DRAFT RED HERRING PROSPECTUS
Dated February 22, 2018
Please read Section 32 of the Companies Act 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Building Offer

SEMBCORP ENERGY INDIA LIMITED

Our Company was incorporated as "Thermal Powertech Corporation India Limited" on January 8, 2008, as a public limited company under the Companies Act 1956, at Hyderabad, with a certificate of incorporation granted by the Registrar of Companies, Andhra Pradesh, at Hyderabad. We received the certificate of commencement of business on March 25, 2008. Pursuant to a resolution of our Shareholders dated January 27, 2018 the name of our Company was changed to "Sembcorp Energy India Limited" and a fresh certificate of incorporation dated February 10, 2018 was issued by the Registrar of Companies, Andhra Pradesh and Telangana, at Hyderabad ("**RoC**"). For further details of changes in name and registered office of our Company, see "***History and Certain Corporate Matters***" on page 152.

Corporate Identity Number: U40103TG2008PLC057031
Registered Office: 6-3-1090, A-5, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad 500 082, Telangana, India **Tel**: +91 40 4904 8300 **Fax**: +91 40 2337 0360
Corporate Office: 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India **Tel:** +91 124 389 6700 **Fax:** +91 124 389 6710
E-mail: cs.india@sembcorp.com **Website**: www.sembcorpenergyindia.com **Contact Person**: Narendra Ande, Company Secretary and Compliance Officer **Tel:** +91 40 3304 8364 **Fax**: +91 40 4904 8308

OUR PROMOTER: SEMBCORP UTILITIES PTE. LTD.

INITIAL PUBLIC OFFERING OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF SEMBCORP ENERGY INDIA LIMITED (OUR "COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 40,950 MILLION AND AN OFFER FOR SALE OF UP TO 146,774,194 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION, INCLUDING UP TO 128,941,129 EQUITY SHARES BY SEMBCORP UTILITIES PTE. LTD. ("PROMOTER SELLING SHAREHOLDER") AND UP TO 17,833,065 EQUITY SHARES BY GAYATRI ENERGY VENTURES PRIVATE LIMITED ("GEVPL" AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS" AND SUCH OFFER, THE "OFFER FOR SALE"). THE OFFER INCLUDES A RESERVATION OF [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER), (WHICH SHALL NOT EXCEED 5% OF THE POST-OFFER EQUITY SHARE CAPITAL OF OUR COMPANY) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER", AGGREGATING UP TO [●] EQUITY SHARES. THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS ("GCBRLMs") AND BOOK RUNNING LEAD MANAGER ("BRLM"), IS CONSIDERING A PRIVATE PLACEMENT OF UP TO 314,516,129 EQUITY SHARES AGGREGATING UP TO ₹ 6,500 MILLION, AT ITS DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS COMPLETED, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE NET OFFER CONSTITUTING AT LEAST 10% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDER, IN CONSULTATION WITH THE GCBRLMs AND BRLM AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED TELUGU NEWSPAPER, TELUGU BEING THE REGIONAL LANGUAGE OF HYDERABAD, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSES OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES

In case of a revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after such revision of the Price Band subject to the Bid/Offer Period not exceeding a total of 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the GCBRLMs and BRLM, and at the terminals of the members of the Syndicate.
The Offer is being made in terms of Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), through the Book Building Process and in compliance with Regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), wherein not more than 50% of the Net Offer shall be allocated to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Category**"), provided that the Company and the Promoter Selling Shareholder may, in consultation with GCBRLMs and BRLM, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third is to be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Investors (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process, and shall provide details of their respective bank account in which the Bid Amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "***Offer Procedure***" on page 662.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of our Equity Shares is ₹ 10 and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Offer Price (as determined and justified by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, in accordance with the SEBI ICDR Regulations, and as stated in "***Basis for Offer Price***" on page 91) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 16.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each Selling Shareholder accepts responsibility for and confirms that the information relating to itself and the Equity Shares being offered by it in the Offer for Sale contained in this Draft Red Herring Prospectus is true and correct in all material aspects and are not misleading in any material respect. Each Selling Shareholder, severally and not jointly, does not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to the Company or the other Selling Shareholders in this Draft Red Herring Prospectus.

LISTING

The Equity Shares issued though the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. We have received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of this Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "***Material Contracts and Documents for Inspection***" on page 714.

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS				BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre P.B. Marg Worli Mumbai 400 025 Maharashtra, India **Tel:** + 91 22 4325 2183 **Fax:** +91 22 4325 3000 **E-mail:** sembcorp.ipo@axiscap.in **Website:** www.axiscapital.co.in **Investor grievance E-mail:** complaints@axiscap.in **Contact person:** Mayuri Arya **SEBI Registration No.:** INM000012029	**Credit Suisse Securities (India) Private Limited** 9th Floor, Ceejay House Plot F, Shivsagar Estate Dr. Annie Besant Road, Worli Mumbai 400 018 Maharashtra, India **Tel**: +91 22 6777 3885 **Fax:** +91 22 6777 3820 **E-mail**: list.sembcorpipo@credit-suisse.com **Website:**https://www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html **Investor Grievance E-mail:** list.igcellmerbnkg@credit-suisse.com **Contact Person:** Akshay Saxena **SEBI Registration No.:** INM000011161	**CLSA India Private Limited** 8/F Dalamal House Nariman Point Mumbai 400 021 Maharashtra, India **Tel:** +91 22 6650 5050 **Fax:** +91 22 2284 0271 **E-mail:** sembcorp.ipo@clsa.com **Website**: www.india.clsa.com **Investor grievance e-mail:** investor.helpdesk@clsa.com **Contact person:** Anurag Agarwal **SEBI Registration No.:** INM000010619	**SBI Capital Markets Limited** 202, Maker Tower E Cuffe Parade Mumbai 400 005 Maharashtra, India **Tel**: +91 22 2217 8300 **Fax:** +91 22 2218 8332 **E-mail:**sembcorp.ipo@sbicaps.com **Website:** www.sbicaps.com **Investor Grievance E-mail:** investor.relations@sbicaps.com **Contact Person:** Janardhan Wagle/ Aditya Deshpande **SEBI Registration No.:** INM000003531	**IndusInd Bank Limited** 11th Floor, Tower 1 One Indiabulls Centre 841, Senapati Bapat Marg Elphinstone Road Mumbai 400 013 Maharashtra, India **Tel**: +91 22 7143 2208 **Fax:** +91 22 7143 2270 **E-mail:** joshi.rahul@indusind.com **Website:** www.indusind.com **Investor Grievance E-mail:** investmentbanking@ndusind.com **Contact Person:** Rahul Joshi **SEBI Registration No.:** INM000005031	**Karvy Computershare Private Limited** Karvy Selenium Tower – B Plot 31 and 32 Gachibowli Financial District, Nanakramguda Hyderabad 500 032 Telangana, India **Tel**: +91 40 6716 2222 **Fax**: +91 40 2343 1551 **E-mail**: einward.ris@karvy.com **Website**: www.karisma.karvy.com **Investor Grievance E-mail**: sembcorp.ipo@karvy.com **Contact Person**: Murali Krishna M **SEBI Registration No**.: INR000000221

BID/OFFER PERIOD			
BID/OFFER OPENS ON*	[●]	**BID/OFFER CLOSES ON ****	[●]

* *Our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, may consider participation by the Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
** *Our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft Red Herring Prospectus, and references to any statute, regulation, rule, guidelines, circular, notification or clarification or policies will include any amendments or re-enactments thereto, from time to time. Notwithstanding the foregoing, terms in "Statement of Tax Benefits", "Industry Overview", "Basis for Offer Price", "Key Regulations and Policies in India", "Financial Statements of our Company", SGPL's Financial Statements", "SGIL's Consolidated Financial Statements", "Proforma Condensed Financial Statements", "Outstanding Litigation and Other Material Developments", "Offer Procedure" and "Main Provisions of Articles of Association", will have the meaning ascribed to such terms in these respective sections.

*Unless the context otherwise indicates, all references to "**the Company**" and "**our Company**" are references to Sembcorp Energy India Limited, a company incorporated in India under the Companies Act 1956 with its registered office at 6-3-1090, A-5, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad 500 082, Telangana, India, and references to "**we**", "**us**" and "**our**" are references to our Company, together with its Subsidiaries (each as defined below).*

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Company Related Terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board
Auditors/ Statutory Auditors	The statutory auditor of our Company, being B S R & Associates LLP
Board/ Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
CPRCPS	Cumulative participatory convertible redeemable preference shares of ₹ 10 each
Corporate Office	The corporate office of our Company, located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India
Corporate Reorganization	The acquisition of 100% shareholding in SGPL and SGIL by our Company, the details of which are set out in "***History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc. – Corporate Reorganization***" on page 155
CSR Committee	The corporate social responsibility of our Board
Deep Corporation	Deep Corporation Private Limited
Director(s)	The director(s) on our Board
Equity Shares	The equity shares of our Company of face value of ₹ 10 each
Gayatri Hotels	Gayatri Hi-Tech Hotels Limited
GEVPL	Gayatri Energy Ventures Private Limited
GIBTVL	Green Infra BTV Limited
GICSL	Green Infra Corporate Solar Limited
GICWEL	Green Infra Clean Wind Energy Limited
GICWL	Green Infra Corporate Wind Limited
GIREL	Green Infra Renewable Energy Limited
GISEL	Green Infra Solar Energy Limited
GISFL	Green Infra Solar Farms Limited
GISPL	Green Infra Solar Projects Limited
GIWAL	Green Infra Wind Assets Limited
GIWEAL	Green Infra Wind Energy Assets Limited
GIWEL	Green Infra Wind Energy Limited
GIWEPL	Green Infra Wind Energy Project Limited
GIWETL	Green Infra Wind Energy Theni Limited
GIWFAL	Green Infra Wind Farm Assets Limited
GIWFL	Green Infra Wind Farms Limited

Term	Description
GIWGL	Green Infra Wind Generation Limited
GIWL	Green Infra Wind Limited
GIWPGL	Green Infra Wind Power Generation Limited
GIWPL	Green Infra Wind Power Limited
GIWPPL	Green Infra Wind Power Projects Limited
GIWPTL	Green Infra Wind Power Theni Limited
GIWSL	Green Infra Wind Solutions Limited
GIWTL	Green Infra Wind Technology Limited
GIWTSL	Green Infra Wind Techno Solutions Limited
GIWVL	Green Infra Wind Ventures Limited
GPL	Gayatri Projects Limited
Group Companies	The group companies of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board and described in "***Group Companies***" on page 189
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer, comprising Radhey Shyam Sharma, Vipul Tuli and Looi Lee Hwa
KMP/ Key Management Personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act 2013 and as described in "***Management – Key Management Personnel***" on page 182
Materiality Policy	The policy adopted by our Board on February 19, 2018 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors in accordance with the requirements under the SEBI ICDR Regulations
MoA/Memorandum of Association	The memorandum of association of our Company, as amended
MREPL	Mulanur Renewable Energy Private Limited
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board
Proforma Condensed Financial Statements	The proforma financial statements of our Company, comprising the proforma condensed consolidated balance sheet as at September 30, 2017 and March 31, 2017, the proforma condensed consolidated statement of profit and loss (including other comprehensive income) for the six months period ended September 30, 2017 and for the year ended March 31, 2017, read with the notes to the proforma condensed consolidated financial statements, prepared in accordance with the requirements of paragraph 23 of item (IX)(B) of Schedule VIII of the SEBI ICDR Regulations to reflect the impact of significant acquisitions (i.e. SGPL and SGIL) made after the date of the latest audited financial statements of the Company
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations and as disclosed in "***Promoter and Promoter Group***" page184
Promoter/ Promoter Selling Shareholder/ SCU	The promoter of our Company, namely, Sembcorp Utilities Pte. Ltd.
Proposed Merger	The proposed merger of SGPL with our Company, as approved by both our Board and the board of SGPL, pursuant to resolutions dated February 19, 2018, for which a scheme of merger will be filed with the National Company Law Tribunal
Registered Office	The registered and corporate office of our Company, located at 6-3-1090, A-5, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad 500 082, Telangana, India
Restated Consolidated Financial Statements	The restated consolidated financial statements of our Company, which comprise the restated consolidated balance sheet, the restated consolidated profit and loss and the restated consolidated cash flow statements as at and for six months ended September 30, 2017 and the financial years ended March 31, 2017 and 2016, together with the annexures and the notes thereto, which have been prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations.
Restated Financial Statements	Restated Consolidated Financial Statements and Restated Standalone Financial Statements, together
Restated Standalone Financial Statements	The restated standalone financial statements of our Company, which comprise the restated standalone balance sheet, the restated standalone profit and loss and the restated standalone cash flow statement as at and for six months ended September 30, 2017 and the financial years ended March 31, 2017, 2016, 2015, 2014 and 2013, together with the annexures and the notes thereto, which have been prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations
SCI	Sembcorp Industries Ltd.
Selling Shareholders	Collectively, the Promoter Selling Shareholder and GEVPL
Sembcorp Architects	Sembcorp Architects & Engineers Pte. Ltd.
Sembcorp Gayatri O&M	Sembcorp Gayatri O&M Company Private Limited

Term	Description
Sembcorp Gulf O&M	Sembcorp Gulf O&M Co. Ltd.
Sembcorp India	Sembcorp India Private Limited
SGIL	Sembcorp Green Infra Limited
SGIL's Consolidated Financial Statements	The audited consolidated financial statements of SGIL as at and for the six months ended September 30, 2017 and for the financial years ended March 31, 2017 and 2016
SGPL	Sembcorp Gayatri Power Limited
SGPL's Financial Statements	The audited financial statements of SGPL as at and for the six months ended September 30, 2017 and for the financial years ended March 31, 2017 and 2016
SGPL Power Plant	Power plant comprising two units of 660 MW each, operated and owned by SGPL, and located in the Nellore district of Andhra Pradesh, India
Shareholders	The holders of the Equity Shares from time to time
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board
Subsidiaries	The subsidiaries of our Company as disclosed in "***History and Certain Corporate Matters – Our Subsidiaries***" on page 156
SEIL Power Plant	Power plant comprising two units of 660 MW each, operated and owned by SEIL, and located in the Nellore district of Andhra Pradesh, India
TSUPL	TPCIL Singapore Utilities Pte. Ltd.

Offer Related Terms

Term	Description
Acknowledgment Slip	The slip or document issued by the Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotted/Allotment/Allot	Unless the context otherwise requires, the issue, allotment and transfer of the Equity Shares to successful Bidders pursuant to the Offer
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A QIB, who applies under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Offer Price and/ or the price at which Equity Shares are allocated to Anchor Investors on the Anchor Investor Bidding Date as determined by the Company and the Promoter Selling Shareholder in consultation with the GCBRLMs and BRLM, but not higher than the Cap Price.
Anchor Investor Portion	Up to 60% of the QIB Category, which may be allocated by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, to Anchor Investors, on a discretionary basis, in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by a Bidder (other than Anchor Investors) to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor)
ASBA Form	An application form, whether physical or electronic, used by Bidders bidding through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Bank(s), Refund Bank(s) and Public Offer Account Bank(s)
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "***Offer Procedure***" on page 697
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder (other than an Anchor Investor), or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to subscribe for or purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly

Term	Description
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer. However, for the Retail Individual Investors and Eligible Employees applying at the Cut-Off Price, the Bid Amount shall be calculated at the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Investors or Eligible Employees and mentioned in the Bid cum Application Form
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an ASBA Form, and which shall be considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and the Prospectus
Bid Lot	[●] Equity Shares
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids for the Offer, which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Telugu national daily newspaper, Telugu being the regional language in Hyderabad, where our Registered Office is located**)** and in case of any revisions, the extended Bid/Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the GCBRLMs and BRLM, and at the terminals of the members of the Syndicate. Our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, may decide to close the Bid/ Offer Closing Date for QIBs one Working Day prior to the Bid/Offer Closing Date, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Telugu national daily newspaper, Telugu being the regional language in Hyderabad, where our Registered Office is located)
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs.
Book Building Process	The book building process as described in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager/ BRLM	IndusInd Bank
Broker Centres	Broker centres of the Registered Brokers, where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band above which the Offer Price and Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted, including any revisions thereof
Client ID	Client identification number of the Bidder's beneficiary account
CLSA	CLSA India Private Limited
Collecting Depository Participants/CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered under Section 12 (1A) of the SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Credit Suisse	Credit Suisse Securities (India) Private Limited
Cut-off Price	The Offer Price, finalized by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, which shall be any price within the Price Band. Only Retail Individual Investors and Eligible Employees bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidders' address, names of the Bidders' father/husband, investor status, occupation and bank account details

Term	Description
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Form used by Bidders (other than Anchor Investors), a list of which is available at the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which the funds from the Escrow Accounts are transferred to the Public Offer Account or the Refund Account(s), as appropriate, and the relevant amounts blocked by the SCSBs are transferred from the ASBA Accounts, to the Public Offer Account and/or are unblocked, as applicable, in terms of the Red Herring Prospectus, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate members/agents, SCSBs, Registered Brokers, CDPs and CRTAs, who are authorized to collect Bid cum Application Forms from the Bidders (other than Anchor Investors), in relation to the Offer
Designated RTA Locations	Such centres of the CRTAs where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the CRTAs are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/DRHP	This draft red herring prospectus dated February 22, 2018, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares will be Allotted and the size of the Offer and includes any addenda or corrigenda thereto
Eligible Employee	All or any of the following: (a) a permanent and full time employee of our Company or of any of our Subsidiaries (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be an employee of our Company or of any of our Subsidiaries until the submission of the Bid cum Application Form, and is based, working and present in India as on the date of submission of the Bid cum Application Form; and (b) a director of our Company or of any of our Subsidiaries, whether a whole time director, part time director or otherwise, (excluding such directors who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing the Red Herring Prospectus with the RoC and who continues to be a director of our Company or any of our Subsidiaries, as applicable until the submission of the Bid cum Application Form and is based and present in India as on the date of submission of the Bid cum Application Form. An employee, who is recruited against a regular vacancy but is on probation as on the date of submission of the Bid cum Application Form will also be deemed a 'permanent and a full time employee'. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee cannot exceed ₹ 500,000.
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid cum Application Form constitute an invitation to subscribe or purchase for the Equity Shares
Employee Reservation Portion	The portion of the Offer, being [●] Equity Shares, aggregating up to ₹ [●] million, which shall not exceed 5% of the post-Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account	Account opened with the Escrow Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the Registrar to the Offer, the GCBRLMs and BRLM, the Escrow Bank(s) and Refund Bank(s) for collection of the Bid Amounts and where applicable remitting refunds, if any, on the terms and conditions thereof
Escrow Bank	A bank, which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being [●]
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bidders, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, and any revisions thereof, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares

Term	Description
Fresh Issue	Fresh issue of [●] Equity Shares aggregating up to ₹ 40,950 million to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and Prospectus.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by SEBI and included in "***Offer Procedure***" from page 662 to 707
Global Co-ordinators and Book Running Lead Managers/GCBRLMs	Collectively, Axis Capital, Credit Suisse, CLSA and SBICAPS
IndusInd Bank	IndusInd Bank Limited
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
Mutual Fund Portion	5% of the QIB Category (excluding the Anchor Investor Portion) or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer less the Employee Reservation Portion, aggregating up to [●] Equity Shares
Net Proceeds	Proceeds of the Offer (including proceeds from the Pre-IPO Placemeny, if any) that will be available to our Company, i.e., gross proceeds of the Fresh Issue, less Offer Expenses to the extent applicable to the Fresh Issue
Non-Institutional Category	The portion of the Offer, being not less than 15% of the Net Offer or [●] Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price
Non-Institutional Investors/NIIs	All Bidders, including Category III FPIs that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs) or Eligible Employees Bidding under the Employee Reservation Portion for an amount exceeding ₹ 500,000
Offer	Public issue of up to [●] Equity Shares of face value ₹ 10 each for cash at a price of ₹ [●] including a premium of ₹ [●] per Equity Share each comprising the Fresh Issue and the Offer for Sale Our Company, in consultation with the GCBRLMs and BRLM, is considering a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Net Offer constituting at least 10% of the post-Offer paid-up equity share capital of our Company
Offer Agreement	The agreement dated February 22, 2018 entered into among our Company, the Selling Shareholders, the GCBRLMs and BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer of up to 146,774,194 Equity Shares to be offered for sale/transfer by the Selling Shareholders pursuant to the Offer in terms of the Red Herring Prospectus and the Prospectus
Offer Price	The final price at which Equity Shares will be Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM in terms of the Red Herring Prospectus on the Pricing Date.
Offered Shares	Up to 146,774,194 Equity Shares comprising up to 128,941,129 Equity Shares offered by the Promoter Selling Shareholder and up to 17,833,065 Equity Shares offered by GEVPL
Pre-IPO Placement	A private placement of up to 314,516,129 Equity Shares aggregating up to ₹ 6,500 million, which may be undertaken by our Company, in consultation with the GCBRLMs and BRLM, prior to the filing of the Red Herring Prospectus with the RoC
Price Band	Price band of the Floor Price of ₹ [●] and a Cap Price of ₹ [●], including any revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Telugu national daily newspaper, Telugu being the regional language in Hyderabad of the place where our Registered Office is located**)** at least five Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their websites
Pricing Date	The date on which our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, shall finalize the Offer Price
Prospectus	The Prospectus to be filed with the RoC for this Offer on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act 2013 and the SEBI ICDR Regulations, containing, among others, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto

Term	Description
Public Offer Account	The bank account(s) to be opened with the Banker(s) to the Offer under Section 40(3) of the Companies Act 2013 to receive monies from the Escrow Account(s) and the ASBA Accounts on the Designated Date
Public Offer Account Bank	The bank(s) with whom the Public Offer Account is opened for collection of Bid Amounts from Escrow Account and ASBA Account on the Designated Date, in this case being [●]
QIB Category	The portion of the Offer, being not more than 50% of the Net Offer or [●] Equity Shares to be allocated to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and the BRLM, subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act 2013 and the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares shall be Allotted and which shall be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account(s) opened with the Refund Bank(s) from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) have will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 14, 2012, issued by SEBI
Registrar Agreement	The agreement dated February 16, 2018, entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer	Karvy Computershare Private Limited
Retail Category	The portion of the Offer, being not less than 35% of the Net Offer or [●] Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid Lot, subject to availability in the Retail Category
Retail Individual Investors/ RIIs	Bidders (other than Eligible Employees Bidding in the Employee Reservation Portion) (including HUFs and Eligible NRIs) whose Bid Amount for Equity Shares in the Offer is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs bidding in the QIB Category and Non-Institutional Investors bidding in the Non-Institutional Category are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage
SBICAPS	SBI Capital Markets Limited
Self Certified Syndicate Banks or SCSBs	The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	The agreement to be entered into between the Selling Shareholders, our Company and a the Share Escrow Agent in connection with the transfer of the respective portion of the Offered Shares by each Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	Together, BSE and NSE
Syndicate Agreement	The agreement to be entered into amongst the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being [●]
Syndicate or members of the Syndicate	Collectively, the GCBRLMs, BRLM and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company, the Selling Shareholders, the Underwriters and the Registrar to the Offer, to be entered into on or after the Pricing Date but prior to filing of the Prospectus

Term	Description
Working Day(s)	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in India are open for business, provided however, for the purpose of announcement of the Price Band and the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, “Working Days” shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Conventional and General Terms and Abbreviations

Term	Description
AIF(s)	Alternative Investment Funds
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category III FPIs	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act 1956	Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
Companies Act 2013	Companies Act, 2013 read with the rules, regulations, clarifications and modifications thereunder
Companies Act	Together, the Companies Act 1956 and the Companies Act 2013
Consolidated FDI Policy	The Consolidated FDI Policy, effective from August 28, 2017, issued by the DIPP, and any modifications thereto or substitutions thereof, issued from time to time
Copyright Act	Copyright Act, 1957
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP ID	Depository Participant’s identity number
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EEA	European Economic Area
EPF Act	Employees’ Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees’ State Insurance Act, 1948
Factories Act	Factories Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
Financial Year/Fiscal/ Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GoI/ Central Government	The Government of India
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
IAS Rules	Companies (Indian Accounting Standards) Rules, 2015
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961
Ind (AS)	The Indian Accounting Standards referred to in the IAS Rules
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI

Term	Description
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RoNW	Return on net worth
RTGS	Real Time Gross Settlement
Regulation S	Regulation S under the Securities Act
RoC or Registrar of Companies	The Registrar of Companies, Andhra Pradesh and Telangana, at Hyderabad
Rule 144A	Rule 144A of the Securities Act
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Securities Act	U.S. Securities Act of 1933, as amended
STT	Securities Transaction Tax
State Government	The government of a state in India
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trademarks Act, 1999
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. QIBs	“qualified institutional buyers” as defined under Regulation 144A under the Securities Act
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(zn) of the SEBI ICDR Regulations

Industry Related Terms

Term	Description
500 MW PPA	PPA dated April 1, 2013 amended on April 10, 2015 for the supply of 500.00 MW (net) of power generated at the SEIL Power Plant with Southern Power Distribution Company of Telangana Limited, Eastern Power Distribution Company of Andhra Pradesh Limited, Southern Power Distribution Company of Andhra Pradesh Limited and Northern Power Distribution Company of Telangana Limited.
570 MW PPA	PPA dated February 18, 2016 for the supply of 570.00 MW (net) of power generated at the SEIL Power Plant with Southern Power DISCOM of Telangana Limited and Northern Power DISCOM of Telangana Limited on February 18, 2016.
APPC	Average pooled purchase
AT&C	Aggregate technical and commercial
AVVNL	Ajmer Vidyut Vitran Nigam Limited

Term	Description
BESCOM	Bangalore Electricity Supply Company Limited
CEA	Central Electricity Authority
CERC	Central Electricity Regulatory Commission
CERs	Certified Emission Reductions
CGU	Cash generating unit
CIL	Coal India Limited
COBC	Code of business conduct for employees
COD	Date of commissioning of the assets
CRISL	CRISIL Risk and Infrastructure Solutions Limited
CSPA	Coal sales and purchase agreement
DISCOMs	State-owned distribution companies
EPC	Engineering, procurement and construction
EV	Electric vehicles
FAME	Faster Adoption and Manufacturing of Hybrid & Electric Vehicles
FGD	Flue-gas desulfurization
FiT	Feed-in tariff
FSA	Fuel supply agreements
GBI	Generation Based Incentives
GDP	Gross domestic product
GUVNL	Gujarat Urja Vikas Nigam Limited
GW	Giga watt
GWh	Gigawatt hours
HEART	HSE Engagement and Reinforcement Team
HSE	Health, safety & environment
IDFC	IDFC Private Equity Fund III
IMF	International Monetary Fund
IPP	Independent power producer
ISO	International Organization for Standardization
JERCs	Joint Electricity Regulatory Commissions
JoVVNL	Jodhpur Vidyut Vitran Nigam Limited
JVVNL	Jaipur Vidyut Vitran Nigam Limited
KV	Kilo-volts
kWh	Kilowatts per hour
LoA	Letter of Award
LoI	Letter of Intent
Long-term PPAs	PPAs having a term of more than three years
MCL	Mahanadi Coalfields Limited
MERC	Maharashtra Electricity Regulatory Commission
MNRE	The Ministry of New and Renewable Energy
MoU	Memorandum of understanding (small)
MPPMCL	Madhya Pradesh Management Company Limited
MSEDCL	Maharashtra State Electricity Distribution Company Limited
MTPA	Million tonnes per annum
MW	Mega watt
MU	Million units
N.M	Not meaningful
NAPCC	National Action Plan on Climate Change
NEMMP	National Electric Mobility Mission Plan
NIWE	National Institute of Wind Energy
NLC	NLC India Limited
NVVNL	NTPC Vidyut Nigam Limited
O&M	Operation and maintenance
OHSAS	Occupational Health and Safety Assessment Series
PGCIL	Power Grid Corporation of India Limited
PLF	Plant load factor
POSOCO	Power System Operation Corporation Limited
PPAs	Power purchase agreements
RECs	Renewable Energy Certificates
RGOs	Renewable Generation Obligations
RO	Reverse osmosis
RPO	Renewable Purchase Obligation
S4A	Sustainable structuring of stressed assets
SDR	Strategic debt restructuring

Term	Description
SEBs	State Electricity Boards
SECC	Socio Economic and Caste Census
SECI	Solar Energy Corporation of India
SERC	State Electricity Regulatory Commission
SHAKTI	Scheme to Harnessing and Allocating Koyla (Coal) Transparently in India
Short Term PPAs	PPAs having a term of less than three years
SPDCAL	Southern Power Distribution Company of Andhra Pradesh Limited
TNEB	Tamil Nadu Power Distribution Company
UDAY	Ujwal DISCOM Assurance Yojana
UPCL	Uttar Pradesh Corporation Limited
VERs	Voluntary emission reductions
WEG	Wind Energy Generators
Wp	Watt peak
WTG	Wind Turbine Generators

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and all references to the "U.S.", "U.S.A" or "United States" are to the United States of America and all references to the "Singapore" are to the Republic of Singapore.

Unless indicated, all references to page numbers in the Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless indicated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our Restated Financial Statements. In addition, we have included in this Draft Red Herring Prospectus, (i) the Proforma Condensed Financial Statements prepared in accordance with the requirements of paragraph 23 of item (IX)(B) of Schedule VIII of the SEBI ICDR Regulations, to reflect the impact of the acquisition of SGPL and SGIL as Subsidiaries pursuant to the Corporate Reorganization; (ii) audited financial statements of SGPL as at and for the six months ended September 30, 2017 and the financial years ended March 31, 2017 and 2016; and (iii) audited consolidated financial statements of SGIL as at and for the six months ended September 30, 2017 and the financial years ended March 31, 2017 and 2016.

The work in relation to the examination report prepared by B S R & Associates LLP in respect of the Proforma Condensed Financial Statements has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Unless the context otherwise requires, any percentage, amounts, as set forth in "***Risk Factors***", "***Summary of Business***" "***Business***", "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" on pages 16, 46, 120 and 593, respectively and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Financial Statements unless otherwise stated."

Certain data included in this Draft Red Herring Prospectus in relation to certain operating metrics, financial and other business related information not otherwise included in the Restated Financial Statements has been reviewed and verified by Manohar Chowdhry & Associates, Chartered Accountants.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Reference in this Draft Red Herring Prospects to the terms Fiscal or Fiscal Year or Financial Year or FY is to the 12 months ended on March 31 of each year, unless otherwise specified.

On February 16, 2015, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Rules, 2015 ("**IAS Rules**") for the purpose of enacting changes to Indian GAAP that are intended to align Indian GAAP further with IFRS. The IAS Rules provide that the financial information of the companies to which they apply shall be prepared and audited in accordance with the Ind AS. We have transitioned to the Ind AS accounting standards with effect from April 1, 2015 and have prepared our Restated Financial Statements for (i) the six months ended September 30, 2017 and Fiscals 2017, 2016 and 2015 in accordance with Ind AS; and (ii) Fiscals 2014 and 2013 in accordance with Indian GAAP.

In accordance with the SEBI Ind AS Transition Circular and Ind AS 101, First-time Adoption of Indian Accounting Standard, we have presented reconciliation from Indian GAAP to Ind AS in "***Management's Discussion and Analysis of Financial Conditional and Results of Operations— Important Note on Transition from Indian GAAP to Ind AS and its Impact on the Preparation and Presentation of the Restated Financial Statements***" on page 12 to 13. Except such reconciliation, we have not made any attempt to quantify the impact of the differences between Indian GAAP and Ind AS as applied to our financial information and it is urged that you consult your own advisors regarding the impact of difference, if any, on financial data included in this Draft Red Herring Prospectus. Potential investors should consult their own advisers for an understanding of the principal differences between the existing Indian GAAP and the Ind AS, and how these differences might affect the financial statements appearing in this document. See "***Risk Factors – Significant differences exist between Ind AS and Indian GAAP on one hand and other accounting principles, such as U.S. GAAP and IFRS on the other, which may be material to investors' assessment of our financial condition.***" on page 39.

Indian GAAP and Ind AS differ from accounting principles with which prospective investors may be familiar in other countries, including IFRS and US GAAP and the reconciliation of the financial information to other accounting principles has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and investors should consult their own advisors regarding such differences and their impact on our Company's financial data. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP, Ind AS, the Companies Act, the SEBI ICDR Regulations and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited and we urge you to consult your own advisors regarding such differences and their impact on our financial data. See "***Risk Factors – Significant differences exist between Ind AS and Indian GAAP on one hand and other accounting principles, such as U.S. GAAP and IFRS on the other, which may be material to investors' assessment of our financial condition.***" on page 39.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Industry and Market Data

For the purpose of confirming our understanding of the industry in connection with the Offer, we have commissioned a report titled "Power Market Study" dated February 2018 prepared by CRISL, an independent research house that is a part of the S&P Global Inc. group and provides industry research related services in India. CRISL has included the following disclaimer as part of such report:

*"CRISIL Risk and Infrastructure Solutions Limited (CRIS) has taken due care and caution in preparing this report (the "**Report**") based on the Information obtained by CRIS from sources which it considers reliable (the "**Data**"). However, CRIS does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of the Data / Report. This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of the Report should be construed as expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRIS especially states that it has no liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRIS providing or intending to provide, any services in jurisdictions where CRIS does not have the necessary permission and/ or registration to carry out its business activities in this regard. Thermal Powertech Corporation India Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRIS operates independently of, and does not have access to information obtained by CRISIL Limited's Ratings Division / CRISIL Limited's Research Division ("**CRISIL**"), which may, in their regular operations, obtain information of a confidential nature. The views expressed in the Report are that of CRIS and not of CRISIL's Ratings Division / Research Division. No part of the Report may be published or reproduced in any form without CRIS's prior written approval*."

Aside from the above, unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been derived from certain industry sources. Industry publications generally state that the information contained in such publications has been obtained from sources generally believed to be reliable, but their accuracy, adequacy or completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be made based on such information. Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us, the Selling Shareholders, the GCBRLMs and BRLM, or any of our or their respective affiliates or advisors, and none of these parties makes any representation as to the accuracy of this information. The data used in these sources may have been reclassified by us for the purposes of presentation.

Data from these sources may also not be comparable. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors***" on page 16.

In accordance with the SEBI ICDR Regulations, "***Basis of Offer Price***" on page 91 includes information relating to our peer group companies. Such information has been derived from publicly available sources and neither we nor the GCBRLMs and BRLM have independently verified such information.

Currency and Units of Presentation

All references to "**Rupees**" or "**₹**" or "**Rs.**" are to Indian Rupees, the official currency of the Republic of India. All references to "**US$**", "**U.S. Dollar**", "**USD**" or "**US Dollars**" are to United States Dollars, the official currency of the United States of America. All reference to "**SGD**" is to Singapore Dollars, the official currency of the Republic of Singapore.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. Unless otherwise indicates, all figures have been expressed in millions. One million represents '10 lakhs' or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of U.S. Dollars and SGD into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The exchange rates of the currencies used in this Draft Red Herring Prospectus into Indian Rupees are provided below.

(in ₹)

Currency	December 29, 2017*	September 29, 2017**	March 31, 2017	March 31, 2016	March 31, 2015	March 28, 2014#	March 28, 2013##
1 USD^	63.93	65.36	64.84	66.33	62.59	60.09	54.39
1 SGD^^	47.81	48.10	46.42	49.24	45.46	47.50	43.71

^*Source: RBI Reference Rate*

^^*Source: Bloomberg Reference Rate*

* *Exchange rate as on December 29, 2017, as RBI Reference Rate is not available for, December 30, 2017 and December 31, 2017 being a Saturday and Sunday, respectively.*

** *Exchange rate as on September 29, 2017 as RBI Reference Rate is not available for September 30, 2017, being a Saturday.*

#*Exchange rate as on March 28, 2014, as RBI Reference Rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, Sunday and Saturday, respectively.*

##*Exchange rate as on March 28, 2013, as RBI Reference Rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a Sunday, Saturday and public holiday respectively.*

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward looking statements include statements which can generally be identified by words or phrases such as "***aim***", "***anticipate***", "***believe***", "***expect***", "***estimate***", "***intend***", "***likely to***", "***objective***", "***plan***", "***propose***", "***will continue***", "***seek to***", "***will pursue***" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plan, prospects or goals are also forward looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially include, including, but not limited to:

- Interruption in coal supply or increase in the cost of coal
- Seasonality, wind and solar conditions
- Key customers being mostly state owned distribution companies and any failure by our customers to meet their contractual commitments, or insolvency or liquidation of our customers
- Inability to enter into or renew our long-term PPAs
- PPAs that may expose us to certain risks that may affect our future results of operations and cash flows
- Any inability of our thermal, wind or solar power assets to generate or deliver electricity
- Our ability to add to our power capacity

For a further discussion of factors that could cause our actual results to differ, see "***Risk Factors***", "***Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 16, 120 and 593, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate.

Neither our Company, nor the Selling Shareholders, nor the Syndicate, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with regulatory requirements, our Company, the GCBRLMs and BRLM will ensure that Bidders in India are informed of material developments from the date of the Red Herring Prospectus until the receipt of final listing and trading approvals from the Stock Exchanges for the Equity Shares pursuant to the Offer.

SECTION II - RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. In making an investment decision, prospective investors must rely on their own examination of the Company and the terms of the Offer, including the merits and risks involved. Unless otherwise stated, the financial information of the Company used in this section is derived from our Restated Consolidated Financial Statements.

Risks Related to our Business

1. Interruption in coal supply or an increase in the cost of coal may adversely affect our business, financial condition, results of operation and cash flow.

The success of our operations depends on, among other things, the ability to source sufficient amount of coal, the principal raw material for our thermal power assets at competitive prices. Our total coal requirement comprises a mix of domestic coal and imported coal. We have entered into long-term fuel supply agreements ("**FSA**") with Mahanadi Coal Fields Limited ("**MCL**"), a subsidiary of Coal India Limited ("**CIL**") for the supply of domestic coal, and have entered into agreements with international suppliers for imported coal for our thermal operations. See "***Business – SEIL Power Plant – Coal and water supply***" and "***Business – SGPL Power Plant – Coal and water supply***" on pages 130 and 132, respectively for further details. These arrangements expose our thermal power assets to supply risks if there is a disruption in the supply of coal from any of our suppliers. There is no assurance that our suppliers will be able to satisfy their contractual obligations under the agreements, which could affect our ability to fulfill our commitments under the power purchase agreements ("**PPA**"). We may be required to purchase coal at a higher spot price from the market if MCL is unable to meet its supply obligations, which could have a material adverse impact on our business, prospects, financial condition and results of operations. While we have entered into a FSA with MCL for the supply of coal to the SGPL Power Plant, it will only become effective when we enter into a long-term PPA for the supply of power generated at the SGPL Power Plant. We cannot assure you that we will be able to enter into these long-term PPAs for the SGPL Power Plant and any failure to do so, in a timely manner or at all, could affect our ability to procure domestic coal from MCL under the FSA.

As domestic coal allocation is determined by policies issued by the Government of India ("**GoI**") and domestic coal prices are set by CIL, our operational and financial flexibility in relation to our coal supply is limited. Moreover, the availability and cost of coal is subject to volatility based on global commodity markets, available coal reserves, the quality and grade of coal available and other factors that may be beyond our control. As our coal costs are not fully passed through to our customers under our PPAs, any increase in the coal price may have a direct impact on our margins, which could have a material adverse impact on our operations, financial condition and results of operations.

Any constraints on sourcing adequate quantities of coal at commercially reasonable costs, and of acceptable grade, quality or other specifications required for our operations, may adversely affect our business, prospects, financial condition and results of operations. High dependence on domestic coal could expose us to potential price and coal availability risks in India. Any shortage of coal would affect the productivity of our thermal power assets. Even though we source coal from imports, there is no assurance that such sources of coal will continue to be available to us in the future at reasonable prices and terms, or at all.

2. Seasonality, wind and solar conditions could cause fluctuations in our business, which could have a material impact on our cash flows, financial condition and results of operations.

The revenues generated by our wind and solar assets are proportional to the amount of electricity generated, which in turn is dependent upon available environmental conditions. Wind and solar conditions have natural variations across seasons and may change because of climate change or other factors. In some periods, the wind or solar conditions may fall within our long-term estimates but not within the averages expected for such period. A sustained decline in conditions or shutdown at our wind or solar power assets could lead to a material adverse change in the volume of electricity generated and adversely affect our business, revenues, cash flows, financial condition and results of operations.

Wind power is highly dependent on weather conditions and particularly, on wind conditions. The profitability of our wind power assets depends not only on observed wind conditions at the site, which are inherently variable, but also on whether observed wind conditions are consistent with assumptions made during the asset development phase. We base our decisions on site selection in part on the findings of wind and other meteorological studies conducted by us and validated by independent renewable energy consulting firms in the proposed area, which measure the wind's speed, prevailing direction and seasonal variations. Because studies of this type do not reflect the actual performance of wind generating turbines once built, the actual electricity generated by our wind assets may not meet our anticipated production levels or the rated capacity of the turbines located there. Actual wind conditions at these sites, however, may not conform to the measured data in these studies and may be affected by variations in weather patterns, including any potential impact of climate change. Therefore, the electricity generated by our wind power assets may not meet our anticipated production levels, which could adversely affect our business, cash flows, financial condition and results of operations. If the wind resources at an asset were below the average level that we expect, our rate of return for the asset would be below our expectations. In addition, our results of operations may fluctuate significantly during a year and comparisons of operating results between different periods within a single financial year may not be meaningful and may not be indicative of our overall performance. For example, our operations at the Dandri wind power asset were affected due to a storm in Fiscal 2016.

Projections of wind resources also rely on assumptions about turbine placement, interference between turbines and the effects of vegetation, land use and terrain, which involve uncertainty and require us to exercise considerable judgment. There may be errors in conducting or validating these wind and other meteorological studies. Any of these factors could cause our development sites to have less wind potential than expected, or cause us to develop our sites in ways that do not optimize their potential, which could cause the return on our investment in these assets to be lower than expected.

The electricity produced and revenues generated by our solar assets are highly dependent on suitable solar conditions and associated weather conditions, which are beyond our control. Furthermore, components of our systems, such as solar panels and inverters could be damaged by severe weather conditions, such as hailstorms, tornadoes or lightning strikes. We are generally obligated to bear the expense of repairing the damaged equipment that we own, and replacement and spare parts for key components may be difficult or costly to acquire or may be unavailable. Unfavorable weather conditions could impair the effectiveness of our assets or reduce their output beneath their rated capacity or require shutdown of key equipment, impeding operation of our solar assets and our ability to achieve certain performance guarantees pursuant to our PPAs, forecasted revenues and cash flows. Sustained unfavorable weather could also unexpectedly delay the installation of solar power systems, which could result in a delay in us acquiring new assets or increase the cost of such assets. We base our investment decisions with respect to each solar asset on the findings of related solar studies conducted on-site prior to construction. However, actual climatic conditions at an asset site may not conform to the findings of these studies and therefore, our facilities may not meet anticipated production levels or the rated capacity of its generation assets, which could have a material adverse effect on our business, financial condition and results of operations.

Seasonality also affects the generation and demand for electricity which could impact the plant availability and Plant Load Factor ("**PLF**") of our thermal plants. During summer, demand for electricity is higher and decreases during the monsoon and spring seasons, before increasing slightly during the winter season. Other sources of power generation, such as hydroelectricity which peaks during the monsoon season could adversely affect the demand for electricity from other renewable sources. This variation in demand, could impact our cash flows and results of operations.

3. Our key customers are mostly state owned distribution companies ("DISCOMs") and any failure by our customers to meet their contractual commitments, or insolvency or liquidation of our customers, or our inability to enter into or renew our long-term PPAs, could adversely affect our business, results of operations and cash flows.

We depend on sale of electricity to certain key customers, and our operations are highly dependent upon such customers fulfilling their contractual obligations under the PPAs. Over 40% of our total thermal capacity and over 96% of our renewable capacity is contracted under long-term PPAs (i.e., PPAs which are effective for a duration of 3 years or more) with state DISCOMs and other private customers. There may be delays associated with collection of receivables from government owned or controlled entities because of the financial condition of these entities. Many of these state DISCOMs may have low credit ratings. Although the central and state governments have taken steps to improve the liquidity, financial condition and viability of DISCOMs there can be no assurance that DISCOMs that are currently our customers will have the resources to pay us on time, or at all. Any deterioration in the financial or liquidity position of these DISCOMs could severely affect our cash flows on account of delay in payment of power offtake under the PPAs. We have in the past faced, and continue to face delays in payment by certain DISCOMs in India. In addition, the creditworthiness of the parties with whom we have entered into PPAs may change over a period of time, which may affect their ability to pay us on time or at all. Our customers may not comply with their contractual payment obligations or may become subject to insolvency or liquidation proceedings during the term of the relevant PPAs, and the credit support received from such customers may not be sufficient to cover our losses in the event of a failure to perform. These conditions could cause working capital shortages and adversely affect our cash flows, which in turn could have an adverse effect on our business, results of operations and cash flows.

We expect to contract our remaining thermal capacity under long-term and short-term PPAs, or trade on the spot market, and expect to enter into long-term PPAs for our renewable capacity, which is under construction. Our profitability is largely a function of the availability of PPAs in the market, our ability to enter into PPAs with favorable terms and our ability to manage our costs during the tenor of our PPAs. There has been a decline in the availability of long-term PPAs in the market, according to CRISIL, and there can be no assurance that we will be able to enter into favorable long-term PPAs for our remaining capacity. Our ability to contract our remaining capacity also depends on our ability to compete with other power producers in the market in the competitive bidding process. If we are unable to enter into profitable PPAs, it could have a significant impact on our operations and results of operations. For example, 570.00 MW of power generated at the SEIL Power Plant is contracted for a period of eight years with the Southern Power DISCOM of Telangana and the Northern Power DISCOMs of Telangana Limited, commencing from March 31, 2016. After the term of the PPA, we may be unable to enter into a PPA on favorable terms or may fail to contract the available capacity in its entirety. If we are unable to contract our remaining capacity with favorable terms this could affect our ability to manage our costs effectively and adversely affect our business, prospects, financial condition and results of operations.

We are also subject to volume and price risks for the thermal power that is contracted on a merchant basis. Particularly, our ability to contract our thermal capacity is subject to fluctuating demand for power and the consequent fluctuations in price. These conditions could affect our ability to contract our thermal power capacity on favorable terms, and may cause a material adverse impact on our business, prospects and results of operation.

4. Our PPAs may expose us to certain risks that may affect our future results of operations and cash flows

Our profitability is largely a function of our ability to manage our costs during the terms of our PPAs and operate our power assets at optimal levels. In the event we default in fulfilling our obligations under the PPAs, such as supplying the minimum amount of power specified under certain of the PPAs, or failing to obtain regulatory approvals, licenses and clearances with respect to our assets, we may be liable for penalties in certain specified events, and customers may terminate such PPAs. The termination of any PPA by our customers would adversely affect our reputation, business, results of operations and cash flows.

Under our long-term PPAs for the SEIL Power Plant, we sell power generated to state DISCOMs at pre-determined tariffs. Accordingly, if there is an industry wide increase in tariffs or if we are seeking an extension of the term of the PPAs, we may not be able to amend the terms of the PPA to take advantage of the increased tariffs. In addition, in the event of increased operational costs, we may not have the ability to reflect a corresponding increase in our tariffs. Therefore, the prices at which we supply power may have little or no relationship with the costs incurred in generating power that may lead to fluctuations in our margins. Further, if the grid tariffs for our group captive customers decreases, our realization on our group captive tariffs will be reduced or our group captive PPAs may be terminated, either of which could affect the financial viability of these assets and adversely affect our business and results of operations. The above factors all limit our business flexibility, expose us to an increased risk of unforeseen business and industry changes and could have an adverse effect on our business, results of operations and cash flows.

In the power generation business, there are often other restrictions on a company's ability to sell power to third parties and undertake expansion initiatives with other consumers. For example, under the terms of the PPA with Maharashtra State Electricity Distribution Company Limited ("**MSEDCL**"), upon expiration of the term of the PPA, MSEDCL has the right of first refusal to continue procuring power from our wind asset at the current rate or at the rate determined by the Maharashtra Electricity Regulatory Commission ("**MERC**"), whichever is lower. Similarly, the PPAs entered into with Gujarat Urja Vikas Nigam Limited ("**GUVNL**") requires us to sell all power generated from our wind power asset on a first priority basis to GUVNL. With respect to our 20.00 MW wind power asset at Ramdurga, Karnataka, and our 24.00 MW and 25.50 MW wind power assets at Theni, Tamil Nadu, the relevant state government entity must approve our list of customers and the allocation of electricity. There can be no assurance that these approvals would be forthcoming in the event a change of customers or change in the allocation of electricity among our customers is required. Additionally, under the PPAs, our remedies in case of delays in payment by our customers may also be limited. For example, our PPAs with respect to our wind power assets in Pratapgarh, Rajasthan permit us to terminate the PPAs after the first 10 years of operation only because of non-payment of electricity dues for three consecutive months by the relevant DISCOMs (and if such breach is not cured within a period stipulated in the PPA). Such risks limit our business flexibility, expose us to an increased risk of unforeseen business and industry changes and could have an adverse effect on our business, results of operations and cash flows.

In addition, our PPAs impose obligations on us to perform operation and maintenance ("**O&M**") operations for which we have an in-house O&M team for our thermal power assets and depend on third-party O&M contractors for our renewable energy assets. Any failure by our O&M contractors could result in our breach of the PPAs. There can be no assurance that we will be able to recover all or any of the default payments made by us under the PPAs from our O&M contractors.

Our two long-term PPAs relating to the SEIL Power Plant expire on April 19, 2040 and March 30, 2024 respectively. Such long-term arrangements have inherent risks because they restrict our operational and financial flexibility. For example, we may not be able to take advantage of beneficial market conditions or sector dynamics, such as high merchant power tariffs or mitigate adverse market conditions, such as fuel price increases in any of the long-term PPAs. Business circumstances may materially change over the life of our assets and we may not have the ability to modify our agreements with government entities, financial institutions or customers to reflect these changes or enter into alternative arrangements. Such risks could have a material adverse impact on our costs, results of operations and revenue.

5. Any inability of our thermal, wind or solar power assets to generate or deliver electricity may adversely affect our business, financial condition, results of operation and cash flows

We are dependent on our thermal, wind and solar power assets being able to generate and deliver electricity to customers. The following events could lead to a material adverse change in the volume of electricity generated and affect our ability to supply guaranteed electricity under our PPAs and other short-term PPAs, which could have a material adverse impact on our business, revenues, cash flows, financial condition and results of operations.

- prolonged or adverse weather conditions in states in which we operate, leading to a sustained decline in the thermal, wind and solar conditions or a shutdown of our asset sites. For example, we faced a slowdown in our operations as a result of floods in at the Rojmal power asset in Gujarat in November 2015. Such incidents could also impact our PLF and plant availability;

- prolonged interruptions in coal supply to our thermal power assets due to poor infrastructure, strikes or accidents;

- disruptions in the operations of our power assets, including for reasons that are beyond our control, such as explosions, fires, earthquakes and other natural disasters, breakdown, failure or substandard performance of equipment, improper installation or operation of equipment, operational problems, other environmental risks, labor disputes, regional or political unrest. For example our operations at the Dangri power asset were affected due damage caused to the 33.00 KV transmission lines due to a storm in Fiscal 2016. Our operations at the Rojmal I and II power assets were also affected due to an emergency shutdown of our fleet, initiated by a fire in one of our machines which was triggered by a generator failure.

- water shortages, failure to find alternate sources of water or failure in our reverse osmosis plant which would impact the operations of our power assets;

- accidents or malfunctions at our power assets, including malfunctions of port facilities, rail and road connectivity to our asset sites. For example, we depend primarily on the Krishnapatnam port and the closed pipe conveyer belt for transporting coal to our power assets. Any disruption at the port site or malfunction of the conveyer belt system, could adversely affect our operations.

- regulatory and policy changes which could impact the operation of our thermal, wind and solar power assets. For example, we are required to install Flue-gas Desulfurization plants at our thermal power assets as a result of the recent regulatory changes in India;

- technological developments to generate new forms or power; and

- any monetary claim or litigation arising out of any of the risks set out above.

6. Our ability to add to our power capacity is subject to our success in competitive bidding for power procurement. We cannot assure you that we will be able to compete effectively, and our failure to do so could result in an adverse effect on our business and results of operations.

We operate in an increasingly competitive environment. This is particularly the case because of the deregulation of the Indian power sector in the last few years and increased private sector investment. These reforms provide opportunities for increased private sector participation in power generation. Specifically, the open access reform enables private power generators to sell power directly to distribution companies and, ultimately to the end consumer, enhancing the financial viability of private investment in power generation in India. As a result, we have to compete with other Indian companies and international power companies to generate power in India. Competitive bidding for power procurement further increases competition among power generators.

In the wind power sector in India, competition between new and existing wind power producers is focused on acquiring new or existing sites for wind power assets (in particular, sites with favourable wind conditions and existing grid connection infrastructure). The wind sector has witnessed a change in regime from feed-in-tariffs to competitive bidding, which has resulted in more direct competition among wind power producers and the resultant pricing pressures.

Our primary competitors include both domestic and foreign companies. A reduction in demand for power from clean power sources or our failure to identify and adapt to new technologies or to successfully acquire new clean power assets could have a material adverse effect on our business, financial condition and results of operations. Furthermore, technological progress in conventional forms of electricity generation or the discovery of large new deposits of conventional fuels could reduce the cost of electricity generated from those sources or make them more environmentally friendly, and as a consequence reduce the demand for electricity from clean power sources or render our renewable energy assets uncompetitive. We may also compete with other thermal power and renewable power generators, when we bid on a long-term PPA, which could have an adverse effect on our business, prospects, financial condition and results of operation. Our competitors may have greater resources than we do and may be able to achieve better economies of scale, allowing them to bid at more competitive rates. We may face the pressure of decreased margins due to such competition. We cannot assure you that we will be able to compete effectively, and our failure to do so could result in an adverse effect on our business growth and results of operations.

7. Any constraints in the availability of the electricity grid, including our inability to obtain access to transmission lines in a timely and cost-efficient manner, could adversely affect our business, results of operations and cash flows.

Evacuating power to a purchaser is our responsibility. We generally rely on transmission lines and other transmission and distribution facilities that are owned and operated by the state governments or public entities, in which we operate. Where we do not have access to available transmission and distribution networks, we engage contractors to build transmission lines and other related infrastructure, which exposes us to additional costs and related risks, such as obtaining right of way approvals from landowners, which may delay and increase the costs of our assets under construction. We may not be able to secure access to the available transmission and distribution networks at reasonable prices, on time or at all.

Further, some of our assets may have limited access to transmission and distribution networks. India's physical infrastructure, including its electricity grid is less developed than that of many developed countries. The transmission and dispatch of the full output of our renewable energy assets may be curtailed due to fluctuating renewable power voltages, causing grid constraints, such as grid congestion and restrictions on transmission capacity of the grid. For example, due to less developed grid infrastructure where our power assets are established, the electricity generated by wind power assets in such areas may cause frequency disturbances that may lead to power curtailments, a limitation that we currently face and have historically faced at our operational wind power assets situated in the States of Tamil Nadu and Rajasthan, India. We may have to stop producing electricity during the period when electricity cannot be transmitted due to grid congestion or other grid constraints. Such events could reduce the net power generation of our renewable energy assets. If construction of renewable energy assets outpaces transmission capacity of electricity grids, we may be dependent on the construction and upgrade of grid infrastructure by the government or public entities. We cannot assure you that the relevant government or public entities will do so in a timely manner, or at all. The curtailment of our wind power assets' output levels will reduce our electricity output and limit operational efficiencies, which in turn could have an adverse effect on our business, results of operations and cash flows.

Moreover, in the event of a failure in the transmission facilities, we may lose revenue from such power assets, and even incur penalties or additional costs under our existing PPAs or from other claims for compensation from our customers. Transmission limitations may cause us to curtail production of electricity, impairing our ability to fully capitalize on a particular asset's potential. Frequent transmission disruptions may also cause damage to wind energy generations ("**WEG**") and other asset infrastructure, which may impair their ability to operate at full potential in the future or may require additional cost to restore them to full capacity. Any such failures or disruptions could have an adverse effect on our business, results of operations and cash flows.

8. We may experience delays in construction of our assets, which may increase our construction costs beyond our initial estimates and could adversely affect our business, results of operations and cash flows.

We may experience delays in the completion of our wind assets that are under construction and those we set up in the future, and the total construction costs of these assets may exceed our initial estimates. Factors such as, delays in land acquisition, delay or failure in obtaining required financial assistance, failure to receive design compliant critical components and equipment from third parties on time, could affect our construction schedule. Other factors, such as failure to complete interconnection networks on time; failure to receive adequate third-party services; lack of transportation infrastructure; failure to secure and maintain regulatory permits and approvals; litigation risks; inclement weather conditions, events beyond our control, and, changes in applicable laws and policies, may affect the commissioning schedule of our future assets, including our assets under construction. Political changes and delays caused by state and local elections, demonstrations or protests by local communities and special interest groups could result in, or contribute to, asset time and cost overruns. In the past, we have experienced delays in completing certain of our operational assets because of delays in land acquisition obtaining necessary regulatory permits and contracting with WEGs. Any of these factors could give rise to construction delays and increase our construction costs in excess of our estimates, which could prevent us from completing the construction of our assets on time and delay commissioning. For example, the construction of the SEIL Power Plant was delayed among other reasons, because of interruptions from the local community during the initial stages of the project and delays caused by engineering, procurement and construction ("**EPC**") contracts. This could result in a discrepancy between our expected installed capacity and actual installed capacity; cause defaults under our financing agreements and adversely affect our business, results of operations and cash flows.

9. Technological changes, evolving customer requirements and emerging industry trends may affect our business by making our equipment or power assets less competitive or obsolete.

Our future success will depend in part on our ability to respond to technological advances and emerging power generation industry standards and practices on a cost-effective and timely basis. For example, the discovery of more viable or cheaper forms of power, may render our power assets less competitive, and adversely affect demand for the power we generate. The development and implementation of such technology entails technical and business risks and significant costs of implementation. There can be no assurance that we will be able to successfully implement new technologies or adapt our processing systems to evolving customer requirements or emerging industry standards. Changes in technology may make newer generation power assets more competitive than ours or may require us to make additional capital expenditure to upgrade our facilities. If we are unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, evolving customer requirements or technological changes, our business, results of operations and financial condition could be adversely affected.

10. The profitability of our renewable and thermal power assets and viability of our growth plans depend largely on government policies and the regulatory framework supporting renewable energy development, including the availability and size of government subsidies, tax benefits and other economic incentives, which may be reduced or discontinued in the future.

We depend on government policies and regulations for the operation of our power assets. Some of the key government and other incentives we benefit from include:

- preferential tariffs for wind and solar power assets under long-term PPAs;
- preferential charges on transmission, wheeling and banking facilities;
- Generation Based Incentives ("**GBI**") schemes for certain wind power assets;
- For projects commissioned before March 31, 2017, a 10-year tax holiday for certain power assets under Section 80IA(4)(iv) of the Income Tax Act, 1961 ("**Income Tax Act**")
- our ability to sell Voluntary Emission Reductions ("**VERs**"), Certified Emission Reductions ("**CERs**") and Renewable Energy Certificates ("**RECs**") and the revenues generated from the sale of VERs, CERs and RECs; and
- the availability of accelerated depreciation for wind and solar power assets.

There is no assurance that the GoI will continue to provide incentives and allow favorable policies to be applicable to us. There is also no assurance that the prevailing favorable policies will be effectively implemented or enforced, or that we will be able to avail full benefit under such policies or schemes. For example, although various State Electricity Regulatory Commissions ("**SERCs**") have specified Renewable Purchase Obligations ("**RPOs**") for their distribution companies, the implementation of RPO schemes has not been uniform across states. In the absence of uniform implementation of RPO schemes, the demand for, and trading of, RECs has not been high and, therefore, RECs have generally traded at the lower end of the price band specified by the Central Electricity Regulatory Commission ("**CERC**"). For projects that are commissioned after March 31, 2017, we do not get benefits of the 10-year tax holiday under the Income Tax Act.

The GoI may also impose Renewable Generation Obligations ("**RGOs**") or other similar obligations on our thermal plants, which may cause us to incur additional costs in order to continue generating and supplying power.

In addition, since the process to register assets eligible for REC schemes can be complicated and time-consuming, the timing and outcome of registration applications can be uncertain. Even after REC registration is obtained, application has to be made for renewal upon its expiration and there can be no assurance that there will not be delays in recognition of revenue generated from REC schemes in the future, for instance, in the event of a change in accounting standards. If entities with RPOs under respective state legislations do not comply with their obligations or no meaningful enforcement mechanism, such as a system of penalties, is put in place and implemented, we may not be able to sell RECs within their validity period of 1,095 days. In addition, any reduction in the floor or forbearance price of RECs by the CERC could adversely affect our revenues. Even with successful policy implementation and registration of our assets, there may not be enough liquidity in the market to sell RECs, which may result in RECs remaining unsold. Such uncertainties and issues in relation to implementation of renewable energy incentive schemes may adversely affect our business and results of operations.

Further, increased emphasis on reducing greenhouse gas emissions and the possibility of trading carbon dioxide emission quotas has led to extra duties being levied on sources of power, primarily fossil fuels, which cause carbon dioxide pollution. The imposition of these duties has indirectly supported the expansion of power generated from renewable energy and, in turn, wind and solar power assets in general. If this direct and indirect Government support for renewable energy were terminated or reduced, it would make producing electricity from wind and solar power assets less competitive and reduce demand for new wind and solar power assets.

The GoI and State Governments may reduce or eliminate these economic incentives for political, financial or other reasons. For example, in 2012, the benefit of accelerated depreciation at the rate of 80.00% of the cost of wind power asset equipment was restricted to assets commissioned before March 31, 2012. However, the GoI has subsequently announced restoration of such benefit for wind power assets in the Union Budget 2014-2015. In addition, policy incentives are typically available for a limited period, and there can be no assurance that the validity of such schemes will be extended. For example, in relation to wind assets, the GBI scheme is currently applicable to assets commissioned on or before March 31, 2017 and the prices fixed by the CERC for the REC market trading mechanism are to remain valid up to financial year 2017. If policies and incentives are changed or discontinued to our detriment before our wind power assets reach the economies of scale necessary to become cost-effective in a non-subsidized market, we could be forced to compete directly against producers of electricity from non-renewable sources in the sale of electricity and the setting of tariffs, which could make our renewable energy assets economically unviable.

11. We are developing the capability to construct our wind assets in-house and reduce our reliance on the turnkey model. Any failure to transition and maintain these activities in-house could affect our business prospects and results of operations.

We are developing the capability to construct our wind power assets in-house and reduce our dependence on the turnkey model. However, we cannot assure you that we will have sufficient in-house capabilities to undertake self-development of wind power assets. We may face certain challenges related to increased costs of equipment and construction material, labor disputes, business and legal issues associated with acquisition of land and complications and delays frequently encountered in the development of renewable energy assets may impede our ability to construct and operate our wind power assets in a timely and cost-efficient manner. This could adversely affect our business, results of operations and financial condition.

12. We depend on various contractors or specialist agencies to construct, maintain and provide certain other services related to our power assets and we are exposed to risks relating to the timing or quality of their services, equipment and supplies.

We enter into contracts with vendors to supply equipment, materials and other goods and services for the operation of our assets as well as for other business operations, such as O&M. While we maintain a diversified set of vendors, we remain subject to the risk that vendors do not perform their obligations. If vendors do not perform their obligations, or if they fail to deliver any components that have a manufacturing defect or do not comply with the specified quality standards and technical specifications, we may suffer disruptions in our operations or may have to enter into new contracts with other vendors at a higher cost. Such events could have a material and adverse impact on our power generating capacity. If any shutdowns continue for extended periods, this could give rise to contractual penalties or liabilities, loss of customers and damage to our reputation. Although we are entitled to compensation from manufacturers and third party service providers for certain equipment failures and defects in certain cases, these arrangements may not fully compensate us for the damage and loss suffered as a result thereof.

Additionally, the demand for contractors with specialist design, engineering and asset management skills and services has increased in India, resulting in a shortage of and increasing costs to hire such contractors. We cannot assure you that such skilled and experienced contractors will continue to be available at reasonable rates or may have the capacity to take on additional work, and may be exposed to risks relating to the quality of their services, equipment and supplies. Some of our contractors may not have significant experience in the tasks for which we have engaged them. However, we cannot assure you that in the future we will be able to purchase a sufficient quantity of WEGs (and other necessary equipment) that meets our quality requirements at acceptable terms, and in a timely manner. We also cannot assure you that our WEG suppliers will not delay delivery to us or prioritize delivery to other market participants, including our competitors. Our reliance on a few WEG suppliers and our existing limited relationships with other suppliers exposes us to certain risks, including the loss of any of these suppliers, capacity constraints that may prevent suppliers from accepting new orders, the inability to find replacement suppliers at acceptable terms and in a timely manner, or an adverse change in the terms of our existing contractual agreements with our suppliers. Further, any infringement of third party intellectual property rights by our EPC contractors may result in potential claims against us. The occurrence of any such events could delay our commercial operation of our assets under construction and operational assets, which in turn could adversely affect our business, results of operations, cash flows and financial condition.

Power generation facilities are also subject to mechanical failure and equipment shutdowns. In such situations, undamaged units may be dependent on or interact with damaged sections or units and, accordingly, may need to be shut down. We rely on sophisticated and complex machinery that may be susceptible to malfunction such as boilers, turbines, generators and other plant systems, including a coal handling plant, ash handling plant and water treatment plant, among others. Any compensation arrangements with our suppliers may not fully compensate us for the damage that we may suffer because of equipment failures, defects or penalties under our agreements, and may not cover indirect losses such as loss of profits or business interruption. If such events occur, the ability of our assets to supply electricity may be adversely affected, which would have an adverse effect on our business, prospects, financial condition and results of operations.

Our O&M agreements are typically valid for a period ranging from five to 10 years from the commissioning of a wind power asset. O&M expenses for our wind power assets during the first few years of their operations are typically not material. As and when the pre-agreed fees become payable under our O&M agreements, our expenses will significantly increase. If we are unable to renew our O&M agreements prior to their expiration on acceptable terms or at all, or if any of our O&M service providers liquidate or suspend their business, we will need to identify and engage a reliable O&M contractor as a replacement. We may be unable to do so promptly, which can adversely affect our operations, business and results of operations. Our O&M agreements may be terminated by either party, which means our O&M contractor has the capability to withhold critical spares, parts, services and access to our assets, all of which may result in disruption to our operations and a negative impact on our ability to generate and supply power.

Contractors and suppliers in our business are generally subject to liquidated damages payments for failure to achieve timely completion or performance shortfalls. Liability of contractors and suppliers under our EPC and O&M agreements, including any such liquidated damages, is generally limited to a specified amount or a percentage of the contract price or annual fees. We may not be able to recover the full amount of losses that are suffered by us from a contractor or supplier due to any failure to achieve timely completion or performance shortfalls. Any disruption in our business relationships with our third party contractors may also result in delays or disruption of their services to us, which may adversely affect our results of operations.

13. We are required to maintain certain approvals and licenses in the ordinary course of business, and the failure to maintain them may adversely affect our operations.

Our business is highly regulated and we require a number of approvals, licenses, registrations and permits to operate our business in India. Additionally, we may need to apply for more approvals, including the renewal of approvals which may expire, from time to time, as and when required in the ordinary course. If we fail to obtain or renew such licenses, approvals, registrations and permits in a timely manner, we may not be able to operate our power asset on time, or at all, which could affect our business, prospects, financial condition and results of operations. We are required to obtain and maintain consents, approvals, registrations and permits with respect to use of boilers, water availability, charging of generator transformers, chimney constructions and factory licenses in addition to consents required from the respective pollution control boards under the Air Act, Water Act and Hazardous Waste Rules.

Furthermore, our Government approvals and licenses are subject to numerous conditions, including adherence to emission standards and regular monitoring and compliance requirements, some of which are onerous and require us to incur substantial expenditure. We may incur substantial costs, including clean up or remediation costs, fines and civil or criminal sanctions, as a result of violations of or liabilities under environmental or health and safety laws, which may have an adverse effect on our business or financial condition. We cannot assure you that approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any approvals, licenses, registrations and permits that have been or may be issued to us, may adversely affect our operations. See "***Government and Other Approvals***" on page 637 for more details, including such approvals for which applications are pending before relevant authorities.

14. If the operation at one or more of our power assets is disrupted, including for reasons beyond our control, it could have an adverse effect on our business, results of operations, cash flows and financial condition.

The operation of our power assets may be disrupted, including for reasons that are beyond our control, such as theft, sabotage, disruption by local community, explosions, fires, natural disasters, breakdown, failure or substandard performance of equipment, improper installation or operation of equipment, accidents, operational problems, transmission or transportation interruptions, other environmental risks, and labour disputes.

Power generation facilities are also subject to mechanical failure and equipment shutdowns. In such situations, undamaged units may be dependent on or interact with damaged sections or units and, accordingly, are also subject to the risk of being shut down. We rely on extremely sophisticated and complex machinery that may be susceptible to malfunction. If such operational difficulties occur in the future, the ability of our power assets to supply electricity to off-takers may be adversely affected. In the event any power generation facility is significantly damaged or forced to shut down for a significant period of time, this may have an adverse effect on our business, results of operations, cash flows and financial condition.

15. Negative public or community response to our assets can adversely affect our ability to operate our assets.

Negative public or community response to our assets can adversely affect our ability to operate our assets. This type of negative response can lead to legal, public relations and other challenges that impede our ability to maintain operational efficiency and generate revenues. An increase in opposition to our requests for permits or successful challenges or appeals to permits issued to us could materially adversely affect our development plans and operations.

The construction and operation of wind and solar power assets may face opposition from the local communities where these plants are located and from special interest groups. For example, WEGs cause noise and shadow flicker and are considered by some to be aesthetically unappealing. Certain environmental organizations have expressed opposition to WEGs claiming that wind power assets have caused damage to the environment. Certain communities in India have claimed that the local climate has been adversely affected by the operation of WEGs. Any such opposition by local communities, non-governmental organizations and other parties may lead to the relocation of the wind and solar power assets, or result in delay in or discontinuance of operation, development or construction of such affected assets, which could adversely affect our business and results of operations.

Guidelines issued by the Ministry of Environment and Forests, GoI recommend (but do not mandate) a distance of at least 300.00 meters between wind power assets and habitation or highways. It is possible that such guidelines could be amended to make them more stringent and place further restrictions on distance, or to limit the size or height of WEGs in a given area, to prohibit the installation of WEGs at certain sites, or to impose other restrictions, such as noise requirements. A significant increase in the extent of such legislation or other restrictions could cause significant constraints on the growth of the wind power industry as a whole. This would have an adverse effect on our business and results of operations.

16. We have significant planned capital expenditures and may not be able to raise the additional funds required to meet these requirements, which could have an adverse effect on our business and results of operations.

Our capital expenditure plan is subject to a number of variables, including possible cost overruns, construction delays or defects, receipt of certain governmental approvals that have been applied for, availability of financing on acceptable terms and changes in management's views of the desirability of current plans, among others. We have not yet obtained sufficient funding to finance the construction costs of our assets under construction. The actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes, weather-related delays and technological changes. The financing required for such investments may not be available to us on acceptable terms or at all and we may be restricted by the terms and conditions of our existing or future financing agreements. If we decide to raise additional funds through the incurrence of debt, our interest obligations will increase, which could significantly affect financial measures such as our earnings per share. If we decide to raise additional funds through the issuance of equity, your ownership interest in our Company will be diluted. Our ability to finance our capital expenditure plans is also subject to a number of risks, contingencies and other factors, some of which are beyond our control, including borrowing or lending restrictions under applicable laws, any restrictions on the amount of dividend payable and general economic and capital markets conditions. Further, we cannot assure you that our operations will be able to generate cash flows sufficient to cover such costs. Any inability to obtain sufficient financing could result in the delay, reduction or abandonment of our development, expansion and acquisition plans. As a result, if adequate capital is not available, there could be an adverse effect on our business and results of operations.

17. Our success will depend on our ability to attract and retain our management team and other key personnel. Any failure to attract and retain such personnel could have a material adverse impact on our business, prospects, financial condition and results of operations.

Our performance depends on the continued service of our management team and skilled personnel. We face a continuous challenge to recruit and retain a sufficient number of suitably skilled personnel, particularly as we implement our growth and expansion strategy. Generally, there is significant competition for management and other skilled personnel in India and in the businesses in which we operate, and it may be difficult to attract and retain the skilled personnel we need. In particular, even if we were to increase our pay structures to attract and retain such personnel, we may be unable to compete with other companies for suitably skilled personnel to the extent they are able to provide more competitive compensation and benefits. Furthermore, we may not be able to redeploy and retrain our employees to keep pace with continuing changes, evolving standards and changing customer preferences. The loss of key personnel, including those of Sembcorp Utilities Pte. Ltd ("**SCU**"), may have a material adverse effect on our business, prospects, financial condition and results of operations.

18. Our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.

We had 864 full-time employees as of December 31, 2017. We have had no instances of strikes or labor unrest since we commenced operations. However, we may experience disruptions in our operations due to disputes or other problems with our workforce, and efforts by our employees to modify compensation and other terms of employment may divert management's attention and increase operating expenses. The occurrence of such events could materially adversely affect our business, prospects, financial condition and results of operations.

From time to time, we also enter into contracts with independent contractors to complete specific assignments and these contractors are required to provide the labor necessary to complete such assignments. Although we do not engage these laborers directly, it is possible under Indian law that we may be held responsible for wage payments to laborers engaged by contractors should the contractors default on wage payments. Any requirement to fund such payments may adversely affect our business, prospects, financial condition and results of operations. While the Contract Labour (Regulation and Abolition) Act, 1970 does not require us to retain contract laborers as our employees, on a case-by-case basis, the Indian courts have directed employers in the past to absorb contract laborers as employees. Any such order from a court or any other regulatory authority may adversely affect our business, prospects, financial condition and results of operations.

19. Our operations can cause injury to people or property and therefore could subject us to significant disruptions in our business, legal and regulatory actions, costs and liabilities.

The power generation business requires our employees and workmen to work under potentially dangerous circumstances, which could lead to mechanical and electrical failures due to improper installation of components and power cables, corrosion of equipment and weather-related or other risks related to structural integrity post-commissioning. Operation of our WEGs, blades, transformers and interconnection infrastructure can be dangerous and may cause significant personal injury to our employees or other persons, severe damage to and destruction of property, plant and equipment, and contamination of, or damage to, the environment. For example, storms and extreme weather conditions have caused short circuits or material equipment failure at our thermal power assets and wind equipment, solar panels and transmission lines have been uprooted or damaged. These situations could cause significant disruption in our operations, subject us to legal and regulatory actions, and additional costs and liabilities, which could adversely affect our business, results of operations and financial condition.

In addition, our thermal power assets may experience boiler tube leakages, pressure issues in relation to the turbine, generators, coal-crushing plant, utilities, cooling towers, steam transfer systems or any other parts of the thermal plants, all of which could lead to damage and injury to people or property.

We are dependent on the capacity and reliability of the communications, information and technology systems supporting our operations, whether developed, owned and operated by us or by third parties. Operational risks, such as trading or operational errors or interruptions of our financial, accounting, trading, compliance and other data processing systems, whether caused by the failure to prevent or mitigate data losses and other security breaches, or other cyber security threats or attacks, fire or other disaster and power or telecommunications failure, could result in a disruption of our business or cause reputational damage, and thus have a material adverse effect on our business.

20. Nearby structures may interfere with the operating performance of our wind power assets.

Structures such as buildings or other WEGs near our wind power assets may reduce our wind resources due to the disruption of wind flows, known as "**wake effects**". In connection with the development of a wind power asset, land use rights are acquired only for the land underlying a WEG and nearby infrastructure. The GoI could grant land use rights for nearby land which, when developed, would have a negative wake effect on our wind power assets. Furthermore, there can be no assurance that holders of the land use rights related to land near our wind asset sites will not lease or transfer their land use rights to other developers who may construct WEGs or other structures. Any of the above may reduce the operating performance of our wind power assets, which could have an adverse effect on our business and results of operations.

21. Our success depends on the reliable and stable supply of water to our thermal power assets. In the event of water shortages, our power assets may be required to reduce their water consumption, which would reduce their power generation capability.

Our thermal power assets require a substantial amount of water, which is critical to the operations of our power assets. We have procured licenses to desalinate and use seawater from the Bay of Bengal for our power assets. In the event of water shortages, our power assets may be required to reduce their water consumption, which would reduce their power generation capability. Further, if we do not renew the necessary approvals and licenses to draw seawater from the Bay of Bengal, we will have to find alternative sources for water supply, which could add to our costs and our power generation capability.

22. We, as well as our Subsidiaries, Directors and Group Companies may be involved in certain legal proceedings. Any adverse outcome in any of these proceedings may adversely affect our reputation, business, financial condition and results of operations.

In the ordinary course of business, our Company, Subsidiaries, Directors and Group Companies are involved in certain legal proceedings, which are pending at varying levels of adjudication at different fora. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our Company, Subsidiaries, Directors and our Group Companies. According to the Materiality Policy, any outstanding litigation, other than criminal proceedings, statutory or regulatory actions and taxation matters, is considered material if the monetary amount of claim by or against the entity or person in any such pending matter is in excess of ₹ 624.53 million or if an adverse outcome of any such litigation could materially and adversely affect our business, prospects, operations, financial position or reputation.

S. No.	Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/ Regulatory proceedings	Material civil litigation	Aggregate amount involved* (in ₹ million)
1.	**Company**					
	By the Company	Nil	-	-	2	500.06
	Against the Company	Nil	6	1	2	288.42
2.	**Subsidiaries**					
	By the Subsidiaries:	1	-	-	18	Not ascertainable
	Against the Subsidiaries:	Nil	7	16	8	11,777.20
3.	**Group Companies**					
	Against the Group Companies	Nil	2	1	Nil	58.10
4.	**Directors**					
	By the Directors	Nil	-	-	1	Not ascertainable
	Total	1		18	31	

*To the extent ascertainable

23. We have substantial indebtedness and may not be able to meet our obligations under our current or future debt financing agreements, which may have an adverse effect on our business, prospects, financial condition and results of operations.

As of December 31, 2017, we had long term and short term borrowings of ₹ 209,952.04 million on a consolidated basis. Our ability to service our debt obligations and to repay our outstanding borrowings depends primarily upon the cash flow generated by our business. We may not be able to pay our debt obligations in a timely manner or at all. Furthermore, we could default under our loans due to factors beyond our control. Any such default could have a material adverse impact on our business, prospects, financial condition and results of operations. See "***Financial Indebtedness***" on page 619 for further details.

We cannot assure you that we will generate sufficient cash to enable us to service existing or future borrowings, comply with covenants or fund other liquidity needs. Incurring significant indebtedness may:

- increase our vulnerability to general adverse economic, industry and competitive conditions;
- limit our flexibility in planning for, or reacting to, changes in our business and industry; and
- limit our ability to borrow additional funds.

There are certain restrictive covenants in the agreements that we have entered into with our lenders. These restrictive covenants require us to obtain the prior written consent of lenders for, among other things, any amalgamation or merger, incurrence of additional indebtedness, creation of additional security, changes in the capital structure, declaration of dividends, disposition of assets, raising of capital and developing new assets, acquiring any assets, undertaking any guarantee obligations, making any capital expenditure or investment, carrying out any amendment to the constitutional documents of our Company or changing the management and control of our Company. We may not receive such prior written consent in a timely manner or at all. Any failure to comply with a requirement to obtain a consent, or other condition or covenant under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may lead to certain adverse outcomes, including our being in default, a termination of our credit facilities, acceleration of all amounts due under such facilities and trigger cross-default provisions under certain of our other financing agreements. In the event of any such acceleration, we may not have sufficient resources to repay these borrowings. Failure to meet our obligations under our debt financing arrangements could have a material adverse effect on our business, prospects, financial condition and results of operations. For more information regarding our indebtedness, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 593 for more details.

We might not comply with certain covenants and obligations set forth in our financing documents, either currently or in the future. As such, there is a possibility that our lenders may impose penalties, additional interests and/or fees on the loans, or call an event of default, which could lead to acceleration or termination of such borrowings, all of which could adversely affect our business, operations and financial condition. In addition, most of our financing agreements require us to maintain a certain credit rating. Any downgrade of our current rating could result in an increase in our financing costs and, in certain cases, to acceleration of our loans. This may also affect our ability to obtain financing at reasonable rates in the future.

The duration of our offtake arrangements may not match the duration of related financing arrangements, and we may be exposed to refinancing risk if our cash flows are insufficient to finance our operations. In the event of an increase in interest rates, our debt servicing costs may increase at the time of refinancing our loan facilities and other financing arrangements, but revenues generated under our PPAs may not correspondingly increase. This mismatch between the duration of our financing arrangements and our PPAs may have a material adverse effect on our business, prospects, financial condition and results of operations.

24. SCU, our Promoter, will continue to retain majority shareholding in our Company after completion of the Offer, which will allow them to exercise significant influence over us. We cannot assure you that SCU will always act in our or your best interest. Additionally, we rely on SCU for certain key aspects of our business as well as ancillary support services.

As of the date of this Draft Red Herring Prospectus, we are a majority owned subsidiary of SCU. Upon completion of the Offer, SCU will continue to own a majority of our post-Offer Equity share capital. Accordingly, SCU will continue to exercise significant influence over our business policies, affairs and all matters requiring shareholders' approval, including change in composition of the board of directors, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, dividend policies, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or even impossible without the support of SCU. The interests of SCU as our controlling shareholder could conflict with our interests or the interests of our other shareholders. We cannot assure you that SCU will act to resolve any conflicts of interest in our or your favor.

