CEO
DIN: 07095152
Address: 11, Tanjong Rhu, Road 05-01,
The Waterside, Singapore 436896

Place: Singapore
Date: 21 May, 2018

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Sembcorp Green Infra Limited

### Report on the Audit of the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Sembcorp Green Infra Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2018, its profits and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

   c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account

   d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note 30 to the standalone Ind AS financial statements.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018. The Company, however, did not have any holdings or dealings in Specified Bank Notes during the period from 8th November 2016 to 30th December 2016 - Refer note 41 to the Ind AS financial statements.

**For B S R & Co. LLP**
Chartered Accountants
ICAI firm registration no.: 101248W/W-100022

**Rajiv Goyal**
Partner
Membership No. 094549

Place: Gurugram
Date: 21 May 2018

**Annexure A referred to in our Independent Auditor's Report to the members of Sembcorp Green Infra Limited on the standalone Ind AS financial statements for the year ended 31 March 2018. We report that:**

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has not defined the frequency of physical verification of fixed assets. As explained to us, the Company is in the process of deciding on the frequency of such physical verification. The Company has conducted physical verification of certain class of fixed assets during the year and no material discrepancies were noticed on such verification. .

(c) According to the information and explanations given to us, the title deeds of immovable properties, as disclosed in Note 4 to the standalone Ind AS financial statements, are held in the name of the Company as at the balance sheet date.

(ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.

(iii) The Company has granted loans to certain companies covered in the register maintained under Section 189 of the Act. In respect of such loans

a) in our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which such loans had been granted were not, prima facie, prejudicial to the interest of the Company.

b) the schedule of repayment of principal and payment of interest has been stipulated and repayment of receipts or principal amounts and interest have been regular as per stipulations.

c) there are no overdue amounts in respect of such loans.

Further, the Company has not granted any loans, secured or unsecured, to firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, to the extent applicable, with respect to the loans, investments and guarantees. As explained to us the Company has not made any security that are covered under Section 185 and 186 of the Act.

(v) As per the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable.

(vi) To the best of our knowledge and as explained, the Central Government of India has not specified the maintenance of cost records under Section 148(1) of the Act for the products/services of the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Service tax, Goods and service tax, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities except for few instances of delays in deposit of tax deducted at source. As explained to us, the Company did not have any dues on account of employees state insurance, sales tax, duty of customs, duty of excise and value added tax.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Service tax, Goods and service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, there are no dues of, income tax, Goods and service tax, Service tax and Cess that have not been deposited by the Company with the appropriate authorities on account of any dispute as at 31 March 2018 other than those mentioned below:

| Name of the Statute | Nature of the Dues | Amount disputed (Rs.) | Amount deposited (Rs.) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|---|
| Income-tax Act, 1961 | Income tax | 217,116,800 | Nil | Assessment Year 2009-10 | Honourable High Court of Bombay |
| | | 671,887,300 | | Assessment Year 2011-12 | Income Tax Appellate Tribunal (ITAT) |
| | | 269,941,334 | | Assessment Year 2012-13 | Income Tax Appellate Tribunal (ITAT) |

As explained to us, the Company did not have any dues on account of sales tax, duty of customs, duty of excise and value added tax.

(viii) In our opinion and according to the information and explanations given by the management, the Company does not have any loans or borrowings from any financial institutions or bank or debenture holders or government during the year.

(ix) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no managerial remuneration has been paid during the year as defined under provisions of Section 197 of the Act. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the Company.

(xii) According to the information and explanations given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

(xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

*For* **B S R & Co. LLP**
*Chartered Accountants*
ICAI Firm Registration No.: 101248W/W-100022

*Partner*
Membership No.: 094549

Place : Gurugram
Date : 21 May, 2018

**Annexure B referred to in our Independent Auditor's Report to the members of Sembcorp Green Infra Limited on the standalone Ind AS financial statements for the year ended 31 March 2018:**

**Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Sembcorp Green Infra Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial statements and their operating effectiveness. Our audit of internal financial controls over financial statements included obtaining an understanding of internal financial controls over financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial statements.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial statements and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial statements to future periods are subject to the risk that the internal financial control over financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial statements and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

*For* **B S R & Co. LLP**
*Chartered Accountants*
ICAI Firm Registration No.: 101248W/W-100022

**Rajiv Goyal**
*Partner*
Membership No.: 094549

Place : Gurugram
Date : 21 May 2018

**SEMBCORP GREEN INFRA LIMITED**
(Formerly Green Infra Limited)

**Balance Sheet as at March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

| Particulars | Notes | March 31, 2018 | March 31, 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 74.25 | 81.97 |
| Capital work-in-progress | 4 | 17.57 | - |
| Other intangible assets | 5 | 5.45 | 7.19 |
| Financial assets | | | |
| Investments | 6 | 16,661.54 | 12,471.12 |
| Other financial assets | 7 | 20.68 | 19.30 |
| Deferred tax assets (net) | 8 | 180.79 | 371.91 |
| Non-current tax assets(net) | 9 | 98.51 | 289.73 |
| Other non-current assets | 10 | 0.62 | 0.99 |
| **Total non-current assets** | | **17,059.41** | **13,242.21** |
| **Current assets** | | | |
| Financial assets | | | |
| Trade receivables | 11 | 260.69 | 334.17 |
| Cash and cash equivalents | 12 | 62.31 | 1,860.53 |
| Other financial assets | 7 | 671.01 | 1,699.12 |
| Other current assets | 10 | 25.70 | 14.72 |
| **Total current assets** | | **1,019.71** | **3,908.54** |
| **Total assets** | | **18,079.12** | **17,150.75** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity share capital | 13 | 2,853.95 | 2,739.34 |
| Other equity | | 15,079.95 | 13,994.35 |
| **Total equity** | | **17,933.90** | **16,733.69** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Other liabilities | 14 | 11.59 | 8.50 |
| **Total non-current liabilities** | | **11.59** | **8.50** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Trade payables | 16 | 101.46 | 76.37 |
| Other financial liabilities | 17 | 10.43 | 320.84 |
| Other current liabilities | 14 | 21.50 | 10.90 |
| Provisions | 15 | 0.24 | 0.45 |
| **Total current liabilities** | | **133.63** | **408.56** |
| **Total liabilities** | | **145.22** | **417.06** |
| **Total equity and liabilities** | | **18,079.12** | **17,150.75** |
| **Significant accounting policies** | 3 | | |

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152
Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
*Director*
DIN: 07350892
Place: Gurugram
Date: May 21, 2018

**Subrat Das**
*Chief Financial Officer*
PAN: AHOPD4855F
Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
Membership No: A28973
Place: Gurugram
Date: May 21, 2018

**SEMBCORP GREEN INFRA LIMITED**
(Formerly Green Infra Limited)

**Statement of Profit and Loss for the year ended March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

| Particulars | Notes | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 18 | 270.90 | 288.58 |
| Other income | 19 | 528.94 | 714.80 |
| **Total income** | | **799.84** | **1,003.38** |
| **Expenses** | | | |
| Employee benefits expense | 20 | 132.78 | 134.19 |
| Finance costs | 21 | 1.14 | 2.07 |
| Depreciation and amortisation expenses | 22 | 15.48 | 10.25 |
| Operating and other expenses | 23 | 263.26 | 330.93 |
| **Total expenses** | | **412.66** | **477.44** |
| **Profit before tax** | | **387.18** | **525.94** |
| **Tax expense** | 24 | | |
| Current tax (credit) / expense | | (5.73) | 9.95 |
| Deferred tax charge | | 191.31 | 216.53 |
| **Total tax expense** | | **185.58** | **226.48** |
| **Profit for the year** | | **201.60** | **299.46** |
| **Other comprehensive income** | | | |
| *Items that will not be reclassified subsequently to profit or loss* | | | |
| Actuarial loss on employee benefits obligation | | (0.58) | (1.66) |
| Income tax effect on above item | 24 | 0.19 | 0.55 |
| **Net Other comprehensive income (net of tax) that will not be reclassified subsequently to profit or loss** | | (0.39) | (1.11) |
| **Total comprehensive income for the year** | | **201.21** | **298.35** |
| **Earnings per share** | 25 | | |
| (Nominal value of shares Rs. 10 per share) | | | |
| Basic and diluted earnings per share (Rs.) | | 0.72 | 1.17 |
| **Significant accounting policies** | 3 | | |

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152
Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
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DIN: 07350892
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*Chief Financial Officer*
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Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
Membership No: A28973
Place: Gurugram
Date: May 21, 2018

**SEMBCORP GREEN INFRA LIMITED**
(Formerly Green Infra Limited)
**Cash Flow Statement for the year ended March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| **Cash flow from operating activities** | | |
| **Profit before tax** | **387.18** | **525.94** |
| Non-cash adjustment to reconcile profit before tax to net cash flows | | |
| - Depreciation and amortisation expenses | 15.48 | 10.25 |
| - Gain on disposal of property, plant and equipment | - | (0.07) |
| - Net gain on fair value changes classified as FVTPL | | |
| - Mutual fund | - | (0.03) |
| - Preference shares | (384.96) | (378.50) |
| - Other financial assets | 0.55 | 3.97 |
| - Doubtful advance written off | 0.02 | 4.03 |
| - Liabilities no longer required, written back | (0.04) | - |
| Interest income on bank deposits | (46.13) | (37.06) |
| Interest income on loan to subsidiaries | (89.89) | (280.73) |
| Interest income | (6.16) | (17.77) |
| **Operating loss before working capital changes** | **(123.95)** | **(169.97)** |
| Movements in working capital: | | |
| - Increase in trade payables | 25.13 | 42.08 |
| - (Decrease)/ increase in other financial liabilities | (304.74) | 289.54 |
| - (Decrease)/ increase in provisions | (0.79) | 1.81 |
| - Increase in other liabilities | 13.69 | 6.09 |
| - (Increase) in other assets | (10.63) | (6.79) |
| - (Increase)/ decrease in trade receivables | 73.48 | (198.80) |
| - (Increase) in other financial assets | (63.25) | (18.73) |
| **Cash used in operations** | **(391.06)** | **(54.77)** |
| Income tax paid (net of refund) | 203.11 | (25.51) |
| **Net cash used in operating activities (a)** | **(187.95)** | **(80.28)** |
| | | |
| **Cash flow from investing activities** | | |
| Sale of mutual funds | - | 1.31 |
| Advance given to subsidiaries and associates (net) | 209.40 | (161.07) |
| Loan given to subsidiaries | (1,383.70) | (2,564.74) |
| Loan repaid by subsidiaries | 2,322.37 | 5,322.55 |
| Interest income received on loan to subsidiaries | 31.68 | 246.13 |
| Investment in equity shares of subsidiaries | (1,692.93) | (4,596.76) |
| Investment in compulsorily convertible debentures of subsidiaries | (1,687.80) | - |
| Investment in preference shares of subsidiaries | (505.50) | (14.99) |
| Sale of equity shares of subsidiaries | 0.17 | - |
| Redemption of preference shares of subsidiaries | 80.60 | - |
| Investment in bank deposits | (1,020.00) | (10.00) |
| Proceeds from bank deposits matured | 1,020.00 | - |
| Interest income on bank deposits | 45.70 | 36.20 |
| Purchase of property, plant and equipment (including capital work-in-progress) | (29.26) | (39.00) |
| Sale of property, plant and equipment | - | 0.11 |
| **Net cash used in investing activities (b)** | **(2,609.27)** | **(1,780.26)** |
| | | |
| **Cash flow from financing activities** | | |
| Payment of expenses incurred in relation to issue of equity shares | (1.00) | (3.60) |
| Proceeds from issue of equity share capital (including securities premium) | 1,000.00 | 3,600.00 |
| **Net cash generated from financing activities (c)** | **999.00** | **3,596.40** |

**SEMBCORP GREEN INFRA LIMITED**
(Formerly known as Green Infra Limited)
**Cash Flow Statement for the year ended March 31, 2018 (contd..)**
**(All amount in Indian Rupees millions unless otherwise stated)**

| **Particulars** | | **For the year ended March 31, 2018** | **For the year ended March 31, 2017** |
|---|---|---|---|
| Net (decrease) /increase in cash and cash equivalents (a+b+c) | | (1,798.22) | 1,735.86 |
| Cash and cash equivalents at the beginning of the year | | 1,860.53 | 124.67 |
| **Cash and cash equivalents at the end of the year** | | **62.31** | **1,860.53** |
| | | | |
| **Components of cash and cash equivalents** | | | |
| Balance with banks: | | | |
| - On current accounts | | 4.91 | 7.73 |
| - Deposits with original maturity for less than 3 months | | 57.40 | 1,852.80 |
| | | **62.31** | **1,860.53** |
| | | | |
| **Significant accounting policies** | 3 | | |

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152
Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
*Director*
DIN: 07350892
Place: Gurugram
Date: May 21, 2018

**Subrat Das**
*Chief Financial Officer*
PAN: AHOPD4855F
Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
Membership No: A28973
Place: Gurugram
Date: May 21, 2018

**SEMBCORP GREEN INFRA LIMITED**
(Formerly Green Infra Limited)

**Statement of Changes in equity for the year ended March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

**(a) Equity share capital**

| **Particulars** | **Number** | **Amount** |
|---|---|---|
| **Balance as at April 1, 2016** | 23,26,73,131 | 2,326.73 |
| Equity share capital issued during financial year 2016-17 | 4,12,60,740 | 412.61 |
| **Balance as at March 31, 2017** | 27,39,33,871 | 2,739.34 |
| Equity share capital issued during financial year 2017-18 | 1,14,61,129 | 114.61 |
| **Balance as at March 31, 2018** | 28,53,95,000 | 2,853.95 |

**(b) Other equity**

| **Particulars** | **Reserves and surplus** | | | **Other items of other comprehensive income** | **Total** |
|---|---|---|---|---|---|
| | **Securities premium account** | **General reserve** | **Retained earnings** | **Reassessment of defined benefit assets** | |
| **Balance as at April 1, 2016** | **12,112.36** | **74.00** | **(1,672.91)** | **(1.24)** | **10,512.21** |
| Securities premium on equity shares issued | 3,187.39 | - | - | - | **3,187.39** |
| Expenses incurred in relation to issue of equity shares | (3.60) | - | - | - | **(3.60)** |
| Profit for the year | - | - | 299.46 | - | **299.46** |
| Actuarial loss on employee benefits obligation | - | - | - | (1.11) | **(1.11)** |
| **Balance as at March 31, 2017** | **15,296.15** | **74.00** | **(1,373.45)** | **(2.35)** | **13,994.35** |
| Securities premium on equity shares issued | 885.39 | - | - | - | **885.39** |
| Expenses incurred in relation to issue of equity shares | (1.00) | - | - | - | **(1.00)** |
| Profit for the year | - | - | 201.60 | - | **201.60** |
| Actuarial loss on employee benefits obligation | - | - | - | (0.39) | **(0.39)** |
| **Balance as at March 31, 2018** | **16,180.54** | **74.00** | **(1,171.85)** | **(2.74)** | **15,079.95** |

**Significant accounting policies** 3

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152

Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
*Director*
DIN: 07350892

Place: Gurugram
Date: May 21, 2018

**Subrat Das**
*Chief Financial Officer*
PAN: AHOPD4855F

Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
Membership No: A28973

Place: Gurugram
Date: May 21, 2018

## 1. Corporate information

Sembcorp Green Infra Limited ('SGIL' or 'the Company') is a company domiciled in India, with its registered office at 5th Floor, Building 8C, DLF Cyber City, Gurugram. The Company has been promoted with an objective to invest in, acquire, develop and operate a range of renewable energy projects.

The Company owns and operates various renewable energy projects through its subsidiaries which are intended to sell the power generated under a combination of long-term Power Purchase Agreements with state electricity boards and group captive users. Further, the Company provides management and facility sharing services and project development services to the companies engaged in renewable energy generation.

During the current year, Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited) has acquired 100% shareholding from Sembcorp Utilities Pte. Ltd., the holding company and other shareholders on February 14, 2018.

## 2. Basis of preparation of financial statements

### a) Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The financial statements were authorised for issue by the Company's Board of Directors on May 31, 2018.

### b) Functional and presentational currency

The Financial Statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency, and have been prepared to the nearest millions rounded off up to two decimal places, except where otherwise indicated.

### c) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Financial instruments comprising preference shares, compulsory convertible debentures, mutual funds;
- Defined benefit plans - plan assets

### d) Use of estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in note 26. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of those estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made, if material, their effects are disclosed in the notes to the financial statements.

## 3. Significant accounting policies

### a) Current versus non-current classification

All assets and liabilities have been classified as current and non-current on the basis of the following criteria:

**Assets**

An asset is classified as current when it satisfies any of the following criteria:
i. it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
ii. it is held primarily for the purpose of being traded;
iii. it is expected to be realised within 12 months after the reporting date; or
iv. it is cash or cash equivalent unless it is restricted from being exchanged or use to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:
i. it is expected to be settled in the Company's normal operating cycle;
ii. it is held primarily for the purpose of being traded;
iii. it is due to be settled within 12 months after the reporting date; or
iv. the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterpart, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

**Operating cycle**

Operating cycle is the time between the acquisition of assets for processing/servicing and their realisation in cash or cash equivalents.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

### b) Revenue recognition

Revenue is recognised net of return and trade discounts to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. When there is uncertainty as to measurement or ultimate collectability of revenue, recognition is postponed until such uncertainty is resolved.

***Management and facility sharing services income***
Revenue in respect of management and facility sharing services are recognised on an accrual basis on rendering of such services in accordance with the terms of the relevant contract.

***Development services income***
Revenue in respect of development services is recognised in accordance with the terms of the relevant contract.

***Interest income***
Interest income is recognised using the effective interest rate (EIR). It is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected

cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

***Dividend income***
Dividend income is recognised when the right to receive the payment is established which is generally when shareholders approves the dividend.

***Claims***
Claims i.e. late payment interest recoverable from customer, insurance claim and liquidated damages, are recognised on acceptance or actual receipt of the claim, whichever is earlier, considering the uncertainty as to measurement or ultimate collectability of revenue.

**c) Borrowing costs**

Borrowing costs comprise interest expense on borrowings and bank charges. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in the Statement of Profit and Loss in the period in which they are incurred.

Interest expense on borrowings is recorded using the effective interest rate (EIR). EIR is the rate that discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets. When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization

**d) Lease**

**Determining whether an arrangement contains a lease**

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

**Lease payments**

Payments made under operating leases are generally recognised in the Statement of Profit and Loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

**e) Income taxes**

Income tax comprises current tax and deferred tax. It is recognised in the profit or loss except to the extent that is relates to a business combination or an item directly in equity or other comprehensive income

***Current tax***

Current income tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment in respect of previous years. The amount of current tax reflect the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related income tax. The tax rates and tax laws used to compute the amount are those that are enacted as at the reporting date.

Current tax items are recognised in correlation to the underlying transactions either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

***Minimum alternate tax***

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is reasonable evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have evidence that it will pay normal tax during the specified period.

***Deferred tax***

Deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised for temporary differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised to the extent that there is reasonable evidence that sufficient taxable profit will be available against which such deferred tax assets can be realised.

Deferred tax is measured at the tax rates that are expected to be applied when the asset is realised or the liability is settled based on laws that have been enacted by the reporting date.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognised outside profit or loss i.e. either in other comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

**f) Property, plant and equipment**

***Recognition and measurement***

Under the Indian GAAP, property, plant and equipment were carried in the balance sheet on historical cost. The Company has elected to avail the option under Ind AS 101 "First-time Adoption of Indian Accounting Standards" by not applying the provisions of Ind AS 16 "Property, Plant and Equipment" retrospectively and continue to use the Indian GAAP carrying amount as the deemed cost under Ind AS on the date of transition. Therefore, the Indian GAAP carrying amounts of items of property, plant and equipment as at April 1, 2015 (the Company's date of transition to Ind AS) have been considered as the carrying amounts under Ind AS on April 1, 2015.

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises its purchase price, freight, duties, borrowing cost if capitalisation criteria are met and includes expenditure that is directly attributable to bring the assets to its working condition for intended use, and the estimated costs of dismantling and removing the items and restoring the site on which they are located. Any trade discounts and rebates are deducted in arriving at the purchase price.

The cost of self-constructed assets includes the cost of materials and direct services, any other costs (net of Cenvat) directly attributable to bringing the assets to its working condition for their intended use, and the estimated costs of dismantling and removing the items and restoring the site on which they are located. Software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Exchange differences (favorable as well as unfavorable) arising in respect of translation/settlement of long-term foreign currency borrowings attributable to the acquisition of a depreciable asset is also included in the cost of the asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss within other income or other expense respectively.

***Subsequent costs***

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognised. The cost for day-to-day servicing of property, plant and equipment are recognised in the Statement of Profit and Loss as and when incurred.

***Depreciation***

Depreciation on assets of the Company is provided as per Part C of Schedule II of the Companies Act, 2013 except in following cases where expected useful life of the assets is assessed different from the corresponding life prescribed under Schedule II:

| **Category** | **Life as per Schedule II** | **Life considered** |
|---|---|---|
| Mobile phone (included in office equipment) | 5 years | 3 years |
| Furniture and fixtures | 10 years | 5 years |
| Plant and machinery | 15 years | 5 years |

Leasehold improvements are amortised over the period of lease-term.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.

***Impairment of assets***

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. For impairment testing, assets that do not generate independent cash flows are grouped together in to cash generating units (CGU). Each CGU represent the smallest group of assets that generate independent cash flows that are largely independent of cash flows of other assets/CGU. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company’s assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered to be impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available.

Impairment losses are recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of CGU is allocated to reduce the carrying amount of assets on CGU on the pro rata basis. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset’s or cash-generating unit’s recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset neither exceeds its recoverable amount, nor exceeds the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

**g) Intangible assets**

Intangible assets are stated at cost less accumulated amortisation and impairment. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortisation methods and useful lives are reviewed periodically including at each financial year end.

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

**h) Foreign currency**

The foreign currency transactions are recorded on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

The foreign currency monetary items are translated using the exchange rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements shall be recognised in the Statement of Profit and Loss in the period in which they arise.

**i) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**(i) Initial recognition**

The Company recognises financial assets and financial liabilities when it becomes party to the contractual provision of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition.

**(ii) Classification and subsequent measurement**

**a. Non- derivative financial instruments**

**1. Financial assets carried at amortised cost using effective interest rate**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income, dividend income and foreign exchange gains and losses are recognised in Statement of Profit and Loss.

**2. Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise in specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income, dividend income and foreign exchange gain and loss are recognised in Statement of Profit and Loss. All other net gains and losses are recognised in OCI.

**3. Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories is subsequently measured at fair valued through profit or loss.

**4. Financial liabilities**

The financial liabilities are subsequently carried at amortised cost using the effective interest method except for the financial liabilities which are measured at fair value through profit or loss (FVTPL). In case of financial liabilities measured at FVTPL, fair value gains or losses are recognised in the Statement of Profit and Loss for the same financial year. For trade and other payables maturing within one year from the date of balance sheet, the carrying amounts approximate fair value due to the short maturity of these instruments.

**b. Investment in equity of subsidiaries**

Investment in subsidiaries and associates are measured at cost as per Ind AS 27 “Separate Financial Statements”.

**c. Equity shares**

Equity shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

**(iii) Derecognition of financial instruments**

A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognised when the obligation specified in the contract is discharged or cancelled or expired. On derecognition, gains and losses are recognised in the Statement of Profit and Loss.

**(iv) Fair value measurement of financial instruments**

Fair value is the price that would be received from sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell an asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements 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.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

**(v) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company has a legally enforceable right to set off the amount and its intends to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(vi) Impairment**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments initially measured at fair value. Trade and other receivables, unbilled revenue, security deposits, etc. are measurement at amortised cost.

The Company follows 'simplified approach' for recognition of impairment loss allowance for trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in the subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on a twelve month ECL.

**j) Employee benefits**

***Short-term employee benefits***

All employee benefits expected to be settled wholly within twelve months of rendering the service are classified as short-term employee benefits. An employee who has rendered services to the Company during an accounting period, the Company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as an expense or as required under Ind AS 19 which permits the inclusion of the benefits in the cost be recognised as an asset. Benefits such as salaries, wages and bonus etc. are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

A liability is recognised for the amount expected to be paid after deducting any amount already paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably. If the amount already paid exceeds the undiscounted amount of the benefits, the Company recognises that excess as an asset /prepaid expense to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

***Defined contribution plan***

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no legal or constructive obligation to pay any further amounts. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

***Defined benefit plan***

The Company operates one defined benefit plan for its employees. i.e. gratuity. The Company has taken an insurance policy under Group Gratuity Scheme with Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees of the Company, and amount paid/payable in respect of present value of liability for past services is charged to the Statement of Profit and Loss on the basis of actuarial valuation carried out as per projected unit credit method at the end of the reporting period.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the effect of the changes to the asset ceiling (if any) and the return on plan assets (excluding interest), are recognised in Other Comprehensive Income. All other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss as employee benefit expenses. Re-measurements recognised in Other Comprehensive Income will not be reclassified to the Statement of Profit and Loss hence it is treated as part of retained earnings in the Statement of Changes in Equity. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Curtailment gains and losses are accounted for as past service costs.

***Compensated absences***

The Company has taken an insurance policy under Group Leave Encashment Scheme with Life Insurance Corporation of India (LIC) to cover the liability in respect of accumulated leave of the employees and amount paid/ payable in respect of present value of liability for past services is charged to the Statement of Profit and Loss on the basis of actuarial valuation carried out as per projected unit credit method at the end of the reporting period.

**k) Cash and cash equivalents**

Cash and short-term deposits in the Balance Sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the Statement of Cash Flows.

**l) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expense relating to a provision is presented in the Statement of Profit and Loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. The unwinding of discount is recognised in the Statement of Profit and Loss as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

**m) Contingent liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**n) Earnings per share**

Basic earnings per share (EPS) amounts are calculated by dividing the net profit for the period attributable to the shareholders of the Company by the weighted average number of equity shares outstanding as at the end of reporting period.

Diluted EPS amounts are calculated by dividing the net profit attributable to the shareholders of the Company (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

**o) Dividends**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's board of directors.

**p) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit or loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.

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**(All amounts in Indian Rupees millions unless otherwise stated)**

**4. Property, plant and equipment**

| Particulars | Freehold land | Plant and machinery | Leasehold improvements # | Computers | Office equipment | Sub total (a) | Capital work-in-progress (b) | Total (a+b) |
|---|---|---|---|---|---|---|---|---|
| **Cost or deemed cost** | | | | | | | | |
| **Balance as at April 1, 2016** | **22.69** | **0.50** | **0.10** | **3.53** | **0.57** | **27.38** | **-** | **27.38** |
| Additions | - | - | 36.19 | 3.41 | 22.81 | 62.41 | - | 62.41 |
| Disposals | - | - | (0.03) | - | (0.04) | (0.07) | - | (0.07) |
| **Balance as at March 31, 2017** | **22.69** | **0.50** | **36.26** | **6.94** | **23.34** | **89.73** | **-** | **89.73** |
| Additions | - | 3.02 | - | 0.19 | - | 3.21 | 17.57 | 20.78 |
| Disposals | - | - | - | - | - | - | - | - |
| **Balance as at March 31, 2018** | **22.69** | **3.52** | **36.26** | **7.13** | **23.34** | **92.94** | **17.57** | **110.51** |
| **Accumulated depreciation** | | | | | | | | |
| **Balance as at April 1, 2016** | **-** | **0.32** | **0.03** | **0.87** | **0.14** | **1.36** | **-** | **1.36** |
| Depreciation for the year | - | 0.18 | 2.03 | 1.81 | 2.42 | 6.44 | - | 6.44 |
| Disposals | - | - | (0.01) | - | (0.03) | (0.04) | - | (0.04) |
| **Balance as at March 31, 2017** | **-** | **0.50** | **2.05** | **2.68** | **2.53** | **7.76** | **-** | **7.76** |
| Depreciation for the year | - | 0.02 | 4.04 | 2.19 | 4.68 | 10.93 | - | 10.93 |
| Disposals | - | - | - | - | - | - | - | - |
| **Balance as at March 31, 2018** | **-** | **0.52** | **6.09** | **4.87** | **7.21** | **18.69** | **-** | **18.69** |
| **Net block** | | | | | | | | |
| **As at April 1, 2016** | **22.69** | **0.18** | **0.07** | **2.66** | **0.43** | **26.02** | **-** | **26.02** |
| **As at March 31, 2017** | **22.69** | **-** | **34.21** | **4.26** | **20.81** | **81.97** | **-** | **81.97** |
| **As at March 31, 2018** | **22.69** | **3.00** | **30.17** | **2.26** | **16.13** | **74.25** | **17.57** | **91.82** |

# including furniture and fixture items

**5. Other intangible assets**

| Particulars | Softwares and licenses | Total |
|---|---|---|
| **Cost or deemed cost** | | |
| **Balance as at April 1, 2016** | **1.97** | **1.97** |
| Additions | 9.47 | 9.47 |
| Disposals | (0.02) | (0.02) |
| **Balance as at March 31, 2017** | **11.42** | **11.42** |
| Additions | 2.81 | 2.81 |
| Disposals | - | - |
| **Balance as at March 31, 2018** | **14.23** | **14.23** |
| **Accumulated amortisation** | | |
| **Balance as at April 1, 2016** | **0.44** | **0.44** |
| Amortisation for the year | 3.81 | 3.81 |
| Disposals | (0.02) | (0.02) |
| **Balance as at March 31, 2017** | **4.23** | **4.23** |
| Amortisation for the year | 4.55 | 4.55 |
| Disposals | - | - |
| **Balance as at March 31, 2018** | **8.78** | **8.78** |
| **Net block** | | |
| **As at April 1, 2016** | **1.53** | **1.53** |
| **As at March 31, 2017** | **7.19** | **7.19** |
| **As at March 31, 2018** | **5.45** | **5.45** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

**6. Non-current investments**

| | Number | | Face value | Amount | |
|---|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | (Rs.) | March 31, 2018 | March 31, 2017 |
| **Investment in subsidiaries** | | | | | |
| ***Unquoted, equity instruments (at carrying cost)*** | | | | | |
| Green Infra Wind Assets Limited | 3,50,000 | 3,50,000 | 10 | 3.50 | 3.50 |
| Green Infra Wind Farms Limited | 4,87,400 | 5,03,600 | 10 | 4.87 | 5.04 |
| Green Infra Wind Energy Limited | 86,99,67,790 | 78,61,17,790 | 10 | 6,743.22 | 5,904.72 |
| Green Infra Wind Generation Limited | 13,22,400 | 13,22,400 | 10 | 13.22 | 13.22 |
| Green Infra Wind Power Projects Limited | 12,07,780 | 12,07,780 | 10 | 12.08 | 12.08 |
| Green Infra Solar Energy Limited | 7,88,044 | 7,88,044 | 10 | 247.01 | 247.01 |
| Green Infra Solar Farms Limited | 20,52,000 | 20,52,000 | 10 | 601.10 | 601.10 |
| Green Infra Solar Projects Limited | 5,50,000 | 5,50,000 | 10 | 150.50 | 150.50 |
| Green Infra Wind Power Generation Limited | 35,87,040 | 35,43,840 | 10 | 35.87 | 35.44 |
| Green Infra Corporate Solar Limited | 10,80,65,000 | 10,80,65,000 | 10 | 1,080.65 | 1,080.65 |
| Green Infra Wind Ventures Limited | 9,60,30,000 | 9,60,30,000 | 10 | 960.30 | 960.30 |
| Green Infra BTV Limited | 7,35,00,000 | 7,35,00,000 | 10 | 1,067.50 | 1,067.50 |
| Green Infra Wind Technology Limited | 50,000 | 50,000 | 10 | 0.50 | 0.50 |
| Green Infra Wind Solutions Limited | 8,54,50,000 | 50,000 | 10 | 854.50 | 0.50 |
| Green Infra Clean Wind Energy Limited | 50,000 | 50,000 | 10 | 0.50 | 0.50 |
| Mulanur Renewable Energy Private Limited | 70,000 | 70,000 | 10 | 1.08 | 1.08 |
| Green Infra Wind Limited | 21,50,000 | 21,50,000 | 10 | 21.50 | 21.50 |
| ***Unquoted, debt securities (valued at FVTPL)*** | | | | | |
| 0.001% Redeemable cumulative non-convertible preference shares in Green Infra Wind Farms Limited (refer subnote a) | 67,354 | 67,354 | 10 | 239.60 | 214.84 |
| 0.001% Redeemable cumulative non-convertible preference shares in Green Infra Wind Generation Limited (refer subnote b) | 1,05,316 | 1,05,316 | 10 | 497.60 | 417.85 |
| 0.001% Redeemable cumulative non-convertible preference shares in Green Infra Wind Power Projects Limited (refer subnote c) | 2,15,806 | 2,15,806 | 10 | 474.84 | 404.50 |
| 0.001% Redeemable cumulative non-convertible preference shares in Green Infra Wind Assets Limited (refer subnote d) | 2,28,000 | - | 10 | 483.35 | - |
| 0% Non-convertible and non participating redeemable preference shares in Green Infra Corporate Solar Limited (refer subnote e) | 7,33,26,100 | 7,33,26,100 | 10 | 465.69 | 381.50 |
| 0.001% Preference shares in Green Infra Wind Ventures Limited (refer subnote f) | 10,00,00,000 | 10,00,00,000 | 10 | 745.00 | 671.09 |
| 0.001% Preference shares in Green Infra Wind Power Generation Limited (refer subnote g) | 3,82,87,900 | 3,82,87,900 | 10 | 225.21 | 203.34 |
| 0.001% Preference shares in Green Infra Wind Solutions Limited (refer subnote h) * | - | 80,60,000 | 10 | - | 38.53 |
| 0.001% Preference shares in Green Infra Wind Technology Limited (refer subnote h) | 59,90,000 | 59,90,000 | 10 | 36.48 | 32.40 |
| 0.001% Preference shares in Green Infra Wind Limited (refer subnote h) | 14,99,498 | 14,99,498 | 10 | 8.07 | 1.93 |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| | Number | | Face value | Amount | |
|---|---|---|---|---|---|
| | **March 31, 2018** | **March 31, 2017** | **(Rs.)** | **March 31, 2018** | **March 31, 2017** |
| **Investment in subsidiaries (Contd.)** | | | | | |
| ***Unquoted, debentures instruments classified as equity (at carrying cost)*** | | | | | |
| 0% Compulsory convertible debentures in Green Infra Wind Power Generation Limited (refer subnote i) | 12,86,000 | - | 1000 | 1,286.00 | - |
| 0% Compulsory convertible debentures in Mulanur Renewable Energy Private Limited (refer subnote i) | 4,01,800 | - | 1000 | 401.80 | - |
| **Investments in associates (refer note 37)** | | | | | |
| ***Unquoted, equity instruments (at carrying cost)*** | | | | | |
| Green Kurpan Power Private Limited (at cost less impairment Rs. Nil (March 31, 2017: Rs. 42.48 million)) | 6,125 | 6,125 | 10 | - | - |
| Green Mountain Hydro Power Private Limited (at cost less impairment Rs. Nil (March 31, 2017: Rs. 6.98 million)) | 6,125 | 6,125 | 10 | - | - |
| Hurla Valley Power Private Limited (at cost less impairment Rs. Nil (March 31, 2017: Rs. 20.06 million)) | 6,125 | 6,125 | 10 | - | - |
| ***Unquoted, debt securities (valued at FVTPL)*** **(refer subnote j)** | | | | | |
| 6.25% Compulsorily Convertible Debentures in Green Kurpan Power Private Limited (at FVTPL less impairment Rs. Nil (March 31, 2017: Rs. 8.01 million)) | 8,00,500 | 8,00,500 | 10 | - | - |
| 6.25% Compulsorily Convertible Debentures in Green Mountain Hydro Power Private Limited (at FVTPL less impairment Rs. Nil (March 31, 2017: Rs. 5.51 million)) | 5,50,500 | 5,50,500 | 10 | - | - |
| 6.25% Compulsorily Convertible Debentures of Hurla Valley Power Private Limited (at FVTPL less impairment Rs. Nil (March 31, 2017: Rs. 7.01 million)) | 7,00,500 | 7,00,500 | 10 | - | - |
| | | | | 16,661.54 | 12,471.12 |
| Aggregate amount of unquoted investments | | | | 16,661.54 | 12,561.17 |
| Aggregate provision for impairment in value of investments | | | | - | 90.05 |

* Green Infra Wind Solutions Limited have redeemed its entire preference shares out of the fresh proceeds of equity shares issued in July 2017.