We also rely on our Promoter, SCU, for certain technical and advisory services in relation to operation and management of the SEIL Power Plant. For details of the various agreements entered into with SCU in this regard, see "***Promoter and Promoter Group – Interest of our Promoter and Related Party Transactions***" on page 185. Failure to make alternative arrangements in a timely manner and on terms commercially acceptable to us, in the event that our Promoter ceases to provide such services to us or such agreements are terminated, for any reason whatsoever, may have a material adverse impact on our business, prospects, financial condition and results of operations.

A significant portion of the Net Proceeds from the Offer will be used to partially repay masala bonds issued by SGPL to our Promoter.

Of an aggregate amount of ₹ 31,590.00 million out of the Net Proceeds that we propose to utilize for the repayment/prepayment of certain indebtedness of certain of our Subsidiaries, we propose to use ~~of~~ ₹ 17,662.30 million to partially repay the Masala Bonds issued ~~to~~ by our wholly-owned Subsidiary, SGPL, to our Promoter, SCU. As our Promoter will be repaid in preference to other lenders, such portion of the Net Proceeds will not be available for other purposes. For further details on the indebtedness we propose to repay/prepay out of the Net Proceeds, see "***Objects of the Offer – Repayment and/or prepayment of certain indebtedness***" on page [●].

25. Certain of our Group Companies and Promoter are engaged, or are authorized by their constitutional documents to engage, in business activities which are similar to those undertaken by our Company and Subsidiaries, which may result in conflicts of interest. Further our directors are involved with entities which are engaged or are authorized by their constitutional documents to engage in business activities which are similar to those undertaken by our Company, which may result in conflicts of interest.

Certain of our Group Companies are authorized under their respective memorandums of association to carry on the business of production and distribution of electricity. Further, our non-executive Director, T.V. Sandeep Kumar Reddy is also a director on the board of GEVPL, a director of Yamne Power Private Limited and which engaged in the same line of business as our Company and Subsidiaries. For details, see "***Group Companies - Confirmations and Disclosures by our Group Companies - Interests and common pursuits***" on page 194 . We cannot assure you that our Group Companies, will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business and results of operations.

26. We may not have sufficient insurance coverage to cover all possible economic losses. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, prospects, financial condition and results of operations.

Operations in the power generation business carry inherent risks of personal injury and loss of life, damage to or destruction of property, plant and machinery and damage to the environment, and are subject to risks such as fire, theft, flood, earthquakes and terrorism. We maintain insurance coverage, in amounts we believe are commercially appropriate, including insurance against damage, loss of profit and business interruption, marine inland transit and third party liability with respect to our assets. However, such insurance may not be adequate to cover all losses or liabilities that may arise from our operations, including when the loss suffered is not easily quantifiable and in the event of severe damage to our reputation. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. If our losses significantly exceed our insurance coverage or cannot be recovered through insurance, our business, prospects, financial condition and results of operations could be materially adversely affected.

In addition, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable, in particular, if our premium levels increase significantly when we renew our insurance policies. If we are unable to pass increased insurance costs onto our customers, the costs of higher insurance premiums could have a material adverse effect on our business, prospects, financial condition and results of operations. Additionally, we have pending claims in respect of insurance policies. Furthermore, the occurrence of an event for which we are not adequately or sufficiently insured, or which is not insurable or for which insurance is not available in the market, or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have a material adverse effect on our business, prospects, financial condition and results of operations. We cannot assure you that any claim under the insurance policies maintained by us will be honored fully or on time. Any payments we make to cover any losses, damages or liabilities or any delays we experience in receiving appropriate payments from our insurers could have an adverse effect on our business, prospects, financial condition and results of operations.

27. This Draft Red Herring Prospectus contains information from an industry report, which we have commissioned from CRISIL Research

The information in this section and the sections entitled "***Summary of Industry***", "***Summary of Business***", "***Business***" and "***Industry Overview***" on pages 44, 46, 120 and 98, respectively includes information that is derived from the Industry Report. We commissioned this report for the purpose of confirming our understanding of the industry in connection with the Offer. Neither we, nor any of the GCBRLMs and BRLM nor their associates or affiliates or any other person connected with the Offer has verified the information in the Industry Report. CRISIL has advised that, while it has taken due care and caution in preparing the report based on information obtained from sources which it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the Industry Report or the data therein and is not responsible for any errors or omissions or for the results obtained from the use of Industry Report or the data therein. The Industry Report highlights certain industry and market data relating to the Company and its competitors. Such data is subject to many assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CRISIL's assumptions are correct or will not change and accordingly our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the Industry Report is not a recommendation to invest or disinvest in our Company or any company covered in the Industry Report. CRISIL has stated that it is not responsible for any loss or damage arising from the use of the Industry Report. You are advised not to unduly rely on the Industry Report when making your investment decision.

28. Certain portions of the land on which our power assets are or will be located, are not owned by us. In the event we are unable to purchase the land, or enter into or renew lease agreements, our business, results of operations and financial condition could be adversely affected.

A number of our power assets are situated on land that we do not own, but have leased, including from relevant state governments. The current terms of validity of such lease arrangements may not necessarily be co-terminus with the remaining life of our power assets as well as the long-term PPAs we have entered into with respect to such assets. For instance, a portion of the land on which the SEIL Power Plant is situated has been leased to us by the Andhra Pradesh Industrial Infrastructure Corporation Limited and the term of such lease expires in November 2030, i.e. within 12 years of the date of this Draft Red Herring Prospectus. In the event that we are unable to renew the lease term of the land on which our project assets are situated in a timely manner, on commercially acceptable terms, or at all, our ability to continue our operations will be adversely affected, which may have a material adverse effect on our business, results of operations and financial condition.

Some of our power assets are located, or will be located, on forest or revenue land, which is owned by the state Government, or on land acquired or to be acquired from private customers. The timeline for transfer of title in the land to us is dependent on the type of land on which the power assets are, or will be, located, and the policies of the relevant state Government in which such land is located. In the case of land acquired from private customers, which is mostly agricultural land, the transfer of such land from agriculturalists to non-agriculturalists such as us or our EPC contractors and the use of such land for non-agricultural purposes require an order from the relevant provincial land or revenue authority allowing such transfer or use ("**Land-Use Approval**"). For forest and revenue land, we obtain a lease from the relevant Government authority or in our turnkey projects, our EPC contractors first procure a lease in their favor from the relevant Government authority and, after receipt of approval from the relevant Government authorities, the land is sub-leased or assigned or transferred to us.

In relation to the forest and revenue land on which our power assets with an aggregate installed capacity of 89.00 MW are established, the relevant EPC contractors have made the necessary applications to the concerned authorities for transfer of the lease to us. However, the leasehold title in relation to such forest and revenue land will be transferred in our favor only upon execution of lease or sub-lease deeds in accordance with applicable laws after obtaining the approval to transfer. For certain of our wind power assets, we have experienced delays in obtaining government approval for such transfer. For example, the land on which our 43.50 MW wind power asset at Bhud, Maharashtra and our 20.00 MW wind power asset at Ramdurga, Karnataka are located and a part of the land on which our 25.50 MW wind power asset at Bhud, Maharashtra is located are forest land, and we have not yet entered into sub-lease agreements with state Governments with respect to such land. We cannot assure you that the outstanding approvals would be received, or that lease or sub-lease deeds would be executed, in a timely manner, such that the operation of the WEGs will not be adversely affected. In respect of our existing leases and sub-leases, upon termination, we will be required to return the land to the relevant state authorities. The terms of lease and sub-lease agreements are also not co-terminus with the lifetime of the power assets, taken together with the period of time required for construction and commissioning of the asset. Accordingly, we will have to obtain, directly or through our EPC contractors, extensions of the terms of such leases and sub-leases for the remainder of the terms of the corresponding PPAs. Additionally, some of our EPC contractors in Jamnagar, Gujarat and Pratapgarh, Rajasthan, have sub-leased to us a portion of the land they have obtained from the state Government through a lease. They continue to hold the lease for the remaining, usually adjoining, areas. In the event the EPC contractors violate the terms of the principal lease in relation to any portion of the leased property, the principal lease may be cancelled, resulting in cancellation of our sub-lease. In the event that the relevant state authorities do not wish to renew the lease or sub-lease agreements, our business, results of operations and financial condition could be adversely affected.

29. We have entered into certain related party transactions in the past and may continue to do so in the future

We have entered into transactions with related parties, including our Promoter and certain of our Group Companies. For more information on our related party transactions, see "***Related Party Transactions***". Certain related party transactions also require the approval of our shareholders (where the related parties are required to abstain from voting on such resolutions). There can be no assurance that such transactions will be approved. There can also be no assurance that we will be able to maintain existing terms, or in case of any future transactions with related parties, that such transactions will be on terms favorable to us in future. While we believe that all of our related party transactions have been conducted on an arm's length basis, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. In addition, it is probable that we will enter into further related party transactions in the future. Any future transactions with our related parties could potentially involve conflict of interests. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.

30. We have and may continue to have negative cash flows.

The following table sets forth our cash flow under the Restated Consolidated Financial Statements for the periods indicated:

	Fiscal			Six months ended September 30
	2015[(1)] (proforma)	2016	2017	2017
	(₹ in million)			
Net cash generated from/(used in) operating activities.......	(1,481.54)	(1,720.25)	9,512.05	7,258.95
Net cash used in investing activities..................................	(12,522.99)	(4,043.32)	(2,047.49)	(471.56)
Net cash (used in)/from financing activities.......................	11,595.80	6,140.56	(7,977.41)	(7,008.36)
Cash and cash equivalents at the beginning of the year/period	4,018.60	1,609.87	1,937.50	1,424.65
Cash and cash equivalents at the end of the year/period.....	1,609.87	1,937.50	1,424.65	1,203.68

(1) We did not have subsidiaries in Fiscal 2015 or for any year prior to that and we did not prepare any consolidated financial statements for such periods. Accordingly, financial information for Fiscal 2015 is based on the Restated Standalone Financial Information.

For further details, see "***Financial Statements of our Company***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 199 and 593, respectively. We cannot assure you that our net cash flows will be positive in the future.

31. Contingent liabilities could adversely affect our financial condition

The table below sets forth our contingent liabilities under the Restated Consolidated Financial Statements as at September 30, 2017.

	As of September 30, 2017 (₹ in millions)
Income Tax	272.40
Cess levied under the Buildings and other Construction Works (RE&CS) Act, 1996	287.21

For further details regarding our contingent liabilities, see "***Financial Statements of our Company - Restated Consolidated Financial Statements***" and "***Management's Discussion and Analysis on Financial Position and Results of Operations - Contingent Liabilities and Commitments***" on pages 286 and 610 respectively. Our contingent liabilities may become actual liabilities. In the event that any of our contingent liabilities materialize, our business, financial condition and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future.

32. We have recently completed the Corporate Reorganization after the audit of the Restated Consolidated Financial Statements, which may not be indicative of our future performance. In addition, the unaudited Proforma Condensed Financial Statements may not be indicative of our actual results of operations for the indicated periods and we may face administrative and operational difficulties because of the Corporate Reorganization.

In February 2018, through a Corporate Reorganization, Sembcorp group's thermal power projects and renewable power projects in India were consolidated under our Company, and the Corporate Reorganization. As part of the Corporate Reorganization, SGIL and SGPL became our subsidiaries, and the subsidiaries of SGIL become indirect subsidiaries of our Company. As a result, our future results of operations may not be comparable to our historical results. Our ability to realize the anticipated benefits of the Corporate Reorganization will depend largely on our ability to integrate our businesses. We may not be able to achieve the expected efficiencies with the Corporate Reorganization, which may adversely affect our results of operations and business. The overall integration of the businesses may result in unanticipated difficulties, expenses, liabilities and refinancing risks and may disrupt our business. For more details on the Corporate Reorganization, see "***History and other Corporate Matters – Corporate Reorganization***" on page 155.

We have included the unaudited Proforma Condensed Financial Statements for Fiscal 2017 and for the six months ended September 30, 2017 of our Company, which shows the impact of the Corporate Reorganization on our Company as if the Corporate Reorganization had occurred on April 1, 2016. However, our unaudited Proforma Condensed Financial Statements are not necessarily indicative of what our actual results of operations, financial position and cash flow would have been for such periods or as of such dates, nor does it purport to project our results of operations, financial position or cash flows for any future period or date. Our unaudited pro forma financial statements do not include all of the information required for financial statements under Indian GAAP or IndAS and should be read in conjunction with our Restated Consolidated Financial Statements, SGIL's Consolidated Financial Statements and SGPL's Financial Statements, included elsewhere in this Draft Red Herring Prospectus. Further, our unaudited Proforma Condensed Financial Statements were not prepared in connection with an offering registered with the SEC under the U.S. Securities Act and consequently do not comply with the Securities and Exchange Commission ("**SEC**")'s rules on presentation of pro forma financial statements. Accordingly, the degree of reliance placed by investors in other jurisdictions on such pro forma information should be limited.

33. Future acquisitions may not meet economic expectations and may ultimately fail, which could have an adverse effect on our business, results of operations and financial condition.

We have pursued and may continue to pursue strategic acquisition opportunities, to expand our asset base, enhance our capabilities and address gaps in our technical expertise and geographic coverage. Future acquisitions may result in material transaction expenses, increased interest and amortization expense, increased depreciation expense and increased operating expense, any of which could have an adverse effect on our results of operations. Future acquisitions may entail integration and management of the new businesses or assets to realize economies of scale and control costs, as well as other risks, including diversion of management resources otherwise available for ongoing development of our business and risks associated with entering new markets. Further, the Corporate Reorganization and any other acquisitions or alliances may expose us to the risk of unanticipated business uncertainties or legal liabilities relating to those acquired businesses or alliances for which the sellers of the acquired business or alliance partners may or may not indemnify us.

34. Our business and operations depend significantly on our parent, SCU and the Sembcorp group. We are exposed to the risk that the "Sembcorp" brand may be affected by events beyond our control and that SCI and SCU may prevent us from using it in the future.

We depend significantly on SCU and the Sembcorp group for our business. We believe that our relationship with the Sembcorp group has allowed us to develop our thermal and renewable operations in India. We also benefit from the Sembcorp group's strategic support as well as its technological expertise and resources. We believe that we benefit in reputational terms with clients throughout India, as well as in terms of access to capital, credit ratings and industry talent, as a result of being a part of the Sembcorp group. We cannot assure you that we will continue to receive the same degree of support from the Sembcorp group in the future, and any adverse changes in our relationship with the Sembcorp group may materially and adversely affect our business, operations, financial condition, results of operations, cash flows and prospects.

We use, among others, the name, brand and trademark "Sembcorp" and the associated logo in the ordinary course of our business and in our corporate name. The trademark "Sembcorp" and the associated logo is owned by, and is registered in favor of SCI. Pursuant to no objection certificates issued by SCI and SCU to us, SCI and SCU granted us the worldwide royalty-free, non-exclusive right to use the trademark "Sembcorp" and the associated logo. We cannot assure you that SCI and SCU will not withdraw these no objection certificates. If SCI were to withdraw these no objection certificates, we would be required to change our name and brand, which could require us to expend significant resources to establish new branding and name recognition in the market, which could materially and adversely affect our reputation, business, operations, financial condition and results of operations. Furthermore, we cannot assure you that the "Sembcorp" brand, which we believe is a well-recognized brand in India due to its presence in the Indian market, will not be adversely affected in the future by events or actions that are beyond our control, including adverse publicity. Any damage to this brand name, if not immediately and sufficiently remedied, could adversely affect our business, financial condition and results of operations.

35. Prior to the Corporate Reorganization the Company operated only thermal power assets and has limited operating history in the thermal power sector, and has not managed or operated renewable power assets which it acquired with the acquisition of SGIL through the Corporate Reorganization.

The Company has limited operating history as its thermal power assets commenced commercial operations in 2015. The Company's lack of a significant and relevant operating history makes it difficult to predict future operating results. While SGIL has been in operation since 2008 and a part of the Sembcorp group (through our Promoter, SCU) since 2015, the Company only recently acquired SGIL as part of the Corporate Reorganization and has not operated or managed renewable power assets in India prior to the Corporate Reorganization. The Company may face unanticipated difficulties in the integration and management of the renewable business.

36. During the last 12 months preceding the date of this Draft Red Herring Prospectus, our Company has issued Equity Shares at a price that may be lower than the Offer Price.

Our Company issued 3,318,806,222 Equity Shares to SCU and GEVPL on February 15, 2018, pursuant to the acquisition of SGIL and SGPL as subsidiaries, at a price which may be lower than the Offer Price. For further details, see "***Capital Structure – Share capital history of our Company - History of Equity Share capital of our Company***" and "***History and Certain Corporate Matters – Corporate Reorganization***" on pages 71 and 155, respectively.

37. Our Group Companies have incurred losses in the preceding financial years and have a negative net worth, based on their last audited financial statements available.

Our Group Companies, GEVPL, Gayatri Hi-Tech and Sembcorp Gayatri O&M have incurred losses in the preceding three financial years. The details of the losses made by our Group Companies in the last three years is set out below. We cannot assure you that our Group Companies will not incur losses in the future.

(*in ₹ million*)

Sr. No.	Name of the group company	Fiscal 2017	Fiscal 2016	Fiscal 2015
1.	GEVPL	(557.54)	(40.44)	(186.71)
2.	Gayatri Hi- Tech	(728.26)	(1211.12)	(1287.54)
3.	Sembcorp Gayatri O&M	(0.04)	(0.04)	(0.07)
4.	SIPL	(94.98)	27.11	48.11

38. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.

Our future ability to pay dividends depend on the earnings, financial condition and capital requirements of our Subsidiaries and the dividends they distribute to us. Dividend distributed by our Subsidiaries will attract dividend distribution tax at rates applicable from time to time. We cannot assure you that we will receive dividends from our subsidiaries sufficient to cover our operating expenses and pay dividends to our shareholders or at all.

Our business is capital intensive and we may plan to make additional capital expenditures to complete the power assets that we are developing. Our ability to pay dividends is also restricted under certain financing arrangements that we have entered into and expect to enter into. Our Company has not declared any dividend on its Equity Shares since incorporation and we may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements for the power assets, financial condition and results of operations.

39. Our Company and certain of our Subsidiaries, Promoter, members of our Promoter Group and Group Companies have availed or may avail certain loans that are recallable by lenders, at any time.

Our Company and certain of our Subsidiaries, Promoter, members of our Promoter Group and Group Companies have availed or may avail borrowings that are repayable on demand by the relevant lenders. Such loans a may be recalled by the relevant lenders on occurrence of certain events. Any such unexpected demand for repayment may have a material adverse effect on the business, cash flows and financial condition of the entity against which repayment is sought.

40. Our Registered Office and Corporate Office are located on leased premises. There can be no assurance that the respective lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.

The premise upon which our Registered Office and Corporate Office are located are not owned by us. Our Registered Office has been leased to us by Deep Corporation, one of our Group Companies, for a period of six years commencing on November 5, 2013. We have the right to use the premises on which our Corporate Office is situated pursuant to a facility sharing agreement dated February 6, 2018 between our Company and Sembcorp India Private Limited, one of our Group Companies, which holds leasehold rights to such premises. For details of agreements entered into between our Company and these Group Companies, see "***Group Companies – Interests***

and Common Pursuits" on page 194. There can be no assurance that we will be able to retain and renew the lease on same or similar terms, or find alternate locations on similar terms favorable to us, or at all.

41. Land title in India can be uncertain and we may not be able to identify or correct defects or irregularities in title to the land which we own, lease or intend to acquire in connection with the development or acquisition of our power assets. Additionally, certain land on which the power assets developed or acquired by us in the future are located may be subject to onerous conditions which may adversely affect its use.

There is no central title registry for real property in India and the documentation of land records in India has not been fully computerized. Property records in India are generally maintained at the state and district level and in local languages, and are updated manually through physical records. Therefore, property records may not be available online for inspection or updated in a timely manner, or may be illegible, untraceable, incomplete or inaccurate in certain respects, or may have been kept in poor condition, which may impede title investigations or our ability to rely on such property records. In addition, there may be a discrepancy between the duration of the principal lease under different orders issued by state governments in respect of a particular parcel of revenue land.

Further, improperly executed, unregistered or insufficiently stamped conveyance instruments in a property's chain of title, unregistered encumbrances in favor of third parties, rights of adverse possessors, ownership claims of family members of prior owners or third parties, or other defects that a purchaser may not be aware of can affect title to a property. As a result, potential disputes or claims over title to the land on which our power assets are or will be constructed, may arise.

For example, a legal notice was issued to one of our subsidiaries, Green Infra BTV Limited ("**GIBTVL**"), for removal of one of its WEGs located in Theni, Tamil Nadu on the basis of the complainants' claim of ownership of the land on which the WEG is located. For details, see the section "***Outstanding Litigation and Material Developments***" on page 622. Any defects in, or irregularities of, title may result in loss of development or operating rights over land, which may prejudice the success of our power assets and require us to write off substantial expenditures in respect of our power assets.

Additionally, the power assets that we may develop or acquire in the future may be located on land that may be subject to onerous conditions under the lease agreements through which we acquire rights to use such land and rights of way. Furthermore, the Government may exercise its rights of eminent domain, or compulsory acquisition in respect of land on which our assets are or will be located. Any of this may adversely affect our business and results of operations in the future.

42. Any failure by us to maintain an effective system of internal control over financial reporting could negatively affect investor confidence in us and cause the market price of our equity shares to decline.

As a public company, we would be required to maintain an effective system of internal control over financial reporting. If, in the future, we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal control over financial reporting. Failure to maintain an effective internal control environment could result in control deficiencies or material weakness in the future and have a material adverse effect on the accuracy, timeliness and reliability of our financial reporting, which could in turn, have a negative effect on our financial condition and results of operations as well as the price of our equity shares. Complying with such requirements could also increase our legal, accounting and financial compliance costs, particularly as we integrate SGPL and SGIL into our existing system of internal control over financial reporting.

External Risks

43. Our flexibility in managing our operations is limited by the regulatory environment in which we operate.

The infrastructure sector in India, particularly in relation to the power industry, is highly regulated. Our business is regulated by various authorities, including the Ministry of Power ("**MoP**"), the relevant state Governments and the GoI. Any adverse change in the applicable regulations could have an adverse effect on our business, prospects, financial condition and results of operations. For example, pursuant to the

Electricity Act, 2003, which provides for deregulation of the power sector, the GoI continue to implement policy changes aimed at deregulation, including most recently with respect to coal allocation for power assets.

It is difficult to predict what the consequences of any future deregulation will be, and it could have a material effect on our business, prospects, financial condition and results of operations. Any other change or the introduction of new legislation or regulation and any change in tariff levels or PPA provisions by state DISCOMs, including taxation policy changes, relating to power generation in India may have a material adverse impact on our business, prospects, financial condition and results of operations. The timing and content of any new laws or regulations is not in our control and such new laws or regulations could have an adverse effect on our business, prospects, financial condition and results of operations. Non-compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations.

Our assets are subject to extensive government and environmental laws and regulations which govern the discharge, emission, storage, handling and disposal of a variety of substances that are used in or result from the operations of our businesses. These laws and regulations include the Environmental Protection Act, the Air Act, the Water Act and other regulations promulgated by the Ministry of Environment and Forests and Climate Change and the Pollution Control Boards of the states in which we operate. In addition, our assets are subject to risks involving personal injury, loss of life, environmental damage and severe damage to property.

We believe environmental regulation of industrial activities in India will become more stringent in the future as concerns of climate change and other environmental concerns increase in India and also due to the commitments made by India under the 2015 Paris climate summit agreement. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with certainty. The costs and management time required to comply with these requirements could be significant. The measures we implement in order to comply with these new laws and regulations may not be deemed sufficient by Government entities and our compliance costs may significantly exceed our estimates. If we fail to meet environmental requirements, we may also be subject to administrative, civil and criminal proceedings by Government entities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as revocation of approvals and permits and orders that could limit or halt our operations. There can be no assurance that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters, the costs of which could be material. Clean-up and remediation costs, as well as damages, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

44. If demand for renewable assets does not develop sufficiently or takes longer to develop than we anticipate, our business, financial condition, results of operations, cash flows and prospects could be materially and adversely affected.

The renewable energy markets are at a relatively early stage of development in India. Trends in the renewable energy industries are based only on limited data and may not be reliable and the success of this sector is dependent on certain costs decreasing, such as storage costs. Many factors may adversely affect the demand for renewable assets in India, including:

- fluctuations in economic and market conditions that affect the viability of conventional and renewable energy sources;
- the cost and reliability of renewable assets compared to conventional power sources;
- the cost competitiveness as compared against tariffs for conventional power sources and the preference of some state utilities for conventional power sources;
- public perceptions of the direct and indirect benefits of adopting renewable energy technology; and
- regulations and policies governing the electric utility industry that may present technical, regulatory and economic barriers to the purchase and use of wind power.

If market demand for renewable assets in India fails to develop sufficiently, our business, financial condition, results of operations, cash flows and prospects could be materially and adversely affected.

45. Our growth is dependent on factors affecting the Indian economy and demand for power in India may not increase as expected

The performance and the growth of our business is dependent on the performance of the Indian economy which, in turn, depends on various factors. The Indian economy is affected by global economic uncertainties, volatility in interest rates, currency exchange rates, commodity and electricity prices, adverse conditions affecting agriculture and various other factors. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes upon the Indian economy and, consequently, our business. For example, while the Indian economy is experiencing strong inflows of domestic and foreign investments, any adverse regulatory or economic change, any adversely impact investor sentiments and affect the GoI's endeavor to increase renewable energy capacity in India.

Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, have an impact on the growth of the Indian economy, and the GoI's policy may change in response to such conditions. While the GoI has been keen on encouraging private participation in the power sector recently, any adverse change in policy could result in a further slowdown of the Indian economy. In addition, these policies will need continued support from stable regulatory regimes that stimulate and encourage the investment of private capital into industrial development. Any downturn in the macroeconomic environment in India could materially and adversely affect the market price of the Equity Shares and our business, prospects, financial condition and results of operations.

Additionally, an increase in India's trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively impact interest rates and liquidity, which could adversely impact the Indian economy and our business. Any adverse revisions to India's sovereign debt ratings may also adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could adversely affect our business, prospects, financial condition and results of operations and our ability to obtain refinancing, as well as the trading price of the Equity Shares.

Further, according to Central Electricity Authority of India ("**CEA**"), the power demand of the country is expected to grow at a 6.18% compound annual growth rate ("**CAGR**") during Fiscals 2017 to 2022. However, there can be no assurance that demand for power in India will increase as expected, or at all, which may adversely affect our business, results of operations and expansion strategy.

46. Changing laws, rules and regulations and legal uncertainties, including adverse interpretation or application of tax laws and regulations, may adversely affect our business, prospects, financial condition and results of operations

Our business, prospects, financial condition and results of operations could be adversely affected by changes in law, or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations in India, applicable to us and our business.

Governmental and regulatory bodies in India may enact new regulations and/or policies, which may require us to obtain approvals and licenses from the GoI, applicable state Governments and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, prospects, financial condition and results of operations.

The application of various Indian sales, value-added and other tax laws, rules and regulations to our business or to our fuel or equipment suppliers, currently or in the future, may be subject to interpretation by relevant authorities, and if amended or notified, could result in increased tax payments to us (prospectively or retrospectively) or to our fuel or equipment suppliers (thereby increasing their costs and their rates charged to us), which could affect our business, prospects, financial condition and results of operations. Further, we run the risk of the Indian Income Tax Department assessing our tax liability to be materially different from the provision that we have carried in our books for the past periods.

47. Difficult conditions in the global capital markets and the economy generally have affected and may continue to affect our business, prospects, financial condition and results of operations and may cause us to experience limited availability of funds.

The power industry is significantly affected by changes in Government policies, economic conditions, demographic trends, employment and income levels and interest rates, among other factors. In the past, economic developments outside India have adversely affected the markets in which we operate and our overall business. For instance, recent concerns relating to the U.S. Federal Reserve's decision to raise interest rates in the United States have led to increased volatility, particularly in the stock and currency markets in emerging economies. In addition, on June 23, 2016, the United Kingdom held a referendum on its membership of the European Union and voted to leave ("**Brexit**"). There is significant uncertainty at this stage as to the impact of Brexit on general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets. In addition, China is one of India's major trading partners, and there are rising concerns of a possible slowdown in the Chinese economy. Furthermore, the sovereign rating downgrades for Brazil and Russia (and the imposition of sanctions on Russia) have also added to the growth risks for these markets.

If there is a tightening of credit in financial markets globally, this could also affect the Indian market and debt could become significantly more expensive for us. We may not be able to arrange for debt financing for our capital requirements at all or debt financing which is available to us may not be on commercially acceptable terms; as a result, we may experience material cash flow problems.

Uncertainty and adverse changes in the economy could also increase costs associated with the operation of our assets in a number of ways, including increased exposure to material losses from our investments. The power sector in India has seen strong inflows of foreign and domestic investments. Any economic downturn could affect the overall sentiment of the market. We are unable to predict the likely duration and severity of any future disruption in financial markets and adverse economic conditions in India, the United States and other countries, which may cause material adverse impact to our business and operating results.

48. Financial instability in other countries may cause increased volatility in Indian financial markets

The Indian economy is influenced by economic and market conditions in other countries, including, but not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections. In Europe, the exit of the United Kingdom from the European Union, and any prolonged period of uncertainty which results, could have a significant negative impact on international markets. These could include further falls in stock exchange indices and/or greater volatility of markets in general due to the increased uncertainty. These and other related events could have a significant impact on the global credit and financial markets as a whole, and could result in reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets.

There are also concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In particular, there are rising concerns of a possible slowdown in the Chinese economy, and China is one of India's major trading partners. Such factors might also result in a slowdown in India's export growth momentum.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares. Adverse economic developments overseas in countries where we have operations could have a material adverse impact on us and the trading price of the Equity Shares. See also " ***– Risks Relating to Our Industry – Difficult conditions in the global capital markets and the economy generally have affected and may continue to affect our business, prospects, financial condition and results of operations and may cause us to experience limited availability of funds***".

49. If inflation were to rise in India, we might not be able to increase the prices of our services in order to pass costs on to our customers and our profits might decline.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increasing inflation in India could cause a rise in the price of transportation, wages, raw materials and other expenses, and we may be unable to reduce our costs or fully pass the increased costs on to our customer by increasing the price that we charge for our services, and our business, prospects, financial condition and results of operations may therefore be adversely affected. The PPAs that allow for escalation in power charges provide for an escalation index in order to take into consideration rises in prices. The value of the escalation index is adjusted by applying the yearly inflation rate as set by CERC.

50. Investors in the Equity Shares may not be able to enforce a judgment of a foreign court against us.

We are a limited liability public company incorporated under the laws of India. Majority of our directors and key managerial personnel named in this Draft Red Herring Prospectus are residents of India. Further, our assets are primarily located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons, or to enforce judgments obtained against us or such persons in jurisdictions outside India. The recognition and enforcement of foreign judgments in India is governed by Sections 13 and 44A of the Civil Code, which provide that a suit must be brought in India within three years from the date of the judgment sought to be enforced. Generally, there are considerable delays in the disposal of suits by Indian courts.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were to be brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under the FEMA to repatriate any such amount recovered.

51. Significant differences exist between IndAS and Indian GAAP on one hand and other accounting principles, such as US GAAP and IFRS on the other, which may be material to investors' assessments of our financial condition.

The Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus have been prepared in accordance with IndAs or Indian GAAP, as applicable, in the relevant period of reporting. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from IndAS and Indian GAAP. Accordingly, the degree to which the IndAS and Indian GAAP financial statements, which are restated as per SEBI ICDR Regulations included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

As India has decided to adopt a convergence of its existing standards with IFRS which are referred to in India as IndAS, we were required to mandatorily prepare our financial statements for Fiscal 2017 in accordance with IndAS. Given that IndAS is different in many respects from Indian GAAP under which our financial statements were historically prepared, our financial statements for the period commencing April 1, 2016 may not be comparable to our historical financial statements that were prepared under Indian GAAP.

52. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

53. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.

Foreign ownership of Indian securities is subject to GoI regulation. In accordance with foreign exchange regulations currently in effect in India, under certain circumstances the RBI must approve the sale of the Equity Shares from a non-resident of India to a resident of India or vice-versa if the sale does not meet certain requirements specified by the RBI. Additionally, any person who seeks to convert the Rupee proceeds from any such sale into foreign currency and repatriate that foreign currency from India is required to obtain a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure you that any required approval from the RBI or any other government agency can be obtained on terms favorable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

Further, as on the date of this Draft Red Herring Prospectus, our Company is a foreign owned or controlled company and we are required to comply with certain conditions specified under the FEMA Regulations and the foreign direct investment policy with respect to downstream investments by Indian companies that are not owned and/or controlled by resident entities. These conditions include restrictions on valuations, sources of funding for such investments and certain reporting requirements. Such restrictions may adversely affect our ability to make downstream investments. There can be no assurance that we will be able to comply with such restrictions or obtain any required approvals for future acquisitions or investments in India, or that we will be able to obtain such approvals on satisfactory terms, which may adversely affect our results of operations, financial condition, financial performance and the price of our Equity Shares.

Risks Related to the Offer

54. The price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Indian stock exchanges may not develop or be sustained after the Offer. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer. The market price of the Equity Shares after the Offer may be subject to significant fluctuations in response to, among other factors beyond our control, variations in our operating results, market conditions specific to the power sector in India, developments relating to India and volatility in the stock exchanges and securities markets elsewhere in the world.

55. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to long-term capital gains tax in India if Securities Transaction Tax ("**STT**") is paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares, except in the case of such acquisitions where STT could not have been paid, as notified by the GoI under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, Finance Bill, 2018, proposes to tax such long term capital gains exceeding INR 100,000 arising from sale of Equity Shares on or after April 1, 2018. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially exempt or exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

56. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

57. Additional issuances of equity may dilute your holdings.

Any future equity issuances by us, including in a primary offering or pursuant to a preferential allotment or issuances of stock options under employee stock option plans, or any perception by investors that such issuances or sales might occur may lead to the dilution of investor shareholding in our Company or affect the trading price of the Equity Shares and could affect our ability to raise capital through an offering of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by our Promoter, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in "***Capital Structure***" on page 71, we cannot assure you that our Promoter will not dispose of, pledge or encumber their Equity Shares in the future. We have entered into group captive arrangements with external parties in some of our renewable energy subsidiaries. As and when there is a change of customer or when additional customers are added to such arrangements, there might be a further dilution in the equity holding in those subsidiaries, which would in turn affect the net book value of the Equity Shares held in our Company.

58. Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares.

The Indian securities markets are smaller than securities markets in more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. The Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges, and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected.

59. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

60. A portion of the Net Proceeds from the Offer will be used to partially repay masala bonds issued to our Promoter.

We will use ₹17,662.30 million of the Net Proceeds from the Offer to partially repay masala bonds issued to our Promoter, SCU by our wholly owned subsidiary, SGPL, which will merge into our Company pursuant to the Proposed Merger. For further details, see "***Objects of the Offer***" on page 82. The portion of the Net Proceeds to repay the masala bonds to SCU will not be available for other purposes.

Prominent Notes:

- The Offer is of up to [●] Equity Shares, at an Offer Price of ₹ [●] per Equity Share for cash, including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] million and is being made through the Book Building Process. The Offer comprises a Fresh Issue of [●] Equity Shares by our Company aggregating to ₹ 40,950 million and an Offer for Sale of up to 146,774,194 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders, including up to 128,941,129 Equity Shares aggregating to ₹ [●] million by the Promoter Selling Shareholder and up to 17,833,065 Equity Shares aggregating to ₹ [●] million by GEVPL. The Offer also includes an Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million (which shall not exceed 5% of the post-Offer Equity Share capital of our Company). The Offer and the Net Offer constitute [●]% and [●]% of the post-Offer paid up Equity Share capital of our Company, respectively.

- Our Company is considering a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue will be reduced to the extent of the Pre-IPO Placement, subject to a minimum Net Offer size of at least 10% of the post Offer paid-up Equity Share capital of our Company.

- Our net worth as on September 30, 2017, as per our Restated Consolidated Financial Statements and Restated Standalone Financial Statements included in this Draft Red Herring Prospectus is ₹ 25,746.18 million and ₹ 25,746.94 million, respectively. Our net worth as on March 31, 2017, as per our Restated Consolidated Financial Statements and Restated Standalone Financial Statements included in this Draft Red Herring Prospectus is ₹ 24,981.10 million and ₹ 24,981.61 million, respectively. See "***Financial Statements of our Company***" on page 199.

- The net asset value per Equity Share as on September 30, 2017, as per our Restated Consolidated Financial Statements and Restated Standalone Financial Statements included in this Draft Red Herring Prospectus is both ₹ 13.99. The net asset value per Equity Share as on March 31, 2017, as per our Restated Consolidated Financial Statements and Restated Standalone Financial Statements included in this Draft Red Herring Prospectus is both ₹ 13.58. See "***Financial Statements of our Company***" on page 199.

- The average cost of acquisition per Equity Share by our Promoter as on date of this Draft Red Herring Prospectus is ₹ 17.67, as certified by Manohar Chowdhry & Associates, Chartered Accountants by their certificate dated February 21, 2018 and the average cost of acquisition per Equity Share by GEVPL as on date of this Draft Red Herring Prospectus is ₹ 12.22, as certified by VAS & Co., Chartered Accountants by their certificate dated February 16, 2018.

- Other than the change in name of our Company from Thermal Powertech Corporation India Limited to Sembcorp Energy India Limited on February 10, 2018, to reflect business activities of our Company pursuant to the Corporate Reorganization, there has been no change of name of our Company at any time during the last three years immediately preceding the date of filing of this Draft Red Herring Prospectus. For details, see "***History and Certain Corporate Matters – Changes in Memorandum of Association***" on page 152.

- There has been no financing arrangement whereby members of our Promoter Group, directors of our Promoter, our Directors, or any of their respective relatives, have financed the purchase by any other person of securities of our Company, other than in the ordinary course of the business of the financing entity, during the six months preceding the date of this Draft Red Herring Prospectus.

- For details of transactions between our Company and Subsidiaries or our Group Companies during the last Fiscal, including the nature and cumulative value of the transactions, see "***Related Party Transactions***" on page 197.

- For information regarding the business or other interests of our Group Companies in our Company, see "***Group Companies – Confirmations and Disclosure by our Group Companies – Interests and Common Pursuit***" and "***Related Party Transactions***" on pages 194 and 197, respectively.

Investors may contact the GCBRLMs and BRLM that have submitted the due diligence certificate to SEBI or the Registrar to the Offer, for any complaints pertaining to the Offer.

SECTION III – INTRODUCTION
SUMMARY OF INDUSTRY

Overview of the Indian Power Sector

India's need for energy is increasing rapidly due to the country's economic growth and modernisation over the past few years. India's per capita electricity consumption has been steadily rising, from 631.4 kilowatts per hour ("**kWh**") in Fiscal 2006 to 1,122.0 kWh in Fiscal 2017. Despite this growth, developing countries like Brazil, Malaysia and China have significantly higher per capita electricity consumption than India. India's expenditure on electricity constitutes a small percentage of the total household expenditure. Strong economic growth along with increase in per capita income is expected to result in more disposable income to spend on electricity.

Between Fiscals 2007 and 2017, India's peak demand increased at approximately 5% compounded annual growth rate ("**CAGR**") to reach 159.54 GW, while the installed power generation increased at a CAGR of approximately 10%, from 200 GW to 327 GW during the period. This has been driven by healthy growth in gross domestic product ("**GDP**"), although the deteriorating financial health of distribution companies ("**DISCOMs**") has curtailed growth.

Demand projections

The overall energy consumption in India, including oil, natural gas, coal, nuclear, hydro, and renewables and biofuels is considerably lower as compared with other economic superpowers such as the United States and China. However, as per BP Energy Outlook 2017, India is likely to witness over 100% increase in energy consumption from Fiscals 2015 to 2035. The key drivers for the demand increase would be initiatives such as '24x7 Power for All', development of 'smart cities', the 'Housing for All' scheme, industrial push through 'Make in India', increasing urbanization, infrastructure requirements, electric mobility, and overall strong economic growth.

Supply projections

Rising demand from various consumer categories would not only require installation of additional capacities but also ensure the existing units run at a higher plant load factor ("**PLF**"). Higher PLF would ensure larger availability of energy to meet the rising demand. The increase in supply of energy units would also help bridge the demand-supply energy deficit. The total available energy is expected to reach 1,763 billion units by Fiscal 2022.

Demand-Supply Balance Projections

The current situation in India of a power surplus of 100 billion units of energy is expected to reverse by Fiscal 2021. From being in a 11% energy surplus in Fiscal 2017, the scenario is most likely to reverse to a 5% energy deficit in Fiscal 2022, provided all initiatives mentioned above (including the GoI's '24x7 Power for All' initiative as well as DISCOM commitment towards procuring the same) are achieved. Similarly, the current situation of peak surplus is expected to reverse by Fiscal 2020 and the gap is likely to widen over the years. This is largely because of increased installation by renewable energy sources *vis-à-vis* sources that can provide power during peak.

Renewable Energy

Strong government support along with a drop in tariffs is expected to support growth in renewable energy. 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 GoI 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 rise sharply in India's fuel mix in the coming decades. In addition, the recent structural shifts in the renewable sector have caused grid parity and a more favorable environment for larger players with sound financial strength and parentage.

Thermal

Suppressed electricity demand in the past few years and constraints on the financial flexibility of many developers on account of high gearing and poor cash flows from existing projects has led to a slowdown in investments in thermal power projects. The Draft National Electricity Plan 2016 also envisaged that no new thermal (including gas) power capacities would be developed beyond Fiscal 2022. However, a considerable quantum (over 54 GW) of thermal capacity is still under various phases of planning and construction. Upon an analysis of the actual progress of works (quantum of investment already made and stage of construction), it can be seen that many such projects will likely be commissioned by Fiscal 2022.

PLF

Historically, the average PLF has remained low. The highest was 75% in Fiscal 2011, which could be attributed to poor supply side infrastructure, improper delivery mechanisms and muted demand because of affordability issues. The average PLF for coal-based power plants was 59.9% in 2016 to 2017. Increase in the PLF due to demand growth will need to be complemented by initiatives such as commercial mining, higher coal extraction targets for Coal India Limited ("**CIL**"), preferential coal supply linkage, and the Scheme to Harness and Allocate Koyla ("**SHAKTI**") which can revive many fuel-deprived power plants.

Uncontracted capacity

Capacity to the tune of 28 GW has been classified as uncontracted assets owing to multiple reasons such as paucity of funds for developing the project, absence of fuel supply agreements, absence of long-term PPAs, or absence of a combination of the above. The GoI is weighing different proposed solutions to address the problem of stressed power projects.

SHAKTI for allocation of coal blocks to plants with and without signed PPAs;

Flexible Structuring Scheme ('5:25') – Flexible refinancing and repayment option for long-term infrastructure projects where the total exposure of lenders is more than Rs 500 crore;

Strategic Debt Restructuring ("**SDR**") aims at reviving stalled projects by giving equity participation to banks in such projects and delinking the existing promoter of the project;

Scheme for Sustainable Structuring of Stressed Assets ('S4A') aims at deep financial restructuring of debt ridden projects by allowing lenders to acquire equity in the stressed project with existing promoter allowed to continue in the management even while being a minority shareholder. Unlike the SDR Scheme which is aimed at delinking the existing promoter, under the S4A scheme banks would allow existing promoter to continue in the management even while being a minority shareholder.

Along with S4A, enactment and enforcement of new insolvency code has temporarily taken stressed capacity out of the market, benefitting the solvent, well-funded players. With new PPAs expected to be signed with increase in demand clubbed with S4A, will allow many of the developers to come out of stress position.

The Reserve Bank of India has recently substituted the existing guidelines (Framework for Revitalising Distressed Assets, Flexible Structuring Scheme, Strategic Debt Restructuring Scheme (SDR), and Scheme for Sustainable Structuring of Stressed Assets (S4A)), with a "Revised Framework" for a harmonised and simplified resolution of stressed assets.

Fuel supply and availability

As per the World Energy Outlook Report 2015, the share of coal in India's primary energy mix will rise to 49% in 2040 from the current levels of 44%. The report pegs coal consumption growth at 3.8% annually until 2040. CIL registered growth in production by 7% and 9% in Fiscal 2015 and Fiscal 2016, respectively, in line with the country's plan to almost double domestic supply by 2020. CIL shall account for 80% of production while the remaining 20% will be contributed by Singareni Collieries Companies Limited and other state utilities and the private sector. The Coal India Vision Document 2020 pegs the annual growth in the domestic demand for coal at more than 10% by 2020. However, this demand will be subject to several factors such as execution of renewable energy projects and the successful restructuring of ailing DISCOMS. The draft CEA report on the National Electricity Plan indicates that if the GoI's plan to reach 175 GW of renewable power is true, then domestic coal production would be sufficient to meet the thermal coal demand by Fiscal 2022.

SUMMARY OF BUSINESS

We are a leading independent power producer ("**IPP**") in India, led by a strong management team with extensive experience and a successful track record of identifying, developing and operating power generation assets across the thermal and renewable power sectors in India. As of December 31, 2017, we had a total power generation capacity of approximately 4.07 GW, comprising approximately 3.57 GW of operating generation capacity and 0.50 GW of generating capacity under construction. Additionally we have been informed by Solar Energy Corporation of India ("**SECI**") that we have been awarded an additional 0.30 GW of wind power capacity in the third SECI wind power auctions conducted in February 2018, taking our overall power generation capacity to approximately 4.37 GW. We have a well-balanced and diversified portfolio of power assets, which together provide cash flow stability, growth and potential profitability upside. As of December 31, 2017, our portfolio comprises:

- two fully-operational thermal power assets with four 0.66 GW supercritical coal-fired units, having a total power generation capacity of 2.64 GW located in the state of Andhra Pradesh, India;

- 34 wind energy assets with a total power generation capacity of approximately 1.39 GW located across seven states in India; this includes approximately 0.50 GW in two wind power assets that we are currently constructing in the states of Tamil Nadu and Gujarat, India; and

- three solar power assets with a total power generation capacity of 0.04 GW located in the states of Rajasthan and Gujarat, India.

We sell power generated from our operational assets under a combination of long-term and short-term power purchase agreements ("**PPAs**") to central government agencies, state-owned distribution companies ("**DISCOMs**"), private customers, as well as on the spot market. Over 62% of our total capacity (over 96% of our renewables capacity and over 40% of our thermal capacity) is under long-term PPAs with DISCOMs, private customers and power trading companies, ensuring stability of cash flows and potential upside in a tightening power market.

We are promoted by Sembcorp Utilities Pte. Ltd. ("**SCU**"), which is part of the Sembcorp group and a wholly-owned subsidiary of Sembcorp Industries Ltd. ("**SCI**"), which is listed on the main board of the Singapore Exchange. The Sembcorp group is a global conglomerate present across in 15 countries across five continents, with businesses in energy, water, on-site logistics, marine and urban development. Globally, the Sembcorp group has facilities with approximately 11 GW of gross power capacity and water and wastewater treatment plants with a combined capacity of approximately nine million cubic meters per day. The Sembcorp group is a developer and provider of energy, steam, water, natural gas and on-site logistics solutions serving both industrial and municipal customers. The Sembcorp group's capabilities extend across diverse fuel sources such as natural gas, coal and renewables. It has an established track record in executing large-scale greenfield energy and water projects globally. Our management processes, including our commitment to the environment and sustainability, aim to reflect the robust governance practices of the Sembcorp group.

We are currently operating in the growing Indian energy market, where we are well-positioned to benefit from positive market trends. According to CRISIL, the current scenario of peak power surplus is expected to reverse by Fiscal 2020 resulting in a peak power deficit that is expected to grow to approximately 5% by Fiscal 2021. This is due to a number of factors, including favorable Government of India ("**GoI**") regulations and policies, GoI's strong commitment towards electrification of households and transportation, growth in the Indian economy, and increasing urbanization and industrialization. The tightening power supply-demand balance is resulting in an increase in thermal power tariffs, which will enable us to contract a little over half of our open thermal capacity at higher tariffs with creditworthy DISCOMs in rapidly growing states. In the renewable energy sector, competitive bidding through reverse auctions enables developers with strong engineering and operating capabilities like us to secure large capacities with creditworthy customers. For example, our competitiveness is demonstrated by the fact that we are the largest cumulative winner to date to win 0.80 GW of wind power capacity in the recent three wind power auctions conducted by SECI in 2017 and 2018, according to CRISIL. See "***Industry Overview – Recent development in renewable energy***" on page 98 for more details on the recent SECI wind bids. Our capabilities position us well for future growth, keeping in view GoI's commitment to achieving 175 GW of renewable energy capacity by 2022. Furthermore, the trend of growing transparency across the Indian power sector in the form of open power auctions, transparent coal allocation, and publication of performance data, benefits players such as us with financial strength and robust corporate governance practices.

Our thermal power assets, the SEIL Power Plant and the SGPL Power Plant, located on the eastern coast of southern India, are designed for more sustainable power production. Our thermal power assets are based on supercritical power generation technology, which allows them to operate at lower emission levels compared to subcritical power plants. They use sea water for their power generation operations, which eliminates the need to use precious ground water. All of our coal is transported through coastal and trans-ocean shipping, with last-mile connectivity through two closed-pipe coal conveyor belt systems. This assures safety, reliability and environmental compliance of our coal logistics. We have also ensured the reliability and cost competitiveness of our thermal power assets through a number of measures. Our thermal power assets are designed for a wide range of coal grades, which that allows us to source coal cost-effectively. The supercritical technology that we use is well-suited to effectively cope with the intra-day demand swings prevalent in India. Our fuel supply agreements ("**FSA**") for the supply of domestic coal with Mahanadi Coal Limited ("**MCL**"), a subsidiary of Coal India Limited ("**CIL**"), and with reputable suppliers of imported coal in Indonesia, South Africa and other countries, ensure reliable access to low-cost coal from diverse sources and insulates us from coal shortages in India. Our thermal power assets are located close to the Krishnapatnam port, a deep-water port, allowing us to minimize transportation costs by deploying larger ships. Our operating processes also give us the capability to run our plants at optimal heat rates with minimum auxiliary consumption. These factors have helped us and SGPL achieve an average plant load factor ("**PLF**") of 85.43% and 75.63% at the SEIL Power Plant and the SGPL Power Plant respectively for the period between April and December 2017, which is well above the market average of 60% for the same period, according to the Central Electricity Authority ("**CEA**") Monthly Generation Reports.

We operate renewable power assets across seven states in India through SGIL, which we recently acquired. This has given us deep experience in site selection, project development, commissioning, operations and optimization, power contracting, financing and receivables management across the country. With recent forays into in-house engineering, procurement and construction ("**EPC**") and in-house operation and maintenance ("**O&M**"), we are further strengthening our capabilities and competitiveness. We work with a diversified set of high quality equipment suppliers, in order to evaluate, select and deploy the latest technology equipment on an arms-length basis to be cost competitive in our chosen location. We believe that we have the ability to maximize production and availability of our wind power assets through constant, active equipment performance optimization and monitoring, which improves our asset viability and margin. We have adopted the Sembcorp group's stringent criteria for asset selection, with a disciplined bidding approach that includes comprehensive risk assessments to protect returns. Based on our capabilities, we have been successful in building up a wind portfolio of 0.89 GW comprising 604 wind turbines with an average PLF of 22.24% and 22.75% for the nine months ended December 31, 2017 and December 31, 2016, respectively. Our competitiveness is also evidenced by our track record in the recent SECI wind auctions in 2017 where we secured an additional 0.50 GW of long-term PPAs with SECI and PTC India Limited. We were also successful in acquiring an additional 0.30 GW of wind power capacity in the recent wind power auctions conducted by SECI in February 2018.

Finally, across our renewable and thermal businesses, our policy is to maintain a prudent, conservative capital structure. This is evidenced by our low debt-to-equity ratio of 66:34 on a proforma basis after giving effect to the Corporate Reorganization as of September 30, 2017, with our cost of borrowing for our renewable and thermal businesses being 9.61% (including short-term loans and letters of credit) and 9.20%, respectively. We intend to continue to manage an efficient capital structure, with the future capital requirements of our growth projects being funded through operating cash flows from our thermal and renewable power business after servicing existing debt and external financing.

Corporate reorganization

Until February 2018, we only had one operating asset, the SEIL Power Plant consisting of two operating 660 MW units. In February 2018, through the Corporate Reorganization (as defined below), Sembcorp group's thermal power and renewable energy assets in India were consolidated under our Company. As a result of the Corporate Reorganization that became effective in February 2018, our Company acquired 100% of the equity shares of SGPL and SGIL (the "**Corporate Reorganization**"). Accordingly, SGPL's thermal power plant and SGIL's diversified portfolio of wind and solar assets in India, comprising assets in operation and under construction form a part of our consolidated assets. Our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus relate to periods prior to the Corporate Reorganization and therefore only include the financial results of the SEIL Power Plant. See "***Financial Statements of our Company - Restated Consolidated Financial Statements***" on page 286 for our financial statements prior to the Corporate Reorganization. See "***History and other Corporate Matters – Corporate Reorganization***" on page 155 for more details on the Corporate Reorganization.

We have included in this Draft Red Herring Prospectus the unaudited Pro Forma Financial Statements for the six months ended September 30, 2017, as of and for the Fiscal ended March 31, of our Company, which shows the impact of the Corporate Reorganization on our Company as if the Corporate Reorganization had occurred on April 1, 2016. See "***Proforma Condensed Financial Statements***" on page 343. See "***Financial Statements of our Company - Restated Consolidated Financial Statements***", "***SGIL's Consolidated Financial Statements***" and "***SGPL's Financial Statements***" on pages 286, 448 and 357, respectively for our financial position prior to the Corporate Reorganization, see "***History and other Corporate Matters – Corporate Reorganization***" on page 155 for more details on the Corporate Reorganization.

Our Competitive Strengths

- Well-balanced and diversified portfolio of high-quality renewable and thermal power assets with stability, growth and potential profitability upside.

- Promoted by a reputed sponsor with a proven track record, robust corporate governance and commitment to sustainability.

- Well-positioned to capitalize on an attractive market with increasing tariffs and favorable GoI initiatives.

- Proven track record of being cost competitive.

- Sustainable investments with prudent capital structure.

- Strong management team and stakeholder relationships.

Our Strategies

- Grow our renewable energy portfolio while maintaining a strong position in the thermal market.

- Extract greater value from our existing assets.

- Tap opportunities in new growth areas by leveraging Sembcorp group's capabilities.

Maintain financial discipline and prudent capital structure.

SUMMARY FINANCIAL INFORMATION OF OUR COMPANY

The following tables set forth the summary financial information derived from:

- The restated standalone financial statements of our Company, as at and for the six months ended September 30, 2017 and Fiscals 2017, 2016, 2015, 2014 and 2013; and

- The restated consolidated financial statements of our Company as at as at and for the six months ended September 30, 2017 and Fiscals 2017 and 2016.

The Restated Financial Statements referred to above are presented under "***Financial Statements of our Company***" on page 199. The summary financial information presented below should be read in conjunction with the Restated Financial Statements, the notes thereto and "***Financial Statements of our Company***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 199 and 593, respectively.

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Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Restated standalone statement of assets and liabilities

(Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
ASSETS				
I Non-current assets				
(a) Property, plant and equipment	83,989.26	85,126.27	87,985.05	2,367.25
(b) Capital work-in-progress	207.73	670.95	781.32	85,201.53
(c) Other intangible assets	10.51	19.71	26.08	31.81
(d) Financial assets				
(i) Investments	1.13	0.47	0.47	-
(ii) Other non-current financial assets	-	-	503.60	945.40
(e) Other tax assets	195.49	195.49	164.48	112.71
(f) Other non-current assets	46.86	11.29	1,031.43	2,638.39
Total non- current assets	84,450.98	86,024.18	90,492.43	91,297.09
II Current assets				
(a) Inventories	2,603.35	3,400.47	3,092.99	1,167.92
(b) Financial assets				
(i) Trade receivables	12,931.90	11,991.73	8,751.81	-
(ii) Cash and cash equivalents	1,203.07	1,424.46	1,937.03	1,609.87
(iii) Other bank balances	1,194.11	778.69	481.78	492.46
(iv) Loans	0.54	0.79	1.35	0.63
(v) Derivatives	4.87	-	-	87.00
(vi) Other financial assets	4,055.82	5,237.98	3,242.92	668.06
(c) Other current assets	427.56	596.22	472.01	247.10
Total current assets	22,421.22	23,430.34	17,979.89	4,273.04
Total assets	1,06,872.20	1,09,454.52	1,08,472.32	95,570.13
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity share capital	18,399.15	18,399.15	14,818.30	8,400.85
(b) Other equity				
(i) Securities premium	8,577.34	8,577.34	8,577.34	8,577.34
(ii) Retained earnings	(342.05)	(1,679.27)	(1,243.87)	(46.50)
(iii) Others reserves	(887.50)	(315.61)	(2.41)	(0.05)
Total equity	25,746.94	24,981.61	22,149.36	16,931.64
LIABILITIES				
I Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	60,882.59	62,330.31	45,625.05	46,165.68
(ii) Derivatives	1,171.32	802.60	-	-
(iii) Other financial liabilities	3.48	10.94	-	-
(b) Provisions	36.13	33.51	30.63	4.46
Total non-current liabilities	62,093.52	63,177.36	45,655.68	46,170.14
II Current liabilities				
(a) Financial liabilities				
(i) Borrowings	12,686.65	14,568.25	10,393.62	514.58
(ii) Trade payables	2,190.26	2,976.33	2,006.38	-
(iii) Derivatives	16.26	116.60	198.70	-
(iv) Other financial liabilities	3,986.42	3,549.77	27,989.18	31,877.53
(b) Current tax liabilities (net)	95.17	14.19	14.19	-
(c) Other current liabilities	56.23	65.69	63.71	75.50
(d) Provisions	0.75	4.72	1.50	0.74
Total current liabilities	19,031.74	21,295.55	40,667.28	32,468.35
Total liabilities	81,125.26	84,472.91	86,322.96	78,638.49
Total equity and liabilities	1,06,872.20	1,09,454.52	1,08,472.32	95,570.13

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Restated standalone statement of profit and loss

(Amounts in INR million)

	Particulars	For the six months period ended 30 September 17	For the year ended 31 March 17	For the year ended 31 March 16	For the year ended 31 Mar 15 (Proforma)
I	Revenue				
	Revenue from operations	20,340.07	34,054.05	23,987.85	-
	Other income (refer Annexure A.VIII)	132.04	130.85	131.74	136.34
	Total income	20,472.11	34,184.90	24,119.59	136.34
II	Expenses Cost of fuel	11,181.30	17,438.05	12,101.27	-
	Purchase of traded goods	495.25	-	-	-
	Transmission charges	140.48	398.10	626.87	-
	Employee benefits expense	385.69	510.90	462.37	19.64
	Finance costs	3,932.62	10,722.00	7,639.25	37.10
	Depreciation and amortization expense	1,792.30	3,531.64	2,832.13	-
	Other expenses	846.44	2,019.61	1,640.88	102.67
	Total expenses	18,774.08	34,620.30	25,302.77	159.41
III	Profit/(Loss) before tax	1,698.03	(435.40)	(1,183.18)	(23.07)
IV	Tax expense				
	Current tax: Minimum Alternative Tax	360.81	-	14.19	-
V	Profit/ (Loss) after tax	1,337.22	(435.40)	(1,197.37)	(23.07)
VI	Other comprehensive income				
(A)	Items that will not be reclassified subsequently to profit or loss				
	Remeasurement of defined benefit liability	(4.10)	(6.20)	(2.36)	(0.05)
	Net other comprehensive income not to be reclassified subsequently to profit or loss	(4.10)	(6.20)	(2.36)	(0.05)
(B)	Items that will be reclassified subsequently to profit or loss				
	Effective portion of changes in fair value of cash flow hedge	(567.79)	(307.00)	-	-
	Net other comprehensive income to be reclassified subsequently to profit or loss	(567.79)	(307.00)	-	-
VII	Total comprehensive income for the period/year	765.33	(748.60)	(1,199.73)	(23.12)
	Earnings/(loss) per equity share (face value of share Rs.10/- each)				
	Basic and diluted	0.73	(0.24)	(0.87)	(0.03)

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Restated standalone statement of cash flows

(Amounts in INR million)

	period ended 30 September 2017	ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
A. Cash flows from operating activities				
Profit/(Loss) before tax	1,698.03	(435.40)	(1,183.18)	(23.07)
Adjustments:				
Depreciation and amortisation expense	1,792.30	3,531.64	2,832.13	-
Finance costs	3,932.62	10,722.00	7,639.25	37.10
Allowance for credit losses	67.08	-	-	-
Interest income	(51.79)	(112.40)	(123.62)	(44.86)
Unrealised loss/(gain) on derivatives	11.43	-	-	(87.00)
Unwinding of discount on deposits	-	(4.70)	(8.08)	-
Cash flow hedges reclassified from OCI	(567.79)	(307.00)	-	-
Foreign currency exchange differences, net	97.90	1.00	23.41	-
Operating cash flows before working capital changes	6,979.78	13,395.14	9,179.91	(117.83)
(Increase)/ Decrease in inventories	797.06	(308.00)	(1,925.07)	(1,168.00)
(Increase)/ Decrease in trade receivables	(1,007.28)	(3,240.00)	(8,751.81)	-
(Increase)/ Decrease in unbilled revenue	986.80	(1,977.30)	-	-
(Increase)/ Decrease in financial and non-financial assets	257.75	7.08	(2,335.27)	(212.17)
Increase/ (Decrease) in trade payables, other financial liabilities and current liabilities	(473.72)	1,660.31	2,136.84	51.50
Increase/ (Decrease) in provisions	(1.40)	6.10	26.92	(0.04)
Cash generated from/ (used in) operations	7,538.99	9,543.33	(1,668.48)	(1,446.54)
Income taxes paid (net)	(279.80)	(31.00)	(51.77)	(35.00)
Net cash generated from/ (used in) operating activities	7,259.19	9,512.33	(1,720.25)	(1,481.54)
B. Cash flows from investing activities				
Changes in capital work-in-progress	413.94	(1,346.06)	83,788.98	(13,699.38)
Acquisition of property, plant and equipment	(645.10)	(898.53)	(88,478.27)	(132.06)
Acquisition of intangible assets	(0.90)	(11.40)	-	(29.00)
Proceeds from sale of property, plant and equipment	-	-	-	44.31
Proceeds from sale of other investments, net	-	170.80	262.19	768.95
Purchase of other investments, net	(415.40)	-	-	-
Interest received	175.90	37.70	334.42	524.19
Investment in subsidiaries	(0.66)	-	(0.47)	-
Net cash used in investing activities	(472.22)	(2,047.49)	(4,093.15)	(12,522.99)
C. Cash flows from financing activities				
Proceeds from issue of shares including securities premium	-	3,580.85	6,417.45	4,611.61
Proceeds from long-term borrowings	-	65,898.70	5,072.04	12,953.92
Repayment of long-term borrowings	(1,203.20)	(70,262.33)	(6,615.81)	-
Proceeds from short-term borrowings	-	53,762.67	19,570.06	514.58
Repayment of short-term borrowings	(1,881.56)	(49,588.10)	(9,691.03)	-
Interest and finance charges paid	(3,923.60)	(11,369.20)	(8,612.15)	(6,484.31)
Net cash from/(used in) financing activities	(7,008.36)	(7,977.41)	6,140.56	11,595.80
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(221.39)	(512.57)	327.16	(2,408.73)
Cash and cash equivalents at the beginning of the period/year	1,424.46	1,937.03	1,609.87	4,018.60
Cash and cash equivalents at the end of the period/year	1,203.07	1,424.46	1,937.03	1,609.87

Note:

Components of cash and cash equivalents comprise:

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
Cash on hand	0.73	0.46	0.87	0.50
Balance with scheduled banks			-	
-in current accounts	322.56	1,272.61	855.48	654.56
-in deposit accounts	879.78	151.39	1,080.68	954.81
Total cash and cash equivalents (Refer note no. 7 of Annexure A.VII)	1,203.07	1,424.46	1,937.03	1,609.87

The above restated cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Statement of Cash Flows notified under Section 133 of Companies Act, 2013 ('Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provisions of the Act.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Restated standalone statement of assets and liabilities

(Amounts in INR million)

Particulars	As at 31 March 2014	As at 31 March 2013
EQUITY AND LIABILITIES		
Shareholders' funds		
Share capital	9,541.16	6,784.05
Reserves and surplus	2,792.65	1,996.92
	12,333.81	8,780.97
Non-current liabilities		
Long-term borrowings	35,590.00	33,948.49
Other long-term liabilities	142.18	5,284.95
Long-term provisions	4.51	5.05
	35,736.69	39,238.49
Current liabilities		
Other current liabilities	32,389.00	4,743.19
Short-term provisions	0.44	0.27
	32,389.44	4,743.46
TOTAL	80,459.94	52,762.92
ASSETS		
Non-current assets		
Fixed assets		
- Tangible assets	2,337.18	1,971.32
- Intangible assets	12.33	8.03
- Capital work-in-progress	69,163.19	44,141.83
Long-term loans and advances	1,949.33	3,531.89
Other non-current assets	1,997.73	1,089.53
	75,459.76	50,742.60
Current assets		
Cash and bank balances	4,406.12	1,655.24
Short-term loan and advances	553.71	349.88
Other current assets	40.35	15.20
	5,000.18	2,020.32
TOTAL	80,459.94	52,762.92

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Restated standalone statement of profit and loss

(Amounts in INR million)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue		
Revenue from operations	-	-
Other income	0.02	-
Total revenue	0.02	-
Expenses		
Employee benefits expense	14.10	8.11
Other expenses	6.65	3.72
Total expenses	20.75	11.83
Loss before tax	(20.73)	(11.83)
Tax expense	-	-
Loss after tax	(20.73)	(11.83)
Earnings/(Loss) per share (face value of share INR 10 each)		
Basic and diluted	(0.47)	(0.04)

Restated standalone statement of cash flows

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
		(Amounts in INR million)
A. Cash from operating activities		
Loss before tax	(20.73)	(11.83)
Adjustments:		
Profit on sale of fixed assets	(0.02)	-
Operating cash flows before working capital changes	(20.75)	(11.83)
(Increase)/ decrease in assets	(303.22)	(1,080.07)
Increase/ (decrease) in liabilities	(42.75)	32.64
Cash used in operations	(366.72)	(1,059.26)
Income taxes paid	(27.18)	(21.54)
Net cash used in operating activities	(393.90)	(1,080.80)
B. Cash flows from investing activities:		
Changes in capital work-in-progress	(20,917.92)	(20,980.50)
Purchases of tangible assets	(94.86)	(326.22)
Purchases of intangible assets	-	(8.60)
Proceeds from sale of tangible assets	-	0.02
Bank deposits (having maturity of more than 3 months)	(385.27)	5,096.08
Interest received	271.52	535.15
Net cash used in investing activities	(21,126.53)	(15,684.07)
C. Cash flows from financing activities		
Proceeds from issue of CPRCPS	3,573.58	2,780.00
Proceeds from long-term borrowings	39,228.29	4,620.00
Proceeds from unsecured loans	(14,578.49)	13,064.47
Finance charges paid	(4,329.19)	(2,343.47)
Net cash from financing activities	23,894.19	18,121.00
Net increase in cash and cash equivalents (A+B+C)	2,373.76	1,356.13
Cash and cash equivalents at the beginning of the year	1,644.84	288.71
Cash and cash equivalents at the end of the year	4,018.60	1,644.84

Note:

Cash and cash equivalents comprise:

	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Cash in hand	0.53	0.59
Balance with scheduled banks		
-in current accounts	2,368.07	1,554.25
-in deposit accounts	1,650.00	90.00
Total cash and cash equivalents (refer note no 13 of Annexure B.VI)	4,018.60	1,644.84

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

The above restated cash flow statement has been prepared in accordance with 'Indirect method' as set out in the Accounting Standard (AS) 3 on 'Cash Flow Statements', specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Restated consolidated statement of assets and liabilities

(Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
ASSETS			
I Non-current assets			
(a) Property, plant and equipment	83,989.26	85,126.27	87,985.05
(b) Capital work-in-progress	207.73	670.95	781.32
(c) Other intangible assets	10.51	19.71	26.08
(d) Financial assets			
(i) Other non-current financial assets	-	-	503.60
(e) Other tax assets	195.49	195.49	164.48
(f) Other non-current assets	46.86	11.29	1,031.43
Total non- current assets	84,449.85	86,023.71	90,491.96
II Current assets			
(a) Inventories	2,603.35	3,400.47	3,092.99
(b) Financial assets			
(i) Trade receivables	12,931.90	11,991.73	8,751.81
(ii) Cash and cash equivalents	1,203.68	1,424.65	1,937.50
(iii) Other bank balances	1,194.11	778.69	481.78
(iv) Loans	0.54	0.79	1.35
(v) Derivatives	4.87	-	-
(vi) Other financial assets	4,055.82	5,237.98	3,242.92
(c) Other current assets	427.56	596.22	472.01
Total current assets	22,421.83	23,430.53	17,980.36
Total assets	1,06,871.68	1,09,454.24	1,08,472.32
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	18,399.15	18,399.15	14,818.30
(b) Other equity			
(i) Securities premium	8,577.34	8,577.34	8,577.34
(ii) Retained earnings	(342.81)	(1,679.78)	(1,244.12)
(iii) Others reserves	(887.50)	(315.61)	(2.41)
Total equity	25,746.18	24,981.10	22,149.11
LIABILITIES			
I Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	60,882.59	62,330.31	45,625.05
(ii) Derivatives	1,171.32	802.60	-
(iii) Other financial liabilities	3.48	10.94	-
(b) Provisions	36.13	33.51	30.63
Total non-current liabilities	62,093.52	63,177.36	45,655.68
II Current liabilities			
(b) Financial liabilities			
(i) Borrowings	12,686.65	14,568.25	10,393.62
(ii) Trade payables	2,190.26	2,976.33	2,006.38
(iii) Derivatives	16.26	116.60	198.70
(iv) Other financial liabilities	3,986.66	3,550.00	27,989.43
(b) Current tax liabilities (net)	95.17	14.19	14.19
(c) Other current liabilities	56.23	65.69	63.71
(d) Provisions	0.75	4.72	1.50
Total current liabilities	19,031.98	21,295.78	40,667.53
Total liabilities	81,125.50	84,473.14	86,323.21
Total equity and liabilities	1,06,871.68	1,09,454.24	1,08,472.32

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Restated consolidated statement of profit and loss

(Amounts in INR million)

	Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
I	Revenue			
	Revenue from operations	20,340.07	34,054.05	23,987.85
	Other income (refer Annexure VIII)	132.04	130.85	131.74
	Total income	20,472.11	34,184.90	24,119.59
II	Expenses			
	Cost of fuel	11,181.30	17,438.05	12,101.27
	Purchase of traded goods	495.25	-	-
	Transmission charges	140.48	398.10	626.87
	Employee benefits expense	385.69	510.90	462.37
	Finance costs	3,932.62	10,722.00	7,639.25
	Depreciation and amortisation expense	1,792.30	3,531.64	2,832.13
	Other expenses	846.69	2,019.88	1,641.13
	Total expenses	18,774.33	34,620.57	25,303.02
III	Profit/(Loss) before tax	1,697.78	(435.67)	(1,183.43)
IV	Tax expense			
	Current tax: Minimum Alternative Tax	360.81	-	14.19
V	Profit/ (Loss) after tax	1,336.97	(435.67)	(1,197.62)
VI	Other comprehensive income			
(B)	Items that will not be reclassified subsequently to profit or loss			
	Remeasurement of defined benefit liability	(4.10)	(6.20)	(2.36)
	Net other comprehensive income not to be reclassified subsequently to profit or loss	(4.10)	(6.20)	(2.36)
(B)	Items that will be reclassified subsequently to profit or loss			
	Effective portion of changes in fair value of cash flow hedge	(567.79)	(307.00)	-
	Net other comprehensive income to be reclassified subsequently to profit or loss	(567.79)	(307.00)	-
VII	Total comprehensive income for the period/year	765.08	(748.87)	(1,199.98)
	Earnings/(loss) per equity share (face value of share INR 10/- each)			
	Basic and diluted	0.73	(0.24)	(0.87)

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Restated consolidated statement of cash flows

(Amounts in INR million)

Particulars	For the six month period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
A. Cash flows from operating activities			
Profit/(Loss) before tax	1,697.78	(435.67)	(1,183.43)
Adjustments:			
Depreciation and amortisation expense	1,792.30	3,531.64	2,832.13
Finance costs	3,932.62	10,722.00	7,639.25
Allowance for credit losses	67.08	-	-
Interest income	(51.79)	(112.40)	(123.62)
Unrealised loss/(gain) on derivatives	11.43	-	-
Unwinding of discount on deposits	-	(4.70)	(8.08)
Cash flow hedges reclassified from OCI	(567.79)	(307.00)	-
Foreign currency exchange differences, net	97.90	1.00	23.41
Operating cash flows before working capital changes	6,979.53	13,394.87	9,179.66
(Increase)/ Decrease in inventories	797.06	(308.00)	(1,925.07)
(Increase)/ Decrease in trade receivables	(1,007.28)	(3,240.00)	(8,751.81)
(Increase)/ Decrease in unbilled revenue	986.80	(1,977.30)	-
(Increase)/ Decrease in financial and non-financial assets	257.75	7.08	(2,335.27)
Increase/ (Decrease) in trade payables, other financial liabilities and current liabilities	(473.71)	1,660.30	2,137.09
Increase/ (Decrease) in provisions	(1.40)	6.10	26.92
Cash generated from/ (used in) operations	7,538.75	9,543.05	(1,668.48)
Income taxes paid (net)	(279.80)	(31.00)	(51.77)
Net cash generated from/ (used in) operating activities	7,258.95	9,512.05	(1,720.25)
B. Cash flows from investing activities			
Changes in capital work-in-progress	413.94	(1,346.06)	83,788.98
Acquisition of property, plant and equipment	(645.10)	(898.53)	(88,478.27)
Acquisition of intangible assets	(0.90)	(11.40)	-
Proceeds from sale of other investments, net	-	170.80	262.19
Purchase of other investments, net	(415.40)	-	-
Interest received	175.90	37.70	334.42
Net cash used in investing activities	(471.56)	(2,047.49)	(4,092.68)
C. Cash flows from financing activities			
Proceeds from issue of shares including securities premium	-	3,580.85	6,417.45
Proceeds from long-term borrowings	-	65,898.70	5,072.04
Repayment of long-term borrowings	(1,203.20)	(70,262.33)	(6,615.81)
Proceeds from short-term borrowings	-	53,762.67	19,570.06
Repayment of short-term borrowings	(1,881.56)	(49,588.10)	(9,691.03)
Interest and finance charges paid	(3,923.60)	(11,369.20)	(8,612.15)
Net cash from/(used in) financing activities	(7,008.36)	(7,977.41)	6,140.56
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(220.97)	(512.85)	327.63
Cash and cash equivalents at the beginning of the period/year	1,424.65	1,937.50	1,609.87
Cash and cash equivalents at the end of the period/year	1,203.68	1,424.65	1,937.50

Note:

Components of cash and cash equivalents comprise:

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
Cash on hand	1.34	0.65	1.34

Balance with scheduled banks			**-**
-in current accounts	**322.56**	**1,272.61**	**855.48**
-in deposit accounts	**879.78**	**151.39**	**1,080.68**
Total cash and cash equivalents (Refer note no. 6 of Annexure VII)	**1,203.68**	**1,424.65**	**1,937.50**

The above restated cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Statement of Cash Flows notified under Section 133 of Companies Act, 2013 ('Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provisions of the Act.

THE OFFER

The following table summarizes details of the Offer:

Offer^	**Up to [●] Equity Shares aggregating up to ₹ [●] million**
The Offer consists of:	
Fresh Issue(1)	Up to [●] Equity Shares aggregating up to ₹ 40,950 million
Offer for Sale(2)	Up to 146,774,194 Equity Shares aggregating up to ₹ [●] million
Of which:	
Employee Reservation Portion(5)	Up to [●] Equity Shares
Accordingly,	
The Net Offer	Up to [●] Equity Shares
Of which:	
A. QIB Category(3)	Not more than [●] Equity Shares
Of which:	
Anchor Investor Portion(4)	[●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
Of which:	
Available for allocation to Mutual Funds only (5% of the QIB Category (excluding the Anchor Investor Portion))	[●] Equity Shares
B. Non-Institutional Category(3)	Not less than [●] Equity Shares
C. Retail Category(3)	Not less than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	5,158,721,764 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of proceeds of the Offer	For details, see "***Objects of the Offer***" on page 82. Our Company will not receive any proceeds from the Offer for Sale.

^ *Our Company, in consultation with the GCBRLMs and BRLM, is considering a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Net Offer constituting at least 10% of the post-Offer paid-up Equity Share capital of our Company.*

(1) *The Offer has been authorized by our Board pursuant to its resolution dated February 9, 2018 and the Fresh Issue has been authorized by our Shareholders pursuant to a resolution passed at the extra-ordinary general meeting on February 14, 2018.*

(2) *The Selling Shareholders have confirmed and authorized their respective participation in the Offer for Sale. For details see "**Other Regulatory and Statutory Disclosures**" on page 640.*

(3) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Category or the Retail Category would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the GCBRLMs and BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Category will not be allowed to be met with spill-over from any other categories.*

(4) *Our Company and the Promoter Selling Shareholder may, in consultation with the GCBRLMs and BRLM, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the QIB Category. For further details, see "**Offer Procedure**" on page 662.*

(5) *Eligible Employees bidding in the Employee Reservation Portion must ensure that the Bid Amount does not exceed ₹ 500,000 and should note that while filling the "SCSB/Payment Details" block in the Bid cum Application Form, Eligible Employees must mention the Bid*

Amount. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.

Allocation to investors in all categories, except the Retail Category and the Anchor Investor portion, if any, shall be made on a proportionate basis, subject to valid Bids being received at or above the Offer Price.

Notes: Pursuant to Rule 19(2)(b)(iii) of the SCRR, the Net Offer is being made for at least 10% of the post-Offer paid-up Equity Share capital of our Company.

GENERAL INFORMATION

Our Company was incorporated as "Thermal Powertech Corporation India Limited" on January 8, 2008, as a public limited company under the Companies Act 1956, at Hyderabad, with a certificate of incorporation granted by the Registrar of Companies, Andhra Pradesh, at Hyderabad. We received our certificate of commencement of business on March 25, 2008. Pursuant to a resolution of our Shareholders dated January 27, 2018 the name of our Company was changed to "Sembcorp Energy India Limited" and a fresh certificate of incorporation dated February10, 2018 was issued by the RoC. For details of changes in the name and registered office of our Company, see "***History and Certain Corporate Matters – Changes in our Registered Office***" on page 152.

Registration Number: 057031

Corporate Identity Number: U40103TG2008PLC057031

Registered Office

6-3-1090, A-5, TSR Towers
Rajbhavan Road, Somajiguda
Hyderabad 500 082, Telangana, India
Tel: +91 40 4904 8300
Fax: +91 40 2337 0360
E-mail: cs.india@sembcorp.com
Website: www.sembcorpenergyindia.com

Corporate Office
5th Floor, Tower C
Building No. 8, DLF Cybercity
Gurugram 122 002, Haryana, India
Tel: +91 124 389 6700
Fax: +91 124 389 6710

Address of the Registrar of Companies

Our Company is registered with the RoC, located at the following address:

2nd Floor, Corporate Bhawan
GSI Post, Tattiannaram Nagole, Bandlaguda
Hyderabad 500 068, Telangana, India
Tel: +91 40 2980 5427/ 2980 3827/ 2980 1927
Fax: +91 40 2980 3727

Board of Directors

The following table sets out the details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name and Designation	Age (years)	DIN	Address
Vipul Tuli *Designation: Managing Director*	49	07350892	1606A, The Magnolias, Golf Links, Sector 42, Gurugram 122 009, Haryana, India
Neil Garry McGregor *Designation: Non-executive Chairman*	62	07754310	193, Ocean Drive, Sentosa Cove, Singapore 098 455
Looi Lee Hwa *Designation: Non-executive Director*	52	08058201	63 Pasir Ris Avenue, Singapore 519 725
T.V. Sandeep Kumar Reddy *Designation: Non-executive Director*	50	00005573	8-2-331/2/A, Road No. 3, Banjara Hills, Hyderabad 500 034, Telangana, India
Sangeeta Talwar	61	00062478	S-373, Greater Kailash II, New Delhi 110 048, India

Name and Designation	Age (years)	DIN	Address
Designation: Independent Director			
Bobby Kanubhai Parikh *Designation: Independent Director*	53	00019437	4, Seven on the Hill, Auxilium Convent Road, Pali Hill, Bandra West, Mumbai 400 050, Maharashtra, India
Radhey Shyam Sharma *Designation: Independent Director*	67	00013208	B-3, 1102, The World Spa – West, Sector 30, Gurugram 122 001, Haryana, India
Kalaikuruchi Jairaj *Designation: Independent Director*	65	01875126	#32, 5th B Cross, 16th Main, MCHS BTM Layout, 2nd stage, Bengaluru 560 076, Karnataka, India

For brief profiles and further details in respect of our Directors, see "***Management – Brief profiles of our Directors***" on page 172.

Chief Financial Officer

Juvenil Jani is the Chief Financial Officer of our Company. His contact details are as follows:

Juvenil Jani
5th Floor, Tower C, Building 8
DLF Cybercity, Gurugram 122 002
Haryana, India
Tel: +91 124 389 6819
Fax: +91 124 389 6710
E-mail: juvenil.jani@sembcorp.com

Company Secretary and Compliance Officer

Narendra Ande is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Narendra Ande
6-3-1090, A-block
5th Floor, T.S.R Towers
Rajbhavan Road, Somajiguda
Hyderabad 500 082, Telangana, India
Tel: +91 40 3304 8364
Fax: +91 40 4904 8308
E-mail: narendra.ande@sembcorp.com

Investors can contact the Company Secretary and Compliance Officer, the GCBRLMs and BRLM or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked, date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the GCBRLMs and BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

Global Co-ordinators and Book Running Lead Managers

Axis Capital Limited 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 Maharashtra, India **Tel:** + 91 22 4325 2183 **Fax:** +91 22 4325 3000 **E-mail:** sembcorp.ipo@axiscap.in **Investor grievance E-mail:** complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact person:** Mayuri Arya **SEBI Registration No.:** INM000012029	**Credit Suisse Securities (India) Private Limited** 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018, Maharashtra, India **Tel**: +91 22 6777 3885 **Fax:** +91 22 6777 3820 **E-mail**: list.sembcorpipo@credit-suisse.com **Website:** https://www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html **Investor Grievance E-mail:** list.igcellmerbnkg@credit-suisse.com **Contact Person:** Akshay Saxena **SEBI Registration No.:** INM000011161
CLSA India Private Limited 8/F Dalamal House, Nariman Point Mumbai 400 021, Maharashtra, India **Tel:** +91 22 6650 5050 **Fax:** +91 22 2284 0271 **E-mail:** sembcorp.ipo@clsa.com **Website**: www.india.clsa.com **Investor grievance e-mail:** investor.helpdesk@clsa.com **Contact person:** Anurag Agarwal **SEBI Registration No.:** INM000010619	**SBI Capital Markets Limited** 202, Maker Tower E, Cuffe Parade Mumbai 400 005, Maharashtra, India **Tel**: +91 22 2217 8300 **Fax:** +91 22 2218 8332 **E-mail:** sembcorp.ipo@sbicaps.com **Website:** www.sbicaps.com **Investor Grievance E-mail:** investor.relations@sbicaps.com **Contact Person:** Janardhan Wagle/ Aditya Deshpande **SEBI Registration No.:** INM000003531

Book Running Lead Manager

IndusInd Bank Limited
11th Floor, Tower 1
One Indiabulls Centre
841, Senapati Bapat Marg, Elphinstone Road
Mumbai 400 013, Maharashtra, India
Tel: +91 22 7143 2208
Fax: +91 22 7143 2270
E-mail: joshi.rahul@indusind.com
Investor grievance E-mail: investmentbanking@indusind.com
Website: www.indusind.com
Contact person: Rahul Joshi
SEBI Registration No.: INM000005031

Statement of inter-se allocation of responsibilities between the GCBRLMs and BRLM

The responsibilities and coordination by the GCBRLMs and BRLM for various activities in this Offer are as follows:

Sl. No.	Activity	Responsibility	Co-ordinator
1.	• Due diligence of our Company's operations/ management/ business plans/ legal, etc. • Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, including preliminary and final offering memorandum. The GCBRLMs and BRLM shall ensure compliance with stipulated requirements and	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Axis

Sl. No.	Activity	Responsibility	Co-ordinator
	completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Red Herring Prospectus and Prospectus and RoC filing of the same. • Drafting and approval of all statutory advertisements.		
2.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, size of the issue, allocation between primary and secondary, as the case may be, etc.	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Axis
3.	Appointment of intermediaries, including Banker(s) to the Offer, Registrar to the Offer, Printer and Monitoring Agency and including co-ordination for agreements to appoint the respective intermediary, as the case may be.	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Axis
4.	Appointment of Advertising Agency including co-ordination for agreements to appoint the Ad Agency and filing of media compliance report to SEBI.	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	IndusInd
5.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in (1) above including corporate advertisement, brochure	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	IndusInd
6.	Preparation and finalisation of the road-show presentation and FAQs	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Credit Suisse and CLSA
7.	International institutional marketing including coordinating for research briefing, finalization of the list and division of investors for one to one meetings, allocation of investors for meetings and finalize roadshow schedules	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Credit Suisse and CLSA
8.	Domestic institutional/ banks/ mutual funds/ marketing strategy including finalizing the list and division of investors for one to one meetings, in consultation with our Company and finalizing domestic roadshow schedule and investor meeting schedules	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Axis and SBICAPS
9.	Non-institutional marketing of the offer and retail marketing of the Offer, which will cover, inter alia: • Formulating marketing strategies; • Preparation of publicity budget, finalising Media and PR strategy. • Finalising centres for holding conferences for brokers; • Finalising collection centres; and Follow-up on distribution of publicity and Offer material including form, prospectus and deciding on the quantum of the Offer material.	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Axis
10.	Coordination with Stock Exchanges for book building process, filing of letters including for software, bidding terminals, mock trading and anchor investor intimation, and payment of 1% security deposit to the designated stock exchange.	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Axis
11.	Pricing in consultation with our Company and managing the book	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Credit Suisse and Axis
12.	Post bidding activities including management of Escrow Accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post-issue activities, which shall involve essential follow-up steps and other activities including managing Anchor book related activities and submission of letters to regulators post completion of Anchor issue, management of escrow accounts, coordinating underwriting, coordination of non-institutional allocation, finalization of the basis of allotment based on technical rejections, listing of instruments, demat credit and refunds / unblocking of funds announcement of allocation and dispatch of refunds to Bidders, etc,	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Axis

Sl. No.	Activity	Responsibility	Co-ordinator
	Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholder under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance(No. 2) Act, 2004 Co-ordination with SEBI and Stock Exchanges for Refund of 1% Security Deposit and Submission of all post Offer reports including the Initial and final Post Offer report to SEBI		
13.	Finalization of the Bid cum Application Forms. Co-ordination for submission of 1% security deposit to the Designated Stock Exchange.	Axis, Credit Suisse, CLSA, SBICAPS and IndusInd Bank	Axis

Syndicate Members

[●]

Legal Counsel to the Company and the Promoter Selling Shareholder as to Indian Law

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase – III
New Delhi 110 020, India
Tel: +91 11 4159 0700
Fax: +91 112692 4900

Legal Counsel to the GCBRLMs and BRLM as to Indian Law

Cyril Amarchand Mangaldas
4th floor, Prius Platinum
D-3, District Centre, Saket
New Delhi 110 017, India
Tel: +91 11 6622 9000
Fax: +91 11 6622 9009

Legal Counsel to the Company as to International Law

Latham & Watkins LLP
9 Raffles Place
#42-02 Republic Plaza
Singapore 048 619
Tel: +65 6536 1161
Fax: +65 6536 1171

Legal Counsel to the GCBRLMs and BRLM as to International Law

Baker & McKenzie.Wong & Leow
8 Marina Boulevard
#05-01 Marina Bay Financial Centre Tower 1
Singapore 018 981
Tel: +65 6338 1888
Fax: +65 6337 5100

Registrar to the Offer

Karvy Computershare Private Limited
Karvy Selenium Tower - B
Plot 31 and 32, Gachibowli

Financial District, Nanakramguda
Hyderabad 500 032
Telangana, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
E-mail: einward.ris@karvy.com
Investor Grievance E-mail: sembcorp.ipo@karvy.com
Website: www.karisma.karvy.com
Contact Person: M. Muralikrishna
SEBI Registration No.: INR000000221

Public Offer Account Bank(s)

[●]

Escrow Collection Bank(s)

[●]

Refund Bank

[●]

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 on the website of SEBI, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which a Bidder (other than an Anchor Investor), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 on the website of SEBI, and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time.

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circulars CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Auditors to our Company

B S R & Associates LLP, Chartered Accountants
Salarpuria Knowledge City
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Peer Review Number: 009059

Bankers to our Company

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DBS Bank Ltd. Salarpuria Windsor No.3, Ulsoor Road Bangalore 560 042, Karnataka, India **Tel:** +91 80 6632 8830 **Fax:** +91 80 6632 8899 **E-mail:** tommichael@dbs.com **Website:** www.dbs.com/in **Contact Person:** Tom Michael	**Standard Chartered Bank** 2nd Floor, DLF Building no. 7A Sector 24, 25 & 25A, DLF Cybercity Gurugram 122 002, Haryana, India **Tel:** 18002662888 **Fax:** 18001030032, 18004190031 **E-mail:** deepika.gupta@sc.com **Website:** www.standardchartered.com **Contact Person:** Deepika Gupta
The Hongkong and Shanghai Banking Corporation Limited 6-3-1107 & 1108, Raj Bhavan Road, Somajiguda Hyderabad 500 082, Telangana, India **Tel:** +91 40 6616 2225 **Fax:** +91 22 4914 6138, +91 22 6647 6138 **E-mail:** ashtadbamji@hsbc.co.in **Website:** www.hsbc.co.in **Contact Person:** Ashtad Bamji	

Grading of the Offer

No credit agency registered with SEBI has been appointed for grading for the Offer.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Monitoring Agency

Our Company will appoint a monitoring agency, in accordance with Regulation 16 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus with the RoC.

Expert

Except as stated below, our Company has not obtained any expert opinion.

Our Company has received a written consent from our Auditors namely B S R & Associates LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 and as "expert", as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as Statutory Auditors and in respect of their (i) examination reports dated February 21, 2018 and February 21, 2018 on our Restated Consolidated Financial Statements and Restated Standalone Financial

Statements, respectively; (ii) examination report dated February 21, 2018 on the Proforma Condensed Financial Statements; and (iii) the Statement of Tax Benefits dated February 21, 2018.

B S R & Associates LLP, Chartered Accountants, has provided a written consent to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their audit report dated January 30, 2018 on the audited financial statements of SGPL as at and for the six months ended September 30, 2017, included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

M. Bhaskara Rao & Co. and Deloitte Haskins & Sells, previous joint statutory auditors of SGPL, have provided their written consent to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their (i) audit report dated May 26, 2017 on SGPL's financial statements as at and for the for the financial year ended March 31, 2017; and (ii) audit report dated May 19, 2016 on SGPL's financial statements as at and for the for the financial year ended March 31, 2016, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

B S R & Co. LLP, Chartered Accountants, has provided a written consent to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their (i) audit report dated February 12, 2018 on SGIL's consolidated financial statements as at and for the six months period ended September 30, 2017; and (ii) audit report dated September 18, 2017 on SGIL's consolidated financial statements as at and for the financial years ended March 31, 2017 and March 31, 2016, included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Trustees

As the Offer is of Equity Shares, the appointment of trustees is not required.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from the Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company and Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Telugu daily newspaper, Telugu being the regional language in Hyderabad, where our Registered Office is located), at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their websites. The Offer Price shall be determined by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM after the Bid/Offer Closing Date.

All Bidders (other than Anchor Investors) can participate in this Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors (subject to the Bid Amount being up to ₹ 200,000) and Eligible Employees Bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹ 500,000), can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis.

For further details on method and process of Bidding, see ***"Offer Structure"*** and "***Offer Procedure***" on pages 655 and 662 , respectively.

The Book Building Process is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Investors should note that the Offer is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with it.

For further details, see "***Terms of the Offer***", "***Offer Structure***" and "***Offer Procedure***" on pages 659, 655 and 662, respectively.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of book building process and the price discovery process, see "***Offer Procedure – Part B – Basis of Allocation – Illustration of the Book Building Process and Price Discovery Process***" on page 696.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered thr1ough the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.

Name, address, telephone, facsimile and e-mail of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten *(₹ in million)*
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned underwriting obligations are provided for indicative purposes only and would be finalized after the pricing and actual allocation and subject to the provisions of Regulation 13(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus, is set forth below.

	Particulars	Aggregate nominal value *(in ₹)*	Aggregate value at Offer Price *(in ₹)*
A)	**AUTHORISED SHARE CAPITAL***		
	10,000,000,000 Equity Shares	100,000,000,000	
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AS OF THE DATE OF THIS DRAFT RED HERRING PROSPECTUS AND PRIOR TO THE OFFER**		
	5,158,721,764 Equity Shares	51,587,217,640	[●]
C)	**OFFER^**		
	Offer of up to [●] Equity Shares **	[●]	[●]
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares	[●]	[●]
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		₹ 37,787.50 million
	After the Offer		[●]

* *For details of the changes in the authorised share capital of our Company, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association**" on page 152.*

** *The Offer has been authorised by our Board pursuant to its resolution dated February 9, 2018 and the Fresh Issue has been authorised by our Shareholders pursuant to a resolution passed at the extra-ordinary general meeting held on February 14, 2018. The Selling Shareholders have authorised their respective participation in the Offer for Sale. For details see "**Other Regulatory and Statutory Disclosures**" on page 640.*

^ *Includes an Employee Reservation Portion of up to [●] Equity Shares*

Notes to Capital Structure

1. **Share Capital History**

(a) History of Equity Share capital of our Company

The following table sets forth the history of the Equity Share capital of our Company.

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason / nature of allotment	Name of the allottee	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
December 28, 2007	50,000	10	10	Cash	Subscription to the MoA	Initial subscription to the MoA by G. Sivakumar Reddy of 49,400 Equity Shares and by P. Babu, P. Kumar, I. Rao, K. Ekamber Reddy, Rama Sampath Kumar and J. Ramana Rao of 100 Equity Shares each	50,000	500,000
December 9, 2009	4,950,000	10	10	Cash	Allotment	GEVPL	5,000,000	50,000,000
January 25, 2011	187,666,762	10	10	Cash	Preferential allotment	GEVPL	192,666,762	1,926,667,620
	43,933,238	10	10	Cash		GEVPL	236,600,000	2,366,000,000

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason / nature of allotment	Name of the allottee	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
February 11, 2011	227,320,000		16.04		Preferential allotment	SCU	463,920,000	4,639,200,000
July 14, 2014	11,566,970	10	31.69	Cash	Preferential allotment	SCU	475,486,970	475,4869,700
	200,513,030	10			Conversion of CPRCPS into Equity Shares	SCU	676,000,000^	6,760,000,000
July 31, 2014	39,448,852	10	31.69	Cash	Preferential allotment	SCU	715,448,852	7,154,488,520
September 17, 2014	39,448,852	10	31.69	Cash	Preferential allotment	SCU	754,897,704	7,548,977,040
	5,000,000	10	10	Cash	Preferential allotment	GEVPL	759,897,704	7,598,977,040
January 7, 2015	41,187,528	10	31.69	Cash	Preferential allotment	SCU	801,085,232	8,010,852,320
March 9, 2015	39,000,000	10	10	Cash	Preferential allotment	SCU	840,085,232	8,400,852,320
May 4, 2015	493,740,024	10	10	Cash	Preferential allotment	SCU	1,333,825,256	13,338,252,560
August 16, 2015	147,989,506	10	10	Cash	Preferential allotment	SCU	1,481,814,762	14,818,147,620
	15,974	10	10	Cash	Preferential allotment	GEVPL	1,481,830,736	14,818,307,360
Issue of Equity Shares in the preceding two years								
April 30, 2016	358,084,812	10	10	Cash	Preferential allotment	SCU	1,839,915,548	18,399,155,480
Issue of Equity Shares in the preceding one year								
February 15, 2018	680,800,132	10	18.80	Other than cash	Preferential allotment (Share swap)	598,962,333 Equity Shares to SCU, 81,837,643 Equity Shares to GEVPL and 26 Equity Shares each to the nominees of GEVPL, namely, T.V. Sandeep Kumar Reddy, G. Sivakumar Reddy, T. Indira Subbarami Reddy, T. Sarita Reddy, J. Brij Mohan Reddy and T. Rajiv Reddy^^	2,520,715,680	25,207,156,800
	1,887,955,813	10	18.80	Other than cash	Preferential allotment (Share swap)	1,887,951,195 Equity Shares to SCU and 4,618 Equity Shares to nominees of SCU, namely,	4,408,671,493^^^	44,086,714,930

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason / nature of allotment	Name of the allottee	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
						924 Equity Shares each to Neil Garry McGregor, Tan Cheng Guan, Koh Chiap Khiong and Ng Meng Poh, 832 Equity Shares to Atul Mohan Nargund and 18 Equity Shares each to Sunil Kumar Gupta, Khoo Wei Khong, Harsh Bansal, Sanjay Nagare and Subrat Das^^^		
	750,050,271	10	18.80	Cash	Preferential allotment	SCU	5,158,721,764	51,587,217,640
Total							**5,158,721,764**	**51,587,217,640**

^ *490,196,079 CPRCPS were converted into 200,513,030 Equity Shares on July 14, 2014.*

^^ *As part of the Corporate Reorganization, our Company acquired 2,876,277,940 equity shares of SGPL, in lieu of which our Company issued Equity Shares to the transferors in accordance with the agreed swap ratio. For details, see "****History and Certain Corporate Matters – Details regarding acquisition of business/ undertakings, mergers, amalgamation, revaluation of assets, etc. – Corporate Reorganization****"* on page 155.

^^^ *As part of the Corporate Reorganization, our Company acquired 204,250,288 equity shares of SGIL, in lieu of which our Company issued Equity Shares to the transferors in accordance with the agreed swap ratio. For details, see "****History and Certain Corporate Matters – Details regarding acquisition of business/ undertakings, mergers, amalgamation, revaluation of assets, etc. – Corporate Reorganization****"* on 155.

2. Equity Shares issued for consideration other than cash

Other than the issuance of an aggregate of 2,568,755,945 Equity Shares on February 15, 2018 as set forth above in "***- Notes to Capital Structure - Share Capital History - History of Equity Share capital of our Company***", our Company has not issued Equity Shares for consideration other than cash.

3. Issue of Equity Shares in the last one year below the Offer Price

Except as set forth in "***- Notes to Capital Structure - Share Capital History - History of Equity Share capital of our Company***" above, our Company has not issued Equity Shares in one year immediately preceding the date of this Draft Red Herring Prospectus at a price which may be lower than the Offer Price.

Further, our Company has not issued any Equity Shares out of revaluation reserves since incorporation.

4. History of Build-up, Contribution and Lock-in of Promoter's Shareholding

(a) Build-up of Promoter's shareholding in our Company

As on the date of this Draft Red Herring Prospectus, our Promoter (directly and through its nominees) holds, 4,835,267,991 Equity Shares, which constitutes 93.73% of the issued, subscribed and paid-up Equity Share capital of our Company.

Set forth below is the build-up of the equity shareholding of our Promoter, since incorporation of our Company.

Date of allotment/ transfer	No. of Equity Shares	Face value (₹)	Issue/ purchase/ sale price per Equity Share (₹)	Nature of Consideration	Nature of acquisition/ transfer	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)*
February 11, 2011	227,320,000	10	16.04	Cash	Preferential allotment	4.41	[●]
July 14, 2014	11,566,970	10	31.69	Cash	Preferential allotment	0.22	[●]
	200,513,030	10	31.69	Cash	Conversion of CPRCPS into Equity Shares	3.89	[●]
July 31, 2014	39,448,852	10	31.69	Cash	Preferential allotment	0.76	[●]
September 17, 2014	39,448,852	10	31.69	Cash	Preferential allotment	0.76	[●]
January 7, 2015	41,187,528	10	31.69	Cash	Preferential allotment	0.80	[●]
March 9, 2015	39,000,000	10	10	Cash	Preferential allotment	0.76	[●]
May 4, 2015	493,740,024	10	10	Cash	Preferential allotment	9.57	[●]
August 16, 2015	147,989,506	10	10	Cash	Preferential allotment	2.87	[●]
April 30, 2016	358,084,812	10	10	Cash	Preferential allotment	6.94	[●]
February 15, 2018	598,962,333	10	18.80	Other than cash	Share Swap pursuant to the sale of its shareholding in SGPL	11.61	[●]
	1,887,955,813**	10	18.80	Other than cash	Share Swap pursuant to the sale of its shareholding in SGIL	36.60	[●]
	750,050,271	10	18.80	Cash	Preferential allotment	14.54	[●]
Total	4,835,267,991	-	-	-	-	**93.73***	[●]

* *Under the Supplementary Agreement, GEVPL has the right to exercise a one-time call option to purchase further Equity Shares of our Company from our Promoter as per the timelines set out in the Supplementary Agreement, for cash, such that if the call option is exercised, GEVPL's shareholding in our Company will increase to 12.15% of our paid-up Equity Share capital and correspondingly our Promoter's shareholding in our Company will reduce to 87.85% of our paid-up Equity Share capital. For details, see "**History and Certain Corporate Matters – Material Agreements**" on page 155.*

***Includes 4,618 Equity Shares allotted to the nominees of our Promoter, namely, 924 Equity Shares each to Neil Garry McGregor, Tan Cheng Guan, Koh Chiap Khiong and Ng Meng Poh, 832 Equity Shares to Atul Mohan Nargund and 18 Equity Shares each to Sunil Kumar Gupta, Khoo Wei Khong, Harsh Bansal, Sanjay Nagare and Subrat Das.*

All the Equity Shares held by our Promoter were fully paid-up on the respective dates of acquisition of such Equity Shares.

(b) Shareholding of our Promoter and Promoter Group

As on the date of this Draft Red Herring Prospectus, our Promoter (directly and through its nominees) holds 4,835,267,991 Equity Shares and the members of our Promoter Group do not hold any Equity Shares, directly or indirectly.

All Equity Shares held by our Promoter are in dematerialized form as on the date of this Draft Red Herring Prospectus.

(c) Shareholding of directors of our Promoter

Tan Cheng Guan, Ng Meng Poh and Neil Garry McGregor, who are directors on the board of directors of our

Promoter, each hold 924 Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Details of Promoter's contribution and lock-in for three years

Pursuant to Regulation 32 and 36(a) of the SEBI ICDR Regulations, an aggregate of 20% of the post-Offer Equity Share capital of our Company held by our Promoter, shall be provided towards minimum promoter's contribution and locked-in for a period of three years from the date of Allotment ("**Promoter's Contribution**"). The lock-in of the Promoter's Contribution would be created as per applicable laws and procedures and details of such lock-in shall also be provided to the Stock Exchanges before the listing of the Equity Shares. Other than 3,236,963,799 Equity Shares allotted to our Promoter in the preceding one year, all other Equity Shares held by our Promoter are eligible for inclusion in the Promoter's Contribution, in terms of Regulation 33 of the SEBI ICDR Regulations.

Set forth below are the details of the Equity Shares that will be locked up as Promoter's Contribution for a period of three years from the date of Allotment of Equity Shares in the Offer.

No. of Equity Shares locked-in	Date of allotment	Nature of transaction	Face value (₹)	Issue price per Equity Share (₹)	% of pre-Offer Equity Share capital	% of the post-Offer Equity Share capital
[●]	[●]		10		[●]	[●]
[●]	[●]		10		[●]	[●]
[●]	[●]		10		[●]	[●]
Total **[●]**	-		-		**[●]**	**20.00**

For details on the build-up of the Equity Share capital held by our Promoter, see "- ***Build-up of our Promoter's shareholding in our Company***" above.

The Equity Shares forming part of the Promoter's Contribution has been purchased by our Promoter through pooled funds comprising profits generated by the Promoter and other sources of funds of Promoter (which were not made from any third party external borrowings).

The Promoter's Contribution gas been brought in to the extent of not less than the specified lot and has been contributed by the person defined as promoter under the SEBI ICDR Regulations.
Our Promoter, has given its consent to include such number of Equity Shares held by it as disclosed above, constituting 20% of the post-Offer Equity Share capital of our Company as Promoter's Contribution. Our Promoter has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter's Contribution under Regulation 33 of the SEBI ICDR Regulations. In this regard we confirm that:

(i) the Equity Shares offered as part of the Promoter's Contribution do not comprise Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and wherein revaluation of assets or capitalisation of intangible assets was involved or bonus issue out of revaluations reserves or unrealised profits or against Equity Shares that are otherwise ineligible for computation of Promoter's Contribution;

(ii) the Promoter's Contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) our Company has not been formed by conversion of a partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion of a partnership firm; and

(iv) the Equity Shares held by our Promoter and offered as part of the Promoter's Contribution are not subject to any pledge.

(d) Details of Equity Shares locked-in for one year

In terms of Regulation 37 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital will be locked-in for a period of one year from the date of Allotment in the Offer, except (a) the Promoter's Contribution which shall be locked in as above; and (b) Equity Shares which are successfully transferred as part of the Offer for Sale.

Pursuant to Regulation 39 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in for one year may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan.

In terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by our Promoter may be transferred between our Promoter and Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in applicable to the transferee for the remaining period and compliance with provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "**Takeover Regulations**").

Further, in terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoter prior to the Offer and locked-in for a period of one year, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in applicable to the transferee and compliance with the provisions of the Takeover Regulations.

Any unsubscribed portion of the Offered Shares would also be locked in as required under the SEBI ICDR Regulations.

(e) Lock-in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

5. As on the date of this Draft Red Herring Prospectus, our Company has 18 Shareholders.

6. Our shareholding pattern

Set forth below is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of Voting Rights held in each class of securities (IX)				No. of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital (XI)=(VII) + (X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized from (XIV)
								No. of Voting Rights			Total as a % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg: X	Class eg: Y	Total								
(A)	Promoter & Promoter Group^	11	4,835,267,991*	0	0	4,835,267,991*	93.73*	4,835,267,991*	0	4,835,267,991*	93.73*	0	93.73*	0	0	0**	0**	1,598,299,574
(B)	Public^^	7	323,453,773*	0	0	323,453,773*	6.27*	323,453,773*	0	323,453,773*	6.27*	0	6.27*	0	0	0	0	241,615,274
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1)	Shares underlying Custodian/Depository Receipts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Shares held by Employee Trust	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total (A)+(B)+(C)	18	5,158,721,764	0	0	5,15,87,21,764	100	5,158,721,764	0	5,158,721,764	100	0	100	0	0	0**	0**	1,839,914,848

^Includes the nominees of our Promoter

^^Includes the nominees of GEVPL

** Under the Supplementary Agreement, GEVPL has the right to exercise a one-time call option to purchase further Equity Shares of our Company from our Promoter, as per the timelines set out in the Supplementary Agreement for cash, such that if the call option is exercised, GEVPL's shareholding in our Company will increase to 12.15% of our paid-up Equity Share capital and correspondingly our Promoter's shareholding in our Company will reduce to 87.85% of our paid-up Equity Share capital. For details, see "**History and Certain Corporate Matters – Material Agreements**" on page 155.*

*** As agreed with certain lenders of our Company, 643,070,442 Equity Shares held by our Promoter will shortly be pledged in favour of the security trustee for the benefit of such lenders.*

7. The GCBRLMs and BRLM and their respective associates do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The GCBRLMs and BRLM and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiaries, for which they may in the future receive customary compensation.

8. **Shareholding of our Directors and Key Management Personnel in our Company**

Except Neil Garry McGregor, who holds 924 Equity Shares as a nominee of our Promoter and T.V. Sandeep Kumar Reddy, who holds 326 Equity Shares as a nominee of GEVPL, none of our Directors or Key Management Personnel hold any Equity Shares in our Company.

9. **10 largest Shareholders of our Company**

(a) The 10 largest Shareholders as on the date of this Draft Red Herring Prospectus and the number of Equity Shares held by them are as set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	SCU	4,835,263,373	93.73
2.	GEVPL	323,452,917	6.27
3.	Neil Garry McGregor*	924	Negligible
	Tan Cheng Guan*	924	Negligible
	Koh Chiap Khiong*	924	Negligible
	Ng Meng Poh*	924	Negligible
4.	Atul Mohan Nargund*	832	Negligible
5.	T.V. Sandeep Kumar Reddy**	326	Negligible
6.	G Sivakumar Reddy**	126	Negligible
	Sarita Reddy**	126	Negligible
	Indira Subbarami Reddy**	126	Negligible
	Brij Mohan Reddy**	126	Negligible
7.	T. Rajeev Reddy**	26	Negligible
8.	Sunil Kumar Gupta*	18	Negligible
	Khoo Wei Khong*	18	Negligible
	Harsh Bansal*	18	Negligible
	Sanjay Nagare*	18	Negligible
	Subrat Das*	18	Negligible
	Total	**5,158,721,764**	**100**

* *As a nominee of SCU*
*** As a nominee of GEVPL*

(b) The 10 largest Shareholders as of ten days prior to the date of this Draft Red Herring Prospectus and the number of Equity Shares held by them are as set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	SCU	1,598,299,574	86.87
2.	GEVPL	241,615,274	13.13
3.	T.V. Sandeep Kumar Reddy*	300	Negligible
4.	G Sivakumar Reddy*	100	Negligible
	Sarita Reddy*	100	Negligible
	Indira Subbarami Reddy*	100	Negligible
	Brij Mohan Reddy*	100	Negligible
	Total	**1,839,915,548**	**100**

* *As a nominee of GEVPL*

(c) Our 10 largest Shareholders as of two years prior to the date of this Draft Red Herring Prospectus, are set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	SCU	1,240,214,762	83.69
2.	GEVPL	241,615,274	16.31
3.	T.V. Sandeep Kumar Reddy*	300	Negligible
4.	G Sivakumar Reddy*	100	Negligible
	Sarita Reddy*	100	Negligible
	Indira Subbarami Reddy*	100	Negligible
	Brij Mohan Reddy*	100	Negligible
	Total	**1,481,830,736**	**100**

* *As a nominee of GEVPL*

For details relating to the cost of acquisition of Equity Shares by our Promoter, see "***Risk Factors – Prominent Notes***" on page 42.

10. Neither our Promoter nor any member of our Promoter Group or our Directors or their immediate relatives or directors of our Promoter have financed the sale or purchase of Equity Shares by any other person, during the six months immediately preceding the date of this Draft Red Herring Prospectus.

11. Except as disclosed below, neither our Promoter nor any member of our Promoter Group or our Directors or their immediate relatives or directors of our Promoter, have sold or purchased any Equity Shares or equity shares of our Subsidiaries, during the six months immediately preceding the date of this Draft Red Herring Prospectus.

Date of allotment/ transfer	Name of shareholder	Promoter/ Director/immediate relative of Director/ director on the board of directors of our Promoter	Nature of allotment/ sale/ purchase	No. of equity shares	Issue price per equity share (₹)
		Allotment of Equity Shares			
February 15, 2018	SCU	Promoter	Share swap^	598,962,333	18.80
			Share swap^^	1,887,951,195	18.80
			Preferential Allotment	750,050,271	18.80
	T.V. Sandeep Kumar Reddy	Director	Share swap^	26	18.80
	26 Equity Shares each to G. Sivakumar Reddy, T. Indira Subbarami Reddy, T. Sarita Reddy, J. Brij Mohan Reddy and T. Rajiv Reddy	Immediate relatives of a Director (T.V. Sandeep Kumar Reddy)	Share swap^	130	18.80
	Neil McGregor	Director and director on the board of directors of our Promoter	Share swap^^	924	18.80
	924 Equity Shares each to Tan Cheng Guan, Koh Chiap Khiong and Ng Meng Poh	Directors on the board of directors of our Promoter	Share swap^^	2,772	18.80
		Transfer of equity shares of SGPL^			
February 14, 2018	SCU	Promoter	Transfer to our Company	2,530,525,570	4.22
	T.V. Sandeep Kumar Reddy	Director	Transfer to our Company	111	4.22

Date of allotment/ transfer	Name of shareholder	Promoter/ Director/immediate relative of Director/ director on the board of directors of our Promoter	Nature of allotment/ sale/ purchase	No. of equity shares	Issue price per equity share (₹)
	111 equity shares each by G. Sivakumar Reddy, T. Indira Subbarami Reddy, T. Sarita Reddy, J. Brij Mohan Reddy and T. Rajiv Reddy	Immediate relatives of a Director (T.V. Sandeep Kumar Reddy)	Transfer to our Company	555	4.22
Transfer of equity shares of SGIL^^					
December 12, 2017	Neil Garry McGregor	Director and director on the board of directors of our Promoter	Acquisition from Tang Kin Fei	100	87.25
February 12, 2018	SCU	Promoter	Transfer to our Company	202,249,788	173.80
	100 equity shares each by Tan Cheng Guan, Koh Chiap Khiong and Ng Meng Poh	Directors on the board of directors of our Promoter	Transfer to our Company	300	173.80
	Neil Garry McGregor	Director and director on the board of directors of our Promoter	Transfer to our Company	100	173.80
February 14, 2018	Vipul Tuli	Director	Acquisition from Harsh Bansal	2	173.80

^ *As part of the Corporate Reorganization, in lieu of purchasing 100% of SGPL's equity share capital, our Company issued certain Equity Shares to the transferors in accordance with the agreed swap ratio. For details, see "**History and Certain Corporate Matters – Details regarding acquisition of business/ undertakings, mergers, amalgamation, revaluation of assets, etc. – Corporate Reorganization**"* on page 155.
^^ *As part of the Corporate Restructuring, in lieu of purchasing 71.57% of SGIL's share capital, our Company issued certain Equity Shares to the transferors in accordance with the agreed swap ratio. For details, see "**History and Certain Corporate Matters – Details regarding acquisition of business/ undertakings, mergers, amalgamation, revaluation of assets, etc. – Corporate Reorganization**"* on page 155.

12. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 230 to 232 of the Companies Act 2013 and Sections 391 to 394 of the Companies Act 1956.

13. Our Company, our Promoter, members of our Promoter Group, Directors, the GCBRLMs and BRLM have not entered into any buy-back and/or standby arrangements or any safety net arrangements for the purchase of Equity Shares being offered through this Offer from any person.

14. No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, our Directors, Promoter or the members of our Promoter Group, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid.

15. No payment, direct or indirect benefit in the nature of discount, commission and allowance or otherwise shall be offered or paid either by our Company or our Promoter to any person in connection with making an application for or receiving any Equity Shares pursuant to this Offer.

16. An oversubscription to the extent of 10% of the Offer can be retained for the purpose of rounding-off to the nearest multiple of minimum Allotment lot while finalizing the Basis of Allotment.

17. Of the Offer of up to [●] Equity Shares, [●] Equity Shares (which shall not exceed 5% of the post-Offer Equity Share capital of our Company) shall be reserved for allocation to Eligible Employees on a proportionate basis, subject to valid Bids being received at or above the Offer Price. Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion. Bids by Eligible Employees can also be made in the Net Offer and such Bids shall not be treated as multiple Bids. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a

proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000 each. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.

18. Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the the GCBRLMs and BRLM and the Designated Stock Exchange. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the Employee Reservation Portion to the Net Offer.

19. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares to be issued pursuant to the Offer are and shall be fully paid-up at the time of Allotment.

20. There are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.

21. Other than the Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

22. Our Company presently does not intend or propose to alter the capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares. However, if our Company enters into acquisitions, joint ventures or other arrangements (including for the purposes of bidding for large scale projects), our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures

23. Other than participation in the Offer for Sale by SCU, our Promoter and members of the Promoter Group will not participate in the Offer.

24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

25. GCBRLMs and BRLM and any person related to the GCBRLMs, BRLM or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities related to the GCBRLMs and BRLM.

26. Our Company shall ensure that any transactions in the Equity Shares by our Promoter and the Promoter Group during the period between the date of registering the Red Herring Prospectus filed in relation to this Offer with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

27. A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Offer and subject to the investment limits or maximum number of Equity Shares that can be held by them under applicable law. For more information, see "***Offer Procedure***" on page 662.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

The Offer for Sale

Our Company will not receive any proceeds of the Offer for Sale by the Selling Shareholders.

The Fresh Issue

The objects of the Net Proceeds of the Fresh Issue are:

1. Repayment and/or prepayment of certain indebtedness; and

2. General corporate purposes.

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential customers.

The main objects and the objects ancillary to the main objects of our MoA enable our Company to: (i) undertake our existing business activities; (ii) undertake activities for which funds are being raised by us through the Offer; and (iii) activities undertaken for which loans were raised and which are proposed to be pre-paid from the Net Proceeds.

Net Proceeds

The details of the proceeds of the Fresh Issue are summarized in the table below:

(in ₹ million)

S. No.	Particulars	Amount
(a)	Gross Proceeds of the Fresh Issue^	40,950.00
(b)	(Less) Offer Expenses applicable to the Company**	[●]*
(c)	Net Proceeds of the Fresh Issue (Gross Proceeds of the Fresh Issue less Offer Expenses applicable to the Company) (the "**Net Proceeds**")	[●]*

^ *Includes the proceeds, if any, received by our Company pursuant to the Pre-IPO Placement*
**To be finalized upon determination of Offer Price.*
***Other than listing fees which will be borne by our Company, all expenses with respect to the Offer will be borne by the Selling Shareholders and the Company, in proportion to the Equity Shares sold by them, respectively, through the Offer.*

Requirement of Funds, Schedule of Implementation and Deployment of Net Proceeds

The Net Proceeds will be utilized as set forth in the table below.

(in ₹ million)

S. No.	Particulars	Amount	Estimated Utilization in Fiscal 2019
1.	Repayment and/or prepayment of certain indebtedness	31,590.00	31,590.00
2.	General corporate purposes*	[●]	[●]
	Total Net Proceeds*	**[●]**	**[●]**

* *To be finalized upon determination of the Offer Price.*

Means of finance

We propose to fund the requirements of the objects detailed above entirely from the Net Proceeds. Accordingly, Paragraph VII C of Part A of Schedule VIII of the SEBI ICDR Regulations (which requires firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals) does not apply.

Our fund requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. We operate in a highly competitive and dynamic industry and may have to revise our estimates from time to time on account of changes in external circumstances or costs, or changes in other financial conditions, business or strategy. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements may be financed through our internal accruals and/or incremental debt, as required. If the actual utilization towards any of the objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required, and general corporate purposes, to the extent that the total amount to be utilized towards the general corporate purposes will not exceed 25% of the Net Proceeds in compliance with the SEBI ICDR Regulations.

In the event that estimated utilization out of the Net Proceeds in a Fiscal is not completely met, due to any reason, the same shall be utilized (in part or full) in the subsequent period as may be determined by our Company, in accordance with applicable law. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

Details of the Objects

1. *Repayment and/or prepayment of certain indebtedness*

We have entered into various financing arrangements with banks, financial institutions and other entities. The borrowing arrangements entered into by us include short term and long term borrowings, including through issuance of masala bonds by our wholly owned subsidiary, SGPL, to our Promoter, SCU (“**Masala Bonds**”). For details of these financing arrangements, see “***Financial Indebtedness***” on page 619.

We intend to utilize a portion of the Net Proceeds, aggregating up to ₹ 31,590.00 million, towards repayment or prepayment of certain indebtedness incurred by certain of our Subsidiaries.

The details of borrowings proposed to be repaid and/or prepaid, in full or partially, from the Net Proceeds, are set out below.

(in ₹ million)

Name of the borrower	Name of the lender	Name of the facility	Principal Amount outstanding (as on December 31, 2017)^	Interest rate (per annum)	Repayment Schedule	Prepayment conditions	Purpose for which loan was utilized^^
SGPL	SCU	Masala Bonds (Tranche I)*	7,893.90	12%	***Repayment Date*** – ***Amount to be repaid*** June 30, 2018 – 3,288.31 December 21, 2020 – 4,605.59	N.A.	To meet fund requirements for setting up of the SGPL Power Plant
		Masala Bonds (Tranche II and Tranche III)*	18,000.00	10%	***Repayment Date*** – ***Amount to be repaid*** July 31, 2018 – 7,498.15 June 15, 2021 – 10,501.85		
		Masala Bonds (Tranche IV and Tranche V)*	16,506.10	10%	***Repayment Date*** – ***Amount to be repaid*** July 31, 2018 – 6,875.84 June 21, 2021 – 9,630.26		
GIWSL	State Bank of India	Term Loan	1,561.88	9.35%	To be repaid in 63 quarterly structured installments beginning from June 30, 2018	Prepayment premium of 1% of the amount of the amount of the loan being prepaid#	Part financing the development and operation of the 49.5 MW wind power project at Karadikonda village located in Kurnool district in Andhra Pradesh and repayment of the outstanding financial indebtedness of GIWSL
	Union Bank of India		993.92	9.35%			
GIWPGL	IDFC Bank Limited	Term Loan	4,345.40	9.6%		Prior notice of 15 days along with a	Part financing the construction and

Name of the borrower	Name of the lender	Name of the facility	Principal Amount outstanding (as on December 31, 2017)^	Interest rate (per annum)	Repayment Schedule	Prepayment conditions	Purpose for which loan was utilized^^
					To be repaid in 64 quarterly structured installments from March 31, 2016	prepayment premium of 1% of the amount of the loan being prepaid#	development of the 84.0 MW wind power project located at Harpanahlli, Davangere district in Karnataka and repayment of the outstanding financial indebtedness of GIWPGL
	National Bank for Agriculture and Rural Development(1)		750.00	9.6%			Part financing the construction and development of the 84.0 MW wind power project located at Harpanahlli, Davangere district in Karnataka
	IDFC Infra Debt Fund Limited(2)		664.04	9.6%			Repayment of the outstanding financial indebtedness of GIWPGL
GIWFL	L&T Infrastructure Finance Company Limited	Term Loan	1,000.62	10%	To be repaid in 52 structured quarterly installments from October 1, 2014	Prior notice of 30 days with a prepayment premium of 1% of the amount of the loan being prepaid#	Investment in renewable projects, general corporate purposes of GIWFL, part funding the debt reserve service account and prepayment and repayment of indebtedness of GIWFL
GISEL	L&T Infrastructure Finance Company Limited	Term Loan	16.73	10%	To be repaid in 52 structured installments from October, 1, 2014	Prior notice of 30 days with a prepayment premium of 1% of the amount of the loan being prepaid#	Investment in renewable projects, general corporate purposes of GISEL and part funding the debt reserve service account and prepayment of indebtedness of GISEL
	L&T Debt Fund Limited(3)		648.24	9.57%			
GIWEAL	L&T Infrastructure	Term Loan	53.42	10%		Prior notice of 30 days with a prepayment	Investment in renewable projects, general corporate

Name of the borrower	Name of the lender	Name of the facility	Principal Amount outstanding (as on December 31, 2017)^	Interest rate (per annum)	Repayment Schedule	Prepayment conditions	Purpose for which loan was utilized^^
	Finance Company Limited				To be repaid in 52 structured installments from October, 1, 2014	premium of 1% of the amount of the loan being prepaid#	purposes of GIWEAL and part funding the debt reserve service account and prepayment of indebtedness of GIWEAL
	L&T Debt Fund Limited(4)		516.64	9.61%			
GIWPTL	L&T Infrastructure Finance Company Limited	Term Loan	126.77	10%	To be repaid in 52 structured installments from October, 1, 2014	Prior notice of 30 days with a prepayment premium of 1% of the amount of the loan being prepaid#	Investment in renewable projects, general corporate purposes of GIWPTL, part funding of the debt service reserve account and prepayment of indebtedness of GIWPTL
MREPL	Aditya Birla Finance Limited	Term Loan	1,191.78	9.6%	To be repaid in 59 structured quarterly installments	Prior notice with a prepayment premium of 1% of the amount of the loan being prepaid#	Part financing the construction and development of 25.5 MW wind power project in Paruthiyur village, district Dindigul in Vagarai, Tamil Nadu and prepayment of indebtedness of MREPL
GIWFAL	L&T Infrastructure Finance Co. Limited	Term Loan	777.20	10.25%	To be repaid in 64 structured quarterly installments from April 1, 2015	Prior written notice of 30 days with a prepayment premium of 1% of the amount of the loan being prepaid#	Repayment of outstanding facilities of GIWFAL and investments in renewable energy projects and creation of debt service reserve and all other expenses incidental to the loans.
	L&T Debt Fund Limited(5)		872.38	10.17%			
GICSL	Yes Bank Limited	Term Loan	329.49	10.45%	To be repaid in 57 structured quarterly	Prior written notice of 30 days with a	Financing capital expenditure of the 6MW

Name of the borrower	Name of the lender	Name of the facility	Principal Amount outstanding (as on December 31, 2017)^	Interest rate (per annum)	Repayment Schedule	Prepayment conditions	Purpose for which loan was utilized^^
	Tata Cleantech Capital Limited(6)		546.12	10.45%	installments from June 30, 2016	prepayment premium of 1.25% of the amount of the loan being prepaid#	wind project in Nipanya in Madhya Pradesh and the 18 MW wind power project in the Rojmal in Gujarat, repayment of unsecured loans availed by GICSL from SGIL and its affiliates and prepayment of indebtedness of GICSL

**The Masala Bonds have been issued in five tranches. Tranche I was issued on December 9, 2016; Tranche II was issued on March 27, 2017; Tranche III was issued on April 7, 2017; Tranche IV was issued on April 6, 2017; and Tranche V was issued on April 7, 2017.*

^As per certificate issued by Manohar Chowdhry & Associates, Chartered Accountant, dated February 21, 2018.

^^As per the certificate issued by Manohar Chowdhry & Associates, Chartered Accountant, dated February 21, 2018, the borrowings have been utilised for the purpose for which they were availed, and as stipulated in each of the relevant borrowing documents.

(1)This loan was assigned by IDFC Bank Limited to National Bank for Agriculture and Rural Development pursuant to the Deed of Assignment cum Amendment to the Common Loan Agreement dated December 7, 2017.

(2) This loan was assigned by IDFC Bank Limited to IDFC Infra Debt Fund Limited pursuant to the Deed of Accession to the Common Loan Agreement dated September 29, 2016.

(3) This loan was assigned by L&T Infrastructure Finance Company Limited to L&T Debt Fund Limited pursuant to the Assignment Agreement dated January 1, 2016.

(4)This loan was assigned by L&T Infrastructure Finance Company Limited to L&T Debt Fund Limited pursuant to the Assignment Agreement dated January 11, 2016.

(5)This loan was assigned by L&T Infrastructure Finance Company Limited to L&T Debt Fund Limited pursuant to the Assignment Agreement dated February 16, 2016.

(6)This loan was assigned by Yes Bank Limited to Tata Cleantech Capital Limited pursuant to the Novation and Transfer Notice dated July 19, 2016.

#No prepayment penalty is applicable in the event these loans are prepaid on or within dates when the lender is entitled to reset the interest rate and/or the spread rate in the manner set out in the respective borrowing arrangements.

The aggregate amount to be utilised from the Net Proceeds towards repayment/ pre-payment of any combination of the borrowings detailed above, will not exceed ₹ 31,590.00 million. Such repayment/ prepayment will help reduce our outstanding indebtedness and debt servicing costs and enable utilization of our accruals for further investment in our business growth and expansion. In addition, we expect that this would improve our ability to raise further resources in the future to fund our potential business development opportunities.

In the case of repayment/ prepayment of the borrowings availed by our indirect Subsidiaries, i.e. subsidiaries of SGIL (our wholly-owned direct subsidiary), our Company will invest the relevant amount out of the Net Proceeds in SGIL by way of further investment in the equity shares of SGIL. SGIL will, in turn, make further investment in the equity shares of our relevant indirect subsidiaries identified as the borrowers in the table above. As regards partial repayment of the Masala Bonds, SGPL is a wholly owned Subsidiary of our Company as of the date of this Draft Red Herring Prospectus. However, on completion of the Proposed Merger, SGPL will merge into our Company. Accordingly, upon implementation of the Proposed Merger, the indebtedness incurred by SGPL, including by way of issuance of the Masala Bonds, will form part of the total indebtedness of our Company. For further details on the Proposed Merger, see "***History and Certain Corporate Matters – Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc. – Proposed Merger*** on page 155. In the event that the scheme of merger to be filed in relation to the Proposed Merger has not been effected prior to the date on which our Company proposes to utilize the Net Proceeds for the partial repayment of the Masala Bonds, our Company will provide the relevant portion of the Net Proceeds to SGPL by way of further investment in the equity shares of SGPL. SGPL will, in turn, use such funds to repay the Masala Bonds to SCU.

None of our Subsidiaries has any stated dividend policy and our Company is not assured any dividends on account of such further investment in the equity shares of our Subsidiaries.

Given the nature of the borrowings identified in the table above and the terms of repayment, the aggregate outstanding loan amounts mentioned above may vary from time to time. In addition, we may, from time to time, repay, refinance, enter into further financing arrangements or draw down funds from existing facilities. The indebtedness we will repay/ pre-pay out of the Net Proceeds will be selected based on various commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan, any conditions attached to the borrowings restricting our ability to pre-pay/ repay the borrowings, receipt of any applicable consents or approvals for repayment/ pre-payment from the respective lenders and applicable law governing such borrowings.

However, based on our current plans, our Company intends to prioritize the partial repayment of the Masala Bonds by utilization of an aggregate amount of ₹ 17,662.30 million out of the Net Proceeds in Fiscal 2019. Pursuant to the partial repayment of Masala Bonds, each tranche of the Masala Bonds will be reduced in value or amortized as set out under repayment schedule in the table above, and the redemption of each tranche of the Masala Bonds upon such amortization will be undertaken in compliance with the minimum average maturity requirement of three years prescribed by the Reserve Bank of India. In this connection, the authorized dealer bank, The Hong Kong and Shanghai Banking Corporation Limited, has, pursuant to a letter dated February 21, 2018, provided its concurrence to the partial repayment of the Masala Bonds and the repayment schedule of the Masala Bonds, as set out in the table above.

Our Promoter, SCU, has availed loans from third parties for the purposes of raising funds for subscribing to the Masala Bonds. SCU has passed a board resolution on February 9, 2018 undertaking that the entire proceeds received by SCU on partial repayment of the Masala Bonds from the Net Proceeds, will be utilized towards pre-payment and/or repayment of such loans availed by SCU from third parties.

2. *General corporate purposes*

The Net Proceeds will first be utilized for the object as set out above. Subject to this, we intend to deploy any balance left out of the Net Proceeds towards general corporate purposes and the business requirements of our Company and Subsidiaries, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

(i) investments into our Subsidiaries including for development of new wind and solar power projects;
(ii) short term working capital requirements;
(iii) servicing our interest obligations under our financing arrangements, as well as for repayment of loans taken from time to time; and
(iv) ongoing general corporate purposes or exigencies, as approved by our Board, subject to compliance with applicable law.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of this Offer include, among others, listing fees, underwriting and management fees, printing and distribution expenses, advertisement expenses and legal fees, if applicable. The estimated Offer expenses are as follows:

(in ₹ million)

Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to the GCBRLMs and BRLM	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar	[●]	[●]	[●]
Fees payable to the Bankers to the Offer	[●]	[●]	[●]
Brokerage and selling commission payable to SCSBs, Registered Brokers, CRTAs and CDPs as applicable(1)	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs or procured by Registered Brokers, CRTAs or CDPs and submitted with the SCSBs(2)	[●]	[●]	[●]
Others (listing fees, legal fees, etc.)	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

**Offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

(1) Selling commission payable to members of the Syndicate, SCSBs, CRTAs and CDPs on the amounts received against the Equity Shares Allotted (i.e. product of the Equity Shares Allotted and the Offer Price):

Portion for Retail Individual Investors	*[●]% (plus applicable goods and services tax)*
Portion for Non-Institutional Investors	*[●] % (plus applicable goods and services tax)*

Further, bidding charges of ₹ [●] (plus applicable goods and services tax) shall be as per valid ASBA Form collected by the Syndicate, CRTAs and CDPs. The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured by them. Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Investors, which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ [●] per valid Bid cum Application Form (plus applicable goods and services tax).

(2) Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the members of the Syndicate / sub-Syndicate / Registered Brokers / CRTAs / CDPs and submitted to the SCSB for blocking shall be ₹ [●] per valid Bid cum Application Form (plus applicable goods and service tax).

All expenses with respect to the Offer, other than listing fees which will be borne by our Company, will be borne by the Selling Shareholders and the Company, in proportion to the Equity Shares sold by them, respectively, through the Offer.

Interim Use of Funds

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with the scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, in accordance with the investment policies approved by our Board from time to time. Our Company confirms that, pending utilization of the Net Proceeds, it shall not use such funds for trading or dealing in equity or equity linked securities of other listed companies.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilization of Funds

In terms of Regulation 16 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency to monitor the utilization of the Net Proceeds prior to filing of the Red Herring Prospectus with the RoC. The Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. The Company will disclose the utilization of the Net Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds.

Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Further, in accordance with the Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Net proceeds from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results of our Company, after placing such information before our Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects of the Offer unless our Company is authorized to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013. Pursuant to the Companies Act 2013, the promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act 2013 and provisions of Chapter VI A of the SEBI ICDR Regulations.

Other Confirmations

Except ₹ 17,662.30 million out of the Net Proceeds which will be paid to our Promoter towards partial repayment of the Masala Bonds as disclosed in " – ***Details of the Objects – Repayment and/or prepayment of certain indebtedness***" on page 83, neither have any arrangements been entered into with our Promoter, our Directors, members of our Promoter Group, Group Companies, associates or Key Management Personnel nor any part of the Net Proceeds will be paid by our Company to our Promoter, our Directors, members of our Promoter Group, Group Companies, associates or Key Management Personnel, in the normal course of business and in compliance with applicable laws.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹ 10 each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should see "***Business***", "***Risk Factors***" and "***Financial Statements of our Company***" on pages 120, 16 and 199, respectively to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

- Well-balanced and diversified portfolio of high-quality renewable and thermal power assets with stability, growth and potential profitability upside.
- Promoted by a reputed sponsor with a proven track record, robust corporate governance and commitment to sustainability.
- Well-positioned to capitalize on an attractive market with increasing tariffs and favorable GoI initiatives.
- Proven track record of being cost competitive.
- Sustainable investments with prudent capital structure.
- Strong management team and stakeholder relationships.

For further details, see "***Business***" and "***Risk Factors***" on pages 120 and 16, respectively.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Financial Statements. For details, see "***Financial Statements of our Company***" on page 199.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings/Loss per Share ("EPS")

As per our Restated Standalone Financial Statements:

Year/Period ended	Basic & Diluted EPS (₹)	Weight
March 31, 2017	(0.24)	3
March 31, 2016	(0.87)	2
March 31, 2015	(0.03)	1
Weighted Average	**(0.42)**	
For the period ended September 30, 2017*	0.73	

* *Not annualised*

Notes:

1. Basic Earnings per share (in ₹) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of equity shares outstanding during the year.

2. Diluted Earnings per share (in ₹) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of dilutive equity shares outstanding during the year.

As per our Restated Consolidated Financial Statements:

Year/Period ended	Basic & Diluted EPS (₹)	Weight
March 31, 2017	(0.24)	2
March 31, 2016	(0.87)	1
March 31, 2015*	-	-
Weighted Average	**(0.45)**	
For the period ended September 30, 2017**	0.73	

**The consolidates financials were prepared from Fiscal 2016*
*** Not annualised*

Notes:

1. Basic Earnings per share (in ₹) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of equity shares outstanding during the year.
2. Diluted Earnings per share (in ₹) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of dilutive equity shares outstanding during the year.

2. Price Earning Ratio (P/E) in relation to the Offer Price of ₹ [●] per Equity Share of the face value of ₹ 10 each

Particulars	As per our Restated Standalone Financial Statements	As per our Restated Consolidated Financial Statements
P/E ratio based on Basic EPS for the financial year ended March 31, 2017 at the Floor Price:	[●]	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2017 at the Floor Price:	[●]	[●]
P/E ratio based on Basic EPS for the financial year ended March 31, 2017 at the Cap Price:	[●]	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2017 at the Cap Price:	[●]	[●]

Industry P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest P/E ratio is 38.68, the lowest P/E ratio is 12.18, the average P/E ratio is 19.98.

Notes:

1. The highest and lowest Industry P/E shown above is based on the peer set provided below under "Comparison with listed industry peers". The industry average has been calculated as the arithmetic average P/E of the peer set provided below. For further details, see " ***- Comparison with listed industry peers***" hereunder.

2. For Industry P/E, P/E figures for the peers are computed based on closing market price as on March 31, 2017 at BSE, divided by Basic EPS (on consolidated basis) based on the annual reports of such companies for the Fiscal Year 2017.

3. Return on Net Worth (RoNW)

Return on net worth as per Restated Standalone Financial Statements:

Period/Year ended	RoNW (%)	Weight
March 31, 2017	(1.74)	3
March 31, 2016	(5.41)	2
March 31, 2015	(0.14)	1
Weighted Average	**(2.70)**	
For the period ended September 30, 2017*	5.19	

* *Not annualised*

Notes:

1. Return on net worth (%) = Restated net profit/(loss) after tax / Restated net worth at the end of the year.

2. Net worth includes Equity share capital, Securities premium, Retained earnings and other reserves.

Return on net worth as per Restated Consolidated Financial Statements:

Period/Year ended	RoNW (%)	Weight
March 31, 2017	(1.74)	2
March 31, 2016	(5.41)	1
March 31, 2015*	-	-
Weighted Average	**(2.96)**	
For the period ended September 30, 2017**	5.19	

* *The consolidated financials were prepared from Fiscal 2016.*
***Not annualised*

Notes:

1. Return on net worth (%) = Restated net profit/(loss) after tax / Restated net worth at the end of the year.

2. Net worth includes Equity share capital, Securities premium, Retained earnings and other reserves.

4. Minimum Return on Total Net Worth after the Offer needed to maintain pre-Offer EPS for the financial year ended March 31, 2017

a) For Basic EPS

Particulars	Standalone (%)	Consolidated (%)
At the Floor Price	[●]	[●]
At the Cap Price	[●]	[●]

b) For Diluted EPS

Particulars	Standalone (%)	Consolidated (%)
At the Floor Price	[●]	[●]
At the Cap Price	[●]	[●]

5. Net Asset Value (NAV) per Equity Share

NAV	Standalone (₹)	Consolidated (₹)
As on March 31, 2017	13.58	13.58
As on September 30, 2017	13.99	13.99
After the Offer		
- At the Floor Price	[●]	[●]
- At the Cap Price	[●]	[●]
Offer Price		[●]

Notes:

1. Net asset value per share (in ₹) = Restated net worth at the end of the year / Total number of equity shares outstanding at the end of the year.
2. Net worth includes Equity share capital, Securities premium, Retained earnings and other reserves.
3. Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

6. Comparison with listed industry peers

Following is the comparison with our peer group companies listed in India:

Name of the company	Total Income (₹ in million)	Face Value per Equity Share (₹)	P/E	EPS (Basic) (₹)	Return on Net Worth(%)	Net Asset Value/ Share (₹)
Sembcorp Energy India Limited#	34,184.90	10.00	[●]	-0.24	-1.74	13.58
Peer Group						
NTPC Limited	8,30,476.40	10.00	12.77	13.00	10.86	119.63
JSW Energy Limited	84,804.30	10.00	16.28	3.86	6.00	63.23
The Tata Power Company Limited	2,80,999.40	1.00	38.68	2.34	6.26	55.97
Adani Power Limited	2,32,027.80	10.00	NA*	-17.82	-205.83	7.78
Reliance Power Limited	1,08,916.80	10.00	12.18	3.94	5.17	76.17

** P/E is not applicable since Adani Power has incurred a loss for the FY 2017*
 # Based on Restated Consolidated Financial Statements as on and for period ended March 31, 2017

Notes:
1. All financials are on a consolidated basis for the financial year ending March 31, 2017
2. P/E ratio is calculated as closing share price (March 31, 2017 - BSE) / Basic EPS for year ended March 31, 2017
3. Basic Earnings per share as reported in the relevant annual reports for Fiscal 2017
4. Return on net worth (%) = Net profit/(loss) after tax / Net worth at the end of the year.
5. Net asset value per share (in ₹) = Net worth at the end of the year / Total number of equity shares outstanding at the end of the year

7. The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] and has been determined by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company, the Selling Shareholders and the GCBRLMs and BRLM believe that the Offer Price of ₹ [●] is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "***Risk Factors***", "***Business***", "***Financial Statements of our Company***" and "***Management's Discussion and Analysis Financial Conditions and Results of Operations***" on pages 16, 120 and 593, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "***Risk Factors***" and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

Statement of possible special tax benefits available to Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited) and its shareholders

To,
The Board of Directors
Sembcorp Energy India Limited
(*Formerly* known as Thermal Powertech Corporation India Limited)
6-3-1090, 5th Floor,
A-Block, TSR Towers, Rajbhawan Road,
Somajiguda, Hyderabad – 500 082

Date: 21 February 2018

Dear Sirs,

Subject: Statement of possible special tax benefits ("the Statement") available to Sembcorp Energy India Limited (*formerly* Thermal Powertech Corporation India Limited) **("the Company") and its shareholders prepared in accordance with the requirement in Schedule VIII – Clause (VII) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("the Regulations")**

This report is issued in accordance with the terms of our engagement letter dated 15 February 2018.

We hereby report that the enclosed Statement prepared by the Company, initialed by us and the Company for identification purpose, states the possible special tax benefits available to the Company and to its shareholders under the Income-tax Act, 1961 ("the Act") and Income tax Rules, 1962 including amendments made by Finance Act 2017 (together "the Tax Laws"), presently in force in India as on the signing date (i.e. applicable for financial year 2017-18, relevant to the assessment year 2018-19). These possible special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Statement only cover the possible special tax benefits available to the Company and its shareholders, the benefits are not exhaustive and do not cover any general tax benefits available to the Company. Further, the preparation of the enclosed Statement and its contents is the responsibility of the management of the Company. We are informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company comprising a fresh issue of equity shares and an offer for sale of equity shares by certain shareholders of the Company (the "Offer") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" ("**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of this Statement are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the draft red herring prospectus in connection with the Offer, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 116231W/ W-100024

Vikash Somani

Partner

Membership Number: 061272

Place: Hyderabad

Date: 21 February 2018

Annexure to the statement of Possible Special Tax Benefits available to the Company and to its Shareholders under the applicable direct tax laws in India

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act 1961 ("the Act") presently in force in India (i.e. applicable for the financial year 2017-18 relevant to the assessment year 2018-19). It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. These possible special tax benefits are dependent of the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

A. Special tax benefits available to the Company

The Company will be entitled to claim a deduction, subject to compliance of conditions laid down therein, to the extent of 100 percentage of the profits derived from generation or generation and distribution of power as per Section 80-IA(4)(iv) of the Income-tax Act, 1961 under the normal provisions of the Act.

B. Special tax benefits available to the shareholders

There are no special tax benefits available to the shareholders of the Company under the Act.

Notes:

1. The above is as per the current tax law as amended by the Finance Act, 2017.

2. The above Statement of possible special tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Equity Shares.

3. The special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfill.

4. The tax benefits discussed in the statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

5. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:
   - Company or its shareholders will continue to obtain these benefits in future;
   - Conditions prescribed for availing the benefits have been/ would be met with;
   - The revenue authorities/courts will concur with the view expressed herein; and
   - The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

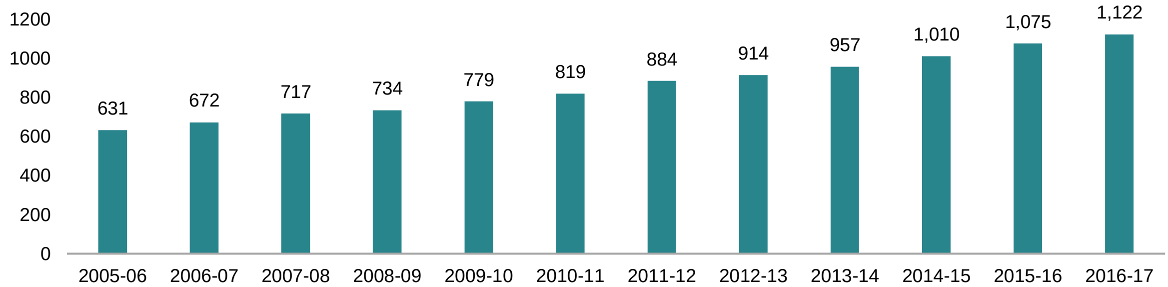
SECTION IV: ABOUT THE COMPANY
INDUSTRY OVERVIEW

*The information in this section is derived from the report "**Power Market Study**", February 2018, prepared by CRISIL Risk and Infrastructure Solutions Limited (CRIS) (the "**CRISIL Report**") except for other publically available information as cited in this section. We commissioned the CRISIL Report for the purposes of confirming our understanding of the industry in connection with the Offer. Neither the Company nor any other person connected with the Offer has verified the information in the CRISIL Report or other publically available information cited in this section. Further, the CRISIL Report was prepared on the basis of information as of specific dates which may no longer be current or reflect current trends and opinions in the CRISIL Report may be based on estimates, projections, forecasts and assumptions that may prove to be incorrect. CRIS, a division of CRISIL Limited ("**CRISIL**"), has advised that while it has taken due care and caution in preparing the CRISIL Report based on the information obtained by CRIS from sources which it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the CRISIL Report or the data therein and is not responsible for any errors or omissions or for the results obtained from the use of CRISIL Report or the data therein. Further, the CRISIL Report is not a recommendation to invest or disinvest in any company covered in the report. CRIS especially states that it has no liability whatsoever to the subscribers, users, transmitters or distributors of the CRISIL Report. CRIS operates independently of, and does not have access to information obtained by CRISIL's Ratings Division or CRISIL Research, which may, in their regular operations, obtain information of a confidential nature. The views expressed in the CRISIL Report are that of CRIS and not of CRISIL's Ratings Division or CRISIL Research. Prospective investors are advised not to unduly rely on the CRISIL Report.*

Overview of the Indian Power Sector

India's need for energy is increasing at a fast rate because of economic growth and modernisation over the past several years. India's per capita electricity consumption has been continuously increasing over the years, from 631.4 kilowatts per hour ("**kWh**") in Fiscal 2006 to 1,122.0 kWh in Fiscal 2017, according to provisional data as per the Central Electricity Authority ("**CEA**") report "**Growth of electricity sector in India 1947-2017**", an increase of 77.7% in 11 years, according to the CEA annual reports. The figure below depicts the year-on-year growth in per capita electricity consumption in India.

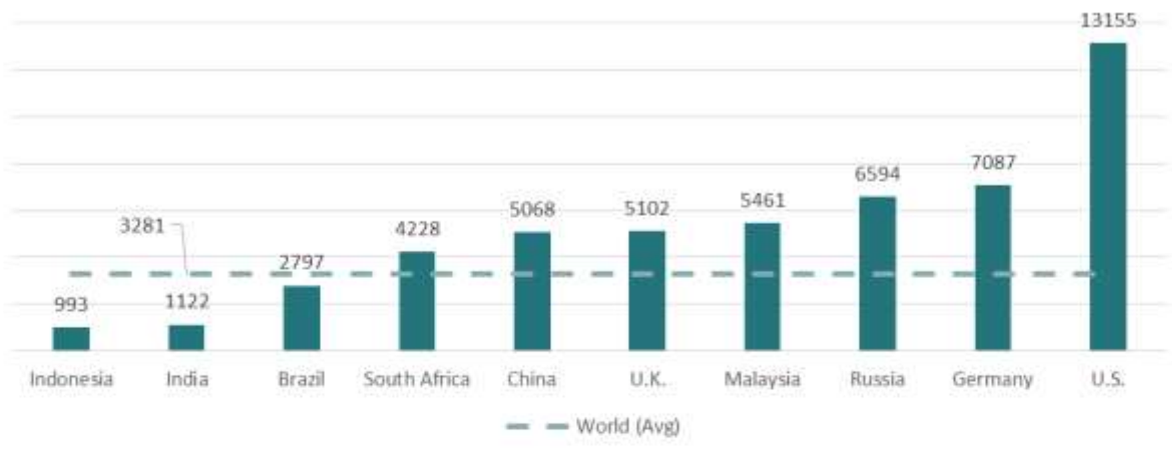
Per capita electricity consumption trends in India (kWh)



Source: PFC Report; World Bank

Despite this healthy increase, per capita electricity consumption continues to be significantly lower than other major and developing economies. Developing countries like Brazil, Malaysia and China have significantly higher per capita electricity consumption than India. The figure below depicts India's per capita electricity consumption *vis-à-vis* other countries:

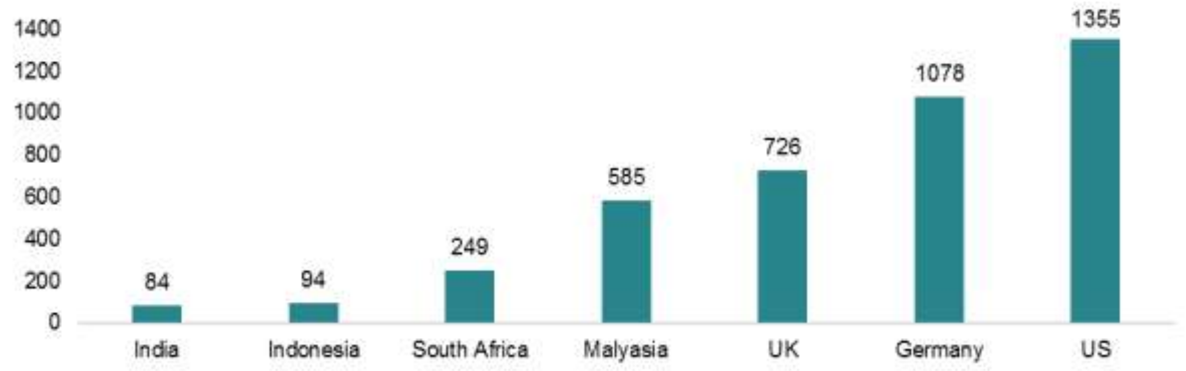
Per capita per annum electricity consumption across countries (kWh)



Source: PFC Report; World Bank Data – Year 2014 extrapolated to Year 2017

India's expenditure on electricity constitutes a small percentage of the total household expenditure. Strong economic growth is expected to increase per capita income, resulting in more disposable income to spend on electricity. The increase in income would improve the general standard of living, which in turn would further propel demand for electricity. The below figure reflects India's low per capita expenditure on electricity *vis-à-vis* other countries:

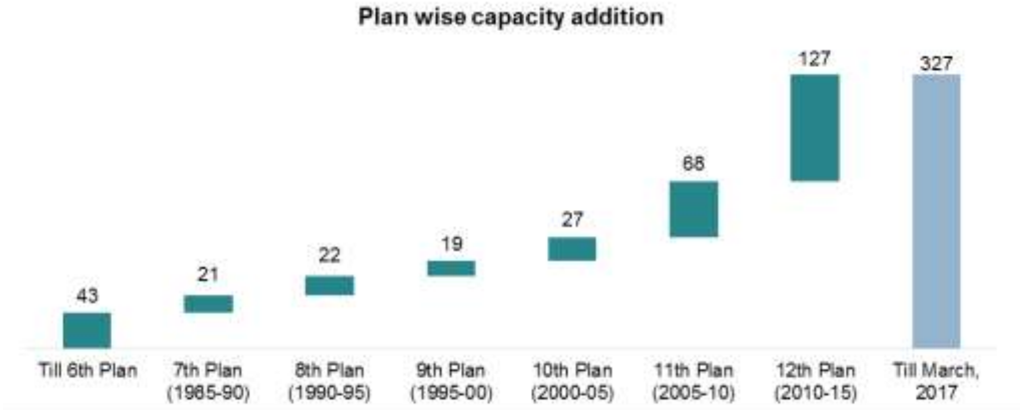
Per capita expenditure on electricity (US$) across countries



Source: PFC Report; World Bank Data – Year 2014 extrapolated to Year 2017; Census of India

Between Fiscal 2007 and Fiscal 2017, India's peak demand increased at approximately 5% compounded annual growth rate ("**CAGR**") to reach 159.54 GW, while the installed power generation increased at a CAGR of approximately 10%, from 200 GW to 327 GW during the period. This has been driven by healthy growth in gross domestic product ("**GDP**"), although the deteriorating financial health of distribution companies ("**DISCOMs**") has curtailed growth. The following figure shows the five year plan wise growth in terms of capacity addition:

Plan wise capacity addition (GW)



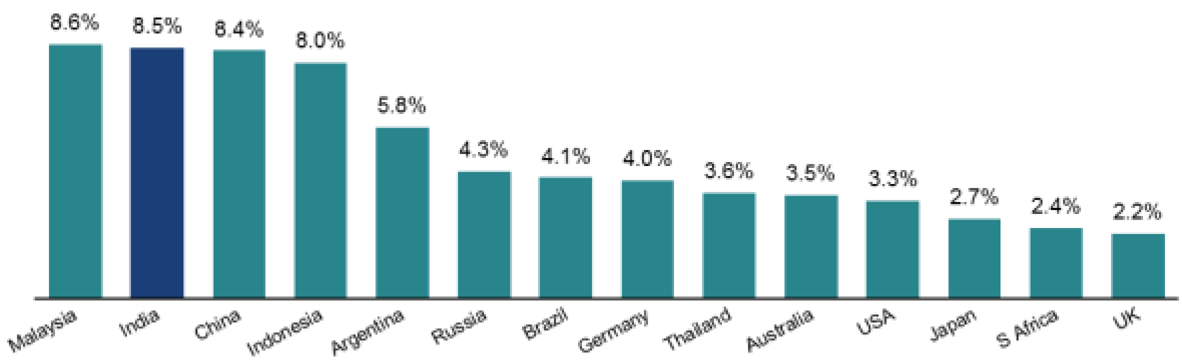
Source: CEA

Demand Projections

The Indian economy has grown at a fast pace in the past few years, outpacing the other major world economies. International Monetary Fund ("**IMF**") predicts India's per capita GDP growth to be 8.5% during Fiscal 2017 to Fiscal 2022 (estimated).

The following diagram depicts India's GDP growth.

Per capita GDP forecasts (2017-2022 (estimated))

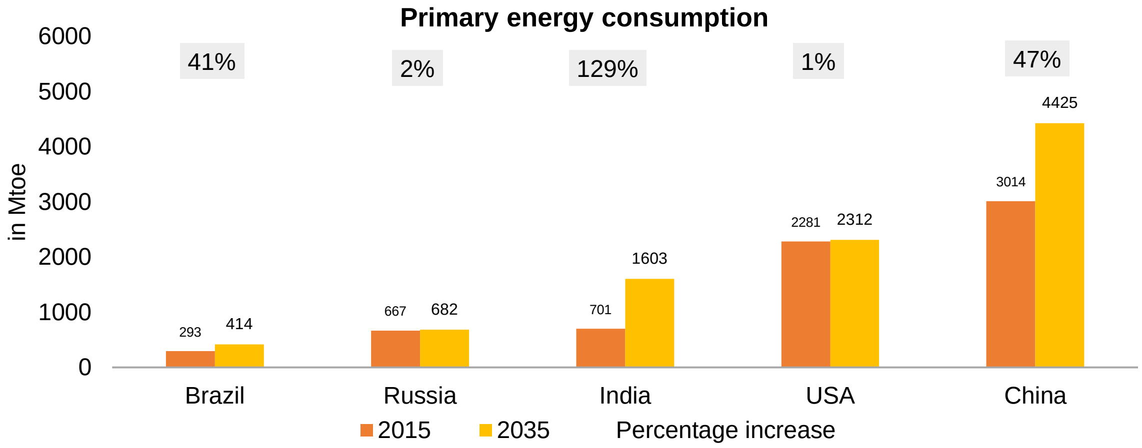


Source: IMF

The overall energy consumption in India, including oil, natural gas, coal, nuclear, hydro, and renewables and biofuels is considerably lower as compared with other economic superpowers such as the United States and China. However, as per BP Energy Outlook 2017, India is likely to witness over 100% increase in energy consumption from Fiscal 2015 to Fiscal 2035. This is significantly higher than other countries. Coal is the major source of energy in India and its consumption is expected to double by Fiscal 35.

The following figure depicts India's energy consumption trend.

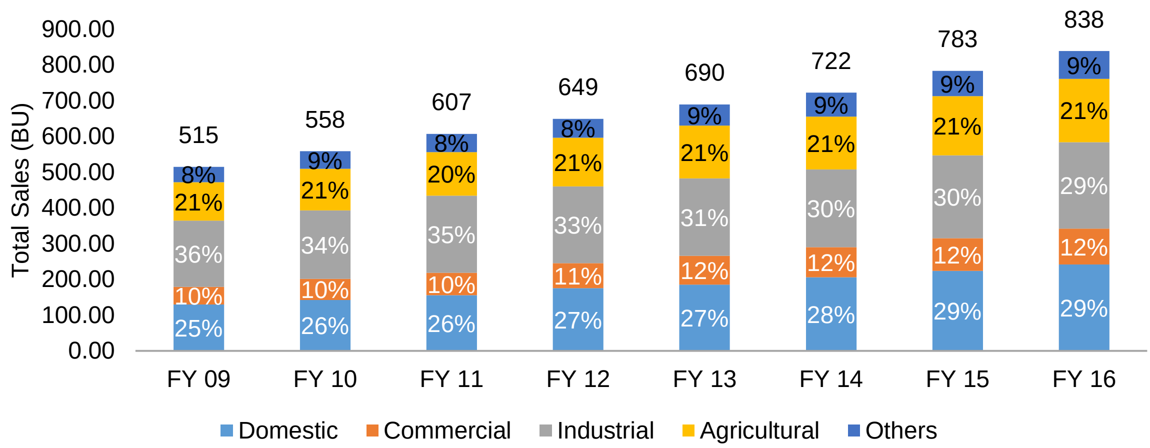
Energy consumption forecasts country-wise



Source: BP Energy Outlook 2017

In terms of electricity consumption, during Fiscal 2016, industrial consumption accounted for 30%, domestic for 29%, agriculture for 21%, commercial for 12%, and other categories accounted for the remaining electricity consumption. However, with improving electricity access, particularly in villages, rising disposable income and higher supply to agriculture, the consumption mix is expected to undergo a shift. The consumer-wise demand drivers are elaborated below.

Consumer segment-wise electricity sales Fiscal 2009 to Fiscal 2016 (billion units)



Source: PFC Report on Performance Report of State Power Utilities and Tariff Order of Respective States

Demand from the agriculture sector grew at over 7% CAGR in seven years to Fiscal 2016, owing to increased mechanisation and modern irrigation practices. Going forward, the Government of India ("**GoI**") is expected to make concerted efforts towards 100% household electrification and providing round-the-clock power to rural households and adequate power to agricultural consumers with programmes such as '24x7 Power for All'. The programme also aims to ensure 24 hours of power supply to separate agriculture and non-agriculture feeders, facilitate judicious fostering of supply to agricultural and non-agricultural consumers in rural areas, and strengthen the sub-transmission and distribution infrastructure in rural areas, including metering of distribution transformers, feeders and consumers. It is also expected that electricity currently being supplied through back up facilities like invertors and diesel generators may move back to the grid with stable quality of supply.

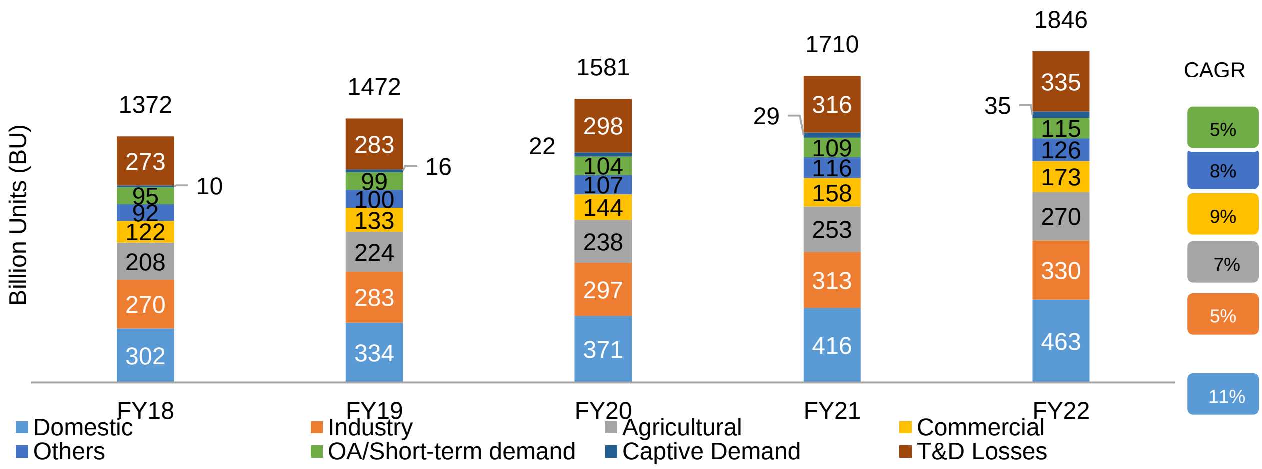
Industrial consumers use the highest quantum of energy and pay one of the highest tariffs, contributing 40% of the revenues of distribution companies. Going forward, the GoI's push towards promoting manufacturing in India (for example, the 'Make in India' initiative), coupled with significant improvement in transmission corridors, is expected to drive demand from this segment.

India has conventionally faced peak demand and energy shortage, despite growth in capacity addition in the past six decades. While many states had no-deficit situation, other states across the northern and southern regions experience over 5% deficit, as of March 2017. Jammu & Kashmir experienced the highest peak deficit, followed by Uttar Pradesh, Rajasthan, Bihar, Uttarakhand and Assam.

The deficit figures quoted above explain demand in a restricted scenario. This considers the extant limitations of power supply in India resulting from factors such as scheduled/unscheduled load shedding, unconnected load, power supplied through back-up and deiseal generators facilities suppressed level of consumption. The unconstrained demand is estimated to be large and the demand figures are likely to increase owing to several factors.