**Subnote for terms of redemption of preference shares and debentures**

**Subnote a:** 0.001% Redeemable cumulative non-convertible preference shares of Rs. 10 each in Green Infra Wind Farms Limited issued at a premium of Rs. 2,490 per share includes:

33,677 preference shares of series D which are redeemable at the end of 15th year at a redemption premium of Rs. 10,434 per share
33,677 preference shares of series E which are redeemable at the end of 16th year at a redemption premium of Rs. 11,478 per share

During the year ended March 31, 2016, the terms of redemption of above preference shares have been changed. As per the revised terms, preference shares are redeemable as per existing tenure or after full repayment of existing loans/refinancing of loans taken by the investee Company, whichever is earlier. Further, as per the revised terms, the redemption premium shall be decided by the Investee Company at the time of redemption of the shares, subject to a maximum of 300% of the issue price.

**Subnote b**: 0.001% Redeemable cumulative non-convertible preference shares of Rs.10 each in Green Infra Wind Generation Limited issued at a premium of Rs.3,990 per share includes:

47,392 preference shares of Series 1 which are redeemable on September 30, 2021 at a redemption premium of Rs. 10,159 per share
210,63 preference shares of Series 2 which are redeemable on September 30, 2022 at a redemption premium of Rs. 11,176 per share
26,329 preference shares of Series 3 which are redeemable on September 30, 2024 at a redemption premium of Rs. 13,525 per share
10,532 preference shares of Series 4 which are redeemable on September 30, 2025 at a redemption premium of Rs. 14,878 per share

During the year ended March 31, 2016, the terms of redemption of above preference shares have been changed. As per the revised terms, preference shares are redeemable as per existing tenure or after full repayment of existing loans/refinancing of loans taken by the investee Company, whichever is earlier. Further, as per the revised terms, the redemption premium shall be decided by the Investee Company at the time of redemption of the shares, subject to a maximum of 300% of the issue price.

**Subnote c:** 0.001% Redeemable cumulative non-convertible preference shares of Rs. 10 each in Green Infra Wind Power Projects Limited issued at a premium of Rs. 2,490 per share includes:

97,112 preference shares of Series 1 which are redeemable on September 30, 2021 at a redemption premium of Rs. 6,346 per share
53,952 preference shares of Series 2 which are redeemable on September 30, 2023 at a redemption premium of Rs. 7,680 per share
64,742 preference shares of Series 3 which are redeemable on September 30, 2025 at a redemption premium of Rs. 9,295 per share

During the year ended March 31, 2016, the terms of redemption of above preference shares have been changed. As per the revised terms, preference shares are redeemable as per existing tenure or after full repayment of existing loans/refinancing of loans taken by the investee Company, whichever is later. Further, as per the revised terms, the redemption premium shall be decided by the Investee Company at the time of redemption of the shares, subject to a maximum of 300% of the issue price.

Subsequent to March 31, 2017, the terms of redemption of above preference shares have been changed. As per the revised terms, preference shares are redeemable as per tenure mentioned in original terms or after full repayment of existing loans/refinancing of loans taken by the investee Company, whichever is earlier.

**Subnote d:** 0.001% Redeemable cumulative non-convertible preference shares of Rs. 10 each are compulsory redeemable at the end of 8 years from the allotment date at a fixed premium of Rs. 5,349 per share.

During the year ended March 31, 2016, the terms of redemption of above preference shares have been changed. As per the revised terms, preference shares are redeemable as per existing tenure or after full repayment of existing loans/refinancing of loans taken by the investee Company, whichever is later, subject to compulsorily redemption at the end of 19th year from the date of allotment. Further, as per the revised terms, the redemption premium will be decided by the Investee Company at the time of redemption of the shares, subject to a maximum of 300% of the issue price.

Subsequent to March 31, 2017 , the terms of redemption has been revised. As per revised terms, tenure of redemption of preference shares is revised to 11th year from the date of allotment subject to compulsorily redemption at the end of 19th year from the date of allotment.

**Subnote e:** 0% Non convertible and non participating redeemable preference shares (NCNRPS) of Rs. 10 each is compulsory redeemable at the end of 19 years from the allotment date. The Company will have the option to redeem at the end of 16th, 17th and 18th year from the date of allotment at the redeemable value which shall be arrived by compounding the face value at the rate of 10% Compounded Annual Growth Rate (CAGR) from the allotment date till the date of redemption. The investee companies have an option to call for redemption, either in part or in full in one or more than one tranches at any time after the end of 5th year from the date of issue of the preference shares.

As per the share retention agreement entered between the Company, Green Infra Corporate Solar Limited (investee Company), other investors and the lender of investee Company, the Company is required to maintain directly, 100% of the legal and beneficial ownership of the above shares till the investee Company's project financial completion date. Further, after the project financial completion date, the Company along with other investors in the investee Company, is required to directly retain atleast 51% of the legal and beneficial ownership of shares upto the date of repayment of loan taken by the investee company.

During the year ended March 31, 2016, the terms of redemption of above preference shares have been changed. As per the revised terms, preference shares are redeemable as per existing tenure or after full repayment of existing loans/refinancing of loans taken by the investee Company, whichever is later, subject to compulsorily redemption at the end of 19th year from the date of allotment. Further, as per the revised terms, the redemption premium shall be decided by the Investee Company at the time of redemption of the shares, subject to a maximum of 300% of the issue price.

**Subnote f:** Preference shares of Rs. 10 each carries a dividend rate of 0.001%. The Company will have the option to opt for conversion of these preference shares allotted by respective investee companies in tranches at interval of completion of 11th, 13th, 15th, 18th years with the exclusive right of determining the quantum of conversion at each tranche on the price at par or a fair market value determined in accordance with applicable and prevalent laws at the time of conversion, whichever is higher.

The investee companies have an option to call for redemption, either in part or in full the preference shares in one or more than one tranches at any and at all times. Further, any outstanding left after conversion or redemption of preference shares, shall compulsorily stand redeemed on the expiry of the period of 19 years and 11 months from the date of issue of the preference shares.

During the year ended March 31, 2016, the investee company has revised the terms of above preference shares and the option of conversion of said shares is no longer available with the Company and the investee company. As per the revised terms, preference shares are redeemable as per existing tenure or after full repayment of existing loans/refinancing of loans taken by the Company, whichever is later subject to compulsory redemption at the end of 19th year from the date of allotment. . The redemption premium will be decided by the investee company at the time of redemption of the shares, subject to a maximum of 300% of the issue price.

**Subnote g:** Preference shares of Rs. 10 each carries a dividend rate of 0.001%. The Company will have the option to opt for conversion of these preference shares allotted by respective investee companies in tranches at interval of completion of 11th, 13th, 15th, 18th years with the exclusive right of determining the quantum of conversion at each tranche on the price at par or a fair market value determined in accordance with applicable and prevalent laws at the time of conversion, whichever is higher.

The investee companies have an option to call for redemption, either in part or in full the preference shares in one or more than one tranches at any and at all times. Further, any outstanding left after conversion or redemption of preference shares, shall compulsorily stand redeemed on the expiry of the period of 19 years and 11 months from the date of issue of the preference shares.
During the year ended March 31, 2016, the investee company has revised the terms of above preference shares and the option of conversion of said shares is no longer available with the Company and the investee company. As per the revised terms, preference shares are redeemable as per existing tenure or after full repayment of existing loans/refinancing of loans taken by the investee Company, whichever is later, subject to compulsorily redemption at the end of 19th year from the date of allotment. The redemption premium will be decided by the investee company at the time of redemption of the shares, subject to a maximum of 300% of the issue price.

**(All amounts in Indian Rupees millions unless otherwise stated)**

**Subnote h:** Preference shares of Rs. 10 each carries a dividend rate of 0.001%. The Company will have the option to opt for conversion of these preference shares allotted by respective investee companies in tranches at interval of completion of 11th, 13th, 15th, 18th years with the exclusive right of determining the quantum of conversion at each tranche on the price at par or a fair market value determined in accordance with applicable and prevalent laws at the time of conversion, whichever is higher.
The investee companies have an option to call for redemption, either in part or in full the preference shares in one or more than one tranches at any and at all times. Further, any outstanding left after conversion or redemption of preference shares , shall compulsorily stand redeemed on the expiry of the period of 19 years and 11 months from the date of issue of the preference shares .

During the year ended March 31, 2016, the investee company has revised the terms of above preference shares and the option of conversion of said shares is no longer available with the Company and the investee company. As per the revised terms, preference shares are redeemable as per existing tenure or after full repayment of existing loans/refinancing of loans taken by the investee Company, whichever is later subject to compulsory redemption on the expiry of the period of 19 years and 11 months from the date of issue of the preference shares. The redemption premium will be decided by the investee company at the time of redemption of the shares, subject to a maximum of 300% of the issue price.

**Subnote i:** The 0% Compulsory convertible debentures carries a coupon rate of 0%. These CCDs shall be compulsory convertible into 100 ordinary equity shares of face value of Rs. 1,000 each of the Company as on the date of conversion i.e. September 30, 2033.

**Subnote i:** These debentures are compulsorily and fully convertible on expiry of 3 years post commercial operation date of the respective plants and are redeemable anytime during the said period on happening of any Event of Default. (refer note 37)

The non-current investments, as shown below, have been pledged as security in favour of respective lenders towards loan facilities sanctioned to the respective subsidiaries:

| | Number of shares | |
|---|---|---|
| | **March 31, 2018** | **March 31, 2017** |
| **Equity shares of subsidiaries** | | |
| Green Infra Wind Farms Limited | 4,08,000 | 4,08,000 |
| Green Infra Wind Generation Limited | - | 9,55,944 |
| Green Infra Wind Power Projects Limited | - | 8,90,800 |
| Green Infra Solar Energy Limited | 4,01,902 | 4,01,902 |
| Green Infra Solar Farms Limited | 20,52,000 | 20,52,000 |
| Green Infra Solar Projects Limited | 5,50,000 | 5,50,000 |
| Green Infra Wind Power Generation Limited | 9,35,340 | 9,35,340 |
| Green Infra Corporate Solar Limited | 6,12,33,150 | 6,12,33,150 |
| Green Infra Wind Solutions Limited | 2,22,17,000 | - |
| **Preference shares of subsidiaries** | | |
| 0.001% Redeemable cumulative non-convertible preference shares in Green Infra Wind Farms Limited | 34,351 | 34,351 |
| 0.001% Redeemable cumulative non-convertible preference shares in Green Infra Wind Generation Limited | - | 53,711 |
| 0.001% Redeemable cumulative non-convertible preference shares in Green Infra Wind Power Projects Limited | - | 1,10,061 |
| 0.001% Preference shares in Green Infra Wind Power Generation Limited | 1,95,26,829 | 1,95,26,829 |
| 0% Non convertible and non participating redeemable preference shares in Green Infra Corporate Solar Limited | 4,39,95,660 | 4,39,95,660 |

**Notes to the standalone financial statements for the year ended on March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

**7. Other financial assets**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Bank deposits (refer note 12) | 11.50 | 11.50 |
| Interest accrued on bank deposits | 1.76 | 0.87 |
| Security deposits | 7.42 | 6.93 |
| | **20.68** | **19.30** |
| **Current** | | |
| Amount recoverable from subsidiaries and associates (refer note 36) | 172.11 | 381.51 |
| Unbilled revenue | 104.71 | 43.60 |
| Loan to subsidiaries (refer note 36) (refer subnote a) | 195.75 | 1,134.42 |
| Income accrued on loan to | 196.41 | 138.20 |
| Net defined benefit assets | 1.51 | 0.46 |
| Security deposits | 0.31 | 0.26 |
| Interest accrued on bank deposits | 0.21 | 0.67 |
| | **671.01** | **1,699.12** |

Subnote a: Additional disclosures in respect of unsecured loans to subsidaries are as below:

| Name of the borrrower | Transactions during the year | March 31, 2018 | March 31, 2017 | Purpose |
|---|---|---|---|---|
| Green Infra Corporate Solar limited | Outstanding as at beginning of the year | 609.18 | 977.82 | For capital expenditure and working capital requirements for the renewable projects |
| | Taken during the year | 14.50 | - | |
| | Repaid during the year | (551.36) | (368.64) | |
| | Outstanding as at end of the year | 72.32 | 609.18 | |
| Green Infra Wind Power Generation Limited | Outstanding as at beginning of the year | 123.43 | 1,845.45 | |
| | Taken during the year | - | 927.10 | |
| | Repaid during the year | - | (2,649.12) | |
| | Outstanding as at end of the year | 123.43 | 123.43 | |
| Green Infra Wind Ventures Limited | Outstanding as at beginning of the year | 96.80 | 47.60 | |
| | Taken during the year | - | 0.80 | |
| | Repaid during the year | (96.80) | 48.40 | |
| | Outstanding as at end of the year | - | 96.80 | |
| Green Infra Wind energy Limited | Outstanding as at beginning of the year | - | 583.33 | |
| | Taken during the year | 1,369.20 | - | |
| | Repaid during the year | (1,369.20) | (583.33) | |
| | Outstanding as at end of the year | - | - | |
| Green Infra Wind Farms Limited | Outstanding as at beginning of the year | - | 67.00 | |
| | Taken during the year | - | 42.00 | |
| | Repaid during the year | - | (109.00) | |
| | Outstanding as at end of the year | - | - | |
| Green Infra BTV Limited | Outstanding as at beginning of the year | - | 248.70 | |
| | Taken during the year | - | 107.00 | |
| | Repaid during the year | - | (355.70) | |
| | Outstanding as at end of the year | - | - | |
| Green Infra Wind Energy Power Limited | Outstanding as at beginning of the year | - | 35.95 | |
| | Taken during the year | - | 36.20 | |
| | Repaid during the year | - | (72.15) | |
| | Outstanding as at end of the year | - | - | |
| Mulanur Renewable Energy Private Limited | Outstanding as at beginning of the year | 401.81 | - | |
| | Taken during the year | - | 1,396.89 | |
| | Repaid during the year | (401.81) | (995.08) | |
| | Outstanding as at end of the year | - | 401.81 | |
| Green Infra Wind Assets Limited | Outstanding as at beginning of the year | - | 1.20 | |
| | Repaid during the year | - | (1.20) | |
| | Outstanding as at end of the year | - | - | |
| Green Infra Wind Limited | Outstanding as at beginning of the year | - | 5.90 | |
| | Taken during the year | - | 0.15 | |
| | Repaid during the year | - | (5.93) | |
| | Written-off/ Transferred during the year | - | (0.12) | |
| | Outstanding as at end of the year | - | 0.00 | |
| Green Infra Wind Generation Limited | Outstanding as at beginning of the year | - | - | |
| | Taken during the year | - | 20.00 | |
| | Repaid during the year | - | (20.00) | |
| | Outstanding as at end of the year | - | - | |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| Name of the borrower | Transactions during the year | March 31, 2018 | March 31, 2017 | Purpose |
|---|---|---|---|---|
| Green Infra Wind Solutions Limited | Outstanding as at beginning of the year | - | - | |
| | Taken during the year | - | 4.50 | |
| | Repaid during the year | - | (4.50) | |
| | Outstanding as at end of the year | - | - | |
| Green Infra Wind Technology Limit | Outstanding as at beginning of the year | - | - | |
| | Taken during the year | - | 0.10 | |
| | Repaid during the year | - | - | |
| | Transferred to other subsidiary during the ye | - | (0.10) | |
| | Outstanding as at end of the year | - | - | |

**8. Deferred tax assets (net)**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Deferred tax liabilities** | | |
| Excess of deprecation on property, plant and equipment under Income-tax law over depreciation provided in accounts | 0.16 | 1.85 |
| **Total deferred tax liabilities** | **0.16** | **1.85** |
| | | |
| **Deferred tax assets** | | |
| Fair value adjustment of non-current investments | 180.79 | 342.14 |
| Provision for impairment of non-current investments | - | 29.77 |
| Losses carried forward | 127.56 | 391.91 |
| **Total deferred tax assets** | **308.35** | **763.82** |
| | | |
| **Non-recognition of deferred tax assets #** | 127.40 | 390.06 |
| **Net deferred tax assets** | **180.79** | **371.91** |

# Deferred tax assets are recognised on carried forward tax losses only if there is reasonable certainty that such deferred tax assets can be realised against future taxable profits. Accordingly, deferred tax asset on carried forward tax losses has been recognised only to the extent of deferred tax liabilities as on balance sheet date.

**9. Non current tax assets**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Income tax paid under protest to Income tax authorities | - | 165.17 |
| Advance income tax (net of provision for tax) | 98.51 | 124.56 |
| | **98.51** | **289.73** |

**10. Other assets**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Prepayments | 0.62 | 0.99 |
| | **0.62** | **0.99** |
| | | |
| **Current** | | |
| Advance to vendors | 15.35 | 10.00 |
| Balance with revenue authorities | 8.36 | 3.44 |
| Staff Advances | - | 0.18 |
| Prepayments | 1.99 | 1.10 |
| | **25.70** | **14.72** |

**11. Trade receivables**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Unsecured, considered good** | | |
| Trade receivables from related parties | 260.69 | 334.17 |
| | **260.69** | **334.17** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

### 12. Cash and cash equivalents

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Balance with Banks** | | |
| - On current accounts | 4.91 | 7.73 |
| - Deposits with original maturity of 3 months or less | 57.40 | 1,852.80 |
| | **62.31** | **1,860.53** |
| **Other bank balances** | | |
| - Deposits (due to maturity more than 12 months on the reporting date) # | 11.50 | 11.50 |
| | **11.50** | **11.50** |
| **Total cash and cash equivalent** | **73.81** | **1,872.03** |
| Non-current (refer note 7) | 11.50 | 11.50 |
| Current | 62.31 | 1,860.53 |
| | **73.81** | **1,872.03** |

# Reserved against margin money for bank guarantee as at the year end, hence termed non-current.

### 13. Share capital

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Number of shares** | | |
| **Authorised** | | |
| Equity shares of Rs. 10 each | 95,00,00,000 | 95,00,00,000 |
| Preference shares of Rs. 10 each | 5,00,00,000 | 5,00,00,000 |
| **Issued, Subscribed and Paid-up** | | |
| Equity shares of Rs. 10 each | 28,53,95,187 | 27,39,33,871 |
| **Authorised share capital** | | |
| Equity shares of Rs. 10 each | 9,500.00 | 9,500.00 |
| Preference shares of Rs. 10 each | 500.00 | 500.00 |
| **Total authorised share capital** | **10,000.00** | **10,000.00** |
| **Issued, subscribed and paid-up share capital** | | |
| Equity shares of Rs. 10 each | 2,853.95 | 2,739.34 |
| **Total issued, subscribed and paid-up share capital** | **2,853.95** | **2,739.34** |

**(a) Reconciliation of the shares outstanding at the beginning and at the end of reporting year**

| | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|
| | Number | Amount | Number | Amount |
| **Equity shares** | | | | |
| At the commencement of the year | 27,39,33,871 | 2,739.34 | 23,26,73,131 | 2,326.73 |
| Shares issued during the year | 1,14,61,316 | 114.61 | 4,12,60,740 | 412.61 |
| Outstanding at the end of year | **28,53,95,187** | **2,853.95** | **27,39,33,871** | **2,739.34** |

**(b) Terms/ rights attached to equity shares**

The Company has only one class of equity shares. Each holder of equity share is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by Shareholders at the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

**(All amounts in Indian Rupees millions unless otherwise stated)**

**(c) Shares held by holding company**

| | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|
| | **Number** | **Amount** | **Number** | **Amount** |
| **Equity shares** | | | | |
| Sembcorp Energy India Limited, the holding company along with its nominees # | 28,53,95,187 | 2,853.95 | - | - |
| Sembcorp Utilities Pte. Ltd., the holding company along with its nominees # | - | - | 19,27,88,972 | 1,927.89 |
| | **28,53,95,187** | **2,853.95** | **19,27,88,972** | **1,927.89** |

**(d) Particulars of shareholders holding more than 5 percent shares of a class of shares**

| | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|
| | **Number** | **% of holding** | **Number** | **% of holding** |
| **Equity shares** | | | | |
| Sembcorp Energy India Limited, the holding company along with its nominees # | 28,53,95,187 | 100.00% | - | - |
| Sembcorp Utilities Pte. Ltd., the holding company along with its nominees # | - | 0.00% | 19,27,88,972 | 70.38% |
| IDFC Infrastructure Fund 3, *SEBI registered venture capital fund of which, IDFC Private Equity Fund III is a unit scheme and IDFC Trustee Company Limited is the Trustee* | - | 0.00% | 8,11,44,899 | 29.62% |

**(e)** The Company has neither issued/allotted any share for consideration other than cash, nor has issued bonus shares during the period of five years immediately preceding the balance sheet date. Further, no shares have been reserved for issue under options and contracts/ commitments for sale of shares/ disinvestment by the Company.

# As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**14. Other liabilities**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Lease equilisation reserves | 11.59 | 8.50 |
| | **11.59** | **8.50** |
| | | |
| **Statutory dues payable** | | |
| - TDS payable | 20.65 | 9.98 |
| - Provident fund payable | 0.85 | 0.92 |
| | **21.50** | **10.90** |

**15. Provisions**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Current** | | |
| **Provision for employee benefits** | | |
| - Compensated absences | 0.24 | 0.45 |
| | **0.24** | **0.45** |

**16. Trade payables**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Total outstanding dues of micro and small enterprises (refer note 33) | - | - |
| Total outstanding dues of creditors other than micro and small enterprises | | |
| - to related parties (refer note 36) | 62.09 | 49.31 |
| - to others | 39.37 | 27.06 |
| | **101.46** | **76.37** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

**17. Other financial liabilities**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Amount payable for purchase of property, plant and equipment (dues of micro, small and medium enterprises) (refer note 33) | 2.22 | 7.89 |
| Amount payable to employees | 8.21 | 12.95 |
| Payable against contract settlement (refer note 38) | - | 300.00 |
| | **10.43** | **320.84** |

**18. Revenue from operations**

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Income from management and facility sharing services (refer note 36) | 219.00 | 159.28 |
| Income from development services (refer note 36) | 51.90 | 129.30 |
| | **270.90** | **288.58** |

**19. Other income**

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Interest income on | | |
| - Bank deposits | 46.13 | 37.06 |
| - Loan to subsidiaries (refer note 36) | 89.89 | 280.73 |
| - Others (interest on income tax refund) | 6.16 | 17.77 |
| Net gain on fair valuation of financial assets classified as FVTPL | | |
| - Preference shares | 384.96 | 378.50 |
| - Mutual funds | - | 0.03 |
| - Other financial assets | 0.55 | - |
| Net gain on disposal of property, plant and equipment | - | 0.07 |
| Net gain on foreign exchange fluctuations | - | 0.63 |
| Liabilities no longer required, written back | 0.04 | - |
| Other income | 1.21 | 0.01 |
| | **528.94** | **714.80** |

**20. Employee benefits expense**

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Salaries, allowances and bonus | 115.66 | 117.56 |
| Contribution to provident fund | 7.22 | 5.05 |
| Gratuity (refer note 31) | 1.42 | 1.74 |
| Compensated absences | 1.00 | 0.31 |
| Staff welfare expenses | 7.48 | 9.53 |
| | **132.78** | **134.19** |

**21. Finance costs**

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Bank changes | 0.13 | 0.06 |
| Other processing fee | 1.01 | 2.01 |
| | **1.14** | **2.07** |

**22. Depreciation and amortisation expenses**

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Depreciation on property, plant and equipment | 10.93 | 6.44 |
| Amortisation of other intangible assets | 4.55 | 3.81 |
| | **15.48** | **10.25** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

### 23. Operating and other expenses

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Rent (refer note 34) | 28.91 | 24.94 |
| Rates and taxes | 0.24 | 8.34 |
| Repair and maintenance: | | |
| - computers | 17.99 | 8.09 |
| - others | 5.13 | 8.63 |
| Travelling and conveyance | 13.90 | 20.20 |
| Insurance | 1.78 | 3.83 |
| Legal and professional expenses | 57.71 | 33.16 |
| Management fee (refer note 36) | 110.95 | 41.16 |
| Directors sitting fee | 2.50 | 2.41 |
| Business promotion | 0.44 | 1.51 |
| Communication costs | 1.53 | 1.68 |
| **Payment to auditors** | | |
| - Statutory audit fees | 0.70 | 0.61 |
| - Other audit related services | 7.04 | 3.02 |
| - Reimbursement of out-of-pocket expenses | 0.09 | 0.10 |
| Recruitment expenses | 5.86 | 12.74 |
| Printing and stationery | 0.63 | 0.62 |
| Net loss on fair value changes classified as FVTPL - Other financial assets | - | 3.97 |
| Net loss on foreign exchange fluctuations | 1.62 | - |
| Corporate social responsibility expenses (refer note 35) | 1.31 | - |
| Reversal of provision for diminution in value of long-term investments (refer note 37) | (90.05) | (65.65) |
| Long-term investments written off (refer note 37) | 90.05 | 65.65 |
| Doubtful advances written off (of associates) (refer note 37) | 0.02 | 4.03 |
| Compensation on contract settlement with vendors (refer note 38) | - | 150.22 |
| Miscellaneous expenses | 4.91 | 1.67 |
| | **263.26** | **330.93** |

### 24. Income tax expense

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Current tax expense | 2.82 | 9.10 |
| Current tax (credit) /expense (changes in estimates related to prior year) | (8.55) | 0.85 |
| Deferred tax charge | 191.31 | 216.53 |
| | **185.58** | **226.48** |
| Tax effect on other comprehensive income | (0.19) | (0.55) |
| | **185.39** | **225.93** |

**Reconciliation of effective tax rate**

| | | |
|---|---|---|
| **Profit/(loss) before tax (a)** | **387.18** | **525.94** |
| Domestic tax rate | 33.06% | 33.06% |
| Tax using the Company's domestic tax rate | 128.01 | 173.89 |
| **Effect of** | | |
| Tax expenses (MAT) for which credit is not available | 1.10 | 3.05 |
| Tax on changes in estimates related to prior year | (40.83) | 0.85 |
| Restatement due to change in tax rate | 48.87 | 30.46 |
| Non-deductible expenses | (3.11) | 80.45 |
| Deferred tax assets (not recognised) in earlier years | (262.65) | (62.22) |
| Carried forward losses lapsed during year | 314.00 | - |
| **Income tax expense (b)** | **185.39** | **226.48** |
| **Effective tax rate (b/a)** | 47.88% | 43.06% |

### 25. Earnings per share

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Profit for the year, attributable to equity shareholders | 201.60 | 299.46 |
| Weighted average number of equity shares | 28,10,93,152 | 25,66,83,806 |
| Basic and diluted earnings per share (Rs.) | 0.72 | 1.17 |

## 26. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

***Judgements***

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

***Estimates and assumptions***

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

***Assumptions and estimation uncertainties***

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

a. Impairment of non-financial asset
b. Fair value measurements of financial instrument;
c. Income tax; recognition of deferred tax assets; availability of future taxable profit against which carry-forward losses can be used;
d. Measurement of defined benefit obligation, liability for long-service leave; key actuarial assumptions;
e. Impairment of trade receivables
f. Useful life of depreciable assets

***a. Impairment of non-financial assets***

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. The recoverable amount of an asset or cash-generating unit (CGU) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets.

The Company's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognised, if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount and is recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of cash-generating units are allocated first to reduce the carrying amount of goodwill, if any, allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group or units on a pro rata basis).

Impairment losses recognised in prior periods are assessed at end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

***b. Fair value measurement of financial instruments***

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgements is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk volatility and discount rates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

***c. Income taxes and deferred taxes***

The Company is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred lax provisions in the period in which such determination is made.

In assessing the realisability of deferred tax assets, management considers whether it is probable, that some portion, or all, of the deferred tax assets will not be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that the Company will be able to realise the benefits of those deductible differences in future.

***d. Estimation of defined benefits and compensated leave of absence***

The present value of the gratuity and compensated absences obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity are given in note 31.

**e. Impairment of trade receivable**

The Company estimates the impairment losses on trade receivables using the expected credit loss model which considers, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

**f. Useful life of depreciable assets**

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2018 management assessed that the useful lives represent the expected utility of the asset to the Company. Further, there is no significant change in the useful lives as compared to previous year.