Consumer projections for ex-bus energy requirements from Fiscal 2017 to Fiscal 2022 is shown below. The demand is expected to grow at approximately 7.7% CAGR from Fiscal 2017 to Fiscal 2022.

Consumer category-wise electricity demand projections from Fiscal 2018 to Fiscal 2022 (billion units)



Note: "Others" include: railways, public water works and public lighting.

Source: MOSPI, CEA, and CRIS Analysis

The key drivers for the demand increase would be initiatives such as '24x7 Power for All', development of 'smart cities', the 'Housing for All' scheme, industrial push through 'Make in India', increasing urbanisation, infrastructure requirements, electric mobility, and overall strong economic growth.

The GoI has announced its goal to produce only electric vehicles ("**EVs**") from year 2030. With the right policies in place and the GoI's focus on promoting EVs, these are expected to further increase demand. However taking even a conservative approach, EVs would contribute around 18 billion units to the overall electricity demand in the country in 2022:

Demand including likely EV impact (in billion units and gigawatts)

	Fiscal 2018	**Fiscal 2019**	**Fiscal 2020**	**Fiscal 2021**	**Fiscal 2022**
Consumer demand including captive (billion units)	1,371	1,472	1,581	1,710	1,846
Likely EV demand (billion units)	0	0	3	9	18
Total demand (billion units)	1,371	1,472	1,584	1,719	1,864
Consumer demand including captive (GW)	192	206	222	240	259
Likely EV demand (GW)	0	0	1	2	3
Total demand (GW)	192	206	223	242	262

Source: CRIS Analysis

Supply Projections

Rising demand from various consumer categories would not only require installation of additional capacities but also ensure the existing units run at a higher PLF. Running of units at higher PLF would ensure larger availability of energy to meet the rising demand. The increase in supply of energy units would also help bridge the demand-supply energy deficit. The total available energy is expected to reach 1,763 billion units by Fiscal 2022.

The increasing trend in energy availability in BU terms is shown in the figure below:

Total energy availability (BU)

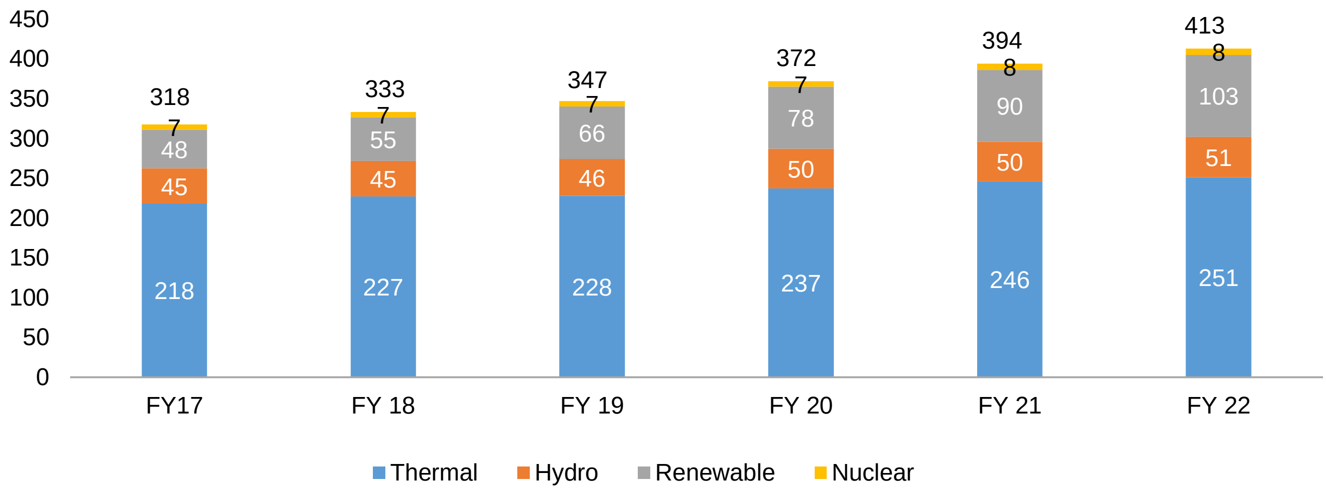
Source: CRIS Analysis

CRIS expects total power capacity additions of approximately 95 GW over Fiscal 2017 to Fiscal 2022. However, this is lower as compared with the preceding five-year period, primarily due to a slowdown in capacity additions in thermal power owing to stretched balance sheet of developers, limited fresh long-term PPAs, and domestic fuel availability issue. With these issues, thermal-based plants, which contribute approximately 66% to the installed power generation capacity, are expected to see lower level of installations in the coming years.

The share of hydroelectricity-based generation declined as tougher regulations, difficult terrain, long gestation period, and large capital expenditure made investments risky. Similarly, protests and lack of availability of technology has marred the development of the nuclear power sector during this period. On the other hand, renewable energy is expected to witness robust growth led by strong government support and improving cost competitiveness with conventional power.

The total generation capacity is expected to reach above 400 GW by Fiscal 2022 to meet the demand projections. The figure below depicts the year-wise growth in installed capacity, based on assessment made in mid-year 2017:

Total installed generation capacity (GW)

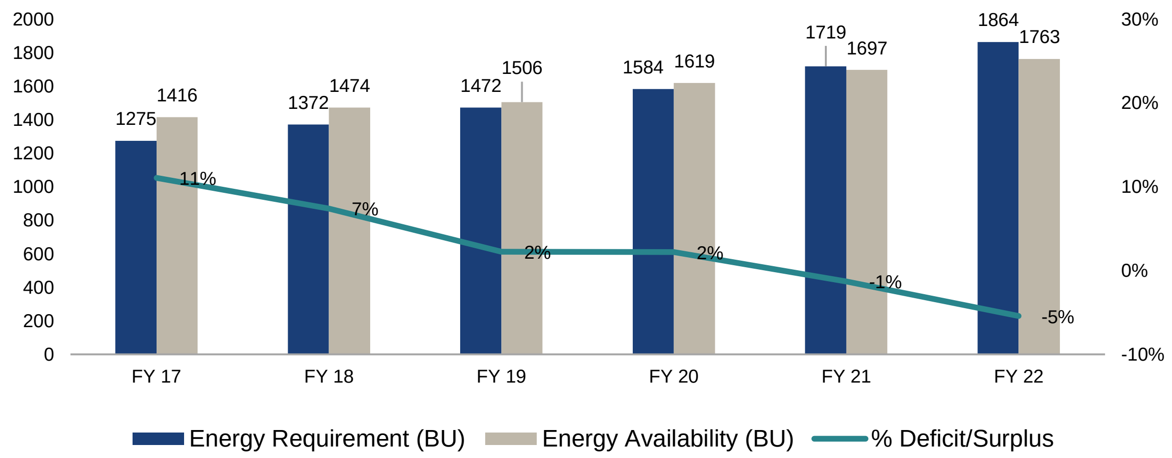


Source: CRIS Analysis, excludes RE captive capacity (approximately 9GW)

Demand-Supply Balance Projections

The current situation in India of a power surplus of 100 billion units of energy is expected to reverse by Fiscal 2021. From being in a 11% energy surplus in Fiscal 2017, the scenario is most likely to reverse to a 5% energy deficit in Fiscal 2022, provided all initiatives mentioned above (including the GoI's '24x7 Power for All' initiative as well as DISCOM commitment towards procuring the same) are achieved. The below figure shows the reversal of the prevailing energy surplus condition:

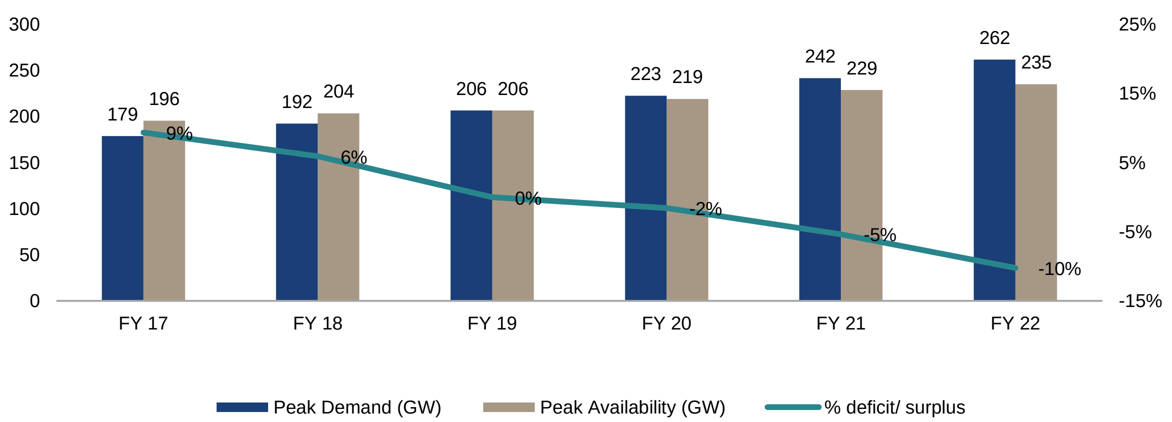
Demand-supply situation trend (billion units)



Source: CRIS Analysis (including likely EV impact)

Similarly, the current situation of peak surplus is expected to reverse by Fiscal 2020 and the gap is likely to widen over the years. This is largely on account of increased installation by renewable energy sources *vis-à-vis* sources that can provide power during peak. The below figure shows the reversal of the prevailing peak surplus condition:

Demand-supply situation trend (GW)



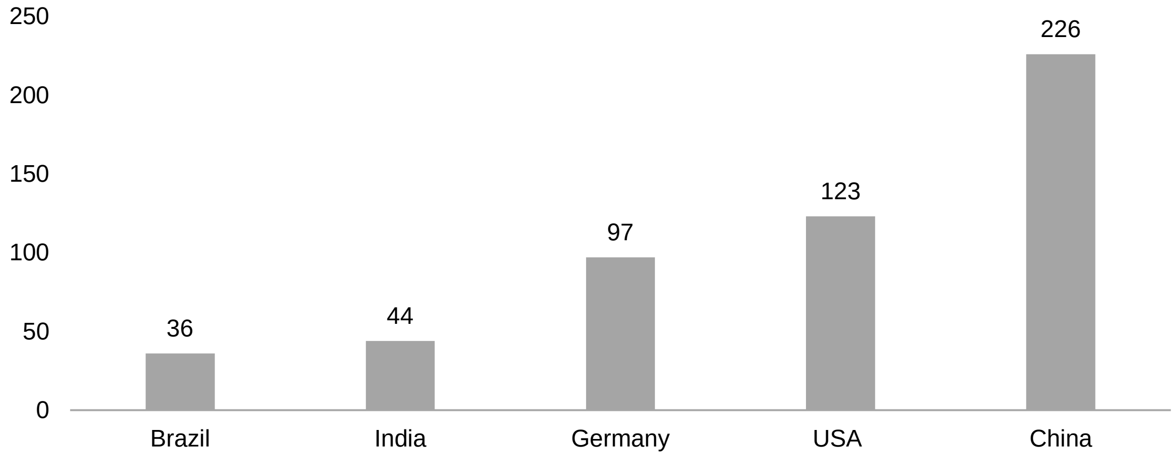
Source: CRIS Analysis (including likely EV impact and latent demand)

Renewable Energy

Overview of Renewable Energy Sector

Historically, coal has dominated India's electricity generation mix, mainly because of significant reserves of coal. However, over the long term, the share of coal-based generation is expected to decline as India gears up to capitalize on its high potential for generation from renewable sources such as wind, solar, biomass, small hydro, and cogeneration bagasse. Strong government support along with a drop in tariffs is expected to support growth in renewable energy. 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 GoI 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. The graph below depicts India's standing in terms of total installed renewable capacity *vis-à-vis* other major countries.

Total renewable energy installed capacity in GW (solar & wind) for different countries



Source: Reports published by Governments of various countries

Renewable energy capacity additions are growing quickly owing to government push, favorable policies and drop in capital costs. The table below depicts the total installed capacity for each of the renewable energy sources and capacity additions in the past two Fiscals:

Renewable energy based capacity additions in Fiscal 2016 and Fiscal 2017

	Fiscal 2016			Fiscal 2017			Growth
Capacity type	**Target (MW)**	**Achievement (MW)**	**Achievement as % of target**	**Target (MW)**	**Achievement (MW)**	**Achievement as % of target**	**Fiscals 2016 to 2017(%)**
Wind power	2,400	3,423	143%	4,000	5,502	138%	20%
Small hydro power	250	218	87%	250	106	42%	2%
Biomass power & waste to power	410	401	98%	410	185	45%	68%
Solar power	1,400	3,004	215%	12,000	5,526	46%	82%
Total	**4,460**	**7,046**	**158%**	**16,660**	**11,320**	**68%**	**34%**

Source: MNRE, Draft National Electricity Plan 2016, CEA

The table below represents state-wise potential of solar and wind power:

State-wise solar and wind potential

State/ Union Territories	Solar potential (MW)	Wind potential (MW)
Andhra Pradesh	38,000	14,497
Arunachal Pradesh	9,000	236*
Assam	14,000	112*
Bihar	11,000	144
Chhattisgarh	18,000	314*
Goa	1,000	4
Gujarat	36,000	35,071
Haryana	5,000	93
Himachal Pradesh	34,000	64*
Jammu & Kashmir	111,000	5,685*
Jharkhand	18,000	91
Karnataka	25,000	13,593

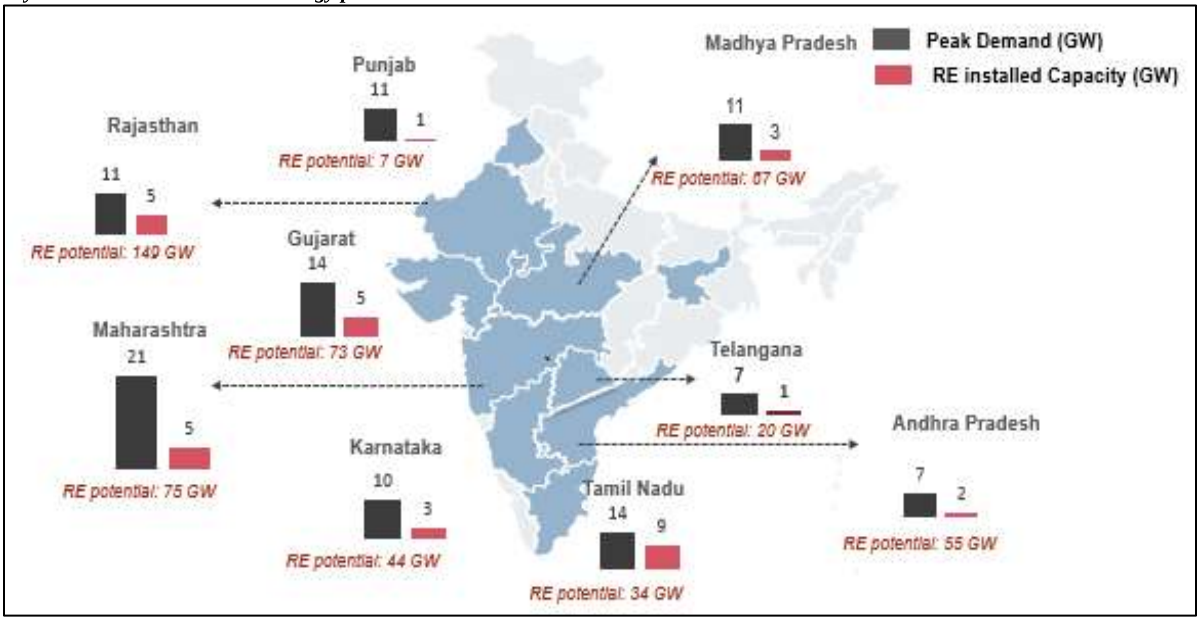
State/ Union Territories	Solar potential (MW)	Wind potential (MW)
Kerala	6,000	837
Madhya Pradesh	62,000	2,931
Maharashtra	64,000	5,961
Manipur	11,000	56*
Meghalaya	6,000	82*
Mizoram	9,000	-
Nagaland	7,000	16*
Orissa	26,000	1,384
Punjab	3,000	-
Rajasthan	142,000	5,050
Sikkim	5,000	98*
Tamil Nadu	18,000	14,152
Telangana	20,000	-
Tripura	2,000	-
Uttar Pradesh	23,000	1,260*
Uttarakhand	17,000	534*
West Bengal	6,000	22*
Delhi	2,000	-
UTs and others	1,000	500

**Wind potential is yet to be validated; it is assessed at 50 meters mast height*

Source: MNRE Projections, 2016-17

The figure below represents the total renewable installed capacity for key states and their peak demand. The states of Gujarat, Rajasthan, Karnataka, Maharashtra and Andhra Pradesh have huge potential for harnessing renewable energy.

Key states with total renewable energy potential

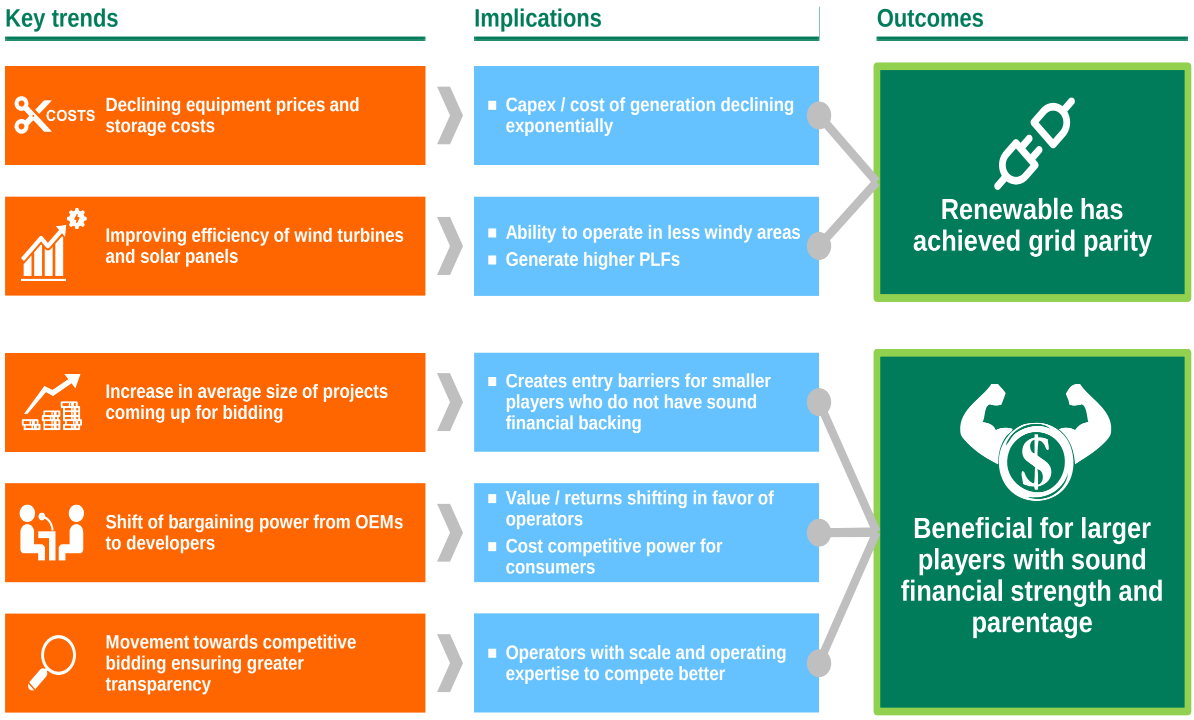


Source: Central Electricity Authority of India; MNRE, Government of India

Note: State-wise renewable energy installed capacity and potential, and peak demand as of March 31, 2017

In addition, the recent structural shifts in the renewable sector have caused grid parity and a more favorable environment for larger players with sound financial strength and parentage.

Key outcomes of recent structural shifts



Future Trends

With an intent to tap into the abundant indigenous renewable resources and reduce the coal import bills, the GoI has set a target to achieve 175 GW of renewable capacity with 100 GW of solar-based capacity by Fiscal 2022.

The capacity envisaged as part of the target is:

solar (utility-scale, distributed, off-grid/mini-grid – 100 GW);

wind (utility-scale – 60 GW);

small hydro (5 GW); and

bioenergy (10 GW).

To achieve these targets, an average 21.7 GW per year, or three times the capacity GoI added in 2016, needs to be added over the next six years. We expect total renewable energy additions of approximately 60 GW over Fiscal 2017 to Fiscal 2022. This will be driven by:

National Solar Mission: This policy has clearly chalked out a plan for phase-wise awarding of projects under different schemes such as bundling with coal-based power and state-based viability gap funding. Also, central procurement through NTPC Vidyut Vyapar Nigam and Solar Energy Corporation of India ("**SECI**") significantly reduces the risk of power offtake and payment delays. This provides developers long-term clarity.

Solar parks: Solar parks have eased the hurdles for developers to install solar power assets and, hence, offer an attractive proposition to develop solar power. The solar mission planned to develop 20 GW of solar capacity through solar parks initially, but this was later revised to an aim of 40 GW.

Green energy corridors: The government has taken steps to develop a grid-connected network for the transmission of renewable energy produced from various renewable energy projects, thereby recognizing the need for transmission infrastructure to cope with increasing renewable energy capacity. Once complete, the green energy corridors are expected to facilitate evacuation from renewable projects giving a boost to interstate sale of renewable energy.

Centralized procurement of Renewable power: Centralized procurement of wind and solar power with larger unit sizes through agencies such as SECI, NVVN etc. via a back-to-back PPA. This has enabled risk mitigation through backing of a credit worthy central agency and led to completion of large renewable energy plants.

However, the enforcement of renewable purchase obligation targets would be critical. Further, mitigation of payment and curtailment of risk, land acquisition and availability of transmission capacities (intra-state and inter-state) would also play an important part.

Increasing solar share would require greater balancing power in the form of hydro or gas power to meet India's variable and peak demand. Therefore, commensurate investment in the storage or hydro or gas sectors is necessary to maximize solar generation. The energy storage problems of renewable sources and the supply continuity issues are also expected to be addressed over the medium term with technology improvement and scale benefits supporting a drop in storage costs. The recently concluded bid invited by NLC India Limited ("**NLC**") for operating two solar photovoltaic plants, each with a capacity of 10 MW, integrated with a 28 MWH battery energy storage system at south Andaman, saw record participation by 10 large corporations in India. The lowest bidder was 38% lower than GoI's estimates.

The expected year-wise renewable energy installed capacity is shown in the following figure:

Expected installed renewable energy capacity (GW)

Source: CRIS Analysis, Includes approximately 9 GW of captive installed capacity

Concerns about climate change in the past few years and concerted action to reduce greenhouse gas emissions in the light of global commitments have led to a plethora of incentives by the GoI for promotion of renewable energy. In Fiscal 17, the renewable energy sector reported a record capacity addition of over 11 GW, an increase of approximately 60% over 7.1 GW reported in Fiscal 16. This was driven by large capacity additions in the wind and solar power segments, at approximately 5.5 GW each.

Wind energy is one of the major contributors for the renewable sector with almost 55% of the total renewable installed capacity. India is the fourth largest wind market after China, USA and Germany. According to National Institute of Wind Energy (NIWE), the Indian wind industry has a potential of 302 GW at 100 meters hub height.

The GoI has set a target of 60 GW by Fiscal 2022 and initiatives such as 'Make in India' and preferential power procurement have enabled the growth of wind power in the country. This has enabled the wind sector to grow and witness an addition of 15 GW in the last five years.

With the recent change in procurement model from feed-in tariff ("**FiT**") to competitive bidding, the wind sector has also witnessed a drop in tariffs. Other factors such as strong domestic manufacturing capabilities and enhanced capability to tap wind resources (higher plant load factors ("**PLFs**")) have also allowed the wind sector to reach competitive levels.

Recent developments in Renewable Energy

Recent auctions for the Bhadla Phase-III Solar Park in Rajasthan saw solar tariffs falling to a record low of Rs 2.44/ kWh. ACME, a solar company, won a mandate to set up a 200 MW solar plant in Bhadla Solar Park and sell power to the GoI's SECI. In the same auction, SBG Cleantech won rights for 300 MW, quoting a tariff of Rs 2.45/kWh. The recent 500 MW solar power bidding for GUVNL concluded with GRT Jewellers being awarded the project at a tariff of Rs 2.65/ kWh.

Similarly, wind power tariff also fell to ₹3.46 per unit in first auction for procurement of wind capacity in India. Wind power tariff fell to a record low of ₹2.64 per unit in second round of bidding conducted by state-run SECI for 1 GW of wind power contracts. In the recently concluded third round of bidding for 2 GW wind projects, tariff fell to ₹2.44 per unit. The following table provides wind capacity allocated in the last three bids conducted by SECI in MW.

	Wind Bid 1	**Wind Bid 2**	**Wind Bid 3**	**Total**
Sembcorp Green Infra	249.9	250	300	799.9
Inox Wind	250	250	200	700
Ostro	250	-	-	250
Mytrah	250	-	-	250
Adani Green Energy	50	50	250	350
Renew Power	-	250	400	650
Orange Sironj	-	200	-	200
Torrent power	-	-	499.8	499.8
Alfanar	-	-	300	300
Betam wind (Engie)	-	-	50.2	50.2
	1049.9	**1000**	**2000**	

Ready land and infrastructure at the solar park, and high level of risk cushion provided to the developers under the PPA, both as part of payment security in the form of state guarantee and grid curtailment security in the form of minimum offtake guarantee irrespective of grid unavailability, have helped reduce risks significantly. In addition to lower risk, reduction in tariff of renewable generation has been aided by lower equipment cost, newer technology and access to better sites.

The fall in renewable tariffs has significantly increased its competitiveness as the bid tariff was lower or on a par with the average power purchase cost of most states in India. In fact, the average cost of generation per unit of electricity from a newly installed thermal power plant is estimated at Rs 3.9 per unit. This augurs well for RE as it will improve affordability and off-take, leading to an increase in share in the overall fuel mix.

The Ministry of New and Renewable Energy ("**MNRE**") estimates India's solar potential at over 750 GW and wind potential at 302 GW.

Lowering of electricity tariff from renewable sources on account of strong government support in terms of incentives and execution support (green energy corridors and solar parks), development in technology, falling capital costs, and enhanced renewable purchaser obligation ("**RPO**") targets have helped renewable energy to compete aggressively with conventional sources and achieve grid parity. Availability of capital, particularly from private equity firms, as well as equipment linked financing, have also supported growth. Increased focus on reducing carbon footprints through initiatives such as signing of memorandum of understanding ("**MoU**") for technology transfer, tax holidays, exemptions from custom duties, single-window clearances, easy loans, and market for trading carbon certificates have helped attract investments. The National Solar Mission has set an ambitious target of deploying 20 GW of grid connected solar power by 2022, which was later revised to 100 GW.

Buoyed by government assistance, favorable policy and regulatory framework, many independent power producers ("**IPPs**") have entered the solar space. The presence of a higher number of players would not only increase the installed renewable capacity, but also ensure strong market competition. Competition would also encourage innovation in battery energy storage systems, which had largely remained the retarding factor in the growth of the solar, particularly rooftop solar.

Thermal

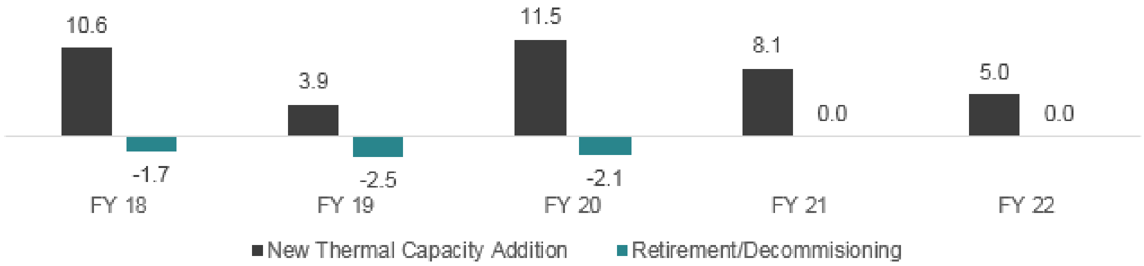
Suppressed electricity demand in the past few years and constraints on the financial flexibility of many developers on account of high gearing and poor cash flows from existing projects has led to a slowdown in investments in thermal power projects. The Draft National Electricity Plan 2016 also envisaged that no new thermal (including gas) power capacities would be developed beyond Fiscal 2022.

However, a considerable quantum (over 54 GW) of thermal capacity is still under various phases of planning and construction. Upon an analysis of the actual progress of works (quantum of investment already made and stage of construction), it can be seen that many such projects will likely be commissioned by Fiscal 2022.

On the other hand, some projects are only at a planning stage, and, in many cases, no significant investment has been made. A few projects are in the under-construction phase, but their pace of work is very slow. Many such projects will likely get delayed and commissioning would be deferred further. Only 44 GW of new capacity is expected to get commissioned by Fiscal 2022. There are multiple reasons for this, such as the inability of many private investors to infuse funds, the state facing fiscal limitations after UDAY, higher investment in renewable energy projects, and the poor financial health of DISCOMs.

Besides, the CEA has identified approximately 34 GW of capacity which has completed 25 years of project life, according to the September 2015 CEA report, which needs to be replaced, retired, or renovated and modernized in a phased manner. The Southern Region Power Committee has identified plants where flue-gas desulfurization ("**FGD**") installation is not possible, and taking into account the reluctance of states to retire all old capacity, only 11 GW of such capacities have been considered for retirement or decommissioning by the end of Fiscal 2022 in a phased manner. Certain plants are being phased out due to non-availability of space for installation of FGD, which helps remove sulphur dioxide from exhaust flue gases of fossil-fuel power plants. Retirement of some old and inefficient capacity, such as Patratu Thermal Power Station (five units totalling 455MW), has already started. The year-wise new thermal capacity addition and retirement or decommissioning of old capacities by Fiscal 2022 is shown in the following figure.

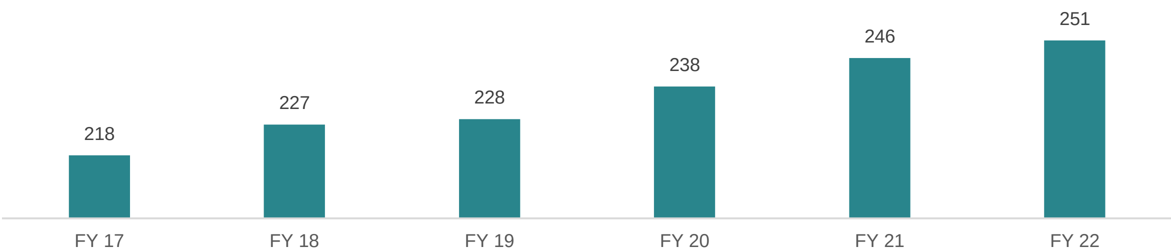
New thermal capacity addition and retirement by Fiscal 2022 (GW)



Source: CRIS Analysis

Therefore, the total net installed thermal capacity is expected to increase by 33 GW to reach 251 GW by Fiscal 2022.

Total installed thermal power capacity (GW)



Source: CRIS Analysis

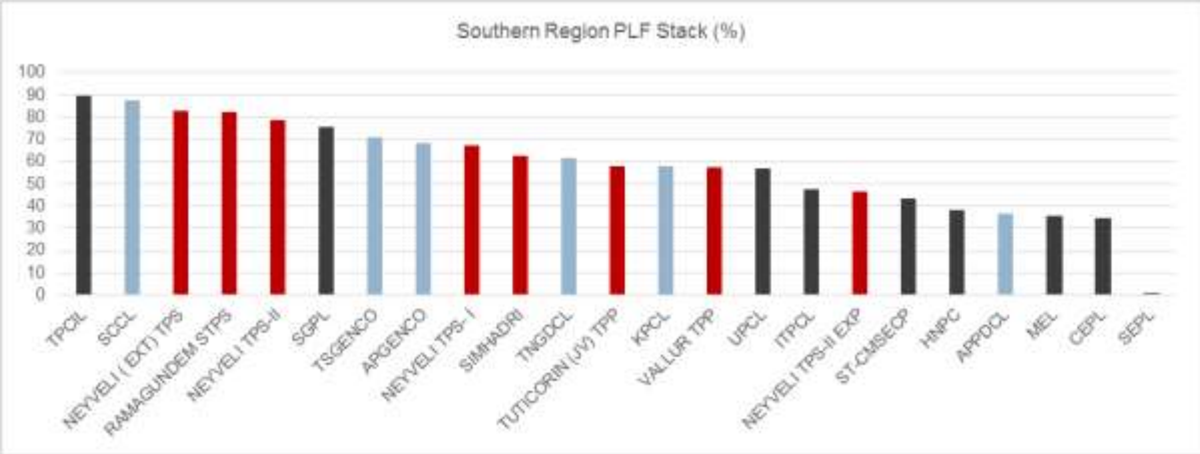
Plant Load Factor (PLF)

Historically, the average PLF has remained low. The highest was 75% in Fiscal 2011, which could be attributed to poor supply side infrastructure, improper delivery mechanisms and muted demand because of affordability issues.

A robust pace of increase in the installed capacity led to an oversupply scenario where it was difficult for the generators to tie up long-term PPAs. Going forward, as demand is expected to increase at a healthy pace whereas growth in upcoming thermal capacity is expected to reduce, the situation of an oversupply is likely to reverse.

The average PLF for coal-based power plants was 59.9% in Fiscal 2017. The figure below shows the PLF for thermal plants in the southern region for Fiscal 2017:

Southern Region plants PLF



Although average PLF is unlikely to increase dramatically, it will increase slowly considering the various demand- and supply-side initiatives being undertaken by the GoI.

Increase in the PLF due to demand growth will need to be complemented by initiatives such as commercial mining, higher coal extraction targets for Coal India Limited ("**CIL**"), preferential coal supply linkage, and the Scheme to Harness and Allocate Koyla ("**SHAKTI**") which can revive many fuel-deprived power plants.

Uncontracted capacity

Capacity to the tune of 28 GW has been classified as uncontracted assets owing to multiple reasons such as paucity of funds for developing the project, absence of fuel supply agreements, absence of long-term PPAs, or absence of a combination of the above. The GoI is weighing different proposed solutions to address the problem of stressed power projects. Some of the key initiatives undertaken were:

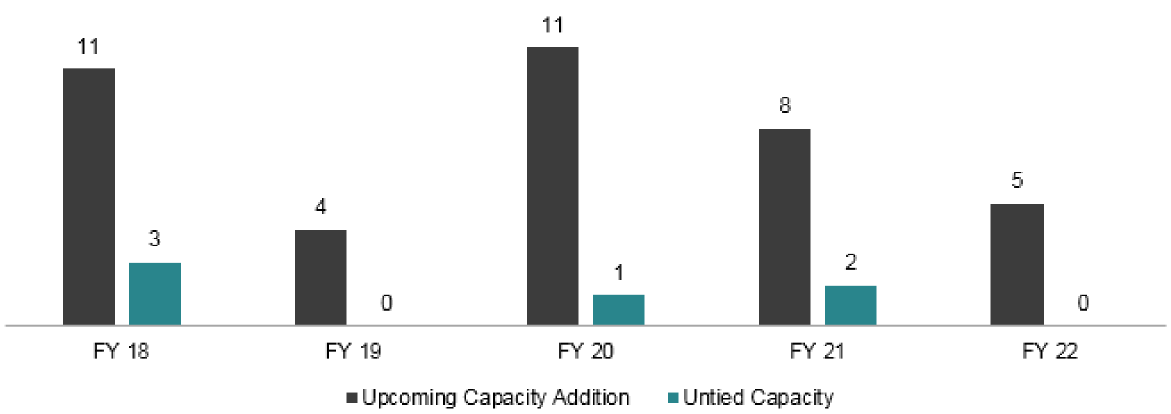
SHAKTI for allocation of coal blocks to plants with and without signed PPAs;

- Flexible Structuring Scheme ('5:25') – Flexible refinancing and repayment option for long-term infrastructure projects where the total exposure of lenders is more than Rs 500 crore;
- Strategic Debt Restructuring ("**SDR**") aims at reviving stalled projects by giving equity participation to banks in such projects and delinking the existing promoter of the project; and
- Scheme for Sustainable Structuring of Stressed Assets ('S4A') aims at deep financial restructuring of debt ridden projects by allowing lenders to acquire equity in the stressed project with existing promoter allowed to continue in the management even while being a minority shareholder. Unlike the SDR Scheme which is aimed at delinking the existing promoter, under the S4A scheme banks would allow existing promoter to continue in the management even while being a minority shareholder.
- Along with S4A, enactment and enforcement of new insolvency code has temporarily taken stressed capacity out of the market, benefitting the solvent, well-funded players. With new PPAs expected to be signed with increase in demand clubbed with S4A, will allow many of the developers to come out of stress position.

The Reserve Bank of India has recently substituted the existing guidelines (Framework for Revitalising Distressed Assets, Flexible Structuring Scheme, Strategic Debt Restructuring Scheme (SDR), and Scheme for Sustainable Structuring of Stressed Assets (S4A)), with a "Revised Framework" for a harmonised and simplified resolution of stressed assets.

With lower capacity addition in the thermal segment and higher expected demand in future, the untied capacity (from new upcoming capacity) is expected to decline in the future, as depicted in the figure below:

Uncontracted capacity (GW)

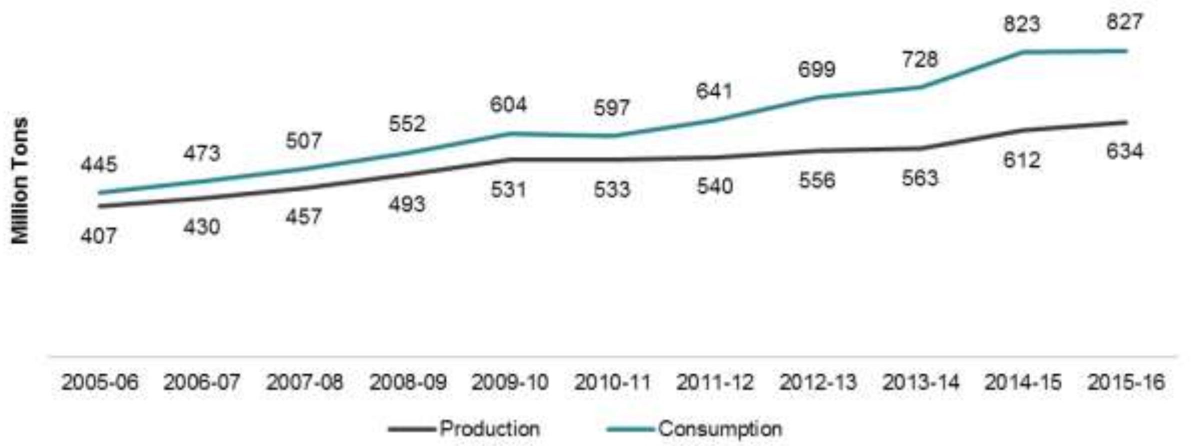


Fuel scenario and availability

As per the World Energy Outlook Report 2015, the share of coal in India's primary energy mix will rise to 49% in 2040 from the current levels of 44%. The report pegs coal consumption growth at 3.8% annually until 2040.

The figure below depicts the domestic demand and supply trends for coal:

Domestic demand and supply for coal over the past 10 years in India



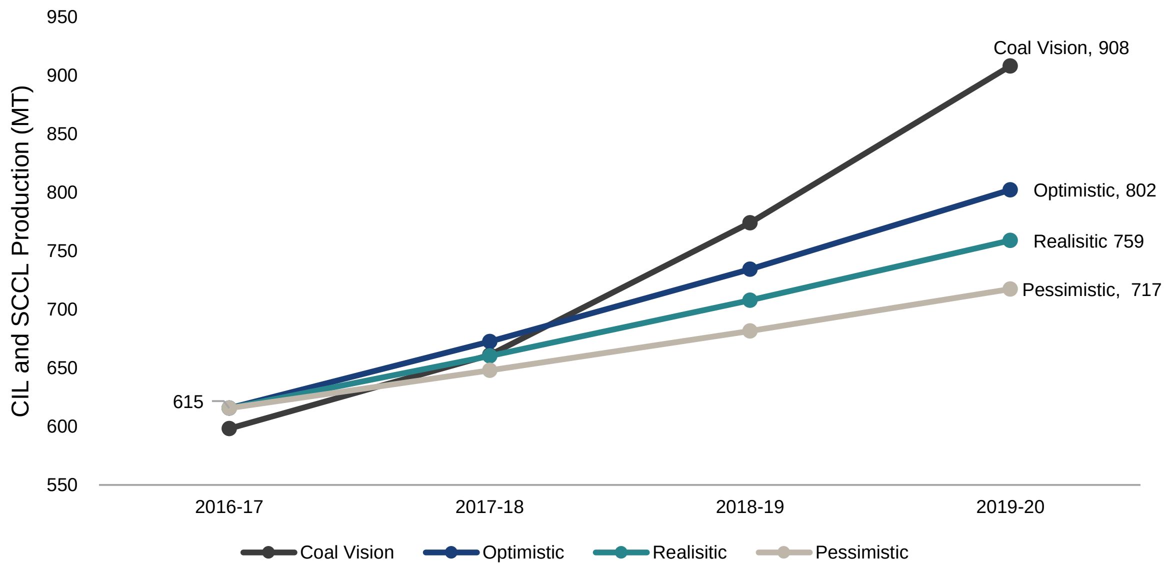
As is evident from the graph above, domestic coal production is beginning to rise and the gap between consumption and domestic supply is shrinking. Coal imports have also started to decline. From April to November in Fiscal 2016, thermal coal imports declined nearly 15% as against the same period in Fiscal 2015.

CIL registered growth in production by 7% and 9% in Fiscal 2015 and Fiscal 2016, respectively, in line with the country's plan to almost double domestic supply by 2020. CIL shall account for 80% of production while the remaining 20% will be contributed by Singareni Collieries Companies Limited and other state utilities and the private sector. The GoI has so far auctioned and allocated 75 coal blocks (31 coal blocks by way of auction) to several companies which are under various stages of implementation.

It is almost certain that domestic coal supply, particularly from CIL, will see unprecedented growth as observed during the past couple of years. However, domestic supply is unlikely to match domestic demand in the medium to long term. The ambitious plan to increase domestic coal supply will be constrained by the prevailing socio-political environment and the monopolistic nature on the supply side, which will leave scope for imports.

The Coal India Vision Document 2020 pegs the annual growth in the domestic demand for coal at more than 10% by 2020. However, this demand will be subject to several factors such as execution of renewable energy projects and the successful restructuring of ailing DISCOMS. The draft CEA report on the National Electricity Plan indicates that if the GoI's plan to reach 175 GW of renewable power is true, then domestic coal production would be sufficient to meet the thermal coal demand by Fiscal 2022. The below figure depicts different coal production scenarios under varied growth assumptions:

CIL and SCCL production scenarios (million tonnes)



Source: CEA, CIL, CRIS analysis

It would be possible for CIL to reach more than 750 million tonnes of coal production by Fiscal 2020 in spite of several socio-political hurdles. One of the major bottlenecks of coal evacuation is likely to be managed through operationalization of key railway links. Commissioning of these lines will improve the coal evacuation capacity.

Historical coal consumption and other factors

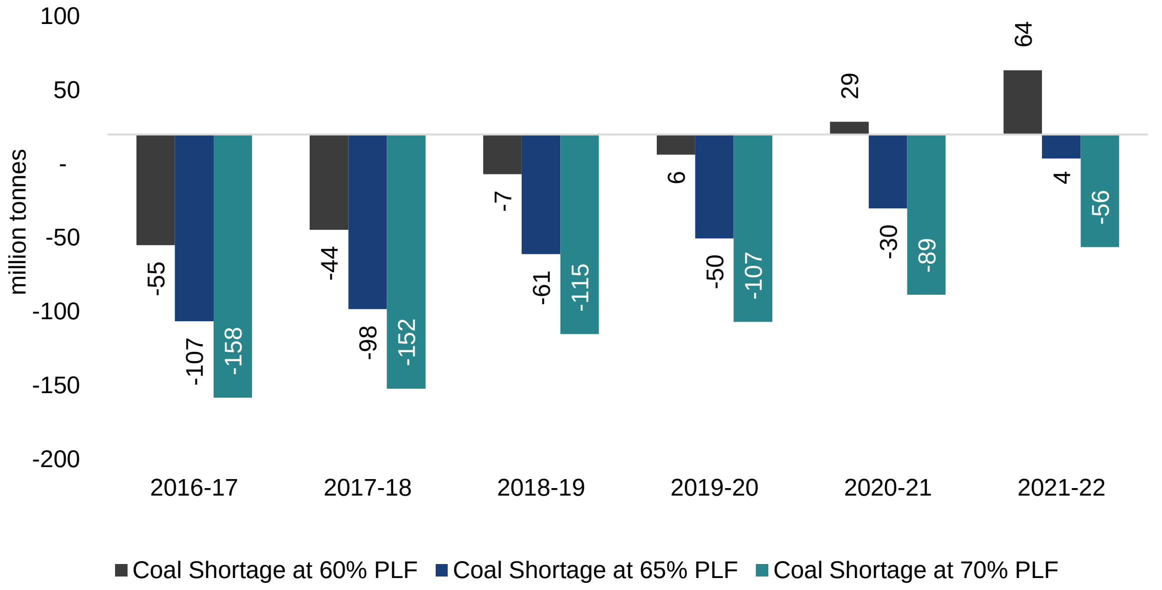
Financial year	Coal for power generation (million tonnes)	Thermal PLF	Installed coal capacity (GW)
2011	387	75%	94
2012	418	73%	112
2013	455	70%	130
2014	489	66%	145
2015	530	64%	165
2016	546	62%	185

Source: CEA, CRIS analysis

The capacity utilized is the PLF multiplied by the total capacity in that year. It clearly shows that even though the PLF is decreasing, there is a continuous increase in coal consumption due to addition of extra capacity each year.

Excluding around 14 GW of imported coal based capacity, the domestic coal shortage has been estimated under three different scenarios of PLF, i.e., 60%, 65% and 70%.

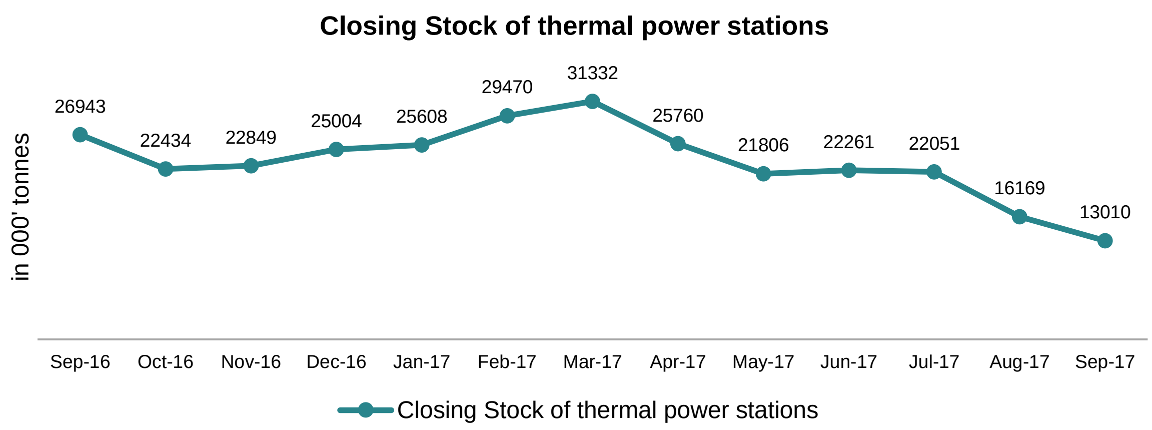
Projections of domestic coal shortages (including captive)



Source: CRIS analysis

It is seen from the figure above that domestic coal available may not be adequate to meet the coal requirement if the average PLF level increases in future.

Closing stock of thermal power stations



Source: CEA

In the past 12 months, the closing stock of coal all over India has been dwindling. The decreasing closing stock indicates an increase in the consumption of coal and, thereby, an increase in the consumption of electricity. The lower coal stock may also be due to lower coal production and issues with its delivery at the generating plants. In per MW terms, the coal stock has also reduced from 176 tonnes to 72 tonnes per MW from March 2017 to September 2017.

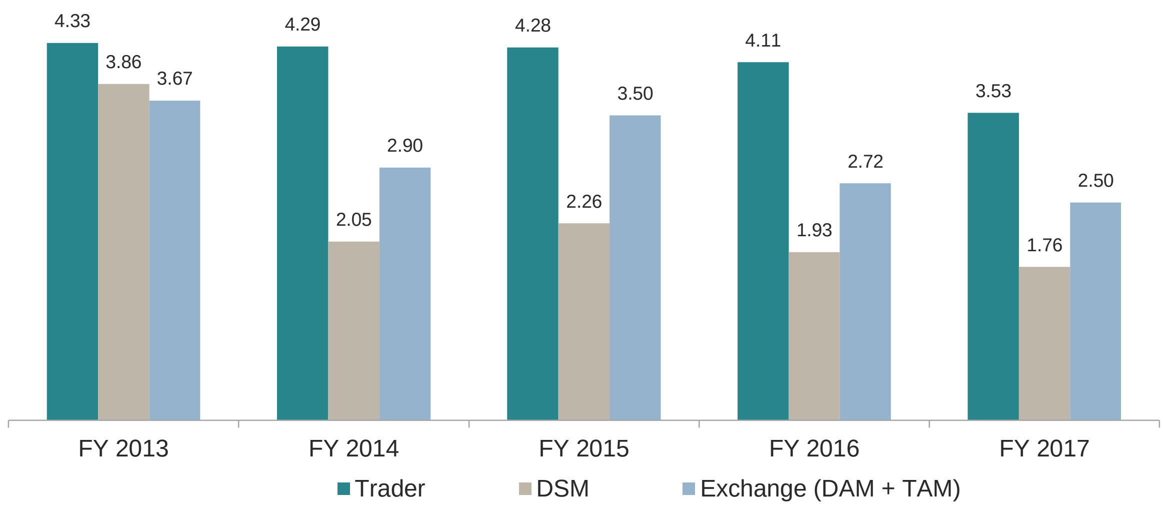
India appears to be the only significant bright spot in an otherwise declining or, at best, stagnant global coal market. Despite ambitious plans for renewable capacity addition, coal is going to be the mainstay in the total electricity mix. Declining offtake from the different subsidiaries of CIL and the muted response to its linkage auction are only temporary. Once demand drivers start having their impact, demand for coal will gain momentum. Various initiatives for coal sector reform will surely improve domestic supply. However, India will continue to import coal for many years in order to meet the coal requirement for its coastal power plants.

Analysis of Likely Costs and Tariffs

Historical Prices for Short-Term Power Market

The average price discovered on exchanges has consistently been lower than that in long-term contracts.

Weighted average price of traded power (Rs/kWh)

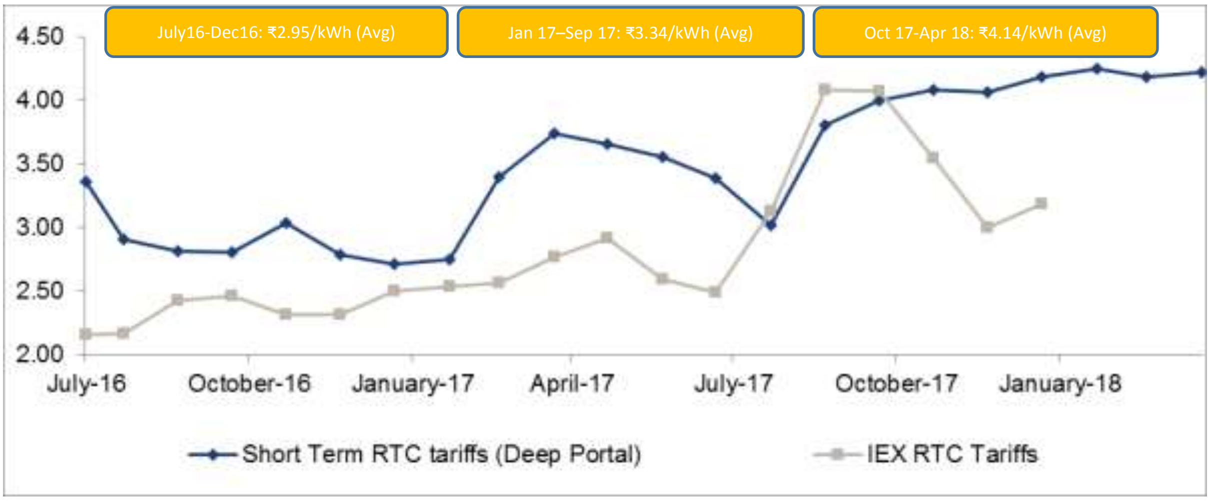


Source: Reports on Short-term Power Market in India, CERC

The weighted average price discovered on exchanges was Rs 2.50 per kWh in Fiscal 2017, as compared with long term tariff reaching Rs 4.00 per kWh. Going forward, expected improvement in the financial health of DISCOMS, supported by implementation of UDAY, '24x7 Power for All', shortage in domestic coal supply, and diminishing supply overhang, can result in increased tariffs on the exchanges.

Further, significant renewable-based capacity in the medium term will increase DISCOMS' dependency on the short-term market to mitigate exposure to variability of its supply curve, which may also push up tariffs in short-term markets. As observed from the following figure, the recent short-term tariff has also shown an increasing trend:

Trend of short-term tariff (₹/kWh)



Source: DEEP portal and IEX short term power procurement

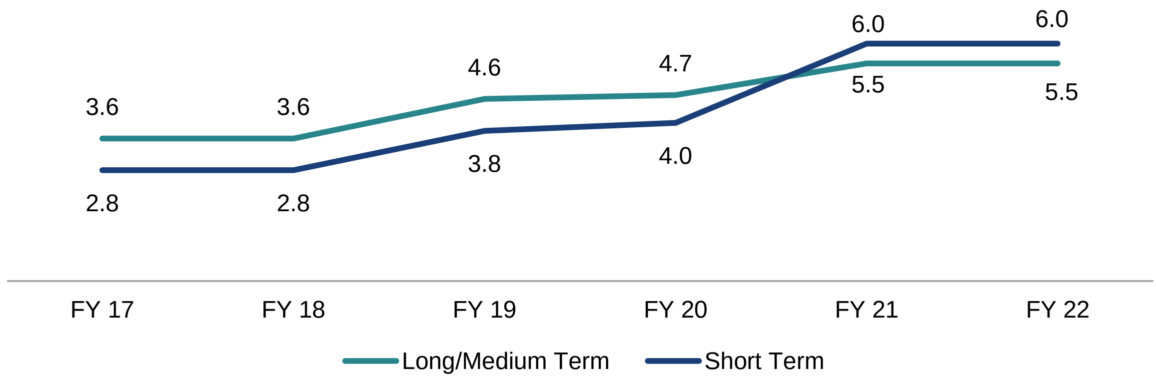
Increase in short-term power tariff may again reverse DISCOMS' strategy of buying power from the short term market towards long/medium term contracts. This progressive shift towards prudent decision-making by DISCOMS, with respect to procurement of long/medium and short term power in the right mix will help the exchanges to reflect actual market prices.

Overview of Long, Medium and Short Term Power Tariffs

Likely tariffs in the short and long/medium term for future tie-ups will depend on utilization of total available uncontracted capacity in the country. Invariably it will also depend on the availability of domestic coal. Surplus power available in the market *vis-à-vis* demand reduces with increased utilization of uncontracted capacity. Thus, a rise in utilization of uncontracted capacity will result in an increase in long/medium term and short term power tariffs.

Expected clearing prices for both long/medium term and short term is shown in the following figure:

Expected tariff trend for long/medium term and short term at national level



Source: CRIS Analysis

The long/medium term as well as short term power tariffs are expected to rise in the future to reach ₹6.00/kWh and ₹5.5/kWh, respectively, by Fiscal 2022.

Regulation in the Power Sector

Electricity Act, 2003 and other regulations

The central government enacted the Electricity Act, 2003 to promote competition and efficiency in the power sector against the backdrop of the ongoing economic reforms in other key sectors of the economy. The Act replaced the three existing legislations governing the power sector, namely Electricity Act, 1910; Electricity (Supply) Act, 1948; and the Electricity Regulatory Commissions Act, 1998. Prior to the Electricity Act, 2003, the electricity industry recognized generation, transmission and supply as principal activities under 'electricity supply.' Enactment of the Electricity Act, 2003 in June 2003 led to significant structural changes in the power sector, such as:

- shift from the single-buyer to multi-buyer model;
- de-licensing of generation;
- open access in transmission and distribution;
- identification of trading as a distinct activity; and
- reorganization of the erstwhile state electricity boards ("**SEBs**").

Following the Electricity Act, 2003, several policies evolved in relation to determination of tariffs, such as the National Electricity Policy, the National Electricity Plan, the National Tariff Policy and development of hydro power.

Role of various agencies

The Ministry of Power at national level is responsible for perspective planning, policy formulation, processing of projects for investment decision, monitoring of the implementation of power projects, training and manpower development and the administration and enactment of legislation with regard to thermal and hydropower generation, transmission and distribution.

All states and union territories have set up regulatory commissions to regulate and determine tariffs for distribution and transmission companies as well as for generating companies which sell power to distribution companies. The Central Electricity Regulatory Commission ("**CERC**") fulfills this responsibility for inter-state generation and transmission and also for central power utilities. The Appellate Tribunal for Electricity was established to hear appeals against the orders of adjudicating authorities (the State Electricity Regulatory Commissions ("**SERCs**"), the Joint Electricity Regulatory Commissions ("**JERCs**"), and Central Electricity Regulatory Commissions ("**CERCs**")).

Power Grid Corporation India Ltd. ("**PGCIL**") is the central transmission utility and is responsible for planning the inter-state transmission system, whereas the state transmission utilities are tasked with the development of the intra-state transmission system. The transmission lines are operated in accordance with regulations and standards of the CEA, CERC and SERC.

Power System Operation Corporation Limited ("**POSOCO**") manages the national and regional grid from the National Load Despatch Center and its five regional load dispatch centers through state-of-the-art unified load dispatch and communication facilities. The load dispatch centers are responsible for the co-ordination of the generation, transmission and distribution of electricity from moment to moment, so as to achieve maximum security and efficiency.

The power distribution system is the last leg of the electricity value chain. The main function of the power distribution system is to provide power to the premises of individual consumers. Responsibility for distribution and supply of power to end consumers rests with the states. The power distribution segment in India is largely dominated by the state government-owned distribution companies, although a few private entities are also present in the sector to serve end consumers. Traders and exchanges facilitate trading of power between generation and distribution utilities. Further, open access allows large consumers to procure power through traders, exchanges or captive generation.

Market and regulatory structure of the power sector in India

Source: CRIS

Policy	Ministry of power	State Government
Planning	Central Electricity Authority	State Government
Regulation	Central REC	State REC
Dispute Resolution	Appellate Tribunal	Appellate Tribunal
System operators	National LDC / Regional LDC	State LDC
Generation entities	Central Government owned generating stations	State Government owned generating stations
	IPPs selling in multiple states	IPPs selling in single state
Transmission entities	Central Transmission Utility (PGCIL)	State Transmission Utility
Market Intermediaries	Traders & Exchanges	Traders
Distribution entities	-	State and Private Distribution utilities

GoI initiatives

UDAY

The UDAY scheme aims to achieve efficiency and sustainability of DISCOMS by strengthening the financial state of DISCOMS. This is achieved through four initiatives:

- improving operational efficiencies of DISCOMS by lowering average aggregate technical and commercial ("**AT&C**") losses to 15% from the current level of over 24%;
- reducing cost of power;
- reducing interest cost of DISCOMS; and
- enforcing financial discipline on DISCOMS through alignment with state finances.

A year and a half after the scheme's official launch, AT&C losses in many of the states are already showing improvement. States such as Gujarat and Karnataka have outperformed targets.

As on November 2017, 27 states and four union territories have signed MoUs under UDAY. With states issuing UDAY bonds worth approximately Rs 1.725 trillion until October 2016, DISCOMS' financial health is expected to improve owing to reduced interest liability after transfer of debt to the respective state governments.

Although complete financial turnaround of all DISCOMS may be difficult to achieve by the end of Fiscal 2022, many of the states are expected to show considerable improvement in cost recovery. Such improvement in cost recovery is a clear sign of growth in the sector, which will provide the private players the much required comfort to make larger investments.

FAME Scheme

The Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India ("**FAME**") scheme was launched in 2015 under the National Electric Mobility Mission Plan ("**NEMMP**") to support the development and manufacturing eco-system of the hybrid and electric vehicles market. The objective of the scheme is to provide fiscal and monetary incentives for adoption and market creation of hybrid and electric vehicles in the country.

The key aims of the scheme include:

- developing technology that promotes hybrid or complete electric vehicles;
- creating demand for EVs through incentives and promotions;
- incentivising vehicle manufacturers and supporting them in pilot projects; and
- developing infrastructure to support EVs.

The scheme covers hybrid and electric vehicles, which include mild hybrid, strong hybrid, plug-in hybrid and battery-powered vehicles. Under the FAME scheme, 99,000 vehicles have received support by way of demand incentives. In addition, the Department of Heavy Industry has approved numerous pilot projects, charging infrastructure projects and technological development projects aggregating approximately Rs 155 crore.

The 'Saubhagya' project for rural electrification

In September 2017, the GoI launched the Pradhan Mantri Sahaj Bijli Har Ghar Yojana ("**Saubhagya**") project to provide electricity connections to over 40 million families in rural and urban areas by December 2018. The main objective of the scheme is to fund the cost of last-mile connectivity to participating households.

Key features of the scheme:

- The scheme will cover three million households: 2.5 million households in rural areas and 0.5 million households in urban areas.

- The households for free electricity connections will be identified through data from Socio Economic and Caste Census (“**SECC**”) 2011.

- Electric consumption will be paid by customers as per the prevailing tariff charged by DISCOMS.

- Solar power packs of 200 to 300 watt peak capacity (“**Wp**”) with battery banks will be provided to un-electrified households located in remote and inaccessible areas.

The connections will be provided free-of-charge to households that are below the poverty line.

By providing electricity to households with prepaid and smart meters, demand will be created, which will support DISCOMS. This will help in global change commitments as kerosene will be substituted with electricity for general lighting activities. Providing electricity to villages would also have a multiplier effect on economic activities and job creation. This will improve India’s per capita power consumption from the current 1,122.0 kWh, which is among the lowest in the world.

While the Saubhagya scheme targets to provide electricity connections to more families, ensuring reliable supply over 24 hours would still be a challenge that needs to be addressed.

‘24x7 Power for All’

‘24x7 Power for All’ is a joint initiative of the GoI and State Governments with the objective to provide 24x7 power to all households, industries, commercial businesses and other entities by Fiscal 2019. The ‘24x7 Power for All’ program estimates an investment requirement of approximately ₹3,000 billion. Such investments would cater to network expansion, system strengthening, as well as loss reduction measures.

BUSINESS

*Unless otherwise specified in this section, references to "we", "us" or "our" or words of similar import refers to our Company together with its subsidiaries SGIL and SGPL on a consolidated basis after the Corporate Reorganization. See "**History and Other Corporate Matters – Corporate Reorganization**" on page 155 for further details on the Corporate Reorganization.*

Overview

We are a leading independent power producer ("**IPP**") in India, led by a strong management team with extensive experience and a successful track record of identifying, developing and operating power generation assets across the thermal and renewable power sectors in India. As of December 31, 2017, we had a total power generation capacity of approximately 4.07 GW, comprising approximately 3.57 GW of operating generation capacity and 0.50 GW of generating capacity under construction. Additionally we have been informed by Solar Energy Corporation of India ("**SECI**") that we have been awarded an additional 0.30 GW of wind power capacity in the third SECI wind power auctions conducted in February 2018, taking our overall power generation capacity to approximately 4.37 GW. We have a well-balanced and diversified portfolio of power assets, which together provide cash flow stability, growth and potential profitability upside. As of December 31, 2017, our portfolio comprises:

- two fully-operational thermal power assets with four 0.66 GW supercritical coal-fired units, having a total power generation capacity of 2.64 GW located in the state of Andhra Pradesh, India;

- 34 wind energy assets with a total power generation capacity of approximately 1.39 GW located across seven states in India; this includes approximately 0.50 GW in two wind power assets that we are currently constructing in the states of Tamil Nadu and Gujarat, India; and

- three solar power assets with a total power generation capacity of 0.04 GW located in the states of Rajasthan and Gujarat, India.

We sell power generated from our operational assets under a combination of long-term and short-term power purchase agreements ("**PPAs**") to central government agencies, state-owned distribution companies ("**DISCOMs**"), private customers, as well as on the spot market. Over 62% of our total capacity (over 96% of our renewables capacity and over 40% of our thermal capacity) is under long-term PPAs with DISCOMs, private customers and power trading companies, ensuring stability of cash flows and potential upside in a tightening power market.

We are promoted by Sembcorp Utilities Pte. Ltd. ("**SCU**"), which is part of the Sembcorp group and a wholly-owned subsidiary of Sembcorp Industries Ltd. ("**SCI**"), which is listed on the main board of the Singapore Exchange. The Sembcorp group is a global conglomerate present across in 15 countries across five continents, with businesses in energy, water, on-site logistics, marine and urban development. Globally, the Sembcorp group has facilities with approximately 11 GW of gross power capacity and water and wastewater treatment plants with a combined capacity of approximately nine million cubic meters per day. The Sembcorp group is a developer and provider of energy, steam, water, natural gas and on-site logistics solutions serving both industrial and municipal customers. The Sembcorp group's capabilities extend across diverse fuel sources such as natural gas, coal and renewables. It has an established track record in executing large-scale greenfield energy and water projects globally. Our management processes, including our commitment to the environment and sustainability, aim to reflect the robust governance practices of the Sembcorp group.

We are currently operating in the growing Indian energy market, where we are well-positioned to benefit from positive market trends. According to CRISIL, the current scenario of peak power surplus is expected to reverse by Fiscal 2020 resulting in a peak power deficit that is expected to grow to approximately 5% by Fiscal 2021. This is due to a number of factors, including favorable Government of India ("**GoI**") regulations and policies, GoI's strong commitment towards electrification of households and transportation, growth in the Indian economy, and increasing urbanization and industrialization. The tightening power supply-demand balance is resulting in an increase in thermal power tariffs, which will enable us to contract a little over half of our open thermal capacity at higher tariffs with creditworthy DISCOMs in rapidly growing states. In the renewable energy sector, competitive bidding through reverse auctions enables developers with strong engineering and operating capabilities like us to secure large capacities with creditworthy customers. For example, our competitiveness is demonstrated by the fact that we are the largest cumulative winner to date to win 0.80 GW of wind power capacity in the recent three wind power auctions conducted by SECI in 2017 and 2018, according to CRISIL. See "***Industry – Recent development in renewable energy***" on page 98 for more details on the recent SECI wind bids. Our capabilities position us well for future growth, keeping in view GoI's commitment to achieving 175 GW of renewable energy capacity by 2022. Furthermore, the trend of growing transparency across the Indian power sector in the form of open power auctions, transparent coal allocation, and publication of performance data, benefits players such as us with financial strength and robust corporate governance practices.

Our thermal power assets, the SEIL Power Plant and the SGPL Power Plant, located on the eastern coast of southern India, are designed for more sustainable power production. Our thermal power assets are based on supercritical power generation technology, which allows them to operate at lower emission levels compared to subcritical power plants. They use sea water for their power generation operations, which eliminates the need to use precious ground water. All of our coal is transported through coastal and trans-ocean shipping, with last-mile connectivity through two closed-pipe coal conveyor belt systems. This assures safety, reliability and environmental compliance of our coal logistics. We have also ensured the reliability and cost competitiveness of our thermal power assets through a number of measures. Our thermal power assets are designed for a wide range of coal grades, which that allows us to source coal cost-effectively. The supercritical technology that we use is well-suited to effectively cope with the intra-day demand swings prevalent in India. Our fuel supply agreements ("**FSA**") for the supply of domestic coal with Mahanadi Coal Limited ("**MCL**"), a subsidiary of Coal India Limited ("**CIL**"), and with reputable suppliers of imported coal in Indonesia, South Africa and other countries, ensure reliable access to low-cost coal from diverse sources and insulates us from coal shortages in India. Our thermal power assets are located close to the Krishnapatnam port, a deep-water port, allowing us to minimize transportation costs by deploying larger ships. Our operating processes also give us the capability to run our plants at optimal heat rates with minimum auxiliary consumption. These factors have helped us and SGPL achieve an average plant load factor ("**PLF**") of 85.43% and 75.63% at the SEIL Power Plant and the SGPL Power Plant respectively for the period between April and December 2017, which is well above the market average of 60% for the same period, according to the Central Electricity Authority ("**CEA**") Monthly Generation Reports.

We operate renewable power assets across seven states in India through SGIL, which we recently acquired. This has given us deep experience in site selection, project development, commissioning, operations and optimization, power contracting, financing and receivables management across the country. With recent forays into in-house engineering, procurement and construction ("**EPC**") and in-house operation and maintenance ("**O&M**"), we are further strengthening our capabilities and competitiveness. We work with a diversified set of high quality equipment suppliers, in order to evaluate, select and deploy the latest technology equipment on an arms-length basis to be cost competitive in our chosen location. We believe that we have the ability to maximize production and availability of our wind power assets through constant, active equipment performance optimization and monitoring, which improves our asset viability and margin. We have adopted the Sembcorp group's stringent criteria for asset selection, with a disciplined bidding approach that includes comprehensive risk assessments to protect returns. Based on our capabilities, we have been successful in building up a wind portfolio of 0.89 GW comprising 604 wind turbines with an average PLF of 22.24% and 22.75% for the nine months ended December 31, 2017 and December 31, 2016, respectively. Our competitiveness is also evidenced by our track record in the recent SECI wind auctions in 2017 where we secured an additional 0.50 GW of long-term PPAs with SECI and PTC India Limited. We were also successful in acquiring an additional 0.30 GW of wind power capacity in the recent wind power auctions conducted by SECI in February 2018.

Finally, across our renewable and thermal businesses, our policy is to maintain a prudent, conservative capital structure. This is evidenced by our low debt-to-equity ratio of 66:34 on a proforma basis after giving effect to the Corporate Reorganization as of September 30, 2017, with our cost of borrowing for our renewable and thermal businesses being 9.61% (including short-term loans and letters of credit) and 9.20%, respectively. We intend to continue to manage an efficient capital structure, with the future capital requirements of our growth projects being funded through operating cash flows from our thermal and renewable power business after servicing existing debt and external financing.

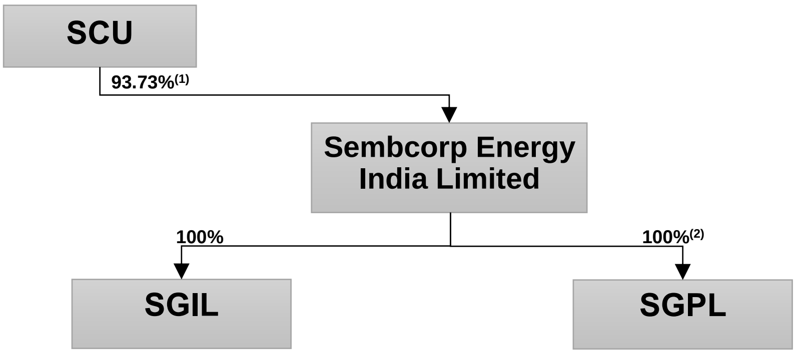
Corporate reorganization

Until February 2018, we only had one operating asset, the SEIL Power Plant consisting of two operating 660 MW units. In February 2018, through the Corporate Reorganization (as defined below), Sembcorp group's thermal power and renewable energy assets in India were consolidated under our Company. As a result of the Corporate Reorganization that became effective in February 2018, our Company acquired 100% of the equity shares of SGPL and SGIL (the "**Corporate Reorganization**"). Accordingly, SGPL's thermal power plant and SGIL's diversified portfolio of wind and solar assets in India, comprising assets in operation and under construction form a part of our consolidated assets. Our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus relate to periods prior to the Corporate Reorganization and therefore only include the financial results of the SEIL Power Plant. See "***Financial Statements of our Company - Restated Consolidated Financial Statements***" on page 286 for our financial statements prior to the Corporate Reorganization. See "***History and other Corporate Matters – Corporate Reorganization***" on page 155 for more details on the Corporate Reorganization.

We have included in this Draft Red Herring Prospectus the unaudited Pro Forma Financial Statements for the six months ended September 30, 2017, as of and for the Fiscal ended March 31, of our Company, which shows the impact of the Corporate Reorganization on our Company as if the Corporate Reorganization had occurred on April 1, 2016. See "***Proforma Condensed Financial Statements***" on page 343.

See "***Proforma Condensed Financial Statements***" on page 343, which shows the impact of the Corporate Reorganization on our Company as if it had occurred on April 1, 2016. See "***Financial Statements of our Company - Restated Consolidated Financial Statements***", "***SGIL's Consolidated Financial Statements***" and "***SGPL's Financial Statements***" on pages 286, 448 and 357, respectively for our financial position prior to the Corporate Reorganization, see "***History and other Corporate Matters – Corporate Reorganization***" on page 155 for more details on the Corporate Reorganization.

The following chart provides a snapshot of our organizational structure as of the date of this Draft Red Herring Prospectus:



(1) Under the terms of the Supplementary Agreement, GEVPL has the right to exercise a call option prior to the filing of the Red Herring Prospectus. If this option is exercised by GEVPL, it will result in a transfer of Equity Shares by SCU to GEVPL. As a result, GEVPL's shareholding in our Company will increase to 12.15%, with a corresponding decrease in SCU's shareholding to 87.85%. For further details, see "***History and Certain Corporate Matters – Material Agreements***" on page 155.
(2) On February 19, 2018, our board approved SGPL's merger into our Company and are in the process of filing the relevant merger application with the National Company Law Tribunal. Once this scheme is approved by the National Company Law Tribunal and made effective, SGPL will be merged in to our Company with effect from April 1, 2017.

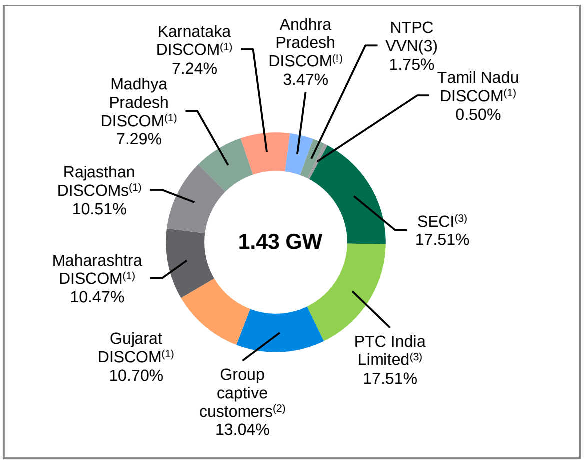
Our Competitive Strengths

Well-balanced and diversified portfolio of high-quality renewable and thermal power assets with stability, growth and potential profitability upside

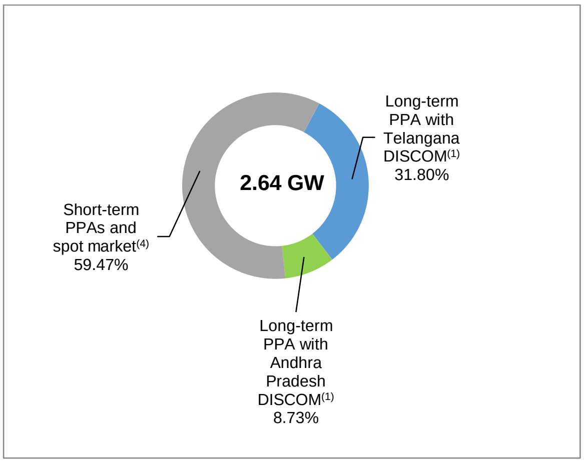
We own and operate a diversified and well-balanced portfolio of thermal and renewable energy assets giving us a favorable mix of stability, growth and profitability upside. Over 62% of our total capacity (over 96% of our renewable capacity and over 40% of our thermal capacity) is contracted under long-term PPAs with DISCOMs, private customers and power trading companies, ensuring stability of cash flows. Our renewable power assets that we operate through SGIL, which we recently acquired, has one of the highest installed renewable capacity as a percentage of total generation capacity among other IPPs in India, according to CRISIL. Our robust and growing portfolio of renewable energy assets, against a background of favorable GoI regulations, provide us with significant experience for further growth, potential profitability upside and sustainable capacity expansion in the renewable energy sector in India. Increases in thermal power tariffs and tightening markets are set to enable us to contract our remaining thermal capacity under long-term PPAs, short-term agreements and on the spot market at favorable tariffs, providing potential profitability upside.

We have a diverse and balanced mix of customers, which reduces our financial risk exposure. We sell power generated from our operational assets under a combination of long-term and short-term PPAs to central government agencies, DISCOMs and private customers as well as on the spot market.

The following charts depict of our customer mix across our businesses. See "***– SEIL Power Plant - power off-take arrangements***" "***– SGPL Power Plant - power off-take arrangements***", "***– Our wind power business- off-take arrangements***" and "***– Our Solar Power Business - power off-take arrangements***" on pages 131, 132, 133 and 139, respectively for more details on our power off-take arrangements.



Renewable power customers



Thermal power customers

Note:

(1) Refers to state DISCOMS with whom we have entered into long-term for the supply of power generated at our renewable and thermal power assets.
(2) Refers to power supply agreements entered into with private customers for the supply of power generated at our renewable energy assets on a group captive basis.
(3) Refers to power trading companies with whom we have entered into power supply contracts for the supply of power generated at our wind and solar power assets. NTPC-VVN refers to NTPC Vidyut Vyapar Nigam Limited. Does not include the 0.30 GW of wind power capacity that we recently won at the recent SECI wind power auctions conducted in February 2018.
(4) Refers to thermal power generated at our thermal power assets that is traded on the spot market and sold under short-term PPAs.

Our renewable and thermal power assets have an average asset life of approximately 30 years. The SEIL Power Plant and the SGPL Power Plant commenced full commercial operations in September 2015 and February 2017, respectively, while our first wind and solar power assets commenced commercial operations in September 2007 and November 2011, respectively, highlighting our portfolio's substantial remaining asset life, potential for cash flow stability and profitability upside. Approximately 99% of our assets have a remaining asset life of more than 20 years and approximately 92% of our assets have a remaining asset life of more than 25 years.

Promoted by a reputed sponsor with a proven track record, robust corporate governance and commitment to sustainability

We are promoted by SCU, which is a wholly-owned subsidiary of the parent company of the Sembcorp group, SCI. The Sembcorp group is a leading global conglomerate in the energy, water, on-site logistics, marine and urban development sectors. SCI is listed on the main board of the Singapore Exchange and as at December 2017, it is 49.46% owned by Temasek Holdings (Private) Limited, the investment holding arm of the Government of Singapore. The Sembcorp group is a global conglomerate present in 15 countries across five continents, with businesses in energy, water, on-site logistics, marine and urban development. Globally, the Sembcorp group has facilities with approximately 11 GW of gross power capacity and water and wastewater treatment plants with a capacity of approximately nine million cubic meters per day. The Sembcorp group forms vital partnerships with their customers and stakeholders, and provides essential solutions through core businesses, which include utilities, marine and energy. The Sembcorp group is a developer and provider of energy, steam, water, natural gas and on-site logistics solutions to both industrial and municipal customers. It produces energy from diverse fuel sources, including gas, coal and renewable sources, including energy from waste. The Sembcorp group has an established track record and proven capabilities in executing large-scale greenfield energy and water projects globally, leveraging on its core competencies in identifying, developing, financing, constructing, operating, and maintaining power, water, and wastewater treatment projects. SCI is an index component stock of the Straits

Times Index, the MSCI Singapore Index, the FTSE Developed Asia Pacific ex-Japan Index, the SGX Sustainability Leaders Index and the Dow Jones Sustainability Asia Pacific Index.

Our management processes, including our commitment to the environment and sustainability, aim to reflect the robust governance practices of the Sembcorp group. The Sembcorp group adopts a disciplined investment and evaluation process. We have also adopted the Sembcorp group's stringent criteria for asset selection with a disciplined bidding approach that includes comprehensive risk assessments to protect returns. Investment opportunities are screened by us using a robust investment approval process that evaluates the resource availability, technical specifications, environmental impact, and sources of funds and commercial viability of each project. The multi-staged approval process ensures that technical, commercial, and financial discipline is maintained for all of our investments.