**Notes to the standalone financial statements for the year ended on March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

**27. Financial Instruments - Fair value measurements**

The carrying value and fair value of financial instruments by categories as at March 31, 2018 are as follows:

| Particulars | Amortised cost | Financial assets/ liabilities at fair value through profit or loss | | Financial assets/liabilities at fair value through OCI | | Total carrying value | Total fair value | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Designated upon initial recognition | Mandatory | Equity instruments designated upon initial recognition | Mandatory | | Level 1 | Level 2 | Level 3 | Total |
| **Assets** | | | | | | | | | | |
| Investments | | | | | | | | | | |
| - Equity shares | 11,797.90 | - | - | - | - | 11,797.90 | - | - | - | 11,797.90 |
| - Debentures | 1,687.80 | - | - | - | - | 1,687.80 | - | - | - | 1,687.80 |
| - Preference shares | - | - | 3,175.84 | - | - | 3,175.84 | - | - | 3,175.84 | 3,175.84 |
| Trade receivables | 260.69 | - | - | - | - | 260.69 | - | - | - | 260.69 |
| Cash and cash equivalents | 62.31 | - | - | - | - | 62.31 | - | - | - | 62.31 |
| Other financial assets | 691.69 | - | - | - | - | 691.69 | - | - | - | 691.69 |
| **Total** | **14,500.39** | **-** | **3,175.84** | **-** | **-** | **17,676.23** | **-** | **-** | **3,175.84** | **17,676.23** |
| **Liabilities** | | | | | | | | | | |
| Trade payables | 101.46 | - | - | - | - | 101.46 | - | - | - | 101.46 |
| Other financial liabilities | 10.43 | - | - | - | - | 10.43 | - | - | - | 10.43 |
| **Total** | **111.89** | **-** | **-** | **-** | **-** | **111.89** | **-** | **-** | **-** | **111.89** |

The carrying value and fair value of financial instruments by categories as at March 31, 2017 are as follows:

| Particulars | Amortised cost | Financial assets/ liabilities at fair value through profit or loss | | Financial assets/liabilities at fair value through OCI | | Total carrying value | Total fair value | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Designated upon initial recognition | Mandatory | Equity instruments designated upon initial recognition | Mandatory | | Level 1 | Level 2 | Level 3 | Total |
| **Assets** | | | | | | | | | | |
| Investments | | | | | | | | | | |
| - Equity shares | 10,105.14 | - | - | - | - | 10,105.14 | - | - | - | 10,105.14 |
| - Preference shares | - | - | 2,365.98 | - | - | 2,365.98 | - | - | 2,365.98 | 2,365.98 |
| Trade receivables | 334.17 | - | - | - | - | 334.17 | - | - | - | 334.17 |
| Cash and cash equivalents | 1,860.53 | - | - | - | - | 1,860.53 | - | - | - | 1,860.53 |
| Other financial assets | 1,718.42 | - | - | - | - | 1,718.42 | - | - | - | 1,718.42 |
| **Total** | **14,018.26** | **-** | **2,365.98** | **-** | **-** | **16,384.24** | **-** | **-** | **2,365.98** | **16,384.24** |
| **Liabilities** | | | | | | | | | | |
| Trade payables | 76.37 | - | - | - | - | 76.37 | - | - | - | 76.37 |
| Other financial liabilities | 320.84 | - | - | - | - | 320.84 | - | - | - | 320.84 |
| **Total** | **397.21** | **-** | **-** | **-** | **-** | **397.21** | **-** | **-** | **-** | **397.21** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

***Fair value hierarchy***

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.

During the year ended March 31, 2018, there have been no transfer in either direction.

***Financial assets and liabilities measured at fair value as at the balance sheet date***

1. Financial assets using Level 3 valuation comprise of investment in preference shares of the subsidiaries.

| Valuation techniques | Type of Instrument | Significant unobservable inputs |
|---|---|---|
| The key value-driver of traditional preference share is the future dividend stream, discounted at the required rate of return, considering the degree of certainty in receiving the dividends. Hence, the Company has considered the discounted cash flow method ("DCF") as appropriate technique to value this financial instrument.<br><br>The cash inflows of the financial instruments are defined as per the terms of issue and the true worth of the financial instrument would be reflected in its future cash flow generating capacity for the investor and therefore DCF Method under the income approach has been considered as an appropriate method for the present valuation exercise. | 0.001% Redeemable cumulative non-convertible preference shares | The discount rate and redemption premium considered for the valuation of the multiple series of the financial instruments issued by the following entities varies in the range as summarised below:<br><br>**1. GIWFL**<br>Discount rate – 11.50% to 11.60%<br>Redemption premium – 300% of the issue price<br>**2. GIWPPL**<br>Discount rate – 11.70% to 11.90%<br>Redemption premium – 150% of the issue price<br>**3. GIWGL**<br>Discount rate – 11.70% to 11.90%<br>Redemption premium – 200% of the issue price<br>**4. GIWAL**<br>Discount rate – 12.80%<br>Redemption premium – 300% of the issue price |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| Valuation techniques | Type of Instrument | Significant unobservable inputs |
|---|---|---|
| The key value-driver of traditional preference share is the future dividend stream, discounted at the required rate of return, considering the degree of certainty in receiving the dividends. Hence, the Company has considered the discounted cash flow method ("DCF") as appropriate technique to value this financial instrument.<br><br>The cash inflows of the financial instruments are defined as per the terms of issue and the true worth of the financial instrument would be reflected in its future cash flow generating capacity for the investor and therefore DCF Method under the income approach has been considered as an appropriate method for the present valuation exercise. | 0% Non-convertible and non participating redeemable preference shares | The discount rate and redemption premium considered for the valuation of the multiple series of the financial instruments issued by the following entities varies in the range as summarised below:<br><br>**GICSL**<br>Discount rate – 12.40%<br>Redemption premium – 300% of the issue price |
| | 0.001% Cumulative redeemable preference shares | The discount rate and redemption premium considered for the valuation of the multiple series of the financial instruments issued by the following entities varies in the range as summarised below:<br><br>**1. GIWPGL**<br>Discount rate – 13.80%<br>Redemption premium – 300% of the issue price<br>**2. GIWVL**<br>Discount rate – 13.80%<br>Redemption premium – 300% of the issue price<br>**3. GIWTL**<br>Discount rate – 13.20%<br>Redemption premium – 0% of the issue price<br>**4. GIWL**<br>Discount rate – 13.20%<br>Redemption premium –0% of the issue price |

***Reconciliation of Level 3 fair values***

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

| **Particulars** | **For the year ended March 31, 2018** | **For the year ended March 31, 2017** |
|---|---|---|
| Balance as at beginning of the year | 2,365.98 | 1,972.49 |
| Investment in 0.001% Redeemable cumulative non-convertible preference shares in Green Infra Wind Assets Limited | 505.50 | - |
| Investment in 0.001% Redeemable cumulative non-convertible preference shares in Green Infra Wind Limited | - | 14.99 |
| Net gain on fair value changes of investments in subsidiaries classified as FVTPL | 384.96 | 378.50 |
| Redemption of preference shares of subsidiaries | (80.60) | - |
| **Balance as at end of the year** | **3,175.84** | **2,365.98** |

2. The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

## 28. Capital Management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds into various investment options.

The management of the Company reviews the capital structure of the Company on regular basis. As part of this review, the Board considers the cost of capital and the risks associated with the movement in the working capital.

## 29. Financial risk management

Our operating activities expose us to a variety of financial risks. These risks are inherent to the way we operate our projects.

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Market risk and
- Liquidity risk

**Financial Risk management framework**

The management has overall responsibility for the establishment and oversight of the Company's risk management framework. Financial risk management is governed by policies and guidelines approved by the management.
The Company's risk management policies and procedures are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect any major change in market conditions or the Company's activities.

The Company's principal financial assets includes trade receivables, unbilled revenue, cash and cash equivalents, security deposits, etc. that are derived directly from operations. The principal financial liabilities of the Company includes borrowings, trade payables and other liabilities and the main purpose of these financial liabilities is to finance the day to day operations of the Company.

***a. Credit Risk***

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss.

**Trade receivable and unbilled revenue**

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. The Company assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business.

The impairment analysis is performed for the balances that is past due at the end of each reporting date for which the Company uses a practical expedient by computing the expected loss allowance for the customer based on historical credit loss experience.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

The movement in provision for expected credit loss in respect of trade receivables and unbilled revenue during the year is as follows:

| Particulars | Provision for expected credit loss | |
|---|---|---|
| | March 31, 2018 | March 31, 2017 |
| **Trade receivables** | | |
| Balance at the beginning of the year | - | - |
| Movement in expected credit loss allowance | - | - |
| Balance at the end of the year | - | - |
| **Unbilled revenue** | | |
| Balance at the beginning of the year | - | -` |
| Movement in expected credit loss allowance | - | - |
| Balance at the end of the year | - | - |

**Other financial assets**

The Company has a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company's exposure and wherever appropriate, the credit ratings of its counterparties are continuously monitored and spread amongst various counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the management of the Company.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in mutual funds and investment in securities of subsidiaries.

Credit risk on cash and cash equivalents, other bank balances is limited as the Company generally invests in deposits with banks with high credit ratings assigned by credit rating agencies. Given the high credit ratings of these banks, the Company does not expect these banks to fail in meeting their obligations.

Credit risk arising from investment in mutual funds is limited and there is no collateral held against these because the counterparties are recognised financial institutions with high credit ratings assigned by the various credit rating agencies. The mutual funds are valued at market price prevailing at reporting date which represents the fair value. In respect of the Company’s investment in securities of subsidiaries, the credit risk is limited as the investee has viable future and a healthy net worth and the management believes that there are no exposures to credit risk.

***b. Market risk***

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency risk and investment risk.

The Company's activities expose it primarily to the financial risks of changes in interest rates / liquidity which impact returns on investments. Future specific market movements cannot be normally predicted with reasonable accuracy. The Company’s exposure to and management of these risks are explained below.

***(i) Interest rate risk***

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company’s exposure to the risk of changes in market interest rates relates primarily to the Company’s debt obligations with floating interest rates.

For the interest-bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates. The Company is not having any long-term borrowings as on reporting date. Hence no disclosure is made in the financial statements.

***(ii) Foreign currency risk***

The Indian Rupee is the Company's most significant currency. As a consequence, the Company's results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly. The Company's operations give foreign currency exposure. Below are the foreign currency payables outstanding as on the reporting date.

| Particulars | Currency | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|---|
| | | Foreign currency in millions | Amount in millions | Foreign currency in millions | Amount in millions |
| **Unhedged foreign currency exposure** | | | | | |
| Trade payable | SGD | 0.63 | 31.58 | 0.93 | 42.45 |
| Trade payable | USD | 0.00 | 0.05 | - | - |
| Trade payable | EUR | 0.00 | 0.04 | - | - |
| **Total unhedged foreign currency exposure** | | | **31.67** | | **42.45** |

*Refers to amount below 0.01 million

***(iii) Investment risk***

The Company's quoted mutual funds are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the price risk through diversification and by placing limits on individual and total Instruments. Reports on the portfolio are submitted to the Company's senior management on a regular basis.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's has no exposure to the risk of changes in market interest rates.

Further the Company's investments in its subsidiaries by way of equity, preference shares and debentures are reviewed on a regular basis for any impairments that may be required to such investments. If there are any impairment indicators there are analyzed and if required adjustments are made to the carrying values. The Company does not perceive any risk emanating from such investments as at March 31, 2018 and March 31, 2017.

***c. Liquidity risk***

The financial liabilities of the Company include trade and other payables. The Company's principal sources of liquidity are cash and cash equivalents which includes term deposits and the cash flow that is generated from operations. The Company monitors its risk of shortage of funds to meet the financial liabilities using a liquidity planning tool.

The below is the detail of contractual maturities of the financial liabilities at the end of each reporting period:

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| | | |
| **Trade payables (carrying amount)** | **101.46** | **76.37** |
| Contractual cash flows of trade payables | | |
| 0 - 1 year | 101.46 | 76.37 |
| 1 - 5 years | - | - |
| More than 5 years | - | - |
| | | |
| **Other financial liabilities (carrying amount)** | **10.43** | **320.84** |
| Contractual cash flows of other financial liabilities | | |
| 0 - 1 year | 10.43 | 320.84 |
| 1 - 5 years | - | - |
| More than 5 years | - | - |

**(All amounts in Indian Rupees millions unless otherwise stated)**

## 30. Contingent liabilities and capital commitments

### A. Contingent liabilities

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Income tax demand | | |
| - For Assessment year 2009-10 (refer subnote a) | 217.12 | 217.12 |
| - For Assessment year 2010-11 (refer subnote b) | 704.07 | 704.07 |
| - For Assessment Year 2011-12 (refer subnote c) | 671.89 | 671.89 |
| - For Assessment Year 2012-13 (refer subnote d) | 257.84 | 257.84 |

a. During Assessment Year 2009-10 (financial year 2008-09), the Company issued shares at a premium and credited Rs. 479.71 million to the securities premium account. The Assessing Officer challenged the allotment of Company's shares at premium and treated the securities premium on issue of shares as 'Income from other sources' on the grounds that the premium charged by the Company was not justified. Further, the Assessing Officer disallowed certain expenses under different heads amounting to Rs. 25.23 million as the Company did not commence its business in the relevant assessment year. A demand of Rs. 217.12 million was raised, out of which Rs. 50.00 million was deposited by the Company in terms of the stay order issued by Commissioner of Income Tax (Appeals) (CIT-Appeals), while Rs. 7.38 million was adjusted from refund receivable for financial year 2010-11. The Company filed an appeal against the said order with CIT- Appeals where CIT- Appeals has decided the case in favor of the revenue department in November 2012. The Income Tax Appellate Tribunal (ITAT), Mumbai has decided the case in favour of the Company in August 2013. Subsequently, Income tax department has filed an appeal before Bombay High Court against the orders of ITAT, which is admitted for hearing by the Honorable High Court and is currently pending for disposal. The Income tax department has adjusted the tax deposited under protest amounting to Rs. 57.38 million and interest of Rs. 9.24 million against the tax demand for Assessment Year 2012-13.

b. During Assessment Year 2010-11 (financial year 2009-10), the Company issued shares at a premium and credited Rs. 1,532.11 million in securities premium account. The Assessing Officer challenged the allotment of Company's shares at premium and treated the securities premium on issue of shares as 'income from other sources' on the grounds taken in previous assessment year. Further, the Assessing Officer made disallowance under section 14A read with rule 8D of the Act amounting to Rs. 6.23 million and a total demand for Rs. 694.41 million was raised which was later revised to Rs. 704.07 million. The Company had deposited Rs. 30.24 million under protest against the tax demand. The CIT-Appeals had decided the matter related to issue of shares at premium in favour of the Company. The Income tax department had adjusted the tax deposited under protest amounting to Rs. 30.24 million and interest of Rs. 2.90 million against the tax demand for Assessment Year 2012-13. Income tax department has filed an appeal before ITAT against the orders of CIT-Appeals, which is currently pending disposal.

c. During Assessment Year 2011-12 (financial year 2010-11), the Company issued shares on premium and credited Rs. 1,512.68 million in securities premium account. The Assessing Officer challenged the allotment of Company's shares at premium and treated the securities premium on issue of shares as 'income from other sources' on the grounds taken in earlier assessment years. Further, the Assessing Officer made a disallowance under section 14A read with rule 8D of the Act amounting to Rs. 9.67 million and a total demand for Rs. 671.89 million has been raised. Subsequently, the CIT-Appeals had decided the matter related to issue of shares at premium in favour of the Company and referred back to the Assessing Officer to modify the demand in accordance with the relief granted to the Company.

d. During Assessment Year 2012-13 (financial year 2011-12), the Company issued shares on premium and credited Rs. 639.82 million in securities premium account. The Assessing Officer challenged the allotment of Company's shares at premium and treated the securities premium on issue of shares as 'income from other sources' on the grounds taken in earlier assessment years. Further, the Assessing Officer made disallowance under section 14A read with rule 8D of the Act amounting to Rs. 0.39 million and a total demand for Rs. 269.94 million, has been raised in March 2015. An advance tax amounting to Rs. 12.10 million pertaining to Assessment year 2012-13 year has been adjusted from this demand. The Company has filed an appeal against the Order before CIT-Appeals. Further, the Income tax department has adjusted advance tax refund receivable amounting to Rs. 19.96 million (interest of Rs. 3.05 million thereon) and Rs. 17.07 million (interest of Rs. 2.29 million thereon) pertaining to Assessment Year 2013-14 and Assessment Year 2014-15 respectively against the tax demand for Assessment Year 2012-13. Subsequently, the CIT-Appeals had decided the matter related to issue of shares at premium in favour of the Company and referred back to Assessing Officer to modify the demand in accordance with the relief granted to the Company. Subsequently, Income tax department has issued an order of modification of demand as on March 31, 2017 to refund total deposit under protest amounting to Rs. 140.64 million and interest of Rs. 12.44 million to the Company which is received in the month of April 2017.

**(All amounts in Indian Rupees millions unless otherwise stated)**

Based on discussion with experts, the management believes that no demand is likely to crystallise in respect of matters given in note (a), (b), (c) and (d) and thus, no adjustments are required in Consolidated Financial Statements in this regard.

**B. Other capital commitments**

Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for Rs. Nil (March 31, 2017: Rs. Nil).

## 31. Gratuity plan

The Company provides for gratuity, which is defined benefit retirement plan covering all employees. Every employee gets gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with the Life Insurance Corporation in the form of qualifying insurance policy.

The present value of the obligation under such defined benefit plan and the related current service cost and, where applicable past service cost are determined based on an actuarial valuation done using the Projected Unit Credit Method by an independent actuary, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans is based on the market yields on Government bonds as at the date of actuarial valuation. Actuarial gains and losses (net of tax) are recognised in the Other Comprehensive Income. The Company has a policy of getting the actuarial valuation done every reporting date basis. Accordingly, the disclosures have been made for the year ended March 31, 2018 and previous year ended March 31, 2017.

The following tables summaries the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the plans.

**Statement of Profit and Loss**
**Expense recognised in the Statement of Profit and Loss during the year**

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Current service cost | 1.45 | 1.52 |
| Interest cost on benefit obligation | 0.41 | 0.32 |
| Interest income on plan assets | (0.44) | (0.10) |
| **Total expense for the year** | 1.42 | 1.74 |

**Statement of Other comprehensive income (excluding tax)**

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Actuarial loss for the year on benefit obligation | (0.65) | (1.40) |
| Actuarial gain /(loss) for the year on planned asset | (0.23) | 0.10 |
| **Actuarial loss at the end of the year** | (0.88) | (1.30) |

**Balance sheet**

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Present value of defined benefit obligation | 4.66 | 5.42 |
| Fair value of plan assets | 6.17 | 5.88 |
| Plan asset | 1.51 | 0.46 |

**Changes in the present value of the defined benefit obligation are as follows:**

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Opening defined benefit obligation | 5.42 | 3.95 |
| Interest cost | 0.41 | 0.32 |
| Current service cost | 1.46 | 1.52 |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| | | |
|---|---|---|
| Benefits paid | (3.28) | (1.77) |
| Actuarial loss on obligation | 0.65 | 1.40 |
| **Closing defined benefit obligation** | 4.66 | 5.42 |

**Changes in the fair value of plan assets are as follows:**

| **Particulars** | **March 31, 2018** | **March 31, 2017** |
|---|---|---|
| Opening fair value of plan assets | 5.88 | 1.19 |
| Interest income on plan assets | 0.21 | 0.19 |
| Contributions by employer | 2.80 | 5.06 |
| Benefits paid | (2.72) | (0.56) |
| **Closing fair value of plan assets** | 6.17 | 5.88 |

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

| **Particulars** | **March 31, 2018** | **March 31, 2017** |
|---|---|---|
| Investments with insurer | 100% | 100% |

The principal assumptions used in determining gratuity benefit obligations for the Company's plan are mentioned below:

| **Particulars** | **March 31, 2018** | **March 31, 2017** |
|---|---|---|
| Discount rate | 7.71% | 7.54% |
| Future salary increase | 7.00% | 7.00% |
| Attrition rate | 5.00% | 5.00% |
| Mortality rate | IALM (2006 - 08) | IALM (2006 - 08) |

The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the year over which the obligation is to be settled.

Significant actuarial assumptions for determination of defined obligation are discount rate and future salary increase. The sensitivity analysis below have been determined on reasonable possible changes of the respective assumptions occurring at the end of year, while holding all other assumptions constant.

| **Particulars** | **March 31, 2018** | **March 31, 2017** |
|---|---|---|
| **Impact of the change in discount rate** | | |
| 0.5% increase | (0.22) | (0.26) |
| 0.5% decrease | 0.23 | 0.28 |
| **Impact of the change in future salary increase** | | |
| 0.5% increase | 0.23 | 0.28 |
| 0.5% decrease | (0.22) | (0.26) |

The sensitivity due to change in mortality rate and attrition rate are not material and hence impact of such change is not calculated.

Expected cash flows for the following year:

| **Year** | **March 31, 2018** | **March 31, 2017** |
|---|---|---|
| Within 1 year | 0.22 | 0.29 |
| 1-2 year | 0.15 | 0.25 |
| 2-3 year | 0.16 | 0.26 |
| 3-4 year | 0.20 | 0.24 |
| 4-5 year | 0.20 | 0.23 |
| 5-6 year | 0.20 | 0.22 |
| 6 year onwards | 3.52 | 3.92 |

**(All amounts in Indian Rupees millions unless otherwise stated)**

**Defined contribution plan - Contribution to provident fund**

| Defined Contribution Plan | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Contribution to provident fund (excluding administration and EDLI charges) | 5.14 | 4.69 |

## 32. Segment Information

The Company is in the business of acquiring, developing and operating a range of renewable energy projects and is in the process of setting up various power projects. Presently, the Company has various subsidiaries for operating and maintaining renewable power plants and is providing management and facility sharing services and project management services to its subsidiaries. This is the only activity performed and is thus also the main source of risks and returns. The Company has a single reportable segment which is reviewed by Chief Operating Decision Maker (CODM). Further, The Company operates within India and does not have operations in economic environments with different risk and returns. Hence, it is considered operating in single geographical segment. During the current year, out of the total revenue of Rs. 270.90 million, entire Rs. 270.90 million revenue is from subsidiaries.

## 33. Micro, small and medium enterprises

In terms of notification no. G.S.R. 719(E) dated November 16, 2007 issued by the Central Government of India, the disclosure of payments due to any supplier as at March 31, 2018 are as follows:

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| (i) the principal amount remaining unpaid to supplier as at the end of the year | 2.22 | - |
| (ii) the interest due on the principal remaining outstanding as at the end of the year | - | - |
| (iii) the amount of principal paid under the Micro, Small and Medium Enterprises Development Act, 2006, beyond the appointed day during the year | - | - |
| (iv) the amount of interest paid under in terms of Sections 16 of the Micro, Small and Medium Enterprises Development Act, 2006, beyond the appointed day during the year | - | - |
| (v) the amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006, | - | - |
| (vi) the amount of interest accrued and remaining unpaid at the end of the year | - | - |
| (vii) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the Micro, Small and Medium Enterprises Development Act, 2006, | - | - |

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Company.

## 34. Leases

The Company has taken office space under operating lease arrangements. Minimum lease payments charged during the year to the Statement of Profit and Loss was Rs. 28.91 million (March 31, 2017: Rs. 24.94 million). The future minimum lease payments under non-cancellable operating leases as of March 31, 2018 are as follows:

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Not later than one year | 24.02 | 24.02 |
| Later than one year but not later than five years | 113.13 | 106.18 |
| Later than five years | 69.61 | 100.58 |

**(All amounts in Indian Rupees millions unless otherwise stated)**

**35.** During the year, the Company was required to spend on activities related to Corporate Social Responsibility an amount of up to Rs.1.75 million (March 31, 2017: Rs. Nil).

The amount spent during the year is mentioned below:

| **Particulars** | **Amount paid** | **Amount yet to be paid** | **Total** |
|---|---|---|---|
| Construction/acquisition of any asset | -<br>(-) | -<br>(-) | -<br>(-) |
| Others | 0.91<br>(-) | 0.40<br>(-) | 1.31<br>(-) |

* Figures in brackets relates to previous year

**36. Related party disclosures**

**A. Names of related parties and related party relationship**

**a. Related parties where control exists**

**Ultimate Holding Company**
Sembcorp Industries Limited (with effect from February 13, 2015)

**Intermediate Holding Company**
Sembcorp Utilities Pte. Limited (upto February 13, 2018)

**Holding Company**
Sembcorp Energy India Limited (formerly Thermal Powertech Corporation India Limited) (from February 14, 2018)

**Substantial shareholder**
IDFC Infrastructure Fund 3, *a SEBI registered venture capital fund of which, IDFC Private Equity Fund III is a unit scheme and IDFC Trustee Company Limited is the Trustee* (upto February 13, 2018)

**Fellow subsidiary**
Sembcorp India Private Limited

**Subsidiaries**
Green Infra Wind Farms Limited
Green Infra Wind Energy Limited (GIWEL)
Green Infra Solar Energy Limited
Green Infra Solar Farms Limited
Green Infra Solar Projects Limited
Green Infra Wind Generation Limited
Green Infra Wind Power Projects Limited
Green Infra Wind Power Generation Limited
Green Infra Corporate Solar Limited
Green Infra BTV Limited (GIBTVL)
Green Infra Wind Energy Theni Limited (Subsidiary of GIBTVL)
Green Infra Wind Power Theni Limited (Subsidiary of GIBTVL)
Green Infra Wind Ventures Limited (GIWVL)
Green Infra Corporate Wind Limited (Subsidiary of GIWVL)
Green Infra Wind Power Limited (Subsidiary of GIWVL)
Green Infra Wind Energy Assets Limited (Subsidiary of GIWVL)
Green Infra Wind Farm Assets Limited(Subsidiary of GIWVL)
Green Infra Wind Energy Projects Limited (Subsidiary of GIWVL)
Mulanur Renewable Energy Private Limited (with effect from July 29, 2016)
Green Infra Renewable Energy Limited (Subsidiary of GIWEL with effect from March 2, 2017)
Green Infra Wind Limited (Subsidiary of GIWVL up to July 28, 2017)

Green Infra Wind Assets Limited
Green Infra Wind Technology Limited
Green Infra Wind Solutions Limited
Green Infra Clean Wind Energy Limited
Green Infra Wind Techno Solutions Limited (subsidiary has filed an application dated June 6, 2017 for closure before Registrar of Companies under Fast Track Exit scheme).

**b. Names of other related parties with whom transactions have taken place during the year**

**Associate companies**
Hurla Valley Power Private Limited
Green Kurpan Power Private Limited
Green Mountain Hydro Power Private Limited

(The above associates have filed an application dated January 19, 2018 for closure before Registrar of Companies under Fast Track Exit scheme).

**Key Managerial Personnel**
Mr. Subrat Das, Chief Financial Officer
Dr. Vijay Laxman Kelkar, Independent Director
Mr. Bobby Kanubhai Parikh, Independent Director
Mrs. Sangeeta Talwar, Independent Director

---------------------*This space is intentionally left blank*----------------------

**(All amounts in Indian Rupees millions unless otherwise stated)**

**b. Transactions during the year with related parties**

| **Related parties** | **Share capital issued (including securities premium)** | | **Direct nomination deposit received** | |
|---|---|---|---|---|
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2018** | **March 31, 2017** |
| Sembcorp Utilities Pte. Ltd. | 1,000.00 | 3,600.00 | 0.10 | - |
| **Total** | **1,000.00** | **3,600.00** | **0.10** | **-** |

| **Related parties** | **Redemption of preference shares by subsidiaries** | | **Investment in compulsory convertible debentures of subsidaries** | |
|---|---|---|---|---|
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2018** | **March 31, 2017** |
| Green Infra Wind Solutions Limited | 80.60 | - | - | - |
| Green Infra Wind Power Generation Limited | - | - | 1,286.00 | - |
| Mulanur Renewable Energy Private Limited | - | - | 401.80 | - |
| **Total** | **80.60** | **-** | **1,687.80** | **-** |

| **Related parties** | **Investment in equity shares** | | **Purchase of shares of a subsidiary** | |
|---|---|---|---|---|
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2018** | **March 31, 2017** |
| Green Infra Wind Energy Limited | 838.50 | 4,200.00 | - | - |
| Green Infra Wind Limited | - | 6.50 | - | - |
| Green Infra Wind Assets Limited | - | 1.50 | 505.50 | - |
| Green Infra Wind Solutions Limited | 854.00 | - | - | - |
| Green Infra Corporate Solar Limited | - | 350.00 | - | - |
| Green Infra Wind Power Generation Limited | - | 20.00 | - | - |
| Green Infra Wind Ventures Limited | - | - | - | 29.99 |
| **Total** | **1,692.50** | **4,578.00** | **505.50** | **29.99** |

| **Related parties** | **Interest income on loans** | | **Assignment of vendor advances** | |
|---|---|---|---|---|
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2018** | **March 31, 2017** |
| Green Infra Wind Energy Assets Limited | - | 0.27 | - | - |
| Green Infra Wind Energy Limited | 25.94 | 6.82 | - | 217.20 |
| Green Infra Wind Farm Assets Limited | - | 2.44 | - | - |
| Mulanur Renewable Energy Private Limited | 25.14 | 45.69 | - | - |
| Green Infra Wind Limited | - | 0.14 | - | - |
| Green Infra Wind Farms Limited | - | 5.28 | - | - |
| Green Infra Wind Generation Limited | - | 0.29 | - | - |
| Green Infra Corporate Solar Limited | 28.63 | 71.36 | - | - |
| Green Infra BTV Limited | - | 23.21 | - | - |
| Green Infra Wind Solutions Limited | - | 0.01 | - | - |
| Green Infra Wind Ventures Limited | - | 1.39 | - | - |
| Green Infra Wind Energy Project Limited | - | 1.81 | - | - |
| Green Infra Wind Power Generation Limited | 10.18 | 121.98 | - | 145.73 |
| Green Infra Wind Assets Limited | - | 0.02 | - | - |
| Green Infra Clean Wind Energy Limited | - | - | - | 213.15 |
| Green Infra Wind Techno Solutions Limited | - | - | - | 1.73 |
| **Total** | **89.89** | **280.73** | **-** | **577.81** |

SEMBCORP GREEN INFRA LIMITED
(Formerly Green Infra Limited)
**Notes to the standalone financial statements for the year ended on March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

| **Related parties** | **Loans given to subsidiaries** | | **Loans repaid by subsidiaries** | |
|---|---|---|---|---|
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2018** | **March 31, 2017** |
| Green Infra Wind Limited | - | 0.15 | - | 5.93 |
| Green Infra Wind Solutions Limited | - | 4.50 | - | 4.50 |
| Green Infra Wind Technology Limited # | - | 0.10 | - | 0.10 |
| Green Infra Wind Energy Assets Limited | - | - | - | 5.00 |
| Mulanur Renewable Energy Private Limited | - | 1,396.89 | 401.81 | 995.08 |
| Green Infra Wind Farm Assets Limited | - | 30.00 | - | 104.41 |
| Green Infra Wind Farms Limited | - | 42.00 | - | 109.00 |
| Green Infra Wind Generation Limited | - | 20.00 | - | 20.00 |
| Green Infra Wind Energy Project Limited | - | 36.20 | - | 72.15 |
| Green Infra Wind Power Generation Limited | - | 927.10 | - | 2,649.12 |
| Green Infra Wind Ventures Limited | - | 0.80 | - | 48.40 |
| Green Infra Corporate Solar Limited | 14.50 | - | 551.36 | 368.64 |
| Green Infra BTV Limited | - | 107.00 | - | 355.70 |
| Green Infra Wind Energy Limited | 1,369.20 | - | 1,369.20 | 583.33 |
| Green Infra Wind Assets Limited | - | - | - | 1.20 |
| **Total** | **1,383.70** | **2,564.74** | **2,322.37** | **5,322.55** |

# During the years year March 31, 2017, loan of Rs. 0.10 million has been assigned by Green Infra Wind Technology Limited to Green Infra Wind Power Generation Limited as a part of Business Transfer agreement.