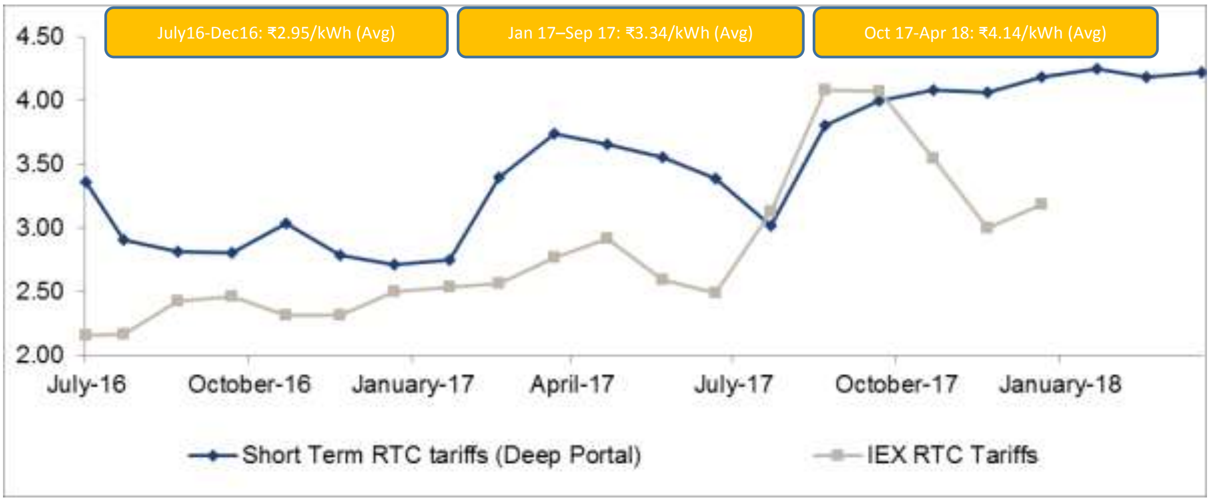
We also embrace the Sembcorp group's commitment to environment and sustainability as set out in the Sembcorp group's sustainability policy. The principles of the Sembcorp group's sustainability policy are applied throughout our management systems and processes and we adopt a precautionary approach to avoid or minimize negative impact. The Sembcorp group adopts environmentally-responsible processes for power generation and in the rest of its utilities businesses. For example, in 2016 the Sembcorp group did not withdraw any ground water for its power operations, supplied 154 million cubic meters of desalinated water to water-stressed communities and treated 77.00 million cubic meters of wastewater for its customers.

In line with the Sembcorp group's track record of efficient and responsible power generation, we have implemented mechanisms to generate sustainable power. Specifically, we use supercritical technology for our operations, as such technology allows operations at higher temperatures and pressures, reduces emissions, enables higher efficiencies and is more sustainable than subcritical technology. We also do not depend on ground water for our operations and use seawater from the Bay of Bengal, desalinating this seawater using the reverse osmosis ("**RO**") technology. Through our end-to-end supply chain, all of our coal is transported through coastal and trans-ocean shipping, and our two closed-pipe-conveyor systems that transports coal from the Krishnapatnam port to our plant site. This assures safety, reliability and environmental compliance of our coal logistics. We have also installed mechanisms to handle and utilize fly ash in our operations. See "***– Environment***" for further details.

Well-positioned to capitalize on an attractive market with increasing tariffs and favorable GoI initiatives

We operate in a robust energy market and are well positioned to benefit from favorable market trends. CRISIL expects the power deficit to grow to approximately 5% by Fiscal 2021 and the current scenario of peak power surplus to reverse by Fiscal 2020. According to CRISIL, the demand for power in India is expected to increase steadily because of a number of factors, including favorable regulatory and policy changes by the GoI, growth in the Indian economy and increasing urbanization, industrialization and technology usage in the power sector. According to CRISIL, GoI initiatives such as the '24x7 Power for All' project, the 'Make in India' initiative, the development of 'smart cities', the 'Saubhagya' project for rural electrification and increased prevalence of electric vehicles by 2030 with the implementation of the Faster Adoption and Manufacturing of Hybrid & Electric Vehicles ("**FAME**") scheme will encourage demand for electricity in India. Based on the spot price trends as of December 31, 2017 on the Indian Energy Exchange, the growth in power demand is supported by increase in thermal power tariffs and merchant tariffs in the Indian power sector. The following chart highlights the recent trend in increase in short-term tariff, according to CRISIL.

Trend of short-term tariff (₹/kWh)



Source: DEEP portal and IEX short term power procurement

This is enabling us to contract a little over half of our open thermal capacity at higher tariffs with creditworthy DISCOMs in rapidly growing states. The annual per capita consumption of electricity in India has increased by 77.7% in 11 years, from 631.4 kWh in Fiscal 2006 to 1,122 kWh in Fiscal 2017, according to reports by CEA. However, the annual per capita electricity consumption in India is still low compared to 13,155 kWh in the United States, 7,087 kWh in Germany, 5,068 kWh in China and the world average of 3,281 kWh in 2017. CRISIL expects that the total installed thermal power capacity in India will increase by 33.00 GW to 251 GW by Fiscal 2022, representing a net CAGR of approximately 3%.

According to CRISIL, most of the capacity addition is expected in the renewable space with the GoI's plan to achieve 175 GW of renewable energy capacity in India by Fiscal 2022. The GoI's voluntary commitment at the United Nations Framework Convention on Climate Change to reduce India's carbon intensity by 20% to 25% below its 2005 level by 2020, and the introduction of the National Action Plan on Climate Change ("**NAPCC**"), are key drivers for increased demand in the renewable sector. The sector has also benefitted from the steep decline in solar panel prices over the last five years and the improving efficiency of technologically advanced wind turbines with the capability to generate higher PLFs and operate in less windy areas. These factors, along with the GoI's initiative of increasing renewable purchase obligation ("**RPO**") targets have resulted in renewable energy in India becoming more competitive. See "***Industry Overview***" and "***Regulations and Policies***" on pages 98 and 143 for more details.

Trends such as the complete shift towards competitive bidding and the shift of bargaining power from original equipment manufacturers to developers have improved transparency and enabled access to cost-competitive power for consumers, according to CRISIL. The average size of power projects listed for bidding has increased, thereby creating entry barriers for smaller companies. The GoI's efforts to improve the financial condition of DISCOMs through the Ujwal DISCOM Assurance Yojana ("**UDAY**") scheme are showing positive results, according to CRISIL, which could lead to an increase in the per capita consumption of electricity in the next few years and consequently lead to the opening up of the PPA market. According to CRISIL, recent regulatory changes, including the enactment of India's new Insolvency and Bankruptcy Code, 2016 which have temporarily taken stressed capacity out of the market, benefits solvent players with financial strength such as us. These favorable trends, along with increasing tariffs for thermal power, benefit companies such as us with financial stability, robust corporate governance practices and an established track record of running and operating power projects in India.

Proven track record of being cost competitive

High quality and cost competitive equipment and technology: We deploy equipment sets from reputable suppliers and have a diversified vendor base for our operations. Our coal boilers and turbines use supercritical technology, which reduces emissions, ensures intra-day swing efficiency, allows us the flexibility to use a wide range of coal grades for our operations and reduces the amount of coal consumed to generate power, as compared to conventional subcritical technology. For our wind and solar power assets, we work with a diversified set of high quality equipment suppliers in order to evaluate, select and deploy the latest technology equipment on an arms-length basis to achieve the lowest cost of energy for our chosen sites. We believe that we have the ability to maximize production and availability of our wind power assets through constant, active equipment performance optimization and monitoring which improves our asset viability and margins. We have adopted the Sembcorp group's stringent criteria for asset selection with a disciplined bidding approach that includes comprehensive risk assessments to protect returns.

Strategically located assets enabling cost competitiveness: We rely on sea and two eight-kilometer long closed pipe-conveyor-belt systems to transport coal to our power plants, which ensures cost competitiveness and reduces our dependency on transportation by rail and road. Our location close to the Krishnapatnam port, a deep-water port, allows us to minimize transportation costs by deploying larger ships. Our operating processes give us the capability to run our plants at optimal heat rates with minimum auxiliary consumption. The proximity of our thermal power plants to the Krishnapatnam seaport, the Nellore railway station, and the national highways offers logistical and cost efficiencies. Our proximity to the Bay of Bengal enables us to use seawater for our operations instead of ground water and to receive a constant water supply for our operations. As our thermal power assets are located in the same complex, we are able to achieve substantial synergies in maintaining optimum coal inventory and management. We utilize the central transmission grid established by Power Grid Corporation of India Limited ("**PGCIL**") to evacuate power from the thermal power assets, thereby reducing risks associated with congestions at state transmission utilities. Similarly, our wind power assets are located across the top seven states in India in terms of wind power potential, and across two states in India with high solar power potential, according to CRISIL.

Stable and long-term sources of coal supply: Our thermal power plants are designed to utilize a wide range of coal grades for their operations, which allows us to source coal cost-effectively. We source our domestic and imported coal requirements from MCL and international suppliers, respectively. We source the majority of our coal requirement from MCL and import the remainder from PT Bayan Resources Tbk, Indonesia ("**Bayan**") and other international suppliers across various countries. This diversification of coal type and suppliers ensures reliable access to low-cost coal from diverse sources insulates us from coal shortages in India and allows us to blend coal of different grades within the operating parameters of our boilers, thereby lowering the average coal price. See – " ***SEIL Power Plant - Coal and water supply***" and – " ***SGPL Power Plant - Coal and water supply***" on pages 130 and 132, respectively.

Global best practices: We have an experienced in-house team with an objective to ensure revenue maximization, delivering improved cost efficiencies and greater quality control across our thermal assets. We operate renewable power assets across seven states in India, which has given us deep experience in site selection, project development, commissioning, operations and optimization, power contracting, financing and receivables management across the country. For example, our competitiveness is demonstrated by the fact that we are the largest cumulative winner to date to win 0.80 GW of wind power capacity in the recent three wind power auctions conducted by SECI in 2017 and 2018, according to CRISIL. See "***Industry Overview – Recent development in renewable energy***" on page 98 for more details on the recent SECI wind bids. With recent forays into in-house EPC and in-house O&M, we are further strengthening our capabilities and competitiveness. We recently developed wind power assets located in the state of Karnataka in India, with total wind capacity of 0.08 GW, in-house. We collaborate with our suppliers for O&M operations to ensure that our renewable assets operate based on global best practices.

These factors have helped us achieve an average PLF of 85.43% and 75.63% at the SEIL Power Plant and the SGPL Power Plant respectively for the period between April and December 2017, which is well above the market average of 60% for the same period, according to the CEA Monthly Generation Reports. We have been successful in building up a wind portfolio of 0.89 GW comprising 604 wind turbines with an average PLF of 22.24% and 22.75% for the nine months ended as of December 31, 2017 and December 31, 2016, respectively.

Sustainable investments with prudent capital structure

We have been able to maintain sustainable and viable investments in our renewable energy business and this has been demonstrated by our successful track record of winning bids for wind assets at competitive tariffs. We rely on actual quotes on equipment prices and formulate our bids after conducting thorough market analysis and engaging with our equipment suppliers and lenders to reduce costs and ensure stable returns. We fund our capital requirements for our renewable energy business through internal cash accruals from the operating renewable portfolio.

We have been disciplined in our bids for long-term and short-term thermal PPAs to leverage any increase in tariffs. See "- ***Our Thermal power Business***" on page 129 for further details. The SEIL Power Plant received 'Mega Power Project' status from the MoP in January 2017, allowing us to benefit from certain tax benefits under the GoI's Mega Power Policy. We also received provisional 'Mega Power Project' status for the SGPL Power Plant in April 2012. Our coal price is mostly pass-through under our long-term PPAs. We have optimized our supply costs by primarily using sea logistics and two closed pipe-conveyor-belt systems to transport coal to our plant sites. We do not expect to incur significant capital expenditure for our thermal business going forward, other than costs relating to flue gas desulphurization, which is an Indian regulatory requirement.

Across our renewable and thermal businesses, our policy is to maintain a prudent, conservative capital structure. This is evidenced by our low debt-to-equity ratio of 66:34 on a proforma basis after giving effect to the Corporate Reorganization as of September 30, 2017, with our cost of borrowing for our renewable and thermal businesses being 9.61% (including short-term loans and letter of credits) and 9.25%, respectively. We recently completed the refinancing of both our thermal assets after their commissioning over the past few months, which includes proceeds from SCU through a masala bond issuance by SGPL. We recently achieved financial closure for the 0.25 GW wind asset that we won in February 2017 at a lending rate of 9.00% as of December 31, 2017. In addition, we have relationships with several financing institutions providing access to long-term project financing and working capital financing on attractive terms. We hedge our financial risks though commodity and forex hedging.

Strong management team and stakeholder relationships

We are led by a management team with extensive experience in the global and Indian thermal and renewable energy sectors with an in-depth understanding of managing projects and a proven track record of performance. Members of our senior management team led by Vipul Tuli, the managing director of our Company, Juvenil Jani, the chief financial officer of our Company and Sunil Gupta, global head of renewables at SCI, have an average experience of 25 years' experience in the energy, infrastructure, and thermal and renewable energy sectors. In addition, members of our management team possess complementary skills and have extensive experience in, and knowledge of, the power industry. We have a dedicated and qualified in-house operations team to support the management, both of whom are actively involved in the entire life cycle of the asset. We recognize the importance of engaging our stakeholders to encourage open communication and build relationships. We maintain strong relationships with state DISCOMs, other customers, equipment suppliers, financial institutions, coal suppliers, the GoI and other key players. We have favorable relations with international coal suppliers due to our strong parentage. Our management processes, including our commitment to the environment and sustainability, aim to reflect the robust governance practices of the Sembcorp group.

Our Strategies

Grow our renewable energy portfolio while maintaining a strong position in the thermal market

Our focus is on growing our renewable energy portfolio, with a target to add additional renewable energy capacity every year, while maintaining a strong presence in the thermal power market. We aim to be strategic in terms of our new bids and investments, and choose the most viable option with adequate capital returns. We differentiate the performance of our wind assets by leveraging our in-house development capabilities and aim to grow our wind power business organically. We believe that our operating expertise in the wind and solar power sectors differentiates us from other players, and we plan to derive higher returns on investment with continued innovation. We intend to pursue a structured approach to expand our power generation capacity by capitalizing on our strengths and exploring synergies with our existing businesses for profitability and diversification of our risks.

We aim to continue capitalizing on opportunities offered by India's large and fast-growing electricity market and realizing benefits from the fiscal incentives provided by the GoI to support development of renewable energy generation. We bid for strategically located assets with strong wind resources to cater to morning and evening peaks, and strong solar resources to cater to the rest of the demand. While we have the ability to develop both solar and wind power portfolios, we intend to tap our solar power capabilities opportunistically and explore expanding our solar power portfolio through either organic developments or strategic acquisitions. As energy storage and ancillary service technologies become viable in India, we intend to actively pursue opportunities in these areas as well.

For our thermal power business, we seek to contract a majority of our total thermal capacity under long-term PPAs with state DISCOMs that are rapidly growing and in states with good credit record. We plan to keep the remaining thermal power capacity available for short-term PPAs and for trading on the spot market, to leverage additional thermal opportunities and benefit from higher tariffs.

Extract greater value from our existing assets

We aim to continue deploying cost efficiency measures in our operations and improve our capital structure. We expect to benefit from the Corporate Reorganization in terms of operational synergies, as our thermal power assets are located in the same complex, and benefit from a simplified corporate structure with the consolidation of our renewable energy portfolio under our Company. We are working towards co-locating our solar assets with our wind substations to deliver combined wind and solar PLFs with low capital and operational expenditure through the sharing of transmission and other common infrastructure. We also plan to pursue repowering existing wind sites with superior turbines to increase PLFs. Similar to the approach followed for our thermal assets, we are working towards shifting our O&M and engineering, procurement and construction operations for our wind assets in-house, which will allow us to better leverage expertise within the Sembcorp group in order to reduce our dependence on the turnkey approach. The complex within which our thermal power assets are located has surplus land available for expanding our operations in the future which can potentially cater to additional demand. Nellore has also been recently announced as the location for a national Coastal Employment Zone. This is likely to result in local opportunities for power, water treatment and other utilities.

Tap opportunities in new growth areas by leveraging Sembcorp group's capabilities

We plan to tap on four new growth opportunities - advanced distribution and storage solutions, in-house O&M practices, water and wastewater recycling and centralized utilities. We aim to leverage the Sembcorp group's expertise and experience to further integrate into the utility sector and become a multi-utility power company. For example, on Jurong Island in Singapore, the Sembcorp group leverages its island-wide infrastructure to provide bundled energy and water solutions as well as on-site logistics to refining, chemicals and petrochemicals customers. By outsourcing their operations to SCI, customers are able to lower their upfront capital investment and focus on their core businesses.

Maintain financial discipline and prudent capital structure

We aim to support our operations with sufficient funding obtained in a timely fashion while managing an efficient capital structure, with our debt level contained within predefined thresholds. Through thorough fiscal planning procedures, we seek to mitigate interest rate risks and maintain long-term financing at optimum levels. We also expect to finance part of our under-construction assets using accruals from our operational assets.

We enter into long-term PPAs with creditworthy counterparties, including government agencies and independent commercial businesses, along with trading on the spot market to benefit from increases in merchant tariffs. Our operating expertise and group strengths will enable us to optimize the operating performance of our assets continually, thereby minimizing O&M costs. We aim to continue adopting disciplined bidding practices to ensure that each asset is able to meet the equity return thresholds on a standalone basis. For this, we expect to leverage our management's and the Sembcorp group's expertise to maximize operating performance through asset optimizations and minimizing capital expenditure.

We intend to look continuously for opportunities to refinance our assets to reduce the cost of debt and extend our debt maturities. Our scale and operating track record will help us achieve sustainable funding with low financing costs. We will continue to manage an efficient capital structure, with the future capital requirements of our growth projects funded through operating cash flows from our thermal and renewable power business after servicing existing debt and external financing.

Our Power Assets

Our power portfolio comprises two operational thermal power assets, three operational solar power assets and 34 wind power assets which include two wind power assets that are under construction. The table below presents a summary of our assets as of December 31, 2017:

Asset	Status	Location	Capacity (MW)	Actual or expected commissioning date
Wind power assets				
Dhule	Operational[(1)]	Maharashtra	40.00	September 2007
Bharmasagar	Operational	Karnataka	36.30	October 2008
Telagi	Operational	Karnataka	23.10	February 2009
Tirunelveli	Operational	Tamil Nadu	24.00	June 2009
Theni III	Operational	Tamil Nadu	9.35	August 2010
Vagai I	Operational	Tamil Nadu	7.20	March 2011
Vagai II	Operational	Tamil Nadu	7.20	March 2011
Bhatia I	Operational	Gujarat	20.00	March 2011
Theni IV	Operational	Tamil Nadu	7.50	May 2011
Theni V	Operational	Tamil Nadu	3.00	May 2011
Bhatia II	Operational	Gujarat	20.80	February 2012
Dalot I	Operational	Rajasthan	15.00	March 2012
Theni I	Operational	Tamil Nadu	25.50	March 2012
Theni II	Operational	Tamil Nadu	24.00	May 2012
Bhud I	Operational	Maharashtra	25.50	September 2012
Dalot II	Operational	Rajasthan	45.00	January 2013
Gude	Operational	Maharashtra	18.00	June 2013
Ramdurga	Operational	Karnataka	20.00	January 2014
Bhud II	Operational	Maharashtra	43.50	March 2014
Tadas	Operational	Karnataka	4.00	March 2015
Dangri I & II	Operational	Rajasthan	70.00	March 2015
Nipania I & II	Operational	Madhya Pradesh	44.00	October 2015
Rojmal I & II	Operational	Gujarat	56.00	December 2015
Parner	Operational	Maharashtra	22.50	March 2016
Rojwas	Operational	Madhya Pradesh	60.00	March 2016
Rajgarh	Operational	Rajasthan	20.00	June 2016
Vagarai	Operational	Tamil Nadu	25.50	July 2016
A&H - GCU	Operational	Karnataka	36.00	January 2017
A&H - FIT	Operational	Karnataka	44.00	March 2017
Karadikonda	Operational	Andhra Pradesh	49.50	March 2017
Rojmal III	Operational	Gujarat	22.00	June 2017
Sadla	Operational	Gujarat	24.00	June 2017
Central Wind I	Under construction[(2)]	Tamil Nadu	249.90	August 2018
Central Wind II	Under construction	Gujarat	250.00	April 2019
Total			1,392.35	
Solar power assets				
Mervadar	Operational	Gujarat	10.00	November 2011
Bap II	Operational	Rajasthan	5.00	December 2012
Bap I	Operational	Rajasthan	20.00	January 2013
Total			35.00	
Thermal power assets				
SEIL Power Plant				
Unit 1	Operational	Andhra Pradesh	660.00	March 2015
Unit 2	Operational	Andhra Pradesh	660.00	September 2015
SGPL Power Plant				
Unit 1	Operational	Andhra Pradesh	660.00	November 2016
Unit 2	Operational	Andhra Pradesh	660.00	February 2017
Total			2,640.00	
Total (wind, solar and thermal)			**4,067.35**	

Notes:

(1) An asset is considered ***operational*** if (i) in the case of thermal power assets, the certificate of scheduled commercial operations date has been issued and the asset company is earning revenue from the sale of power; and (ii) in the case of renewable energy assets, the commissioning certificate has been issued and the asset company is earning revenue from the sale of energy.

(2) An asset is considered ***under construction*** if equipment purchase contracts have been entered into for such asset, or, in the case of assets won under competitive bidding, when the letter of award is received.

Our thermal power business

SEIL Power Plant – 1,320 MW

We own and operate the SEIL Power Plant. The SEIL Power Plant is a supercritical thermal power generation asset located in Pynampuram and Nelaturu villages in the Nellore district of Andhra Pradesh, India. The SEIL

Power Plant comprises two power generation units, each with an installed power generation capacity of 660.00 MW. The first unit commenced commercial operations in March 2015, and the second unit commenced commercial operations in September 2015. The SEIL Power Plant is located on approximately 1,508.80 acres of land partly owned by us and partly leased by Andhra Pradesh Industrial Infrastructure Corporation Limited.

For Fiscal 2017 and for the nine months ended December 31, 2017, the SEIL Power Plant operated at a PLF of 78.35% and 85.43%, respectively.

We received the 'Mega Power Project' status from the MoP, GoI in January 2017 for the SEIL Power Plant. The benefits available under the Mega Power Policy include exemption from payment of customs duty for import of capital equipment for the SEIL Power Plant, exemption from payment of excise duty for domestic procurements and deemed export benefits. Specifically, out of bank guarantees of ₹7,830 million submitted to custom authorities as security for duty-free imports of equipment, ₹7,224 million was returned to us.

SCU provides certain operational, managerial and technical services at the SEIL Power Plant under the terms of the technical services agreement effective from February 11, 2011. For further details, see "***Promoter and Promoter Group – Interests of our Promoter***" on page 185.

Coal and water supply

The SEIL Power Plant is designed to utilize domestic and imported coal for its operations in the proportion of 70% and 30%, respectively and sources its total coal requirement from domestic and international suppliers.

- *Domestic coal:* On June 22, 2013, we signed an FSA with MCL for the supply of 4.27 MTPA of coal, which constitutes 70% of our total coal requirement, to the SEIL Power Plant for a period of 20 years. The price of coal under the FSA consists of a notified base price and other charges, including transportation charges, sizing, crushing, rapid loading charges and statutory charges. If the quantity of coal delivered falls below the set threshold level under the FSA, MCL is required to pay compensation to us for such shortfall in accordance with the FSA. Further, in the event that we purchase less coal than the threshold contracted quantity of coal from MCL, we will be required to compensate MCL for the shortfall under the FSA.

- *Imported coal*: We entered into a coal sales and purchase agreement ("**CSPA**") with Bayan dated February 23, 2012 for the supply of 1.06 MTPA of imported coal to the SEIL Power Plant from a mine controlled by Bayan in Indonesia over a period of 10 years, beginning on January 1, 2015. The CSPA may be terminated if either party fails to perform its obligations under the contract or in certain other circumstances.

We rely on the railways to transport domestic coal from the MCL mines in Orissa to the Paradip Port in Odisha, India. The coal is then shipped to the Krishnapatnam port, after which it is transferred to the SEIL Power Plant through a closed pipe-conveyer-belt system. We also rely on the Krishnapatnam Port and the closed pipe-conveyer-belt system for the transportation of our imported coal to our plant site. The SEIL Power Plant has entered into a Port Services Agreement with Krishnapatnam Port on May 1, 2012 for handling coal for a period of 15 years, extendable by another 10 years in blocks of five years. In addition, we have also entered into a tripartite agreement with MCL and Coal India Limited dated August 6, 2013 pursuant to which MCL has agreed to supply imported coal to the SEIL Power Plant if it is unable to supply domestic coal as per the contracted quantities under the FSA.

The SEIL Power Plant primarily sources seawater from the Bay of Bengal. The SEIL Power Plant has a total water requirement of 86 million cubic meters per year at a PLF of 85.00%. The water supply infrastructure for the SEIL Power Plant consists of a pump house at the water intake point, pipelines to direct water to the RO plant and then to the boiler.

Power off-take arrangements

We currently sell power to the Andhra Pradesh and Telangana DISCOMs under two long-term PPAs. We also sell power generated at the SEIL Power Plant to state DISCOMs under short-term PPAs and on the spot market. We sell 1,240.00 MW of capacity generated at the SEIL Power Plant after taking into account auxiliary consumption.

- *500 MW PPA:* We entered into a PPA for the supply of 500.00 MW (net) of power generated at the SEIL Power Plant with Southern Power Distribution Company of Telangana Limited, Eastern Power Distribution

Company of Andhra Pradesh Limited, Southern Power Distribution Company of Andhra Pradesh Limited and Northern Power Distribution Company of Telangana Limited on April 1, 2013, which was amended in April 10, 2015 (the "**500 MW PPA**"). The 500 MW PPA has a term of 25 years from April 20, 2015. We have agreed to supply 500.00 MW (net) of power generated at the SEIL Power Plant to the following state DISCOMs at agreed contracted capacities:

Customer	Contracted capacity (MW)
Southern Power Distribution Company of Telangana Limited	190.10
Eastern Power Distribution Company of Andhra Pradesh Limited	79.00
Southern Power Distribution Company of Andhra Pradesh Limited	151.55
Northern Power Distribution Company of Telangana Limited	79.35
Total..	500.0

The tariff payable under the 500 MW PPA comprises power charges, inland transportation charges and capacity charges, which are both escalable and non-escalable in the proportion mentioned in the 500 MW PPA. The escalable component of capacity and energy charges are revised every six months as per the escalation rates published by Central Electricity Regulatory Commission ("**CERC**"). The SEIL Power Plant is also eligible for incentives if our availability exceeds 85.00% of the aggregate contracted capacity in a contracted year. A penalty of 20.00% may be levied against us for failure to maintain availability of at least 80.00%. Each party has the right to terminate the PPA upon the other party's default. Events of default include our failure to supply power to the 500 MW PPA Procurers up to the contracted capacity of 500.00 MW, our failure to achieve normative capacity for 12 consecutive or non-consecutive months within a continuous period of 36 months, and failure by our customers to purchase the contracted capacity of power.

- *570 MW PPA:* We entered into a long-term PPA for the supply of 570.00 MW (net) of power generated at the SEIL Power Plant with Southern Power DISCOM of Telangana Limited and Northern Power DISCOM of Telangana Limited on February 18, 2016 with the (the "**570 MW PPA**"). The 570 MW PPA has a term of eight years from March 30, 2016.

  The tariff payable under the 570 MW PPA comprises fixed charges and fuel charges incurred by us for the supply of electricity. The quoted fixed charge is paid for the first year of supply, which is revised annually based on the wholesale price index as per the terms of PPA. Fuel charges are pass through under the 570 MW PPA. In addition, the SEIL Power Plant is eligible for incentives if the plant availability exceeds 90.00% of the contracted capacity in a contracted year. Each party has the right to terminate the PPA upon the other party's default. Events of default include our failure to supply power to the relevant procurers of up to the contracted capacity, our failure to achieve normative capacity and failure by the relevant procurers to purchase the contracted capacity of power.

- *Short-term PPA and spot market sales*: The remaining capacity of 170.00 MW is sold on a short-term basis including on the spot market. These PPAs generally have a term ranging from a few days to three year. For example, we recently procured a letter of intent to supply 165.00 MW of power generated at the SEIL Power Plant to Uttar Pradesh Corporation Limited ("**UPCL**") on a short-term basis for four months.

Under the terms of the 500 MW PPA and the 570 MW PPA, a substantial portion of our coal cost is recoverable as it is either passed through to our customers or recoverable in the form of fuel cost escalation under the long-term PPAs. As a result, we are not exposed to significant risks relating to coal price fluctuations.

Technical and power evacuation

Operating equipment for thermal power assets primarily consists of steam generators, steam turbines, boilers, condensing equipment and heaters. Power is transmitted through a dedicated 400.00 KV double circuit transmission line owned by PGCIL. We entered into a transmission agreement for the evacuation and dispatch of power in the southern and western regions of India with PGCIL on December 24, 2010 for a period of 30 years. Our current evacuation arrangement with PGCIL is sufficient for evacuating power generated at the SEIL Power Plant.

Asset financing

For the SEIL Power Plant, we entered into a rupee term loan and working capital agreements with a consortium of lenders for financing, construction costs and the operations of the SEIL Power Plant. As of December 31, 2017, we had a total indebtedness of ₹ 74,513.74 million outstanding for the SEIL Power Plant.

SGPL Power Plant – 1,320 MW

The SGPL Power Plant is a supercritical thermal power generation project with an installed power generation capacity of 1,320 MW. The asset is located at the Varakavipudi and Ananthapuram villages near the Nellore district of Andhra Pradesh, India. The SGPL Power Plant comprises two power generation units, each with an installed power generation capacity of 660.00 MW. The first unit commenced commercial operations in November 2016, and the second unit commenced commercial operations in February 2017. The SGPL Power Plant is located on 1,255 acres of land of which, 1,216.88 acres is owned by us. For the nine months ended December 31, 2017 the SGPL Power Plant operated at a PLF of 75.63%.

We received provisional 'Mega Power Project' status from the MoP, GoI on April 24, 2012 for the SGPL Power Plant. As a result, we were exempt from providing a bank guarantee. The benefits available under the Mega Power Policy include exemption from payment of customs duty for import of capital equipment for our thermal power assets and deemed export benefits. We expect to receive the final 'Mega Power Project' status for the SGPL Power Plant once we contract at least 85.00% of our thermal power capacity generated at the SGPL Power Plant under long-term PPAs.

Coal and water supply

The SGPL Power Plant is designed to utilize domestic and imported coal for its operations.

- *Domestic coal:* On November 18, 2017, we signed an FSA with MCL for the supply of 4.27 MTPA of coal, which constitutes 70.00% of our total coal requirement, to the SGPL Power Plant for a period of 20 years. The price of coal under the FSA consists of a notified base price and other charges, including transportation charges, sizing, crushing and rapid loading charges. If the quantity of coal delivered for any given year falls below the set threshold level under the FSA, the supplier must pay compensation to us for such shortfall in accordance with the FSA. Further, in the event that the level of lifting falls below the threshold contracted quantity of coal from the supplier, we will be required to compensate the supplier for the shortfall in terms of the FSA. The FSA will be effective only after we execute a long-term PPA for the sale of power generated at the SGPL Power Plant.

- *Imported coal:* We currently source imported coal from international suppliers based in Indonesia and South Africa on short- and medium-term contract basis.

  Like the SEIL Power Plant, we intend to rely on the Indian Railways to transport domestic coal from the MCL mines in Orissa to the Paradip Port in Odisha, India. The coal will then be shipped to the Krishnapatnam port, after which it is transferred to SGPL Power Plant through a closed pipe-conveyer-belt system. We rely on the Krishnapatnam Port and the closed pipe-conveyer-belt system for the transportation of our imported coal to our plant site.

The SGPL Power Plant primarily sources seawater from the Bay of Bengal. The SGPL Power Plant has a total water requirement of 119 million cubic meters per year at a PLF of 85.00%. The water supply infrastructure for the SGPL Power Plant consists of a pump house at the water intake point, pipelines to direct water to the RO plant and then to the boiler.

Power off-take arrangements

We currently sell power to Power Company of Karnataka Limited under two short-term PPAs and intend to supply power to the remaining customers listed below in Fiscal 2018. The tariff under these PPAs are generally fixed.

Customer	PPA/LoI[(1)]/ LoA[(2)]	Contracted capacity (MW)	Period of PPA
Power Company of Karnataka Limited	PPA	300.00	November 8, 2017 to May 31, 2018
Power Company of Karnataka Limited	PPA	200.00	November 15, 2017 to May 31, 2018
Southern Power Distribution Company of Telangana Limited................	LoI	400.00	February 16, 2018 to April 15, 2018
Tamil Nadu Generation and Distribution Company Limited...................	LoI/PPA	250.00	January 1, 2018 to March 31, 2018
Uttar Pradesh Power Corporation Limited	LoA	300.00	May 1, 2018 to May 31, 2018
Uttar Pradesh Power Corporation Limited	LoA	500.00	June 1, 2018 to August 31, 2018
Uttar Pradesh Power Corporation Limited	LoA	500.00	September 1, 2018 to September 30, 2018
Tamil Nadu Generation and Distribution Company Limited...................	LOA	300.00	March 1, 2018 to April 30, 2018

Notes:
(1) LoI refers to letter of intent.
(2) LoA refers to letter of award.

Technical and power evacuation

Operating equipment for thermal power assets primarily consists of steam generators, steam turbines, boilers, condensing equipment and heaters. Power is evacuated through a dedicated 400.00 KV double circuit transmission line owned by PGCIL. We entered into a transmission agreement with PGCIL on June 28, 2012 and for a period of 25 years. The transmission line from the SGPL Power Plant runs between the SGPL Switch Yard and Nellore Pooling station of PGCIL.

Asset financing

For the SGPL Power Plant, we entered into a rupee term loan and working capital agreements and availed bank guarantees from a consortium of lenders for financing the cost of construction and operations of the SGPL Power Plant. We also received proceeds from SCI through the Masala Bonds issuance in tranches between December 2016 and April 2017, which was used primarily to refinance our project loans. As of December 31, 2017, we had a total indebtedness of ₹ 90,177.30 million outstanding for the SGPL Power Plant.

O&M - Thermal Power Assets

Our success depends on our ability to achieve operational efficiencies and high availability at our thermal power plants. We place a high level of importance on maximizing the operational performance and availability of the thermal power plants. The O&M of the SEIL Power Plant and the SGPL Power Plant are generally undertaken by our in-house technical team of engineers. We have built a team of experienced and qualified engineers and technicians to carry out the operations of the SEIL Power Plant and the SGPL Power Plant. In addition to the roles played by our technical team, our operations and efficiency improvement group monitors and optimizes the efficiency of our operations, while our maintenance-planning group monitors and optimizes the efficiency of our maintenance management.

As a part of our operational strategy, we continually monitor the latest technological improvements for power plant systems. We usually undertake pilot tests for operational improvements, and if feasible, proceed to implement plant improvement projects. Plant improvement projects are usually aimed at improving operational efficiency or reducing coal or fuel oil consumption, both of which directly impact our profitability. As a part of overall efficiency and predictability in operations, we have implemented leading process transformation tools that will ensure safe and sustainable operations. We received a certificate of approval from Lloyd's Register Quality Assurance Limited on April 18, 2017 for the O&M of the two 660.00 MW units at the SEIL Power Plant in accordance with International Organization for Standardization ("**ISO**") and Occupational Health and Safety Assessment Series ("**OHSAS**") standards.

Our Wind Power Business

We operate our wind power assets through SGIL, which we recently acquired. Our wind power assets are primarily located in the states of Gujarat, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, Andhra Pradesh and Tamil Nadu in India. As of March 31, 2017, the hub weight of our WEGs generally stand between 74.50 meters and 106.00 meters high, with the generator ranging from 0.80 MW to 2.63 MW in capacity, and an average rotor diameter that is typically between 53 meters and 114 meters. Each wind turbine has three blades, generally made of reinforced fiberglass or another synthetic composite material, a casing that includes and covers the gearbox, the generator and a supporting tower. The power generated by the rotor is transmitted to a generator, which produces electric current, transforming the force of the wind into electrical power. The Central Wind projects that are under construction will have WEGs that will stand up to 120.00 meters high with generator capacity of up to 2.10 MW and a rotor diameter of up to 111.00 meters.

Operational wind power assets

The following table presents key details of our operational wind power assets as of December 31, 2017:

Asset Name	Location	Subsidiary Name	Total Installed Capacity (MW)	Date of Commissioning	PPA Customer / Full Term from COD[5] (years)	Applicable Tariff (₹/unit)[1]	Asset Cost (₹ in millions)	PLF[2] (%) Fiscal 2015	Fiscal 2016	Fiscal 2017	For the nine months ended December 31,[6] 2016	2017
Dhule	Maharashtra	GIWEL	40.00	September 30, 2007	MSEDCL[4] / 13	5.00	1,971.06	19.21	19.32	21.04	24.66	21.21
Bharmasagar	Karnataka	GIWEL	36.30	October 23, 2008	BESCOM[4] / 10	3.40	2,546.37	27.26	24.36	26.84	28.66	26.69
Telagi	Karnataka	GIWEL	23.10	February 18, 2009	BESCOM / 10	3.40	1,639.60	25.20	22.70	25.85	27.65	26.94
Tirunelveli	Tamil Nadu	GIWFL	24.00	June 22, 2009	GCU[3] / 7 to 10	6.06	1,429.86	17.59	13.38	26.52	32.28	27.45
Theni III	Tamil Nadu	GIBTVL	9.35	August 19, 2010	GCU / 20	5.41	535.80	18.20	12.64	22.16	28.30	27.37
Vagai I	Tamil Nadu	GIBTVL	7.20	March 15, 2011	GCU / 18	5.15	404.70	17.15	14.17	24.14	30.75	28.75
Vagai II	Tamil Nadu	GIBTVL	7.20	March 15, 2011	TANGEDCO[4] / 20	2.78	404.70	17.15	14.17	24.14	30.75	28.75
Bhatia I	Gujarat	GIWPL	20.00	March 30, 2011	GUVNL[4] / 25	3.56	1,142.89	21.23	24.15	22.22	23.78	19.16
Theni IV	Tamil Nadu	GIWEThL	7.50	May 25, 2011	GCU / 20	5.48	453.37	21.56	15.86	27.35	34.62	29.27
Theni V	Tamil Nadu	GIWPThL	3.00	May 25, 2011	GCU / 12	5.56	182.13	22.07	16.57	27.39	34.62	29.27
Bhatia II	Gujarat	GICWL	20.80	February 14, 2012	GUVNL / 25	3.56	1,149.60	21.83	24.91	21.58	22.65	17.66
Dalot I	Rajasthan	GIWEAL	15.00	March 28, 2012	JoVVNL[4] / 20	4.69	910.46	26.10	24.37	22.38	23.76	19.95
Theni I	Tamil Nadu	GIWGL	25.50	March 31, 2012	GCU / 10	6.02	1,605.12	15.79	12.13	18.47	21.28	18.73
Theni II	Tamil Nadu	GIWPPL	24.00	May 25, 2012	GCU / 3 to 10	5.15	1,508.24	18.47	13.78	21.82	26.47	25.04
Bhud I	Maharashtra	GIBTVL	25.50	September 17, 2012	MSEDCL / 13	5.64	1,829.78	21.11	26.47	28.00	32.33	26.76
Dalot II	Rajasthan	GIWFAL	45.00	January 27, 2013	JVVNL[4] / 20	5.13	2,916.86	26.19	24.03	22.34	21.77	18.66
Gude	Maharashtra	GIWEPL	18.00	June 21, 2013	MSEDCL / 13	5.81	1,129.52	23.70	22.65	27.43	33.83	30.16
Ramdurga	Karnataka	GIWPGL	20.00	January 9, 2014	GCU / 5 to 10	6.51	1,150.68	19.57	18.84	20.55	19.82	20.72
Bhud II	Maharashtra	GIWEL	43.50	March 30, 2014	MSEDCL / 13	5.81	2,788.11	24.30	27.03	29.81	35.21	28.82
Tadas	Karnataka	GIWPGL	4.00	March 3, 2015	GCU / 10	6.79	226.11	N.M[2]	13.82	15.85	16.64	12.81
Dangri I & II	Rajasthan	GICSL	70.00	March 22, 2015	JVVNL, JoVVNL AVVNL[4]/ 25	5.64	4,149.87	N.M	17.07	16.86	17.61	19.26
Nipania I & II	Madhya Pradesh	GICSL	44.00	October 2, 2015	MPPMCL[4] / 25	5.92	2,639.99	0.00	N.M	14.02	14.11	17.54
Rojmal I & II	Gujarat	GICSL	56.00	December 31, 2015	GUVNL / 25	4.15	3,203.64	0.00	N.M	20.89	22.08	22.34
Parner	Maharashtra	GICSL	22.50	March 15, 2016	MSEDCL / 13	5.70	1,561.88	0.00	0.00	15.14	N.M.	N.M
Rojwas	Madhya Pradesh	GIWEL	60.00	March 30, 2016	MPPMCL / 25	5.92	4,086.84	0.00	N.M	17.37	19.49	16.23
Rajgarh	Rajasthan	GICSL	20.00	June 29, 2016	AVVNL / 25	5.74	1,169.92	0.00	0.00	N.M	N.M	18.65
Vagarai	Tamil Nadu	MREPL	25.50	July 5, 2016	GCU / 5 to 10	5.20	1,604.13	0.00	0.00	N.M	N.M	20.61
A&H – GCU	Karnataka	GIWPGL	36.00	January 13, 2017	GCU/ 5 to 10	5.56	3,192.48	0.00	0.00	N.M	N.M	25.45
A&H – FIT	Karnataka	GIWPGL	44.00	March 20, 2017	BESCOM / 20	4.50	3,847.61	0.00	0.00	N.M	0	29.58
Karadikonda	Andhra Pradesh	GIWSL	49.50	March 30, 2017	SPDCAL[4]/ 25	4.84	3,393.66	0.00	0.00	N.M	0	19.84
Rojmal III	Gujarat	GIWEL	22.00	June 30, 2017	GUVNL / 25	4.19	1,346.16	0.00	0.00	0.00	0	17.88
Sadla	Gujarat	GIWEL	24.00	June 30, 2017	GUVNL / 25	4.19	1,526.65	0.00	0.00	0.00	0	12.38
Total			**892.45**									

Notes:

(1) Applicable tariff is based on PPAs or the latest invoices issued and in the case of group captive customers is a weighted average figure based on invoices issued to the customer.

(2) Annual PLF is equal to (net billed units in million units ("**MU**") per year ×1000) ÷ (24 hours × 365 days × capacity of the asset in MW). PLF is not meaningful ("**N.M**") for assets that have not been operational for the full financial year.

(3) Refers to customers on a group captive basis.

(4) MSEDCL refers to Maharashtra State Electricity Distribution Company Limited; BESCOM refers to Bangalore Electricity Supply Company Limited; TANGEDCO refers to Tamil Nadu Generation and Distribution Corporation Limited; GUVNL refers to Gujarat Urja Vikas Nigam Limited; JoVVNL refers to Jodhpur Vidyut Vitran Nigam Limited; JVVNL refers to Jaipur Vidyut Vitran Nigam Limited; AVVNL refers to Ajmer Vidyut Vitran Nigam Limited; MPPMCL refers to Madhya Pradesh Management Company Limited; and SPDCAL refers to Southern Power Distribution Company of Andhra Pradesh Limited.

(5) COD Refers to date of commissioning of the assets.

(6) Nine month PLF trends may not be directly comparable to the year end PLF trends because our operations and PLF depends on seasonality

Off-take arrangements

In Fiscal 2017, we sold all of the power generated from our wind power assets to state DISCOMs though our feed-in tariff PPAs, and to group captive customers pursuant to group captive PPAs. The initial term of these PPAs generally ranges from three to 25 years, typically with an option to renew upon expiry of the initial term.

PPAs based on feed-in tariffs provide us with assured revenue and off-take through the tenure of the PPA with state DISCOMs. Feed-in tariffs are generally fixed tariffs set by State Electricity Regulatory Commission ("**SERC**") for the life of the PPA. Customers may enter into PPAs with us pursuant to orders issued by the relevant SERC. PPAs based on feed-in tariffs provide greater downside protection and do not adjust for inflation as they are fixed tariffs.

We also sell power on a group captive basis. Under the group captive scheme a procurer develops a power plant for collective usage by other commercial consumers. A power project is considered 'captive' if entities consume at least 51% of the power generated at the concerned power plant and owns at least 26% equity in the generating units. Under the terms of the PPAs with our group captive customers, we are required to enter into agreements with the local electricity board for the wheeling and banking of power from the delivery point to the end user. To the extent that a customer does not consume its contracted electricity, any electricity generated by us in excess of the shortfall in consumption is banked with the electricity board to the customer's account which can be utilized within the same fiscal year. Wheeling charges are usually borne by us and banking charges and all other charges are typically borne by the customer, although this arrangement may vary from customer to customer. In case of group captive customers, the customer must consume the minimum consumption obligation of the electricity contracted with us as per the PPA at the end of every fiscal year and no carry-forward to the next fiscal year is permitted. These PPAs may be terminated upon certain events of default following a minimum notice period of 15 days to three months. Tariff under our PPAs with group captive customers is generally fixed, however if certain portion of our contracted capacity is not purchased by the concerned group captive customer, the unpurchased capacity may be sold based on the average pooled purchase ("**APPC**") tariff which is generally variable.

We also enter into shareholder agreements with group captive customers, under which such customers subscribe to equity shares of the subsidiary that owns and operates the respective asset. Each such customer is restricted from transferring the equity shares during the term specified under the agreement. While our customers subscribe to equity shares of the subsidiary, we typically fund the subsidiary through a mix of equity shares and preference shares.

The table below provides a list of our customers in decreasing order of their revenue contribution to SGIL's revenue in Fiscal 2017 for the periods indicated:

	% Contribution to SGIL's total revenue			**Contribution to SGIL's total revenue**		
	Fiscal year			**Fiscal year**		
Customers	**2016**	**2017**	**Six months ended September 31, 2017**	**2016**	**2017**	**Six months ended September 31, 2017**
			(₹ in millions)			
GCU [(1)]	17.16%	23.85%	24.66%	968.00	1,814.76	1,437.75
Maharashtra State Electricity Distribution Company Limited	25.67%	23.39%	20.59%	1,448.58	1,779.43	1,200.19
Gujarat Urja Vikas Nigam Limited	14.54%	12.29%	10.75%	820.35	935.10	626.87
Madhya Pradesh Management Company Limited	5.60%	11.27%	10.17%	316.19	857.52	592.67
Bangalore Electricity Supply Company Limited	7.43%	6.12%	9.68%	419.42	465.89	564.30
Jaipur Vidyut Vitran Nigam Limited	15.83%	11.37%	9.11%	893.24	865.16	531.19
Southern Power Distribution Company of Andhra Pradesh Limited	0.00%	0.00%	4.86%	0.00	0.03	283.41
NTPC Vidyut Vyapar Nigam Limited	7.36%	5.49%	3.73%	415.17	418.03	217.65
Jodhpur Vidyut Vitran Nigam Limited	4.93%	3.36%	2.89%	278.04	255.57	168.46

Customers	% Contribution to SGIL's total revenue — Fiscal year 2016	2017	Six months ended September 31, 2017	Contribution to SGIL's total revenue — Fiscal year 2016	2017	Six months ended September 31, 2017
			(₹ in millions)			
AjmerVidyut Vitran Nigam Limited	1.04%	2.19%	2.61%	58.76	166.70	152.23
Tamil Nadu Power Distribution Company	0.44%	0.66%	0.95%	24.74	50.20	55.26
	100%	**100%**	**100%**	**5,642.49**	**7,608.39**	**5,829.98**

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Notes:
(1) Refers to group captive customers

O&M agreements

We generally subcontract the O&M services for our wind power assets to third-party providers, who are usually the WEG suppliers of the asset. The O&M agreements are typically effective from the commissioning date of the first or last WEG and are usually valid for a period of five to 10 years. These agreements may be terminated upon certain events of default following a minimum notice period ranging from 30 days to three months. Most O&M agreements contain options to renew once the initial term expires. We pay annual fees to our contractors, which typically increase by 5.00% per annum. Our O&M agreements generally provide for a period ranging from one to four years following the commissioning date during which our contractors provide O&M services free of cost. O&M expenses for our wind power assets during the first few years of their operations are typically not material. The services provided by the O&M contractor include coordinating with the state electricity board, patrolling the asset grounds, providing management services such as data logging for power generation and ensuring the internal grid availability and machine availability through regular scheduled and unscheduled maintenance and preparing and submitting a monthly performance report. Technical services are also provided and these include preventive, routine and corrective maintenance of WEGs, inspecting the power generating equipment and checking the technical safety and operational parameters of the equipment. The O&M contractors typically extend warranties and guarantees with regard to the performance of the WEGs and compensate us for any shortfalls in machine availability, subject to an annual monetary limit, which is typically a percentage of the annual fees. For many of our wind power assets, we have entered into agreements with the WEG suppliers to provide power evacuation infrastructure and access to our assets.

Wheeling and banking agreements

As per our PPAs with group captive customers, we enter into wheeling and banking agreements with the state electricity boards for the wheeling of power from the delivery point to the user member and banking of excess power. We are required to pay an open access fee and other charges notified by the relevant electricity commission. We have various technical obligations under such agreements and are also required to comply with safety and other regulations. These wheeling and banking agreements are typically valid for a period ranging from five to 20 years. Generally, these agreements may be terminated, among other reasons, upon certain events of default following a minimum notice period of three months.

Wind power assets under construction

We currently have two wind power assets under construction with a capacity of approximately 250 MW each, both of which are being constructed on a turnkey basis. As per the LoI for these projects, we expect to receive a tariff of ₹3.46 per unit and ₹2.65 per unit, respectively. The first 249.90 MW wind project incurred a project cost of ₹77.27 million per MW and had a debt to equity ratio of 75:25. With respect to the first wind power asset, we have entered into a long-term PPA for a period of 25 years with PTC India Limited, which will be effective once the project is commissioned. Similarly, with respect to the second wind asset we have entered into a long-term PPA for a period of 25 years with SECI, which will be effective once the project is commissioned.

We have been informed by SECI that we have won an additional 0.30 GW of wind power capacity in the third SECI wind bid conducted in February 2018, taking our overall power generation capacity to approximately 4.37 GW.

Under the relevant EPC contracts, we have engaged our WEG suppliers to supply the requisite equipment, provide civil and electrical works, install towers and transformers, assist with the plant materials, undertake work related to substation and transmission lines connectivity, commission the WEGs and facilitate land and shared services for setting up the wind power assets. The WEG suppliers also procure all necessary approvals and licenses from the relevant authorities to develop the asset. Under such agreements, if the commissioning of an asset is delayed and the delay is attributable to the WEG supplier, we are entitled to receive liquidated damages from the WEG supplier (subject to a maximum amount), typically calculated at a predetermined rate for every day or week by which the asset commission date is delayed.

Asset construction process

Wind resource assessment, financial evaluation and approval

We have a management committee appointed by the Board that approves every new project proposal undertaken by us. For the turnkey model, we analyze the asset proposal from the OEM supplier, which generally includes an energy yield estimation report, site suitability report, on-site wind mast data, evacuation details and indicative project cost. A preliminary assessment of OEM assumptions is carried out based on our experience and market intelligence in the region. We then evaluate power evacuation feasibility and the available wind resource data in-house based on our regional experience and with the help of our various software programs. We also conduct site visits to inspect the area for possible environmental and community issues, to understand the on-site details, and any possible project execution issues. After negotiating the preliminary commercials with the counterparty and accounting for all the information related to wind resource, evacuation and execution, if the project looks viable, our management committee grants its approval to the commission agencies to undertake third-party wind resource assessment and any other required studies including power flow analysis. Various diligence exercises and studies are conducted by external agencies based on raw wind data from the contractor, from neighboring projects (if any) and other required studies. A final evaluation is then carried out using relevant information gathered. On the completion of such evaluation, our management committee gives the final approval or disapproval for undertaking the project.

Our wind resource assessment is extensive and involves wind and meteorological studies carried out by reputable independent wind resource consultants. We analyze data provided by our equipment suppliers and rely on satellite data to corroborate and correlate the data from the on-site wind masts, for more accurate generation potential estimation. We then evaluate grid connectivity options, which include load flow analysis, scenarios, assessing distance to the nearest center/state owned substations and assessing the capacity of the substations to evacuate the power produced. Our analysis also takes into account transportation access, ease of construction, availability and ownership of land, environmental characteristics, capital cost, WEG size, wind conditions, climate, topography, wind variability and proximity to areas of population density, airports and other location coordinates. We then conduct a final financial evaluation to determine asset and equity rates of return, asset risk and potential countermeasures based on negotiated project cost, sensitivity analysis based on realizable tariff, financing costs and O&M costs.

Other than the turnkey model, we have recently managed the construction of the 80.00 MW asset in Karnataka, in-house. Under this approach, we engaged with third parties for the development of the asset under our direct supervision. We intend to continue managing the development of assets in-house, depending on market requirements.

Land acquisition and approvals

For a turnkey project, once a suitable site is identified and the necessary studies are complete, the land acquisition process is initiated by the OEMs, under regular active involvement of our land team. In some states, forest or revenue land may be available for long-term lease from the state government. Otherwise, freehold land is purchased. Lender security interests, regulatory approvals and local registrations are key tasks undertaken for land acquisition. For the turnkey model, we also finalize WEG supply arrangements on a comprehensive contract with WEG suppliers for the supply of equipment, civil and electrical services, installation of towers and transformers, assistance with plant materials, work related to substation and transmission lines connectivity, commissioning of the WEGs and facilitation of land acquisition and other services for setting up wind power assets.

Construction and commissioning

Construction of a substation and laying of transmission lines is carried out concurrently with the erection of the WEGs. Once functional, the commissioning certificates are obtained from the required authorities. For a wind power project with a capacity of approximately 50.00 MW, it generally takes between six to 10 months from the execution of the WEG supply agreement to commissioning of the plant, with the timelines contingent on the land availability timelines for the project.

Our Solar Power Business

We operate our solar power assets through SGIL, which we recently acquired. We currently have three operational solar power assets, located in the states of Rajasthan and Gujarat in India, with an aggregate installed capacity of 35.00 MW.

Solar power assets

The following table provides a summary of our solar power assets as of December 31, 2017:

							PLF[(3)]				
							Fiscal			For the nine months ended December 31,[(6)]	
Asset Name (Location)	**Subsidiary Name**	**Total Installed Capacity (MW)**	**Date of Commissioning**	**PPA Customer / Full Term (years)**	**Applicable Tariff [(1)](₹/unit)**	**Asset Cost (₹ in millions)**	**2015**	**2016**	**2017**	**2016**	**2017**
Merwadar (Gujarat)	GISEL	10.00	November 11, 2011	GUVNL[(4)]/ 25	15.00[(2)]	1,228.74	19.35	19.05	18.38	17.57	17.53
Bap I (Rajasthan)	GISFL	20.00	January 30, 2013	NVVNL[(4)]/ 25	9.39[(5)]	1,840.29	20.84	20.24	20.66	21.02	20.36
Bap II (Rajasthan)	GISPL	5.00	December 24, 2012	NVVNL / 25	9.44[(5)]	486.90	21.69	21.04	21.00	21.78	20.85
Total		**35.00**									

Notes:
(1) Applicable tariff is based on PPAs
(2) Tariff is ₹15 for the first 12 years and ₹5 for the remaining 13 years
(3) Annual PLF is equal to (net billed units in MU per year ×1000) ÷ (24 hours × 365 days × capacity of the asset in MW).
(4) GUVNL refers to Gujarat Urja Vikas Nigam Limited; NVVNL refers to NTPC Vidyut Vypar Nigam Limited
(5) Fixed tariff
(6) Nine month PLF trends may not be directly comparable to the year end PLF trends because our operations and PLF depends on seasonality

Off-take agreements

We enter into long-term PPAs, typically for a period of 25 years from the date of commissioning of the solar power asset with state DISCOMs and power trading companies for the supply of power generated at our solar power assets. These PPAs may be renewed on mutual consent and we typically enter into these PPAs prior to the commissioning of our solar power assets. Tariff under our PPAs for our solar power plants are generally fixed for the term of the PPA.

O&M agreements

The O&M processes of 25.00 MW of our solar power capacity is undertaken by our in-house O&M team, and for the remaining 10.00 MW of solar power capacity we have entered into O&M agreements with our EPC contractors. We have built a team of experienced and qualified engineers and technicians to carry out the operations of solar power assets. In addition to the roles played by our technical team, our operations and efficiency improvement group monitors and optimizes the efficiency of our operations and our maintenance-planning group monitors and optimizes the efficiency of our maintenance management. As a part of our operational strategy, we continually monitor the latest technological improvements for power plant systems. We usually undertake pilot tests for operational improvements, and if feasible, proceed to implement plant improvement projects. As a part of overall efficiency and predictability in operations, we have implemented leading process transformation tools that will ensure safe and sustainable operations.

The contracted O&M services with EPC contractors include providing daily generation data and real time data, deploying skilled technical personnel at the solar power plant as well as liaising with the state electricity boards, state pollution control boards and relevant governmental and local authorities. The contractor is also required to provide preventive maintenance and corrective maintenance services. We pay annual fees to our contractor, which typically increase by 5.0% per annum. The O&M agreements are typically valid for a period of 10 years with an option to renew on expiry of the initial term.

Asset development process

We conduct site identification based on satellite radiation data of solar resource-rich states and commercial considerations, such as capital costs, financial engineering and the power tariffs in a particular state. We conduct a thorough analysis of the topography, climate, transportation facilities, electrical infrastructure, grid capacity, horizontal and obstacle shading results, and land ownership status. We carry out a financial evaluation covering key areas such as asset and equity rates of return, project risk and potential countermeasures based on project cost, realizable tariff, financing costs and O&M costs. Land is generally bought from private owners or leased from the state government and the relevant approval processes are initiated. Depending on the location of the land, we may need to obtain a no-objection from the local authorities, and record the same with the local land registry, for commercial use. Construction begins after the completion of the land acquisition and the EPC contractor processes all necessary approvals and permits. The time required from the execution of the PPA to the commissioning of each solar power asset is approximately 10 to 12 months. Once the asset is operational, commissioning certificates from the state authorities are obtained.

Employees

We had 864 full-time employees as of December 31, 2017. The following table presents details of our employees by function for the periods indicated:

	As of March 31,						As of December 31,	
	2015		2016		2017		2017	
Function	Number of employees	%	Number of employees	%	Number of employees	%	Number of employees	%
Business Development	44	7	49	6	56	6	59	7
Technical services	164	27	130	16	117	13	111	13
O&M	295	49	497	62	553	64	555	64
Administration and support services	100	17	126	16	143	16	139	16
Total	**603**	**100**	**802**	**100**	**869**	**100**	**864**	**100**

We have a comprehensive code of business conduct ("**COBC**") for all our employees. To assist employees to understand the code of business conduct, e-learning courseware has been developed. The COBC sets our standard of behavior expected from our employees in key areas, including fairness and opportunity, harassment, information protection and insider trading, protection of company assets, integrity of information, political contributions, competition and anti-trust laws, health, safety and environment. We received the 'Best Management Award' from the Labor Department, Government of Andhra Pradesh in 2016.

Environment

We are committed to the environment and adhere to the Sembcorp group's global sustainability policy. The principles of the sustainability policy are applied throughout our management systems and processes, and we adopt a precautionary approach to avoid or minimize negative impact. We also ensure that our sustainability policies are adequately adapted to meet local regulatory requirements on emissions and other environmental matters in India. For example, we are in the process of implementing flue gas desulfurization units for our thermal plants as guided by India's new emission rules. In line with the Sembcorp group's material issues, we are focused on managing issues related to climate change, local environment protection and energy and water efficiency. We have implemented numerous mechanisms to handle and utilize fly ash. To avoid the use of groundwater, we desalinate seawater for our power generation processes and recirculate water for cooling purposes. We have also minimized air pollution and reduced the load on the rail network by sourcing coal using the sea routes and through a closed pipe-conveyor-belt system that transports coal from the Krishnapatnam port to our plant sites. We also rely on supercritical technologies for our operations, as they are efficient with lower emissions compared to subcritical technologies. We recognize the impact of climate change on the environment and endeavor to reduce carbon emissions by applying control measures and technologies to enhance our operating performance and efficiency. We also undertake due diligence in preventing discharges and releases, and provide timely and efficient response if there is such an occurrence. We verify the effectiveness of our environmental management practices, and focus on reduction at source. We continually monitor evolving policies around emission norms in India especially in meeting India's intended nationally determined contribution towards the reduction of carbon emissions, and endeavor to support and be in compliance with all requirements. As part of our strategy and response to climate risks and mitigation, we educate and encourage our employees and contractors to act responsibly and be mindful of environmental protection.

Safety and Risk Management

We have implemented work safety measures and standards to ensure healthy and safe working conditions for all the employees, contractors, visitors and customers at our asset sites. We have established a Health, Safety, Security & Environment ("**HSSE**") Department, which ensures compliance with applicable safety regulations and measures. We endeavor to have integrated safety systems and emergency shutdown systems for all of our operations to ensure the safe stoppage of the power generating units in abnormal conditions. As a part of our continuous effort to build a safe workplace, we have rolled out the HEART (HSE Engagement and Reinforcement Team) program at our plants to familiarize our department heads with the various challenges faced by our operations team and enable them to take corrective measures. We also conduct external audits of our safety mechanisms every year to comply with the rules under BS OHSAS ISO01:2007. We have received awards for our safety and risk management initiatives, such as the Gold Award for excellence in Occupational Health and Safety by Greentech Safety Awards in 2015.

Insurance

We maintain a number of insurance policies to cover the different risks related to our projects in accordance with the terms of our PPAs and industry practice. Such insurance policies include general liability insurance, a general health policy, a group life insurance plan and a group personal accident policy for employees, insurance coverage for fire, special perils, loss of profit on account of fire and burglary on all our assets and wind and solar power plants. Our Company has obtained a director's and officer's insurance policy to cover directors and key management personnel of our Company and our Subsidiaries. Further, our insurance covers hazards inherent to our business, such as risks of terrorist attacks, riots, work accidents, explosions, fire, earthquakes, floods and other force majeure events. This includes hazards that may cause injury and loss of life, damage and destruction of property, equipment and environmental damage. Our insurance policies may not be sufficient to cover all economic losses. For further details, see "***Risk Factors – We may not have sufficient insurance coverage to cover all possible economic losses. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, prospects, financial condition and results of operations***" on page 29.

Competition

We are a leading independent power producer in the thermal and renewable energy sector in India, and one of the leading wind developers in India according to CRISIL. The SEIL Power Plant has the highest PLF in the southern region according to CRISIL and our variable cost of the SEIL Power Plant was less than ₹2/kWh, according to the MoP. We face competition from other power generating companies in India and may face competition with respect to our uncontracted capacity, capacity that is contracted under short-term PPAs or are traded on the spot market. The installed renewable capacity as a percentage of total generation capacity of our renewable energy business is amongst the highest for IPPs in India, according to CRISIL.

Intellectual Property

We have received no objection certificates from our parent, SCU, to use the 'Sembcorp' name and logo in our name and for our operations. See "***History and Certain Corporate Matters – Material Agreements***" on page 155 for further details.

Property

Our registered office is located at 6-3-1090, 5th Floor, A Block, TSR Towers, Rajbhawan Road, Somajiguda, Hyderabad 500082 Telangana, India and our corporate office is located at 5th Floor, Tower C, Building Number 8, DLF Cybercity, Gurgaon 122002, Haryana, India. Our Registered Office is located on leased property from Deep Corporation, one of our Group Companies, for a period of six years commencing on November 5, 2013. We have the right to use the premises of our Corporate Office under a facility sharing agreement dated February 6, 2018 between our Company and Sembcorp India Private Limited, one of our Group Companies, which holds leasehold rights to such premises. For details of agreements entered into between our Company and these Group Companies, see "***Group Companies – Interests and Common Pursuits***" on page 194.

Our wind power assets are located on land purchased by us from our EPC contractors (when we acquire such assets from them) or local landowners, and forest and revenue land leased from state governments or sub-leased from EPC contractors. Our EPC contractors acquire land for our turnkey projects either directly from local landowners or by entering into long-term leases, with respect to forest or revenue land, with state governments. The term of our leases with state governments and sub-leases with our EPC contractors typically range from 17 to 30 years. We sub-lease from our EPC contractors for the remainder of the primary lease term. Our solar power assets are generally located on property purchased directly from landowners, with a portion of our Rajasthan solar power assets located on revenue land leased from the Rajasthan state government for 30 years. Our thermal power assets are located on land purchased by us from landowners or leased to us from Andhra Pradesh Industrial Infrastructure Corporation Limited.

Corporate and Social Responsibility

We collaborate with the Institute of Public Enterprise - Osmania University Campus, Naandi Community Water Services and Eye Cross Foundation for our CSR initiatives. One of the objectives of our CSR policy is to ensure that communities close to our power plants improve their standard of living. For this, we have invested in the development of the educational, healthcare and community infrastructure of neighboring villages. We regularly provide books, school bags and stationery to the local schools. We built a new classroom in Musunurivanpalem district in India, provided transportation facilities for schoolchildren and built an evening tuition center for schoolchildren. We conduct free medical camps and have installed 10 RO plants in surrounding villages to provide access to clean drinking water. We have also initiated the 'Mana Vooru, Mana Subratha' campaign to increase awareness of garbage disposal and have planned to participate in the 'Atma Gouravam Initiative' to increase awareness of and assist neighboring villages in building individual household latrines. We have also invested in skill and entrepreneurship development for nearby villages and have invested in a development center in the Krishnapatnam district of Andhra Pradesh. We also engage with the community to provide housekeeping training for local women at the SEIL campus.

We have received several awards for our CSR initiatives. We were awarded the Silver Award in renewable energy for outstanding achievement in corporate social responsibility at the Fifth Greentech CSR Awards in 2015 and received the District CSR Leadership Award in the field of public health services in 2017.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of certain sector specific relevant laws and regulations in India which are applicable to the operations of our Company and Subsidiaries. The information available in this section has been obtained from publications available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.

A. GENERAL LAWS GOVERNING GENERATION OF ELECTRICITY

Electricity Act, 2003

The Electricity Act, 2003 (the "**Electricity Act**") is the central legislation which covers, among others, generation, transmission, distribution, trading and use of electricity. Under the Electricity Act, the transmission, distribution and trade of electricity are regulated activities that require licenses from the Central Electricity Regulatory Commission ("**CERC**"), the State Electricity Regulatory Commissions ("**SERCs**") or a joint commission (constituted by an agreement entered into by two or more state governments or the central government in relation to one or more state governments, as the case may be).

The generating company is required to establish, operate and maintain generating stations, tie-lines, sub-stations and dedicated transmission lines. Further, the generating company may supply electricity to any licensee or even directly to consumers, subject to availing open access to the transmission and distribution systems and payment of transmission charges, including wheeling charges and open access charges, as may be determined by the relevant electricity regulatory commission. In terms of the Electricity Act, open access means the non-discriminatory provision for the use of transmission lines or distribution system or associated facilities with such lines or system, by any licensee or consumer or a person engaged in generation in accordance with the regulations specified by the relevant electricity regulatory commission.

Under the Electricity Act, the appropriate commission shall specify the terms and conditions for the determination of tariff, and one of the guiding factors in doing so shall be the promotion of co-generation and generation of electricity from renewable sources of energy. The SERCs under the Electricity Act are also required to promote co-generation and generation of electricity from renewable sources of energy by providing suitable measures for connectivity with the grid and sale of electricity to any person, and also specify, for purchase of electricity from such sources, a percentage of the total consumption of electricity in the area of a distribution license. Pursuant to the powers granted under the Electricity Act, various regulations and guidelines have been framed by the CERC for determination of tariff, which include, among others, the Central Electricity Regulatory Commission (Terms and Conditions of Tariff) Regulations, 2014 for determination of tariff for thermal power producers and the Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2017 for determination of tariff for renewable power producers. These regulations are not applicable to the generating station or inter-state transmission system whose tariff is discovered through tariff based competitive bidding in accordance with guidelines issued by the CERC.

The Electricity (Amendment) Bill, 2014 was introduced to amend certain provisions of the Electricity Act. Among others, the amendment empowers the GoI to establish and review a national renewable energy policy, tariff policy and electricity policy. Further, the GoI may in consultation with the state governments, notify policies and adopt measures for promotion of the national renewable energy fund, development of the renewable energy industry and for effective implementation and enforcement of related measures.

The National Electricity Policy

The GoI approved the National Electricity Policy on February 12, 2005, in accordance with the provisions of the Electricity Act.

The National Electricity Policy lays down the guidelines for development of the power sector, including renewable energy, and aims to accelerate the development of power sector by providing supply of electricity to all areas and protecting interests of consumers and other stakeholders. The National Electricity Policy provides that the SERCs should specify appropriate tariffs in order to promote renewable energy, until renewable energy power producers relying on non-conventional technologies can compete with conventional sources of energy. The SERCs are required to specify, for the purchase of electricity from renewable energy sources, a percentage of the total consumption of electricity in the area of a distribution licensee. Further, the SERCs are required to ensure progressive increase in the share of generation of electricity from renewable energy sources and provide suitable measures for connectivity with grid and sale of electricity to any person. Furthermore, the National Electricity Policy provides that such purchase of electricity by distribution companies should be through a competitive bidding process. The National Electricity Policy permits the SERCs to determine appropriate differential prices for the purchase of electricity from renewable energy power producers, in order to promote renewable sources of energy.

National Tariff Policy

The GoI notified the revised National Tariff Policy effective from January 28, 2016. Among others, the National Tariff Policy seeks to ensure availability of electricity to consumers at reasonable and competitive rates, financial viability of the sector and attract investments and promote generation of electricity from renewable sources. The National Tariff Policy mandates that SERCs must reserve a minimum percentage for purchase of solar and wind energy. Further, the National Tariff Policy also provides exemption of inter-state transmission charges and losses for electricity generated from solar and wind energy sources.

B. SPECIFIC LAWS APPLICABLE TO THE GENERATION OF THERMAL ENERGY

Central Electricity Regulatory Commission (Terms and Conditions of Tariff) Regulations, 2014

The Central Electricity Regulatory Commission (Terms and Conditions of Tariff) Regulations, 2014 (the "**CERC Tariff Regulations**") applies in all cases where tariff for a generating station or a unit thereof and a transmission system or an element thereof including communication system used for inter-state transmission of electricity is required to be determined by the CERC.

The tariff for supply of electricity from a thermal generating station shall comprise two parts, namely, capacity charge (for recovery of annual fixed cost) and energy charge (for recovery of primary fuel cost and limestone cost where applicable).

Tariff in respect of a generating station may be determined for the whole of the generating station or a stage or unit or block of the generating station, and tariff for the transmission system may be determined for the whole of the transmission system or the transmission line or sub-station or communication system forming part of transmission system.

For the purpose of determination of tariff, the capital cost of the project may be broken up into stages, units, blocks, transmission lines and sub-stations forming part of the project, if required, provided that where break-up of the capital cost of the project for different stages or units or blocks and transmission lines or sub-stations is not available and in case of on-going projects, the common facilities shall be apportioned on the basis of the installed capacity of the units, line length and number of bays and that in relation to multi-purpose hydro schemes, with irrigation, flood control and power components, the capital cost chargeable to the power component of the scheme only shall be considered for determination of tariff.

The generating company may make an application for determination of tariff for new generating station or unit in respect of the generating station or units within 180 days of anticipated date of commercial operation. The transmission licensee may make an application for determination of tariff for new transmission system including communication system or element in respect of transmission system or elements anticipated to be commissioned within 180 days from date of filing the petition.

In case of the existing projects, the generating company or the transmission licensee, as the case may be, may be allowed tariff by the Commission based on the admitted capital cost as on April 1, 2014 and projected additional capital expenditure for the respective years of the tariff period 2014-15 to 2018-19, provided that in case of the existing projects, the generating company or transmission licensee, as the case may be, shall continue to bill the beneficiaries or the transmission customers/DICs with the tariff approved by the CERC and applicable as on March 31, 2014 for the period starting from April 1, 2014 till approval of tariff by the CERC in accordance with the CERC Tariff Regulations.

Mega Power Policy

The Mega Power Policy was originally introduced by Ministry of Power, GoI, on November 10, 1995 wherein projects with capacity of 1,000 MW and more and providing power to more than one state were classified as mega power projects. The policy has been subsequently amended several times and the conditions for grant of a mega power status have been accordingly amended, including by way of the latest amendment dated September 21, 2017 (the "**Mega Power Policy**"). In terms of the Mega Power Policy, power projects with the following threshold capacity are eligible for the benefit of mega power project status:

- a thermal power plant of a capacity of 1,000 MW or more;

- a thermal power plant with a capacity of 700 MW or more, located in the States of Jammu and Kashmir, Sikkim, Arunachal Pradesh, Assam, Meghalaya, Manipur, Mizoram, Nagaland and Tripura; or

- an hydroelectricity power plant of a capacity of 350 MW or more, located in the States of Jammu and Kashmir, Sikkim, Arunachal Pradesh, Assam, Meghalaya, Manipur, Mizoram, Nagaland and Tripura; or

- a hydroelectricity power plant of a capacity of 500 MW or more.

Further, the power producer is required to tie up at least 65% of installed capacity/ net capacity through competitive bidding and up to 35% of installed capacity/ net capacity under regulated tariff as per the specific host state policy, as the case may be, approved by the respective regulators under long term power purchase agreements entered into with the state DISCOMS or such other designated agency. Additionally, the benefits under the Mega Power Policy are available to brownfield projects and provide that the threshold capacity of the unit being developed pursuant to the brownfield is not less than that of the existing units at the time of grant of the mega power status.

Fiscal concessions/benefits available to the mega power projects:

- Zero Customs Duty: The import of capital equipment would be free of customs duty for these projects;

- Deemed Export Benefits: Deemed export benefits are available to domestic bidders for projects both under public and private sector on meeting certain requirements;

Goods required for setting up of any mega power project, qualify for the above fiscal benefits after the project is certified that:

(i) the power purchasing states have granted to the regulatory commissions full powers to fix tariffs; and

(ii) the power purchasing states undertake, in principle, to privatize distribution in all cities, in that State, each of which has a population of more than one million, within a period to be fixed by the Ministry of Power, GoI.

Further, the mega power status is granted in two phases (i) provisional mega power status; and (ii) final mega power status. The benefits can only be availed upon submission of provisional mega power status certificate along with a fixed deposit receipt from any scheduled commercial bank as a security. The final mega power certificate has to be obtained within 10 years of the date of import.

Scheme for Harnessing and Allocating Koyla (Coal) Transparently in India

Coal linkage to the power sector is governed by provisions of the New Coal Distribution Policy, 2007 (the "**NCDP**"). Under the NCDP, a system of issuance of letters of assurance was introduced wherein requests for linkage or letters of assurance were forwarded to the Ministry of Power, GoI for its recommendations. These recommendations are placed before the Standing Linkage Committee which authorizes the issue of LoA. Pursuant to the Scheme for Harnessing and Allocating Koyla (Coal) Transparently in India which was introduced on May 17, 2017 ("**SHAKTI**"), allocation of linkages for power sector will be based on auction of linkages or through power purchase agreement based on competitive bidding of tariffs except for the state and the central power generating companies and the exceptions provided in National Tariff Policy, 2016. Coal drawal will be permitted against valid long term power purchase agreements and to be concluded medium term power purchase agreements.

The approved framework ensures that all projects with linkages are supplied coal as per their entitlement. This will ensure the rights of coal supplies for holders of fuel supply agreements and signing of fuel supply agreements with holders of letters of assurance.

The salient features of SHAKTI are as follows:

i. Thermal power plants shall be eligible to sign fuel supply agreements after ensuring that the plants are commissioned, respective milestones met, all specified conditions of the letters of assurance fulfilled within specified timeframe and where nothing adverse is detected against the holders of letters of assurance and the thermal power plants are commissioned before March 31, 2022;

ii. Thermal power plants, part of 78,000 MW, that could not be commissioned by March 31, 2015 shall now be eligible for coal drawal if the plants are commissioned before March 31, 2022;

iii. Actual coal supplies to all thermal power plants shall be to the extent of long term power purchase agreements and to be concluded medium term power purchase agreements;

iv. Future coal linkages shall be granted on auction basis for independent power producers who have signed power purchase agreements based on domestic coal. The independent power producers participating in auction will bid for discount on the existing tariff. The discount on tariff would be adjusted from the gross amount of bill at the time of billing. The future coal linkages for supply of coal to independent power producers who have not signed power purchase agreements shall be on the basis of auction where bidding for linkage shall be done over the notified price of coal. The letter of assurance shall be issued to the successful bidders and fuel supply agreement signed after meeting the terms of letter of assurance. Coal linkages, for independent power producers who have signed power purchase agreements based on imported coal, shall be made available through a transparent bidding process.

The Environment Impact Assessment Notification S.O. 1533(E), 2006

The Environment Impact Assessment Notification S.O. 1533(E), 2006 (the **"EIA Notification"**) issued under the Environment Protection Act, 1986 and the Environment (Protection) Rules, 1986, as amended, provides that the prior approval of the MoEF, GoI, or State Environment Impact Assessment Authority, as the case may be, is required for the establishment of any new project and for the expansion or modernisation of existing projects specified in the EIA Notification. The EIA Notification states that obtaining of prior environmental clearance for new projects includes a maximum of four stages, i.e., screening, scoping, public consultation and appraisal.

An application for environmental clearance is made after the identification of prospective site(s) for the project and/or activities to which the application relates but before commencing any construction activity, or preparation of land, at the site by the applicant. Certain projects which require approval from the State Environment Impact Assessment Authority may not require an Environment Impact Assessment Report. For projects that require preparation of an Environment Impact Assessment Report public consultation involving both public hearing and written response is conducted by the state pollution control board. The appropriate authority makes an appraisal of the project only after a final Environment Impact Assessment report is submitted addressing the questions raised in the public consultation process.

The prior environmental clearance granted for a project or activity is valid for a period of ten years in the case of river valley projects, project life as estimated by Expert Appraisal Committee or State Level Expert Appraisal Committee subject to a maximum of 30 years for mining projects and five years in the case of all other projects and activities. This period of validity may be extended by the regulatory authority concerned by a maximum period of five years.

C. SPECIFIC LAWS APPLICABLE TO GENERATION OF RENEWABLE ENERGY

Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2017

The Central Electricity Regulatory Commission has announced the Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2017 ("**Tariff Regulations**"), which prescribe the criteria that may be taken into consideration by the relevant electricity regulatory commissions while determining the tariff for the sale of electricity generated from renewable energy sources which include, among others, return on equity, interest on loan and working capital, operations and maintenance expenses capital and depreciation. Accordingly, such tariff cannot be determined independently by renewable energy power producers such as our Company. Pursuant to the National Tariff Policy, the CERC is required to determine the rate of return on equity which may be adopted by the relevant electricity regulatory commissions to determine the generic tariff, keeping in view the overall risk and prevalent cost of capital, which factors are also to be taken into consideration by relevant electricity regulatory commissions while determining the tariff rate.

The Tariff Regulations also provide the mechanism for sharing of carbon credits from approved clean development mechanism projects between renewable energy power producers and the concerned beneficiaries. Under the Tariff Regulations, the project developer is entitled to retain 100% of the gross proceeds on account of clean development mechanism project benefit in the first year after the date of commercial operation of the generating station. Subsequently, in the second year, the share of the beneficiaries will be then progressively increased by 10% every year until it reaches 50% after which the clean development mechanism project proceeds are to be shared equally between the generating company and the beneficiaries.

Guidelines for tariff based competitive bidding process for procurement of wind and solar power

The Ministry of Power has issued guidelines dated December 12, 2017 and August 3, 2017 for procurement of wind and solar power, respectively through tariff based competitive bidding process including standardisation of the process and defining of roles and responsibilities of various stakeholders (the "**Competitive Bidding Guidelines**"). The Competitive Bidding Guidelines aim to enable the distribution licensees to procure wind power at competitive rates in a cost effective manner.

The Competitive Bidding Guidelines are applicable for procurement of (i) wind power from grid-connected wind power projects having (a) individual size of 5 MW and above at one site with minimum bid capacity of 25 MW for intra-state projects, and (b) individual size of 50 MW and above at one site with minimum bid capacity of 50 MW for inter-state projects; and (ii) solar power projects having a size of 5 MW and above.

The Competitive Bidding Guidelines also make provisions for compensation for grid unavailability and backing-down, robust payment security mechanism, standardisation of bidding process, risk-sharing framework between various stakeholders through provisions like change in law, force majeure, and measures in case of default of procurer as also by generator.

Renewable Purchase Obligations

The Electricity Act promotes the development of renewable sources of energy by requiring the relevant electricity regulatory commission to ensure grid connectivity and the sale of electricity generated from renewable sources. In addition, it requires the relevant electricity regulatory commission to specify, for the purchase of electricity from renewable sources, a percentage of the total consumption of electricity within the area of a distribution licensee, which are known as renewable purchase obligations ("**RPOs**"). Pursuant to this mandate, most of the relevant electricity regulatory commission have specified solar and non-solar RPOs in their respective states. In terms of the RPO regulations, RPOs are required to be met by obligated entities (that is, distribution licensees, captive power plants and open access consumers) by purchasing renewable energy, either by entering into PPAs with renewable energy power producers or by purchasing renewable energy certificates.

The RPO regulations require the obligated entities to purchase power from renewable energy power producers such as our company. In the event of default by an obligated entity in any fiscal, the relevant electricity regulatory commission may direct the obligated entity to deposit an amount determined by the relevant electricity regulatory commission into a fund to be utilized for, among others, the purchase of renewable energy certificates. Additionally, pursuant to the Electricity Act, a defaulting obligated entity may also be liable to pay penalty as determined by the relevant electricity regulatory commission.

In May 2015, the Supreme Court of India upheld a regulation that made it compulsory for captive power plants and open access consumers to purchase electricity to fulfil their RPOs. This landmark judgment is expected to increase the demand for renewable energy by captive players and also improve the marketability of renewable energy certificates in India.

Renewable Energy Certificate Mechanism

The Central Electricity Regulatory Commission (Terms and Conditions for recognition and issuance of Renewable Energy Certificate for Renewable Energy Generation) Regulations, 2010, were enacted to develop the market in electricity from non-conventional energy sources by issuance of transferable and saleable credit certificates ("**REC Mechanism**"). The REC Mechanism provides a market based instrument which can be traded freely and provides means for fulfilment of RPOs by the distribution utilities/consumers. Under the REC Regulations, there are two categories of certificates, i.e. solar certificates issued to eligible entities for generation of electricity based on solar as renewable energy source and non-solar certificates issued to eligible entities for generation of electricity based on renewable energy sources other than solar. The REC Regulations determine the quantum of such certificates to be issued to the eligible entities and the method of dealing in the certificates.

The National Load Despatch Centre is the central agency which oversees the REC Mechanism, including, inter alia, registration of eligible entities, issuance of certificates, maintaining and settling accounts in respect of certificates, acting as repository of transactions in certificates and such related functions of the REC Mechanism as may be assigned by the CERC. There are certain conditions which are now imposed on electricity generating company, distribution licensee and captive generation plant to be eligible to apply for REC.

Central Electricity Regulatory Commission (Indian Electricity Grid Code) Regulations, 2010

The Central Electricity Regulatory Commission (Indian Electricity Grid Code) Regulations, 2010, as amended (the "**IEGC Regulations**"), provide for, inter alia, guidelines and standards to be followed by various persons in the system for planning, developing, maintaining and operating the power system in the most secure, reliable, economic and efficient, and facilitating competition in the generation and supply of electricity. The primary objective is to facilitate large-scale grid integration of solar and wind generating stations and maintaining grid stability and security.

In terms of the IEGC Regulations, wind and solar power generation companies are required to provide to the concerned Regional Load Despatch Centre ("**RLDC**"), in a format as prescribed by RLDC, the technical specifications at the beginning and whenever there is any change. The data relating to power system parameters and weather related data as applicable is also required to be provided by such generators to the concerned RLDC in real time. The wind and solar power generators which are regional entities along with the concerned RLDC are required to forecast the quantum of power to be supplied. The wind and solar generators which are regional entities will have the option of accepting the concerned RLDC's forecast for preparing its schedule or provide the concerned RLDC with a schedule based on its own forecast. Any commercial impact on account of deviation from schedule based on the forecast chosen by the wind and solar generator has to be borne by it. The charges payable for deviation from schedule by the wind and solar generators which are regional entities, are delinked from frequency and accounted for and settled in accordance with the provisions of the Central Electricity Regulatory Commission (Deviation Settlement Mechanism and related matters) Regulations, 2014. Further, the schedule by wind and solar generators which are regional entities (excluding collective transactions) may be revised by giving advance notice to the concerned RLDC in the manner set out in the IEGC Regulations.

Guidelines for Development of Onshore Wind Power Projects, 2016

The Ministry of New and Renewable Energy (the "**MNRE**") first issued guidelines for orderly growth of wind power sector in the country by development of wind power projects in July, 1995. These guidelines were subsequently revised from time to time, including in the year 1996. The MNRE issued guidelines for development of onshore wind power projects on October 22, 2016 (the "**MNRE Guidelines**") with the objective of facilitating development of wind power projects in an efficient, cost effective and environmentally benign manner taking into account the requirements of the project developers, state and national imperatives. The MNRE guidelines, among others, make provisions for land use permission, type certification and quality assurance, micrositing, metering, real time monitoring and hybridization.

Jawaharlal Nehru National Solar Mission

The Jawaharlal Nehru National Solar Mission ("**JNNSM**") was approved by the GoI on November 19, 2009 and launched on January 11, 2010. The JNNSM has set a target of 100 GW of solar power in India by 2022 and seeks to implement and achieve the target in three phases (Phase I from 2012 to 2013, Phase II from 2013 to 2017 and Phase III from 2017 to 2022). The target will principally comprise 40 GW rooftop solar power projects and 60 GW large and medium scale grid connected solar power projects. The JNNSM aims at creating conditions for rapid scale up of capacity and technological innovation to drive down costs towards grid parity. In addition, the GoI on March 22, 2017 sanctioned the implementation of a scheme to enhance the capacity of solar parks from 20,000 MW to 40,000 MW for setting up at least 50 solar parks each with a capacity of 500 MW and above by 2019 or 2020.

Our 20.0 MW and 5.0 MW solar power projects in Rajasthan are set up under the JNNSM.

D. STATE LAWS

Various states, from time to time, have announced administrative policies relating to wind and solar power projects and the matters relating thereto. Typically these state policies are framed by nodal agencies responsible for development of renewable energy and energy conservation in the respective states. These policies provide for, among others, procedure and approvals required for setting up of wind and solar power projects within the state and tariff rates applicable for sale of electricity from the wind and solar power plants. The tariff rates applicable to the sale of electricity and transmission and wheeling charges to be paid by a licensee for transmission or wheeling of power purchased by it are determined in accordance with the tariff orders issued by the respective state electricity regulatory commission. These tariff orders are revised from time to time. Further, in certain instances, as in the case of the applicable state policies in Karnataka and Madhya Pradesh, the state government has the first right of refusal to purchase the electricity generated. These state-specific policies and regulations have a material impact on our business because PPAs between project developers and state off-takers are entered into in accordance with the relevant state policies and regulations. Accordingly, these PPAs are standard form contracts and the project developers have no flexibility in negotiating the terms of such PPAs.

D. OTHER APPLICABLE LAWS

Real Property Laws

Transfer and development of real property in India is regulated under various law enacted by the GoI and the respective State Governments. The general principles of transfer for real property are primarily codified under the Transfer of Property Act, 1882, as amended (the "**TP Act**"), which is a central enactment. The TP Act in general covers the various types of transfers relating to real property (such as sale, lease, and mortgage), validity of restrictions and conditions imposed on transfers, rights and liabilities of transferors and transferees in real property transactions, and creation of contingent and vested interests. The operation of the TP Act is further supplemented by other central enactments such as the Indian Easements Act, 1882, the Registration Act, 1908 and the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013.

The planning, development and use of real property is usually governed by local laws which differ from one state to another. Usually, under these state laws, real property is categorised as residential, commercial, industrial or agricultural. Property classified under a particular category can be used only for such specified purpose and any variation in such use usually requires conversion permissions to be issued by the relevant town and country planning authorities. Further, every state has its own set of laws, regulations and bye-laws governing planned development and construction. In each state, the authorities usually governing building activities are the town and country planning department, municipal corporations, and village gram panchayats. These authorities regulate the issuance of consents and/or permits (such as commencement certificates, fire safety no objection certificates, occupation certificates and completion certificates) for each stage of construction and development of real property.

Other Provisions related to Land

The land used for setting up wind and solar power projects may be private land or Government-owned land (revenue land or forest land).

Private land is purchased directly from the owners. In the event such land is agricultural land, it has to be converted into non-agricultural land prior to acquiring/purchasing the land, if required by the Government. Additionally, various State legislations relating to land ceiling, consolidation, fragmentation and holding of lands may be applicable.

In case of revenue land, such land is made available to REPPs by state Governments on long-term leases based on their respective policies. Such policies specify, inter alia, the duration of leases, the rent payable by REPPS, restrictions on mortgage of leased land and a time period within which the power plant must be set up, failing which the land will revert to the relevant State Government. For example, leases are typically granted in favour of the REPP or the project developer (turnkey contractor) for a period of 30 years. The project developer subsequently sub-leases or transfers the lease relating to the land to the REPP.

In case of forest land, the MoEF announced a special policy on May 14, 2004, which is periodically updated and which elaborates the procedures and guidelines for diversion of the forest lands under the Forest (Conservation) Act, 1980 for the purpose of establishing wind power projects. Pursuant to this policy, the initial lease is for a period of 30 years. Further, the policy provides, inter alia, that:

Certain areas such as national parks and sanctuaries, areas of outstanding natural beauty, national heritage sites, sites of archaeological importance and sites of special scientific interests and other important landscapes should not be considered for wind power projects;

i. wind power projects are to be located at a safe distance from the aforementioned sites;
ii. the vane tips of the wind turbines are to be painted orange to avoid bird collisions;
iii. a safe distance of 300 metres is to be maintained between the WEGs and highways and village habitation;
iv. proposals for forest land required shall include land required for corridors between successive wind mills, statutory buildings, earthing pits, transmission lines and roads including provisions for repose, breast walls, drains, curvature etc. The proposals shall also include details of alternatives explored on non-forest lands, employment generated, cost of electricity produced by wind energy, economic viability of the project, etc.;
v. approximately 65-70% of the area leased out for the purposes of the development of wind power projects shall be utilised for developing medicinal plant gardens, wherever feasible, by the forest department, at the cost of the party using the land; and
vi. the WEGs to be set up on forest land shall be approved for use in India by the MNRE.

Other Relevant Policies

National Action Plan on Climate Change

The National Action Plan on Climate Change (the "**NAPCC**") issued by the GoI in 2008 has recommended that the national renewable energy generation standard be set at 5% of total grid purchase and that it be increased by 1% each year for 10 years, with the option for the SERCs to set higher minimum percentages than 5%, to ensure that by 2020, 15% of the total power capacity is generated from renewable energy sources. The NAPCC further provides that the GoI and State Governments may set up verification mechanisms on actual procurement of renewable based power as per the applicable standard and issue of tradable certificates in case of fulfilment of the same. NAPCC also recommends imposition of penalty under the Electricity Act in case of utilities falling short to meet their RPOs.

Labour Laws

Factories Act, 1948

The Factories Act, 1948 (the **"Factories Act"**) defines a 'factory' to cover any premises which employs ten or more workers on any day of the preceding twelve months and in which manufacturing process is carried on with the aid of power or any premises where at least twenty workers are employed in a manufacturing process.

Each state government has enacted rules in respect of the prior submission of plans and its approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that an occupier of a factory, i.e. the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is a prohibition on employing children below the age of fourteen years in a factory. The Factories Act also provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to the Company due to the nature of the business activities:

i. Contract Labour (Regulation and Abolition) Act, 1970;
ii. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
iii. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
iv. Minimum Wages Act, 1948;
v. Payment of Bonus Act, 1965;
vi. Payment of Gratuity Act, 1972;
vii. Payment of Wages Act, 1936;
viii. Maternity Benefit Act, 1961;
ix. Industrial Disputes Act, 1947;

x. Punjab Shops and Commercial Establishments Act, 1958; and
xi. Employees' Compensation Act, 1923.

Environmental laws

The projects and activities specified in the EIA Notification which are required to conduct environmental impact assessments and obtain prior environmental clearance do not include wind power projects. Further, pursuant to a notification dated May 13, 2011, the MoEF clarified that solar photovoltaic power projects are exempt from the EIA Notification.

The Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**"), Water (Prevention and Control of Pollution) Act, 1974 ("**Water Ac**t"), and the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016 ("**Hazardous Waste Rules**") aim to prevent, control and abate pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board. The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to obtain an approval from the relevant state pollution control board and to dispose of such waste without harming the environment. The Forest (Conservation) Act, 1980 ("**FCA**") read with Forest (Conservation) Rules, 2003 aim to preserve forest land and provide for restriction on the deforestation of forests or use of forest land for non-forest purpose and requires prior approval for use of forest land for any non-forest purpose. The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986 aim to protect and improve the environment and provide rules for prevention, control and abatement of environment pollution and impose obligation for proper handling, storage, treatment, transportation and disposal of hazardous wastes.

In addition, we may be subject to certain other legislations, including the Aircraft Act, 1934, the Noise Pollution (Regulation and Control) Rules, 2000 and the Coastal Regulation Zone Notification, 2011.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as "Thermal Powertech Corporation India Limited" on January 8, 2008, as a public limited company under the Companies Act 1956, at Hyderabad, with a certificate of incorporation granted by the Registrar of Companies, Andhra Pradesh, at Hyderabad. We received our certificate of commencement of business on March 25, 2008. Subsequently, pursuant to a resolution of our Shareholders dated January 27, 2018, the name of our Company was changed to "Sembcorp Energy India Limited" and a fresh certificate of incorporation dated February 10, 2018 was issued by the RoC.

Business and management

For a description of our activities, capacity/ facility creation, location of plants, technology, market segments, the growth of our Company, major suppliers, customers, environmental issues, regional geographical segment, standing of our Company with reference to prominent competitors, managerial competence, see "***Business***", "***Industry Overview***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 120, 98 and 593, respectively. For details of the managerial competence of our Company, see "***Management***" on page 170.

Changes in our registered office

Details of prior changes in the registered office of our Company are as below:

Effective date	Details of change	Reasons for change
July 28, 2008	The address of the registered office of our Company was changed from "G-103 Srinivasa Towers, Begumpet, Hyderabad 500 016, Andhra Pradesh, India" to "6-3-1090, B-1, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad 500 082, Andhra Pradesh, India".	Administrative and operational convenience
March 16, 2012	The address of the registered office of our Company was changed from '6-3-1090, B-1, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad 500 082, Andhra Pradesh, India" to "6-3-1090, C-2, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad, 500 082, Andhra Pradesh, India".	Administrative and operational convenience
June 5, 2013	The address of the registered office of our Company was changed from "6-3-1090, C-2, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad 500 082, Andhra Pradesh, India" to "6-3-1090, A-5, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad 500 082, Telangana, India".	Administrative and operational convenience

Our main objects

The main objects of our Company as contained in our MoA are:

"1. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in electric power in all its branches at such place or places as may be permitted by appropriate authorities by establishment of thermal power plants and other power plants based on any source or energy as may be developed or invented in future.

2. To construct, lay-down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipment, cables and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring to third person/s, power plants and plants based on conventional or non-conventional energy sources, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works and similar projects."

Amendments to our Memorandum of Association

Since the incorporation of our Company, the following amendments have been made to our MoA:

Date of change/ Shareholders' resolution	Nature of amendment
November 23, 2010	The authorised share capital of our Company was increased from ₹ 500,000 divided into 50,000 equity shares of ₹ 10 each to ₹ 35,000,000,000 divided into 3,500,000,000 equity shares of ₹ 10 each.

Date of change/ Shareholders' resolution	Nature of amendment
January 30, 2013	The authorised share capital of our Company was altered from ₹ 35,000,000,000 divided into 3,500,000,000 equity shares of ₹ 10 each to ₹ 35,000,000,000 divided into 3,009,803,921 equity shares of ₹ 10 each and 490,196,079 preference shares of ₹ 10 each further divided into 250,000,000 CPRCPS I of ₹ 10 each and 240,196,079 CPRCPS II of ₹ 10 each.
December 18, 2017	The authorised share capital of our Company was altered from ₹ 35,000,000,000 divided into 3,009,803,921 equity shares of ₹ 10 each and 490,196,079 preference shares of ₹ 10 each further divided into 250,000,000 CPRCPS I of ₹ 10 each and 240,196,079 CPRCPS II of ₹ 10 each to ₹ 35,000,000,000 divided into 3,500,000,000 equity shares of ₹ 10 each.
	The authorised share capital of our Company was increased from ₹ 35,000,000,000 divided into 3,500,000,000 equity shares of ₹ 10 each to ₹ 100,000,000,000 divided into 10,000,000,000 equity shares of ₹ 10 each.
January 27, 2018	Amendment of clause I of the MoA to change the name of our Company from "Thermal Powertech India Corporation Limited" to "Sembcorp Energy India Limited".

Total Number of Shareholders of our Company

As on the date of this Draft Red Herring Prospectus, our Company has 18 Shareholders. For further details on the shareholding of our Company, see "***Capital Structure - Shareholding Pattern***" on page 77.

Major events and milestones

The table below sets forth some of the major events in the history of our Company:

Calendar Year	Events and Milestones
2008	Incorporation of our Company
	Incorporation of SGIL
	Incorporation of SGPL
2011	SGIL commenced its first solar energy operation with the 10.00 MW solar project in Mervadar, Gujarat.
	Our Promoter made the first tranche of its investment in our Company through a secondary acquisition.
	Receipt of the provisional certificate for mega-power project status in respect of the SEIL Power Plant
2012	Receipt of the provisional certificate for mega-power project status in respect of the SGPL Power Plant
2013	Entered into a 500 mega-watt long term power purchase agreement with Eastern Power Distribution Company of Andhra Pradesh Limited, Central Power Distribution Company of Andhra Pradesh Limited, Northern Power Distribution Company of Telangana Limited and Southern Power Distribution Company of Telangana Limited for the SEIL Power Plant
	Our Company entered into a fuel supply agreement with Mahanadi Coalfields Limited for the SEIL Power Plant
2014	Our Promoter made the first tranche of its investment in SGPL by way of secondary acquisition
2015	Our Promoter acquired a majority stake in SGIL
	The first and second units of the SEIL Power Plant in Nellore, Andhra Pradesh received their CODs
2016	SGPL's first unit in Nellore, Andhra Pradesh received its COD
	Entered into a 570 mega-watt long term power supply agreement with Northern Power Distribution Company of Telangana Limited and Southern Power Distribution Company of Telangana Limited for the SEIL Power Plant.
2017	SGIL received a letter of award from for a new wind power project with a capacity of 249.9 MW. This was India's first national wind power tender
	SGIL received the second letter of award from for a wind power project with a capacity of 250 MW.
	SGPL's second unit in Nellore, Andhra Pradesh received its COD
	The SEIL Power Plant was granted the final mega-power project status
2018	Our Company acquired the entire share capital of SGPL and SGIL

Awards and Accreditations

Calendar Year	Awards and accreditations
2014	GIWAL (*as defined hereinafter*), one of our Subsidiaries, won the Indian Wind Power Association award for being the best performing wind farm (above 2 MW) (zone 5)
2015	SGIL won the Gold award in the renewable energy sector for its outstanding achievement in safety management at the 14th Greentech Safety Awards, 2015
	SGIL was awarded the 16th annual Greentech Environment award (gold award) in renewable energy for its outstanding achievement in environment management

Calendar Year	Awards and accreditations
	SGIL won the 5th annual Greentech CSR award (silver award) in renewable energy for its outstanding achievement in corporate social responsibility
	SGIL was awarded the VC Circle award for being the infrastructure company of the year
2016	Our Company won the Best Management Award by the Labour Department of the Government of Andhra Pradesh
	SGIL received a special commendation for the Golden Peacock Occupational Health & Safety Award
2017	SGIL won the District CSR leadership award for the best CSR initiative in the field of public health service

Certifications

(i) Our Company's management system for the operation and maintenance of the SEIL Power Plant has been certified to be in compliance with ISO 9001:2015, ISO 14001:2015 and OHSAS 18001:2007 standards, pursuant to a certificate of registration (MUM6046294) dated April 18, 2017 issued by Lloyd's Register Quality Assurance. The certificate is valid until April 17, 2020.

(ii) SGIL's management system for the generation and supply of power through renewable energy sources has been certified to be in compliance with ISO 9001:2008, ISO 14001:2004 and BS OHSAS 18001:2007 standards pursuant to certificates of registration (44 100 133353, 44 104 133353 and , 44 116 133353 respectively) dated May 31, 2017 issued by TUV NORD CERT GmbH. The certificates are valid until September 14, 2018 and in the event that there is a transition to ISO 9001:2015, the ISO 9001:2008 and ISO 14001:2004 certificates will be valid until April 17, 2019.

Changes in activities of our Company during the last five years

There have been no changes in the activities of our Company during the last five years preceding the date of this Draft Red Herring Prospectus, which may have had a material effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors. However, in 2018, we acquired SGIL as a subsidiary which is involved in the business of generating renewable energy through its subsidiaries.

Capital raising (Equity/ Debt)

Our equity issuances in the past and outstanding debt as on December 31, 2017, have been provided in "***Capital Structure – Notes to Capital Structure***" and "***Financial Indebtedness***" on pages 71 and 619, respectively. Further, our Company has not undertaken any public offering of debt instruments since its incorporation.

Strike and lock-outs

We have not experienced any strike, lock-outs or labour unrest since incorporation.

Time/cost overrun

In respect of the SEIL Power Plant, we faced a time overrun of approximately 12 months for various reasons, including concerns regarding design parameters, interruption from the local public during the initial stages of the project, delay in the sea water pump house works, delays on account of EPC contractor in engineering, procurement and mobilization. The initial estimated scheduled commercial operations date for the SEIL Power Plant was September 30, 2014; however the actual commercial operations dates were March 2, 2015 and September 15, 2015, for the Unit I and Unit II, respectively, instead. As a consequence of such time overrun, we also faced a cost of overrun of ₹ 25,336.00 million.

In respect of the SGPL Power Plant, we faced a time overrun of approximately 16 months to start commercial operations on account of delay in works by the EPC contractor. The initial estimated scheduled commercial operations for SGPL Power Plant was in November 2015 and February 2016 for the Unit I and Unit II, respectively; however the actual commercial operations dates were November 17, 2016 and February 21, 2017, for Unit I and Unit II, respectively. As a consequence of such time overrun, we also faced a cost of overrun of ₹ 27,077.40 million.

For details of related risks, see "***Risk Factors - We have significant planned capital expenditures and may not be able to raise the additional funds required to meet these requirements, which could have an adverse effect on our business and results of operations***" on page 25.

Defaults or rescheduling of borrowings with financial institutions/banks, conversion of loans into equity by the Company

There are no defaults or rescheduling of borrowings with financial institutions, banks or conversion of loans into equity in relation to our Company.

Injunctions or Restraining Order against our Company

There are no injunctions or restraining orders against our Company.

Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc.

There has been no revaluation of our assets since the incorporation of our Company.

Except as disclosed below, our Company has not acquired any business or undertaking, or entered into any scheme of merger or amalgamation.

Corporate Reorganization

In accordance with the Supplementary Agreement (*as defined hereinafter*), on February 15, 2018 our Company acquired 2,876,277,940 equity shares of SGPL, constituting 100% of its share capital (87.97% from our Promoter and 12.03% from GEVPL and its nominees). In consideration of such transfers, our Company allotted an aggregate of 680,800,132 Equity Shares to the transferors on February 15, 2018. Accordingly, SGPL which was previously a subsidiary of our Promoter, SCU, is now a Subsidiary of our Company. Similarly, on February 15, 2018, our Company acquired 204,250,288 equity shares of SGIL, constituting 71.57% of its share capital from our Promoter and its nominees, in consideration of which, our Company allotted an aggregate of 1,887,955,813 Equity Shares to the transferors. Subsequently, on February 21, 2018, our Company further acquired 81,144,899 equity shares of SGIL, constituting the remaining 28.43% of its equity share capital, from IDFC Private Equity Fund III. Accordingly, SGIL, which was previously a subsidiary of our Promoter, SCU, is now a Subsidiary of our Company. For details of the Supplementary Agreement, see "***– Material Agreements***" below.

Proposed Merger

On February 19, 2018, both our Board and the board of directors of SGPL passed resolutions approving the merger of our wholly owned subsidiary, SGPL, into our Company, such that, upon implementation of the Proposed Merger, the entire undertakings of SGPL, including all its properties, assets, liabilities, reserves and surplus will be transferred to our Company as a going concern and the equity shares held by our Company in SGPL (either held in its own name or through its nominee(s)) will stand cancelled and extinguished in entirety (since our Company (itself and through its nominees) is currently the only shareholder of the SGPL). Accordingly, implementation of the Proposed Merger will not result in any change in the capital structure of our Company.

Our Company and SGPL are in the process of filing a scheme of merger with the National Company Law Tribunal in relation to the Proposed Merger.

Material Agreements

(i) Amended and restated Share subscription agreement cum shareholders' agreement, dated February 24, 2014 entered into among our Company, our Promoter, GEVPL, Gayatri Projects Limited ("GPL") and nominees of GEVPL which includes G Sivakumar Reddy, T.V. Sandeep Kumar Reddy, Sarita Reddy, Indira Subbarami Reddy and Brij Mohan Reddy (the "SEIL SSSA"); and (ii) the Supplementary Agreement No. 1 to the Share Subscription cum Shareholders' Agreement dated March 30, 2015 relating to SGPL and the Amended and Restated Share Subscription cum Shareholders' Agreement dated February 24, 2014 relating to our Company dated January 8, 2018 entered into among our Company, our Promoter, GEVPL and SGPL ("Supplementary Agreement")

Pursuant to investments made in our Company from time to time by SCU and GEVPL, the parties entered into the SEIL SSSA, to record their mutual rights and obligations as shareholders of our Company. In accordance with the terms of the SEIL SSSA, each shareholder of our Company is entitled to nominate a director on our Board for every 15% of the share capital held by it in our Company. However, it has been agreed under the Supplementary Agreement that GEVPL shall have the right to nominate a director on our Board as long as it holds at least 5% of our Equity Share capital (as it exists on the date of this Draft Red Herring Prospectus) and each other shareholder shall be entitled to nominate one director for every 15% of our Equity Share capital (as it exists on the date of this Draft Red Herring Prospectus) held by such shareholder. Further, certain matters like entering into transactions (or series of transactions) with related parties for an amount exceeding USD 1 million per transaction; and making a capital expenditure or acquisition of assets for expansions in excess of USD 30 million in any Fiscal can be undertaken by us only on the receipt of affirmative votes from our Promoter and GEVPL.

In accordance with the terms of the letter agreement dated February 20, 2018 issued by our Company to our Promoter, GEVPL and GPL ("**Letter Agreement**"), the TPCIL SSSA will automatically terminate in its entirety with effect from the commencement of the listing of the Equity Shares on any recognised stock exchange in India, without requiring any further action by any party. However, in accordance with the terms of our Articles of Association (as they will exist upon commencement of listing of our Equity Shares on a recognized stock exchange in India), GEVPL shall have the right to nominate one director on our Board as long as it holds at least 5% of our Equity Share capital (as it exists on the date of this Draft Red Herring Prospectus) and SCU will be entitled to nominate one director as long as it holds at least 15% of our Equity Share capital (as it exists on the date of this Draft Red Herring Prospectus) held by such shareholder, subject to these rights being approved by our shareholders by way of a special resolution, at the first general meeting held post listing of our Equity Shares.

In accordance with the terms of the Supplementary Agreement, our Company has undertaken the Corporate Reorganization, by purchasing (i) 87.97% and 12.03% stake in SGPL from our Promoter and GEVPL, respectively, in lieu of which Equity Shares were issued to our Promoter and GEVPL in the ratio agreed among the parties; and (ii) 71.57% stake in SGIL from our Promoter, in lieu of which Equity Shares were issued to our Promoter in the agreed ratio.

Further, under the Supplementary Agreement, GEVPL has the right to exercise a one-time call option to purchase further Equity Shares from our Promoter, for cash, such that if the call option is exercised, GEVPL's shareholding in our Company will increase to 12.15% of our paid-up Equity Share capital and correspondingly our Promoter's shareholding in our Company will reduce to 87.85% of our paid-up Equity Share capital. In the event that GEVPL does not exercise such call option and it lapses, GEVPL's shareholding in our Company will be 6.27%. The call option can be exercised by GEVPL upon the earlier of: (i) 30 days prior to the filing of the red herring prospectus with SEBI; or (ii) 25 May 2021. Additionally, under the Supplementary Agreement, GEVPL has agreed, among other things, that: (a) it shall not dispute the valuation of the Equity Shares that shall be offered in this Offer; and (b) our Promoter will have unfettered rights to conduct the process of this Offer in the manner that it deems fit and GEVPL, shall at all times and in every manner extend full cooperation in good faith and exercise its rights, including its voting rights in the Company, as the case may be, to fulfil its obligations.

Other Agreements

Other than material agreements listed above, our Company has not entered into any material agreement other than in the ordinary course of business carried on or intended to be carried on by our Company in the two years preceding this Draft Red Herring Prospectus.

Holding Company

Our Promoter, SCU, which holds 93.73% of our paid-up and issued share capital as on the date of this Draft Red Herring Prospectus, is our holding company.

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has 29 Subsidiaries. The details in respect of our Subsidiaries are mentioned below.

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
1.	TPCIL Singapore Utilities Pte. Ltd. ("**TSUPL**")	Incorporated as a private limited company under the Companies Act (Cap 50) of Singapore on November 18, 2014. The registered office of TSUPL is located at 30 Hill Street #05-04 Singapore 179 360.	The issued, subscribed and paid up share capital of TSUPL is SGD 24,000 divided into 24,000 ordinary shares of SGD 1 each	Our Company currently holds 100% of the issued, subscribed and paid-up equity share capital of TSUPL.	While TSUPL is currently not engaged in any business activity, it is authorized under its constitutional documents to carry on the business of general importers and exporters, buyers and sellers, general merchants, commission agents, and wholesale or retail dealers of articles of all kinds and descriptions and whether manufactured or in a raw state and to buy, sell,

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
					exchange or otherwise deal in the same forms of energy and power and their related products.
2.	Sembcorp Gayatri Power Limited ("**SGPL**")	Incorporated as NCC Vamsadhara Power Project Limited under the Companies Act 1956 on June 12, 2008. Its name was later changed to NCC Power Projects Limited and a fresh certificate of incorporation consequent upon such change in name was issued to SGPL on September 17, 2008. Further, the name of the company was changed to Sembcorp Gayatri Power Limited and a fresh certificate of incorporation consequent upon such change in name on February 29, 2016 was issued to it. The registered office of SGPL is located at 6-3-1090, 5th Floor, A Block, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad 500 082, Telangana, India.	The authorized share capital of SGPL is ₹ 50,000,000,000 divided into 5,000,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid up share capital of SGPL is ₹ 28,762,779,400 divided into 2,876,277,940 equity shares of ₹ 10 each	Our Company (directly and through its nominees) holds 100% of the issued, and paid-up equity share capital of SGPL.	SGPL is authorized under its constitutional documents to carry on the business of generating, producing, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, developing, handling, protecting, supplying and acting as agent, broker, representative, consultant, collaborator, or otherwise to deal in electric power.
3.	Sembcorp Green Infra Limited ("**SGIL**")	Incorporated as Green Infra Limited under the Companies Act 1956 on April 3, 2008. Consequent to a change in the name to Sembcorp Green Infra Limited, a fresh certificate of incorporation dated April 28, 2015 was issued to it. The registered office of SGIL is located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana.	The authorized share capital of SGIL is 10,000,000,000 equity shares divided into 950,000,000 equity shares of ₹ 10 each and 50,000,000 preference shares of ₹ 10 each. The issued, subscribed and paid up equity share capital of SGIL is ₹ 2,853,951,870 divided into 285,395,187 equity shares of ₹ 10 each.	Our Company currently holds 100% of the issued, and paid-up equity share capital of SGIL.	SGIL is authorized under its constitutional documents to carry on the business of owning, operating, sourcing, acquiring, designing, developing, engineering, constructing, maintaining, financing, investing, bidding, trading of green (environmentally friendly or contributor to green-house gas abatement or sustainable) or clean-technology (innovative products and services that optimize the use of natural resource or reduce the negative environmental impact of their use) infrastructure projects and/ or related assets or products or activities like non-conventional energy

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
					generation and transmission, energy efficiency improvement and clean-technology environment development; and in business of generating, procuring, pooling, selling, and trading of certified emission reduction units (CERs) and voluntary emission reduction units (VERs) or equivalent financial benefits/ certificates/ instruments arising due to greenhouse gas abatement processes.
4.	Green Infra Wind Ventures Limited ("**GIWVL**")	Incorporated under the Companies Act 1956 on December 28, 2010, in New Delhi. The registered office of GIWVL is located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India.	The authorised share capital of GIWVL is ₹ 2,200,000,000 divided into 120,000,000 equity shares of ₹ 10 each and 100,000,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up capital of GIWVL is ₹ 1,960,300,000 divided into 96,030,000 equity sharesof ₹ 10 each and 100,000,000 preference shares of ₹ 10 each.	GIWVL is an indirect subsidiary of our Company, with 100% of the issued, subscribed and paid-up equity and preference share capital of GIWVL being held by SGIL (through its nominees).	GIWVL authorized under its constitutional documents to carry on the business of, *inter alia*, setting up, installing, designing, developing, operating, maintaining, buying, selling, giving on rent, lease or hire, entering into and undertaking turnkey projects of wind power generation plants, wind farms, wind energy equipment and developmental activities for the wind farm including building infrastructure.
5.	Green Infra Corporate Wind Limited ("**GICWL**")	Incorporated under the Companies Act 1956 on October 14, 2008. The registered office of GICWL is currently located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India.	The authorised share capital of GICWL is ₹ 300,000,000 divided into 30,000,000 equity shares of ₹10 each. The issued, subscribed and paid-up share capital of GICWL is ₹ 296,340,000 divided into 29,634,000 equity shares of ₹ 10 each.	GICWL is an indirect subsidiary of our Company, with 100% of the issued share capital of GICWL being held by SGIL (indirectly, through its wholly owned subsidiary, GIWVL and its nominees).	GICWL is authorized under its constitutional documents to carry on the business of, *inter alia*, owning, operating, acquiring, designing, developing, maintaining, investing, bidding, trading of green or clean technology infrastructure projects and non-conventional energy generation and transmission GICWL currently operates the 20.8 MW wind power project at Jamnagar, Gujarat.
6.	Green Infra Wind Energy Assets Limited ("**GIWEAL**")	Incorporated under the Companies Act 1956 on September 14, 2011.	The authorised share capital of GIWEAL is ₹ 20,000,000 divided into 2,000,000 equity shares of ₹ 10 each.	GIWEAL is an indirect subsidiary of our Company, with 100% of the issued share capital of GIWEAL being held by	GIWEAL is authorized under its constitutional documents to carry on the business of, *inter alia*, installing, operating,

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
		The registered office of GIWEAL is located at 5th Floor, Tower C, Building no. 8, DLF Cybercity, Gurgaon 122 002, Haryana, India.	The issued, subscribed and paid-up share capital of GIWEAL is ₹ 19,478,880 divided into 1,947,888 equity shares of ₹ 10 each.	SGIL (indirectly, through its wholly owned subsidiary, GIWVL and nominees of GIWVL).	designing, developing, maintaining, commissioning, investing, buying, selling, giving on rent and hire and undertaking greenfield development of wind farms after acquisition of land for the setting up of wind projects, undertaking turnkey projects of wind power generation plants, wind farms, wind mills, wind turbines and wind energy equipment. GIWEAL currently operates the 15.0 MW wind power project at Pratapgarh, Rajasthan.
7.	Green Infra Wind Energy Project Limited (“**GIWEPL**”)	Incorporated under the Companies Act 1956 on July 4, 2011, The registered office of GIWEPL is located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India.	The authorised share capital of GIWEPL is ₹ 350,000,000 divided into 33,000,000 equity shares of ₹ 10 each and 2,000,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up capital of GIWEPL is ₹ 315,499,810 divided into 31,549,981 equity shares of ₹10 each.	GIWEPL is an indirect subsidiary of our Company, with 100% of the issued share capital of GIWEPL being held by SGIL (indirectly, through its wholly owned subsidiary, GIWVL and nominees of GIWVL).	GIWEPL is authorized under its constitutional documents to carry on the business of, *inter alia*, setting up, installing, designing, developing, operating, maintaining, buying, selling, giving on rent or hire, entering into and undertaking turnkey projects of wind power generation plants, wind farms, wind energy equipment including wind turbines and solar panels. GIWEPL currently operates the 18.0 MW wind power project at Gude, Maharashtra.
8.	Green Infra Wind Farm Assets Limited (“**GIWFAL**”)	Incorporated under the Companies Act 1956 on September 14, 2011. The registered office of GIWFAL is located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India.	The authorised share capital of GIWFAL is ₹ 800,000,000 divided into 80,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIWFAL is ₹ 733,000,000 divided into 73,300,000 equity shares of ₹ 10 each.	GIWFAL is an indirect subsidiary of our Company, with 100% of the issued share capital of GIWFAL being held by SGIL (indirectly, through its wholly owned subsidiary, GIWVL and nominees of GIWVL).	GIWFAL is authorized under its constitutional documents to carry on the business of, *inter alia*, installing, operating, setting up, designing, developing, maintaining, commissioning, buying, selling, giving on rent and hire and undertaking greenfield development of wind farms after acquisition of land for the setting up of wind projects, undertaking turnkey projects of wind power generation plants, wind farms, wind mills, wind turbines and wind energy equipment. GIWFAL currently operates the 45.0 MW

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
					wind power project at Pratapgarh, Rajasthan.
9.	Green Infra Wind Power Limited ("**GIWPL**")	Incorporated under the Companies Act 1956 on May 3, 2010, in the National Capital Territory of Delhi. The registered office of GIWPL is located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India.	The authorised share capital of GIWPL is ₹ 310,000,000 divided into 31,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIWPL is ₹ 302,265,000 divided into 30,226,500 equity shares of ₹ 10 each.	GIWPL is an indirect subsidiary of our Company, with 100% of the issued share capital of GIWPL being held by SGIL (indirectly, through its wholly owned subsidiary, GIWVL and nominees of GIWVL).	GIWPL is authorized under its constitutional documents to carry on the business of, *inter alia*, owning, installing, operating, designing, developing, maintaining, buying, selling, giving on rent and hire and undertaking turnkey projects of wind power generation plants, wind farms, wind mills, wind turbines, wind energy equipment and related equipment such as wind turbines, hydro turbines, thermal turbines, solar modules and solar panels. GIWPL currently operates the 20.0 MW wind power project at Jamnagar, Gujarat.
10.	Green Infra Wind Generation Limited ("**GIWGL**")	Incorporated under the Companies Act 1956 on July 4, 2011. The registered office of GIWGL is located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India.	The authorised share capital of GIWGL is ₹ 20,000,000 divided into 1,890,000 equity shares of ₹ 10 each and 110,000 preference shares of ₹10 each. The issued, subscribed and paid-up share capital of GIWGL is ₹ 19,797,160 divided into 1,874,400 equity shares of ₹ 10 each and 105,316 preference shares of ₹ 10 each.	GIWGL is an indirect subsidiary of our Company with SGIL holding 1,322,000 equity shares of ₹ 10 each, aggregating to 70.53% of the issued, subscribed and paid-up equity share capital of GIWGL. Certain individuals, including Siddharth Madra, Ankur Rajan, Shashidhar Srirambhatla and Harsh Bansal hold an aggregate of 400 equity shares of ₹ 10 each, jointly with the SGIL, aggregating to 0.02% of the issued, subscribed and paid-up equity share capital of GIWGL. The remaining 29.45% of the issued, subscribed and paid-up equity share capital of GIWGL is held by group captive consumers of GIWGL. In addition, SGIL holds 105,316 preference shares of ₹ 10 each.	GIWGL is authorized under its constitutional documents to carry on the business of, *inter alia*, setting up, installing, operating, designing, developing, maintaining, buying, selling, giving on rent and hire, and undertaking turnkey projects of wind power generation plants, wind farms, wind mills, wind turbines, wind energy equipment and related equipment such as wind turbines, hydro turbines, thermal turbines, solar modules and solar panels. GIWGL currently operates the 25.5 MW wind power project at Theni, Tamil Nadu.
11.	Green Infra Wind Power Generation Limited ("**GIWPGL**")	Incorporated under the Companies Act 1956 on July 4, 2011. The registered office of GIWPGL is located at 515 & 514, Tolstoy House, Tolstoy Marg,	The authorised share capital of GIWPGL is ₹ 750,000,000 divided into 35,100,000 equity shares of ₹ 10 each and 39,900,000 preference shares of ₹ 10 each. The issued, subscribed	GIWPGL is an indirect subsidiary of our Company with SGIL holding 3,586,440 equity shares of ₹ 10 each, aggregating to 67.30% of the issued, subscribed and paid-up equity share capital of	GIWPGL is authorized under its constitutional documents to carry on the business of, *inter alia*, setting up, installing, designing, developing, operating, maintaining, buying, selling, giving on

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
		New Delhi 110 001, India.	and paid-up capital of GIWPGL is ₹ 436,171,000 divided into 5,329,200 equity shares of ₹ 10 each and 38,287,900 preference shares of ₹ 10 each.	GIWPGL. Siddharth Madra, Ankur Rajan, Shashidhar Srirambhatla, Sanjay Nagare, Subrat Das and Harsh Bansal hold an aggregate of 600 equity shares of ₹ 10 each, jointly with SGIL, aggregating to 0.01% of the issued, subscribed and paid-up equity share capital of GIWPGL. The remaining 32.69% of the issued, subscribed and paid-up equity share capital of GIWPGL is held by group captive consumers of GIWPGL. In addition, SGIL holds 38,287,900 optionally convertible cumulative redeemable preference shares of ₹ 10 each aggregating to 100% of the issued, subscribed and paid-up preference share capital of GIWPGL.	rent and hire, entering into and undertaking turnkey projects of wind power generation plants, wind farms, wind energy equipment including wind turbines and solar panels. GIWPGL currently operates the 20.0 MW wind power project at Ramdurga, Karnataka, the 4.0 MW wind power project at Tadas, Karnataka, and 36 MW CGU and 44 MW FIT projects at Anantanahalli and Harappanahalli, Karnataka, respectively.
12.	Green Infra BTV Limited (“**GIBTVL**”)	Incorporated as TVS Energy Private Limited under the Companies Act 1956 on September 1, 2008. Pursuant to its conversion from a private company to a public company, its name was changed to TVS Energy Limited and a fresh certificate of incorporation dated February 4, 2010 was issued by the Registrar of Companies, Tamil Nadu, Chennai and Andaman and Nicobar Islands (“**RoC Chennai**”). Further, pursuant to a change in its name to Green Infra BTV Limited, a fresh certificate of incorporation dated October 9, 2013 was issued by the RoC Chennai. The registered office of GIBTVL is presently located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram	The authorised share capital of GIBTVL is ₹ 1,400,000,000 divided into 140,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIBTVL is ₹ 812,500,000 divided into 81,250,000 equity shares of ₹ 10 each.	GIBVTL is an indirect subsidiary of our Company with SGIL (along with its nominees) holding 73,500,000 equity shares of ₹ 10 each, aggregating to 90.46% of the issued, subscribed and paid-up equity share capital of GIBTVL. The balance 9.54% of the issued, subscribed and paid-up equity share capital of GIBTVL is held by group captive consumers of GIBTVL.	GIBTVL is authorized under its constitutional documents to carry on the business of, *inter alia*, generating, harnessing, developing, producing, purchasing, transforming, processing, transmitting, trading, distributing and supplying of electricity by setting up power plants through renewable energy sources such as solar, photo voltaic, solar thermal, windmill and to send, transmit, distribute and supply all such power either directly or through facilities of central or state governments, private companies, and electricity boards to central or state governments, industries and for captive consumption. GIBTVL currently operates the 9.35 MW wind power project at Theni, Tamil Nadu, the 14.4 MW wind power project at Thirunelveli, Tamil Nadu and the 25.5 MW wind power project at Bhud, Maharashtra.

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
		122 002, Haryana, India.			
13.	Green Infra Wind Power Theni Limited (“**GIWPTL**”)	Incorporated as TVS Wind Power Private Limited under the Companies Act 1956 on January 6, 2011. Pursuant to conversion from a private to public company, its name was changed to TVS Wind Power Limited and a fresh certificate of incorporation dated March 22, 2011 was issued by RoC Chennai. Further, consequent to a change in its name to GIWPTL, a fresh certificate of incorporation dated October 9, 2013 was issued by RoC Chennai. The registered office of GIWPTL is presently located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India.	The authorised share capital of GIWPTL is ₹ 60,000,000 divided into 6,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIWPTL is ₹ 56,000,000 divided into 5,600,000 equity shares of ₹ 10 each.	GIWPTL is an indirect subsidiary of our Company with GIBTVL (along with its nominees) holding 4,100,000 equity shares of ₹ 10 each, aggregating to 73.21% of the issued, subscribed and paid-up equity share capital of GIWPTL. The balance 26.79% of the issued, subscribed and paid-up equity share capital of GIWPTL is held by group captive consumers of GIWPTL.	GIWPTL is authorized under its constitutional documents to carry on the the business of, *inter alia*, generating, harnessing, developing, producing, purchasing, transforming, processing, transmitting, trading, distributing and supplying of electricity by setting up power plants through renewable energy sources such as solar, photo voltaic, solar thermal, windmill and to sell, distribute, transmit and supply such power either directly or through facilities of central or state governments, private companies, and electricity boards to central or state governments, industries and for captive consumption. GIWPTL currently operates the 3.0 MW wind power project at Theni, Tamil Nadu.
14.	Green Infra Wind Energy Theni Limited (“**GIWETL**”)	Incorporated as TVS Wind Energy Private Limited under the Companies Act 1956 on January 6, 2011. Pursuant to conversion from a private to public company, its name was changed to TVS Wind Energy Limited and a fresh certificate of incorporation dated March 22, 2011 was issued by RoC Chennai. Further, consequent to a change in its name to GIWETL, a fresh certificate of incorporation dated October 9, 2013 was issued by RoC Chennai. The registered office of GIWETL is presently located at 5th Floor, Tower C,	The authorised share capital of GIWETL is ₹ 140,000,000 divided into 14,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIWETL is ₹ 139,000,000 divided into 13,900,000 equity shares of ₹ 10 each.	GIWETL is an indirect subsidiary of our Company with GIBTVL (along with its nominees) holding 10,150,000 equity shares of ₹ 10 each, aggregating to 73.02% of the issued, subscribed and paid-up equity share capital of GIWETL. The balance 26.98% of the issued, subscribed and paid-up equity share capital of GIWETL is held by group captive consumers of GIWETL.	GIWETL is authorized under its constitutional documents to carry on the business of, *inter alia*, generating, harnessing, developing, producing, purchasing, transforming, processing, transmitting, trading, distributing and supplying of electricity by setting up power plants through renewable energy sources such as solar, photo voltaic, solar thermal, windmill and to sell, distribute, transmit and supply such power either directly or through facilities of central or state governments, private companies, and electricity boards to central or state governments, industries and for captive consumption. GIWETL currently operates the 7.5 MW

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
		Building No. 8, DLF Cybercity Haryana Gurugram 122 002, Haryana, India.			wind power project at Theni, Tamil Nadu.
15.	Green Infra Wind Assets Limited ("**GIWAL**")	Incorporated under the Companies Act 1956 on October 14, 2008. The registered office of GIWAL is located at 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi 110 001, India.	The authorised share capital of GIWAL is ₹ 10,000,000 divided into 750,000 equity shares of ₹ 10 each and 250,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up capital of GIWAL is ₹ 5,780,000 divided into 350,000 equity shares of ₹ 10 each and 228,000 preference shares of ₹ 10 each.	GIWAL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity and preference share capital of GIWAL.	GIWAL is authorized under its constitutional documents to carry on the business of, *inter alia*, owning, operating, acquiring, designing, developing, maintaining, investing, bidding, trading of green or clean-technology infrastructure projects and non-conventional energy generation and transmission. GIWAL currently holds equity shares in GIWEL, however, it is not currently engaged in any business.
16.	Green Infra Wind Energy Limited ("**GIWEL**")	Incorporated as BP Energy India Private Limited under the Companies Act 1956 on June 6, 2005. Consequent to a change in its name to Green Infra Wind Energy Private Limited, a fresh certificate of incorporation dated September 24, 2009 was issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC Mumbai**"). Pursuant to conversion from a private to public company, its name was changed to GIWEL and a fresh certificate of incorporation dated June 18, 2010 was issued by RoC Mumbai. The registered office of GIWEL is currently located at 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi 110 001, India.	The authorised share capital of GIWEL is ₹ 1,5000,000,000 divided into 1,100,000,000 equity shares of ₹ 10 each and 400,000,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up *share* capital of GIWEL is ₹ 10,191,824,500 divided into 1,019,182,450 equity shares of ₹ 10 each.	GIWEL is an indirect subsidiary of our Company with SGIL (through its nominees) and its subsidiary, GIWAL, holding 100% of the issued, subscribed and paid-up equity share capital of GIWEL.	GIWEL is authorized under its constitutional documents to carry on the business of, *inter alia*, generating, procuring, supplying, distribution, transforming, developing, producing, storing and dealing in wind energy. GIWEL currently operates the 36.3 MW wind power project at Bharmasagar, Karnataka, the 23.1 MW wind power project at Telagi, Karnataka, the 40.0 MW wind power project at Dhule, Maharashtra, the 43.5 MW wind power project at Bhud, Maharashtra, the 60.0 MW wind power project at Rojwas, Madhya Pradesh, the 22.0 MW wind power project at Rojmal, Gujarat and the 24.0 MW wind power project at Sadla, Gujarat.
17.	Green Infra Wind Power Projects Limited ("**GIWPPL**")	Incorporated under the Companies Act 1956 on July 4, 2011. The registered office of GIWPPL is located	The authorised share capital of GIWPPL is ₹ 20,000,000 divided into 1,750,000 equity shares of ₹ 10 each and 250,000 preference	GIWPPL is an indirect subsidiary of our Company with SGIL holding 1,207,280 equity shares of ₹ 10 each, aggregating to 69.03% of the issued,	GIWPPL is authorized under its constitutional documents to carry on the business of, *inter alia*, setting up, installing, operating, designing,

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
		at 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi 110 001, India.	shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIWPPL is ₹ 19,647,860 divided into 1,748,980 equity shares of ₹ 10 each and 215,806 preference shares of ₹10 each.	subscribed and paid-up equity share capital of GIWPPL. Certain individuals, including Siddharth Madra, Subrat Das Ankur Rajan, Shashidhar Srirambhatla and Harsh Bansal hold an aggregate of 500 equity shares of ₹ 10 each, jointly with SGIL, aggregating to 0.03% of the issued, subscribed and paid-up equity share capital of GIWPPL. The remaining 30.94% of the issued, subscribed and paid-up equity share capital of GIWPPL is held by group captive consumers of GIWPPL. In addition, SGIL holds 215,806 redeemable cumulative non-convertible preference shares of ₹ 10 each aggregating to 100% of the issued, subscribed and paid-up preference share capital of GIWPPL.	developing, maintaining, buying, selling, giving on rent and hire and undertaking turnkey projects of wind power generation plants, wind farms, wind mills, wind turbines, wind energy equipment and related equipment such as wind turbines, hydro turbines, thermal turbines, solar modules and solar panels. GIWPPL currently operates the 24.0 MW wind power project at Theni, Tamil Nadu.
18.	Green Infra Wind Farms Limited ("**GIWFL**")	Incorporated under the Companies Act 1956 on October 14, 2008. The registered office of GIWFL is located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India.	The authorised share capital of GIWFL is ₹ 10,000,000 divided into 825,000 equity shares of ₹ 10 each and 175,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up capital of GIWFL is ₹ 8,673,540 divided into 800,000 equity shares of ₹ 10 each and 67,354 preference shares of ₹ 10 each.	Green Infra Wind Farms Limited is an indirect subsidiary of our Company with SGIL holding 487,360 equity shares of ₹ 10 each, aggregating to 60.93% of the issued, subscribed and paid-up equity share capital of GIWFL. Certain individuals, including Shashidhar Sirambhatla, Subrat Das, Sanjay Nagrare, Siddharth Madra, Ankur Rajan and Harsh Bansal, hold an aggregate of 40 equity shares of ₹ 10 each, jointly with the SGIL, aggregating to a negligible portion of the issued, subscribed and paid-up equity share capital of GIWFL. The remaining 39.08% of the issued, subscribed and paid-up equity share capital of GIWFL is held by group captive consumers of GIWFL. In addition, SGIL holds 67,354 redeemable cumulative non-convertible preference shares of ₹10 each aggregating to 100% of the	GIWFL is authorized under its constitutional documents to carry on the business of, *inter alia*, owning, operating, acquiring, designing, developing, maintaining, investing, bidding, trading of green or clean-technology infrastructure projects and non-conventional energy generation and transmission. GIWFL currently operates the 24.0 MW wind power project at Thirunelveli, Tamil Nadu.

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
				issued, subscribed and paid-up preference share capital of GIWFL.	
19.	Green Infra Clean Wind Energy Limited (“**GICWEL**”)	Incorporated under the Companies Act 1956 on July 24, 2012. The registered office of GICWEL is located at 5th Floor, Tower C, Building No. 8, DLF Cybercity, Gurugram 122 002, Haryana, India.	The authorised share capital of GICWEL is ₹ 1,000,000 divided into 82,500 equity shares of ₹ 10 each and 17,500 preference shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GICWEL is ₹ 500,000 divided into 50,000 equity shares of ₹ 10 each.	GICWEL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity share capital of GICWEL.	GICWEL is authorized under its constitutional documents to carry on the business of, *inter alia*, setting up, installing, operating, designing, developing, maintaining, buying, selling, giving on rent and hire and undertaking turnkey projects of wind power generation plants, wind farms, wind mills, wind turbines, wind energy equipment and related equipment such as wind turbines, hydro turbines, thermal turbines, solar modules and solar panels, however, it is not currently engaged in any business.
20.	Green Infra Corporate Solar Limited (“**GICSL**”)	Incorporated under the Companies Act 1956 on September 12, 2011. The registered office of GICSL is located at 515 & 514, Tolstoy House, Tolstoy Marg, New Delhi 110 001, India.	The authorised share capital of GICSL is ₹ 5,006,000,000 divided into 125,600,000 equity shares of ₹ 10 each and 375,000,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up capital of GICSL is ₹ 3,152,911,000 divided into 108,065,000 equity shares of ₹ 10 each and 207,226,100 preference shares of ₹ 10 each.	GICSL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity share capital of GICSL. In addition, SGIL currently holds 73,326,100 non-convertible and non-participating redeemable preference shares of ₹ 10 each aggregating to 35.38% of the issued, subscribed and paid-up preference share capital of GICSL and the balance 64.62% of the issued, subscribed and paid-up preference share capital of GICSL is held by GIWPTL, GISEL, GIWEAL,GIWFL and GIWFAL.	GICSL is authorized under its constitutional documents to carry on the the business of, *inter alia*, setting up, installing, operating, designing, developing, maintaining, buying, selling, and undertaking turnkey projects of infrastructure projects based on renewable energy such as wind, solar and hydro. GICSL currently operates the 70.0 MW wind power project in Dangri, Rajasthan, the 20.0 MW wind power project in Rajgarh, Rajasthan, the 44.0 MW wind power project in Nipaniya, Madhya Pradesh and the 22.5 MW wind power project in Parner, Maharashtra, and the 56.0 MW wind power project at Rojmal, Gujarat.
21.	Green Infra Wind Limited (“**GIWL**”)	Incorporated under the Companies Act 1956 on February 23, 2011. The registered office of GIWL is located at 5th Floor, Tower C, Building No. 8, DLF Cyber City, Gurugram, Haryana 122 002, India,.	The authorised share capital of GIWL is ₹ 50,000,000 divided into 2,500,000 equity shares of ₹ 10 each and 2,500,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIWL is ₹ 36,494,980 divided into 2,150,000 equity	GIWL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity and preference share capital of GIWL.	GIWL is authorized under its constitutional documents to carry on the business of, *inter alia*, setting up, installing, operating, designing, developing, maintaining, commissioning, buying, selling, giving on rent and hire and undertaking greenfield development of wind farms after

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
			shares of ₹ 10 each and 1,499,498 optionally convertible cumulative redeemable preference shares of ₹ 10 each.		acquisition of land for the setting up of wind projects, undertaking turnkey projects of wind power generation plants, wind farms, wind mills, wind turbines and wind energy equipment.
22.	Green Infra Wind Solutions Limited ("**GIWSL**")	Incorporated under the Companies Act 1956 on May 22, 2012. The registered office of GIWSL is located at 5th Floor, Tower C, Building No. 8, DLF Cyber City, Gurugram 122 002, Haryana, India.	The authorised share capital of GIWSL is ₹ 950,000,000 divided into 86,600,000 equity shares of ₹ 10 each and 8,400,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIWSL is ₹ 854,500,000 divided into 85,450,000 equity shares of ₹ 10 each.	GIWSL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity share capital of GIWSL.	GIWSL is authorized under its constitutional documents to carry on the business of, *inter alia*, setting up, installing, operating, designing, developing, maintaining, buying, selling, giving on rent and hire and undertaking turnkey projects of wind power generation plants, wind farms, wind mills, wind turbines, wind energy equipment and related equipment such as wind turbines, hydro turbines, thermal turbines, solar modules and solar panels. GIWSL currently operates a 49.5 MW wind power project at Karadikonda, Andhra Pradesh.
23.	Green Infra Wind Techno Solutions Limited^ ("**GIWTSL**")	Incorporated under the Companies Act 1956 on May 21, 2012. The registered office of GIWTSL is located at 2nd Floor, Tower No. 2, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi 110 017, India	The authorised share capital of GIWTSL is ₹ 95,000,000 divided into 100,000 equity shares of ₹10 each and 9,400,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIWTSL is ₹ 85,740,000 divided into 50,000 equity shares of ₹10 each and 8,524,000 optionally convertible redeemable cumulative preference shares of ₹ 10 each.	GIWTSL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity and preference share capital of GIWTSL.	GIWTSL is authorized under its constitutional documents to carry on the business of, *inter alia*, owning, installing, operating, acquiring, designing, developing, maintaining, investing, buying, selling, leasing and undertaking turnkey projects of wind power generation plants, wind farms, wind mills, wind turbines, wind energy equipment and related equipment such as wind turbines, hydro turbines, thermal turbines, solar modules and solar panels.
24.	Green Infra Wind Technology Limited ("**GIWTL**")	Incorporated under the Companies Act 1956 on May 22, 2012. The registered office of GIWTL is located at 5th Floor, Tower C, Building No. 8, DLF Cyber City, Haryana 122 002, India.	The authorised share capital of GIWTL is ₹ 70,000,000 divided into 100,000 equity shares of ₹ 10 each and 6,900,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up share capital of GIWTL is ₹ 60,400,000 divided into 50,000 equity	GIWTL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity and preference share capital of GIWTL.	GIWTL is authorized under its constitutional documents to carry on the business of, *inter alia*, is engaged in the business of, *inter alia*, setting up, installing, operating, designing, developing, maintaining, buying, selling, giving on rent and hire and undertaking turnkey projects of wind

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
			shares of ₹ 10 each and 5,990,000 optionally convertible cumulative redeemable preference shares of ₹ 10 each.		power generation plants, wind farms, wind mills, wind turbines, wind energy equipment and related equipment such as wind turbines, hydro turbines, thermal turbines, solar modules and solar panels.
25.	Green Infra Solar Energy Limited ("**GISEL**")	Incorporated under the Companies Act 1956 on April 29, 2010. The registered office of GISEL is located at 5th Floor, Tower C, Building No. 8, DLF Cyber City, Gurugram 122 002, Haryana, India.	The authorised share capital of GISEL is ₹ 10,000,000 divided into 1,000,000 equity shares of ₹10 each. The issued, subscribed and paid-up capital of GISEL is ₹ 7,880,440 divided into 788,044 equity shares of ₹ 10 each.	GISEL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity share capital of GISEL.	GISEL is authorized under its constitutional documents to carry on the business of, *inter alia*, owning, operating, acquiring, designing, developing, maintaining, investing, bidding, trading of green or clean technology infrastructure projects based on solar energy and non-conventional energy generation and transmission. GISEL currently operates the 10.00 MW solar photovoltaic power project at Rajkot, Gujarat.
26.	Green Infra Solar Farms Limited ("**GISFL**")	Incorporated under the Companies Act 1956 on April 29, 2010. The registered office of GISFL is located at 5th Floor, Tower C, Building No. 8, DLF Cyber City, Gurugram 122 002, Haryana, India.	The authorised share capital of GISFL is ₹ 25,000,000 divided into 2,500,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up capital of GISFL is ₹ 20,520,000 divided into 2,052,000 equity shares of ₹ 10 each.	GISFL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity share capital of GISFL.	GISFL is authorized under its constitutional documents to carry on the business of, *inter alia*, owning, operating, acquiring, designing, developing, maintaining, investing, bidding, trading of green or clean technology infrastructure projects based on solar energy and non-conventional energy generation and transmission. GISFL operates the 20.0 MW solar photovoltaic power project at Phalodi, Rajasthan.
27.	Green Infra Solar Projects Limited ("**GISPL**")	Incorporated under the Companies Act 1956 on September 12, 2011, in New Delhi. The registered office of GISPL is located at 5th Floor, Tower C, Building No. 8, DLF Cyber City, Gurugram 122 002, Haryana, India.	The authorised share capital of GISPL is ₹ 10,000,000 divided into 1,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up capital of GISPL is ₹ 5,500,000 divided into 550,000 equity shares of ₹ 10 each.	GISPL is an indirect subsidiary of our Company with SGIL (through its nominees) currently holding 100% of the issued, subscribed and paid-up equity share capital of GISPL. .	GISPL is authorized under its constitutional documents to carry on the business of, *inter alia*, owning, operating, acquiring, designing, developing, maintaining, investing, bidding, trading of green or clean technology infrastructure projects based on solar energy and non-conventional energy generation and transmission.

Sr. No.	Subsidiary	Corporate Information	Capital Structure	Shareholding Pattern	Nature of Business
					GISPL currently operates the 5.0 MW solar photovoltaic power project at Phalodi, Rajasthan.
28.	Mulanur Renewable Energy Private Limited (“**MREPL**”)	Incorporated under the Companies Act 2013 on January 29, 2016. The registered office of MREPL is located at 5th Floor, Tower C, Building No. 8, DLF Cyber City, Gurugram 122 002, Haryana, India.	The authorised share capital of the company is ₹ 1,000,000 divided into 1,00,000 equity shares of ₹ 10 each.	MREPL is an indirect subsidiary of our Company with SGIL holding 69,995 equity shares of ₹ 10 each, aggregating to 70.00% of the issued, subscribed and paid-up equity share capital of MREPL. Certain individuals including Sanjay Nagare, Subrat Das, Ankur Rajan, Shashidhar Srirambhatla and Harsh Bansal hold an aggregate of 5 equity shares of ₹ 10 each aggregating to a negligible portion of the issued, subscribed and paid-up equity share capital of MREPL. The balance 30,000 equity shares of ₹ 10 each aggregating to 30.00% of the issued, subscribed and paid-up equity share capital of MREPL is held by the group captive consumers of MREPL.	MREPL is authorized under its constitutional documents to carry on the the business of developing and owning assets of conventional and non-conventional renewable resources including solar, wind, hydel, tidal, bio-mass, ware, geothermal, energy storage and any other energy source. MREPL currently operates the 25.50 MW wind power project at Vagarai, Tamil Nadu.
29.	Green Infra Renewable Energy Limited (“**GIREL**”)	Incorporated under the Companies Act 2013 on March 2, 2017. The registered office of GIREL is located on 5th Floor, Tower C, Building No. 8, DLF Cyber City, Gurugram 122 002, Haryana, India.	The authorised share capital of the company is ₹ 100,000,000 divided into 10,000,000 equity shares of ₹10 each. The issued, subscribed and paid-up share capital of GIREL is ₹ 100,000,000 divided into 10,000,000 equity shares of ₹ 10 each.	GIREL is an indirect subsidiary of our Company with SGIL indirectly holding 9,900,000 equity shares of ₹ 10 each through GIWEL and nominees of GIWEL, aggregating to 99.00% of the issued, subscribed and paid-up equity share capital of GIREL. The balance 1,00,000 equity shares of ₹ 10 each, aggregating to 1.00% of the issued, subscribed and paid-up equity share capital of GIREL is held by Suzlon Power Infrastructure Limited	GIREL is authorized under its constitutional documents to carry on the business of setting up, installing, laying, designing, drawing, commissioning, developing, operating, servicing, maintaining, buying, selling, purchasing, taking or giving on rent, hire or entering into turnkey projects of infrastructure projects based on renewable energy like wind, solar, hydro, biomass and thermal. GIREL is currently developing a 250 MW wind project in Tuticorin, Tamil Nadu.

^*Has filed an application for striking off*

There are no accumulated profits or losses of our Subsidiaries that have not been accounted for by our Company.

Guarantees by our Promoter

Certain facilities availed by our Company and SGPL require our Promoter to secure such borrowings through corporate guarantees. Accordingly, our Promoter has provided certain unconditional and irrevocable corporate guarantees in favour of certain of our lenders to secure such borrowings and the outstanding amount of such secured borrowings as on December 31, 2017 is 57,472.70 million.

These guarantees typically include standard obligations on our Promoter, including to ensure due and punctual discharge of secured obligations by the Company and SGPL under the financing documents pertaining to such loans availed, pay an amount demanded by the lenders, in proportion of the Promoter's shareholding in our Company, upon guarantee obligations becoming due, and indemnifying the lenders towards payment obligations of our Company.

Under the terms of these guarantees, the lenders are not obligated to make any demand on the Company or SGPL or to seek or enforce any security taken in respect of any facility availed before exercising any power, rights under the terms of this guarantee. Further, our Promoter is typically required, on demand, to pay interest on each sum demanded by the lenders from the date of demand until the date of payment calculated on a daily basis at the rate of 2% per annum above lender's cost of funding, from whatever source the lender may select. The guarantees furnished by the Promoter are valid until the repayment of all obligations of our Company or SGPL, as applicable under the facility documentation and rank *pari-passu* with the claims of all other unsecured and unsubordinated creditors.

Confirmations

Common Pursuits of our Subsidiaries

Other than TSUPL, all our other Subsidiaries are either engaged in, or are authorised by their constitutional documents to engage in the business of constructing and operating renewable and thermal power generation assets. Our Company will adopt the necessary procedure and practices as permitted by law to address any conflict situation, if and when they arise.

Listing

The shares of none of our Subsidiaries are listed in India or abroad. However, GIWFAL has issued certain privately placed non-convertible debentures which are listed on BSE.

Sale or purchases exceeding 10% in aggregate of the total sales or purchases of our Company

Other than as provided in "***Related Party Transactions***" on page 197, there have been no sales or purchases among our Subsidiaries which in aggregate exceed in value 10% of the total sales or purchases of our Company for Fiscal 2017.

Business Interests

Except as provided in "***Related Party Transactions***" on page 197, none of our Subsidiaries have any business interest in our Company.

Strategic and financial partnerships

Our Company does not have any strategic or financial partners as on the date of this Draft Red Herring Prospectus.

MANAGEMENT

Under our Articles of Association, our Company is authorised to have up to 12 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises eight Directors.

Our Board

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus.

Name, designation, address, occupation, nationality, term and DIN	Age (in years)	Other Directorships
Vipul Tuli *Designation:* Managing Director *Address:* 1606A, The Magnolias, Gold Links, Sector 42, Gurugram 122 009, Haryana, India *Occupation*: Service *Nationality:* Indian *Term:* Five years with effect from May 31, 2017 *DIN:* 07350892	49	*Public Companies* 1. SGIL 2. SGPL *Foreign Companies:* 1. Sembcorp Development India Pte. Ltd. 2. Singapore Amaravati Investment Holdings Pte. Ltd.
Neil Garry McGregor *Designation:* Non-executive Chairman *Address:* 193, Ocean Drive, Sentosa Cove, Singapore 098 455 *Occupation*: Service *Nationality:* New Zealand citizen *Term:* Liable to retire by rotation *DIN:* 07754310	62	*Public Companies:* 1. SGIL 2. SGPL *Foreign Companies:* 1. Sembcorp Properties Pte. Ltd. 2. Certis CISCO security Pte. Ltd. 3. SCI 4. SCU 5. Sembcorp Cogen Pte. Ltd. 6. Sembcorp Development Ltd 7. Sembcorp Environment Pte. Ltd. 8. Sembcorp Fuels (Singapore) Pte. Ltd. 9. Sembcorp Fuels Pte. Ltd. 10. Sembcorp Gas Pte. Ltd. 11. Sembcorp Marine Ltd 12. Sembcorp Renewable Pte. Ltd. 13. Sembcorp Utilities (UK) Limited 14. Singapore Sichuan Investment Holdings Pte. Ltd.
Looi Lee Hwa *Designation:* Non-executive Director *Address:* 63 Pasir Ris Avenue, Singapore 519 725 *Occupation*: Professional *Nationality:* Singaporean *Term:* Liable to retire by rotation *DIN:* 08058201	52	Nil

<table>
<tr><th>Name, designation, address, occupation, nationality, term and DIN</th><th>Age (in years)</th><th>Other Directorships</th></tr>
<tr><td>T.V. Sandeep Kumar Reddy

Designation: Non-executive Director

Address: 8-2-331/2/A, Road No. 3, Banjara Hills, Hyderabad 500 034, Telangana, India

Occupation: Enterpreneur

Nationality: Indian

Term: Liable to retire by rotation

DIN: 00005573</td><td>51</td><td>Private Companies
1. Construction Skill Development Council of India
2. DLF Gayatri Home Developers Private Limited
3. GEVPL
4. Maheswari Townships Private Limited
5. Parameswari Land Holdings Private Limited
6. Sembcorp Gayatri O&M
7. TSR Holdings Private Limited
8. Yamne Power Private Limited

Public Companies
1. Gayatri Bio-organics Limited
2. Gayatri Hi-Tech
3. Gayatri Projects Limited
4. Gayatri Sugars Limited
5. HKR Roadways Limited
6. Indore Dewas Tollways Limited
7. Sai Maatarini Tollways Limited
8. SGPL</td></tr>
<tr><td>Sangeeta Talwar

Designation: Independent Director

Address: S-373, Greater Kailash II, New Delhi 110 048, India

Occupation: Service

Nationality: Indian

Term: Five years with effect from February 2, 2018

DIN: 00062478</td><td>61</td><td>Private Companies
1. Manipal Global Education Services Private Limited

Public Companies
1. Glaxosmithkline Consumer Healthcare Limited
2. HCL Infosystems Limited
3. Mahindra First Choice Wheels Limited
4. SGIL
5. TCNS Clothing Company Limited</td></tr>
<tr><td>Bobby Kanubhai Parikh

Designation: Independent Director

Address: 4, Seven on the Hill, Auxilium Convent Road, Pali Hill, Bandra West, Mumbai 400 050, Maharashtra, India

Occupation: Professional

Nationality: Indian

Term: Five years with effect from February 2, 2018

DIN: 00019437</td><td>53</td><td>Private Companies:
1. BMR Business Solutions Private Limited
2. BMR Global Services Private Limited
3. Taxand Advisors Private Limited

Public Companies:
1. Aditya Birla Sun Life AMC Limited
2. Aviva Life Insurance Company India Ltd.
3. HDFC Bank Limited
4. Indostar Capital Finance Limited
5. SGIL</td></tr>
<tr><td>Radhey Shyam Sharma

Designation: Independent Director

Address: B-3, 1102, The World Spa – West, Sector 30, Gurugram 122 001, Haryana, India

Occupation: Business

Nationality: Indian

Term: Five years with effect from February 2, 2018

DIN: 00013208</td><td>67</td><td>Private Companies
1. Corevalues Consulting Private Limited

Public Companies
1. Hinduja Leyland Finance Limited
2. SGPL</td></tr>
</table>

Name, designation, address, occupation, nationality, term and DIN	Age (in years)	Other Directorships
Kalaikuruchi Jairaj *Designation:* Independent Director *Address:* #32, 5th B Cross, 16th Main MCHS BTM Layout, 2nd stage, Bengaluru 560 076, Karnataka, India *Occupation*: Retired *Nationality:* Indian *Term:* Five years with effect from February 2, 2018 *DIN:* 01875126	65	*Private Companies* 1. Neo Foods Private Limited *Public Companies* 1. Adani Transmission (India) Limited 2. Adani Transmission Limited 3. CESC Limited 4. Maharashtra Eastern Grid Power Transmission Company Limited

Arrangement or Understanding with Major Shareholders

Except Neil Garry McGregor, Vipul Tuli and Looi Lee Hwa who have been nominated by SCU and T.V. Sandeep Kumar Reddy who has been nominated by GEVPL pursuant to the terms of the SEIL SSSA, none of our Directors or Key Management Personnel have been nominated pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Brief profiles of our Directors

Vipul Tuli is the Managing Director of our Company. He holds a bachelor's degree in technology (chemical engineering) from the Indian Institute of Technology, New Delhi and a post-graduate diploma in management from the Indian Institute of Management, Kolkata. He has been associated with the 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 SCI. 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.

Neil Garry McGregor is a non-executive Chairman of our Board. He holds a bachelor's degree in engineering from the University of Auckland and a master's degree in business administration in international finance from the University of Otago, New Zealand, and has also completed the advanced management programme at INSEAD, France. Neil Garry McGregor is the Group President & Chief Executive Officer, at SCI. He has been, in the past, associated with Singapore LNG Corporation Pte. Ltd. as its chief executive officer and with YTL PowerSeraya Pte. Ltd. as its managing director. Most recently, he was the head of Temasek International's Energy and Resources Group, Head of Australia and New Zealand and Senior Managing Director of the enterprise development group.

Looi Lee Hwa is a non-executive Director on our Board. She holds a bachelor's degree in law from the National University of Singapore. Looi Lee Hwa is the General Counsel at SCI. Prior to joining the Sembcorp group, she was associated with Neptune Orient Lines Limited and Chartered Semiconductor Manufacturing Ltd.

T.V. Sandeep Kumar Reddy, is a non-executive Director on our Board. He holds a bachelor's degree in science (civil engineering) from the Purdue University, Indiana and a master's degree in science (construction engineering and management) from the University of Michigan. He is the promoter and managing director of one of our Group Companies, GPL. Additionally, T.V. Sandeep Kumar Reddy is on the board of directors of other companies belonging to the Gayatri group.

Sangeeta Talwar is an independent Director on our Board. She holds a bachelor's degree in arts from University of Delhi and holds a post-graduate diploma in management from Indian Institute of Management, Kolkata. She has also completed the executive development programme from the Wharton School, University of Pennsylvania. Sangeeta Talwar is currently a designated partner at Flyvision Consulting LLP. She has in the past, been associated with Nestle India Limited as its executive vice president, marketing, Mattel Inc. as its managing director, India, Tata Tea Limited as its executive director, marketing and NDDB Dairy Services as its managing director.

Bobby Kanubhai Parikh is an independent Director on our Board. He holds a bachelor's degree in commerce from the University of Bombay and is a qualified chartered accountant. Bobby Kanubhai Parikh is a partner at Bobby Parikh Associates. Previously, he was associated with Ernst & Young and BMR & Associates LLP.

Radhey Shyam Sharma is an independent Director on our Board. He holds a bachelor's degree in arts from the University of Delhi. He is a qualified cost and works accountant and is also a certified associate of the Indian Institute of Bankers. Radhey Shyam Sharma has been previously associated with ONGC Limited as its chairman and managing director.

Kalaikuruchi Jairaj is an independent Director on our Board. He holds a bachelor's degree in arts (economics) and law from the Bangalore University and a master's degree in arts (economics) from the University of Delhi. Kalaikuruchi Jairaj also holds a master's degree in public administration from Woodrow Wilson School of Public and International Affairs, Princeton University and a master's degree in public administration from the Kennedy School of Government, Harvard University. In the past, Kalaikuruchi Jairaj has held the position of an additional chief secretary in the Government of Karnataka and has acted as the president of All India Management Association, Delhi.

Relationship between Directors

None of our Directors are related to each other.

Terms of Appointment of our Executive Directors

Vipul Tuli

Pursuant to a resolution passed by our Board on May 31, 2017 and our Shareholders on June 5, 2017, Vipul Tuli has been appointed as our Managing Director for a period of five years with effect from May 31, 2017.

Further, pursuant to an appointment letter dated December 28, 2017 issued by our Company; a resolution passed by our Board on January 10, 2018; and a resolution passed by our Shareholders on January 16, 2018, Vipul Tuli is entitled to receive a remuneration of ₹ 33.09 million per annum (subject to an annual increment in accordance with the Board's increment policy and as approved by the Board) with effect from January 1, 2018 for a period of three years. Further, he is eligible for the employee provident fund benefits and to receive a variable bonus in accordance with our Company's policies. Additionally, Vipul Tuli is entitled to receive the following perquisites:

- A leave travel assistance for himself and his family.
- Payment/ reimbursement of medical/ hospitalisation expenses for himself and his family.
- Group insurance and mediclaim cover.
- Payment/ reimbursement of club fees, food vouchers and petrol reimbursement.
- Use of the Company's car and driver for official purposes.
- Provision of telephone at his residence and payment/ reimbursement of telephone expenses.
- Encashment/ accumulation of leave in accordance with the Company's policies.
- Other perquisites and allowances in accordance with the Company's policies.

As he was appointed as a Director in Fiscal 2018, Vipul Tuli did not receive any remuneration from our Company in Fiscal 2017.

Compensation paid to our independent Directors

Pursuant to the resolution passed by our Board on July 30, 2015, our independent Directors are entitled to receive a sitting fee of ₹ 0.10 million for attending each meeting of our Board (including committees thereof). Further, pursuant to appointment letters, each dated February 5, 2018, issued by our Company to the independent Directors, they are permitted to receive any other remuneration permitted under the law and as approved by the Board.

None of our independent Directors received a sitting fee in Fiscal 2017 as they were appointed in Fiscal 2018.

Compensation paid to our non-executive non-independent Directors

Our non-executive non-independent Directors are not entitled to receive any remuneration or sitting fee from our Company.

Remuneration paid or payable from our Subsidiaries

Other than as disclosed below, no remuneration was paid or was payable to our Directors by any of our Subsidiaries in Fiscal 2017.

(*in ₹ million*)

Name of Director	Relationship with Subsidiary	Sitting fee paid in Fiscal 2017
Sangeeta Talwar	Independent director on SGIL's board*	1.10
Bobby Kanubhai Parikh	Independent director on SGIL's board*	0.90

SGIL has become our Subsidiary pursuant to the Corporate Reorganization. For details, see "*History and Certain Corporate Matters – Corporate Reorganization***" on page 155.*

Loans to Directors

No loans that have been availed of by our Directors from our Company are outstanding as on the date of this Draft Red Herring Prospectus.

None of our Directors are related to the sundry debtors of our Company.

Bonus or profit sharing plan for the Directors

Our Company does not have a bonus or profit sharing plan for our Directors.

Shareholding of our Directors

Our Articles of Association do not require our Directors to hold any qualification shares.

Other than as disclosed under "***Capital Structure – Notes to Capital Structure – Shareholding of our Directors and Key Management Personnel in our Company***" on page 78, none of our Directors hold any shares in our Company as on the date of this Draft Red Herring Prospectus.

Shareholding of Directors in Subsidiaries

Other than Vipul Tuli, who holds 10 equity shares in SGPL and two equity shares in SGIL, as a nominee of our Company, none of our other Directors hold any shares in our Subsidiaries as on the date of this Draft Red Herring Prospectus.

Service contracts with Directors

There are no service contracts entered into with any Director, which provide for benefits upon termination of employment.

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, any other remuneration and reimbursement of expenses, if any, payable to them by our Company and/or our Subsidiaries. For further details, see "- ***Terms of Appointment of our Executive Directors***", "- ***Compensation Paid to our independent Directors***", "- ***Compensation paid to our non-executive non-independent Directors***" and "– ***Remuneration paid or payable from Subsidiaries***" above.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer. For further details, see "***Capital Structure – Shareholding of our Directors and Key Management Personnel in our Company***" on page 78. Additionally, certain of our Directors may also be interested to the extent of the shareholding of the entities appointing them on our Board.

Our non-executive Director, T.V. Sandeep Kumar Reddy, who has been nominated on our Board by GEVPL, is also interested in Deep Corporation, GEVPL, GPL and Gayatri Hi-Tech (which are also our Group Companies) and he may be deemed to be interested to the extent of such business interests that these Group Companies have in us. For further details, see "***Group Companies – Confirmations and Disclosures by our Group Companies – Interests and Common Pursuits***" on page 194.

Further, our Directors are not interested in any property acquired by our Company or its Subsidiaries within two years of the date of this Draft Red Herring Prospectus, or presently intended to be acquired by it, except as provided below.

Our Directors have no interest in the promotion of our Company, as on the date of this Draft Red Herring Prospectus. However, Vipul Tuli, Neil Garry McGregor and Looi Lee Hwa have been nominated as Directors by our Promoter.

Directorships of Directors in listed companies

None of our Directors are, or for the five years prior to the date of this Draft Red Herring Prospectus, have been on the board of any listed company whose shares have been/were suspended from being traded on BSE or NSE.

None of our Directors has been or is a director on the board of any listed companies which have been or were delisted from any stock exchange(s).

None of our Directors are associated with the securities market.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reason
Madhabi Puri Buch	July 30, 2015	Appointment as independent director*
Tantra Narayan Thakur	July 30, 2015	Appointment as independent director*
SN Gaikwad	January 28, 2016	Cessation as nominee director
Vijay Kumar Singh	January 28, 2016	Appointment as nominee director
T.V. Sandeep Kumar Reddy	March 31, 2016	Cessation as managing director#
Koh Chiap Khiong	May 12, 2016	Cessation as non-executive director
Atul Mohan Nargund	May 12, 2016	Appointment as executive director**
Atul Mohan Nargund	May 19, 2016	Appointment as managing director
Madhabi Puri Buch	November 21, 2016	Cessation as independent director
Praveen Kumar Singh	January 2, 2017	Cessation as nominee director
Comal Ramachandran Gayathri	February 17, 2017	Appointment as independent director^
Vijay Kumar Singh	March 6, 2017	Cessation as a nominee director
Tang Kin Fei	March 31, 2017	Cessation as non-executive director
Neil Garry McGregor	April 1, 2017	Appointment as non-executive director^
Atul Mohan Nargund	April 16, 2017	Cessation as an executive director and as managing director
Vipul Tuli	April 17, 2017	Appointment as an executive director^
Vipul Tuli	May 31, 2017	Appointment as managing director
Comal Ramachandran Gayathri	February 5, 2018	Cessation as an independent director
Tantra Narayan Thakur	February 4, 2018	Cessation as an independent director
Chalam Venkata Durvasula	February 5, 2018	Cessation as nominee director
Ng Meng Poh	February 5, 2018	Cessation as non-executive director
Tan Cheng Guan	February 5, 2018	Cessation as non-executive director
Looi Lee Hwa	February 2, 2018	Appointment as non-executive director^^
Sangeeta Talwar	February 2, 2018	Appointment as independent director^^
Bobby Kanubhai Parikh	February 2, 2018	Appointment as independent director^^
Radhey Shyam Sharma	February 2, 2018	Appointment as independent director^^
Kalaikuruchi Jairaj	February 2, 2018	Appointment as independent director^^

* *Regularised pursuant to a resolution passed by the Shareholders on September 30, 2015*
** *Regularised pursuant to a resolution passed by the Shareholders on September 30, 2016*
^ *Regularised pursuant to a resolution passed by the Shareholders on September 28, 2017*
^^ *Regularised pursuant to a resolution passed by the Shareholders on February 2, 2018*
# *Change in designation from managing director to a non-executive director liable to retire by rotation*

Appointment of relatives to a place of profit

None of the relatives of the Directors have been appointed to an office or place of profit in our Company.