| **Related parties** | **Advance receivable written off/ (liabilites written back)** | | **Legal and professional services taken** | |
|---|---|---|---|---|
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2018** | **March 31, 2017** |
| Green Infra Wind Power Solutions Limited | - | 1.26 | - | - |
| Green Infra Wind Techno Solutions Limited | - | 0.80 | - | - |
| Green Infra Wind Power Development Limited | - | 0.06 | - | - |
| Green Infra Wind Power Ventures Limited | - | 0.03 | - | - |
| Green Infra Wind Power Technology Limited | - | 0.04 | - | - |
| Green Infra Wind Energy Efficiency Limited | - | 1.30 | - | - |
| Green Mountain Hydro Power Private Limited | 0.02 | 0.02 | - | - |
| Green Infra Wind Limited | - | 0.12 | - | - |
| Hurla Valley Power Private Limited | 0.01 | 0.03 | - | - |
| Green Infra Wind Energy Creation Limited | - | 0.01 | - | - |
| Green Infra Wind Energy Development Limited | - | 0.34 | - | - |
| Green Kurpan Power Private Limited | (0.01) | 0.02 | - | - |
| Sembcorp India Private Limited | - | - | 94.19 | 29.13 |
| Sembcorp Utilities Pte. Ltd. | - | - | 26.95 | 23.52 |
| **Total** | **0.02** | **4.03** | **121.14** | **52.65** |

| **Related parties** | **Facility charges** | | **License cost** | |
|---|---|---|---|---|
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2018** | **March 31, 2017** |
| Sembcorp Utilities Pte. Ltd. | - | - | 12.41 | 9.48 |
| Sembcorp India Private Limited | 2.50 | 1.98 | - | - |
| **Total** | **2.50** | **1.98** | **12.41** | **9.48** |

| **Related parties** | **Director sitting fee (excluding taxes)** | | **Remuneration for key management personnel including bonus** | |
|---|---|---|---|---|
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2018** | **March 31, 2017** |
| Dr. Vijay Laxman Kelkar | 0.60 | 0.40 | - | - |
| Mrs. Sangeeta Talwar | 0.90 | 1.10 | - | - |
| Mr. Bobby Kanubhai Parikh | 1.00 | 0.90 | - | - |
| Mr. Subrat Das | - | - | 14.21 | - |
| **Total** | **2.50** | **2.40** | **14.21** | **-** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| Related parties | Expenditure incurred or payment made by the company on behalf of subsidiaries or associates or related parties/ Expenditure made on behalf of company | | Income from services | |
|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 | March 31, 2017 |
| Green Infra Wind Power Generation Limited | 1.85 | 7.26 | 20.37 | 75.30 |
| Green Infra Corporate Solar Limited | 2.21 | 8.37 | 41.62 | 48.34 |
| Green Infra Corporate Wind Limited | 5.36 | 0.03 | 4.07 | 5.38 |
| Green Infra Wind Ventures Limited | 0.01 | 0.47 | - | - |
| Green Infra Solar Energy Limited | 0.86 | 1.77 | 1.96 | 2.06 |
| Green Infra Solar Farms Limited | 0.52 | 0.15 | 3.92 | 4.13 |
| Green Infra Solar Projects Limited | 0.03 | - | 0.98 | 1.03 |
| Green Infra Wind Assets Limited | 0.03 | 0.00 | - | - |
| Green Infra Wind Energy Assets Limited | 0.35 | 0.31 | 4.69 | 3.09 |
| Green Infra Wind Energy Limited | 1.78 | 12.88 | 66.53 | 65.33 |
| Green Infra Wind Energy Project Limited | 0.01 | 0.06 | 3.53 | 3.71 |
| Green Infra Wind Farm Assets Limited | 1.39 | 1.65 | 14.07 | 9.28 |
| Green Infra Wind Farms Limited | 1.93 | 0.35 | 4.70 | 4.95 |
| Green Infra Wind Generation Limited | 1.19 | - | 7.97 | 5.26 |
| Green Infra Wind Power Limited | 6.04 | 0.03 | 3.92 | 5.21 |
| Green Infra Wind Power Projects Limited | 0.57 | 0.04 | 7.50 | 4.95 |
| Green Infra Wind Limited | 0.16 | - | - | - |
| Green Infra Wind Energy Development Limited | - | 0.36 | - | - |
| Green Infra Wind Technology Limited | 0.23 | 0.25 | - | - |
| Green Infra Wind Solutions Limited | 0.38 | 0.02 | 15.48 | 34.67 |
| Green Infra Wind Techno Solutions Limited | - | 0.02 | - | - |
| Green Infra Wind Power Solutions Limited | - | 1.27 | - | - |
| Green Infra Wind Energy Efficiency Limited | - | 1.31 | - | - |
| Green Infra Wind Energy Creation Limited | - | 0.03 | - | - |
| Green Infra Wind Power Development Limited | - | 0.06 | - | - |
| Green Infra Wind Power Technology Limited | - | 0.04 | - | - |
| Green Infra Wind Power Ventures Limited | - | 0.03 | - | - |
| Green Infra Clean Wind Energy Limited | 0.03 | 0.05 | - | - |
| Green Infra BTV Limited | 4.85 | 8.33 | 12.62 | 10.16 |
| Green Infra Wind Energy Theni Limited | 1.06 | 1.65 | 2.34 | 1.55 |
| Green Infra Wind Power Theni Limited | 0.09 | 0.03 | 0.94 | 0.62 |
| Green Infra Renewable Energy Limited | 4.81 | - | 45.73 | - |
| Green Mountain Hydro Power Private Limited | 0.02 | 0.02 | - | - |
| Hurla Valley Power Private Limited | 0.02 | 0.03 | - | - |
| Green Kurpan Power Private Limited | 0.02 | 0.02 | - | - |
| Sembcorp Utilities Pte. Ltd. | 4.41 | 6.02 | - | - |
| Sembcorp India Private Limited | 0.11 | 0.02 | - | - |
| Mulanur Renewable Energy Private Limited | 4.87 | 29.27 | 7.97 | 3.55 |
| **Total** | **45.20** | **82.17** | **270.90** | **288.58** |

**d. Balance outstanding as at March 31, 2018**

| Related parties | Loan to subsidiaries | | Interest accrued on loans | |
|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 | March 31, 2017 |
| Green Infra Corporate Solar Limited | 72.32 | 609.18 | 85.16 | 59.39 |
| Green Infra Wind Energy Limited | - | - | 0.65 | - |
| Mulanur Renewable Energy Private Limited | - | 401.81 | 63.75 | 41.12 |
| Green Infra Wind Power Generation Limited | 123.43 | 123.43 | 46.85 | 37.69 |
| **Total** | **195.75** | **1,134.42** | **196.41** | **138.20** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| Related parties | Trade and advance receivable | | Unbilled revenue | |
|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 | March 31, 2017 |
| Green Infra Corporate Wind Limited | - | 0.00 | 1.59 | 0.55 |
| Green Infra Clean Wind Energy Limited | (0.15) | (0.18) | - | - |
| Green Infra Corporate Solar Limited | 103.85 | 152.12 | 16.21 | 5.66 |
| Green Infra Wind Energy Limited | 1.90 | 255.09 | 29.76 | 11.12 |
| Green Infra Wind Assets Limited | 0.03 | - | - | - |
| Green Infra Wind Technology Limited | 0.01 | 0.25 | - | - |
| Green Infra Wind Solutions Limited | 21.28 | 18.17 | 8.98 | 15.63 |
| Green Infra Wind Power Limited | - | 0.00 | 1.53 | 0.53 |
| Green Infra Wind Farm Assets Limited | 6.60 | 8.65 | 8.16 | 1.19 |
| Green Infra Wind Farms Limited | 12.89 | 11.21 | 1.83 | 0.64 |
| Green Infra BTV Limited | - | - | 6.44 | 1.30 |
| Green Infra Wind Energy Assets Limited | 2.14 | 12.76 | 2.72 | 0.40 |
| Green Infra Solar Energy Limited | 2.06 | 12.21 | 0.76 | 0.26 |
| Green Infra Solar Farms Limited | 0.00 | 0.03 | 1.53 | 0.53 |
| Green Infra Solar Projects Limited | - | - | 0.38 | 0.13 |
| Green Infra Wind Energy Project Limited | - | 1.82 | 1.37 | 0.48 |
| Green Infra Wind Power Generation Limited | 241.35 | 233.45 | 7.93 | 2.69 |
| Green Infra Wind Generation Limited | - | 2.58 | 4.63 | 0.68 |
| Green Infra Wind Ventures Limited | 0.01 | - | - | - |
| Green Infra Wind Energy Theni Limited | - | - | 1.36 | 0.20 |
| Green Infra Wind Power Theni Limited | 1.90 | 1.35 | 0.54 | 0.08 |
| Green Infra Wind Power Projects Limited | - | - | 4.35 | 0.64 |
| Green Infra Wind Limited | 0.16 | - | - | - |
| Green Infra Renewable Energy Limited | 28.51 | - | - | - |
| Green Infra Gratuity Trust | - | 0.02 | - | - |
| Mulanur Renewable Energy Private Limited | 10.27 | 6.12 | 4.63 | 0.89 |
| **Total** | **432.80** | **715.68** | **104.71** | **43.60** |

| Related parties | Trade and other payables | | Director nomination deposit | |
|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 | March 31, 2017 |
| Sembcorp Utilities Pte. Ltd. | 31.74 | 42.45 | 0.10 | - |
| Sembcorp India Private Limited | 26.64 | 6.85 | - | - |
| Green Infra Wind ventures Limited | 3.61 | - | - | - |
| **Total** | **61.98** | **49.31** | **0.10** | **-** |

| Related parties | Bonus payable | |
|---|---|---|
| | March 31, 2018 | March 31, 2017 |
| Mr. Subrat Das | 1.05 | - |
| **Total** | **1.05** | **-** |

**37.** In an earlier year, the Company had purchased 49% equity shares in three associate companies at Rs. 107.94 million, of which Rs. 61.28 million was payable as initial consideration, Rs. 8.24 million was to be paid within 30 days of receiving techno-economic clearance and balance Rs. 38.41 million to be paid within 30 days of receipt of the first disbursal of capital subsidy, which was further split into additional milestones based on amendments to Share Purchase and Shareholders Agreement. The investment in these three associate companies amounted to Rs. 69.53 million on account of payments made as part purchase consideration on achievement of certain milestones as stipulated in the respective agreements. The Company had also invested Rs. 20.53 million in the debentures of these associate companies till March 31, 2015 and had given advances of Rs. 2.95 million till March 31, 2015.

During the year ended March 31, 2015, the Company had decided not to pursue hydro power projects considering non-sustainability in future. Accordingly, the Company has made provision, for diminution in relation to investments in equity shares of Rs. 69.53 million, debentures of Rs. 20.53 million of the associate companies and advances recoverable of Rs. 2.95 million from such associate companies. During the year ended March 31, 2016, the Company has written off such advances amounting Rs. 2.95 million (provided in earlier years) as it was considered non-recoverable.

During the current year, company has written off investment in shares and debentures amount aggregating to Rs. 90.05 million which were provided in earlier years. Further, the Company has also written off an advance of Rs. 0.02 million (March 31, 2017: Rs. 0.32 million) as extended to associate companies for meeting certain mandatory expenses. The Company believes that no further liability shall arise requiring any adjustment in these financial statements at this stage.

**38.** In earlier years, the Company along with its few subsidiaries had entered into various agreements with certain vendors for development of wind power projects of 490.5 MW and providing related services in the state of Karnataka. Subsequently, through the Assignment Agreements, the Company had assigned all rights, interest and obligations arising out of above agreements to nine of its few subsidiaries incorporated for undertaking these projects.

During the year ended March 31, 2017, a Memorandum of Understanding (MOU) has been signed between the Company and its three subsidiaries Green Infra Wind Power Generation Limited (GIWPGL), Green Infra Wind Energy Limited (GIWEL) and Green Infra Clean Wind Energy Limited (GICWEL) under which the parties have agreed to execute the 44 MW project in GIWPGL and the balance 40 MW in GIWEL. Further, it was also agreed that the advance so lying would be transferred to the concerned entity and would be available for adjustment against the consideration payable for the respective projects. Accordingly, the project advance available in GICWEL is reassigned and advance available as per contractual terms amounting to Rs. 362.93 million has been transferred from the Company to the two subsidiaries amounting to Rs 145.73 million and Rs. 217.20 million in GIWPGL and GIWEL respectively.

Subsequently, GIWPGL and GIWEL had obtained Government Order and Power Evacuation approval and various invoices amounting Rs. 145.73 million and Rs. 132.48 million has been received for the milestone achieved in GIWPGL and GIWEL respectively which has been accounted as capital-work-in-progress and the vendor liability has been adjusted against the advance so available of the vendor in the respective entities.

Further, on June 3, 2017, the Company along with its subsidiaries had signed a Settlement & Release Agreement No.1 with the vendor in which the vendor had been absolved of all its responsibilities without any recourse to the Company at an agreed settlement amount of Rs. 384.72 million. Part of this settlement, amounting Rs. 300.00 million has been paid by the Company and part of the amount had been adjusted from the advance lying in GIWEL amounting to Rs. 84.72 million.

Considering the above settlement, the Company had accounted Rs. 150.22 million as a compensation claim (after netting of Rs. 149.78 million provided in the previous year) against the final settlement. Further, the Company has written off all its investment in eight subsidiaries amounting to Rs. 275.90 million which was provided in the earlier year. The Company believes that no further liability shall arise requiring any adjustment in these financial statements as a final settlement agreement has been signed with the vendor.

**39.** The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Section 92-92F of the Income Tax Act, 1961. The management is of the opinion that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

**40.** The Company did not have any holdings or dealings in Specified Bank Notes as mentioned in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016 during the period from November 8, 2016 to December 30, 2016.

**41.** Certain subsidiaries of the Company are setting up or have recently set up power projects and are currently in losses. The management has committed to provide continued operational and financial support to these subsidiaries to meet their working capital and other financing requirements and based upon future projections of these subsidiaries, the Company believes that the diminution is temporary and there is no need to carry any provision against these investments except as already made in the financial statements.

During the previous year ended March 31, 2017, eight subsidiaries of the Company had applied for closure under the Fast Track Exit Scheme (FTE Scheme) for Defunct Companies for surrender of its registration. Application for seven subsidiaries for closure had been accepted by Ministry of Corporate Affairs (MCA) vide its various letters dated May 23, 2017 and June 6, 2017 and the name of these companies had been struck off from the Register. As per information available on MCA the eighth entity, GIWTSL in under process for strike off.

**42. New standards and interpretation not yet adopted**

**Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:** On March 28, 2018, Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the financial statements and is of the view that no change in accounting policy is required and the impact is not material.

**Ind AS 115, Revenue from Contracts with Customers:** On March 28, 2018, Ministry of Corporate Affairs (MCA) has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Moreover, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts with customers. The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018. The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method as defined under standard and accordingly, comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. While, the Company is in the process of implementing Ind AS 115 on financial statement, it is of the view that there will not be any significant change in its revenue recognition policy and the impact of the same will not be material.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152

Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
*Director*
DIN: 07350892

Place: Gurugram
Date: May 21, 2018

**Subrat Das**
*Chief Financial Officer*
PAN: AHOPD4855F

Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
Membership No: A28973

Place: Gurugram
Date: May 21, 2018

## INDEPENDENT AUDITOR'S REPORT

## To the Members of Sembcorp Green Infra Limited

## Report on the Audit of Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Sembcorp Green Infra Limited (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Company” or “the Group”), and its associates, which comprise the Consolidated Balance Sheet as at 31 March 2018, the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement, for the year then ended, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

### Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and of and its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made, as well as evaluating the overall presentation of the consolidated financial statements.

We are also responsible to conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of Group and of its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause Group and its associates to cease to continue as a going concern.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 2 (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31 March 2018, and their consolidated loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

## Other Matters

a) The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. Nil for the year ended 31 March 2018, as considered in the consolidated Ind AS financial statements, in respect of three associates, whose financial statements / financial information have not been audited by us. These Ind AS financial statements / financial information are unaudited and have been furnished to us by the Management of the Holding Company and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-Section (3) of Section 143 of the Act in so far as it relates to the aforesaid associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management of the Holding Company, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements / financial information certified by the management.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associates, as noted in the ‘other matter’ paragraph, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2018 taken on record by the Board of Directors of the Holding Company and the reports of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies and it associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and associates, as noted in the 'Other matter' paragraph:

   i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates. Refer Note 37 and 55 to the consolidated financial statements.

   ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 17, 36 (a) and 36(b)(i) to the consolidated financial statements in respect of such items as it relates to the Group.

   iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies incorporated in India during the year ended 31 March 2018.

   iv. The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made since the requirement does not pertain to financial year ended 31 March 2018. Corresponding amounts as appearing in the audited consolidated financial statements for the period ended 31 March 2017 have been disclosed.

*For* **B S R & Co. LLP**
*Chartered Accountants*
ICAI firm registration no.: 101248W/W-100022

Place :
Date :

*Partner*
Membership No.:

**Annexure A to the Independent Auditor's on the Consolidated Ind AS Financial Statements**

**Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting of Sembcorp Green Infra Limited ('the Holding Company'), its subsidiaries (collectively referred to as "the Company" or "the Group") and its associates which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

The Respective Board of Directors of the Holding Company and its subsidiary companies and and its associates which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Holding Company, its subsidiaries and its associates Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company, its subsidiaries and its associates Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.
Inherent Limitations of Internal Financial Controls Over Financial Reporting.

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company, its subsidiaries and its associates companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**Other Matter**

The financial statements / financial information and internal financial controls over financial reporting of three associate companies of the Holding Company, which are companies incorporated in India, are unaudited. In our opinion and according to the information and explanations given to us by the Management of the Holding Company, these associate companies are not material to the Group.

*For* **B S R & Co. LLP**
*Chartered Accountants*
ICAI firm registration no.: 101248W/W-100022

Place :
Date :

*Partner*
Membership No.:

**SEMBCORP GREEN INFRA LIMITED**
(Formerly Green Infra Limited)
**Consolidated Balance Sheet as at March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

| Particulars | Note | March 31, 2018 | March 31, 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 46,405.67 | 49,178.31 |
| Capital work-in-progress | 4 | 8,815.85 | 956.01 |
| Other intangible assets | 5 | 26.81 | 34.97 |
| Financial assets | | | |
| Derivative assets | 6 | 354.51 | 328.16 |
| Other financial assets | 7 | 1,613.48 | 1,592.42 |
| Deferred tax assets (net) | 8 | - | 29.77 |
| Non-current tax assets (net) | 9 | 247.62 | 406.94 |
| Other non-current assets | 10 | 6,143.19 | 418.56 |
| **Total non-current assets** | | **63,607.13** | **52,945.14** |
| **Current assets** | | | |
| Financial assets | | | |
| Investments | 11 | 2,629.49 | 2,370.81 |
| Inventories | 12 | 4.19 | - |
| Trade receivables | 13 | 2,484.03 | 2,267.19 |
| Cash and cash equivalents | 14 | 1,892.76 | 3,603.04 |
| Bank balances other than cash and cash equivalents | 14 | 433.47 | - |
| Other financial assets | 7 | 737.85 | 1,214.85 |
| Other current assets | 10 | 233.25 | 170.01 |
| **Total current assets** | | **8,415.04** | **9,625.90** |
| **Total assets** | | **72,022.17** | **62,571.04** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity share capital | 15 | 2,853.95 | 2,739.34 |
| Other equity | | 17,379.51 | 16,530.99 |
| Non-controlling interests | | 199.85 | 187.55 |
| **Total equity** | | **20,433.31** | **19,457.88** |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| Long-term borrowings | 16 | 31,888.88 | 32,053.83 |
| Derivative liabilities | 17 | 11.24 | 13.66 |
| Provisions | 18 | 287.16 | 261.51 |
| Deferred tax liabilities | 8 | 332.91 | 223.66 |
| Other non-current liabilities | 19 | 736.16 | 879.19 |
| **Total non-current liabilities** | | **33,256.35** | **33,431.85** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Short-term borrowings | 20 | 13,450.36 | 3,436.39 |
| Trade payables | 21 | 353.24 | 210.57 |
| Other financial liabilities | 22 | 4,007.15 | 5,812.20 |
| Other current liabilities | 19 | 455.01 | 214.57 |
| Provisions | 18 | 4.18 | 4.24 |
| Current tax liabilities (net) | 23 | 62.57 | 3.34 |
| **Total current liabilities** | | **18,332.51** | **9,681.31** |
| **Total liabilities** | | **51,588.86** | **43,113.16** |
| **Total equity and liabilities** | | **72,022.17** | **62,571.04** |

**Significant accounting policies** 3

The notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152

Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
*Director*
DIN: 07350892

Place: Gurugram
Date: May 21, 2018

**Subrat Das**
*Chief Financial Officer*
PAN: AHOPD4855F
Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
Membership No.: A28973
Place: Gurugram
Date: May 21, 2018

**SEMBCORP GREEN INFRA LIMITED**
(Formerly Green Infra Limited)

**Consolidated Statement of Profit and Loss for the year ended March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

| Particulars | Note | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 24 | 8,850.06 | 8,088.43 |
| Other income | 25 | 693.76 | 513.97 |
| **Total income** | | **9,543.82** | **8,602.40** |
| **Expenses** | | | |
| Employee benefits expense | 26 | 170.65 | 238.47 |
| Finance costs | 27 | 3,964.64 | 3,415.45 |
| Depreciation and amortisation expenses | 28 | 3,503.35 | 2,822.69 |
| Operating and other expenses | 29 | 1,614.25 | 1,577.87 |
| **Total expenses** | | **9,252.89** | **8,054.48** |
| **Profit before tax** | | **290.93** | **547.92** |
| **Tax expense** | 30 | | |
| Current tax expense | | 175.70 | 112.56 |
| Deferred tax charge | | 139.21 | 36.24 |
| **Total tax expense** | | **314.91** | **148.80** |
| **(Loss)/profit for the year** | | **(23.98)** | **399.12** |
| **Other comprehensive income** | | | |
| *Items that will not be reclassified subsequently to profit or loss* | | | |
| Actuarial loss on employee benefits obligation | | (0.51) | (1.99) |
| Income tax effect on above item | 30 | 0.19 | 0.68 |
| **Other comprehensive income (net of tax) that will not be reclassified subsequently to profit or loss** | | **(0.32)** | **(1.33)** |
| **Total comprehensive (loss)/ income for the year** | | **(24.30)** | **397.79** |
| **Attributable to:** | | | |
| Shareholders of the Company | | (38.34) | 431.70 |
| Non-controlling interests | | 14.04 | (33.91) |
| | | **(24.30)** | **397.79** |
| **Profit for the period attributable to:** | | | |
| Shareholders of the Company | | (37.99) | 433.03 |
| Non-controlling interests | | 14.01 | (33.91) |
| | | **(23.98)** | **399.12** |
| **Other comprehensive income attributable to:** | | | |
| Shareholders of the Company | | (0.35) | (1.33) |
| Non-controlling interests | | 0.03 | - |
| | | **(0.32)** | **(1.33)** |
| **(Loss)/ Earnings per share** | 31 | | |
| (Nominal value of shares Rs. 10 per share) | | | |
| Basic and diluted (loss)/ earnings per share (Rs.) | | **(0.09)** | **1.55** |
| **Significant accounting policies** | 3 | | |

The notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152
Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
*Director*
DIN: 07350892
Place: Gurugram
Date: May 21, 2018

**Subrat Das**
*Chief Financial Officer*
PAN: AHOPD4855F
Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
Membership No.: A28973
Place: Gurugram
Date: May 21, 2018

**SEMBCORP GREEN INFRA LIMITED**
(Formerly Green Infra Limited)

**Consolidated Cash Flow Statement for the year ended March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| **Cash flow from operating activities** | | |
| **Profit before tax** | **290.93** | **547.92** |
| Non cash adjustments to reconcile profit before tax to net cash flows | | |
| - Depreciation and amortisation expenses | 3,503.35 | 2,822.69 |
| - Net loss/ (gain) on disposal of property, plant and equipment | 1.00 | (0.40) |
| - Loss on fair valuation of financial assets | - | 17.07 |
| - Net loss/ (gain) on foreign exchange fluctuations | 0.22 | (0.63) |
| - Provisions, no longer required, written back | (159.84) | - |
| - Provision for expected credit loss | 67.17 | - |
| - Impairment of capital work-in-progress (refer note 41 and 53) | 78.17 | 13.24 |
| - Net loss/ (gain) on fair valuation of derivative contracts | (28.78) | 161.82 |
| - Net gain on fair value changes classified as FVTPL - other financial assets | (13.70) | (0.17) |
| - Doubtful advances written off (refer note 41 and 42) | 30.85 | 96.45 |
| Finance costs | 3,971.79 | 3,445.26 |
| Interest income | (195.79) | (198.56) |
| Net gain on fair value changes classified as FVTPL - mutual funds | (168.45) | (102.73) |
| **Operating profit before working capital changes** | **7,376.92** | **6,801.96** |
| Movements in working capital: | | |
| - Decrease/ (increase) in other financial assets | 494.44 | (314.26) |
| - Increase in trade receivables | (258.23) | (460.05) |
| - Increase in inventories | (4.19) | - |
| - Decrease in other current assets | (64.43) | (59.69) |
| - Increase in trade payables | 142.68 | 132.76 |
| - Increase in other financial liabilities | 263.25 | 283.52 |
| - (Decrease)/ increase in other current liabilities | 256.89 | 251.55 |
| - Decrease in provisions | (0.57) | (1.78) |
| **Cash generated from operating activities** | **8,206.76** | **6,634.01** |
| Income tax paid (net of refunds) | 46.42 | (285.22) |
| **Net cash flow from operating activities (a)** | **8,253.18** | **6,348.79** |
| | | |
| **Cash flow from investing activities** | | |
| Purchase of mutual funds | (11,004.22) | (11,699.09) |
| Sale of mutual funds | 10,988.99 | 10,714.40 |
| Investment in bank deposits | (3,001.89) | (4,631.41) |
| Proceeds from bank deposits matured | 2,459.60 | 4,464.39 |
| Investment in acquisition of subsidiary | - | (1.12) |
| Interest income received | 176.21 | 191.07 |
| Purchase of property, plant and equipment (including capital work-in-progress) and payment to capital vendors | (16,168.16) | (11,712.04) |
| Proceeds from sale of property, plant and equipment | 0.59 | 0.11 |
| Purchase of shares of subsidiaries | (0.43) | (2.75) |
| Sale of shares of subsidiaries | 0.21 | 0.11 |
| **Net cash used in investing activities (b)** | **(16,549.10)** | **(12,676.33)** |
| | | |
| **Cash flows from financing activities** | | |
| Finance costs paid | (4,195.25) | (3,573.74) |
| Proceeds from issue of equity share capital (including securities premium) | 1,000.00 | 3,600.00 |
| Proceeds from issue of equity share capital issued to non-controlling interest | 0.95 | 14.95 |
| Proceeds from long-term borrowings | 9,660.67 | 9,953.35 |
| Repayment of long-term borrowings | (9,893.70) | (4,673.02) |
| Proceeds from short-term borrowings | 17,402.71 | 4,501.93 |
| Repayment of short-term borrowings | (7,388.74) | (2,085.20) |
| Payment for expenses incurred in relation to issuance of shares | (1.00) | (3.60) |
| **Net cash flow from financing activities (c)** | **6,585.64** | **7,734.67** |

**SEMBCORP GREEN INFRA LIMITED**
(Formerly Green Infra Limited)

**Consolidated Cash Flow Statement for the year ended March 31, 2018 (Contd.)**
**(All amounts in Indian Rupees millions unless otherwise stated)**

| **Particulars** | **For the year ended March 31, 2018** | **For the year ended March 31, 2017** |
|---|---|---|
| Net (decrease)/increase in cash and cash equivalents (a+b+c) | (1,710.28) | 1,407.13 |
| Cash and cash equivalents at the beginning of the year | 3,603.04 | 2,192.81 |
| - on acquisition of subsidiaries during the year | - | 3.10 |
| **Cash and cash equivalents at the end of the year** | **1,892.76** | **3,603.04** |
| | | |
| **Components of cash and cash equivalents** | | |
| Balance with scheduled banks: | | |
| - On current accounts | 581.78 | 1,038.92 |
| - On deposits with original maturity of three months or less | 1,310.98 | 2,564.12 |
| | **1,892.76** | **3,603.04** |

**Changes in liabilities arising from financing activities**

| **Particulars** | **For the year ended March 31, 2018** | **For the year ended March 31, 2017** |
|---|---|---|
| **Opening balance** | | |
| Long term borrowings | 34,499.45 | 29,327.99 |
| Short term borrowings | 3,436.39 | 1,019.66 |
| **Non cash adjustment** | | |
| Loss on foreign exchange restatement as per para 46A | (26.72) | (108.87) |
| **Net cash flows** | | |
| Long term borrowings | (233.03) | 5,280.33 |
| Short term borrowings | 10,013.97 | 2,416.73 |
| **Closing balance** | | |
| Long term borrowings | 34,239.70 | 34,499.45 |
| Short term borrowings | 13,450.36 | 3,436.39 |

**Significant accounting policies** 3

The notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152

Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
*Director*
DIN: 07350892

Place: Gurugram
Date: May 21, 2018

**Subrat Das**
*Chief Financial Officer*
PAN: AHOPD4855F

Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
Membership No.: A28973

Place: Gurugram
Date: May 21, 2018

**SEMBCORP GREEN INFRA LIMITED**

(Formerly Green Infra Limited)

**Consolidated Statement of Changes in Equity for the year ended March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

**(a) Equity share capital**

| **Particulars** | **Number** | **Amount** |
|---|---|---|
| **Balance as at April 1, 2016** | 23,26,73,131 | 2,326.73 |
| Changes in equity share capital during the financial year 2016-17 (refer note 15) | 4,12,60,740 | 412.61 |
| **Balance as at March 31, 2017** | 27,39,33,871 | 2,739.34 |
| Changes in equity share capital during the financial year 2017-18 (refer note 15) | 1,14,61,316 | 114.61 |
| **Balance as at March 31, 2018** | 28,53,95,187 | 2,853.95 |

**(b) Other equity**

| **Particulars** | **Reserves and surplus** | | | | | | | **Other comprehensive income** | **Equity attributable to shareholder of the Company** | **Non-controlling interest** | **Total** |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | **Capital reserve** | **Securities premium reserve** | **Other reserve** | | | | **Retained earnings** | **Reassessment of defined benefit assets** | | | |
| | | | **Capital redemption reserve** | **Debenture redemption reserve (refer note 43)** | **General reserve** | **Non-controlling interest reserve** | | | | | |
| **Balance as at April 1, 2016** | **1,108.71** | **12,112.36** | **1.01** | **125.00** | **74.00** | **3.77** | **(517.36)** | **(1.91)** | **12,905.58** | **201.28** | **13,106.86** |
| Acquisition of subsidiaries | 12.87 | - | - | - | - | - | - | - | **12.87** | 4.91 | **17.78** |
| Securities premium received on equity shares issued | - | 3,187.39 | - | - | - | - | - | - | **3,187.39** | - | **3,187.39** |
| Expenses incurred in relation to issue of equity shares | - | (3.60) | - | - | - | - | - | - | **(3.60)** | - | **(3.60)** |
| Sale of stake in subsidiaries | - | - | - | - | - | - | - | - | - | 12.32 | **12.32** |
| Adjustment due to changes in non-controlling interest | - | - | - | - | - | (2.95) | - | - | **(2.95)** | 2.95 | - |
| Profit for the year | - | - | - | - | - | - | 433.03 | - | **433.03** | (33.91) | **399.12** |
| Actuarial loss on employment benefits obligation | - | - | - | - | - | - | - | (1.33) | **(1.33)** | - | **(1.33)** |
| **Balance as at March 31, 2017** | **1,121.58** | **15,296.15** | **1.01** | **125.00** | **74.00** | **0.82** | **(84.33)** | **(3.24)** | **16,530.99** | **187.55** | **16,718.55** |
| Securities premium received on equity shares issued | - | 885.39 | - | - | - | - | - | - | **885.39** | - | **885.39** |
| Expenses incurred in relation to issue of equity shares | - | (1.00) | - | - | - | - | - | - | **(1.00)** | - | **(1.00)** |
| Sale of stake in subsidiaries | - | - | - | - | - | - | - | - | - | 0.73 | **0.73** |
| Adjustment due to changes in non-controlling interest | - | - | - | - | - | 2.47 | - | - | **2.47** | (2.47) | - |
| Loss for the year | - | - | - | - | - | - | (37.99) | - | **(37.99)** | 14.01 | **(23.98)** |
| Actuarial loss on employment benefits obligation | - | - | - | - | - | - | - | (0.35) | **(0.35)** | 0.03 | **(0.32)** |
| **Balance as at March 31, 2018** | **1,121.58** | **16,180.54** | **1.01** | **125.00** | **74.00** | **3.29** | **(122.32)** | **(3.59)** | **17,379.51** | **199.85** | **17,579.37** |

**Significant accounting policies** 3

The notes referred to above form an integral part of the consolidated financial statements.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152

Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
*Director*
DIN: 07350892

Place: Gurugram
Date: May 21, 2018

**Subrat Das**
*Chief Financial Officer*
PAN: AHOPD4855F

Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
M. No: A28973

Place: Gurugram
Date: May 21, 2018

**(All amounts in Indian Rupees millions unless otherwise stated)**

## 1. Corporate information

Sembcorp Green Infra Limited (formerly Green Infra Limited) ('SGIL' or 'the Company' or 'the Parent Company') and its subsidiaries and associates (hereinafter collectively referred to as 'the Group') is a Company domiciled in India, with its registered office at 5th Floor, Building 8C, DLF Cyber City, Gurugram. The Group has been promoted with an objective to invest in, acquire, develop and operate a range of renewable energy projects in the wind and solar verticals.

The Company had become a subsidiary of Sembcorp Utilities Pte. Ltd. on February 13, 2015. During the year, Sembcorp Energy India Limited (formerly Thermal Powertech Corporation India Limited) has acquired 100% shareholding from Sembcorp Utilities Pte. Ltd. and other shareholders on February 14, 2018.