Borrowing Powers

Pursuant to a resolution dated December 13, 2017 passed by our Board and a resolution dated December 18, 2017 passed by our Shareholders, our Board has been authorized to borrow sums in excess of the aggregate of our paid up share capital and free reserves, up to an amount of ₹ 200,000 million.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, we have eight Directors on our Board, comprising one executive Director, three non-executive Directors and four independent Directors. The Chairman of our Board, Neil Garry McGregor, is a non-executive Director. Further, we have two women directors on our Board. Additionally, two of our independent Directors, Sangeeta Talwar and Bobby Kanubhai Parikh are also appointed as independent directors on the board of directors of SGIL, one of our material subsidiaries, and Radhey Shyam Sharma has been appointed, as an independent director on the board of directors of SGPL, our other material subsidiary. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act 2013 in relation to the composition of our Board and constitution of committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act 2013.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act 2013:

(a) Audit Committee;
(b) Nomination and Remuneration Committee;
(c) Stakeholders' Relationship Committee; and
(d) Corporate Social Responsibility Committee.

Audit Committee

Our Audit Committee was last constituted by a resolution of our Board dated February 1, 2018 and is in compliance with Section 177 of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

1. Radhey Shyam Sharma (*Chairperson);*
2. Looi Lee Hwa (*Member*)
3. Sangeeta Talwar (*Member*); and
4. Kalaikuruchi Jairaj (*Member*).

The terms of reference include the following:

A. Role of the Audit Committee

The Audit Committee assists the Board in fulfilling its fiduciary responsibilities relating to financial accounting and reporting practices of the Company. The Audit Committee will:

- Appraise the quality of the audits provided by the Company's external auditors and internal auditors.
- Serve as an independent and objective party to review the financial information presented by management to shareholders and regulators.
- Review the adequacy of the Company's internal financial controls, operational and compliance (legal, regulatory and company policies) controls and risk management policies and systems established by the Management (collectively "**internal controls**").
- Perform any other functions specified in the Companies Act 2013 and terms of reference, as may be amended from time to time.

In considering the Sembcorp group's interest, the Audit Committee shall escalate significant issues to SCI's audit committee, as may be required.

B. Authority of the Audit Committee

The Audit Committee is authorised by the Board to:
- Investigate any matter within its terms of reference or in relation to the compliance with the provisions of the Companies Act 2013 and as may be amended from time to time or referred to it by the Board.

- Seek any information that it requires from any employees and management of the Company in order to perform its duties.
- Have direct and unrestricted access to the external auditor and internal auditors.
- Meet with any relevant person of the Company without the presence of management, if necessary.
- Obtain legal or other professional advice at the Company's expense whenever deemed necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

C. Duties and responsibilities of the Audit Committee

Overseeing Financial Reporting

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Review with the management the annual and quarterly financial statements before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement forming part of the Board's report in terms of relevant provisions of the Companies Act 2013 or any re-enactment thereof.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with legal requirements relating to financial statements.
  - Approval or any subsequent modification of transactions with related party.
  - Examination of the financial statements and auditors' report
  - Scrutiny of inter-corporate loans and investments
  - Valuations of undertakings or assets of the Company, wherever it is necessary
  - Monitoring end use of funds raised through public offers and related matters
  - modified opinion(s) in the draft audit report

- Review the financial statements with respect to its subsidiaries, in particular investments made by the unlisted subsidiaries.
- Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

Mandatorily review the following information

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
  - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the SEBI Listing Regulations
  - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

Overseeing Internal and External Audit

- Review with internal auditors on the following:
  - Scope and results of the internal audits; and
  - Implementation of actions agreed by Management in response to internal audit reports.
- Monitor and assess the adequacy and effectiveness of the internal audit function at least annually.
- Review the performance of the internal auditors including its outsourced agent as well as to participate in the selection and approval of the appointment.
- Review of the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Oversee the Company's relations with the external auditors (including audit scope, approach and fees).
- Review the performance of the auditors and to recommend the appointment, re-appointment, remuneration, Terms of appointment and removal of the Company's auditors.

- Monitor and assess annually, the auditor's performance, effectiveness of audit process, independence, or objectivity is not impaired (including the amount of fees and provision of non-audit services).
- Reviewing the frequency of internal audit.
- Ensure that the internal and external auditors have direct and unrestricted access to all the company's documents, records, properties and personnel, including access to Audit Committee.
- Review with internal auditors and external auditors the adequacy of the internal control systems of the Company in relation to significant internal control weaknesses which are likely to have a material impact on the Company's operating results and/or financial position.
- May call for the comments of internal auditors and external auditors to review the adequacy of the Company's internal control systems, scope of audit, observations, financial statements.
- Approve payment to statutory auditors for any other services rendered by the statutory auditors.
- Approval of appointment of CFO (i.e., the executive Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
- Discussion with internal auditors of any significant findings and follow up there on;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

Investigation and Whistle blowing

- Review arrangements by which the staff of the Company and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.
- The Audit Committee's objective should be to ensure that arrangements are in place for the independent investigation of such matters and for appropriate follow up action.
- Commission and review the findings of investigations into matters where there is any failure of internal controls which has or is likely to have a material impact on the Company's operating results and/or financial position, and also into matters where is any suspected fraud or irregularity, or infringement of any India law, rule and regulation.
- Review and make amendments when necessary, to the Whistle Blowing Policy adopted by the Company concerning possible improprieties in matters of financial reporting or other matters.
- Overseeing the vigil mechanism established by the Company, with the Chairman.

Risk Management and Internal Controls

- Review and endorse the risk management plans of the Company.
- Review and approve Company-wide risk policies, guidelines and limits
- Review the risk management reports established for management reporting to the Audit Committee. These include Company's risk portfolio, reports on major risk exposures and any other risk reports and risk related issues, the management's response and actions taken to monitor and control such exposures/issues.
- Review the infrastructure supporting risk management (e.g. human resources, IT systems, reporting structure and procedures etc).
- Review the adequacy and effectiveness of the risk management and internal control systems, processes and procedures of the Company.
- Review remedial actions required if there is any significant internal control failings or weaknesses.

Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was last reconstituted pursuant to a resolution of our Board on February 1, 2018. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

1. Sangeeta Talwar (*Chairperson);*
2. T.V. Sandeep Kumar Reddy (*Member*)
3. Bobby Kanubhai Parikh (*Member*); and
4. Radhey Shyam Sharma (*Member*).

The terms of reference include the following:

A. Role of the Nomination and Remuneration Committee

- The primary purpose of the Nomination and Remuneration Committee is to support and advise the Company to oversee the remuneration matters and leadership development of the Company and:
  - To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors (Executive/Non-Executive), and recommend to the Board policies relating to the remuneration of the Directors, KMP's and other employees.
  - To attract, retain and motivate employees and Directors of the quality required to run the Company successfully;
  - Overseeing the development of leadership and management talent in the Company.
  - Ensuring that the Company have appropriate remuneration policies.
  - Designing competitive compensation packages with focus on long term sustainability of business.

B. Duties and responsibilities of the Nomination and Remuneration Committee

Duties and responsibilities of the Nomination and Remuneration Committee shall be:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's performance. The Committee is to assist the Board in ensuring Board nomination process with the diversity of gender, thought, experience, knowledge and perspective in the Board..
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, KMP and other employees.
- To decide whether to extend or continue the term of appointment of the independent director on the basis of the report of performance evaluation of the directors;
- The Nomination and Remuneration Committee shall, while formulating the policy shall ensure that—
  - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and Senior Management of the quality required to run the Company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to directors, KMP and 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:
  - Provided that such policy shall be disclosed in the Board's report.
- To recommend/review remuneration of the Managing Director(s), Executive Director(s) and KMPs based on their performance and defined assessment criteria.
- To Design/ Recommend competitive compensation packages with focus on long term sustainability of business and to attract, retain and motivate talented manpower.
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme, if any.
- To formulate criteria for evaluation of independent directors and the Board
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable

Stakeholders' Relationship Committee

Our Stakeholders' Relationship Committee was constituted by a resolution of our Board dated February 9, 2018, in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

1. Kalaikuruchi Jairaj (*Chairperson);*
2. Vipul Tuli (*Member*); and
3. Radhey Shyam Sharma (*Member*).

The terms of reference include the following:

A. Role of the Stakeholders' Relationship Committee

- The Stakeholders' Relationship Committee assists the Board and the Company to oversee the existing redressal mechanism in relation to Stakeholders of the Company. The term Stakeholder shall include shareholders, debenture holders, other security holders, vendors, customers, other persons and employees.
- Purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable laws or prescribed by the Board in compliance with the applicable law, from time to time.

B. Duties and Responsibilities of the Stakeholders' Relationship Committee

- Transfer/transmission of equity shares, debentures and other securities issued by the Company from time to time.
- Issue of duplicate share certificates for shares reported lost, defaced or destroyed, as per the laid down procedure.
- Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates.
- Issue and allot equity shares made by the Company, subject to such approvals as may be required.
- To approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto.
- To authorize the Company Secretary and Compliance Officer/other Officers of the Secretarial Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend change of address for correspondence etc. and to monitor action taken.
- Monitoring expeditious redressal of grievances of the security holders of the Company , including complaints in respect of allotment of equity shares, transfer of equity shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, etc.
- All other matters incidental or related to shares, debentures and other securities of the Company.
- Carry out other functions required to be carried out by the Stakeholders' Relationship Committee under applicable law.
- To deal with any other matters of urgent nature related to stakeholders/investors relations.

Corporate Social Responsibility Committee ("CSR Committee")

Our Corporate Social Responsibility Committee was last reconstituted by a resolution of the Board dated February 1, 2018 and is in compliance with Section 135 of the Companies Act 2013. The CSR Committee currently comprises:

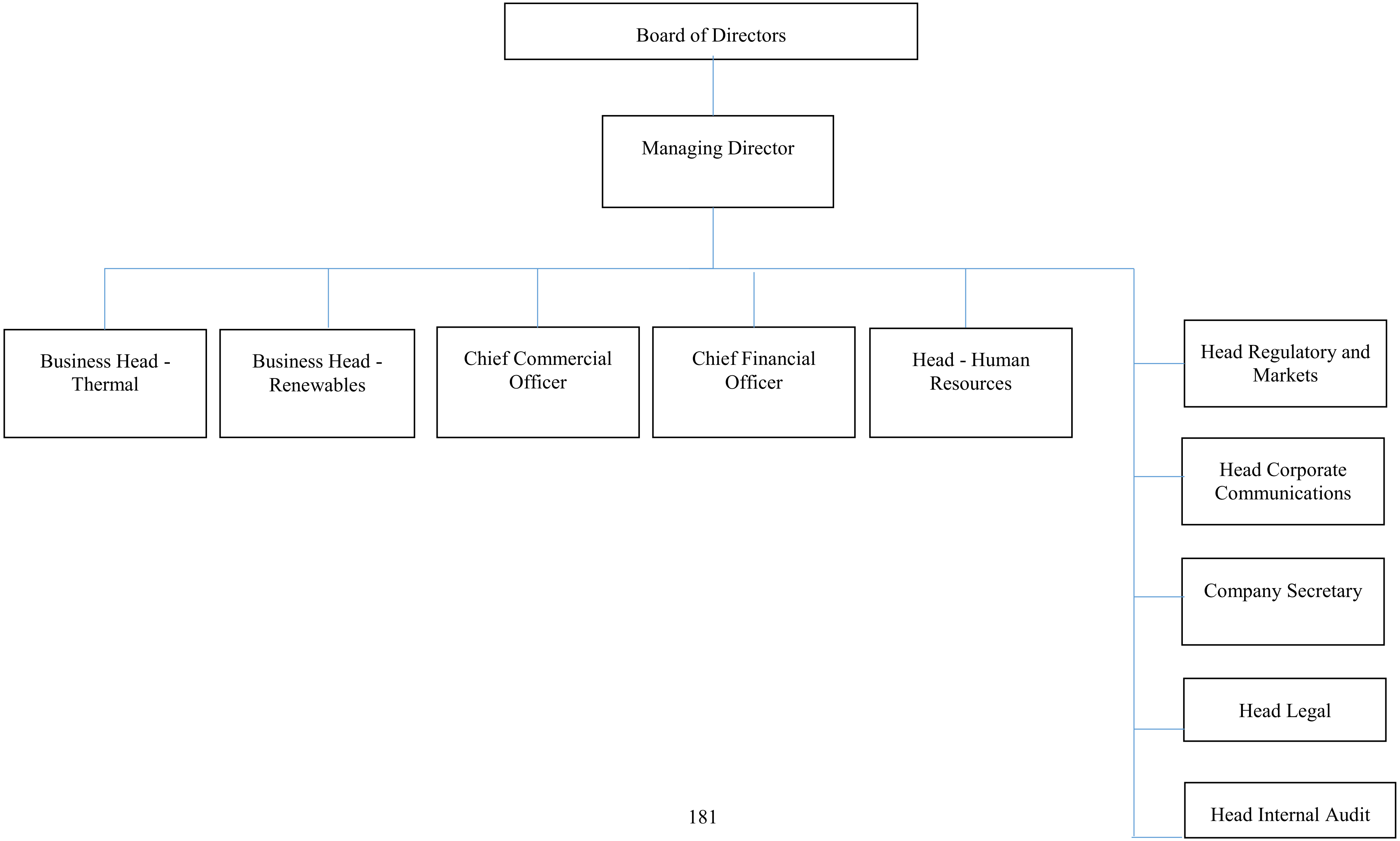
1. Sangeeta Talwar (*Chairperson);*
2. Vipul Tuli (*Member*);
3. T.V. Sandeep Kumar Reddy (*Member*); and
4. Radhey Shyam Sharma (*Member*).

The terms of reference include the following:

Role and responsibilities of the CSR Committee

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act 2013 and rules made thereunder.
- To recommend the amount of expenditure to be incurred on the CSR activities in India. Activities to be included by CSR Committee in its Corporate Social Responsibility Policy shall relate to the following:
    - To monitor the implementation of the CSR Policy of the Company from time to time and recommending to the Board, any amendments in the CSR policy indication activities undertaken by the Company as specified in Schedule VII to the Companies Act 2013.
    - Such other matters as may be prescribed by Central Government under the Companies Act 2013 and rules thereof from time to time.
    - To carry out any other function as is mandated by the Board from time to time and as required under the Companies Act 2013 and other applicable rules and regulations.

Management Organisation Chart



Key Management Personnel

In addition to Vipul Tuli, our Managing Director, whose details are provided in "- ***Brief Profiles of our Directors***" and "- ***Terms of Appointment of our Executive Directors*****"** above, the details of our other Key Management Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

Juvenil Jani

Juvenil Jani, aged 47 years, is the Chief Financial Officer of our Company. Juvenil Jani holds a bachelor's degree in commerce from Faculty of Commerce and Business Management, Kakatiya University. He has been associated with our Subsidiary, SGIL since June 9, 2014 and was appointed as our Chief Financial Officer with effect from January 11, 2018. Juvenil Jani is responsible for the overall financial and accounting functions of our Company. Juvenil Jani is a qualified chartered accountant, cost and works accountant and a company secretary. He is also a certified management accountant from the Institute of Management Accountants, U.S.A. He has previously been associated with the Adani Group, Ahmedabad, where he was the senior vice president – chief financial officer of Adani Enterprises Limited. He has also worked with Shaw Wallace Distilleries Limited, Jumbo Electronics Company Ltd., ASK-Raymond James and Associates Limited and Wilson Sandhu Logistics India Private Limited. No remuneration was paid to him by our Company during Fiscal 2017 as he was appointed by our Company in Fiscal 2018.

Narendra Ande

Narendra Ande, aged 43 years, is our Company Secretary and Compliance Officer. Narendra Ande was appointed in our Company as the deputy general manager – company secretary and legal in September 2013. Subsequently, he was transferred to SGPL, as its chief financial officer with effect from March 1, 2014 and pursuant to his appointment as our company secretary and compliance officer with effect from January 11, 2018, he has been re-transferred to our Company. Narendra Ande is a qualified company secretary. He holds a bachelor's degree in commerce and in law from the Faculty of Commerce, Osmania University. He has previously worked with Lanco Power Trading Limited as its assistant general manager (legal) and company secretary. Narendra Ande was previously also associated with Goldstone Technologies Limited, Gland Pharma Limited, Divi's Laboratories Limited and Avantel Softech Limited. No remuneration was paid to him by our Company during Fiscal 2017 as he was appointed by our Company in Fiscal 2018.

All our Key Managerial Personnel are permanent employees of our Company.

Relationship among Key Management Personnel

None of our Key Management Personnel are related to each another.

Bonus or profit sharing plan for the Key Management Personnel

There is no profit sharing plan for the Key Management Personnel. Our Company makes bonus payments to Key Management Personnel in accordance with their terms of appointment.

Shareholding of Key Management Personnel

None of our Key Management Personnel hold Equity Shares as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Management Personnel

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company including Key Management Personnel is entitled to any benefit upon termination of such officer's employment or superannuation pursuant to any service contracts executed with our Company.

Loans to and deposits from Key Management Personnel

As on the date of this Draft Red Herring Prospectus, there are no outstanding loans availed by our Key Management Personnel from our Company.

Interest of Key Management Personnel

Our Chief Financial Officer, Juvenil Jani is the chief executive officer of our Group Company, SIPL and he may be deemed to be interested to the extent of such business interests that SIPL has in us. For further details, see "***Group Companies – Confirmations and Disclosures by our Group Companies – Interests and Common Pursuits***" on page 194.

Except as stated above, none of our Key Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business in the capacity of Key Management Personnel of our Company. Our Key Management Personnel may also be interested to the extent of Equity Shares, if any, as applicable, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer.

Contingent and deferred compensation payable to Key Management Personnel

There is no contingent or deferred compensation payable to our Key Management Personnel, which does not form part of their remuneration.

Changes in Key Management Personnel during the last three years

The changes in our Key Management Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below (other than changes relating to our managing directors, which are disclosed under "***– Changes in our Board in the last three years***" above).

Name	Date	Reason
Atul Mohan Nargund	May 4, 2015	Ceased to be chief executive officer
B N K Reddy	May 31, 2017	Ceased to be chief financial officer
Chidambaram Iyer	June 1, 2017	Appointed as chief financial officer
Nagamani Alluri	January 11, 2018	Ceased to be company secretary
Narendra Ande	January 11, 2018	Appointed as company secretary
Chidambaram Iyer	January 11, 2018	Ceased to be chief financial officer
Juvenil Jani	January 11, 2018	Appointed as chief financial officer

Payment of non-salary related benefits to officers of our Company

No amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

PROMOTER AND PROMOTER GROUP

The Promoter of our Company is Sembcorp Utilities Pte. Ltd. As on the date of this Draft Red Herring Prospectus, SCU (directly and through its nominees) holds, 4,835,267,991 Equity Shares, which constitute 93.73% of our Company's pre-Offer paid-up Equity Share capital. For details of the build-up of our Promoter's shareholding in our Company, see "***Capital Structure – Notes to Capital Structure – History of Build-up, Contribution and Lock-in of Promoter's Shareholding – Build-up of Promoter's shareholding in our Company***" on page 73.

I. Details of our Promoter

SCU was incorporated on April 9, 1973 under the Singapore Companies Act, Cap. 50. with the Registrar of Companies and Businesses, Singapore. Its registration number is 197300648H. SCU is primarily engaged in the business of holding investments and providing technical advisory, engineering, procurement and construction services and its registered office is located at 30 Hill Street #05-04, Singapore 179 360.

As on the date of this Draft Red Herring Prospectus, the shares of our Promoter are not listed on any stock exchange in India or abroad.

Shareholding Pattern

Our Promoter is a wholly owned subsidiary of Sembcorp Industries Ltd. ("**SCI**").

Change in control or management

There has been no change in the control or management of our Promoter during the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors of our Promoter

As on the date of this Draft Red Herring Prospectus, Neil Garry McGregor, Tan Cheng Guan, Koh Chiap Khiong and Ng Meng Poh comprise the board of directors of our Promoter.

Financial Information

Set forth below are the financial results of our Promoter, derived from its audited consolidated financial statements for the financial years ended December 31, 2016, 2015 and 2014.

(in SGD million , unless otherwise stated)

Particulars	**As on**		
	December 31, 2016	**December 31, 2015**	**December 31, 2014**
Equity capital	1,253	1,253	753
Reserves and surplus	2,182	1,968	1,908
Total Income	3,688	3,841	4,435
Profit/(Loss) after tax	234	296	295
Earnings per share (SGD) (Basic /Diluted)	0.22	0.27	0.58
Net asset value per share (SGD)	3.56	3.34	5.72

There are no qualifications or matters of emphasis by the auditors in relation to the aforementioned financial statements.

SCI is the promoter our Promoter. SCI was incorporated on May 20, 1998 under the Singapore Companies Act, Cap. 50. with the Registrar of Companies and Businesses. Its registration number is 199802418D. SCI is an investment holding company which gives strategic direction and provides management services to its subsidiaries. The subsidiaries of SCI are globally engaged in businesses which cut across the power, marine and urban development sectors. SCI is listed on the Main Board of the Singapore Stock Exchange.

Natural persons in control/ board of directors of the promoter of our Promoter

As on the date of this Draft Red Herring Prospectus, there are no natural persons holding 15% or more of SCI's voting rights. Ang Kong Hua, Margaret Lui, Tan Sri Mohd Hassan Marican, Tham Kui Seng, Teh Kok Peng, Ajaib Haridass, Nicky Tan Ng Kuang, Yap Chee Keong, Jonathan Asherson and Neil Garry McGregor are the directors on the board of directors of SCI.

We confirm that the PAN, bank account numbers, and company registration number of our Promoter, and the address of the Registrar of Companies and Businesses, Singapore where our Promoter is registered will be submitted to the Stock Exchanges at the time of submission of this Draft Red Herring Prospectus with them.

Interests of our Promoter and Related Party Transactions

Our Promoter is interested in our Company to the extent that it has promoted our Company and to the extent of its shareholding in our Company and dividend or other distributions payable, if any, by our Company. For further details of our Promoter's shareholding, see "***Capital Structure – Notes to Capital Structure – History of Build-up, Contribution and Lock-in of Promoter's Shareholding – Build-up of Promoter's shareholding in our Company***" on page 73.

Further, our Company and our Subsidiaries have entered into several agreements with our Promoter, the details of which, are given below.

(a) Our Company has entered into a technical services agreement dated February 11, 2011, as amended from time to time, with our Promoter, pursuant to which our Promoter provides technical, operational, maintenance, financial, information technology and environment related advisory services to our Company in relation to management, operation and maintenance of the SEIL Power Plant. The term of this agreement commenced on February 11, 2011 and is valid for a period of 25 years. In consideration of the services provided by our Promoter to our Company under the technical services agreement, our Promoter is entitled to receive an amount in USD equivalent to ₹ 45 million for every contract year (i.e. period of 12 calendar months commencing on the commercial operations date of the second unit of the SEIL Power Plant, i.e. September 15, 2015. Pursuant to an amendment to the agreement executed on December 5, 2011, for certain additional services agreed to be provided our Promoter, it was entitled to receive additional amounts of USD 2 million in each of 2011 and 2012 and USD 3.20 million for 2013.

    Our Subsidiary, SGPL has entered into a similar arrangement with our Promoter pursuant to a technical services agreement dated February 24, 2014. The term of the agreement commenced on February 24, 2014 and is valid for a period of 25 years. In consideration of the services provided by our Promoter to SGPL under the technical services agreement, our Promoter is entitled to receive an amount in USD equivalent to ₹ 1.00 million for every contract year (i.e. period of 12 calendar months).

(b) Our Company, as well as each of SGPL and SGIL have entered into three separate services agreements with our Promoter pursuant to which our Promoter provides hardware and software support services like maintenance of SAP server and related infrastructure, review and support of configuration charges, provision of storage and backup of SAP database under these agreements. In terms of these agreements, for the services provided, our Promoter is entitled to receive certain agreed fees and costs on an annual basis, as well as variable fees depending on the number of man-days of work undertaken. Each of these agreements will remain valid until terminated by either party with a 90-day notice period.

For details of amounts paid by our Company and our Subsidiaries to our Promoter under these agreements, see "***Related Party Transactions***" on page 197

Additionally, our Promoter has subscribed to and holds the Masala Bonds of an aggregate principal amount of ₹ 42,400 million issued by SGPL which has now become a wholly owned subsidiary of our Company. We propose to utilize a part of the Net Proceeds i.e., ₹ 17,662.30 million, to partially repay the Masala Bonds issued by SGPL to SCU. For further details, see "***Objects of the Offer***" on page 82.

Pursuant to letters dated January 8, 2018 each, SCI and SCU have granted no-objection certificates to our Company for the use of the word "Sembcorp" in its name. Additionally, pursuant to letters each dated January 30, 2018, SCI and SCU have granted us no-objection certificates for the use of the "Sembcorp" logo. Other than that, our Promoter has no interest in any other intellectual property of our Company.

Our Promoter does not have any interest in any property acquired by our Company during the two years preceding the date of filing of this Draft Red Herring Prospectus or any property proposed to be acquired by our Company or in any transaction in the acquisition of land, construction of building or supply of machinery.

Further, our Promoter does not have an interest in any transaction of the Company, pertaining to the acquisition of land, construction of building and supply of machinery etc.

Except as stated otherwise in "***Financial Statements of our Company***" on page 199, our Promoter is not interested as members of any firm or any company and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Except as stated otherwise in "***Financial Statements of our Company***" on page 199, no amount or benefit has been paid or given to our Promoter or any member of the Promoter Group of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given.

For further details in relation to the interest of our Promoter, see "***Related Party Transactions***" on page 197.

Confirmations

There is no litigation or legal action pending or taken by any department of the Government or statutory authority during the last five years preceding the date of the Draft Red Herring Prospectus against our Promoter.

Our Promoter is not related to the sundry debtors of our Company.

Our Promoter and members of our Promoter Group have not been declared as Wilful Defaulters, and no penalty has been imposed at any time by any securities law regulatory authority, court or tribunal.

As on the date of this Draft Red Herring Prospectus, our Promoter and members of our Promoter Group have not been prohibited or debarred by SEBI or any other securities law regulatory authority, court or tribunal from accessing the capital markets for any reasons. Further, our Promoter was not and is not a promoter or person in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other securities law authority.

Common Pursuits of our Promoter

Our Promoter is not involved in any other venture in India which is in the same line of activity or business as us. However, our Promoter holds interests in several ventures in other jurisdictions, which are engaged in the business of power generation in such jurisdictions.

Change in control of our Company

The original promoter of our Company was GEVPL. Pursuant to a conversion of 490,196,079 CPRCPS into 200,513,030 Equity Shares and an allotment of 11,566,970 Equity Shares for a consideration of ₹ 6,353.58 million and ₹ 366.52 million, respectively, on July 14, 2014, our Promoter acquired a majority stake in our Company. Consequently, both SCU and GEVPL were being named as promoters in the annual returns filed by our Company with the RoC in accordance with the Companies Act 2013. However, pursuant to a resolution of our Shareholders dated December 18, 2017, SCU has been identified as the only promoter of our Company for all purposes and GEVPL has ceased to be a promoter, since SCU solely exercises control over the affairs of our Company.

Disassociation by our Promoter in the preceding three years

Other than as set out below, our Promoter has not disassociated itself from any venture during the three years preceding the date of this Draft Red Herring Prospectus.

Name of entity	Reason for disassociation	Date of disassociation
Sembcorp Air Products (HYCO) Pte. Ltd.	Disinvestment	January 29, 2016
Sembcorp Utilities (Bournemouth) Limited	Disinvestment	April 15, 2015

II. Promoter Group

Set forth below is a list of the members forming part of our Promoter Group, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of member of the Promoter Group
1.	Aguas De Panama SA
2.	Biowater Technology AS
3.	Centralized Utilities Company LLC
4.	Changi Mega Solar Pte. Ltd.
5.	China Water Company (Fuzhou) Limited
6.	China Water Company (Yancheng) Limited
7.	Chongqing Songzao Sembcorp Electric Power Co. Ltd.
8.	CSE Holding Pte. Ltd.
9.	Emirates Sembcorp Water & Power Company P.J.S.C.
10.	Fuzhou Sembcorp Water Company Limited
11.	Green Kurpan Power Private Limited
12.	Green Mountain Hydro Power Private Limited
13.	Guohua Aes (Huanghua) Wind Power Co. Ltd.
14.	Guohua Sembcorp (Chenba’erhu) Wind Power Co Ltd.
15.	Guohua Sembcorp (Xinba'erhu) Wind Power Co. Ltd.
16.	Guohua Sembcorp Hulunbeier Wind Power Co. Ltd.
17.	Harvest Land Services Co. Ltd.*
18.	Hurla Valley Power Private Limited
19.	Merseyside Energy Recovery Holdings Limited
20.	Merseyside Energy Recovery Limited
21.	P.T. Adhya Tirta Batam
22.	P.T. Adhya Tirta Sriwijaya
23.	Penglai Jutal Offshore Engineering Heavy Industries Company Limited
24.	PM3 BOT Power Company Ltd.
25.	SCU Mauritius Pte. Ltd.
26.	Sembawang Alsuwaiket Arabia Ltd.*
27.	Sembcorp (Antigua) Water Limited
28.	Sembcorp (China) Holding Co. Ltd.
29.	Sembcorp (Panjin) Water Co. Ltd.
30.	Sembcorp Aguas Chacabuco S A
31.	Sembcorp Aguas del Norte S A
32.	Sembcorp Aguas Lampa S A
33.	Sembcorp Aguas Santiago S A
34.	Sembcorp Bangladesh Holding Pte. Ltd.
35.	Sembcorp Caofeidian Water Co. Ltd.
36.	Sembcorp Changzhi Water Co. Ltd.
37.	Sembcorp Chenba'erhu Wind Power Co Pte. Ltd.
38.	Sembcorp Cogen Pte. Ltd.
39.	Sembcorp Fuels Pte. Ltd.
40.	Sembcorp Fuels (Singapore) Pte. Ltd
41.	Sembcorp Fushun On-site Logistics Co. Ltd.
42.	Sembcorp Fushun Water Co. Ltd.
43.	Sembcorp Gas Pte. Ltd.
44.	Sembcorp Gayatri O&M Company Private Limited**
45.	Sembcorp GCC Holding Co Ltd.
46.	Sembcorp Gulf Holding Co Ltd.
47.	Sembcorp Gulf O&M Co Ltd.
48.	Sembcorp Holdings Ltd.
49.	Sembcorp Huanghua Wind Power Co Pte. Ltd.
50.	Sembcorp Hulunbeier Wind Power Co Pte. Ltd.
51.	Sembcorp India Private Limited
52.	Sembcorp Industries Ltd.
53.	Sembcorp Investments (China) Limited
54.	Sembcorp Investments Limited
55.	Sembcorp Jingmen Water Co. Ltd.
56.	Sembcorp Lianyungang Water Co. Ltd.
57.	Sembcorp Libardon S A

S. No.	Name of member of the Promoter Group
58.	Sembcorp Myingyan Holding Company Pte. Ltd.
59.	Sembcorp Myingyan Power Company (Singapore) Pte. Ltd.
60.	Sembcorp Myingyan Power Company Limited
61.	Sembcorp Nanjing Suiwu Company Limited
62.	Sembcorp NCIP Water Co. Ltd.
63.	Sembcorp NEWater Pte. Ltd.
64.	Sembcorp North-West Power Company Ltd.
65.	Sembcorp Oman First Investment Holding Co. Limited
66.	Sembcorp Power Pte. Ltd.
67.	Sembcorp Project Engineering Company Pte. Ltd.
68.	Sembcorp Qidong Water Co. Ltd.
69.	Sembcorp Qinzhou Water Co. Ltd.
70.	Sembcorp Qitaihe Water Co. Ltd.
71.	Sembcorp Renewables Pte. Ltd.
72.	Sembcorp Salalah O & M Services Company LLC
73.	Sembcorp Sanhe Yanjiao Water Co. Ltd.
74.	Sembcorp Sercon S A
75.	Sembcorp Shenyang Water Co. Ltd.
76.	Sembcorp Silulumanzi (RF) (PTY) Limited
77.	Sembcorp Siza Water (RF) (PTY) Ltd.
78.	Sembcorp Solar Singapore Pte. Ltd.
79.	Sembcorp St Lucia Limited
80.	Sembcorp St Maarten Water NV
81.	Sembcorp Tianjin Lingang Water Co. Ltd.
82.	Sembcorp Utilities (BVI) Ltd.
83.	Sembcorp Utilities (Chile) S A
84.	Sembcorp Utilities (Netherlands) N.V.
85.	Sembcorp Utilities (Oman) Pte. Ltd.
86.	Sembcorp Utilities (South Africa) Pty Limited
87.	Sembcorp Utilities (UK) Limited
88.	Sembcorp Utilities Services Limited
89.	Sembcorp Utilities Teesside Pension Trustees Limited
90.	Sembcorp Xinba'erhu Wind Power Co Pte. Ltd.
91.	Sembcorp Xinmin Water Co. Ltd.
92.	Sembcorp Yangcheng Power Co Pte. Ltd.
93.	Sempec Pakistan (Private) Ltd.*
94.	Sempec Phillipines, Inc., Phillipines*
95.	Shanghai Cao Jing Co-generation Co. Ltd.
96.	Shanghai China Water Solutions Ltd.
97.	Shenzhen Chiwan Sembawang Engineering Co. Ltd.
98.	Subic Water and Sewerage Co Inc.
99.	The China Water Company Limited
100.	Wilton Energy Limited
101.	Yangcheng International Power Generating Company Limited
102.	Zhangjiagang Free Trade Zone Sembcorp Reclaimed Water Co. Ltd.
103.	Zhangjiagang Free Trade Zone Sembcorp Water Co. Ltd.

**In the process of dissolution*

*** An application for striking off will be filed post the filing of the Draft Red Herring Prospectus*

For details of various confirmations in relation to the members of our Promoter Group, see "***Other Regulatory and Statutory Disclosures***" on page 640.

GROUP COMPANIES

In terms of the SEBI ICDR Regulations for the purposes of identification of group companies, our Company has considered companies covered under the applicable accounting standards, as per the Restated Consolidated Financial Statements (excluding our Promoter and Subsidiaries) and such other companies for the purposes of disclosure in connection with the Offer, as identified in accordance with the Materiality Policy. In terms of the Materiality Policy, a company shall be considered material and disclosed as a Group Company if it:

(i) is a member of the Promoter Group and has entered into one or more transactions with the Company in the most recent audited Fiscal (i.e. Fiscal 2017) and the stub period which, individually or in the aggregate, exceed 10% of the total consolidated revenue of the Company for such Fiscal; or

(ii) would be required to be disclosed as a company covered under the applicable accounting standards, i.e., Indian Accounting Standard 24 issued by ICAI ("**Ind AS 24**") for the period subsequent to the date of the last audited consolidated financial statements of the Company (including upon acquisition of SGPL and SGIL as subsidiaries of the Company on February 15, 2018), in addition to/ other than those companies covered under Ind AS 24 in the consolidated financial statements of the Company included in this Draft Red Herring Prospectus.

Based on the above, the following are our Group Companies as on the date of this Draft Red Herring Prospectus:

- Deep Corporation Private Limited ("***Deep Corporation***");
- Gayatri Hi-Tech Hotels Limited ("***Gayatri Hi-Tech***");
- GEVPL;
- GPL;
- SCI;
- Sembcorp Architects & Engineers Pte. Ltd. ("***Sembcorp Architects***");
- Sembcorp Gayatri O&M Company Private Limited ("***Sembcorp Gayatri O&M***");
- Sembcorp Gulf O&M Co. Ltd. ("***Sembcorp Gulf O&M***"); and
- Sembcorp India Private Limited ("***SIPL***").

Details of top five Group Companies

Our top five Group Companies comprise SCI, which is listed on SGX; GPL, which is listed on BSE and NSE; and Gayatri Hi-Tech, Sembcorp Gulf O&M and Sembcorp Architects, which are our largest unlisted Group Companies based on turnover in the last audited financial year. Set out below are details of such top five Group Companies.

1. Gayatri Projects Limited

GPL was incorporated as Andhra Coastal Constructions Private Limited under the Companies Act 1956 on September 15, 1989. The name was then changed to "Gayatri Projects Private Limited" on March 31, 1994 and subsequently on conversion into a public limited company on December 2, 1994, the name was changed to Gayatri Projects Limited. GPL is currently engaged in execution of major civil works in the execution of road, irrigation and industrial construction projects comprising national highways, bridges, canals, airport runways, railways, mining, ports, and other civil works as on date.

Interest of our Promoter

Our Promoter does not have any interest in GPL.

Financial Performance

The financial information derived from the audited financial results of GPL for the Fiscals 2017, 2016 and 2015 is set forth below:

(in ₹ million, except share data)

Particulars	As on March 31, 2017	March 31, 2016	March 31, 2015
Equity capital	354.50	354.50	302.27

Particulars	As on March 31, 2017	March 31, 2016	March 31, 2015
Reserves and surplus (excluding revaluation reserves)	7,055.53	8,032.22	6,523.10
Revenue from operations and other income	21,459.34	18,188.11	16,055.34
Profit/Loss after tax	704.25	586.48	220.53
Earnings/(loss) per share (₹) (Basic) (at a face value of ₹ 2 per equity share)	3.97	-	-
Earnings/(loss) per share (₹) (Basic) (at a face value of ₹ 10 per equity share)	-	17.50	7.30
Earnings/(loss) per share (₹) (Diluted) (at a face value of ₹ 2 per equity share)	3.97	-	-
Earnings/(loss) per share (₹) (Diluted) (at a face value of ₹ 10 per equity share)	-	17.50	7.30
Net asset value per share (₹) (at a face value of ₹ 2 per equity share)	41.80	-	-
Net asset value per share (₹) (at a face value of ₹ 10 per equity share)	-	236.58	225.80

The auditors of GPL have drawn attention to the following matters in the financial statements of GPL:

- The loans given to some of the sub-contractors and accumulated interest thereon which are long pending for recovery.
- Certain contract and work advances given to some of the sub-contractors which are long pending for recovery.
- Pursuant to composite scheme of arrangement, the consideration receivable by GPL in the form of equity and preference shares amounting to ₹ 1,801,603,000 have been grouped under investments in the revised standalone financial statements although the shares are yet to be issued and allotted by the resulting company.

The above opinion is not qualified by the auditors.

Share price information

The following table sets forth details of the highest and lowest price of the equity shares of GPL on NSE during the preceding six months:

Month	Monthly high (in ₹)	Monthly low (in ₹)
January 2018	227.45	209.20
December 2017	226.15	205.15
November 2017	216.00	191.40
October 2017	195.90	186.30
September 2017	195.85	175.85
August 2017	179.85	153.15

Source: www.nseindia.com

The following table sets forth details of the highest and lowest price of the equity shares of GPL on BSE during the preceding six months:

Month	Monthly high (in ₹)	Monthly low (in ₹)
January 2018	228.10	207.65
December 2017	219.75	205.45
November 2017	215.90	191.45
October 2017	195.70	186.10
September 2017	195.75	174.35
August 2017	179.40	151.05

Source: www.bseindia.com

The highest and lowest price of the equity shares of GPL during the preceding six months are 228.10 and 151.05 on BSE and 227.45 and 153.15 on NSE, respectively.

Other than as mentioned below, there has been no change in the capital structure of GPL in the preceding six months.

The face value of GPL's equity shares of ₹ 10 each has been subdivided into five equity shares of face value of ₹ 2 each, pursuant to resolution passed by its members through postal ballot on January 31, 2017.

As on February 21, 2018, the share price of GPL on BSE was ₹ 214.05 and the market capitalization of GPL was ₹ 37,490.77 million. Further, as on February 21, 2018, the share price of GPL on NSE was ₹ 215.40 and the market capitalization of GPL was ₹ 38,180.06 million.

2. Sembcorp Industries Ltd.

SCI is a public limited company and was incorporated on May 20, 1998 under the Singapore Companies Act, Cap. 50. For further details on the corporate information and business of the SCI, see "***Promoter and Promoter Group - Details of our Promoter***" on page 184.

Interest of our Promoter

Our Promoter is a wholly owned subsidiary of SCI.

Financial Performance

The financial information derived from the audited consolidated financial results of SCI for the financial years ended December 31, 2016, 2015 and 2014 are set forth below:

(in SGD, in thousands, except share data)

Particulars	As on December 31, 2016	December 31, 2015	December 31, 2014
Equity capital	565,572	565,572	565,572
Reserves and surplus (excluding revaluation reserves)	5,332,750	5,064,804	4,847,994
Revenue from operations and other income	7,907,048	9,544,621	10,894,660
Profit/Loss after tax	437,154	454,402	1,084,282
Earnings/(loss) per share (SGD) (Basic)	0.1992	0.2917	0.4431
Earnings/(loss) per share (SGD) (Diluted)	0.1975	0.2995	0.4398
Net asset value per share (SGD)	3.75	3.60	3.15

There are no qualifications or matters of emphasis by the auditors in relation to the aforementioned financial statements.

Share price information

The following table sets forth details of the highest and lowest price of SCI shares on SGX during the preceding six months:

Month	Monthly high (in SGD)*	Monthly low (in SGD) *
January 2018	3.52	3.08
December 2017	3.09	3.34
November 2017	2.94	3.26
October 2017	2.92	3.00
September 2017	2.96	3.31
August 2017	3.02	3.40

* *Based on closing price*

Source: www.sgx.com

There has been no change in the capital structure of SCI in the preceding six months. As on February 21, 2018, the share price of SCI on SGX was SGD 3.39 and the market capitalization of GPL is SGD 6,060 million.

3. *Sembcorp Gulf O&M Co. Ltd.*

Sembcorp Gulf is a limited liability company and was incorporated on February 28, 2006 under the British Virgin Islands Business Companies Act, 2004. Sembcorp Gulf is currently engaged in providing operation and maintenance services to power and water desalination plants and related services.

Interest of our Promoter

Sembcorp Gulf is a wholly owned subsidiary of our Promoter.

Financial Performance

The financial information derived from the audited financial results of Sembcorp Gulf for the financial years ended December 31, 2016, 2015 and 2014 are set forth below:

(USD in thousands, unless otherwise stated)

Particulars		**As on**	
	December 31, 2016	**December 31, 2015**	**December 31, 2014**
Equity capital	250	250	250
Reserves and surplus (excluding revaluation reserves)	40,731	48,104	55,051
Revenue from operations and other income	28,030	34,070	28,724
Profit/Loss after tax	6,208	7,852	6,446
Earnings/(loss) per share (USD) (Basic)	NA	NA	NA
Earnings/(loss) per share (USD) (Diluted)	NA	NA	NA
Net asset value per share (USD)	164	193	221

There are no significant qualifications or matters of emphasis notes of the auditors in relation to the aforementioned financial statements.

4. *Gayatri Hi-Tech Hotels Limited*

Gayatri Hi-Tech was incorporated as a public limited company under the Companies Act 1956. Gayatri Hi-Tech was originally incorporated as TSR Hotels Limited on October 3, 2005. Pursuant to a change of name from TSR Hotels Limited to Gayatri Hi-Tech Hotels Limited, a fresh certificate of incorporation was issued on January 19, 2006. Gayatri Hi-Tech is engaged in the business of running of hotels and being hoteliers, hotel proprietors, hotel managers and operators and refreshment contractors, among others, at Hyderabad, Telangana.

Interest of our Promoter

Our Promoter has no interest in Gayatri Hi-Tech.

Financial Performance

The financial information derived from the audited financial results of Gayatri Hi-Tech for the Fiscals 2017, 2016 and 2015 are set forth below:

(₹ in million, except share data)

Particulars		**As on**	
	March 31, 2017	**March 31, 2016**	**March 31, 2015**
Equity capital	2,350.00	2,350.00	2,350.00
Reserves and surplus (excluding revaluation reserves)	(2,271.07)	(1,542.81)	(3,343.09)
Revenue from operations and other income	832.72	712.21	604.13

Particulars	As on March 31, 2017	March 31, 2016	March 31, 2015
Profit/Loss after tax	(728.26)	(1211.12)	(1287.54)
Earnings/(loss) per share (₹) (Basic)	(3.10)	(5.15)	(5.48)
Earnings/(loss) per share (₹) (Diluted)	(3.10)	(5.15)	(5.48)
Net asset value per share (₹)	1.76	4.85	(4.22)

There are no significant notes of the auditors in relation to the aforementioned financial statements.

5. ***Sembcorp Architects and Engineers Pte. Ltd.***

Sembcorp Architects was incorporated on April 30, 1992 as a company under Section 28 of the Companies Act of Singapore (Cap. 50). Sembcorp Architects is currently engaged in the business of providing design, consultancy and advisory services relating to architectural, civil and structural engineering, mechanical and electrical engineering, land surveying and any professional engineering work.

Interest of our Promoter

Our Promoter has no interest in Sembcorp Architects.

Financial Performance

The financial information derived from the audited financial results of Sembcorp Architects for the financial years ended December 31, 2016, 2015 and 2014 are set forth below:

(SGD in thousands, unless otherwise stated)

Particulars	As on December 31, 2016	December 31, 2015	December 31, 2014
Equity capital*	4,000	4,000	4,000
Reserves and surplus (excluding revaluation reserves)	4,347	4,432	3,478
Revenue from operations and other income	10,282	9,541	8,942
Profit/Loss after tax	1,965	1,739	1,259
Earnings/(loss) per share (SGD) (Basic)	NA	NA	NA
Earnings/(loss) per share (SGD) (Diluted)	NA	NA	NA
Net asset value per share (SGD)	5.35	5.43	4.48

* *included in the equity capital are SGD 1 million ordinary shares and SGD 3 million redeemable preference shares*

There are no significant qualifications or matters of emphasis notes of the auditors in relation to the aforementioned financial statements.

Details of other Group Companies

Deep Corporation Private Limited

Deep Corporation is a private limited company and was incorporated on June 6, 2005 under the Companies Act 1956. Deep Corporation is currently engaged in the business of letting out the commercial space on rent basis.

Interest of our Promoter

Our Promoter does not have any interest in Deep Corporation.

Gayatri Energy Ventures Private Limited

GEVPL is a private limited company and was incorporated on February 23, 2008 under the Companies Act 1956. GEVPL is currently engaged in the business of investing in power plants and power generation companies.

Interest of our Promoter

As on the date of this Draft Red Herring Prospectus, our Promoter does not have any interest in GEVPL.

Sembcorp Gayatri O&M Company Private Limited

Sembcorp Gayatri O&M is a private limited company and was incorporated on February 1, 2011 under the Companies Act 1956. Sembcorp Gayatri O&M is authorised by its constitutional documents to operationalise and maintain power plants, however, it is currently not engaged in any business.

Interest of our Promoter

Our Promoter holds 70% of the paid-up equity share capital of Sembcorp Gayatri O&M.

Sembcorp India Private Limited ("SIPL")

SIPL is a private limited company and was incorporated on December 30, 2011 under the Companies Act 1956. SIPL is currently engaged in the business of appointing, hiring, training and supplying man power and providing technical services and manpower support, project management and advisory services to the entities engaged in the utility and power businesses.

Interest of our Promoter

SIPL is a wholly owned subsidiary of our Promoter.

None of our Group Companies have failed to meet the listing requirements or have failed to list on any recognised stock exchange in India or abroad.

Details of Group Companies with a negative net worth

None of our Group Companies have a negative net worth.

Confirmations and Disclosures by our Group Companies

Interests and common pursuits

Except as provided below, none of our Group Companies have any business interest in our Company including an interest in any property acquired by our Company within the two years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by it, or any interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery, etc.

(a) Our Company has entered into a manpower agreement dated December 30, 2011 with SIPL pursuant to which, SIPL deploys personnel to our Company on secondments from time to time. The fee payable is mutually agreed upon between our Company and SIPL, depending on the annual cost and quarter charges. There is similar manpower agreement dated April 1, 2014 that has been entered into between SGPL and SIPL for the deployment of personnel to SGPL. Further, the fee payable by SGPL is as mutually agreed upon between SGPL and SIPL.

(b) Our Company and SIPL have entered into (i) a services agreement dated December 19, 2017 pursuant to which, SIPL, has agreed to provide certain business development services such as power business study, market scanning and research, opportunity identification and evaluation, contract advisory services, investment structure advisory and such other business development activities as mutually agreed; and (ii) a services agreement dated December 19, 2017, pursuant to which, SIPL has agreed to provide support services such as human resources, corporate finance and advisory, tax, regulatory, assurance & risk, corporate communication and other operational and shared support services, to our Company. The term of each of these services agreements commenced on July 1, 2017 and such agreements will remain valid until terminated by the parties. The fee payable under these agreements is mutually agreed between our Company and SIPL, depending on the actual cost incurred and the arm's length markup set out in the agreement.

(c) Similarly, SGIL and SIPL have entered into (i) a services agreement dated February 6, 2018 pursuant to which, SIPL, has agreed to provide certain business development services such as power business study, market scanning and research, opportunity identification and evaluation, contract advisory services, investment structure advisory and such other business development activities as mutually agreed; and (ii) a services agreement dated February 6, 2018 pursuant to which, SIPL has agreed to provide support services such as human resources, corporate finance and advisory, tax, regulatory, assurance & risk, corporate communication and other operational and shared support services, to our Company. The term of each of these services agreements commenced on July 1, 2017 and such agreements will remain valid up to June 30, 2018. The fee payable under these agreements is mutually agreed between SGIL and SIPL, depending on the actual cost incurred and the arm's length markup set out in the agreement

(d) SIPL has entered into a lease deed dated October 19, 2016 with DLF Cyber City Developers Limited ("**DLF**"), for an area admeasuring around 11,012 square feet ("**SIPL Area**") at Level 5 Building 8C, DLF Cybercity, Gurugram 122 002, Haryana, India.

    Our Company has entered into a facility sharing agreement dated February 6, 2018, with SIPL, pursuant to which, SIPL has agreed to allocate us a space of 9,300 square feet out of SPIL Area for a term commencing from January 1, 2018 until such time that this Agreement is terminated by any party. The consideration will be calculated on a proportionate basis which SIPL is liable to pay to DLF including but is not limited to maintenance, parking charges, electricity charges etc.

(e) Our Company has entered into a lease deed dated November 5, 2013 with Deep Corporation, pursuant to which, our Company has taken on lease the premises where our Registered Office is located from Deep Corporation. The lease is valid a period of six years commencing from November 5, 2013. In terms of the lease deed, Deep Corporation is entitled to receive monthly rent, as agreed under the lease deed.

(f) Similarly, SGPL has entered into a lease deed dated June 1, 2016 with Deep Corporation, pursuant to which, the premises on which its registered office is located i.e., Rajbhavan Road, Somajiguda, Hyderabad 500 802, Telangana, India, has been taken on lease from Deep Corporation. The lease agreement is valid until August 31, 2019. In terms of the lease deed, Deep Corporation is entitled to receive monthly rent, as agreed under the lease deed.

(g) Our Company entered into certain contracts with GPL for various construction related activities to be undertaken by GPL in relation to the SEIL Power Plant, including civil works, supply of material and construction of roads.

For details of the amounts paid to our Group Companies, see "***Related Party Transactions***" on page 197.

None of our Group Companies have any interest in the promotion or formation of our Company except that SCI is the holding company of our Promoter, SCU. For further details, see "***Promoter and Promoter Group – Change in control of our Company***" on page 184.

GEVPL is involved in the business of investing in power plants and power generation companies; GPL is the holding company of GEVPL; and SCI holds interests in several ventures in other jurisdictions, which are engaged in the business of power generation in such jurisdictions. Other than this, none of our other Group Companies are involved in any other venture which is in the same line of activity or business as us.

Other than as stated above, there is no common pursuit between us and our other Group Companies.

Details of sick or defunct Group Companies and Group Companies under winding up

None of our Group Companies is sick or defunct, under the applicable laws of the jurisdiction in which they have been incorporated. Further, as on the date of this Draft Red Herring Prospectus, no winding up or revocation proceedings or actions have been initiated against any of our Group Companies.

Other than an application that will be filed by Sembcorp Gayatri O&M for initiating striking off of its name, no application has been made, under the applicable laws, for striking off the name of any of our Group Companies during the preceding five years.

As on the date of this Draft Red Herring Prospectus, none of our Group Companies are winding up.

Related Party Transactions

Further, except as set forth in "***Related Party Transactions***" on page 197, our Company does not have any sales or purchase transactions with our Group Companies exceeding, in the aggregate, 10% of the total sales or purchases of our Company. For more information on business transactions with our Group Companies and its significance on our financial performance, see "***Related Party Transactions***" on page 197.

Other confirmations/ disclosures

As on the date of this Draft Red Herring Prospectus, none of our Group Companies have been declared as a Wilful Defaulter, as defined under the SEBI ICDR Regulations and there are no violations of securities laws committed by any of them in the past and no proceedings for violation of securities laws are pending against them.

As on the date of this Draft Red Herring Prospectus, none of our Group Companies have been prohibited by the SEBI or any other regulatory or governmental authorities from accessing the capital markets for any reasons

RELATED PARTY TRANSACTIONS

For details of the related party transactions entered into by our Company during the six months ended September 30, 2017 and Fiscals 2017, 2016, 2015, 2014 and 2013, see "***Financial Statements of our Company – Restated Standalone Financial Statements – Annexure A.VII - Note 35"*** on page 245, ***Financial Statements of our Company – Restated Standalone Financial Statements – Annexure B.VI – Note 31***" on page 282 and "***Financial Statements of our Company – Restated Consolidated Financial Statements – Annexure VII – Note 34***" on page 331.

For details of related party transactions entered into by SGPL and SGIL during the six months ended September 30, 2017 and Fiscals 2017, and 2016, see "***SGPL's Financial Statements*** " and "***SGIL's Consolidated Financial Statements - Consolidated Financial Statements***" on pages 357 and 448, respectively.

DIVIDEND POLICY

Our Company does not have any formal dividend policy.

Our Company has not declared dividend on its Equity Shares since incorporation. The declaration and payment of dividend will be recommended by our Board and approved by our Shareholders, at their discretion subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The decision to pay dividends and the amount of such dividends, if declared, depends on a number of factors, including our future earnings, financial condition, cash flows, working capital requirements, capital expenditure, restrictive covenants in our financing arrangements, and any other factors that our Board and Shareholders deem to be relevant.

SECTION V – FINANCIAL INFORMATION
FINANCIAL STATEMENTS OF OUR COMPANY

Examination Report on Restated Standalone Financial Statements in connection with Draft Red Herring Prospectus

The Board of Directors
Sembcorp Energy India Limited
(formerly known as Thermal Powertech Corporation India Limited)
6-3-1090, A-5, TSR Tower
Rajbhavan Road, Somajiguda
Hyderabad 500082
Telangana, India

Dear Sirs,

1) We have examined the attached Restated Standalone Financial Statements of Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited) (the "Company") which comprise of the restated standalone statement of assets and liabilities as at 30 September 2017, 31 March 2017, 2016, 2015, 2014 and 2013, the restated standalone statement of profit and loss, the restated standalone statement of cash flows and the restated standalone statement of changes in equity for the six months period ended 30 September 2017, and each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 and the significant accounting policies, read together with the annexures and notes thereto and other restated standalone financial information explained in paragraph 7 below (collectively, the "Restated Standalone Financial Statements"), for the purpose of inclusion in the Draft Red Herring Prospectus (DRHP) prepared by the Company in connection with its proposed Initial Public Offer (IPO) of Equity shares by way of fresh issue and an offer for sale by certain of its shareholders. The Restated Standalone Financial Statements have been approved by the Board of Directors of the Company at their meeting held on 19 February 2018 and is prepared in terms of the requirements of:

   (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Rules 4 to 6 Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");

   (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations"); and

   (c) the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI") (the "Guidance Note").

2) The preparation of the Restated Standalone Financial Statements is the responsibility of the Management of the Company for the purpose set out in paragraph 10 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act, Rules, ICDR Regulations and the Guidance Note.

3) We have examined such Restated Standalone Financial Statements taking into consideration:

    (a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 12 February 2018 in connection with the proposed issue of equity shares of the Company; and

    (b) The Guidance Note.

4) The Restated Standalone Financial Statements have been compiled by the Management as follows:

    (a) As at and for the six months period ended 30 September 2017: From the audited special purpose standalone Ind AS financial statements of the Company as at and for the six months period ended 30 September 2017 (which were expressed in Indian Rupees in lakh), prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act 2013, read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of the Act, which have been approved by the Board of Directors at their Board meeting held on 13 December 2017;

    (b) As at and for the years ended 31 March 2017 and 31 March 2016: From the audited standalone financial statements of the Company as at and for the year 31 March 2017 and as at and for the year ended 31 March 2016 being comparative period for the year ended 31 March 2017 (which were expressed in Indian Rupees in lakh), prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of the Act, which have been approved by the Board of Directors at their Board meeting held on 31 May 2017;

    (c) As at and for the year ended 31 March 2015: From the audited standalone financial statements of the Company as at and for the year ended 31 March 2015, prepared in accordance with Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the other relevant provisions of the Act, which have been approved by the Board of Directors at their Board meeting held on 04 May 2015. These audited standalone financial statements of the Company as at and for the year ended 31 March 2015 have been converted into Ind AS to align accounting policies, exemptions and disclosures as adopted for the preparations of the first Ind AS financial statements for the year ended 31 March 2017. These Restated Standalone Financial Statements as at and for the year ended 31 March 2015 is referred to as "the Proforma Ind AS Restated Standalone Financial Statements"; and

    (d) As at and for the years ended 31 March 2014 and 31 March 2013: From the audited standalone financial statements of the Company as at and for each of the years ended 31 March 2014 and 31 March 2013 prepared in accordance with Accounting Standards prescribed under Section 211 (3C) of the Companies Act, 1956 read with the Companies Accounting Standard Rules (2006) and which have been approved by the Board of Directors at their Board meeting held on 08 May 2014 and 22 May 2013, respectively.

5) The audit of the standalone financial statements of the Company for the six months period ended 30 September 2017 and each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 was conducted by us, B S R & Associates LLP.

6) Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:

   (a) The restated standalone statement of assets and liabilities of the Company as at 30 September 2017, 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure A.I and B.I to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure A.VI and B.V - Restatement adjustments to audited standalone financial statements.

   (b) The restated standalone statement of profit and loss of the Company for the six months period ended 30 September 2017 and each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure A.II and B.II to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure A.VI and B.V - Restatement adjustments to audited standalone financial statements.

   (c) The restated standalone statement of cash flows of the Company for the six months period ended 30 September 2017 and each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure A.III and B.III to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure A.VI and B.V - Restatement adjustments to audited standalone financial statements.

   (d) The restated standalone statement of changes in equity of the Company for the six months period ended 30 September 2017 and each of the years ended 31 March 2017, 2016 and 2015 examined by us, as set out in Annexure A.IV to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure A.VI - Restatement adjustments to audited standalone financial statements.

   (e) Based on the above and according to the information and explanations given to us, we further report that the Restated Standalone Financial Statements:

      i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per changed accounting policy for all the reporting years/period;

      ii) have been made after incorporating adjustments for the material amounts in the respective financial years/period to which they relate; and

      iii) do not contain any exceptional items that need to be disclosed separately and do not contain any qualification requiring adjustments.

7) We have also examined the following other restated standalone financial information of the Company as set out in the Annexures prepared by the management and approved by the Board of Directors on 19 February 2018 for the six months period ended 30 September 2017 and each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013:

   i) Basis of preparation and significant accounting policies, as enclosed in Annexure A.V and B.IV;

   ii) Restatement adjustments to audited standalone financial statements, as enclosed in Annexure A.VI and B.V;

   iii) Notes to the Restated Standalone Financial Statements, as enclosed in Annexure A.VII and B.VI;

   iv) Restated statement of details of terms and conditions of the non-current borrowings and current borrowings outstanding as at 30 September 2017, as enclosed in Note 14A and 14B of Annexure A.VII;

   v) Restated statement of related parties, related party transactions and related party balances, as enclosed in Note 35 of Annexure A.VII and Note 31 of Annexure B.VI;

   vi) Statement of reconciliation between the previous GAAP and Ind AS, as enclosed in Note 36 of Annexure A.VII;

   vii) Restated standalone statement of other income, as enclosed in Annexure A.VIII;

   viii) Restated standalone statement of dividends paid, as enclosed in Annexure A.IX and B.VII;

   ix) Restated standalone statement of capitalisation, as enclosed in Annexure A.X;

   x) Restated standalone statement of accounting ratios, as enclosed in Annexure A.XI and B.VIII; and

   xi) Restated standalone statement of tax shelter, as enclosed in Annexure A.XII and B.IX.

   According to the information and explanations given to us, in our opinion, the Restated Standalone Financial Statements of the Company as at and for the six months period ended 30 September 2017 and as at and for the years ended 31 March 2017, 2016, 2014 and 2013, including the above mentioned other restated standalone financial information contained in Annexures A.VII to A.XII and Annexures B.VI to B.IX, read with significant accounting policies disclosed in Annexure A.V and B.IV, are prepared after making adjustments and regroupings as considered appropriate as disclosed in Annexure A.VI and B.V and the Proforma Ind AS Restated Standalone Financial Statements of the Company as at and for the year ended 31 March 2015, read with the significant accounting policies disclosed in Annexure A.V, are prepared after making proforma Ind AS adjustments as mentioned in Note 36 of Annexure A.VII, and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

8) This report should not in any way be construed as a reissuance or re-dating of any of the previous Auditors' Reports issued by us, nor should this report be construed as a new opinion on any of the standalone financial statements referred to herein.

9) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10) Our report is intended solely for use of the management and for inclusion in the DRHP to be filed with Securities and Exchange Board of India, and stock exchanges where the equity shares are proposed to be listed and the relevant Registrar of Companies in India in connection with the proposed issue of Equity Shares of the Company by way of fresh issue and an offer for sale by certain of its shareholders. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

for **B S R & Associates LLP**
Chartered Accountants
ICAI firm registration number: 116231W / W-100024

Vikash Somani
Partner
Membership No. 061272

Place: Hyderabad
Date: 21 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.I
Restated standalone statement of assets and liabilities

(Amounts in INR million)

	Note No. of Annexure A.VII	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
ASSETS					
I **Non-current assets**					
(a) Property, plant and equipment	1	83,989.26	85,126.27	87,985.05	2,367.25
(b) Capital work-in-progress	1	207.73	670.95	781.32	85,201.53
(c) Other intangible assets	2	10.51	19.71	26.08	31.81
(d) Financial assets					
(i) Investments	3	1.13	0.47	0.47	-
(ii) Other non-current financial assets	4A	-	-	503.60	945.40
(e) Other tax assets	24	195.49	195.49	164.48	112.71
(f) Other non-current assets	4B	46.86	11.29	1,031.43	2,638.39
Total non- current assets		**84,450.98**	**86,024.18**	**90,492.43**	**91,297.09**
II **Current assets**					
(a) Inventories	5	2,603.35	3,400.47	3,092.99	1,167.92
(b) Financial assets					
(i) Trade receivables	6	12,931.90	11,991.73	8,751.81	-
(ii) Cash and cash equivalents	7	1,203.07	1,424.46	1,937.03	1,609.87
(iii) Other bank balances	7	1,194.11	778.69	481.78	492.46
(iv) Loans	8	0.54	0.79	1.35	0.63
(v) Derivatives	9	4.87	-	-	87.00
(vi) Other financial assets	10	4,055.82	5,237.98	3,242.92	668.06
(c) Other current assets	11	427.56	596.22	472.01	247.10
Total current assets		**22,421.22**	**23,430.34**	**17,979.89**	**4,273.04**
Total assets		**1,06,872.20**	**1,09,454.52**	**1,08,472.32**	**95,570.13**
EQUITY AND LIABILITIES					
EQUITY					
(a) Equity share capital	12	18,399.15	18,399.15	14,818.30	8,400.85
(b) Other equity	13				
(i) Securities premium		8,577.34	8,577.34	8,577.34	8,577.34
(ii) Retained earnings		(342.05)	(1,679.27)	(1,243.87)	(46.50)
(iii) Other reserves		(887.50)	(315.61)	(2.41)	(0.05)
Total equity		**25,746.94**	**24,981.61**	**22,149.36**	**16,931.64**
LIABILITIES					
I **Non-current liabilities**					
(a) Financial liabilities					
(i) Borrowings	14A	60,882.59	62,330.31	45,625.05	46,165.68
(ii) Derivatives	15	1,171.32	802.60	-	-
(iii) Other financial liabilities	16	3.48	10.94	-	-
(b) Provisions	17	36.13	33.51	30.63	4.46
Total non-current liabilities		**62,093.52**	**63,177.36**	**45,655.68**	**46,170.14**
II **Current liabilities**					
(a) Financial liabilities					
(i) Borrowings	14B	12,686.65	14,568.25	10,393.62	514.58
(ii) Trade payables	18	2,190.26	2,976.33	2,006.38	-
(iii) Derivatives	15	16.26	116.60	198.70	-
(iv) Other financial liabilities	16	3,986.42	3,549.77	27,989.18	31,877.53
(b) Current tax liabilities (net)	24	95.17	14.19	14.19	-
(c) Other current liabilities	19	56.23	65.69	63.71	75.50
(d) Provisions	17	0.75	4.72	1.50	0.74
Total current liabilities		**19,031.74**	**21,295.55**	**40,667.28**	**32,468.35**
Total liabilities		**81,125.26**	**84,472.91**	**86,322.96**	**78,638.49**
Total equity and liabilities		**1,06,872.20**	**1,09,454.52**	**1,08,472.32**	**95,570.13**

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.II
Restated standalone statement of profit and loss

(Amounts in INR million)

		Note No. of Annexure A.VII	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
I	**Revenue**					
	Revenue from operations	20	20,340.07	34,054.05	23,987.85	-
	Other income (Refer Annexure A.VIII)		132.04	130.85	131.74	136.34
	Total income		**20,472.11**	**34,184.90**	**24,119.59**	**136.34**
II	**Expenses**					
	Cost of fuel		11,181.30	17,438.05	12,101.27	-
	Purchase of traded goods		495.25	-	-	-
	Transmission charges		140.48	398.10	626.87	-
	Employee benefits expense	21	385.69	510.90	462.37	19.64
	Finance costs	22	3,932.62	10,722.00	7,639.25	37.10
	Depreciation and amortisation expense	2	1,792.30	3,531.64	2,832.13	-
	Other expenses	23	846.44	2,019.61	1,640.88	102.67
	Total expenses		**18,774.08**	**34,620.30**	**25,302.77**	**159.41**
III	**Profit/(Loss) before tax**		**1,698.03**	**(435.40)**	**(1,183.18)**	**(23.07)**
IV	**Tax expense**					
	Current tax : Minimum Alternative Tax	24	360.81	-	14.19	-
V	**Profit/ (Loss) after tax**		**1,337.22**	**(435.40)**	**(1,197.37)**	**(23.07)**
VI	**Other comprehensive income**					
(A)	**Items that will not be reclassified subsequently to profit or loss**					
	Remeasurement of defined benefit liability		(4.10)	(6.20)	(2.36)	(0.05)
	Net other comprehensive income not to be reclassified subsequently to profit or loss		**(4.10)**	**(6.20)**	**(2.36)**	**(0.05)**
(B)	**Items that will be reclassified subsequently to profit or loss**					
	Effective portion of changes in fair value of cash flow hedge		(567.79)	(307.00)	-	-
	Net other comprehensive income to be reclassified subsequently to profit or loss		**(567.79)**	**(307.00)**	**-**	**-**
VII	**Total comprehensive income/(loss) for the period/year**		**765.33**	**(748.60)**	**(1,199.73)**	**(23.12)**
	Earnings/(loss) per equity share (face value of share Rs.10/- each)					
	Basic and diluted	26	0.73	(0.24)	(0.87)	(0.03)

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.III
Restated standalone statement of cash flows

(Amounts in INR million)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
A. Cash flows from operating activities				
Profit/(Loss) before tax	1,698.03	(435.40)	(1,183.18)	(23.07)
Adjustments:				
Depreciation and amortisation expense	1,792.30	3,531.64	2,832.13	-
Finance costs	3,932.62	10,722.00	7,639.25	37.10
Allowance for credit losses	67.08	-	-	-
Interest income	(51.79)	(112.40)	(123.62)	(44.86)
Unrealised loss/(gain) on derivatives	11.43	-	-	(87.00)
Unwinding of discount on deposits	-	(4.70)	(8.08)	-
Cash flow hedges reclassified from OCI	(567.79)	(307.00)	-	-
Foreign currency exchange differences, net	97.90	1.00	23.41	-
Operating cash flows before working capital changes	**6,979.78**	**13,395.14**	**9,179.91**	**(117.83)**
(Increase)/ Decrease in inventories	797.06	(308.00)	(1,925.07)	(1,168.00)
(Increase)/ Decrease in trade receivables	(1,007.28)	(3,240.00)	(8,751.81)	-
(Increase)/ Decrease in unbilled revenue	986.80	(1,977.30)	-	-
(Increase)/ Decrease in financial and non-financial assets	257.75	7.08	(2,335.27)	(212.17)
Increase/ (Decrease) in trade payables, other financial liabilities and current liabilities	(473.72)	1,660.31	2,136.84	51.50
Increase/ (Decrease) in provisions	(1.40)	6.10	26.92	(0.04)
Cash generated from/ (used in) operations	**7,538.99**	**9,543.33**	**(1,668.48)**	**(1,446.54)**
Income taxes paid (net)	(279.80)	(31.00)	(51.77)	(35.00)
Net cash generated from/ (used in) operating activities	**7,259.19**	**9,512.33**	**(1,720.25)**	**(1,481.54)**
B. Cash flows from investing activities				
Changes in capital work-in-progress	413.94	(1,346.06)	83,788.98	(13,699.38)
Acquisition of property, plant and equipment	(645.10)	(898.53)	(88,478.27)	(132.06)
Acquisition of intangible assets	(0.90)	(11.40)	-	(29.00)
Proceeds from sale of property, plant and equipment	-	-	-	44.31
Proceeds from sale of other investments, net	-	170.80	262.19	768.95
Purchase of other investments, net	(415.40)	-	-	-
Interest received	175.90	37.70	334.42	524.19
Investment in subsidiaries	(0.66)	-	(0.47)	-
Net cash used in investing activities	**(472.22)**	**(2,047.49)**	**(4,093.15)**	**(12,522.99)**
C. Cash flows from financing activities				
Proceeds from issue of shares including securities premium	-	3,580.85	6,417.45	4,611.61
Proceeds from long-term borrowings	-	65,898.70	5,072.04	12,953.92
Repayment of long-term borrowings	(1,203.20)	(70,262.33)	(6,615.81)	-
Proceeds from short-term borrowings	-	53,762.67	19,570.06	514.58
Repayment of short-term borrowings	(1,881.56)	(49,588.10)	(9,691.03)	-
Interest and finance charges paid	(3,923.60)	(11,369.20)	(8,612.15)	(6,484.31)
Net cash from/(used in) financing activities	**(7,008.36)**	**(7,977.41)**	**6,140.56**	**11,595.80**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(221.39)**	**(512.57)**	**327.16**	**(2,408.73)**
Cash and cash equivalents at the beginning of the period/year	1,424.46	1,937.03	1,609.87	4,018.60
Cash and cash equivalents at the end of the period/year	**1,203.07**	**1,424.46**	**1,937.03**	**1,609.87**

Note:
Components of cash and cash equivalents comprise:

(Amounts in INR million)

Particulars	**As at 30 September 2017**	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015 (Proforma)**
Cash on hand	0.73	0.46	0.87	0.50
Balance with scheduled banks			-	
-in current accounts	322.56	1,272.61	855.48	654.56
-in deposit accounts	879.78	151.39	1,080.68	954.81
Total cash and cash equivalents (Refer note no. 7 of Annexure A.VII)	**1,203.07**	**1,424.46**	**1,937.03**	**1,609.87**

The above restated cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Statement of Cash Flows notified under Section 133 of Companies Act, 2013 ('Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provisions of the Act.

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.IV
Restated standalone statement of changes in equity

(Amounts in INR million)

Particulars	Equity share capital	Cumulative participatory redeemable convertible preference shares ("CPRCPS")	Other equity				Total equity
			Reserves and Surplus		Other comprehensive income		
			Securities premium	Retained earnings	Effective portion of Cash flow hedges	Other items	
Balance as at 1 April 2014 (Proforma)	**4,639.20**	**4,901.96**	**2,825.42**	**(23.43)**	**-**	**-**	**12,343.15**
Loss for the year	-	-	-	(23.07)	-	-	(23.07)
Other comprehensive income	-	-	-	-	-	(0.05)	(0.05)
Total comprehensive income for the year ended 31 March 2015	**-**	**-**	**-**	**(23.07)**	**-**	**(0.05)**	**(23.12)**
Equity shares issued during the year*	3,761.65	-	5,751.92	-	-	-	9,513.57
Conversion of CPRCPS into equity shares	-	(4,901.96)	-	-	-	-	(4,901.96)
Balance as at 31 March 2015 (Proforma)	**8,400.85**	**-**	**8,577.34**	**(46.50)**	**-**	**(0.05)**	**16,931.64**

* Shares issued during the year ended 31 March 2015 also includes conversion of CPRCPS into equity shares.

Particulars	Equity share capital	Other equity				Total equity
		Reserves and Surplus		Other comprehensive income		
		Securities premium	Retained earnings	Effective portion of Cash flow hedges	Other items	
Balance as at 1 April 2015	**8,400.85**	**8,577.34**	**(46.50)**	**-**	**(0.05)**	**16,931.64**
Loss for the year	-	-	(1,197.37)	-	-	(1,197.37)
Other comprehensive income	-	-	-	-	(2.36)	(2.36)
Total comprehensive income for the year ended 31 March 2016	**-**	**-**	**(1,197.37)**	**-**	**(2.36)**	**(1,199.73)**
Equity shares issued during the year	6,417.45	-	-	-	-	6,417.45
Balance as at 31 March 2016	**14,818.30**	**8,577.34**	**(1,243.87)**	**-**	**(2.41)**	**22,149.36**

Particulars	Equity share capital	Other equity				Total equity
		Reserves and Surplus		Other comprehensive income		
		Securities premium	Retained earnings	Effective portion of Cash flow hedges	Other items	
Balance as at 1 April 2016	**14,818.30**	**8,577.34**	**(1,243.87)**	**-**	**(2.41)**	**22,149.36**
Loss for the year	-	-	(435.40)	-	-	(435.40)
Other comprehensive income	-	-	-	(307.00)	(6.20)	(313.20)
Total comprehensive income for the year ended 31 March 2017	**-**	**-**	**(435.40)**	**(307.00)**	**(6.20)**	**(748.60)**
Equity shares issued during the year	3,580.85	-	-	-	-	3,580.85
Balance as at 31 March 2017	**18,399.15**	**8,577.34**	**(1,679.27)**	**(307.00)**	**(8.61)**	**24,981.61**

Particulars	Equity share capital	Other equity				Total equity
		Reserves and Surplus		Other comprehensive income		
		Securities premium	Retained earnings	Effective portion of Cash flow hedges	Other items	
Balance as at 1 April 2017	**18,399.15**	**8,577.34**	**(1,679.27)**	**(307.00)**	**(8.61)**	**24,981.61**
Profit for the period	-	-	1,337.22	-	-	1,337.22
Other comprehensive income	-	-	-	(567.79)	(4.10)	(571.89)
Total comprehensive income for the period ended 30 September 2017	**-**	**-**	**1,337.22**	**(567.79)**	**(4.10)**	**765.33**
Balance as at 30 September 2017	**18,399.15**	**8,577.34**	**(342.05)**	**(874.79)**	**(12.71)**	**25,746.94**

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Annexure A.V- Significant accounting policies

1. Company overview

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited) ('the Company') was incorporated on 8 January 2008 as a public limited company. The Company has been established for developing, constructing, commissioning, operating and maintaining a 1,320 megawatt (2 X 660 megawatt) coal based thermal power plant at Pynampuram and Nelatur Villages, Muthukur Mandal, Nellore District in the state of Andhra Pradesh. The Company has successfully commenced full commercial operations in September 2015.

As per the approval received from Registrar of Companies, Telangana, Hyderabad with effect from 10 February 2018, the name of the Company has been changed to Sembcorp Energy India Limited.

2. Significant accounting policies

A. Basis of preparation and presentation

The Restated Standalone Financial Statements of the Company have been specifically prepared for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company and an offer for sale by certain of its shareholders (referred to as the "Issue"). The Restated Standalone Financial Statements comprise of the restated standalone statement of assets and liabilities as at 30 September 2017, 31 March 2017, 31 March 2016 and 31 March 2015, the restated standalone statement of profit and loss, the restated standalone statement of cash flows and the restated standalone statement of changes in equity for the six months period ended 30 September 2017 and for the years ended 31 March 2017, 31 March 2016 and 31 March 2015 and Annexure A.V to A.XII thereto (hereinafter collectively referred to as "the Restated Standalone Financial Statements").

The Restated Standalone Financial Statements have been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules') and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations").

These Restated Standalone Financial Statements were approved by the Board of Directors of the Company in their meeting held on 19 February 2018.

The Restated Standalone Financial Statements of the Company have been prepared and presented as follows:

a. The Restated Standalone Financial Statements as at and for the six months period ended 30 September 2017 have been compiled by the Management from the special purpose audited standalone financial statements of the Company as at and for the six months period ended 30 September 2017 prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of the Act;

b. The Restated Standalone Financial Statements as at and for the years ended 31 March 2017 and 31 March 2016 have been compiled by the Management from the audited standalone financial statements of the Company as at and for the year ended 31 March 2017 which include the comparative Ind AS financial statements as at and for the year ended 31 March 2016 prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of the Act; and

c. The Proforma Restated Standalone Financial Statements as at and for the year ended 31 March 2015 have been compiled by the Management from the audited standalone financial statements of the Company as at and for the year ended 31 March 2015 prepared in accordance with Accounting Standards (Previous GAAP) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act. These Proforma Restated Standalone Financial Statements have been prepared by making Ind AS adjustments to the audited Previous GAAP standalone financial statements as at and for the year ended 31 March 2015 in accordance with the provisions of SEBI Circular SEBI/HO/ CFD/DIL/CIR/P/2016/47 ("SEBI Ind AS Circular") dated 31 March 2016 and Guidance Note on Reports in Company Prospectuses (Revised 2016) ("Guidance Note").

The standalone financial statements as at and for the year ended 31 March 2017 have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereof. The Company is covered under Phase 1 of Ind AS applicability based on it net worth on March 31, 2014, i.e. it shall comply with Ind AS for the accounting periods beginning 01 April 2016, with the comparatives for the period ending on 31 March 2016.

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation from the presentation of financial statements prepared in accordance with Previous GAAP to Ind AS for Shareholders' Fund as at 31 March 2016 and 01 April 2015 and of the profit for the year ended 31 March 2016. Further the Company has also presented a reconciliation of profoma adjustment from previous GAAP to Ind AS for shareholders fund as at 01 April 2014 and of profit for the year ended 31 March 2015 for the purpose of preparation of Proforma Restated Financial Statements as at and for the year ended 31 March 2015.

These financial statements for the year ended 31 March 2017 are Company's first Ind AS financial statements. Refer note 36 in Annexure A.VII for explanatory notes to 'First time adoption of Ind AS', details of first-time adoption exemptions availed by the Company and statement of reconciliation between the Previous GAAP and Ind AS.

The Company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e. 01 April 2015) while preparing the Proforma Restated Standalone Financial Statements as at and for the year ended 31 March 2015 and accordingly suitable restatement adjustments in the accounting heads has been made in the Proforma Restated Standalone Financial Statements.

The Restated Standalone Financial Statements have been prepared on a historical cost convention, except for certain financial assets and liabilities that have been measured at fair value (refer accounting policy regarding financial instruments).

The Restated Standalone Financial Statements have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

(a) Adjustments for audit qualification requiring corrective adjustment in the financial statements, if any;

(b) Adjustments for the material amounts in respective years to which they relate, if any;

(c) Adjustments for previous years identified and adjusted in arriving at the profits or losses of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred, if any;

(d) Adjustments to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, if any;

(e) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the Company for the six months period ended 30 September 2017 and the requirements of the SEBI ICDR Regulations, if any;

(f) The resultant tax impact due to the aforesaid adjustments, if any.

Significant accounting policies – The accounting policies set out below have been applied consistently to the periods presented in the Restated Standalone Financial Statements.

B. Functional and presentation currency

The Restated Standalone Financial Statements are presented in Indian Rupees (INR), which is also the Company's functional currency, and have been rounded off to the nearest million, unless otherwise indicated.