The Group owns and operates various renewable energy projects with installed capacity of 892.45 MW wind power projects and 35.00 MW solar power projects. These projects are intended to sell the power generated, under long term Power Purchase Agreements with state electricity boards and group captive users. Subsidiaries comprise operational renewable energy plants as at March 31, 2018 as follows:

| Entity | Project location | Power Purchase Agreement with | Operational capacity |
|---|---|---|---|
| Green Infra Wind Energy Limited (GIWEL) | Maharashtra, Karnataka, Gujarat & Madhya Pradesh | State electricity boards | 248.9 MW wind projects |
| Green Infra Corporate Solar Limited (GICSL) | Rajasthan, Madhya Pradesh, Gujarat and Maharashtra | State electricity boards | 212.5 MW wind projects |
| Green Infra Wind Power Generation Limited (GIWPGL) | Karnataka | State electricity board & Group captive users | 104.0 MW wind projects |
| Green Infra Wind Farm Assets Limited (GIWFAL) | Rajasthan | State electricity board | 45.0 MW wind projects |
| Green Infra Wind Energy Assets Limited (GIWEAL) | Rajasthan | State electricity board | 15.0 MW wind projects |
| Green Infra Wind Power Limited (GIWPL) | Gujarat | State electricity board | 20.0 MW wind projects |
| Green Infra Corporate Wind Limited (GICWL) | Gujarat | State electricity board | 20.8 MW wind projects |
| Green Infra Wind Energy Project Limited (GIWEPL) | Maharashtra | State electricity board | 18.0 MW wind projects |
| Green Infra Wind Solutions Limited (GIWSL) | Andhra Pradesh | State electricity board | 49.5 MW wind projects |
| Green Infra Wind Generation Limited (GIWGL) | Tamil Nadu | Group captive users | 25.5 MW wind projects |
| Green Infra Wind Power Projects Limited (GIWPPL) | Tamil Nadu | Group captive users | 24.0 MW wind projects |
| Green Infra Wind Farms Limited (GIWFL) | Tamil Nadu | Group captive users | 24.0 MW wind projects |
| Mulanur Renewable Energy Private Limited (MREPL) | Tamil Nadu | Group captive users | 25.5 MW wind projects |
| Green Infra BTV Limited (GIBTVL) | Maharashtra and Tamil Nadu | State electricity board & Group captive users | 49.25 MW wind projects |
| Green Infra Wind Energy Theni Limited (GIWEThL) | Tamil Nadu | Group captive users | 7.5 MW wind projects |
| Green Infra Wind Power Theni Limited (GIWPThL) | Tamil Nadu | Group captive users | 3.0 MW wind projects |
| Green Infra Solar Energy limited (GISEL) | Gujarat | State electricity board | 10.0 MW solar PV projects |
| Green Infra Solar Farms Limited (GISFL) | Rajasthan | State electricity board | 20.0 MW solar PV projects |
| Green Infra Solar Projects Limited (GISPL) | Rajasthan | State electricity board | 5.0 MW solar PV projects |

## 2. Basis of preparation of financial statements

### a) Statement of compliance

The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The Consolidated Financial Statements were authorised for issue by the Company's Board of Directors on May 21, 2018.

### b) Basis of consolidation

The Group consolidates entities which it owns or controls. The Consolidated Financial Statements comprise the financial statements of the Company, its subsidiaries and its associates as disclosed in note 32. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The difference between the cost of investment in subsidiaries (investee company) to the Group and the proportionate share in the equity of the investee Company as at the date of acquisition of stake is recognised in the Consolidated Financial Statements as Goodwill or Capital Reserve, as the case may be. Goodwill arising on consolidation is tested for impairment at the Balance Sheet date. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded.

The financial statements of the companies under the Group are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group.

Associates are entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The Group's investment in associates includes goodwill identified on acquisition.

The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company.

### c) Functional and presentational currency

The Financial Statements are presented in Indian Rupees (Rs.), which is also the Group's functional currency, and have been prepared to the nearest million rounded off up to two decimal places, except where otherwise indicated.

### d) Basis of measurement

The Consolidated Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Financial instruments comprising debentures, mutual funds,
- Derivatives instruments i.e. cross currency swap, interest rate swaps and options,
- Defined benefit plans - plan assets

**e) Use of estimates and judgments**

The preparation of the Consolidated Financial Statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities as at the date of the Consolidated Financial Statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in the Consolidated Financial Statements have been disclosed in note 33. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of those estimates. Changes in estimates are reflected in the Consolidated Financial Statements in the period in which changes are made, if material, their effects are disclosed in the notes to the consolidated financial statements.

**3. Significant accounting policies**

**a) Current versus non-current classification**

All assets and liabilities have been classified as current and non-current on the basis of the following criteria:

**Assets**

An asset is classified as current when it satisfies any of the following criteria:
i. it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
ii. it is held primarily for the purpose of being traded;
iii. it is expected to be realised within 12 months after the reporting date; or
iv. it is cash or cash equivalent unless it is restricted from being exchanged or use to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:
i. it is expected to be settled in the Group's normal operating cycle;
ii. it is held primarily for the purpose of being traded;
iii. it is due to be settled within 12 months after the reporting date; or
iv. the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterpart, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

**Operating cycle**

Operating cycle is the time between the acquisition of assets for processing/servicing and their realisation in cash or cash equivalents.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

**b) Revenue recognition**

Revenue is recognised net of return and trade discounts to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. When there is uncertainty as to measurement or ultimate collectability of revenue, recognition is postponed until such uncertainty is resolved.

***Income from power generation***

Income from supply of power is recognised on the supply of net units generated from the plant to the Grid, as per the terms of the respective Power Purchase Agreements entered into with such user.

Income from unutilised banked power units at the end of the year is recognised as per the terms of the Wheeling Agreement entered into with the respective state electricity boards.

Unbilled revenue represents the gross unbilled amount expected to be realised from customers for services rendered up to the reporting date, and is measured as per the contractual terms under agreements entered with the customers.

***Income from generation based incentive***

Income from Generation Based incentive (GBI) is recognised on the basis of supply of units generated by the Group to the Electricity Board in respect of the eligible projects in accordance with the scheme of 'Generation Based Incentive for Grid Interactive Wind Power Projects'.

***Income from sale of Renewable Energy Certificates (RECs)***

RECs are recognised when all the significant risks and rewards of ownership have been passed to the buyer, which generally coincides with the sale of RECs.

***Interest income***

Interest income is recognised using the effective interest rate (EIR). It is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

***Dividend income***

Dividend income is recognised when the right to receive the payment is established which is generally when shareholders approves the dividend.

***Claims***

Claims i.e. late payment surcharges recoverable from customer, insurance claims and liquidated damages, are recognised on acceptance or actual receipt of the claim, whichever is earlier, considering the uncertainty as to measurement or ultimate collectability of revenue.

**c) Borrowing costs**

Finance costs comprise interest expense on borrowings, unwinding of discount on asset retirement obligation and bank charges. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in the Consolidated Statement of Profit and Loss in the period in which they are incurred.

Interest expense on borrowings is recorded using the effective interest rate (EIR). EIR is the rate that discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets. When calculating the EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Borrowing cost directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

**d) Lease**

**Determining whether an arrangement contains a lease**

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

**Lease payments**

Payments made under operating leases are generally recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

**e) Income taxes**

Income tax comprises current tax and deferred tax. It is recognised in the Consolidated Statement Profit and Loss except to the extent that is relates to a business combination or an item directly in equity or other comprehensive income

***Current tax***

Current income tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment in respect of previous years. The amount of current tax reflect the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related income tax. The tax rates and tax laws used to compute the amount are those that are enacted as at the reporting date.

Current tax items are recognised in correlation to the underlying transactions either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

***Minimum alternate tax***

Minimum alternate tax (MAT) paid in a year is charged to the Consolidated Statement of Profit and Loss as current tax. The Group recognises MAT credit available as an asset only to the extent that there is reasonable evidence that the Group will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Consolidated Statement of Profit and Loss and shown as "MAT Credit Entitlement". The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have evidence that it will pay normal tax during the specified period.

***Deferred tax***

Deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised for temporary differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Companies under the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised to the extent that there is reasonable evidence that sufficient taxable profit will be available against which such deferred tax assets can be realised.

Deferred tax is measured at the tax rates that are expected to be applied when the asset is realised or the liability is settled based on laws that have been enacted by the reporting date.

In the situations where any company under the Group is entitled to a tax holiday under the Income Tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognised in respect of timing differences which reverse during the tax holiday period, to the extent the said company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the Group re-assesses un-recognised deferred tax assets. Un-recognised deferred tax asset is recognised to the extent that it has become reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognised outside profit or loss i.e. either in other comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

**f) Property, plant and equipment**

***Recognition and measurement***

Under the Indian GAAP, property, plant and equipment were carried in the Consolidated Balance Sheet on historical cost. The Group has elected to avail the option under Ind AS 101 “First-time Adoption of Indian Accounting Standards” by not applying the provisions of Ind AS 16 “Property, Plant and Equipment” retrospectively and continue to use the Indian GAAP carrying amount as the deemed cost under Ind AS on the date of transition. Therefore, the Indian GAAP carrying amounts of items of property, plant and equipment as at April 1, 2015 (the Group’s date of transition to Ind AS) have been considered as the carrying amounts under Ind AS on April 1, 2015.

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises its purchase price, freight, duties, borrowing cost if capitalisation criteria are met and includes expenditure that is directly attributable to bring the assets to its working condition for intended use and the estimated costs of dismantling and removing the items and restoring the site on which they are located. Any trade discounts and rebates are deducted in arriving at the purchase price.

The cost of self-constructed assets includes the cost of materials and direct services, any other costs (net of Cenvat) directly attributable to bringing the assets to its working condition for their intended use, and the estimated costs of dismantling and removing the items and restoring the site on which they are located. Tangible fixed assets under construction are disclosed as capital work-in-progress. Software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Exchange differences (favorable as well as unfavorable) arising in respect of translation/settlement of long-term foreign currency borrowings attributable to the acquisition of a depreciable asset is also included in the cost of the asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss within other income or other expense respectively.

***Subsequent costs***

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably with the carrying amount of the replaced part getting derecognised. The cost for day-to-day servicing of property, plant and equipment are recognised in the Consolidated Statement of Profit and Loss as and when incurred.

***Depreciation***

Depreciation is provided on straight-line method basis over the estimated useful life of the assets. Depreciation on the energy generating assets included under plant and machinery are provided at the rates as well as methodology notified (i.e. 5.83% per annum for first 12 years from commissioning date of the plant and remaining depreciation spread over in next 13 years) by the Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2012 where applicable.

Depreciation on renewable energy projects under competitive bidding will be provided on written down value (WDV) method using the rates arrived at based on the useful life of the asset estimated by the management. Depreciation is provided at a rate such that 95% of the gross block is depreciated over the 30 year life of assets.

Depreciation on other assets of the Group is provided as per Part C of Schedule II of the Companies Act, 2013 except in following cases where expected useful life of the assets is assessed different from the corresponding life prescribed under Schedule II:

| **Category** | **Life as per Schedule II** | **Life considered** |
|---|---|---|
| Mobile phone (included in office equipment) | 5 years | 3 years |
| Site equipment (included in plant and machinery) | 15 years | 5 years |
| Furniture and fixtures | 10 years | 5 years |

Leasehold land and improvements are amortised over the lease-term including the optional period, if any, available to the Group, where it is reasonably certain at the inception of lease that such option would be exercised by the Group.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.

***Impairment of assets***

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset’s recoverable amount. For impairment testing, assets that do not generate independent cash flows are grouped together in to cash generating units (CGU). Each CGU represent the smallest group of assets that generate independent cash flows that are largely independent of cash flows of other assets/CGU. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group’s assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered to be impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available.

Impairment losses are recognised in the Consolidated Statement of Profit and Loss. Impairment loss recognised in respect of CGU is allocated to reduce the carrying amount of assets on CGU on the pro rata basis. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset’s or cash-generating unit’s recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset neither exceeds its recoverable amount, nor exceeds the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Consolidated Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

**g) Intangible assets**

Intangible assets are stated at cost less accumulated amortisation and impairment. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortisation methods and useful lives are reviewed periodically including at each financial year end.

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

**h) Inventories**

Inventories which comprises of stores and spares are carried at the lower of the cost and net realisable value after providing for obsolescence and other losses wherever considered necessary. Cost of Inventories comprises all cost of purchase and other cost incurred in bringing inventories to their present location and condition. In determining the cost, weighted average cost method is used.

**i) Foreign currency**

The foreign currency transactions are recorded on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

The foreign currency monetary items are translated using the exchange rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous Consolidated Financial Statements shall be recognised in the Consolidated Statement of Profit and Loss in the period in which they arise.

Under Indian GAAP, paragraph 46/46A of AS 11, The Effects of Changes in Foreign Exchange Rates, provide accounting treatment with respect to exchange differences arising on restatement of long-term foreign currency monetary items. Ind AS 101 provide an optional exemption that allows to continue the above accounting treatment in respect of the long-term foreign currency monetary items recognised in the Consolidated Financial Statements as on transition date.

Therefore, exchange differences (favorable as well as unfavorable) arising in respect of translation/settlement of long-term foreign currency borrowings attributable to the acquisition of a depreciable asset is added or deducted from the cost of the asset, which would be depreciated over the balance life of the asset.

**j) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**(i) Initial recognition**

The Group recognises financial assets and financial liabilities when it becomes party to the contractual provision of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition.

**(ii) Classification and subsequent measurement**

**a. Non- derivative financial instruments**

**1. Financial assets carried at amortised cost using effective interest rate**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income, dividend income and foreign exchange gains and losses are recognised in Consolidated Statement of Profit and Loss.

**2. Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise in specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income, dividend income and foreign exchange gain and loss are recognised in Consolidated Statement of Profit and Loss. All other net gains and losses are recognised in OCI.

**3. Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories is subsequently measured at fair valued through profit or loss.

**4. Financial liabilities**

The financial liabilities are subsequently carried at amortised cost using the effective interest method except for the financial liabilities which are measured at fair value through profit or loss (FVTPL). In case of financial liabilities i.e. preference share etc. measured at FVTPL, fair value gains or losses are recognised in the Consolidated Statement of Profit and loss for the same financial year. For trade and other payables maturing within one year from the date of Consolidated Balance Sheet, the carrying amounts approximate fair value due to the short maturity of these instruments.

**b. Derivative financial instruments and hedge accounting**

The Group holds derivative financial instruments such as cross currency swap, interest rate swaps and options contracts to mitigate the risk of changes in interest rates and foreign exchange rates on foreign currency exposures. The counterparty for these contracts are banks. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised in the Consolidated Statement of Profit and Loss.

**Financial assets or financial liabilities, at fair value through profit or loss**

This category has derivative financial assets or liabilities which are not designated as hedges.

Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognised initially at fair value and attributable transaction costs are recognised in net profit in the Consolidated Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income or other expense respectively.

Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

**c. Equity shares**

Equity shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

**(iii) Derecognition of financial instruments**

A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognised when the obligation specified in the contract is discharged or cancelled or expired. On derecognition, gains and losses are recognised in the Consolidated Statement of Profit and Loss.

**(iv) Fair value measurement of financial instruments**

Fair value is the price that would be received from sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell an asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements 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.

For assets and liabilities that are recognised in the Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting date.

**(v) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Group has a legally enforceable right to set off the amount and its intends to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(vi) Impairment**

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments initially measured at fair value. Trade and other receivables, unbilled revenue, security deposits, etc. are measurement at amortised cost.

The Group follows 'simplified approach' for recognition of impairment loss allowance for trade receivables and unbilled revenue. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in the subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on a twelve month ECL.

**k) Employee benefits**

***Short-term employee benefits***

All employee benefits expected to be settled wholly within twelve months of rendering the service are classified as short-term employee benefits. An employee who has rendered services to the Group during an accounting period, the Group recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as an expense or as required under Ind AS 19 which permits the inclusion of the benefits in the cost be recognised as an asset. Benefits such as salaries, wages and bonus etc. are recognised in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service.

A liability is recognised for the amount expected to be paid after deducting any amount already paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably. If the amount already paid exceeds the undiscounted amount of the benefits, the Group recognises that excess as an asset /prepaid expense to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

***Defined contribution plan***

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no legal or constructive obligation to pay any further amounts. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the Consolidated Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Consolidated Balance Sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

***Defined benefit plan***

The Group operates one defined benefit plan for its employees. i.e. gratuity. The Group has taken an insurance policy under Group Gratuity Scheme with Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees of the Group, and amount paid/payable in respect of present value of liability for past services is charged to the Consolidated Statement of Profit and Loss on the basis of actuarial valuation carried out as per projected unit credit method at the end of the reporting period.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the effect of the changes to the asset ceiling (if any) and the return on plan assets (excluding interest), are recognised in Other Comprehensive Income. All other expenses related to defined benefit plans are recognised in the Consolidated Statement of Profit and Loss as employee benefit expenses. Re-measurements recognised in Other Comprehensive Income will not be reclassified to the Consolidated Statement of Profit and Loss hence it is treated as part of retained earnings in the Consolidated Statement of Changes in Equity. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Curtailment gains and losses are accounted for as past service costs.

***Compensated absences***

The Group has taken an insurance policy under Group Leave Encashment Scheme with Life Insurance Corporation of India (LIC) to cover the liability in respect of accumulated leave of the employees and amount paid/ payable in respect of present value of liability for past services is charged to the Consolidated Statement of Profit and Loss on the basis of actuarial valuation carried out as per projected unit credit method at the end of the reporting period.

**l) Cash and cash equivalents**

Cash and short-term deposits in the Consolidated Balance Sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the Consolidated Statement of Cash Flows.

**m) Business combinations**

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations between entities under common control are accounted for at carrying value. Transaction costs that the Group incurs in connection with a business combination such as finder’s fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

**n) Goodwill**

Goodwill represents the cost of business acquisition in excess of the Group's interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. When the net fair value of the identifiable assets, liabilities and contingent liabilities acquired exceeds the cost of business acquisition, a gain is recognized immediately in the Consolidated Statement of Profit and Loss. Goodwill is measured at cost less accumulated impairment losses.

**o) Jointly controlled assets**

The Group recognises its share of jointly controlled assets (classified according to the nature of these assets), the liabilities which it has incurred, its share of any liabilities incurred jointly, any income from the sale or use of its share of the output, and its share of expenses incurred in respect of its interest in the joint venture.

**p) Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expense relating to a provision is presented in the Consolidated Statement of Profit and Loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. The unwinding of discount is recognised in the Consolidated Statement of Profit and Loss as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

**q) Contingent liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**r) Earnings per share**

Basic earnings per share (EPS) amounts are calculated by dividing the net profit for the period attributable to the shareholders of the Company by the weighted average number of equity shares outstanding as at the end of reporting period.

Diluted EPS amounts are calculated by dividing the net profit attributable to the shareholders of the Company (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

**s) Dividends**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

**t) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit or loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

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**(All amount in Indian Rupees millions unless otherwise stated)**

**4. Property, plant and equipment**

| Particulars | Freehold land | Leasehold land | Building | Plant and machinery | Leasehold improvements # | Computers | Office equipment | Sub total (a) | Capital work-in-progress (b) | Total (a+b) |
|---|---|---|---|---|---|---|---|---|---|---|
| **Cost or deemed cost** | | | | | | | | | | |
| **Balance as at April 1, 2016** | **620.97** | **374.60** | **3.67** | **38,976.85** | **0.09** | **8.02** | **0.89** | **39,985.09** | **1,207.13** | **41,192.22** |
| Additions (refer sub note) | 112.46 | 196.57 | - | 12,435.19 | 36.15 | 7.51 | 22.81 | **12,810.69** | 12,465.10 | **25,275.79** |
| Acquisition of subsidiary | 41.91 | - | - | 1,536.13 | - | - | - | **1,578.04** | - | **1,578.04** |
| Written off | - | - | - | - | - | - | - | - | (13.24) | **(13.24)** |
| Disposals/ adjustments | - | - | - | (110.40) | (0.04) | (0.13) | (0.15) | **(110.72)** | (12,702.98) | **(12,813.70)** |
| **Balance as at March 31, 2017** | **775.34** | **571.17** | **3.67** | **52,837.77** | **36.20** | **15.40** | **23.55** | **54,263.10** | **956.01** | **55,219.11** |
| Additions (refer sub note) | - | 10.00 | - | 738.03 | - | 0.32 | 5.39 | **753.74** | 8,672.31 | **9,426.05** |
| Written off | - | - | - | - | - | - | - | - | (78.17) | **(78.17)** |
| Disposals/ adjustments | - | - | - | (39.33) | - | - | - | **(39.33)** | (734.30) | **(773.63)** |
| **Balance as at March 31, 2018** | **775.34** | **581.17** | **3.67** | **53,536.47** | **36.20** | **15.72** | **28.94** | **54,977.51** | **8,815.85** | **63,793.36** |
| | | | | | | | | | | |
| **Accumulated depreciation** | | | | | | | | | | |
| **Balance as at April 1, 2016** | - | 17.03 | 0.14 | 2,251.72 | 0.03 | 1.70 | 0.24 | **2,270.86** | - | **2,270.86** |
| Depreciation for the year | - | 17.44 | 0.14 | 2,788.48 | 2.03 | 3.91 | 2.54 | **2,814.54** | - | **2,814.54** |
| Disposals/ adjustments | - | - | - | (0.38) | - | (0.13) | (0.10) | **(0.61)** | - | **(0.61)** |
| **Balance as at March 31, 2017** | **-** | **34.47** | **0.28** | **5,039.82** | **2.06** | **5.48** | **2.68** | **5,084.79** | **-** | **5,084.79** |
| Depreciation for the year | - | 24.00 | 0.14 | 3,454.35 | 4.04 | 4.87 | 4.98 | **3,492.38** | - | **3,492.38** |
| Disposals/ adjustments | - | - | - | (5.33) | - | - | - | **(5.33)** | - | **(5.33)** |
| **Balance as at March 31, 2018** | **-** | **58.47** | **0.42** | **8,488.84** | **6.10** | **10.35** | **7.66** | **8,571.84** | **-** | **8,571.84** |
| | | | | | | | | | | |
| **Net block** | | | | | | | | | | |
| **As at April 1, 2016** | **620.97** | **357.57** | **3.53** | **36,725.13** | **0.06** | **6.32** | **0.65** | **37,714.23** | **1,207.13** | **38,921.36** |
| **As at March 31, 2017** | **775.34** | **536.70** | **3.39** | **47,797.95** | **34.14** | **9.92** | **20.87** | **49,178.31** | **956.01** | **50,134.32** |
| **As at March 31, 2018** | **775.34** | **522.70** | **3.25** | **45,047.63** | **30.10** | **5.37** | **21.28** | **46,405.67** | **8,815.85** | **55,221.52** |

**(All amount in Indian Rupees millions unless otherwise stated)**

**Sub note 1:** Additions in plant and machinery (including capital work-in-progress) includes directly attributable expenses and borrowing costs capitalised as under:

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| **Other expenses** | | |
| - Legal and professional expenses | 4.90 | 27.52 |
| - Site expenses | - | 2.06 |
| - Salary and Bonus | 140.69 | - |
| - Miscellaneous expenses | 3.50 | 12.56 |
| **Finance costs** | | |
| - Finance charges | 264.45 | 158.17 |
| -Exchange (gain)/ loss | (26.71) | (108.87) |
| **Total** | **386.83** | **91.43** |

**Sub note 2:** Plant and machinery includes an amount of Rs. 99.00 million (March 31, 2017 : Rs. 99.00 million) in relation to development cost. As per underlying agreement, the development activity also includes acquisition of leasehold land for certain projects. However, the cost of leasehold lands are not separately identifiable in the underlying agreement. Further, lease deeds of these leasehold lands are yet to be registered in the name of the respective subsidiary.

**Sub note 3:** As at March 31, 2018, title deeds for freehold land amounting to Rs. 129.21 million (March 31, 2017: Rs. 129.21 million) are not in name of the Company. The Company is in the process of getting the title deeds transferred in its name.

**Sub note 4:** As at March 31, 2018, lease deeds for leasehold land amounting to Rs. 165.97 million (March 31, 2017: Rs. 165.97 million) are yet to be transferred/ registered in the name of the Company by the relevant authority/developer.

**Sub note 5:** During the year, the Group have received VAT refund of Rs. Nil (March 31,2017: Rs. 1.53 million), which were earlier capitalised, now adjusted from plant and machinery.

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**(All amounts in Indian Rupees millions unless otherwise stated)**

### 5. Other intangible assets

| Particulars | Customer contracts | Softwares and licenses | Total |
|---|---|---|---|
| **Cost or deemed cost** | | | |
| **Balance as at April 1, 2016** | **-** | **1.99** | **1.99** |
| Additions | - | 9.48 | 9.48 |
| Acquisition of subsidiary | 32.10 | - | 32.10 |
| Disposals | - | (0.02) | (0.02) |
| **Balance as at March 31, 2017** | **32.10** | **11.45** | **43.55** |
| Additions | **-** | 2.81 | 2.81 |
| Disposals | - | - | - |
| **Balance as at March 31, 2018** | **32.10** | **14.26** | **46.36** |
| | | | |
| **Accumulated amortisation** | | | |
| **Balance as at April 1, 2016** | **-** | **0.45** | **0.45** |
| Amortisation for the year | 4.33 | 3.82 | 8.15 |
| Disposals | **-** | (0.02) | (0.02) |
| **Balance as at March 31, 2017** | **4.33** | **4.25** | **8.58** |
| Amortisation for the year | 6.42 | 4.55 | 10.97 |
| Disposals | - | - | - |
| **Balance as at March 31, 2018** | **10.75** | **8.80** | **19.55** |
| **Net block** | | | |
| **As at April 1, 2016** | **-** | **1.54** | **1.54** |
| **As at March 31, 2017** | **27.77** | **7.20** | **34.97** |
| **As at March 31, 2018** | **21.35** | **5.46** | **26.81** |

### 6. Derivative assets

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Derivative asset on fair valuation of cross currency swaps | 327.82 | 321.24 |
| Derivative asset on fair valuation of options | 18.38 | 5.72 |
| Derivative asset on fair valuation of interest rate swaps | 8.31 | 1.20 |
| | **354.51** | **328.16** |

### 7. Other financial assets

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Bank deposits (refer note 14) | 1,539.22 | 1,430.40 |
| Interest accrued on bank deposits | 37.08 | 24.24 |
| Unbilled revenue on power generation (refer note 51) | - | 99.94 |
| Advance recovable (refer note 49) | 27.00 | 27.00 |
| Security deposits | 10.18 | 10.84 |
| | **1,613.48** | **1,592.42** |
| **Current** | | |
| Unbilled revenue on power generation (refer note 51) | 583.64 | 669.31 |
| Less: provision for expected credit loss | (12.68) | - |
| Income accrued on generation based incentive | 146.07 | 456.51 |
| Interest accrued on bank deposits | 4.89 | 0.96 |
| Defined benefit assets (refer note 38) | 2.46 | 0.91 |
| Security deposits | 5.97 | 4.66 |
| Advance given for purchase of mutual funds | 7.50 | 82.50 |
| | **737.85** | **1,214.85** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

### 8. Deferred tax liabilities (net)

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Deferred tax liabilities** | | |
| Excess of depreciation on assets under Income Tax law over depreciation provided in accounts | 2,894.76 | 2,720.56 |
| Unamortised part of mortgage expenses | 0.79 | 7.78 |
| Fair value adjustment of current investments | 12.62 | 4.41 |
| Unamortised part of loan origination cost | 3.13 | 20.58 |
| **Total deferred tax liabilities** | **2,911.30** | **2,753.33** |
| **Deferred tax assets** | | |
| Provision for asset retirement obligation | 79.89 | 86.25 |
| Foreign exchange fluctuations on External Commercial Borrowings | - | 11.39 |
| Provision for expected credit loss | 18.69 | - |
| Operation and maintenance expenses equalisation reserve | 164.90 | 107.77 |
| Provision for impairment of non-current investments | - | 29.77 |
| Unabsorbed depreciation/carried forward tax losses # | 2,862.32 | 3,043.45 |
| **Total deferred tax assets** | **3,125.80** | **3,278.63** |
| **Non-recognition of deferred tax assets** | **547.41** | **719.19** |
| **Net deferred tax liabilities** | **332.91** | **223.66** |
| **Net deferred tax assets** | **-** | **29.77** |

# Deferred tax assets (DTA) are recognised on unabsorbed depreciation/carried forward tax losses only if, there is reasonable certainty that such deferred tax assets can be realised against future taxable profits at each company. Accordingly, deferred tax asset has been recognised only to the extent of deferred tax liabilities in the respective subsidiaries.

### 9. Non-current tax assets

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Income tax paid under protest (refer note 37 A) | - | 165.18 |
| Advance income tax (net of provision for tax) | 247.62 | 241.76 |
| | **247.62** | **406.94** |

### 10. Other assets

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Capital advances | 6,115.97 | 400.26 |
| Prepayments | 27.22 | 18.30 |
| | **6,143.19** | **418.56** |
| **Current** | | |
| Advance to vendors | 112.29 | 69.70 |
| Balance with revenue authorities | 8.36 | 3.48 |
| Staff advances | 1.03 | 1.76 |
| Prepayments | 111.57 | 95.07 |
| | **233.25** | **170.01** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

**11. Investments**

| | Number | | Face value | Amount | |
|---|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | | March 31, 2018 | March 31, 2017 |
| **A. Non-current investments** | | | | | |
| **Investment in Associates (refer note 40)** | | | | | |
| ***Unquoted, equity instruments (at carrying cost less impairment)*** | | | | | |
| Green Kurpan Power Private Limited (at cost less impairment Rs. Nil (March 31, 2017: Rs. 42.48 million)) | - | 6,125 | 10 | - | - |
| Green Mountain Hydro Power Private Limited (at cost less impairment Rs. Nil (March 31, 2017: Rs. 6.98 million)) | - | 6,125 | 10 | - | - |
| Hurla Valley Power Private Limited (at cost less impairment Rs. Nil (March 31, 2017: Rs. 20.06 million)) | - | 6,125 | 10 | - | - |
| ***Unquoted, debt securities (valued at FVTPL less impairment) (refer subnote a)*** | | | | | |
| 6.25% Compulsorily Convertible Debentures in Green Kurpan Power Private Limited (at FVTPL less impairment Rs. Nil (March 31, 2017: Rs. 8.01 million)) | - | 8,00,500 | 10 | - | - |
| 6.25% Compulsorily Convertible Debentures in Green Mountain Hydro Power Private Limited (at FVTPL less impairment Rs. Nil (March 31, 2017: Rs. 5.51 million)) | - | 5,50,500 | 10 | - | - |
| 6.25% Compulsorily Convertible Debentures of Hurla Valley Power Private Limited (at FVTPL less impairment Rs. Nil (March 31, 2017: Rs. 7.01 million)) | - | 7,00,500 | 10 | - | - |
| | | | | - | - |
| **B. Current investments** | | | | | |
| **Quoted, debt securities** | | | | | |
| *Mutual fund securities valued at FVTPL* | | | | | |
| HDFC Liquid Fund - Direct Plan - Growth Option | 1,01,133 | 1,25,155 | 1,000 | 346.27 | 401.61 |
| ICICI Prudential Liquid Fund - Direct Plan - Growth | 11,24,600 | 18,38,955 | 100 | 289.18 | 442.67 |
| IDFC Cash Fund - Growth- (Direct Plan) | 1,29,612 | 2,07,432 | 1,000 | 273.51 | 409.83 |
| Birla Sun Life Cash Plus Fund - Growth Direct Plan | 11,55,761 | 17,49,475 | 100 | 322.82 | 457.15 |
| DSP Black Rock Liquid Fund - Direct Plan - Growth | 1,25,945 | 91,279 | 1,000 | 313.01 | 212.30 |
| SBI Premier Liquid Fund - Direct Plan - Growth | 63,222 | 61,695 | 1,000 | 172.24 | 157.46 |
| L&T Liquid Fund Direct Plan (Growth) | 44,626 | 1,29,949 | 1,000 | 106.34 | 289.79 |
| Kotak Liquid Fund Direct Plan (Growth) | 1,11,791 | - | 1,000 | 393.72 | - |
| TATA Liquid Fund Direct Plan (Growth) | 1,28,724 | - | 1,000 | 412.40 | - |
| | | | | **2,629.49** | **2,370.81** |
| **Aggregate fair value of quoted investments** | | | | **2,629.49** | **2,370.81** |
| **Aggregate value of unquoted investments** | | | | **-** | **90.05** |
| **Aggregate provision for impairment in value of investments (refer note 40)** | | | | **-** | **90.05** |

**Subnote a:** These debentures are compulsorily and fully convertible on expiry of 3 years post commercial operation date of the respective plants and are redeemable anytime during the said period on happening of any Event of Default. (refer note 40)

**(All amounts in Indian Rupees millions unless otherwise stated)**

## 12. Inventories

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Stores and spares | 4.19 | - |
| | **4.19** | **-** |

## 13. Trade receivables

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Unsecured, considered good | 2,538.52 | 2,267.19 |
| Less: provision for expected credit loss | (54.49) | - |
| | **2,484.03** | **2,267.19** |

## 14. Cash and cash equivalents

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Bank balances** | | |
| - On current accounts | 581.78 | 1,038.92 |
| - Deposits with original maturity of 3 months or less | 1,310.98 | 2,564.12 |
| | **1,892.76** | **3,603.04** |
| **Other bank balances** | | |
| - Deposits (due to maturity within 12 months on the reporting date) # | 1,539.22 | 1,430.40 |
| - Deposits (due to maturity within 12 months on the reporting date) (refer note 55) | 433.47 | - |
| | **1,972.69** | **1,430.40** |

# Reserved against margin money for bank guarantee and debt service cover on long-term borrowings as at the year end, hence te

## 15. Share capital

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Number of shares** | | |
| **Authorised** | | |
| Equity shares of Rs. 10 each | 95,00,00,000 | 95,00,00,000 |
| Preference shares of Rs. 10 each | 5,00,00,000 | 5,00,00,000 |
| **Issued, Subscribed and Paid-up** | | |
| Equity shares of Rs. 10 each | 28,53,95,187 | 27,39,33,871 |
| **Authorised share capital** | | |
| Equity shares of Rs. 10 each | 9,500.00 | 9,500.00 |
| Preference shares of Rs. 10 each | 500.00 | 500.00 |
| **Total authorised share capital** | **10,000.00** | **10,000.00** |
| **Issued, Subscribed and paid-up share capital** | | |
| Equity shares of Rs. 10 each | 2,853.95 | 2,739.34 |
| **Total issued, subscribed and fully paid up share capital** | **2,853.95** | **2,739.34** |

**(a) Reconciliation of the shares outstanding at the beginning and at the end of reporting year**

| | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|
| | Number | Amount | Number | Amount |
| **Equity shares** | | | | |
| At the commencement of the year | 27,39,33,871 | 2,739.34 | 23,26,73,131 | 2,326.73 |
| Shares issued during the year | 1,14,61,316 | 114.61 | 4,12,60,740 | 412.61 |
| **Outstanding at the end of year** | **28,53,95,187** | **2,853.95** | **27,39,33,871** | **2,739.34** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

**(b) Terms/ rights attached to equity shares**

The Company has only one class of equity shares. Each holder of equity share is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by Shareholders at the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

**(c) Shares held by holding company**

| | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|
| | Number | Amount | Number | Amount |
| **Equity shares** | | | | |
| Sembcorp Energy India Limited, the holding company along with its nominees # | 28,53,95,187 | 2,853.95 | - | - |
| Sembcorp Utilities Pte. Ltd., the holding company along with its nominees # | - | - | 19,27,88,972 | 1,927.89 |
| | **28,53,95,187** | **2,853.95** | **19,27,88,972** | **1,927.89** |

**(d) Particulars of shareholders holding more than 5 percent shares of a class of shares**

| | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|
| | Number | % of holding | Number | % of holding |
| **Equity shares** | | | | |
| Sembcorp Energy India Limited, the holding company along with its nominees # | 28,53,95,187 | 100.00% | - | - |
| Sembcorp Utilities Pte. Ltd., the holding company along with its nominees # | - | - | 19,27,88,972 | 70.38% |
| IDFC Infrastructure Fund 3, *SEBI registered venture capital fund of which, IDFC Private Equity Fund III is a unit scheme and IDFC Trustee Company Limited is the Trustee* | - | - | 8,11,44,899 | 29.62% |

**(e)** The Company has neither issued/allotted any share for consideration other than cash, nor has issued bonus shares during the period of five years immediately preceding the balance sheet date. Further, no shares have been reserved for issue under options and contracts/ commitments for sale of shares/ disinvestment by the Company.

# As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares. Also refer to note 1.

**16. Long-term borrowings**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| 500 (March 31, 2017: 500) 12% Non Convertible Debentures of face value of Rs. 1.00 million each (secured) | 500.00 | 500.00 |
| External commercial borrowings from banks (secured) | 1,939.19 | 2,217.50 |
| External commercial borrowings from financial institutions (secured) | 2,868.40 | 2,896.74 |
| Term loan from financial institutions (secured) | 14,043.78 | 10,458.01 |
| Term loan from banks (secured) | 12,794.58 | 16,269.51 |
| Less: unamortised part of loan origination cost | (257.07) | (287.93) |
| | **31,888.88** | **32,053.83** |
| Current maturities | 2,093.75 | 2,157.69 |
| Less: unamortised part of loan origination cost | (41.86) | (43.88) |
| Amount disclosed under the head "Other financial liabilities" (refer note 22) | (2,051.89) | (2,113.81) |
| | - | - |

**(All amounts in Indian Rupees millions unless otherwise stated)**

**Terms and condition of borrowings**

| Borrowings in the Group | Interest rate and repayment terms of the borrowings | Security terms of the borrowings |
|---|---|---|
| Rs. 2,060.00 million (March 31,2017: Rs. 8,051.22 million) from bank in GIWEL | Interest on loan is in the range of 9.35% - 10.50 % p.a. (March 31, 2017: 9.35% - 10.50% p.a.) and is repayable in 64 quarterly structured unequal installments starting from June 30, 2018.<br><br>During the year end March 31, 2018, the few of existing loan has been repaid entirely by refinancing with short-term borrowing from new lenders. The said loan are having interest rate in the range of 9.35% - 10.50 % p.a. (March 31, 2017: 9.35% - 10.50% p.a.) | Secured by first charge on all immovable properties and movables including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues by way of assignment of security interest of all rights, title, interest, benefits of project in project documents, clearances, letter of credit, guarantees, performance bond, trust and retention account, debt service reserve account and any other reserves and bank accounts of GIWEL in favour of the Security Trustee. |
| (i) Rs. 3,378.20 million (March 31, 2017: 3,897.95 million) from banks in GICSL<br><br>(ii) Rs. 2,420.79 million (March 31, 2017: 2,103.25 million) from financial institutions in GICSL | Interest rates are in the range of 10.45% - 10.90% p.a. (March 31, 2017: 10.75% - 11.50% p.a.) and is repayable in 57 quarterly unequal installments from January 15, 2016 and June 30, 2016.<br><br>During the year end March 31, 2017, the existing loan has been repaid entirely by refinancing from new lenders. The said loan are having interest rate in the range of 10.85% - 11.00% p.a. | Secured by first charge on all immovable and movables including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues by way of assignment of security interest of all rights, title, interest, benefits of project in project documents, clearances, letter of credit, guarantees, performance bond, trust and retention account, debt service reserve account and any other reserves and bank accounts of borrower in favour of the Security Trustee for various wind power project located at state of Rajasthan, Madhya Pradesh, Gujrat and Maharashtra. The term loan taken in current year including Letter of Credit is additionally secured by pledge of 51% shareholding of all class of its shares. |
| External commercial borrowing of Rs. 2,626.14 million (March 31, 2017: Rs. 2,754.14 million) from foreign financial institution in GICSL | Interest rates are in the range of 10.71% to 10.97% p.a. (March 31, 2017: 10.71% to 10.97% p.a.) and is repayable in 57 quarterly unequal installments from January 15, 2016 | Secured by first charge on all immovable and movables including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues by way of assignment of security interest of all rights, title, interest, benefits of project in project documents, clearances, letter of credit, guarantees, performance bond, trust and retention account, debt service reserve account and any other reserves and bank accounts of borrower in favour of the Security Trustee for wind power projects. The loan is also secured by pledge of 51% shareholding of all class of its shares. |
| (i) Rs. 4,061.65 million (March 31, 2017: Rs. 708.71 million) from financial institutions in GIWPGL<br><br>(ii) Rs. 1,555.58 million (March 31, 2017: Rs. 4,476.49 million) from Bank in GIWPGL | Interest on loan are in the range of 9.60% - 10.50% p.a. (March 31, 2017: 10.50% - 13.32% p.a.) and are repayable in 60 quarterly structured unequal instalments starting from June 30, 2016 and 56 quarterly structured unequal instalments starting from March 31, 2018 respectively. | Secured by first charge on all movables including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues by way of assignment of security interest of all rights, title, interest, benefits of project in project documents, clearances, letter of credit, guarantees, performance bond, trust and retention account, debt service reserve account and any other reserves and bank accounts, mortgage by deposit of title deeds on immovable properties of GIWPGL and pledge of 51% share capital of GIWPGL together with all accretions, held by promoter. |
| Rs. 984.36 million (March 31, 2017: Rs. 1,049.40 million) from financial institution in | Interest on loan is in the range of 10% - 11.25% p.a. (March 31, 2017: 11.25% - 12.00% p.a.) and is repayable in 52 | Secured by way of mortgage of immoveable and moveable properties and all rights, titles rights interest, clearance, permissions, contracts and agreements and |

**Notes to the consolidated financial statements for the year ended on March 31, 2018**
**(All amounts in Indian Rupees millions unless otherwise stated)**

| Borrowings in the Group | Interest rate and repayment terms of the borrowings | Security terms of the borrowings |
|---|---|---|
| GIWFL | structured unequal quarterly installments from October 1, 2014. | by Hypothecation of GIWFL's moveable assets and receivables of power and other monies by 24 MW wind farm at Tirunelveli, Tamil Nadu. The loan is also secured by pledge of GIWFL's shares equivalent to 51% shareholdings of all classes of its shares. |
| Rs. 602.40 million (March 31, 2017: Rs. 644.98 million) from financial institution in GIWPL | Interest on loan is 10.80% p.a. (March 31, 2017: 10.80% p.a.) and is repayable in 54 structured unequal quarterly installments starting from March 15, 2016. | Secured by way of pari-passu mortgage on freehold non-agricultural immovable property, hypothecation of movable assets including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, intangibles, goodwill, first charge by way of assignment or creation of security on all rights, title, interest, benefits claim and demands, letter of credit, insurance contract/ insurance proceeds, guarantee, performance bond, corporate guarantee, bank guarantee provided by any party to the Projects Documents, trust and retention account, debt service reserve account and any other reserves and any other bank account and receivables of GIWPL and 51% equity shares of Rs. 10 each of the GIWPL held by promoter (i.e. Green Infra Wind Ventures Limited) have been pledged in favour of the financial institution. |
| Rs. 616.53 million (March 31, 2017: Rs. 660.72 million) from financial institution in GICWL | Interest on loan is 10.80% p.a. (March 31, 2017: 10.80%) and is repayable in 54 structured unequal quarterly installments starting from March 15, 2016. | Secured by way of pari passu mortgage on freehold non-agricultural immovable property, hypothecation of movable assets including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, intangibles, goodwill, first charge by way of assignment or creation of security on all rights, title, interest, benefits claim and demands in any letter of credit, insurance contract/ insurance proceeds, guarantee, performance bond, corporate guarantee, bank guarantee provided by any party to the projects documents, trust and retention account, debt service reserve account and other reserves and bank accounts and receivables of GICWL, and 51% Equity shares of the GICWL held by promoter (i.e. Green Infra Wind Ventures Limited) have been pledged in favour of the financial institution. |
| Rs. 644.40 million (March 31, 2017: Rs. 726.70 million) from financial institutions in GISEL | Interest on loan are in the range of 9.57% - 11.00 % p.a. (March 31, 2017: 10.03% - 12.00% p.a.) and is repayable in 52 structured unequal quarterly installments from October 1, 2014. | Secured by first charge on all movables including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues by way of assignment of security interest of all rights, title, interest, benefits of project in project documents, clearances, letter of credit, guarantees, performance bond, trust and retention account, debt service reserve account and any other reserves and bank accounts. The loan is also secured by mortgage by deposit of title deeds of immovable properties of GISEL and pledge of 51% share capital of GISEL together with all accretions, held by SGIL. |
| Rs. 889.77 million (March 31, 2017: Rs. Nil) from financial institutions in GIWGL | Interest on loan is 9.55% p.a. and repayable in 59 structured unequal quarterly installments commencing from September 30, 2017. | Secured by pari-passu first charge on all immovable and movables properties including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| **Borrowings in the Group** | **Interest rate and repayment terms of the borrowings** | **Security terms of the borrowings** |
|---|---|---|
| | | receivables, book debts, revenues, intangible assets, trust and retention account, debt service reserve account and any other reserves and bank accounts of borrower, all rights, title, interest, benefits, claims and demands in the project documents, clearances, letter of credit, guarantee, performance bond and bank guarantee and pledge of shares held by sponsors (i.e. Sembcorp Green Infra Limited) in the equity and preference share capital representing 51% of the total paid up capital of the GIWGL in favour of the security trustee. |
| (i) Rs. Nil (March 31, 2017: Rs. 645.12 million) from financial institutions in GIWGL<br><br>(ii) Rs. Nil (March 31, 2017: Rs. 276.48 million) from bank in GIWGL | Interest on loan is in the range of 12.55% to 12.90% p.a. (March 31, 2017: 12.55% to 12.90% p.a.) and is repayable in 52 structured quarterly unequal installments starting from April 15, 2013. During the year, the existing loan has been repaid entirely by refinancing from new lender. | Secured by pari-passu first charge on all immovable and movables properties including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues, intangible assets, trust and retention account, debt service reserve account and any other reserves and bank accounts of borrower, all rights, title, interest, benefits, claims and demands in the project documents, clearances, letter of credit, guarantee, performance bond and bank guarantee and pledge of shares held by sponsors (i.e. Sembcorp Green Infra Limited) in the equity and preference share capital representing 51% of the total paid up capital of GIWGL in favour of the Security Trustee. The loans are also secured by corporate guarantee from SGIL till satisfactory agreement to sell CERs at least till financial year 2020 at minimum rate of Euro 6/ton is entered. |
| Rs. 680.37 million (March 31, 2017: 723.80 million) from financial institution in GIWPPL | Interest on loan is 9.45% p.a. (March 31, 2017: 9.45% - 12.45% p.a.) and are repayable in 48 structured unequal quarterly installments starting from June 30, 2017. | Secured by pari-passu first charge on all immovable and movables properties including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues, intangible assets, trust and retention account, debt service reserve account and any other reserves and bank accounts of borrower, all rights, title, interest, benefits, claims and demands in the project documents, clearances, letter of credit, guarantee, performance bond and bank guarantee and pledge of shares held by sponsors (i.e. Sembcorp Green Infra Limited) in the equity and preference share capital representing 51% of the total paid up capital of the GIWPPL in favour of the security trustee. |
| Rs. 559.30 million (March 31, 2017: Rs. 602.35 million) from financial institutions in GIWEAL | Interest on loan is in the range of 9.61% - 11.00% p.a. (March 31, 2017: 9.97% - 12.00% p.a.) and is repayable in 52 structured unequal quarterly installments from October 1, 2014. | Secured by first charge on immovable properties (leasehold or freehold) together with all the structures and appurtenances both present and future; first charge by way of hypothecation of all movable assets both present and future; first charge on book debts, operating cash flows, receivables, commission, revenue intangibles, goodwill, first charge on trust and retention account, debt service reserve account, project contracts (including insurance policies, land, right, titles) and PPAs along with pledge of 993,423 equity shares of GIWEAL with the lender held by promoter (i.e. Green Infra Wind Ventures Limited). |
| (i) Rs. 1,623.84 million (March | (i) Interest on loan are in the range of | Secured by way of pari passu mortgage on immovable |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| Borrowings in the Group | Interest rate and repayment terms of the borrowings | Security terms of the borrowings |
|---|---|---|
| 31, 2017: Rs. 1,770.12 million) from financial institutions in GIWFAL<br><br>(ii) Rs. 500.00 million (March 31, 2017: Rs. 500.00 million) 500 12% Non-Convertible Debentures of Rs. 1.00 million each in GIWFAL | 9.78% - 11.25% p.a. (March 31, 2017: 10.03% - 11.75% p.a.) and are repayable in 64 quarterly unequal installments starting from April 1, 2015.<br><br>(ii) Non-convertible debentures are repayable in 4 quarterly installments and starting at the end of 6th year from the date of allotment, i.e. December 30, 2014. | property, hypothecation of movable assets including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, intangibles, goodwill, first charge by way of assignment or creation of security on all rights, title, interest, benefits claim and demands in any letter of credit, insurance contract/ insurance proceeds, guarantee, performance bond, corporate guarantee, bank guarantee provided by any party to the projects documents, trust and retention account, debt service reserve account and any other reserves and any other bank account and receivables of the GIWFAL and 37,383,000 (March 31, 2017: 37,383,000) equity shares of Rs. 10 each of GIWFAL have been pledged by GIWVL in favour of the Lenders. |
| Rs. 648.32 million (March 31, 2017: Rs. 689.70 million) from financial institution in GIWEPL | Interest on loan is 9.45% p.a. (March 31, 2017: 9.45% p.a.) and repayable in 44 structured unequal quarterly installments commencing from June 30, 2017.<br><br>During the year ended March 31, 2017, the GIWEPL had refinanced its existing project finance from another financial institution and repaid its existing term loan. The said loan was carrying an interest rate of 12.63% p.a. | Secured by first charge by way of hypothecation on entire movable properties, cash flows, receivables, book debts and revenues, intangible assets, assignment or creation of security interest of all rights, title, interest benefits, claims and demands in the project documents, clearances, letter of credit, guarantee, performance bond, corporate guarantee, bank guarantee provided by any party to the project documents; trust and retention account, debt service reserve account and any other reserves and bank account performance bond, corporate guarantee, bank guarantee. |
| Rs 108.33 million (March 31, 2017: Rs. 141.67 million) from bank in GIWEThL | Interest on loan is in range of 9.95% - 11.75% p.a. (March 31, 2017: 11.30% - 11.75% p.a.) and is repayable in 36 equal quarterly installments after moratorium period of 12 months from the first withdrawal date i.e. August 28, 2011. | Secured by way of mortgage of immovable and movable properties and all rights, titles rights interest of the 7.5 MW wind farm at Theni, Tamil Nadu. |
| Rs. 124.50 million (March 31, 2017: Rs. 133.58 million) from financial institution in GIWPThL | Interest on loan are in the range of 10.00% - 11.25% p.a. (March 31, 2017: 11.25% - 12.00% p.a.) and is repayable in 52 unequal quarterly installments starting from October 1, 2014. | Secured by first charge on all movables including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues by way of assignment of security interest of all rights, title, interest, benefits of project in project documents, clearances, letter of credit, guarantees, performance bond, trust and retention account, debt service reserve account and any other reserves and bank accounts. The loan is also secured by mortgage by deposit of title deeds of immovable properties of GIWPThL and pledge of 51% share capital of GIWPThL together with all accretions, held by promoter (i.e. Green Infra BTV Limited). |
| Term loan of Rs. 1,175.20 million (March 31, 2017: 1,208.43 million) from financial institution in MREPL | Interest on loan is in the range of 9.60% - 10.50% p.a. (March 31, 2017: 10.50% p.a.) and is repayable in 59 structured unequal quarterly installments from December 31, 2018. | Secured by first mortgage and charge on all immovable properties, both present and future; first charge on the entire movable properties and intangible assets including plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles along with first charge on the goodwill, uncalled capital, cash flows, receivables, book debts, revenues, first charge on all bank accounts, debt service reserve, trust and retention account; an assignment by way of security on project documents and contracts (including insurance, land, right, titles). |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| **Borrowings in the Group** | **Interest rate and repayment terms of the borrowings** | **Security terms of the borrowings** |
|---|---|---|
| | | |
| Term loan of Rs. 2,555.80 million (March 31, 2017: Nil) from banks in GIWSL | Interest on loan is in the range of 9.35% - 9.50% p.a. and is repayable in 63 structured unequal quarterly installments starting from June 30, 2018. | Secured by first mortgage and charge on all immovable properties, both present and future; first charge on the entire movable properties and intangible assets including plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles along with first charge on the goodwill, uncalled capital, cash flows, receivables, book debts, revenues, first charge on all bank accounts, debt service reserve account, trust and retention account; an assignment by way of security on project documents and contracts (including insurance policies, land, right, titles) and 26% equity shares of the GIWSL held by promoter have been pledged in favour of the Lender. |
| Term loan of Rs. 3,520.00 million (March 31, 2017: Nil) from bank in GIREL | Interest on loan is 9.00% p.a. and is repayable in 71 structured unequal quarterly installments starting from December 31, 2019. | Secured by first mortgage and charge on all immovable properties, both present and future; first charge on the entire movable properties and intangible assets including plant and machinery, machinery spares, tools and accessories, furniture, fixture, vehicles along with first charge on the goodwill, uncalled capital, cash flows, receivables, book debts, revenues, first charge on all bank accounts, debt service reserve account, trust and retention account; an assignment by way of security on project documents and contracts. |
| (i) External commercial borrowings of USD 11.09 million equivalent to Rs. 721.39 million (March 31, 2017: USD 12.05 million equivalent to Rs. 781.45 million) from bank in GISFL<br><br>(ii) External commercial borrowings of Rs. 342.53 million (March 31, 2017: Rs. 371.62 million) from foreign financial institution in GISFL | (i) External commercial borrowings from bank carries interest rate of USD 3M LIBOR + 2.5% p.a. (March 31, 2017: USD 3M LIBOR + 2.5% p.a.) and are repayable in 45 structured unequal quarterly installments from October 15, 2013.<br><br>(ii) External commercial borrowings from foreign financial institution carries an interest rate in the range of 10.57% - 11.48% p.a. (March 31, 2017: 10.57% - 11.48% p.a.) and are repayable in 26 structured unequal half yearly installments from October 15, 2013. | Secured by first charge on immovable properties all movables including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues, by way of assignment of security interest of all rights, title, interest, benefits in project documents, clearances, letter of credit, guarantees, performance bond, trust and retention account, debt service reserve account and other reserves and bank accounts of GISFL, along with all equity shares of GISFL have been pledged in favour of the Security Trustee of Lenders. |
| (i) External commercial borrowings of USD 2.90 million equivalent to Rs. 188.68 million (March 31, 2017: USD 3.15 million equivalent to Rs. 204.39 million) from bank in GISPL<br><br>(ii) External commercial borrowings of Rs. 88.86 million (March 31, 2017: Rs. 96.41 million) from foreign financial institution in GISPL | (i) External commercial borrowings from bank carries an interest rate of USD 3M LIBOR + 2.5% p.a. (March 31, 2017: USD 3M LIBOR + 2.5% p.a.) and are repayable in 45 structured unequal quarterly installments from October 15, 2013<br><br>(ii) External commercial borrowing from foreign financial institution carries an interest rate in the range of 10.57% - 11.48% p.a. (March 31, 2017: 10.57% - 11.48% p.a.) and are repayable in 26 structured unequal half yearly installments from October 15, 2013. | Secured by first charge on immovable properties all movables including plant and machinery, spares, tools, accessories, furniture, fixtures and other assets of project, cash flows, receivables, book debts, revenues, by way of assignment of security interest of all rights, title, interest, benefits in project documents, clearances, letter of credit, guarantees, performance bond, trust and retention account, debt service reserve account and other reserves and bank accounts of borrower, along with all equity shares of the GISPL have been pledged in favour of the security trustee of Lenders. |
| (i) External commercial borrowing of JPY 318.19 | (i) External commercial borrowings from bank carries an interest rate of JPY | Secured by first pari passu charge on assets including land, plant and machinery and movables properties |

**(All amounts in Indian Rupees millions unless otherwise stated)**

| **Borrowings in the Group** | **Interest rate and repayment terms of the borrowings** | **Security terms of the borrowings** |
|---|---|---|
| million equivalent to Rs. 195.81 million (March 31, 2017: JPY 409.10 million equivalent to Rs. 237.11 million) from bank in GIBTVL<br><br>(ii) Rupee term loan of Rs. 137.14 million (March 31, 2017: Rs. 205.70 million loan from bank in GIBTVL | LIBOR + 1.81% p.a. (March 31, 2017: JPY LIBOR + 1.81% p.a.) and is repayable in 20 half yearly equal installments of JPY 45.46 million from 15 months from first disbursements i.e. February 22, 2012.<br><br>(ii) The Rupee term loan carries an interest rate in the range of 9.95% to 12.00% p.a. (March 31, 2017: 12.00% p.a.) and is repayable in 35 quarterly equal installments of Rs. 17.15 million from 15 months from first disbursements i.e. September 7, 2011. | including books debts, operating cash flow, receivable in pertaining to the 23.75 MW wind farms projects at Vagaikulam and Theni, Tamil Nadu. |
| External commercial borrowing of USD 17.36 million equivalent to Rs. 1,129.44 million (March 31, 2017: USD 19.75 million equivalent to Rs. 1,280.56 million) from bank in GIBTVL | (i) External commercial borrowings of outstanding USD 5.96 million (March 31, 2017: 8.35 million) carries an interest rate of USD LIBOR + 4.50% p.a. (March 31, 2017: USD LIBOR + 4.50% p.a.) and are repayable in 14 half yearly equal installments of USD 1.19 million from December 31, 2013.<br><br>(ii) External commercial borrowings of outstanding USD 11.40 million (March 31, 2017: 11.40 million) carries an interest rate of USD LIBOR + 2.74% p.a. (March 31, 2017: USD LIBOR + 2.74% p.a.) and are repayable in 6 installments. First installment of USD 0.60 million was paid on September 23, 2013 and remaining balance is repayable in 5 structured unequal half yearly installments starting from March 22, 2021. | Secured by an exclusive charge on all immovable and movables properties pertaining to the 25.50 MW wind farms projects at Satara, Maharashtra |

**(All amounts in Indian Rupees millions unless otherwise stated)**

## 17. Derivative liabilities

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Derivative liabilities on fair valuation of interest rate swaps | 8.73 | 13.66 |
| Derivative liabilities on fair valuation of options | 2.51 | - |
| | **11.24** | **13.66** |

## 18. Provisions

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Provision for asset retirement obligation | 287.16 | 261.51 |
| | **287.16** | **261.51** |
| **Current** | | |
| **Provision for employee benefits** | | |
| - Gratuity (refer note 38) | 0.37 | - |
| - Compensated absences | 1.32 | 1.75 |
| Provision for captive consumption tax (refer note 54) | 2.49 | 2.49 |
| | **4.18** | **4.24** |

## 19. Other liabilities

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Non-current** | | |
| Operation and maintenance expenses equalisation reserve (refer note 55) | 717.76 | 867.59 |
| Lease equalisation reserve | 18.40 | 11.60 |
| | **736.16** | **879.19** |
| **Current** | | |
| Operation and maintenance expenses equalisation reserve (refer note 55) | 349.41 | 82.64 |
| Advance from customers | 33.03 | 15.30 |
| **Statutory dues payable:** | | |
| - TDS payable | 66.57 | 113.44 |
| - Provident fund payable | 2.27 | 2.03 |
| - Goods and Service tax payable/ VAT | 3.72 | 1.15 |
| - Other statutory dues | 0.01 | 0.01 |
| | **455.01** | **214.57** |

## 20. Short-term borrowings

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Bills discounted against letter of credit (secured) (refer subnote 1) | 3,300.80 | 1,980.99 |
| Loan from banks (secured) (refer subnote 2) | 10,149.56 | 1,250.00 |
| Working capital loan from banks (secured) (refer subnote 3) | - | 205.40 |
| | **13,450.36** | **3,436.39** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

**Terms and conditions of borrowings**

| Borrowings in the Group | Interest rate and repayment terms of the borrowings | Security terms of the borrowings |
|---|---|---|
| Short-term loan from banks:<br><br>Rs. 10,149.56 million (31 March 2017: Rs. 500.00 million) in GIWEL<br>Rs. Nil (31 March 2017: Rs. 750.00 million) in GIWSL | Short-term loan carries interest rate on based of MCLR rates plus spread margin i.e. ranging between i.e. 7.95% - 8.60% p.a. (March 31, 2017: 9.65% p.a.) and are repayable within 12 months. | Short-term loan from bank is secured by first pari passu charge on the moveable assets of the related projects of GIWEL and GIWSL. |
| Working capital loans from banks:<br><br>Rs. 3,300.80 million (31 March 2017: Rs. Nil million) in GIREL<br>Rs. Nil (31 March 2017: Rs. 1,100.08 million) in GIWEL<br>Rs. Nil (31 March 2017: Rs. 300.00 million) in GIWPGL<br>Rs. Nil (31 March 2017: Rs. 580.90 million) in GIWSL | Bill discounted carry an interest rate in the range of 7.85% - 9.00% p.a. (March 31, 2017: 7.85% - 9.00% p.a.) and are repayable after 270 - 365 days (March 31, 2017: 270 - 365 days) from the date of issuance of Bill of Exchange. | Bills discounted against Letter of credit from banks are secured by lien on underlying goods, documents, policies and proceeds. |
| Rs. Nil (31 March 2017: Rs. 125.00 million) in GIWFAL<br>Rs. Nil (31 March 2017: Rs. 38.00 million) in GIWEAL<br>Rs. Nil (31 March 2017: Rs. 2.40 million) in GIWFL<br>Rs. Nil (31 March 2017: Rs. 40.00 million) in GIWEL | The working capital loan facility is taken from bank and it carries an interest rate of Base rate +0.85% p.a. with monthly rests and is repayable on demand. | The working loan is secured by way of first charge of entire immovable properties pertaining to the project, entire movable properties including movable plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles, current assets, entire cash flow, receivables, book debts and revenues, entire intangible assets, assignment of all rights, title, interest, benefits, claims of project, all project documents, first charge on trust and retention accounts, debt service reserve accounts and other bank accounts. |

**21. Trade payable**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Total outstanding dues of micro and small enterprises | - | - |
| Total outstanding dues of creditors other than micro and small enterprises | | |
| - to related parties | 58.48 | 49.31 |
| - to others | 294.76 | 161.26 |
| | 353.24 | 210.57 |

**22. Other financial liabilities**

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Current maturities of long-term borrowings (refer note 16) | 2,051.89 | 2,113.81 |
| Amount payable for purchase of property, plant and equipment | 1,138.24 | 3,157.22 |
| Amount payable for purchase of property, plant and equipment (dues of micro and small enterprises) | 5.38 | - |
| Interest accrued | 225.59 | 218.37 |
| Amount payable against contract settlement (refer note 42) | - | 300.00 |
| Other payable (refer note 55) | 566.52 | - |
| Amount payable to employees | 19.53 | 22.80 |
| | **4,007.15** | **5,812.20** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

## 23. Current tax liabilities

| | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Provision for tax (net of advance tax) | 62.57 | 3.34 |
| | **62.57** | **3.34** |

## 24. Revenue from operations

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Income from power generation | 8,229.44 | 7,608.39 |
| **Other operating revenue** | | |
| Income from generation based incentives | 462.90 | 417.24 |
| Income from sale of renewable energy certificates | 157.72 | 62.80 |
| | **8,850.06** | **8,088.43** |

## 25. Other income

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Interest on | | |
| - bank deposits | 189.12 | 179.51 |
| - others (including interest on income tax refund) | 6.67 | 19.23 |
| Net gain on fair value changes classified as FVTPL | | |
| - mutual funds* | 168.45 | 102.73 |
| - other financial assets | 13.70 | 0.17 |
| Liquidated damages recovered (refer note 44) | 121.14 | 100.60 |
| Late payment surcharges recovered from customer (refer note 50) | 9.10 | 103.18 |
| Provision, no longer required, written back (refer note 55) | 159.84 | - |
| Gain on fair value changes of derivative contracts | 23.68 | - |
| Gain on foreign exchange fluctuations (net) | - | 0.58 |
| Gain on sale of property, plant and equipment | - | 0.40 |
| Other miscellaneous income | 2.06 | 7.57 |
| | **693.76** | **513.97** |

* Net gain on fair value changes include Rs. 136.75 million (March 31, 2017: Rs. 105.76 million) as net gain on sale of mutual funds.

## 26. Employee benefits expense

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Salaries, allowance and bonus | 140.77 | 212.06 |
| Contribution to provident fund | 15.69 | 10.91 |
| Gratuity (refer note 38) | 3.80 | 3.85 |
| Compensated absences | 2.80 | 1.35 |
| Staff welfare expenses | 7.59 | 10.30 |
| | **170.65** | **238.47** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

**27. Finance costs**

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Interest on | | |
| - Term loans | 3,757.81 | 3,189.09 |
| - Working capital loans | 0.21 | 106.11 |
| - Debentures | 60.00 | 60.00 |
| - Others | 3.23 | 4.38 |
| Unwinding of discount on asset retirement obligation | 21.20 | 16.60 |
| Letter of credit charges | 84.61 | 7.78 |
| Bank charges | 1.66 | 1.19 |
| Other borrowing costs | 35.92 | 30.30 |
| | **3,964.64** | **3,415.45** |

**28. Depreciation and amortisation expenses**

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Depreciation on property, plant and equipment | 3,492.38 | 2,814.54 |
| Amortisation of other intangible assets | 10.97 | 8.15 |
| | **3,503.35** | **2,822.69** |

**29. Operating and other expenses**

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Operation and maintenance cost | 752.71 | 605.05 |
| Rates and taxes | 55.44 | 48.24 |
| Rent (refer note 45) | 38.39 | 24.78 |
| Site expenses | 31.03 | 20.35 |
| System operating and transmission charges | 119.05 | 105.10 |
| Plant security expenses | 30.98 | 12.64 |
| Repairs and maintenance | | |
| - computer | 18.01 | 10.18 |
| - others | 5.27 | 9.79 |
| Travelling and conveyance | 33.42 | 36.18 |
| Insurance | 57.02 | 44.29 |
| Postage, courier and communication | 3.44 | 3.14 |
| Legal and professional expenses | 220.32 | 130.97 |
| Commission and brokerage | 6.43 | 6.90 |
| Directors' sitting fee | 7.65 | 7.01 |
| **Payment to Auditors** | | |
| - Statutory audit fee | 6.60 | 6.08 |
| - Other audit related services | 7.94 | 3.02 |
| - Reimbursement of out-of-pocket expenses | 0.66 | 0.75 |
| Recruitment expenses | 7.56 | 14.54 |
| Business promotion | 0.73 | 2.23 |
| Loss on fair value changes of derivative contracts | 6.94 | 191.63 |
| Corporate social responsibility expenses | 13.47 | 15.35 |
| Loss on fair valuation of other financial assets | - | 17.07 |
| Net loss on foreign exchange fluctuations | 1.59 | - |
| Net loss on disposal of property, plant and equipment | 1.00 | - |
| Provision for expected credit loss | 67.17 | - |
| Impairment of capital work-in-progress (refer note 41 and 53) | 78.17 | 13.24 |
| Advances written off (refer note 41 and 42) | 30.85 | 96.45 |
| Compensation on contract settlement with vendor (refer note 42) | - | 150.22 |
| Miscellaneous expenses | 12.41 | 2.67 |
| | **1,614.25** | **1,577.87** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

## 30. Tax expenses

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Current tax expense | 178.97 | 110.57 |
| Current tax expense (changes in estimates related to prior year) | (3.27) | 1.99 |
| Deferred tax charge | 139.21 | 36.24 |
| | **314.91** | **148.80** |
| Tax effect on other comprehensive income | (0.19) | (0.68) |
| | **314.72** | **148.12** |

**Reconciliation of effective tax rate**

| | | |
|---|---|---|
| **Profit before tax (a)** | **290.93** | **547.92** |
| Domestic tax rate | 33.06% | 33.06% |
| Tax using the Company's domestic tax rate | 96.19 | 181.16 |
| **Effect of** | | |
| Tax expenses (MAT) for which credit is not available | 171.00 | 94.71 |
| MAT credit availed from earlier years | - | (5.33) |
| Tax on changes in estimates related to prior year | (8.99) | 5.78 |
| Non-deductible expenses (depreciation on leasehold land, pre-operative expenses, interest on income tax, CSR expenses etc.) | 46.75 | 16.33 |
| Changes in permanent difference of deferred tax assets/liabilities | (100.24) | 78.18 |
| Non-taxable income (under section 80IA) | (61.46) | (43.67) |
| Carried forward losses and unabsorbed depreciation laspsed during the year | 343.25 | - |
| Deferred tax assets (recognised)/ not recognised in earlier years | (171.79) | (179.04) |
| **Income tax expense (b)** | **314.72** | **148.12** |
| **Effective tax rate (b/a)** | 108.18% | 27.03% |

## 31. (Loss)/ Earnings per share

| | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| (Loss)/profit for the year, attributable to equity holders | (24.30) | 397.79 |
| Weighted average number of equity shares | 28,10,93,152 | 25,66,83,806 |
| Basic and diluted (loss)/earnings per share (Rs.) | (0.09) | 1.55 |

---------------------*This space is intentionally left blank*----------------------

**(All amounts in Indian Rupees millions unless otherwise stated)**

**32. The Group, in addition to the Company, comprises of the following subsidiaries and associate entities:**

**a) Subsidiaries**

| S. No. | Name of entity | Date of Incorporation | Country of Incorporation | % of Ownership interest and voting power as at | |
|---|---|---|---|---|---|
| | | | | March 31, 2018 | March 31, 2017 |
| 1 | Green Infra Wind Energy Limited (GIWEL) *(a)* | June 6, 2005 | India | 100.00% | 100.00% |
| 2 | Green Infra Corporate Solar Limited (GICSL) | September 12, 2011 | India | 100.00% | 100.00% |
| 3 | Green Infra Wind Power Generation Limited (GIWPGL) | July 4, 2011 | India | 67.31% | 66.50% |
| 4 | Green Infra Wind Ventures Limited (GIWVL) | December 28, 2010 | India | 100.00% | 100.00% |
| 5 | Green Infra Wind Assets Limited (GIWAL) | October 14, 2008 | India | 100.00% | 100.00% |
| 6 | Green Infra Wind Farms Limited (GIWFL) | October 14, 2008 | India | 60.93% | 62.95% |
| 7 | Green Infra Wind Power Projects Limited (GIWPPL) | July 4, 2011 | India | 69.06% | 69.06% |
| 8 | Green Infra Wind Generation Limited (GIWGL) | July 4, 2011 | India | 70.55% | 70.55% |
| 9 | Green Infra Solar Energy Limited (GISEL) | April 29, 2010 | India | 100.00% | 100.00% |
| 10 | Green Infra Solar Farms Limited (GISFL) | April 29, 2010 | India | 100.00% | 100.00% |
| 11 | Green Infra Solar Projects Limited (GISPL) | September 12, 2011 | India | 100.00% | 100.00% |
| 12 | Green Infra Wind Energy Asset Limited (GIWEAL) *(b)* | September 14, 2011 | India | 100.00% | 100.00% |
| 13 | Green Infra Wind Farm Assets Limited (GIWFAL) *(b)* | September 14, 2011 | India | 100.00% | 100.00% |
| 14 | Green Infra Wind Power Limited (GIWPL) *(b)* | May 3, 2010 | India | 100.00% | 100.00% |
| 15 | Green Infra Corporate Wind Limited (GICWL) *(b)* | October 14, 2008 | India | 100.00% | 100.00% |
| 16 | Green Infra Wind Energy Project Limited (GIWEPL) *(b)* | July 4, 2011 | India | 100.00% | 100.00% |
| 17 | Green Infra Renewable Energy Limited (GIREL) *(c)* | March 2, 2017 | India | 99.00% | 99.00% |
| 18 | Green Infra BTV Limited (GIBTVL) *(d)* | September 1, 2008 | India | 90.46% | 90.46% |
| 19 | Green Infra Wind Energy Theni Limited (GIWEthL) *(d)(e)* | January 6, 2011 | India | 73.02% | 73.02% |
| 20 | Green Infra Wind Power Theni Limited (GIWPthL) *(d) (e)* | January 6, 2011 | India | 73.21% | 73.21% |
| 21 | Mulanur Renewable Energy Private Limited (MREPL) *(f)* | January 29, 2016 | India | 70.00% | 70.00% |
| 22 | Green Infra Wind Solutions Limited (GIWSL) | May 22, 2012 | India | 100.00% | 100.00% |
| 23 | Green Infra Wind Technology Limited (GIWTL) | May 22, 2012 | India | 100.00% | 100.00% |
| 24 | Green Infra Wind Limited (GIWL) | February 23, 2011 | India | 100.00% | 100.00% |
| 25 | Green Infra Clean Wind Energy Limited (GICWEL) | July 24, 2012 | India | 100.00% | 100.00% |
| 26 | Green Infra Wind Techno Solutions Limited (GIWTSL) *(g)* | May 21, 2012 | India | - | 100.00% |
| 25 | Green Infra Hydro Energy Projects Limited (GIHEPL) *(g)* | July 4, 2011 | India | - | - |
| 26 | Green Infra Wind Energy Efficiency Limited (GIWEEL) *(h)* | July 24, 2012 | India | - | - |
| 27 | Green Infra Wind Energy Creation Limited (GIWECL) *(h)* | July 24, 2012 | India | - | - |
| 28 | Green Infra Wind Power Solutions Limited (GIWPSL) *(h)* | May 21, 2012 | India | - | - |
| 29 | Green Infra Wind Energy Development Limited (GIWEDL) *(h)* | May 17, 2012 | India | - | - |
| 30 | Green Infra Wind Power Ventures Limited (GIWPVL) *(h)* | July 28, 2011 | India | - | - |
| 31 | Green Infra Wind Power Technology Limited (GIWPTL) *(h)* | December 28, 2010 | India | - | - |
| 32 | Green Infra Wind Power Development Limited (GIWPDL) *(h)* | July 4, 2011 | India | - | - |

**(All amounts in Indian Rupees millions unless otherwise stated)**

*(a)* On September 16, 2009, the Company, along with its subsidiary GIWAL, acquired 100% stake in GIWEL. GIWAL holds 15.22% stake (March 31, 2017: 15.95%) in GIWEL.
*(b)* Interests in ownership in subsidiaries are through another wholly owned subsidiary GIWVL.
*(c)* Interests in ownership in subsidiaries are through another wholly owned subsidiary GIWEL.
*(d)* On August 16, 2013, the Company acquired GIBTVL, GIWEThL and GIWPThL.
*(e)* Interest in ownership in said subsidiaries are through another subsidiary GIBTVL.
*(f)* On July 29, 2016, the Company acquired MREPL.
*(g)* The subsidiary filed an application dated June 6, 2017 for closure before Registrar of Companies under Fast Track Exit scheme. Accordingly, the entity has been declassified from above list of subsidiaries.
*(h)* Resolution passed by subsidiaries on December 21, 2016 for application for closure of company under Fact Track Exit. Accordingly, these entity had been declassified from list of subsidiaries in the year ended March 31, 2017.

**b) Associates**

| S. No. | Name of entity | Date of Incorporation | Country of incorporation | % of Ownership interest and voting power as at | |
|---|---|---|---|---|---|
| | | | | March 31, 2018 | March 31, 2017 |
| 1 | Green Kurpan Power Private Limited (GKPPL) *(a)* | December 20, 2007 | India | 49.00% | 49.00% |
| 2 | Green Mountain Hydro Power Private Limited (GMHPPL) *(a)* | December 20, 2007 | India | 49.00% | 49.00% |
| 3 | Hurla Valley Power Private Limited (HVPPL) *(a)* | December 20, 2007 | India | 49.00% | 49.00% |

*(a)* The associates filed an application dated January 19, 2018 for closure before Registrar of Companies under Fast Track Exit scheme. Accordingly, the entity has been declassified from above list of associates. Refer note 40.

## 33. Significant accounting judgements, estimates and assumptions

The preparation of the Consolidated Financial Statements requires management to make judgements estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

***Judgements***

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements.

***Estimates and assumptions***

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group has based its assumptions and estimates on parameters available when the Consolidated Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

***Assumptions and estimation uncertainties***

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

a. Impairment of Non-financial asset
b. Fair value measurements of derivatives;
c. Income tax; Recognition of deferred tax assets; availability of future taxable profit against which carry-forward losses can be used;
d. Measurement of defined benefit obligation, liability for long-service leave; key actuarial assumptions;
e. Impairment of trade receivables
f. Measurement of provision for asset retirement obligation;
g. Useful life of depreciable assets

***a. Impairment of non-financial assets***

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. The recoverable amount of an asset or cash-generating unit (CGU) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (CGU).

The Group's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognised, if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount and is recognised in the Consolidated Statement of Profit and Loss. Impairment loss recognised in respect of cash-generating units are allocated first to reduce the carrying amount of goodwill, if any, allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group or units on a pro rata basis).

Impairment losses recognised in prior periods are assessed at end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceeds the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

***b. Fair value measurement of derivatives***

When the fair values of derivatives assets and derivatives liabilities recorded in the Consolidated Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgements is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk volatility and discount rates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

***c. Income taxes and deferred taxes***

The Group is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred lax provisions in the period in which such determination is made.
In assessing the realisability of deferred tax assets, management considers whether it is probable, that some portion, or all, of the deferred tax assets will not be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that the Group will be able to realise the benefits of those deductible differences in future.

The renewable energy plants under the Group are eligible for tax holiday under Section 80IA of the Income Tax Act, 1961 and reviews its plans of availing 80IA benefits under Income Tax Act 1961, (tax holiday period) at each balance sheet date. The Group has considered non-recognition of tax credits accordingly.

***d. Estimation of defined benefits and compensated leave of absence***

The present value of the gratuity and compensated absences obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity obligations are given in note 38.

***e. Impairment of trade receivable and Unbilled Revenue***

The Group estimates the impairment losses on trade receivables and unbilled revenue using the expected credit loss model which considers, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

***f. Measurement of provision for asset retirement obligation***

The Group estimates the expected amount that it may have to incur in respect of asset retirement where the Group has its projects / operations. The management obtains quotes from vendors in respect of the estimated expense that it may have to incur in this respect considering the term of Power Purchase Agreement, lease period and inflation.

**g.** ***Useful life of depreciable assets***

Management reviews the useful lives of depreciable assets at each reporting date. As at March 31, 2018 management assessed that the useful lives represent the expected utility of the asset to the Group. Further, there is no significant change in the useful lives as compared to previous year.

**34. Capital Management**

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds into various investment options.

The capital structure of the Group consists of borrowings and total equity of the Group.

The Group is not subject to any externally imposed capital requirements. However, under the terms of the major borrowings, the Group has to comply with certain financial covenants.

As at March 31, 2018 three entities of the Group have not complied with one of the financial covenants (Debt Service Coverage Ratio) mentioned under the terms of borrowings however based on the past experience and the facts of the case the management believes that no financial obligation on part of the company, is likely to arise in respect of the above matter and thus, no adjustments are required in these financial statements in this regard.

The management of the Group reviews the capital structure of the Group on regular basis. As part of this review, the Board considers the cost of capital and the risks associated with the movement in the working capital.

---------------------*This space is intentionally left blank*----------------------

**(All amounts in Indian Rupees millions unless otherwise stated)**

**35. Financial Instruments - Fair value measurements**

The carrying value and fair value of financial instruments by categories as at March 31, 2018 are as follows:

| Particulars | Amortised cost | Financial assets/ liabilities at fair value through profit or loss | | Financial assets/liabilities at fair value through OCI | | Total carrying value | Total fair value | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Designated upon initial recognition | Mandatory | Equity instruments designated upon initial recognition | Mandatory | | Level 1 | Level 2 | Level 3 | Total |
| **Assets** | | | | | | | | | | |
| Investments | | | | | | | | | | |
| - Mutual funds | - | - | 2,629.49 | - | - | 2,629.49 | 2,629.49 | - | - | 2,629.49 |
| Derivative assets | - | - | 354.51 | | | 354.51 | - | 354.51 | - | 354.51 |
| Trade receivables | 2,484.03 | - | - | - | - | 2,484.03 | - | - | - | 2,484.03 |
| Cash and cash equivalents | 1,892.76 | - | - | - | - | 1,892.76 | - | - | - | 1,892.76 |
| Bank balances other than cash and cash equivalents | 433.47 | - | - | - | - | 433.47 | - | - | - | 433.47 |
| Other financial assets | 2,351.33 | - | - | - | - | 2,351.33 | - | - | - | 2,351.33 |
| **Total** | **7,161.59** | **-** | **2,984.00** | **-** | **-** | **10,145.59** | **2,629.49** | **354.51** | **-** | **10,145.59** |
| **Liabilities** | | | | | | | | | | |
| Borrowings (excluding current portion of long-term borrowings) | 45,339.24 | - | - | - | - | 45,339.24 | - | - | - | 45,339.24 |
| Derivative liabilities | - | - | 11.24 | - | - | 11.24 | - | 11.24 | - | 11.24 |
| Trade payables | 353.24 | - | - | - | - | 353.24 | - | - | - | 353.24 |
| Other financial liabilities | 4,007.15 | - | - | - | - | 4,007.15 | - | - | - | 4,007.15 |
| **Total** | **49,699.63** | **-** | **11.24** | **-** | **-** | **49,710.87** | **-** | **11.24** | **-** | **49,710.87** |

**(All amounts in Indian Rupees millions unless otherwise stated)**

The carrying value and fair value of financial instruments by categories as at March 31, 2017 are as follows:

| Particulars | Amortised cost | Financial assets/ liabilities at fair value | | Financial assets/liabilities at fair value | | Total carrying value | Total fair value | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Designated upon initial recognition | Mandatory | Equity instruments designated upon initial recognition | Mandatory | | Level 1 | Level 2 | Level 3 | Total |
| **Assets** | | | | | | | | | | |
| Investments | | | | | | | | | | |
| - Mutual funds | - | - | 2,370.81 | - | - | 2,370.81 | 2,370.81 | - | - | 2,370.81 |
| Derivative assets | - | - | 328.16 | - | - | 328.16 | - | 328.16 | - | 328.16 |
| Trade receivables | 2,267.19 | - | - | - | - | 2,267.19 | - | - | - | 2,267.19 |
| Cash and cash equivalents | 3,603.04 | - | - | - | - | 3,603.04 | - | - | - | 3,603.04 |
| Other financial assets | 2,807.27 | - | - | - | - | 2,807.27 | - | - | - | 2,807.27 |
| **Total** | **8,677.50** | **-** | **2,698.97** | **-** | **-** | **11,376.47** | **2,370.81** | **328.16** | **-** | **11,376.47** |
| **Liabilities** | | | | | | | | | | |
| Borrowings (excluding current portion of long-term borrowings ) | 35,490.22 | - | - | - | - | 35,490.22 | - | - | - | 35,490.22 |
| Derivative liabilities | - | - | 13.66 | - | - | 13.66 | - | 13.66 | - | 13.66 |
| Trade payables | 210.57 | - | - | - | - | 210.57 | - | - | - | 210.57 |
| Other financial liabilities | 5,812.20 | - | - | - | - | 5,812.20 | - | - | - | 5,812.20 |
| **Total** | **41,512.99** | **-** | **13.66** | **-** | **-** | **41,526.65** | **-** | **13.66** | **-** | **41,526.65** |

***Fair value hierarchy***

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
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.

During the year ended March 31, 2018, there have been no transfer in either direction.

***Financial assets and liabilities measured at fair value as at the Balance sheet date***

1. The fair values of investments in mutual fund units is based on the net asset value (‘NAV’) as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

2. Financial assets and liabilities values using Level 2 valuation comprise of Cross currency swaps, interest rate swaps and foreign currency options. The fair values of the derivative financial instruments has been determined using valuation techniques (“discounted cash flow model” / “Black scholes model”) with market observable inputs. Foreign currency and India rupee cash flow are converted and discounted based on relevant exchange rates / interest rate (from observable data points available at the end of the reporting period). Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rates / forward exchange rates used by market participants for this purpose when pricing interest rate swaps and cross currency swaps. The models incorporate various inputs including the credit quality of counter-parties, foreign exchange forward rates, interbank borrowing rates and cash flows.

## 36. Financial risk management

Our operating activities expose us to a variety of financial risks. These risks are inherent to the way we operate our projects.

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Market risk and
- Liquidity risk

**Financial Risk management framework**

The management has overall responsibility for the establishment and oversight of the Group's risk management framework. Financial risk management is governed by policies and guidelines approved by the management.

The Group's risk management policies and procedures are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect any major change in market conditions or the Group's activities.

The Group's principal financial assets includes trade receivables, unbilled revenue, cash and cash equivalents, security deposits, etc. that are derived directly from operations. The principal financial liabilities of the Group includes borrowings, trade payables and other liabilities and the main purpose of these financial liabilities is to finance the day to day operations of the Group. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures.

***a. Credit Risk***

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss.

**Trade receivable and unbilled revenue**

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables and unbilled revenue which are typically unsecured.

The impairment analysis is performed for the balance that is receivable at the end of each reporting date for which the Group uses a practical expedient by computing the expected loss allowance for the customer based on historical credit loss experience.

Expected credit loss (ECL) is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

The movement in provision for expected credit loss in respect of trade receivables and unbilled revenue during the year is as follows:

| **Particulars** | **Provision for expected credit loss** | |
|---|---|---|
| | **March 31, 2018** | **March 31, 2017** |
| **Trade receivables** | | |
| Balance at the beginning of the year | - | - |
| Movement in expected credit loss allowance | 54.49 | - |
| Balance at the end of the year | 54.49 | - |
| **Unbilled revenue** | | |
| Balance at the beginning of the year | - | -` |
| Movement in expected credit loss allowance | 12.68 | - |
| Balance at the end of the year | 12.68 | - |

**Other financial assets/ derivative assets**

The Group has a policy of dealing only with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group's exposure and wherever appropriate, the credit ratings of its counterparties are continuously monitored and spread amongst various counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the management of the Group.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks and financial institutions (including derivatives contracts), investments in mutual funds.

Credit risk on cash and cash equivalents, other bank balances and derivative assets and derivate liabilities are limited as the Group generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Given the high credit ratings of these banks and financial institution, the Group does not expect these banks and financial institutions to fail in meeting their obligations.

Credit risk arising from investment in mutual funds is limited and there is no collateral held against these because the counterparties are recognised financial institutions with high credit ratings assigned by the various credit rating agencies. The mutual funds are valued at market price prevailing at reporting date which represents the fair value.

The fair value of foreign exchange contracts and foreign exchange swaps are accounted for based on the difference between the contractual price and the current market price. The fair value of interest rate swaps and cross currency swaps are the indicative amounts that the Group is expected to receive or pay to terminate the swap counterparties at the balance sheet date.

The following table give details in respect of outstanding foreign exchange option, foreign currency cross currency swap and interest rate swap contract:

| Particulars | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|
| | Foreign Currency (in million) | Amount (in million) | Foreign Currency (in million) | Amount (in million) |
| **Cross currency swap** | | | | |
| In USD | 28.56 | 1,515.77 | 31.91 | 1,693.08 |
| **Option contract** | | | | |
| In USD | 0.11 | 12.86 | 0.22 | 17.98 |
| In JPY | 343.87 | 183.63 | 450.37 | 240.50 |
| **Interest rate swaps** | | | | |
| In USD | 8.76 | 569.96 | 11.39 | 738.57 |
| In JPY | 318.19 | 195.81 | 409.10 | 237.11 |

The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date.

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Not later than one month | 18.51 | 21.87 |
| Later than one month and not later than three months | 144.07 | 170.19 |
| Later than three months and not later than one year | 309.65 | 365.78 |
| More than one year | 2,005.80 | 2,369.40 |
| | **2,478.03** | **2,927.24** |

***b. Market risk***

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency risk and investment risk.

The Group holds derivative financial instruments such as cross currency swap, interest rate swaps and options contracts to mitigate the risk of changes in foreign exchange rates on foreign currency exposures. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future.

**(All amounts in Indian Rupees millions unless otherwise stated)**

The Group's activities expose it primarily to the financial risks of changes in interest rates / liquidity which impact returns on investments. Future specific market movements cannot be normally predicted with reasonable accuracy. The Group's exposure to and management of these risks are explained below.

***(i) Interest rate risk***

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

For the interest-bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates, which are included in interest bearing borrowings in the financial statements. In addition to these borrowings, the Group severally invests in term deposits for a period of less than one year. Considering the short-term nature, there is no significant interest rate risk pertaining to these deposits.

In respect of the External commercial borrowings taken by the Group, the risk is managed by the Group by the use of interest rate swap contracts, cross currency swaps and foreign currency options. The Group minimizes the exposure to fluctuation in interest rates by used of these strategies which are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. Similarly, in respect of Debentures, the Group is not exposed to any changes in market interest rates.

As per the Group's risk management policy to minimize the interest rate cash flow risk on foreign currency long term borrowings, interest rate swaps are taken against external commercial borrowings to convert the variable interest rate risk into rupee fixed interest rate. Thus, there is no major interest rate risks associated with long term borrowings.

At the reporting date the interest rate profile of the Group's interest bearing financial instrument is at its fair value:

| **Particulars** | **Carrying Amount** | |
|---|---|---|
| | **March 31, 2018** | **March 31, 2017** |
| **Fixed rate instruments** | | |
| Financial assets | 3,283.67 | 3994.52 |
| Financial liabilities | (3,557.53) | (3,582.79) |
| | **(273.86)** | **411.73** |
| Effect of interest rate swaps | (2,235.33) | (2,503.53) |
| | **(2,509.19)** | **(2,091.81)** |
| | | |
| **Variable rate instruments** | | |
| Financial assets | - | - |
| Financial liabilities | (30,682.17) | (30,916.66) |
| | **(30,682.17)** | **(30,916.66)** |
| Effect of interest rate swaps | 2,235.33 | 2,503.53 |
| | **(28,446.84)** | **(28,413.13)** |

**Cash flow sensitivity analysis for variable rate instruments**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. For floating rate liabilities, a 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

A change of 100 basis points in interest rates for variable rate instruments at the reporting date would have increased/(decreased) profit or loss for the below years by the amounts shown below. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

| **Particulars** | **March 31, 2018** | **March 31, 2017** |
|---|---|---|
| Increase/ (decrease) in 100 basis point | 339.91 | 265.02 |

***(ii) Foreign currency risk***

The Indian Rupee is the Group's most significant currency. As a consequence, the Group's results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly. The Group's operations give foreign currency exposure and as on Consolidated Balance Sheet date, below are the foreign currency payables outstanding as on the reporting date.

The Group exposures to foreign currency are limited to the external commercial borrowings taken by the Group and the balances payable to foreign vendors. The foreign currency exposures pertaining to the balances payable to foreign vendors are limited as these are paid subsequently there the gap between the dates of rendering of services by such vendor and the date of payment is short.

In respect of the external commercial borrowings taken by the Group, the risk is managed by the Group by the use of cross currency swaps and foreign currency options. The Group minimizes the exposure to fluctuation in foreign exchange rates by used of these strategies which are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

As per the Group's risk management policy to minimize the exposure of change in foreign exchange rates on foreign currency long term borrowings, cross currency swaps and foreign currency options are taken for most of the borrowings to convert the variable interest rate risk into rupee fixed interest rate and to cover the risk of changes in foreign exchange rates. Thus, there is no major foreign currency risks associated with foreign currency long term borrowings.

Below are the Group's foreign currency payables outstanding as on the reporting date.

| Particulars | Currency | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|---|
| | | Foreign Currency (in million) | Amount | Foreign Currency (in million) | Amount |
| **Financial liabilities** | | | | | |
| Borrowings – ECB | USD | 31.36 | 2,039.52 | 34.95 | 2,266.41 |
| Borrowings – ECB | JPY | 318.19 | 195.81 | 409.10 | 237.11 |
| Trade payable | SGD | 0.63 | 31.58 | 0.93 | 42.45 |
| Trade payable | USD | 0.00 | 0.05 | - | - |
| Trade payable | EUR | 0.00 | 0.04 | - | - |
| Other financial liabilities | USD | 0.26 | 25.33 | 0.29 | 29.84 |
| Other financial liabilities | JPY | 1.34 | 0.71 | 1.72 | 0.92 |
| **Total financial liabilities (a)** | | | **2,293.04** | | **2,576.73** |
| **Less:** | | | | | |
| Cross currency and interest rate swap contracts | USD | 28.79 | 1,881.14 | 32.18 | 2,097.27 |
| Option contract | JPY | 319.52 | 196.52 | 410.81 | 238.03 |
| **Total hedge (b)** | | | **2,077.66** | | **2,335.30** |
| **Net financial liabilities (a-b)** | | | **215.38** | | **241.43** |

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of Indian rupee against US dollar, Singapore dollar or Euro as at March 31, 2018 would have affected the measurement of financial instruments denominated in foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast purchases.

| Impact in profit or loss | March 31, 2018 | | March 31, 2017 | |
|---|---|---|---|---|
| | Strengthening | Weakening | Strengthening | Weakening |
| USD (5% Movement) | 9.19 | (9.19) | 9.95 | (9.95) |
| SGD (5% Movement) | 1.60 | (1.60) | 2.17 | (2.17) |
| EUR (5% Movement) | 0.00* | (0.00)* | - | - |

*Refers 0.00 for figures below then 0.01 million.

**(All amounts in Indian Rupees millions unless otherwise stated)**

***(iii) Investment risk***

The Group's quoted mutual funds are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the price risk through diversification and by placing limits on individual and total Instruments. Reports on the portfolio are submitted to the Group's senior management on a regular basis.

The Group is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in interest rates, liquidity and credit quality of underlying securities.

**NAV price sensitivity analysis**

The sensitivity analyses have been determined based on the exposure to NAV price risks at the end of the reporting period. If NAV prices had been 1% higher/lower the profit before tax for the year ended March 31, 2018 would increase/ decrease by Rs. 26.29 million (for the year ended March 31, 2017: increase/ decrease by Rs. 23.71 million).

***c. Liquidity risk***

The financial liabilities of the Group include loans and borrowings, trade and other payables. The Group's principal sources of liquidity are cash and cash equivalents which includes term deposits and the cash flow that is generated from operations. The Group monitors its risk of shortage of funds to meet the financial liabilities using a liquidity planning tool.

The below is the detail of contractual maturities of the financial liabilities at the end of each reporting date:

| **Particulars** | **March 31, 2018** | **March 31, 2017** |
|---|---:|---:|
| **Long-term borrowings including current maturities** | **57,393.33** | **49,241.64** |
| Contractual cash flows of long-term borrowings | | |
| 0 - 1 year | 4,684.11 | 4,982.54 |
| 1 - 5 years | 21,912.66 | 22,666.58 |
| More than 5 years | 30,796.56 | 21,592.52 |
| | | |
| **Short-term borrowings (carrying amount)** | **13,450.36** | **3,436.39** |
| Contractual cash flows of trade payables | | |
| 0 - 1 year | 13,450.36 | 3,436.39 |
| 1 - 5 years | **-** | **-** |
| More than 5 years | **-** | **-** |
| | | |
| **Trade payables (carrying amount)** | **353.24** | **210.57** |
| Contractual cash flows of trade payables | | |
| 0 - 1 year | 353.24 | 210.57 |
| 1 - 5 years | - | - |
| More than 5 years | - | - |
| | | |
| **Other financial liabilities (carrying amount)** | **1,955.26** | **3,698.39** |
| Contractual cash flows of other financial liabilities | | |
| 0 - 1 year | 1,955.26 | 3,698.39 |
| 1 - 5 years | - | - |
| More than 5 years | - | - |

**(All amounts in Indian Rupees millions unless otherwise stated)**

## 37. Contingent liabilities and capital commitments

### A. Contingent liabilities

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Income tax demand | | |
| - For Assessment year 2009-10 (refer subnote a) | 217.12 | 217.12 |
| - For Assessment year 2010-11 (refer subnote b) | 704.07 | 693.89 |
| - For Assessment Year 2011-12 (refer subnote c) | 671.89 | - |
| - For Assessment Year 2012-13 (refer subnote d) | 257.84 | - |

a. During Assessment Year 2009-10 (financial year 2008-09), the Company issued shares at a premium and credited Rs. 479.71 million to the securities premium account. The Assessing Officer challenged the allotment of Company's shares at premium and treated the securities premium on issue of shares as 'Income from other sources' on the grounds that the premium charged by the Company was not justified. Further, the Assessing Officer disallowed certain expenses under different heads amounting to Rs. 25.23 million on account that the Company did not commence its business in the relevant assessment year. A demand of Rs. 217.12 million was raised, out of which Rs. 50.00 million was deposited by the Company in terms of the stay order issued by Commissioner of Income Tax (Appeals) (CIT-Appeals), while Rs. 7.38 million was adjusted from refund receivable for financial year 2010-11. The Company filed an appeal against the said order with CIT- Appeals where CIT- Appeals has decided the case in favor of the revenue department in November 2012. The Income Tax Appellate Tribunal (ITAT), Mumbai decided the case in favour of the Company in August 2013. Subsequently, Income tax department has filed an appeal before Bombay High Court against the orders of ITAT, which is admitted for hearing by the Honorable High Court which is currently pending for disposal. The Income tax department has adjusted the tax deposited under protest amounting to Rs. 57.38 million and interest of Rs. 9.24 million against the tax demand for Assessment Year 2012-13.

b. During Assessment Year 2010-11 (financial year 2009-10), the Company issued shares at a premium and credited Rs. 1,532.11 million in securities premium account. The Assessing Officer challenged the allotment of Company's shares at premium and treated the securities premium on issue of shares as 'income from other sources' on the grounds taken in previous assessment year. Further, the Assessing Officer made disallowance under section 14A read with rule 8D of the Act amounting to Rs. 6.23 million and a total demand for Rs. 694.41 million was raised which was later revised to Rs. 704.07 million. The Company had deposited Rs. 30.24 million under protest against the tax demand and filed an appeal with CIT-Appeals. The CIT-Appeals had decided the matter related to issue of shares at premium in favour of the Company. The Income tax department had adjusted the tax deposited under protest amounting to Rs. 30.24 million and interest of Rs. 2.90 million against the tax demand for Assessment Year 2012-13. Income tax department has filed an appeal before ITAT against the orders of CIT-Appeals, which is currently pending disposal. ITAT upheld the order of CIT (A) and passed the order in favour of the Company on 17 Oct 2017. Department has filed an appeal with ITAT. In its order dated 17 October 2017, ITAT has directed the Assessing Officer to delete the addition from the income on account of share premium issue. The case has been disposed of in the current year.

c. During Assessment Year 2011-12 (financial year 2010-11), the Company issued shares on premium and credited Rs. 1,512.68 million in securities premium account. The Assessing Officer challenged the allotment of Company's shares at premium and treated the securities premium on issue of shares as 'income from other sources' on the grounds taken in earlier assessment years. Further, the Assessing Officer made a disallowance under section 14A read with rule 8D of the Act amounting to Rs. 9.67 million and a total demand for Rs. 671.89 million has been raised. Subsequently, the CIT-Appeals had decided the matter related to issue of shares at premium in favour of the Company and referred back to the Assessing Officer to modify the demand in accordance with the relief granted to the Company. Subsequently, Income tax department has filed an appeal before ITAT on 2 May 2016 against the orders of CIT-Appeals, which is currently pending disposal.

d. During Assessment Year 2012-13 (financial year 2011-12), the Company issued shares on premium and credited Rs. 639.82 million in securities premium account. The Assessing Officer challenged the allotment of Company's shares at premium and treated the securities premium on issue of shares as 'income from other sources' on the grounds taken in earlier assessment years. Further, the Assessing Officer made disallowance under section 14A read with rule 8D of the Act amounting to Rs. 0.39 million and a total demand for Rs. 269.94 million, has been raised in March 2015. An advance tax amounting to Rs. 12.10 million pertaining to Assessment year 2012-13 year has been adjusted from this demand. The Company has filed an appeal against the Order before CIT-Appeals. Further, the Income tax department has adjusted advance tax refund receivable amounting to Rs. 19.96 million (interest of Rs. 3.05 million thereon) and Rs. 17.07 million (interest of Rs. 2.29 million thereon) pertaining to Assessment Year 2013-14 and Assessment Year 2014-

**(All amounts in Indian Rupees millions unless otherwise stated)**

15 respectively against the tax demand for Assessment Year 2012-13. Subsequently, the CIT-Appeals had decided the matter related to issue of shares at premium in favour of the Company and referred back to Assessing Officer to modify the demand in accordance with the relief granted to the Company. Subsequently, Income tax department has issued an order of modification of demand as on March 31, 2017 to refund total deposit under protest amounting to Rs. 140.64 million and interest of Rs. 12.44 million to the Company which is received in the month of April 2017.

Based on discussion with experts, the management believes that no demand is likely to crystallise in respect of matters given in note (a), (b), (c) and (d) and thus, no adjustments are required in Consolidated Financial Statements in this regard.

**B. Other capital commitments**

Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for Rs. 37,442.34 million (March 31, 2017: Rs. 91.00 million)

During the year ended March 31, 2017, following subsidiaries had entered into contracts with project vendors to develop wind power projects. Due to foreseeable delays in project completion within the stipulated time, the Group had decided to short closed contracts and decided to commission partial capacity. The management does not foresee any liability against such short closure of the project.

| **Subsidiaries** | **Project location** | **Agreed capacity with vendors** | **Installed capacity** |
|---|---|---|---|
| Green Infra Wind Energy Limited | Gujarat | 90 MW | 44 MW |
| Green Infra Wind Power Generation Limited | Karnataka | 84 MW | 80 MW |
| Green Infra Wind Solutions Limited | Andhra Pradesh | 75 MW | 49.5 MW |

During the current year, the Group participated in competitive biddings for wind power projects and has been awarded with projects of 550 MW (March 31, 2017: 249.9 MW) capacity.

**38. Gratuity plan**

The Group provides for gratuity, which is defined benefit retirement plan covering all employees. Every employee gets gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with the Life Insurance Corporation in the form of qualifying insurance policy.

The present value of the obligation under such defined benefit plan and the related current service cost and, where applicable past service cost are determined based on an actuarial valuation done using the Projected Unit Credit Method by an independent actuary, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans is based on the market yields on Government bonds as at the date of actuarial valuation. Actuarial gains and losses (net of tax) are recognised in the Other Comprehensive Income.

The Group has a policy of getting the actuarial valuation done every reporting date basis. Accordingly, the disclosures have been made for the year ended March 31, 2018 and year ended March 31, 2017.

The following table summaries the components of net benefit expense recognised in the Consolidated Statement of Profit and Loss and the funded status and amounts recognised in the Consolidated Balance Sheet for the plans.

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**(All amounts in Indian Rupees millions unless otherwise stated)**

**Consolidated Statement of Profit and Loss**
**Expense recognised in the Consolidated Statement of Profit and Loss during the year**

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Current service cost | 3.87 | 3.49 |
| Interest cost on benefit obligation | 0.88 | 0.62 |
| Interest income on plan assets | (0.95) | (0.26) |
| Total expense for the year | 3.80 | 3.85 |

**Statement of Other comprehensive income (excluding tax)**

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Actuarial loss for the year on benefit obligation | (0.92) | (2.00) |
| Actuarial (loss)/ gain for the year on planned asset | (0.50) | 0.13 |
| Actuarial loss at the end of the year | (1.42) | (1.87) |

**Balance sheet**
Benefit asset/liability

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Present value of defined benefit obligation | 13.27 | 11.71 |
| Fair value of plan assets | 15.36 | 12.62 |
| Net planned asset | 2.09 | 0.91 |

**Changes in the present value of the defined benefit obligation are as follows:**

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Opening defined benefit obligation | 11.71 | 7.82 |
| Interest cost | 0.88 | 0.63 |
| Current service cost | 3.87 | 3.49 |
| Benefits paid | (4.11) | (2.23) |
| Actuarial loss on obligation | 0.92 | 2.00 |
| Closing defined benefit obligation | 13.27 | 11.71 |

**Changes in the fair value of plan assets are as follows:**

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Opening fair value of plan assets | 12.62 | 3.29 |
| Interest income on plan assets | 0.45 | 0.39 |
| Contributions by employer | 5.55 | 9.69 |
| Benefits paid | (3.26) | (0.75) |
| Closing fair value of plan assets | 15.36 | 12.62 |

**The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:**

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Investments with insurer | 100% | 100% |

The principal assumptions used in determining gratuity benefit obligations for the Group's plan are mentioned below:

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Discount rate | 7.71% | 7.54% |
| Future salary increase | 7.00% | 7.00% |
| Attrition rate | 5.00% | 5.00% |
| Mortality rate | IALM (2006 - 08) | IALM (2006 - 08) |

The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the year over which the obligation is to be settled.

**(All amounts in Indian Rupees millions unless otherwise stated)**

Significant actuarial assumptions for determination of defined obligation are discount rate and future salary increase. The sensitivity analysis below have been determined on reasonable possible changes of the respective assumptions occurring at the end of year, while holding all other assumptions constant.

| Particulars | March 31, 2018 | March 31, 2017 |
|---|---|---|
| **Impact of the change in discount rate** | | |
| 0.5% increase | (0.67) | (0.60) |
| 0.5% decrease | 0.72 | 0.65 |
| **Impact of the change in future salary increase** | | |
| 0.5% increase | 0.73 | 0.65 |
| 0.5% decrease | (0.68) | (0.60) |

Mortality rate and attrition rate are not material and hence impact of such change is not calculated.

Expected cash flows for the following year:

| Year | March 31, 2018 | March 31, 2017 |
|---|---|---|
| Within 1 year | 0.89 | 0.62 |
| 1-2 year | 0.63 | 0.55 |
| 2-3 year | 0.51 | 0.71 |
| 3-4 year | 0.61 | 0.51 |
| 4-5 year | 0.55 | 0.49 |
| 5-6 year | 0.53 | 0.55 |
| 6 year onwards | 0.96 | 0.83 |

**Defined contribution plan - Contribution to provident fund**

| Defined Contribution Plan | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---|---|
| Contribution to provident fund (excluding administration and EDLI charges) | 12.46 | 10.01 |

## 39. Related party disclosures

### A. Names of related parties and related party relationship

#### a. Related parties where control exists

**Ultimate Holding Company**
Sembcorp Industries Limited

**Intermediate Holding Company**
Sembcorp Utilities Pte. Limited

**Holding Company**
Sembcorp Energy India Limited (formerly Thermal Powertech Corporation India Limited) (from February 14, 2018)

**Substantial shareholder**
IDFC Infrastructure Fund 3, *a SEBI registered venture capital fund of which, IDFC Private Equity Fund III is a unit scheme and IDFC Trustee Company Limited is the Trustee* (up to February 13, 2018)

#### b. Names of other related parties with whom transactions have taken place during the year

**Associates**
Hurla Valley Power Private Limited
Green Kurpan Power Private Limited
Green Mountain Hydro Power Private Limited

**(All amounts in Indian Rupees millions unless otherwise stated)**

**Fellow subsidiary**
Sembcorp India Private Limited

**Key Managerial Personnel**
Mr. Subrat Das, Chief Financial Officer
Dr. Vijay Laxman Kelkar, Independent Director
Mr. Bobby Kanubhai Parikh, Independent Director
Mrs. Sangeeta Talwar, Independent Director

**B. Transactions during the year with related parties**

| Related parties | Share capital issued (including securities premium) | | Legal and professional service availed | |
|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 | March 31, 2017 |
| Sembcorp Utilities Pte. Limited | 1,000.00 | 3,600.00 | 26.95 | 23.52 |
| Sembcorp India Private Limited | - | - | 94.19 | 29.13 |
| **Total** | **1,000.00** | **3,600.00** | **121.14** | **52.65** |

| Related parties | Expenses incurred/paid on behalf of Company | | Loans and advances write-off / (write back) | |
|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 | March 31, 2017 |
| Green Kurpan Power Private Limited | 0.02 | 0.02 | (0.01) | 0.02 |
| Green Mountain Hydro Power Private Limited | 0.02 | 0.02 | 0.02 | 0.02 |
| Hurla Valley Power Private Limited | 0.01 | 0.02 | 0.01 | 0.02 |
| Sembcorp Utilities Pte. Limited | 4.41 | 6.02 | - | - |
| Sembcorp India Private Limited | 0.11 | 0.02 | - | - |
| **Total** | **4.57** | **6.10** | **0.02** | **0.06** |

| Related parties | Facility charges | | License costs | |
|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 | March 31, 2017 |
| Sembcorp Utilities Pte. Limited | - | - | 12.41 | 9.48 |
| Sembcorp India Private Limited | 2.50 | 1.98 | - | - |
| **Total** | **2.50** | **1.98** | **12.41** | **9.48** |

| Related parties | Remuneration for key management personnel including bonus | | Director sitting fee | |
|---|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 | March 31, 2017 |
| Mr. Subrat Das | 14.21 | - | - | - |
| Dr. Vijay Laxman Kelkar | - | - | 0.60 | 0.40 |
| Mrs. Sangeeta Talwar | - | - | 0.90 | 1.10 |
| Mr. Bobby Kanubhai Parikh | - | - | 1.00 | 0.90 |
| **Total** | **14.21** | **-** | **2.50** | **2.40** |

**c. Balance outstanding as at year end**

| Related parties | Trade payable | |
|---|---|---|
| | March 31, 2018 | March 31, 2017 |
| Sembcorp Utilities Pte. Limited | 31.74 | 42.45 |
| Sembcorp India Pvt. Ltd. | 26.64 | 6.85 |
| **Total** | **58.38** | **49.30** |

| Related parties | Bonus payable | |
|---|---|---|
| | March 31, 2018 | March 31, 2017 |
| Mr. Subrat Das | 1.05 | - |
| **Total** | **1.05** | **-** |

**40.** In an earlier year, the Company had purchased 49% equity shares in three associate companies at Rs. 69.53 million on account of payments made as part purchase consideration on achievement of certain milestones as stipulated in the agreements. The Company had also invested Rs. 20.53 million in the debentures of these associate companies. During the year ended March 31, 2015, the Company had decided not to pursue hydro power projects considering non-sustainability in future. Accordingly, the Company had made provision, for diminution in relation to investments in equity shares of Rs. 69.53 million and debentures of Rs. 20.53 million of the associate companies.

During the current year, the management of the associates has decided to wind up the operations in these companies and filed an application under Fast Track Exit (FTE) scheme to surrender its registration certificates. Accordingly, the Company has written off such investment amounting to Rs. 90.05 million which was provided in earlier years. Further, the Company has written off advances amounting to Rs. 0.02 million (March 31, 2017: Rs. 0.06 million) as extended to associate companies for meeting certain expenses. The management believes that no further liability shall arise requiring any adjustment in the Consolidated Financial Statements at this stage.

**41.** In earlier years, one of the subsidiaries, GIWVL, was allocated licenses for 474 MW projects in the state of Madhya Pradesh. During the earlier years, work for 220 KV line and bay extension in relation for 100 MW out of 474 MW project license had been started jointly with another party for which an Evacuation Infrastructure Development Agreement (EIDA) was signed. As per the agreement the cost was to be shared in equal proportion by each party, for which an Escrow account was also opened. An amount of Rs. 282.60 million was transferred by each of the parties in the Escrow account so that payments related to work can be made accordingly. Further, land had been purchased which had been registered in the name of both the parties for execution of 220 KV line and bay extension work.

During the year ended March 31, 2018, an advance of Rs. 30.83 million (March 31, 2017: Rs. 6.75 million) paid earlier to one of the vendors of the project became non-recoverable and has thus been written off in the Consolidated Statement of Profit and Loss. Further, the capital work-in-process has been written off amounting to Rs. 78.17 million as the projects are unviable and management has decided not to pursue these projects. Further, Company has made a re-fund application for Rs. 32.89 million which was paid to MSEPDL as supervision changes in relation to project in earlier years. As the project was not executed the management is hopeful to receive the refund from the concerned authority.

**42.** In earlier years, the Company had entered into various agreements with a vendor for development of wind power projects of 490.5 MW and providing related services in the state of Karnataka. Subsequently, the Company had assigned all rights, interest and obligations to its nine subsidiaries. Further, a Revised Agreement was signed with the vendor through which the Group intended to pursue projects equivalent to 258.0 MW instead of 490.5 MW.

As at year ended March 31, 2016, the Group had an outstanding advance amounting to Rs. 218.12 million, which was adjustable against the consideration to be paid to the vendor towards future development of 84.0 MW project (out of total 258.0 MW).

During the year ended March 31, 2017, the Company and its three subsidiaries Green Infra Wind Power Generation Limited (GIWPGL), Green Infra Wind Energy Limited (GIWEL) and Green Infra Clean Wind Energy Limited (GICWEL) signed a Memorandum of Understanding (MOU) with the vendor to execute the 44 MW project in GIWPGL and 40 MW in GIWEL. Subsequently, GIWPGL and GIWEL obtained Government Order and Power Evacuation approval and the vendor submitted invoices amounting to Rs. 145.73 million and Rs. 132.48 million in GIWPGL and GIWEL respectively. The same was accounted as capital-work-in-progress and the vendor liability was adjusted against the advance of the vendor in the respective entities.

On June 3, 2017, the Group signed a Settlement & Release Agreement No.1 with the vendor. As per the agreement the vendor had been absolved of all its responsibilities without any recourse to the Group at an agreed Settlement amount of Rs. 384.72 million. Part of this settlement was done through a payment of Rs. 300.00 million and part of the amount was adjusted from the advance lying in GIWEL amounting to Rs. 84.72 million.

Considering the above settlement, the Group has accounted Rs. 150.22 million as a compensation claim (after netting of Rs. 149.78 million provided in the previous year) against the final settlement in the year ended March 31, 2017. The Group believes that no further liability shall arise requiring any adjustment in these Consolidated Financial Statements as a final settlement agreement has been signed with the vendor.

**(All amounts in Indian Rupees millions unless otherwise stated)**

**43.** In earlier years, one of the subsidiaries, GIWFAL allotted 500, 12% Non-convertible debentures of face value of Rs. 1.00 million each and such debentures have also been listed on the Bombay Stock Exchange. GIWFAL has transferred Rs. 125.00 million to 'Debenture Redemption Reserve' (DRR) out of profits available for distribution of dividends, as required under section 71 of the Companies Act, 2013, read with rule 18 under Companies (Share capital and Debentures) Rules, 2014.

**44.** 'Other Income' in the Consolidated Statement of Profit and Loss includes Rs. 121.14 million (March 31, 2017: Rs. 100.60 million) being contractual liquidated damages claimed from certain EPC vendors based on the terms of the relevant agreements. These claims for liquidated damages have been duly accepted by the respective vendors.

**45. Leases**

The Group has taken office space under operating lease arrangements. Minimum lease payments charged during the year to the Consolidated Statement of Profit and Loss was Rs. 38.39 million (March 31, 2017: Rs. 24.78 million). The future minimum lease payments under non-cancellable operating leases as of March 31, 2017 are as follows:

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 |
|---|---:|---:|
| Not later than one year | 31.22 | 28.13 |
| Later than one year but not later than five years | 129.78 | 121.55 |
| Later than five years | 247.42 | 287.68 |

**46. Segment Information**

The Group is in the business of acquiring, developing and operating a range of renewable energy projects and is in the process of setting up various power projects. Presently, the Group is operating 927.45 MW renewable energy projects. This is the only activity performed and is thus also the main source of risks and returns. The Group has a single reportable segment which is reviewed by Chief Operating Decision Maker (CODM). Further, The Group operates within India and does not have operations in economic environments with different risk and returns. Hence, it is considered operating in single geographical segment.

During the current year, out of the total operational revenue of Rs. 8,850.06 million, Rs. 2,276.38 million is from customers who have contributed more than 10% of the total revenue.

**47.** The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Section 92 - 92F of the Income Tax Act, 1961. The management is of the opinion that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

**48.** During the year ended March 31, 2017, eight subsidiaries of the Company had applied under scheme of Fast Track Exit (FTE) for defunct companies to surrender their registration. Applications for seven subsidiaries under FTE was accepted by Ministry of Corporate Affairs vide its various letters dated May 23, 2017 and June 6, 2017 and the name of these companies had been struck off from the Register. Application for eighth subsidiary (GIWTSL) is still pending for approval by Ministry of Corporate Affairs under Fast Track Exit scheme. Accordingly, these entities had been declassified for consolidation purpose.

**49.** In an earlier year, one of the subsidiary company, GIWEPL had given Rs. 54.00 million as contribution towards common power evacuation facility charges for its Gude wind farm project to its project developer. As per the Power Generation from Non-Conventional Energy Sources New Policy, 2008, 50% of the expenditure incurred for the erection and commissioning of the evacuation arrangement shall be refundable by Maharashtra State Electricity Board (MSEB) after one year from the date of commissioning of the evacuation arrangement. The balance 50% of the contribution (i.e. Rs. 27.00 million) has been considered as non-refundable by the management and accordingly had been capitalised in earlier years.

In respect of remaining 50% amount i.e. Rs. 27.00 million, GIWEPL has entered into an agreement with the developer whereby the developer has agreed to refund the said amount to GIWEPL on receipt from MSEB. The management is currently in discussion with the developer for refund and, basis thereof, believes that no adjustments are required to be made in this regard in the consolidated financial statements.

**50.** 'Other Income' includes an amount of Rs. 9.10 million (March 31, 2017: Rs. 103.18 million), which has been recovered as late payment surcharge as per the Power Purchase Agreement (PPA) entered with Jaipur Vidyut Vitran Nigam Limited (Jaipur Discom) in September 2012 for supply of wind power energy. As per terms of PPA, the Group was eligible for late payment surcharge @ 1.25% per month if payment of respective bill is delayed beyond a period of 1.5 month from the date of billing.

**51.** In earlier years, one of the subsidiary company, GICSL had set up a wind project in the state of Maharashtra, having an installed capacity of 22.50 MW set up in 2 phases i.e. 12.90 MW in the month of October 2015 and 9.6 MW in the month of March 2016. In relation to the said project, the Power Purchase Agreement (PPA) had not been entered up to financial year ended March 31, 2016. However, GICSL has started generating electricity and feed in the governmental grid from the date of commission of the said project.

During the year ended March 31, 2017, GICSL entered into a PPA with Maharashtra State Electricity Distribution Company Limited (MSEDCL) and accordingly had accrued revenue for the period November 2015 to March 31, 2017 amounting to Rs. 156.46 million, out of which Rs. 20.19 million relates to the period of November 2015 to March 31, 2016.

Further, GICSL has entered into a Consensus Cum Undertaking with MSEDCL for voluntarily waiving off the late payment surcharge @ 1.25% per month as mentioned in PPA. Also, GICSL has agreed to receive the amount of accrued revenue for the above mentioned period in 18 equal monthly installments. Accordingly, the said revenue had been discounted using government bond rate over the period of 18 months and expense of Rs. 13.10 million has been charged in the Consolidated Statement of Profit and Loss in the year ended March 31, 2017. During the current year, the Group have received 2 installments out of 18 installments.

**52.** In earlier year, one of the subsidiary company, GIWPGL had taken necessary approvals to develop Saudhantti project sites (approximate capacity of 36 MW) in the state of Karnataka. During the year ended March 31, 2017, the management decided not to develop the said project sites due to non-viability of such project in future. Accordingly, an amount of Rs. 7.72 million had been charged in the Consolidated Statement of Profit and Loss as capital work in progress written off.

**53.** During the year ended March 31, 2017, one of the subsidiary company, GIWL has received a letter of cancellation for power evacuation approval for the wind turbine generators (WTGs) from Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) for 25.5 MW wind projects in the state of Tamil Nadu. Accordingly, the management has decided to write off capital work-in-progress amounting to Rs. 5.52 million as the expenditures incurred on the project under the capital work-in-progress is no longer feasible to be capitalised.

During the year ended March 31, 2018, GIWL have filed an application for refund of security deposits for Rs. 4.10 million made to TANGEDCO for the related project. The management is hopeful to receive the re-fund and believes that no further liability shall arise requiring any adjustment in the financial statements at this stage.

**54.** In earlier year, the Group had filed a writ in the Hon'ble High Court against the demand for Rs. 2.49 million (March 31, 2017: Rs. 2.49 million) received from Chief Electrical Inspector towards Electricity Tax on Captive Generation and obtained a stay order. However, the Group has already made provision against the same in the earlier year.

**55.** During the year ended March 31, 2018, the concern entities in the Group has served a notices of default to an operation and maintenance vendor due to performance issues which were not in line with the agreed terms as per the operation and maintenance agreement (O&M contract).

As the concerned vendor failed in taking necessary action for curing the defaults, the Group terminated the O & M contract with the said vendor. The Group also invoked the performance bank guarantees related to the terminated agreements amounting to Rs. 577.97 million. Both parties had approached Hon'ble High Court of Delhi & Madras seeking interim relief against each other. In terms of a consent order dated 22 December 2017 recorded by the High Court of Delhi, an amount of Rs. 267.57 million has been deposited with the Registrar of Delhi High Court.

Subsequently, the Court has referred disputes initiated by Group pertaining to certain contracts to Arbitration Tribunal, while for disputes in other contracts, necessary action under the Arbitration & Conciliation Act has been initiated.

As the matter is pending before the Arbitral Tribunal, the amount encashed against the bank guarantees will be appropriately adjusted based on outcome of the arbitration proceedings.

**(All amounts in Indian Rupees millions unless otherwise stated)**

**56.** Additional information as required under schedule III of the Companies Act, 2013, in respect of consolidated subsidiaries are as below:

| Name of the entity | Net Assets i.e. total assets minus total liabilities | | Share in Profit/ (loss) | |
|---|---|---|---|---|
| | Amount | As a % of consolidated net assets | Amount | As a % of consolidated profit or (loss) |
| **Parent** | | | | |
| Sembcorp Green Infra Limited | 17,933.93 | 47.88% | 201.23 | 233.09% |
| **Indian subsidiaries** | | | | |
| Green Infra Wind Energy Limited | 8,903.28 | 23.77% | (134.06) | (155.29%) |
| Green Infra Corporate Solar Limited | 1,772.51 | 4.73% | (166.04) | (192.33%) |
| Green Infra Wind Power Limited | 215.58 | 0.58% | (22.88) | (26.50%) |
| Green Infra Corporate Wind Limited | 227.60 | 0.61% | (24.06) | (27.87%) |
| Green Infra Wind Energy Assets Limited | 331.16 | 0.88% | 30.97 | 35.87% |
| Green Infra Wind Farm Assets Limited | 697.28 | 1.86% | 24.55 | 28.44% |
| Green Infra Wind Energy Project Limited | 548.94 | 1.47% | 66.30 | 76.80% |
| Green Infra Wind Solutions Limited | 703.60 | 1.88% | (147.48) | (170.83%) |
| Green Infra Wind Power Generation Limited | 1,349.55 | 3.60% | (60.67) | (70.28%) |
| Green Infra Wind Farms Limited | (49.53) | (0.13%) | 17.63 | 20.42% |
| Green Infra Wind Generation Limited | (193.54) | (0.52%) | (59.70) | (69.15%) |
| Green Infra Wind Power Projects Limited | 205.97 | 0.55% | 92.76 | 107.45% |
| Green Infra BTV Limited | 1,138.88 | 3.04% | 106.84 | 123.76% |
| Green Infra Wind Energy Theni Limited | 229.42 | 0.61% | 26.13 | 30.27% |
| Green Infra Wind Power Theni Limited | 64.29 | 0.17% | 8.69 | 10.07% |
| Mulanur Renewable Energy Private Limited | 385.28 | 1.03% | (16.80) | (19.46%) |
| Green Infra Solar Energy Limited | 481.30 | 1.28% | 68.04 | 78.81% |
| Green Infra Solar Farms Limited | 872.96 | 2.33% | 60.03 | 69.54% |
| Green Infra Solar Projects Limited | 238.89 | 0.64% | 16.92 | 19.60% |
| Green Infra Wind Ventures Limited | 1,177.38 | 3.14% | (35.52) | (41.14%) |
| Green Infra Renewable Energy Limited | 96.54 | 0.26% | (3.37) | (3.90%) |
| Green Infra Wind Assets Limited | 86.73 | 0.23% | 39.62 | 45.89% |
| Green Infra Wind Technology Limited | 19.70 | 0.05% | (4.34) | (5.03%) |
| Green Infra Wind Limited | 19.53 | 0.05% | 1.47 | 1.70% |
| Green Infra Clean Wind Energy Limited | 0.11 | 0.00% | (0.06) | (0.07%) |
| Green Infra Wind Techno Solutions Limited | - | 0.00% | 0.13 | 0.15% |
| Green Infra Wind Power Technology Limited | - | 0.00% | - | 0.00% |
| Green Infra Wind Power Ventures Limited | - | 0.00% | - | 0.00% |
| Green Infra Wind Power Development Limited | - | 0.00% | - | 0.00% |
| Green Infra Wind Energy Development Limited | - | 0.00% | - | 0.00% |
| Green Infra Wind Power Solutions Limited | - | 0.00% | - | 0.00% |
| Green Infra Wind Energy Efficiency Limited | - | 0.00% | - | 0.00% |
| Green Infra Wind Energy Creation Limited | - | 0.00% | - | 0.00% |
| **Total** | **37,457.34** | **100.0%** | **86.33** | **100.0%** |
| Non-controlling interests in subsidiaries | 199.85 | | 14.04 | |
| Inter group eliminations and consolidation adjustments | (17,223.88) | | (124.67) | |
| **Consolidated figures** | **20,433.31** | | **(24.30)** | |

**57. New standards and interpretation not yet adopted**

**Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:** On March 28, 2018, Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from April 1, 2018. The Group has evaluated the effect of this on the financial statements and is of the view that no change in accounting policy is required and the impact is not material.

**Ind AS 115, Revenue from Contracts with Customers:** On March 28, 2018, Ministry of Corporate Affairs (MCA) has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Moreover, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018. The Group will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method as defined under standard and accordingly, comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. While, the Group is in the process of implementing Ind AS 115 on financial statement, it is of the view that there will not be any significant change in its revenue recognition policy and the impact of the same will not be material.

As per our report of even date attached

*For* **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No:101248W/W-100022

*Partner*
Membership No.:

Place: Gurugram
Date: 21 May, 2018

*For* and on behalf of the Board of Directors of
**Sembcorp Green Infra Limited**

**Sunil Gupta**
*Managing Director & CEO*
DIN: 07095152

Place: Singapore
Date: May 21, 2018

**Vipul Tuli**
*Director*
DIN: 07350892

Place: Gurugram
Date: May 21, 2018

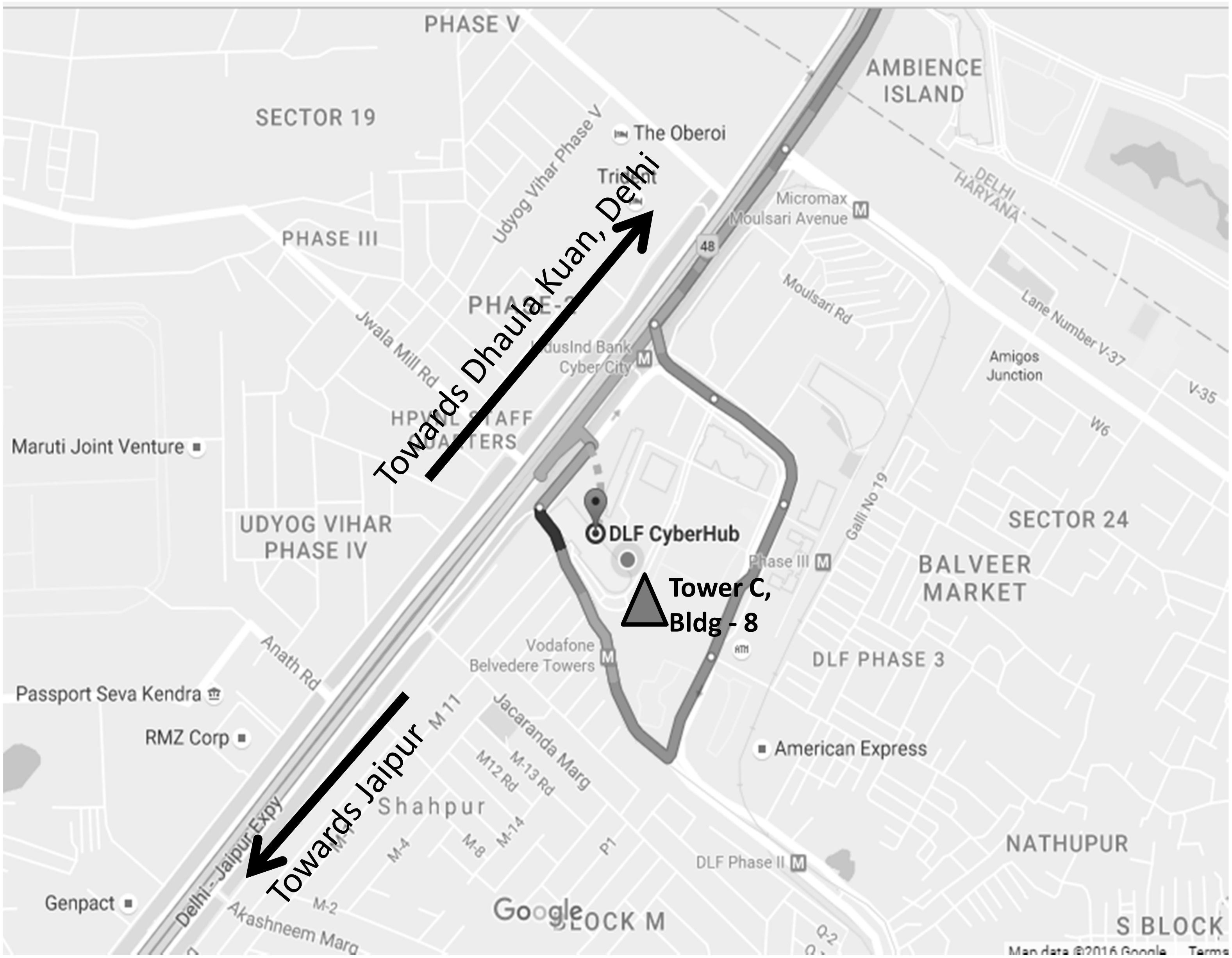
**Subrat Das**
*Chief Financial Officer*
PAN: AHOPD4855F

Place: Gurugram
Date: May 21, 2018

**Aanshik Kumar Deore**
*Company Secretary*
Membership No.: A28973

Place: Gurugram
Date: May 21, 2018

Route Map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Towards Jaipur
DLF CyberHub
Tower C,
Bldg - 8
PHASE V
SECTOR 19
The Oberoi
Udyog Vihar Phase V
PHASE III
Jwala Mill Rd
UDYOG VIHAR
PHASE IV
Maruti Joint Venture
Passport Seva Kendra
RMZ Corp
Genpact
Anath Rd
Delhi - Jaipur Expy
48
AMBIENCE
ISLAND
DELHI
HARYANA
Micromax
Moulsari Avenue
Moulsari Rd
Lane Number V-37
Amigos
Junction
V-35
W6
Cyber City
Galli No 19
Phase III
SECTOR 24
BALVEER
MARKET
DLF PHASE 3
Vodafone
Belvedere Towers
American Express
Jacaranda Marg
M-13 Rd
M12 Rd
M 11
Shahpur
M-14
M-8
M-4
M-2
P1
DLF Phase II
NATHUPUR
Akashneem Marg
Google
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Map data ©2016 Google
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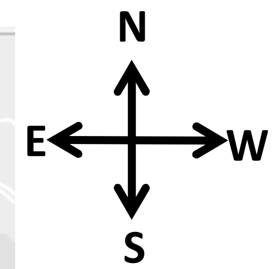
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