C. Basis of measurement

The Restated Standalone Financial Statements has been prepared on the historical cost basis, except for the following:

Items	Measurement basis
Certain financial assets and liabilities	Fair value (refer accounting policy regarding financial instruments)
Derivative instruments	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations.

D. Use of estimates and judgements

The preparation of these Restated Standalone Financial Statements in conformity with the recognition and measurement principles of Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities as at the date of the Restated Standalone Financial Statements. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Assumptions, estimation uncertainties and judgments

Information about significant areas of assumptions, estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Restated Standalone Financial Statements are:

- **Impairment of investments**:

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

- **Useful lives of property, plant and equipment and intangible**:

The Company reviews the useful life of property, plant and equipment and intangible at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

- **Valuation of deferred tax assets**:

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained below in concerned accounting policy.

- **Defined benefit plans:**

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity 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. These 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.

- **Provisions and contingent liabilities**:

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the Restated Standalone Financial Statements. A contingent asset is neither recognised nor disclosed in the Restated Standalone Financial Statements.

E. Current and Non-current classification

All assets and liabilities are classified into current and non-current.

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 used to settle a liability for atleast 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 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 atleast 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has identified twelve months as its operating cycle.

F. Property, plant and equipment and depreciation

i. Recognition and measurement

Freehold land is carried at historical cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset.

The cost of self-constructed item of removing property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the assets to a working condition for their intended use, and estimated costs of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended used and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

ii. Subsequent Expenditure

Subsequent expenditure relating to property, plant and equipment is recognised in the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Company and its costs can be measured reliably. The costs of day-to-day servicing of property, plant and equipment are recognised as an expense when incurred.

iii. Disposals

Gains or losses arising from the retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss on the date of retirement or disposal.

iv. Depreciation

Depreciation on property, plant and equipment is provided on straight line method based on the useful life as specified in Schedule II to the Act, except in case of plant and machinery where the estimated useful life has been considered as 25 years, which the Management believes best represent based on internal assessment where necessary, which is different from the useful life as prescribed under Part C of Schedule II of the Act. Freehold land is not depreciated.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Assets whose acquisition cost is less than INR 5,000 are fully depreciated in the year of acquisition.

v. Reclassification to investment property

When the use of a property changed from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

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 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 (such as the stability of the industry, and known technological advances), 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. Expenditure incurred on acquisition of intangible assets which are not ready to use at the reporting date is disclosed under Capital Work-in-Progress.

Cost of software recognized as intangible asset, is amortised on straight line method over a period of legal right to use or 3 years, whichever is less. Other intangible assets are amortised on straight line method over the period of legal right to use or life of the related plant or asset, whichever is less.

H. Financial instruments

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and liabilities are recognised are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A Financial asset and liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

a. Subsequent measurement of financial assets:

i. Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

ii. Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii. Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iv. Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognised in statement of profit and loss.

b. Subsequent measurement of financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. De-recognition of financial instruments

i. Financial asset

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers no retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transaction whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

ii. Financial liability

The Company recognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognise a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

d. Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the Restated Standalone 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) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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.

e. Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures.

Derivatives are initially measured at fair value. Subsequently to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

i. 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.

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 statement of profit and loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the 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 gains or losses are included in statement of profit and loss.

ii. Cash flow hedge accounting

Where a derivative is designated as a hedge of the variability in cash flows attributable to a particular risk associated with a recognised asset or liability, or a highly probable forecast transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative is recognised directly in other comprehensive income and presented in the hedging reserve in equity. The ineffective portion of changes in the fair values of the derivative is recognised immediately in profit or loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the net profit in the statement of profit and loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified to net profit in the statement of profit and loss.

I. Impairment

a. Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses ('ECL') to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

b. Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

J. Inventories

Inventories which comprise of fuel, stores and spares are carried at the lower of cost and net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, weighted average cost method is used.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs of completion and selling expenses.

K. Foreign currency transactions

Foreign currency transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognized in the statement of profit and loss unless it relates to a long term foreign currency monetary item.

Monetary assets and liabilities that are denominated in foreign currency are translated at the exchange rate prevalent at the date of the balance sheet. The resultant exchange differences are recognised in the statement of profit and loss unless it relates to a long term foreign currency monetary item.

Non-Monetary assets are recorded at the rate prevailing on the date of the transaction

L. Employee benefits

Defined benefit plans:

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset), which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognised in OCI are not be to be subsequently reclassified to profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the profit and loss account as past service cost.

Defined contribution plans:

Contributions payable to recognized provident funds, which are defined contribution schemes, are charged to the statement of profit and loss.

Compensated absences:

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

Bonus plans:

The Company recognises a liability and an expense for bonus. The Company recognises a provision where contractually obliged or where there is a past practice that has created a contractual obligation.

M. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Sales tax/ Value Added Tax ('VAT')/ Service tax/Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity/service rendered by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Revenue from energy units sold as per the terms of the Power Purchase Agreements ('PPA') and Letter Of Intent ('LOI') (collectively hereinafter referred to as 'the PPAs') is recognised on an accrual basis and includes unbilled revenue accrued up to the end of the accounting year. Revenue from energy units sold on a merchant basis is recognised in accordance with billings made to customers based on the units of energy delivered and the rate agreed with the customers. Revenue/charges from unscheduled interchange for the deviation in generation with respect to scheduled generation are recognized/ charged at rates notified by Central Electricity Regulatory Commission ('CERC') from time to time as revenue from sale of electricity and adjusted with revenue from sale of electricity.

Revenue from electrical energy transmission charges is recognized on an accrual basis in accordance with the provisions of transmission service agreements.

The Company accounts for fuel and power purchase price adjustments, claims in case of change in law etc., as and when allowed by the regulatory authorities and truing-up adjustment claims as and when realized.

Claims for delayed payment charges and any other claims, which the Company is entitled to under the PPAs, are accounted for in the year of acceptance by the customers.

Interest income is recognized based on effective interest rate method.

Dividend income is recognised when the unconditional right to receive the income is established.

N. Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the statement of profit and loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted.

O. Earnings / (loss) per share

The basic earnings per share ('EPS') is computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

P. Leases

Assets taken on lease under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets taken on finance lease are initially capitalised at fair value of the leased asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between the finance charge and reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Assets acquired under leases other than finance leases are classified as operating leases and recorded as expense as and when the payments are made over the lease term. Operating lease payments are recognised on a straight line basis over the lease term, unless the lease agreement explicitly states that increase is on account of inflation in the statement of profit and loss.

Q. Income taxes

Tax expense (tax income) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income). Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax reflects the best estimate the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- Temporary differences on the the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- Temporary differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

R. Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. 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. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting obligations under a contract exceed the economic benefits expected to be received, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Restated Standalone Financial Statements.

S. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.VI
Restatement adjustments to audited standalone financial statements

The summary of results of restatement adjustments made in the audited standalone financial statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

(Amounts in INR million)

Particulars	Note reference	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
Net profit/(loss) as per audited/proforma standalone financial statements under Ind AS**		1,392.84	(780.77)	(995.86)	(23.07)
Material adjustments on account of restatement:					
Insurance claim received	(a)	(66.48)	-	66.48	-
Depreciation impact on liabilities no longer required written back	(b)	(3.33)	51.26	40.31	-
Claim for delay in creation of securities	(c)	-	144.10	(144.10)	-
Claim for liquidated damages	(d)	-	100.65	(100.65)	-
Interest receivable charge off	(e)	-	49.36	(49.36)	-
Tax impact on above adjustments	(f)	14.19	-	(14.19)	-
Total adjustments, net		**(55.62)**	**345.37**	**(201.51)**	**-**
Restated profit/(loss) after tax		**1,337.22**	**(435.40)**	**(1,197.37)**	**(23.07)**

*Figures in brackets represent decrease in surplus in statement of profit and loss.

** Refer note No. 36 of Annexure A.VII for reconciliation of equity under previous GAAP and Ind AS as at 31 March 2016, 31 March 2015 and 1 April 2014 and proforma Ind AS statement of profit and loss for the year ended 31 March 2015.

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

Explanatory notes for the restatement adjustments:

(a) Insurance claim received:
During the six months period ended 30 September 2017, the Company has received insurance claim of INR 66.48 million towards fuel loss due to floods in the financial year 2015-16. For the purpose of restated standalone financial statements, the claim amount has been reduced from the cost of fuel in the respective financial year to which it relates.

(b) Depreciation impact on liabilities no longer required written back:
During the year ended 31 March 2017, the Company had entered into a settlement agreement with a capital creditor and claim towards liquidated damages for delay in completion of project was settled against retention money payable to the contractor. Accordingly an amount of INR 1,386.82 million liability no longer required was adjusted against Property, Plant and Equipment (PPE). This claim pertains to the year ended 31 March 2016.

Since the Company has provided excess depreciation upto the settlement date i.e. 21 November 2016, for the purpose of restated standalone financial statements, the Company has recomputed depreciation on revised PPE value from the financial year 2015-16 and the excess depreciation provided till date has been reversed in the restated standalone financial statements. Due to this treatment there is difference of INR 88.24 million in closing PPE value as per audited standalone financial statements and the restated standalone financial statements as at 30 September 2017 and the corresponding impact on retained earnings of the Company as at 30 September 2017.

(c) Claim for delay in creation of securities:
During the year ended 31 March 2017, the Company has accounted for a claim of INR 144.10 million from Rural Electrification Corporation Limited (RECL) and Power Finance Corporation Limited (PFCL) towards delay in creation of mortgage on land in favour RECL and claim for partial draw down from loan sanctioned by PFCL. For the purpose of restated standalone financial statement, the claim amount has been restated in the statement of profit and loss of financial year to which it relates.

(d) Claim for liquidated damages:
During the year ended 31 March 2017, the Company has accounted for a claim of INR 100.65 million towards penal berth charges for delay in unloading of fuel at Krishnapatnam port and charges for short fall in minimum guarantee tonnage to Krishnapatnam port pertaining to financial year 2015-16. For the purpose of restated standalone financial statements, afore mentioned amount has been restated in the statement of profit and loss in the respective financial year to which it relates.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.VI

Restatement adjustments to audited standalone financial statements (continued)

Explanatory notes for the restatement adjustments: (continued)

(e) Interest receivable charge off:
The Company was eligible for interest on mobilisation advance given to Krishnapatnam port towards loading and unloading of fuel. Interest receivable of INR 49.03 million as at 31 March 2016 was reversed in the financial year ended 31 March 2017 against settlement with Krishnapatnam port. For the purpose of restated standalone financial statements, interest receivable has been restated in the statement of profit and loss for year ended 31 March 2016.

(f) Tax impact on above adjustments:
Minimum Alternative Tax impact on insurance claim recognised for the period ended 30 September 2017 has been adjusted in the respective year.

Non-adjusting items:

Emphasis of matter for the six months period ended 30 September 2017:
We draw attention to the Note 1.1 of the special purpose standalone Ind AS financial statements, which describes the basis of accounting and presentation and further states that the comparative financial information has not been included in these financial statements. Only a complete set of financial statements together with comparative financial information can provide a fair presentation of the state of affairs (financial position) of the Company, profit (financial performance including other comprehensive income), cash flows and the changes in equity. Our opinion is not modified in respect of this matter.

Audit qualifications for the respective years, which do not require any adjustments in the Restated Standalone Financial Statements are as follows:

Annexure to auditor's report for the financial year ended 31 March 2017:

Clause vii(b) of the CARO 2016 Order
According to the information and explanations given to us, the following dues of Income-tax have not been deposited by the Company on account of disputes:

Name of the Statute	**Nature of Dues**	**Amount in INR million**	**Period to which the amount relates**	**Forum where dispute is pending**
Income Tax Act,1961	Tax and Interest	58.95 (29.50)*	Assessment year 2012-13	Income Tax Appellate Tribunal(ITAT)
Income Tax Act,1961	Tax and Interest	69.97	Assessment year 2013-14	Commissioner of Income-tax (CIT)
Income Tax Act,1961	Tax and Interest	118.66 (17.80)*	Assessment year 2014-15	Commissioner of Income-tax (CIT)

*The amounts in parenthesis represent amount paid under protest.

Annexure to auditor's report for the financial year ended 31 March 2016:

Clause vii(b) of the CARO 2016 Order
According to the information and explanations given to us, the following dues of Income-tax have not been deposited by the Company on account of disputes:

Name of the Statute	**Nature of Dues**	**Amount in INR million**	**Period to which the amount relates**	**Forum where dispute is pending**
Income Tax Act,1961	Tax and Interest	58.95 (29.48)*	Assessment year 2012-13	Commissioner of Income-tax (Appeals)

*The amounts in parenthesis represent amount paid under protest.

Annexure to auditor's report for the financial year ended 31 March 2015:

Clause vii(b) of the CARO 2015 Order
According to the information and explanations given to us, the following dues of Income-tax have not been deposited by the Company on account of disputes:

Name of the Statute	**Nature of Dues**	**Amount in INR million**	**Period to which the amount relates**	**Forum where dispute is pending**
Income Tax Act,1961	Tax and Interest	58.95	Assessment year 2012-13	Commissioner of Income-tax (Appeals)

Clause (x) of the CARO 2015 Order
The accumulated losses of the Company at the end of the financial year are less than fifty percent of its net worth. The Company has incurred cash losses during the current financial year as well as in the immediately preceding financial year.

1. Property, plant and equipment and Capital work-in-progress

(Amounts in INR million)

Particulars	Land (owned)	Land (leased) (Note: 1)	Roads	Office buildings	Factory building	Furniture and fittings	Vehicles	Office equipments	Electrical installations	Plant and equipment (Note: 2)	Computers	Total	Capital work-in-progress
Gross block:													
Balance as at 1 April 2014 (Proforma)	950.15	622.05	257.38	225.67	65.85	27.28	14.14	44.27	115.66	41.55	15.06	**2,379.06**	69,163.19
Additions	7.46	-	-	0.11	-	19.36	1.53	20.12	0.33	75.19	7.89	**131.99**	16,038.34
Disposals	44.31	-	-	-	-	-	-	-	-	-	-	**44.31**	-
Balance as at 31 March 2015 (Proforma)	**913.30**	**622.05**	**257.38**	**225.78**	**65.85**	**46.64**	**15.67**	**64.39**	**115.99**	**116.74**	**22.95**	**2,466.74**	**85,201.53**
Additions	16.63	-	1,099.16	282.24	444.90	19.21	15.45	23.58	1.39	87,952.74	5.87	**89,861.17**	4,596.76
Adjustments	-	-	25.10	-	3.19	-	-	-	-	1,358.53	-	**1,386.82**	-
Disposals	3.03	2.42	-	-	-	-	-	0.06	-	-	1.15	**6.66**	-
Transfer out	-	-	-	-	-	-	-	-	-	-	-	**-**	89,016.97
Balance as at 31 March 2016	**926.90**	**619.63**	**1,331.44**	**508.02**	**507.56**	**65.85**	**31.12**	**87.91**	**117.38**	**86,710.95**	**27.67**	**90,934.43**	**781.32**
Additions	9.27	-	80.84	5.57	19.04	1.21	19.66	9.26	-	745.75	7.88	**898.48**	1,089.32
Adjustments	-	-	-	-	-	-	-	-	-	240.97	-	**240.97**	515.67
Disposals	-	-	-	-	-	1.47	-	0.32	-	0.92	1.42	**4.13**	-
Transfer out	-	-	-	-	-	-	-	-	-	-	-	**-**	684.02
Balance as at 31 March 2017	**936.17**	**619.63**	**1,412.28**	**513.59**	**526.60**	**65.59**	**50.78**	**96.85**	**117.38**	**87,214.81**	**34.13**	**91,587.81**	**670.95**
Additions	-	-	14.77	544.76		1.49	0.54	2.18	-	80.61	1.03	**645.38**	94.58
Adjustments	-	-	-	-	-	-	-	-	-	-	-	**-**	4.40
Disposals	-	-	-	-	-	-	-	-	-	-	0.19	**0.19**	**-**
Transfer out		-	-	-	-	-	-	-	-	-	-	**-**	553.40
Balance as at 30 September 2017	**936.17**	**619.63**	**1,427.05**	**1,058.35**	**526.60**	**67.08**	**51.32**	**99.03**	**117.38**	**87,295.42**	**34.97**	**92,233.00**	**207.73**

1. Property, plant and equipment and Capital work-in-progress

(Amounts in INR million)

Particulars	Land (owned)	Land (leased) (Note: 1)	Roads	Office buildings	Factory building	Furniture and fittings	Vehicles	Office equipments	Electrical installations	Plant and equipment (Note: 2)	Computers	Total	Capital work-in-progress
Accumulated depreciation:													
Balance as at 1 April 2014 (Proforma)	-	-	3.12	8.02	2.67	2.08	2.35	3.71	13.89	1.22	4.82	**41.88**	-
Depreciation for the year	-	-	18.89	3.66	2.08	4.02	1.85	9.29	7.56	4.81	5.45	**57.61**	-
Balance as at 31 March 2015 (Proforma)	**-**	**-**	**22.01**	**11.68**	**4.75**	**6.10**	**4.20**	**13.00**	**21.45**	**6.03**	**10.27**	**99.49**	**-**
Depreciation for the year	-	-	117.02	8.77	17.83	5.55	2.18	27.34	13.39	2,657.55	1.34	**2,850.97**	-
Disposals	-	-	-	-	-	-	-	0.03	-	-	1.05	**1.08**	-
Balance as at 31 March 2016	**-**	**-**	**139.03**	**20.45**	**22.58**	**11.65**	**6.38**	**40.31**	**34.84**	**2,663.58**	**10.56**	**2,949.38**	**-**
Depreciation for the year	-	-	133.64	11.93	19.01	5.84	5.90	17.26	13.50	3,298.00	8.80	**3,513.88**	-
Disposals	-	-	-	-	-	0.41	-	0.19	-	0.12	1.00	**1.72**	-
Balance as at 31 March 2017	**-**	**-**	**272.67**	**32.38**	**41.59**	**17.08**	**12.28**	**57.38**	**48.34**	**5,961.46**	**18.36**	**6,461.54**	**-**
Depreciation for the period	-	-	67.51	8.45	8.24	3.21	3.07	8.73	6.77	1,671.33	4.89	**1,782.20**	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	**-**	
Balance as at 30 September 2017	**-**	**-**	**340.18**	**40.83**	**49.83**	**20.29**	**15.35**	**66.11**	**55.11**	**7,632.79**	**23.25**	**8,243.74**	**-**
Carrying amounts:													
As at 31 March 2015 (Proforma)	**913.30**	**622.05**	**235.37**	**214.10**	**61.10**	**40.54**	**11.47**	**51.39**	**94.54**	**110.71**	**12.68**	**2,367.25**	**85,201.53**
As at 31 March 2016	**926.90**	**619.63**	**1,192.41**	**487.57**	**484.98**	**54.20**	**24.74**	**47.60**	**82.54**	**84,047.37**	**17.11**	**87,985.05**	**781.32**
As at 31 March 2017	**936.17**	**619.63**	**1,139.61**	**481.21**	**485.01**	**48.51**	**38.50**	**39.47**	**69.04**	**81,253.35**	**15.77**	**85,126.27**	**670.95**
As at 30 September 2017	**936.17**	**619.63**	**1,086.87**	**1,017.52**	**476.77**	**46.79**	**35.97**	**32.92**	**62.27**	**79,662.63**	**11.72**	**83,989.26**	**207.73**

Note: 1

The Company had entered into an agreement with Andhra Pradesh Industrial Infrastructure Corporation Ltd. ('APIIC') for occupation of two tranches of land. One tranche of land was transferred to the Company as freehold land. For the other tranche of land, admeasuring Acre 680.55cents, a lease deed for a period of 21 years was entered with APIIC on 25 November 2009. As per the lease deed, APIIC agreed to sell the land even during the subsistence of the lease deed on securing necessary clearances and approvals for such sale to the Company on such mutually agreed terms and conditions. Further, in the unlikely event of transferring the land through sale to the Company, APIIC agreed to renew the lease for a further period on such mutually agreed terms and conditions. All the requirements of the agreement including the payment of consideration of Rs. 612.50 millions have been complied with by the Company to purchase the land. The said consideration was paid on 12 November 2009 and the same has been considered as cost of land. The Company received legal advice on the delay and there has been no indication that suggested that the delay in sale of land was not only administrative in nature and the said sale will happen in due course. Further, APIIC has also confirmed that it agrees to renew the lease for a further period on such mutually agreed terms and conditions in the unlikely event that the sale is not completed then. Accordingly, the estimates of useful lives of assets is considered to be appropriate.

Note: 2

As per option given in Ind As 101 "First-time Adoption of Indian Accounting Standards" the first - time adopter can continue the capitalisation of exchange difference arising on translation of long term monetary liabilities which are existing as on 31 March 2016. Accordingly, the Company has opted for capitalisation of exchange difference in respect of long term monetary liabilities. The total amount of exchange difference capitalised upto 31 March 2017: Rs. 5,092.30 million, 31 March 2016: Rs. 4,916.70 million and 31 March 2015: Rs. 3,681.00 million.

2. Other intangible assets

(Amounts in INR million)

Particulars	Computer software	Total
Gross block:		
Balance as at 1 April 2014 (Proforma)	20.80	20.80
Additions	29.06	29.06
Balance as at 31 March 2015 (Proforma)	**49.86**	**49.86**
Additions	9.37	9.37
Balance as at 31 March 2016	**59.23**	**59.23**
Additions	11.39	11.39
Balance as at 31 March 2017	**70.62**	**70.62**
Additions	0.90	0.90
As at 30 September 2017	**71.52**	**71.52**
Accumulated depreciation:		
Balance as at 1 April 2014 (Proforma)	8.47	8.47
Amortisation for the year	9.58	9.58
Balance as at 31 March 2015 (Proforma)	**18.05**	**18.05**
Amortisation for the year	15.10	15.10
Balance as at 31 March 2016	**33.15**	**33.15**
Amortisation for the year	17.76	17.76
Balance as at 31 March 2017	**50.91**	**50.91**
Amortisation for the period	10.10	10.10
Balance as at 30 September 2017	**61.01**	**61.01**
Carrying amount:		
As at 31 March 2015 (Proforma)	**31.81**	**31.81**
As at 31 March 2016	**26.08**	**26.08**
As at 31 March 2017	**19.71**	**19.71**
As at 30 September 2017	**10.51**	**10.51**

Depreciation and amortisation expense:

(Amounts in INR million)

Particulars	Charge for the year/ period	Capitalised during the construction period	Net charge to profit and loss
For the year ended 31 March 2015	67.19	(67.19)	-
For the year ended 31 March 2016	2,866.07	(33.94)	2,832.13
For the year ended 31 March 2017	3,531.64	-	3,531.64
For the six months period ended 30 September 2017	1,792.30	-	1,792.30

(Amounts in INR million)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
3. Non- current Investments				
Unquoted equity shares, trade (fully paid up)				
Investment in equity instrument of subsidiary TPCIL Singapore Pte. Ltd, Singapore Number of equity share as at 30 September 2017: 24,000, 31 March 2017: 10000, 31 March 2016: 10000 and 31 March 2015: Nil of SGD 1 each	1.13	0.47	0.47	-
	1.13	**0.47**	**0.47**	**-**
Aggregate value of unquoted investments	1.13	0.47	0.47	-
4A. Other non-current financial assets				
Unsecured considered good				
Security deposits	-	-	7.60	7.50
Margin money deposits with related party (Refer note no. 35 of Annexure A.VII)	-	-	-	60.09
Interest accrued on deposits	-	-	28.25	97.93
Bank deposits due to mature after 12 months of the reporting date	-	-	467.75	779.88
	-	**-**	**503.60**	**945.40**
4B. Other non-current assets				
Capital advances	44.84	8.81	777.83	2,053.91
Advances other than capital advances				
- Advance recoverable in cash or kind	-	-	250.00	584.48
- Prepayments	2.02	2.48	3.60	-
	46.86	**11.29**	**1,031.43**	**2,638.39**
5. Inventories				
(Valued at lower of cost and net realisable value)				
Fuel*	1,580.55	2,402.76	2,225.72	1,037.63
Stores and spares	1,022.80	997.71	867.27	130.29
	2,603.35	**3,400.47**	**3,092.99**	**1,167.92**
*Goods in transit	514.90	999.70	547.80	-
6. Trade receivables				
Unsecured				
- considered good*	12,931.90	11,991.73	8,751.81	-
- considered doubtful	67.08	-	-	-
	12,998.98	11,991.73	8,751.81	-
Less: allowance for credit losses	67.08	-	-	-
	12,931.90	**11,991.73**	**8,751.81**	**-**

*includes receivables against which the Company holds revolving letter of credit from two customers.

(i) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(ii) For trade receivables from related parties Refer note no. 35 of Annexure A.VII

(iii) The Company's exposure to credit and currency risk and loss allowances related to trade receivables are disclosed in note no: 34 of Annexure A.VII

(Amounts in INR million)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
7. Cash and cash equivalents				
Balance with banks				
- In current accounts	322.56	1,272.61	855.48	654.56
- Deposits with maturity of less than three months	879.78	151.39	1,080.68	954.81
Cash on hand	0.73	0.46	0.87	0.50
	1,203.07	**1,424.46**	**1,937.03**	**1,609.87**
Bank balances other than those disclosed above				
Deposits due to mature after three months but before twelve months from the reporting date*	1,194.11	778.69	481.78	492.46
	1,194.11	**778.69**	**481.78**	**492.46**

*Represents Rs. 338.00 million (31 March 2017: Rs. 778.69 million, 31 March 2016: Rs 481.78 million, 31 March 2015: Rs 492.46 million) held as margin money towards bank guarantees.

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of reporting period and earlier years.

Details of Specified Bank Notes (SBN) held and transacted during the period 8 November 2016 to 30 December 2016 is as under:

Particulars	SBN	Other denomination notes	Total
Closing cash in hand as on 8 November 2016	0.39	-	0.39
Add: permitted receipts	-	8.12	8.12
Less: permitted payments	-	2.17	2.17
Less: Amount deposited in banks	0.39	-	0.39
Closing cash in hand as on 30 December 2016	**-**	**5.95**	**5.95**

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8 November 2016.

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
8. Loans				
Loans to employees	0.54	0.79	1.35	0.63
	0.54	**0.79**	**1.35**	**0.63**
9. Derivatives				
Forward exchange contracts	4.87	-	-	-
Foreign currency options	-	-	-	87.00
	4.87	**-**	**-**	**87.00**
10. Other financial assets				
Unsecured, considered good				
Security deposits				
- Rental deposits	0.41	0.41	0.51	0.54
- Electricity deposits	1.00	6.00	-	-
- Other deposits	2.62	2.63	0.47	1.08
Advance and Margin money deposits to related party (Refer note no. 35 of Annexure A.VII)	679.62	679.62	674.92	554.18
Staff advances	1.12	1.01	0.33	1.12
Interest accrued on deposits	3.35	127.36	69.24	90.86
Unbilled revenue	3,367.70	4,354.47	2,377.17	-
Insurance claim receivable	-	66.48	120.28	20.28
	4,055.82	**5,237.98**	**3,242.92**	**668.06**
11. Other current assets				
Unsecured, considered good				
Advances to suppliers	353.47	398.85	315.24	17.31
Balance with government authorities	5.09	-	-	10.26
Prepayments	63.79	197.37	156.11	219.08
Other advance	-	-	0.66	0.45
Other receivable	5.21	-	-	-
	427.56	**596.22**	**472.01**	**247.10**

(All amounts and numbers in INR million, except per share data)

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015 (Proforma)	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
12. Equity share capital								
Authorised share capital								
Equity shares of INR 10 each	3,009.80	30,098.04	3,009.80	30,098.04	3,009.80	30,098.04	3,009.80	30,098.04
5% Cumulative participatory redeemable convertible preference shares ("CPRCPS") of INR 10 each	490.20	4,901.96	490.20	4,901.96	490.20	4,901.96	490.20	4,901.96
	3,500.00	**35,000.00**	**3,500.00**	**35,000.00**	**3,500.00**	**35,000.00**	**3,500.00**	**35,000.00**
Issued, Subscribed and fully paid up								
Equity shares of INR 10 each*	1,839.92	18,399.15	1,839.92	18,399.15	1,481.83	14,818.30	840.09	8,400.85
	1,839.92	**18,399.15**	**1,839.92**	**18,399.15**	**1,481.83**	**14,818.30**	**840.09**	**8,400.85**

* 643.97 million (31 March 2017: 643.97 million, 31 March 2016: 1,340.52 million, 31 March 2015: 463.92 million) equity shares of INR 10 each, fully paid up are pledged against secured term loans.

The reconciliation of shares outstanding at the beginning and at the end of reporting period is set out below:
Equity shares:

Particulars	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015 (Proforma)	
	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Shares outstanding at the beginning of the period/year	1,839.92	18,399.15	1,481.83	14,818.30	840.09	8,400.85	463.92	4,639.20
Shares issued during the period/year*	-	-	358.09	3,580.85	641.74	6,417.45	376.17	3,761.65
Shares outstanding at the end of the period/ year	1,839.92	18,399.15	1,839.92	18,399.15	1,481.83	14,818.30	840.09	8,400.85

* Shares issued during the year ended 31 March 2015 also includes conversion of CPRCPS into equity shares.

The details of shareholder holding more than 5% shares along with number of equity shares held is set out below:
Equity Shares

Name of shareholder	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015 (Proforma)	
	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding
Sembcorp Utilities Pte Limited, Singapore*	1,598.32	86.87%	1,598.32	86.87%	1,240.23	83.70%	598.49	71.24%
Gayatri Energy Ventures Private Limited	241.60	13.13%	241.60	13.13%	241.60	16.30%	241.60	28.76%

* Holding company.

Terms and rights attached to equity shares:

Equity shares of the Company have a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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.

13. Other equity

Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings consist of profit/(loss) for current period and all prior years as disclosed in the statement of profit or loss and other comprehensive income.

Other items of OCI

Effective portion of cash flow hedges

This comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instrument related to hedged transactions that have not yet occurred.

Remeasurement of defined benefit liability

Comprises of actuarial gains/losses and return on plan assets excluding interest income.

(Amounts in INR million)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
14A. Non-current borrowings				
Secured				
Term loans and External commercial borrowings:				
- from banks	60,882.59	62,330.31	12,847.47	12,662.42
- from financial institutions	-	-	32,777.58	33,503.26
	60,882.59	**62,330.31**	**45,625.05**	**46,165.68**
Current maturities of non-current borrowings (shown under other financial liabilities)	3,220.55	2,942.80	24,175.72	25,178.87
14B. Current borrowings				
Secured				
From Banks:				
Loans repayable on demand and short-term loans:				
- Working capital loans including buyer's credit	12,686.65	14,568.25	10,393.62	514.58
	12,686.65	**14,568.25**	**10,393.62**	**514.58**

Non-current borrowings:

a. Term loans:

Security details:

1. First ranking pari passu charge of registered mortgage of freehold land of 160 square meters. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh.

2. Pledge of 643.97 million, 31 March 2017: 643.97 million, 31 March 2016: 1,340.52 million and 31 March 2015: 463.92 million equity shares of Rs.10 each fully paid up of the Company.

3. First ranking pari passu charge over all the present and future assets (both tangible and intangible) of the Company.

4. The borrowings as at 31 March 2016 and 31 March 2015 were also secured by Corporate guarantee of Gayatri Projects Limited.

5. During the year ended 31 March 2017, the term loans against the common loan agreement dated 13 September 2010 were repaid and refinanced with Rupee term loans from consortium of lenders against agreement dated 24 October 2016 lead by State Bank of India ('SBI').

Rate of interest and repayment terms:

6. As per the agreement dated 24 October 2016, Rupee Term Loan facility - I are repayable in 79 quarterly installments commencing from 31 December 2016 and Rupee Term Loan facility - II are payable in 77 quarterly instalments commencing from 30 June 2017. The rupee term loans in respect of facility - I and II carries an interest of SBI MCLR plus 1.25% p.a. Applicable interest rate for the period ended 30 September 2017 is 10.15% p.a, for the year ended 31 March 2017: 10.15% to 14.75% p.a, 31 March 2016: 11.50% to 14% p.a and 31 March 2015: 11.50% to 14.75% p.a.

b. External Commercial Borrowings:

The External Commercial Borrowings (ECB) are payable in 20 quarterly instalments commencing from 30 June 2017. ECB loan carry interest at 3 Month USD LIBOR plus 1.15% p.a, for the period ended 30 September 2017 (31 March 2017 at USD LIBOR plus 1.15% p.a., 31 March 2016 and 31 March 2015: Nil). ECB loans are guaranteed by Sembcorp Utilities Pte Ltd, the holding company of the the Company.

c. Buyers credit for project construction

Buyers credit carries LIBOR based interest in range of Nil (31 March 2016 and 31 March 2015: 1.61% to 2.37% p.a.). The buyers credit facility was guaranteed by Sembcorp Utilities Pte Ltd, in the form of corporate guarantee and was repayable within a period not exceeding 3 years from the date of shipment or 29 April 2016 which ever was later.

Current borrowings:

Terms, Rate of interest and nature of security of working capital loans:

The loans are secured by of mortgage pari passu first charge of registered mortgage of freehold land of 160 sq. mtrs. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh.

First pari passu charge over all the present and future assets (both tangible and intangible) of the Company.

Working capital loans currently carry an interest of 8.42% to 9.50% p.a. (31 March 2017: 8.50% to 12.85% p.a, 31 March 2016: 9% to 12.50% p.a. and 31 March 2015: 8.40% to 11.75% p.a.) Buyers credit carry as interest rate in the range of 1.60% to 2.27% p.a for all the periods.

Note 14 A and 14 B :-Statement of details of terms and conditions of the non-current borrowings and current borrowings outstanding as at 30 September 2017

Sl No	Name of the lender	Nature of borrowing	Amount sanctioned (INR million)	Amount outstanding (INR million)	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security
1	State Bank of India	Term Loan	26,000.00	25,220.00	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016	1% of the loan amount outstanding with 30 days prior notice to the Lenders.	2% p.a on the defaulted amount, in the event of any default in payment of principle and interest on the due date to any Lender or such extended timeline approved by the Lenders.	Consortium borrowings are secured by way of:- a) First ranking pari passu charge of registered mortgage of freehold land of 160 square. meters. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh. b) First ranking pari passu charge over all the present and future assets (both tangible and intangible) of the Company. Borrowings are also secured by pledge of equity shares by the Promoter representing 35% of the equity share capital in favour of the Security Trustee for the benefit of the Lenders.
2	State Bank of India	Term Loan	3,250.00	2,210.63	10.15% (Linked to one year SBI MCLR)	24-Oct-16	77 Quarterly installments starting from 30 June 2017			
3	Andhra Bank	Term Loan	3,200.00	2,425.00	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016			
4	Punjab National Bank	Term Loan	5,948.40	5,769.96	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016			
5	Union Bank of India	Term Loan	3,200.00	3,104.00	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016			
6	Bank of Baroda	Term Loan	10,000.00	9,700.00	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016			
7	Development Bank of Singapore Limited	External Commercial Borrowing	3,337.50	3,257.66	8.36% (3 months USD LIBOR + 1.15%)	24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
8	Mizuho Bank Limited, Singapore	External Commercial Borrowing	3,537.75	3,453.12		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
9	Bank of China Limited, Singapore	External Commercial Borrowing	3,337.50	3,257.66		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
10	Sumitomo Mitsui Banking Corporation, Singapore	External Commercial Borrowing	3,337.50	3,257.66		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
11	Mega International Commercial Bank Co Ltd, Off shore Banking Branch	External Commercial Borrowing	1,335.00	1,303.06		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
12	Hua Nan Commercial Bank Ltd, Offshore Banking Branch	External Commercial Borrowing	767.63	749.26		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
13	Hua Nan Commercial Bank Ltd, Singapore	External Commercial Borrowing	767.63	749.26		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.

Note 14 A and 14 B :-Statement of details of terms and conditions of the non-current borrowings and current borrowings outstanding as at 30 September 2017

Sl No	Name of the lender	Nature of borrowing	Amount sanctioned (INR million)	Amount outstanding (INR million)	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security
14	Punjab National Bank	Working capital loan	3,440.00	3,437.70	9.50%	23-Sep-16	Payable on Demand	Nil	2% p.a additional interest on the overdue amount	Borrowings are secured by way of:- a) First ranking pari passu charge of registered mortgage of freehold land of 160 square. meters. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh. b) First ranking pari passu charge over all the present and future assets (both tangible and intangible) of the Company.
15	Bank of Baroda	Working capital loan	3,000.00	1,628.25	9.50%	01-Nov-16	Payable on Demand	Nil	2% p.a additional interest on the overdue amount	
16	HSBC Bank	Overdraft facility	5,000.00	6.39	9.50%	02-Dec-16	Payable on Demand	Nil	2% p.a additional interest on the overdue amount	
17	HSBC Bank	Working capital loan		500.00	Average rate 8.90% (Mutually agreed rate)	02-Dec-16	Maximum tenure of 270 days	Nil		
18	HSBC Bank	Working capital loan		513.00	Average rate 9.13% (Mutually agreed rate)	02-Dec-16	Maximum tenure of 180 days	Nil		
19	HSBC Bank	Buyers credit		1,788.94	Average rate 1.60% (Mutually agreed rate)	02-Dec-16	Maximum tenure of 270 days	Nil		
20	Standard Chartered Bank	Overdraft facility	3,600.00	9.02	9.50%	23-Sep-16	Payable on Demand	Nil	2% p.a additional interest on the overdue amount	
		Working capital loan		850.00	Average rate 8.79% (MCLR + margin)	23-Sep-16	Maximum tenure of 180 days	Nil		
		Buyers credit		1,714.43	Average rate 2.27% (LIBOR + margin)	23-Sep-16	Maximum tenure of 180 days	Nil		
21	Development Bank of Singapore Limited	Working capital loan	3,500.00	1,000.00	Average rate 8.42% (Mutually agreed rate)	26-May-17	Maximum tenure of 180 days	Any prepayment will be with prior acceptance of Bank, after 7 days notice period and would entail payment of penalty, as levied by the bank.	2% p.a additional interest on the overdue amount	First ranking pari passu charge of registered mortgage of freehold land of 160 square. meters. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh. First ranking pari passu charge over all the present and future assets (both tangible and intangible) of the Company. Corporate Guarantee from Sembcorp Utilities Pte Ltd and Gayatri Energy Ventures Private Limited, in the ratio of respective shareholding at all times.
		Buyers credit		1,238.92	Average rate 2.02% (Mutually agreed rate)		Maximum tenure of 365 days			
22	Unamortised borrowing cost			(354.13)						
				76,789.79						

(Amounts in INR million)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
15. Derivatives				
Non-Current				
Derivative designated as cash flow hedge	1,171.32	802.60	-	-
	1,171.32	**802.60**	**-**	**-**
Current				
Derivatives not designated as hedge				
Fair value of forward contracts used for hedging	16.26	116.60	198.70	-
	16.26	**116.60**	**198.70**	**-**

The Company's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note no. 34 of Annexure A.VII.

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
16. Other financial liabilities				
Non-current				
Retention bonus payable	3.48	10.94	-	-
	3.48	**10.94**	**-**	**-**
Current				
Current maturity of long-term debt (Refer note no: 14A of Annexure A.VII)	3,220.55	2,942.80	24,175.72	25,178.87
Interest accrued and due on borrowings	11.03	-	-	-
Interest accrued but not due on borrowings	48.70	50.74	697.83	477.07
Capital creditors	188.18	176.28	401.34	888.38
Salaries payable	0.05	0.06	52.94	36.16
Retention bonus payable	9.53	11.05	46.94	-
Retention money payable	341.71	366.57	2,608.44	5,297.05
Unearned income	163.16	-	-	-
Other payable	3.51	2.27	5.97	-
	3,986.42	**3,549.77**	**27,989.18**	**31,877.53**
17. Provisions				
Non-current				
Provision for employee benefits:				
- Gratuity (Refer note no: 29 of Annexure A.VII)	-	1.73	-	0.19
- Compensated absences	36.13	31.78	30.63	4.27
	36.13	**33.51**	**30.63**	**4.46**
Current				
Provision for employee benefits				
- Gratuity (Refer note no: 29 of Annexure A.VII)	0.75	1.58	-	0.08
- Compensated absences	-	3.14	1.50	0.66
	0.75	**4.72**	**1.50**	**0.74**
18. Trade payables				
Current				
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-
Total outstanding of creditors other than micro enterprises and small enterprises (Refer note 30 of Annexure A.VII)	2,190.26	2,976.33	2,006.38	-
	2,190.26	**2,976.33**	**2,006.38**	**-**
19. Other current liabilities				
Advances from customers	8.62	1.52	0.20	0.62
Due to statutory authorities	47.61	64.17	63.51	74.88
	56.23	**65.69**	**63.71**	**75.50**

(Amounts in INR million)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
20. Revenue from operations				
Sale of electricity	19,838.53	33,980.18	23,987.85	-
Other operating revenue	501.54	73.87	-	-
	20,340.07	**34,054.05**	**23,987.85**	**-**
21. Employee benefits expense				
Salaries, wages and bonus	345.95	437.56	395.61	16.80
Contribution to provident and other funds (Refer note no: 29 of Annexure A.VII)	11.19	20.06	16.61	1.22
Staff welfare expenses	28.55	53.28	50.15	1.62
	385.69	**510.90**	**462.37**	**19.64**
22. Finance costs				
Interest expense on financial liabilities measured at amortised cost	3,712.34	8,365.38	6,250.68	24.59
Other borrowing costs	220.28	1,711.04	397.95	12.51
Loss on derivative contracts	-	645.58	990.62	-
	3,932.62	**10,722.00**	**7,639.25**	**37.10**
23. Other expenses				
Legal and professional fee (Refer note no: 32 of Annexure A.VII)	131.88	396.79	314.27	9.95
Compensation for short supply of power and others	4.42	139.52	215.19	-
Consumption of stores, spares and consumables	130.50	191.04	190.73	-
Insurance	113.95	201.18	107.45	-
Repairs and maintenance:				
- Buildings and civil works	18.61	40.65	39.27	-
- Plant and equipment	205.93	598.06	433.32	-
- Others	8.83	27.73	17.18	0.50
Allowances for credit losses	67.08	-	-	-
Loss on foreign currency transactions and translation (net)	62.28	134.54	38.55	82.54
Vehicle hire charges	17.08	41.92	50.37	-
Security expenses	28.73	71.94	48.12	-
Travel and conveyance	10.78	42.05	38.94	1.49
Health and safety expenses	7.55	20.77	26.21	-
Commission charges	3.23	8.20	23.54	0.45
Rates and taxes	-	13.52	18.93	0.40
Expenditure on corporate social responsibility (Refer note no.31 of Annexure A.VII)	17.09	35.34	14.47	-
Advertisement expenses	0.26	1.30	12.38	-
Communication expenses	3.58	14.82	12.18	-
Rent (Refer note no: 27 of Annexure A.VII)	2.79	5.67	6.57	0.53
Training and seminar	2.15	4.57	2.97	2.68
Printing and stationery	1.08	3.42	1.67	0.11
Directors' sitting fees	0.71	2.18	1.42	-
Miscellaneous expenses	7.93	24.40	27.15	4.02
	846.44	**2,019.61**	**1,640.88**	**102.67**

(Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
24. Income tax				
Deferred tax:				
Deferred tax assets				
Unabsorbed losses and depreciation as per Income-tax law	13,181.32	11,780.10	14,816.33	-
Deferred tax liabilities				
Excess of depreciation allowable under Income-tax law over depreciation provided in books	13,181.32	11,780.10	14,816.33	-
	-	-	-	-

Note:
In the absence of reasonable certainty supported by evidence that there will be future taxable income against which such losses can be set off, the deferred tax asset on carry forward unabsorbed depreciation and loss as at 30 September 2017, 31 March 2017 and 31 March 2016 is created to the extent of deferred tax liability.

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
Current tax:				
Income tax assets/(liability)				
Income tax assets	195.49	195.49	164.48	112.71
Current tax liabilities	95.17	14.19	14.19	-
Net income tax assets/(liability) at the end	**100.32**	**181.30**	**150.29**	**112.71**
Tax reconciliation:				
(a) Amount recognised in statement of profit and loss:				
Tax expense:				
Current tax : MAT for the period/year	360.81	-	14.19	-
Deferred tax	-	-	-	-
Tax expense for the period/year	**360.81**	**-**	**14.19**	**-**
(b) Reconciliation of effective tax rate				
Profit/(Loss) before tax, restated	**1,337.22**	**(435.40)**	**(1,197.37)**	**(23.07)**
Statutory income tax rate	34.61%	34.61%	34.61%	33.99%
Computed expected tax expense/(benefit)	**462.78**	**(150.68)**	**(414.38)**	**(7.84)**
Reconciliation:				
Carried forward losses from the earlier years in respect of which deferred tax asset was not recognised earlier	(462.78)	-	-	-
Unrecognised deferred tax asset on loss during the year	-	150.68	414.38	7.84
Effect of additional tax on account of MAT applicability	375.00	-	-	-
Adjustments of tax relating to earlier years on account of restatement	(14.19)	-	14.19	-
Income tax expense reported in the statement of profit and loss	**360.81**	**-**	**14.19**	**-**

(Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
25. Contingent liabilities and commitments (to the extent not provided for)				
a. Commitments:				
Estimated amount of contracts remaining to be executed on capital account and not provided for	115.30	446.10	606.25	1,388.07
	115.30	**446.10**	**606.25**	**1,388.07**
b. Claims against the Company not acknowledged as debt in respect of:				
(i) Income tax*	272.40	247.60	58.95	58.95
(ii) Cess levied under the Buildings and Other Construction Works(RE&CS) Act,1996	287.21	287.21	-	-
(iii) Additional charges levied by lender (Financial Institution)	-	-	128.30	-
(iv) Additional interest charged by lender (Bank)	-	-	4.67	-
	559.61	**534.81**	**191.92**	**58.95**

* Tax paid under protest as at 30 September 2017: INR 47.30 million (31 March 2017: INR 47.30 million and 31 March 2016: INR 29.48 million).

26. Earnings per share (EPS)

(Amounts in INR million)

Particulars	For the period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
Net profit/(loss) after tax, restated	**1,337.22**	**(435.40)**	**(1,197.37)**	**(23.07)**
Number of shares at the beginning of the year (in Millions)	1,839.92	1,481.83	840.09	463.92
Add: Weighted average number of equity shares issued during the period/year (in Millions)	-	329.63	541.83	213.83
Weighted average number of equity shares outstanding during the year (in Millions)	**1,839.92**	**1,811.46**	**1,381.92**	**677.75**
Basic EPS of par value of Rs.10 (INR)	0.73	(0.24)	(0.87)	(0.03)
Diluted EPS of par value of Rs.10 (INR)	0.73	(0.24)	(0.87)	(0.03)

Note: EPS is not annualised for the six months period ended 30 September 2017.

27. Leases

The Company has taken office premises on cancellable operating leases. Lease rental under such cancellable leases amounting INR 2.60 million for the six months period ended 30 September 2017 (31 March 2017: INR 4.10 million, 31 March 2016: INR 1.90 million and 31 March 2015: INR 3.78 million) has been charged to Statement of profit and loss (net of recoveries) in the respective periods.

The Company was also obligated under non-cancellable operating leases for the premises which are renewable at the option of both the lessor and lessee. The total expense incurred under non-cancellable operating lease amounted to 30 September 2017: Nil (31 March 2017: INR 1.60 million, 31 March 2016: INR 6.53 million and 31 March 2015: INR 6.92 million).

Future minimum lease payments:

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
Not later than one year	-	-	13.97	7.33
Later than one year but less than five years	-	-	-	3.14
Later than five year	-	-	-	-
Total	**-**	**-**	**13.97**	**10.47**

The Company has taken on operating lease 26.84 acres of vacant land for a period of 14 years. The lease arrangement may be renewed for a further period of 15 years based on mutual agreement of the parties, with an escalation in lease rent not exceeding 25% . The total lease rental incurred under this agreement during the period amounted to INR 0.19 million.

28. Segment reporting

The Company is engaged in the business of generation and supply of power, which in the context of Ind AS 108 - "Operating Segments", notified by the Companies (Accounts) Rules, 2014 is considered the only operating segment. The Company is domiciled in India. Since the operations of the Company exist only in India and all its assets are located only in India, disclosures required under paragraphs 32-34 of Ind AS 108 is not required.

29 Assets and liabilities relating to employee benefits

i) Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contribution to provident fund charged to the Statement of profit and loss for the six months period ended 30 September 2017 is INR 10.4 million (31 March 2017: INR 19.60 million, 31 March 2016: INR 17.00 million and 31 March 2015: INR 12.20 million).

ii) Defined benefit plan

The Company provides gratuity for its employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees' last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognized funds in India. Liability with regard to this plan is determined by an actuarial valuation as at the end of the year/period and are charged to the Statement of profit and loss.

A. Funding

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

The following tables summaries the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for Gratuity plan:

(Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
B. Reconciliation of the present value of defined benefit obligation				
Balance at the beginning of the year	19.88	13.22	9.73	6.73
Current service cost	0.39	0.26	0.19	2.23
Interest cost	0.73	1.06	0.78	0.72
Benefits paid	(1.25)	(0.78)	-	-
Actuarial (gains)/ loss recognised in the other comprehensive income				
- experience adjustments	3.04	6.67	(10.68)	-
- changes in financial assumptions	-	(0.55)	13.20	0.05
Balance at the end of the year	**22.79**	**19.88**	**13.22**	**9.73**
Non-current	20.40	18.30	11.94	9.65
Current	2.39	1.58	1.28	0.08
Reconciliation of the present value of plan assets				
Balance at the beginning of the year	16.57	13.89	9.46	5.18
Contributions paid into the plan by employer	6.62	2.47	3.53	3.56
Benefits paid	(1.25)	(0.78)	-	-
Expected return on plan assets	1.16	1.07	0.74	0.72
Actuarial gain/ (loss) on plan assets	(1.06)	(0.08)	0.16	-
Acquisition adjustment	-	-	-	-
Balance at the end of the year	**22.04**	**16.57**	**13.89**	**9.46**
Net defined benefit obligation/ (asset)	**0.75**	**3.31**	**(0.67)**	**0.27**

C. Expense recognized in the Statement of profit and loss

(Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
Current service cost	0.39	0.26	0.19	2.23
Interest cost	0.73	1.06	0.78	0.72
Interest income	(1.16)	(1.07)	(0.74)	(0.72)
	(0.04)	**0.25**	**0.23**	**2.23**
Remeasurements recognised in other comprehensive income				
Actuarial (gain)/ loss on defined benefit obligation	3.04	6.12	2.52	0.05
Return on plan assets excluding interest income	1.06	0.08	(0.16)	-
	4.10	**6.20**	**2.36**	**0.05**

D. Plan assets

Plan assets comprise of the following:

(Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
New group gratuity cash accumulation plan with LIC	22.04	16.57	13.89	9.46

E. Summary of actuarial assumptions:

Demographic assumptions

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
Mortality rate (% of IALM 06-08)	100%	100%	100%	100%
Attrition rate				
18 - 30 years	10%	10%	10%	5%
31 - 40 years	5%	5%	8%	5%
41 &+ years	1%	1%	1%	5%
Financial assumptions				
Discount rate	7%	7%	8%	8%
Future salary growth rate	5%	5%	5%	5%

29 Assets and liabilities relating to employee benefits

Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligations by the amount shown below.

(Amounts in INR million)

Particulars	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016	
	Increase	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**
Discount rate (1% movement)	(2.06)	2.24	(1.47)	1.53	(7.00)	8.00
Future salary growth rate (1% movement)	1.91	(1.98)	2.53	(2.37)	17.00	(15.00)
Attrition rate (50% movement)	1.87	(2.68)	2.83	(3.77)	25.00	(35.00)
Mortality rate (10% movement)	0.03	(0.17)	(0.07)	(0.17)	0.40	(1.00)

Asset-liability matching strategy

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity payables falling due during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

F. Expected contributions to the plan for the next annual reporting period

The Company expects to contribute a sum of Rs.0.70 million to the plan for the next annual reporting period.

G. Maturity profile of the defined benefit obligation:

Expected cash flows over the next (valued on undiscounted basis): (Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017
Within 1 year	1.41	1.60
2 to 5 years	2.48	1.40
6 to 10 years	3.22	2.60
More than 10 years	44.30	30.70

iii) Compensated absences:

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year-end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year/period and is charged to the statement of profit and loss.

30 Details of dues to micro and small enterprises as defined under Micro, Small and Medium Enterprises Act, 2006

Disclosure of amounts payable to vendors as defined under the “Micro, Small and Medium Enterprise Development Act, 2006” is based on the information available with the Company regarding the status of registration of such vendors under the said Act. There are no dues towards principal amounts / interest payable to such vendors as at the Balance Sheet dates. The Company has not received any claim for interest from any supplier under the said Act.

31 Details of Corporate social responsibility expenditure

The obligation towards Corporate Social Responsibility (CSR) as prescribed under section 135 of the Companies Act, 2013 for the period/years ended 30 September 2017, 31 March 2017, 31 March 2016 and 31 March 2015 is Nil. The Company has however incurred for the period ended 30 September 2017 INR 17.09 million, for the years ended 31 March 2017: INR 35.34 million and 31 March 2016: INR 14.47 million on education, healthcare, village infrastructure, skill development, social reforms and environment sustainability.

32 Auditor's remuneration (excluding taxes)

(Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
- statutory audit fee	2.50	1.70	1.43	1.24
- for other services	1.74	3.20	3.83	0.59
- for reimbursement of expenses	0.09	0.20	9.00	0.07
	4.33	**5.10**	**14.26**	**1.90**

33 Capital management

The Company aims to maintain sound capital base so as to maintain investor, creditor and market confidence and to sustain future development and growth of its business, while at the same time maintaining an appropriate dividend policy to reward shareholders. The Management monitors the return on capital, as well as the level of dividends to equity shareholders.

The Company seeks to maintain a balance between the higher returns that might be possible with highest levels of borrowings and the advantages and security afforded by a sound capital position. Capital is defined as equity attributable to the equity holders. Debt consists of non-current borrowings, current borrowings and current maturities of long term borrowings.

The Company’s debt to equity ratio as at the balance sheet was as follows:

(Amounts in INR million)

Particulars		As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
Debt	**A**	76,789.79	79,841.36	80,194.39	71,859.13
Total equity, restated	**B**	25,746.94	24,981.61	22,149.36	16,931.64
Total debt and equity		**1,02,536.73**	**1,04,822.97**	**1,02,343.75**	**88,790.77**
Debt-to-equity ratio	**(A/B)**	2.98	3.20	3.62	4.24

34. Financial instruments - Fair values and risk management

A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(Amounts in INR million)

As at 30 September 2017:

		Carrying amount				Fair value			
Particulars	**Note**	**Fair value hedging instruments**	**Other financial assets -amortised cost**	**Other financial liabilities - amortised cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value									
Forward exchange contracts	9	4.87	-	-	4.87	-	4.87	-	4.87
		4.87	**-**	**-**	**4.87**	**-**	**4.87**	**-**	**4.87**
Financial assets not measured at fair value									
Non-current investments	3	-	1.13	-	1.13	-	-	-	-
Trade receivables	6	-	12,931.90	-	12,931.90	-	-	-	-
Cash and cash equivalents	7	-	1,203.07	-	1,203.07	-	-	-	-
Other bank balances	7	-	1,194.11	-	1,194.11	-	-	-	-
Loans	8	-	0.54	-	0.54	-	-	-	-
Other financial assets	4A & 10	-	4,055.82	-	4,055.82	-	-	-	-
		-	**19,386.57**	**-**	**19,386.57**	**-**	**-**	**-**	**-**
Financial liabilities measured at fair value									
Derivative designated as cash flow hedge	15	1,171.32	-	-	1,171.32	-	1,171.32	-	1,171.32
Forward exchange contracts	15	16.26	-	-	16.26	-	16.26	-	16.26
		1,187.58	**-**	**-**	**1,187.58**	**-**	**1,187.58**	**-**	**1,187.58**
Financial liabilities not measured at fair value									
Borrowings	14A & 14B	-	-	73,569.24	73,569.24	-	-	-	-
Trade payables	18	-	-	2,190.26	2,190.26	-	-	-	-
Other financial liabilities	16	-	-	3,989.90	3,989.90	-	-	-	-
		-	**-**	**79,749.40**	**79,749.40**	**-**	**-**	**-**	**-**

As at 31 March 2017:

		Carrying amount				Fair value			
Particulars	**Note**	**Fair value hedging instruments**	**Other financial assets -amortised cost**	**Other financial liabilities - amortised cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets not measured at fair value									
Non-current investments	3	-	0.47	-	0.47	-	-	-	-
Trade receivables	6	-	11,991.73	-	11,991.73	-	-	-	-
Cash and cash equivalents	7	-	1,424.46	-	1,424.46	-	-	-	-
Other bank balances	7	-	778.69	-	778.69	-	-	-	-
Loans	8	-	0.79	-	0.79	-	-	-	-
Other financial assets	4A & 10	-	5,237.98	-	5,237.98	-	-	-	-
		-	**19,434.12**	**-**	**19,434.12**	**-**	**-**	**-**	**-**
Financial liabilities measured at fair value									
Derivative designated as cash flow hedge	15	802.60	-	-	802.60	-	802.60	-	802.60
Forward exchange contracts	15	116.60	-	-	116.60		116.60		116.60
		919.20	**-**	**-**	**919.20**	**-**	**919.20**	**-**	**919.20**
Financial liabilities not measured at fair value									
Borrowings	14A & 14B	-	-	76,898.56	76,898.56	-	-	-	-
Trade payables	18	-	-	2,976.33	2,976.33	-	-	-	-
Other financial liabilities	16	-	-	3,560.71	3,560.71	-	-	-	-
		-	**-**	**83,435.60**	**83,435.60**	**-**	**-**	**-**	**-**

34. Financial instruments - Fair values and risk management

A. Accounting classifications and fair values (continued)

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(Amounts in INR million)

As at 31 March 2016:

		Carrying amount				**Fair value**			
Particulars	**Note**	**Fair value hedging instruments**	**Other financial assets -amortised cost**	**Other financial liabilities - amortised cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets not measured at fair value									
Non-current investments	3	-	0.47	-	0.47	-	-	-	-
Trade receivables	6	-	8,751.81	-	8,751.81	-	-	-	-
Cash and cash equivalents	7	-	1,937.03	-	1,937.03	-	-	-	-
Other bank balances	7	-	481.78	-	481.78	-	-	-	-
Loans	8	-	1.35	-	1.35	-	-	-	-
Other financial assets	4A & 10	-	3,746.52	-	3,746.52	-	-	-	-
		-	**14,918.96**	**-**	**14,918.96**	**-**	**-**	**-**	**-**
Financial liabilities measured at fair value									
Forward exchange contracts	15	198.70	-	-	198.70	-	198.70	-	198.70
		198.70	**-**	**-**	**198.70**	**-**	**198.70**	**-**	**198.70**
Financial liabilities not measured at fair value									
Borrowings	14A & 14B	-	-	56,018.67	56,018.67	-	-	-	-
Trade payables	18	-	-	2,006.38	2,006.38	-	-	-	-
Other financial liabilities	16	-	-	27,989.18	27,989.18	-	-	-	-
		-	**-**	**86,014.23**	**86,014.23**	**-**	**-**	**-**	**-**

As at 31 March 2015 (Proforma):

		Carrying amount				**Fair value**			
Particulars	**Note**	**Fair value hedging instruments**	**Other financial assets -amortised cost**	**Other financial liabilities - amortised cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value									
Foreign currency options	9	87.00	-	-	87.00	-	87.00	-	87.00
		87.00	**-**	**-**	**87.00**	**-**	**87.00**	**-**	**87.00**
Financial assets not measured at fair value									
Cash and cash equivalents	7	-	1,609.87	-	1,609.87	-	-	-	-
Other bank balances	7	-	492.46	-	492.46	-	-	-	-
Loans	8	-	0.63	-	0.63				
Other financial assets	4A & 10	-	1,613.46	-	1,613.46	-	-	-	-
		-	**3,716.42**	**-**	**3,716.42**	**-**	**-**	**-**	**-**
Financial liabilities not measured at fair value									
Borrowings	14A & 14B	-	-	46,680.26	46,680.26	-	-	-	-
Other financial liabilities	16	-	-	31,877.53	31,877.53	-	-	-	-
		-	**-**	**78,557.79**	**78,557.79**	**-**	**-**	**-**	**-**

34 Financial instruments - Fair values and risk management

A. Accounting classifications and fair values (continued)

i. Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Forward exchange/ option contracts	The fair value is determined using quoted forward/option exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.	Not applicable	Not applicable
Swap contracts	The swap contracts are valued based on discounted cash flows analysis whereby the value of the security is equal to the present value of its future cash inflows or outflows. Valuation methodology broadly consists of discounting future cash flows for each leg of the bond. The fair value of estimates is subject to a credit risk adjustment that reflects the credit risk of the respective Company and its counterparty; this is calculated based on credit spreads derived from current default swap or bond prices.	Not applicable	Not applicable

B. Financial risk management objectives and policies

The Company's activities exposed it to market risk (including interest rate risk, foreign currency risk and price risk), credit risk and liquidity risk.

As part of the Company's Enterprise Risk Management framework, treasury policies and financial authority limits are documented and reviewed periodically. The policies set out the parameters for management of Company's liquidity, counterparty risk, foreign exchange and derivative transactions and financing.

The Company utilises foreign exchange contracts, foreign exchange swaps, interest rate swaps, and various financial instruments to manage exposures to interest rate and foreign exchange risks arising from operating and financing activities. All such transactions must involve underlying assets or liabilities and no speculative transactions are allowed.

The financial authority limits seek to limit and mitigate transactional risks by setting out the threshold of approvals required for entering into contractual obligations.

a) Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and reduce market risk exposures within acceptable parameters.

i) Interest rate risk

The Company's exposure to market risk for changes in interest rate environment relates mainly to its debt obligations.

The Company's policy is to maintain an efficient and optimal interest cost structure using a mix of fixed and variable rate debts and long-term and short-term borrowings.

The Company enters into cross currency interest rate swaps to reduce its exposure to interest rate volatility. In accordance with the Company's policy the duration of such cross currency interest rate swaps must not exceed the tenure of the underlying debt.

The Company's borrowings majorly consists of project funding loans and working capital loans having fixed and variable rate of interest.

The interest rate profile of the Company's interest-bearing instruments as reported to management is as follows:

(Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
Fixed rate instruments				
Financial liabilities	(2,863.00)	(5,148.62)	(1,050.00)	-
	(2,863.00)	**(5,148.62)**	**(1,050.00)**	**-**
Effect of interest rate swaps	(16,027.70)	(15,950.30)	-	-
	(18,890.70)	**(21,098.92)**	**(1,050.00)**	**-**
Variable rate instruments				
Financial assets	2,073.89	930.08	2,030.21	2,227.15
Financial liabilities	(73,926.79)	(74,692.74)	(79,144.39)	(71,859.13)
	(71,852.90)	**(73,762.66)**	**(77,114.18)**	**(69,631.98)**
Effect of interest rate swaps	16,027.70	15,950.30	-	-
	(55,825.20)	**(57,812.36)**	**(77,114.18)**	**(69,631.98)**

34. Financial instruments - Fair values and risk management

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The majority of the Company's assets are located in India. The Company’s exposure to the risk of changes in foreign exchange rates relates primarily to its operating and financing activities. The functional currency of the Company is Indian rupee. The currencies in which these transactions are primarily denominated in US dollars (USD), Singapore dollar (SGD), and Euros (Euro).

The Company evaluates the exposure and enters into foreign currency derivative instruments like forward contracts, cross currency interest rate swaps to mitigate the exposure.

The summary quantitative data about the Company's exposure to currency risk (based on notional reports) as reported to the management is as follows:

(Amounts in INR million)

Particulars	Currency	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015 (Proforma)	
		INR	Foreign currency	INR	Foreign currency	INR	Foreign currency	INR	Foreign currency
Financial assets									
Cash on hand	USD	-	-	0.13	-	0.22	-	0.17	-
Cash on hand	SGD	0.20	-	-	-	0.17	-	-	-
Advance to suppliers	EURO	-	-	0.10	-		-	-	-
Advance to suppliers	USD	5.07	0.10	0.75	-	1.27	-	-	-
Total Financial assets		**5.27**		**0.98**		**1.66**	**-**	**0.17**	**-**
Financial liabilities									
Borrowings - ECB and Buyer's credit	USD	(20,758.80)	(316.70)	(19,050.00)	(291.78)	(21,869.87)	(329.70)	(24,192.28)	(386.27)
Trade payables	USD	(193.30)	(2.90)	(370.90)	(5.72)	(335.94)	(5.06)	-	-
Trade payables	SGD	(0.50)	-	(14.27)	(0.31)	(20.94)	(0.43)	-	-
Trade payables	JPY	-	-	-	-	(30.56)	(51.66)	-	-
Other financial liabilities	USD	(248.20)	(3.80)	(235.71)	(3.64)	(1,665.63)	(25.11)	(3,456.80)	(55.19)
Other financial liabilities	SGD	-	-	-	-	-	-	(2.94)	(0.06)
Other financial liabilities	EURO	-	-	-	-	(9.01)	(0.12)	-	-
Total Financial liabilities		**(21,200.80)**		**(19,670.88)**		**(23,931.95)**		**(27,652.02)**	
Net Financial liabilities		**(21,195.53)**		**(19,669.90)**		**(23,930.29)**		**(27,651.85)**	
Less:									
Foreign exchange forward contracts	USD	3,968.62	60.54	3,168.31	46.84	23,217.28	350.01	-	-
Cross currency interest rate swaps	USD	16,027.74	244.50	16,420.50	246.00	-	-	-	-
Option contract	USD			-	-	-	-	19,415.46	310.00
Total		**19,996.36**		**19,588.81**		**23,217.28**		**19,415.46**	
Net exposure in respect of recognized assets/(liabilities)		**(1,199.17)**		**(81.09)**		**(713.01)**		**(8,236.39)**	

Sensitivity analysis

A reasonably possible strengthening (weakening) of Indian rupee against US dollar, Euros, Japanese Yen or Singapore Dollar as at 30 September 2017 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.

(Amounts in INR million)

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
30 September 2017				
USD (5% movement)	59.97	(59.97)	59.97	(59.97)
SGD (5% movement)	0.02	(0.02)	0.02	(0.02)
31 March 2017				
USD (5% movement)	31.04	(31.04)	31.04	(31.04)
SGD (5% movement)	0.71	(0.71)	0.71	(0.71)
31 March 2016				
USD (5% movement)	42.58	(42.58)	42.58	(42.58)
SGD (5% movement)	1.04	(1.04)	1.04	(1.04)
JPY (5% movement)	1.53	(1.53)	1.53	(1.53)
Euro (5% movement)	0.45	(0.45)	0.45	(0.45)
31 March, 2015 (Proforma)				
USD (5% movement)	411.67	(411.67)	411.67	(411.67)
SGD (5% movement)	(0.15)	0.15	(0.15)	0.15

34. Financial instruments - Fair values and risk management

Derivative financial instruments

The fair value of foreign exchange contracts, option contracts and foreign exchange swaps are accounted for based on the difference between the contractual price and the current market price. The fair values of interest rate swaps and cross currency swaps are the indicative amounts that the Company is expected to receive or pay to terminate the swap with the swap counterparties at the balance sheet date.

The following table gives details in respect of outstanding foreign exchange forward, foreign currency cross currency swap and option contract:

(Amounts in INR million)

Particulars	30 September 2017		31 March 2017		31 March 2016		31 March 2015 (Proforma)	
	Foreign currency	INR	Foreign currency	INR	Foreign currency	INR	Foreign currency	INR
Derivatives designated as cash flow hedges:								
In USD:								
Cross-currency interest swap rates	244.50	16,027.74	246.00	16,420.50	-	-	-	-
Forward contracts	60.54	3,968.62	46.84	3,168.31	350.01	23,217.28	-	-
Option contracts	-	-	-	-	-	-	310.00	19,415.46
Total		**19,996.36**		**19,588.81**		**23,217.28**		**19,415.46**

The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date.

(Amounts in INR million)

Particulars	As of 30 September 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Not later than one month	817.45	1,167.41	21,885.90	-
Later than one month and not later than three months	1,449.32	492.95	391.49	19,415.46
Later than three months and not later than one year	3,172.94	1,941.83	939.89	-
More than one year	14,556.65	15,986.63	-	-
	19,996.36	**19,588.82**	**23,217.28**	**19,415.46**

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer, employee or counterparty to a financial instrument fails to meet it contractual obligation leading to financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks, and other financial assets.

The carrying amounts of the financial assets as disclosed in note no 4A, 6 and 10 of Annexure A.VII represent the maximum credit risk exposure.

Trade receivables

The Company has exposure to credit risk from a limited customer group on account of specialised nature of business, i.e. sale of power. The Company ensures concentration of credit does not significantly impair the financial assets since the customers to whom the exposure of credit is taken are well established and reputed undertakings which are sovereign backed and other large corporates.

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to the customer credit risk management. Credit quality of a customer is assessed based on their past performance. Outstanding customer receivables are regularly monitored and taken up on case to case basis.

The Company has adopted a policy of dealing with credit worthy counter parties as a means of mitigating the risk of financial loss from defaults. The Company's exposure and credit worthiness of its customers are continuously monitored.

The credit risk for liquid funds and other current and non-current financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings and from group companies.

As at 30 September 2017, 31 March 2017 and 31 March 2016 the Company has 2 customers, they owed to the Company more than 90% of the all trade receivable outstanding. The Company has received revolving letter of credit from these two customers towards sale of electricity.

34. Financial instruments - Fair values and risk management

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset as they fall due. The Company is exposed to this risk from its operating activities and financing activities. The Company's approach to managing liquidity is to ensure, as far as possible that it will have sufficient liquidity to meet its liability when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Liquidity requirements are maintained within the credit facilities established and are adequate and available to the Company to meet its obligations.

The table below provides details regarding the contractual maturities of significant financial liabilities as of the reporting date. The amounts are gross and discounted.

As at 30 September 2017 (Amounts in INR million)

Particulars	Carrying value	Contractual cash flows			
		Within 12 months	1-5 years	More than five years	Total
Borrowings - long-term (including interest)	64,103.14	9,374.76	46,941.39	59,360.82	1,15,676.97
Borrowings - short-term	12,686.65	12,686.65	-	-	12,686.65
Trade payables	2,190.26	2,190.26	-	-	2,190.26
Other financial liabilities (excluding current maturities of borrowings)	769.35	765.87	3.48	-	769.35
Cross currency swap contract (Non-current)	1,171.32	-	1,171.32	-	1,171.32
Foreign currency forward contracts (Current)	16.26	16.26	-	-	16.26
	80,936.98	**25,033.80**	**48,116.19**	**59,360.82**	**1,32,510.81**

As at 31 March 2017

Particulars	Carrying value	Contractual cash flows			
		Within 12 months	1-5 years	More than five years	Total
Borrowings - long-term (including interest)	65,273.11	7,893.14	43,492.06	62,013.36	1,13,398.56
Borrowings - short-term	14,568.25	14,568.25	-	-	14,568.25
Trade payables	2,976.33	2,976.33	-	-	2,976.33
Other financial liabilities (excluding current maturities of borrowings)	617.91	606.97	10.94	-	617.91
Cross currency swap contract (Non-current)	802.60	1,364.44	5,733.63	-	7,098.07
Foreign currency forward contracts (Current)	116.60	116.60	-	-	116.60
	84,354.80	**27,525.73**	**49,236.63**	**62,013.36**	**1,38,775.72**

As at 31 March 2016

Particulars	Carrying value	Contractual cash flows			
		Within 12 months	1-5 years	More than five years	Total
Borrowings - long-term (including interest)	69,800.77	30,600.06	37,121.81	41,917.62	1,09,639.49
Borrowings - short-term	10,393.62	10,393.62	-	-	10,393.62
Trade payables	2,006.38	2,006.38	-	-	2,006.38
Foreign currency forward contracts (Current)	198.70	198.70	-	-	198.70
Other financial liabilities (excluding current maturities of borrowings)	3,813.46	3,813.46	-	-	3,813.46
	86,212.93	**47,012.22**	**37,121.81**	**41,917.62**	**1,26,051.65**

As at 31 March 2015 (Proforma)

Particulars	Carrying value	Contractual cash flows			
		Within 12 months	1-5 years	More than five years	Total
Borrowings - long-term (including interest)	71,344.56	31,511.62	24,748.71	58,544.00	1,14,804.33
Borrowings - short-term	514.58	514.58	-	-	514.58
Other financial liabilities (excluding current maturities of borrowings)	6,698.66	6,698.66	-	-	6,698.66
	78,557.80	**38,724.86**	**24,748.71**	**58,544.00**	**1,22,017.57**

35 Related party disclosure

a) List of related parties

Name of the party	Nature of relationship
Sembcorp Industries Ltd, Singapore	Ultimate holding company (from 1 April 2014)
Sembcorp Utilities Pte Ltd, Singapore	Holding company (from 1 April 2014)
TPCIL Singapore Pte Ltd, Singapore	Subsidiary (from 9 July 2015)
Sembcorp India Private Limited, India	Entity under common control
Sembcorp Gayatri Power Limited, India	Entity under common control
Sembcorp Green Infra Limited, India	Entity under common control
Sembcorp Architects & Engineers Pte Ltd	Entity under common control
Gayatri Projects Limited, India	Key management personnel having significant influence Ultimate holding company (upto 31 March 2014)
Gayatri Energy Ventures Private Limited, India	Key management personnel having significant influence Holding company (upto 31 March 2014)
Deep Corporation Private Limited, India	Key management personnel having significant influence
Gayatri Hi-Tech Hotels Limited, India	Key management personnel having significant influence
Neil Garry Mcgregor	Chairman (from 31 May 2017)
T V Sandeep Kumar Reddy	Director and Vice chairman
Atul Mohan Nargund	Managing Director (upto 16 April 2017)
Vipul Tuli	Managing Director (from 31 May 2017)
Chidambaram Iyer	Chief Financial Officer (from 1 June 2017)
B.N.K.Reddy	Chief Financial Officer (upto 31 May 2017)
Nagamani Alluri	Company Secretary

b) The following are the transactions with related parties during the period/year (Amounts in INR million)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
1. Contract work				
Gayatri Projects Limited	-	261.39	413.73	443.05
2. Rent and utility expense				
Deep Corporation Private Limited	2.58	5.29	6.71	9.71
Gayatri Hi-Tech Hotels Limited	-	0.62	0.71	0.32
3. Lease rental expenses				
Sembcorp Gayatri Power Limited	0.02	0.31	-	-
4. Project development/consultancy expenses				
Sembcorp Utilities Pte Ltd	29.54	75.15	78.73	54.32
Gayatri Projects Limited	-	150.02	-	-
Sembcorp India Private Limited	-	-	63.44	256.46
Deep Corporation Private Limited	-	-	1.98	-
Gayatri Hi-Tech Hotels Limited	-	-	0.12	-
5. Bank guarantee fees/ commission				
Gayatri Projects Limited	-	12.27	19.70	24.72
Sembcorp Utilities Pte Ltd	109.17	159.19	141.51	200.73
6. Money received from issue of share capital including share premium				
Sembcorp Utilities Pte Ltd	-	3,580.85	6,417.30	4,561.61
Gayatri Energy Ventures Private Limited	-	-	0.16	50.00
7. Capital advances made				
Gayatri Projects Limited	-	61.22	104.49	188.66
8. Reimbursement of expenses				
Sembcorp Utilities Pte Ltd	2.13	6.44	9.87	3.74
Sembcorp India Private Limited	-	5.48	-	-
Sembcorp Gayatri Power Limited	-	-	-	-
Gayatri Energy Ventures Private Limited	-	-	1.33	3.13

35 Related party disclosure (continued)

b) The following are the transactions with related parties during the period/year (Amounts in INR million)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
9. Sale of consumables				
Sembcorp Gayatri Power Limited	0.52	-	-	-
10. Investment in subsidiary				
TPCIL Singapore Pte Ltd	0.66	-	0.47	-
11. Township development expenses				
Gayatri Projects Limited	-	-	10.90	4.55
Sembcorp Architects & Engineers Pte Ltd	-	-	-	1.38
12. Sale of Township Land				
Sembcorp Gayatri Power Limited	-	-	-	44.31
13. Margin money deposits advanced/(refund)				
Gayatri Projects Limited	-	-	-	(6.58)
14. Claim received against purchase of raw Materials				
Sembcorp Gulf O&M company limited	-	-	58.20	-
15. Manpower Consultancy charges				
Sembcorp India Private Limited	46.00	95.40	160.20	-
16. Sale of coal				
Sembcorp Gayatri Power Limited	771.98	541.76	-	-
17. Purchase of inventories				
Sembcorp Gayatri Power Limited	513.95	245.70	-	-
18. Lease rent income				
Sembcorp Gayatri Power Limited	0.20	0.37	-	-
19. Salaries to key managerial person *				
B N K Reddy	1.25	8.42	7.97	6.47
Chidambaram Iyer	2.70	-	-	-
Nagamani Alluri	0.77	1.51	1.31	1.05

* The Key management personnel are eligible for retirement benefits viz., gratuity and compensated absences in accordance with the policy of the Company. The proportionate retirement benefit expense pertaining to the managerial personnel has not been included in the aforementioned disclosures as separate amounts are not available for Directors/Key management personnel.

35 Related party disclosure (continued)

c) Details of related party balances is as under: (Amounts in INR million)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015 (Proforma)
Related party receivables				
Gayatri Projects Limited (advance/margin money)	679.62	679.62	679.62	627.08
Gayatri Projects Limited (advance against projects)	-	-	34.10	275.82
Sembcorp Utilities Pte Limited	2.41	-		0.37
Sembcorp Utilities India Private Limited	-	-	-	-
Sembcorp Gayatri O & M Company Limited	-	-	-	2.75
Sembcorp Gayatri Power Limited	495.14	12.85		
	1,177.17	**692.47**	**713.72**	**906.02**
Related party payables				
Gayatri Projects Limited	13.54	47.77	37.12	49.68
Sembcorp Utilities Pte Ltd	53.41	98.65	83.52	131.86
Sembcorp India Private Limited	21.29	25.53	20.84	56.47
Gayatri Hi-Tech Hotels Limited	-	0.21	0.08	-
Deep Corporation Private Limited	-	0.08	-	0.18
Sembcorp Gayatri Power Limited	216.90	-	-	-
Gayatri Energy Ventures Private Limited	-	-	-	0.20
Sembcorp Gulf O & M Company Limited	-	-	-	312.62
	305.14	**172.24**	**141.56**	**551.01**
Investment in subsidiary				
TPCIL Singapore Pte. Ltd	1.13	0.47	0.47	-
Corporate Guarantee for External Commercial Borrowings/buyers credit facility				
Sembcorp Utilities Pte Ltd	17,104.08	15,950.30	19,910.89	24,192.21
(Represents the amount of facility availed)				
Gayatri Energy Ventures Private Limited	162.70	-	-	-
Corporate Guarantee for term loan				
Gayatri Projects Limited	-	-	50,113.18	47,360.00
(Represents the amount of facility availed outstanding)				

36 Statement of reconciliation between the previous GAAP and Ind AS

Explanation of transition to Ind AS:

The Company has prepared the first standalone financial statements in accordance with Ind AS for the year ended 31 March 2017. The Company has prepared the opening standalone balance sheet as per Ind AS as of April 1, 2015 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

For the year ended 31 March 2016, the Company had prepared its standalone financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP'). The accounting policies set out in Annexure A.V have been applied in preparing these restated standalone financial statements for the year ended 31 March 2017 including the comparative information for the year ended 31 March 2016 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2015.

In preparing its Ind AS balance sheet as at 31 March 2015 and in presenting the comparative information for the year ended 31 March 2016, the Company has adjusted amounts reported previously in financial information prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its standalone financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows, opening equity.

A. Optional exemptions availed

i. Deemed cost for property, plant and equipment and intangible assets

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment and intangible assets recognised as at 1 April 2015 measured as per the previous GAAP, and use that carrying value as the deemed cost of such the property, plant and equipment and intangible assets.

ii. Exchange differences arising on long-term foreign currency monetary items

The Company has elected to avail the exemption under Ind AS 101 First-time Adoption of Indian Accounting Standards to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the standalone financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP.

iii. Classification and measurement of financial assets

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

B. Mandatory exceptions

Estimates

The estimates at 31 March 2015 and at 31 March 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at 31 March 2015, the date of transition to Ind AS and as of 31 March 2016.

36 Statement of reconciliation between previous GAAP and Ind AS (continued)

Reconciliation of equity as previously reported under previous GAAP to Ind AS as at 31 March 2016 and 31 March 2015:

(Amounts in INR million)

	Notes	As at 31 March 2016			As at 31 March 2015		
		Previous GAAP*	Ind AS transition Adjustment	Ind AS	Previous GAAP*	Performa Ind AS Adjustment	Proforma Ind AS
ASSETS							
I Non-current assets							
(a) Property, plant and equipment		89,331.56	-	89,331.56	2,367.25	-	2,367.25
(b) Capital work-in-progress		781.31	-	781.31	85,201.53	-	85,201.53
(c) Other intangible assets		26.08	-	26.08	31.81	-	31.81
(d) Financial assets							
(i) Investments		0.47	-	0.47	-	-	-
(ii) Other financial assets	1	503.60	-	503.60	958.23	(12.74)	945.49
(e) Other tax assets		164.48	-	164.48	112.71	-	112.71
(f) Other non-current assets	2	1,233.16	(201.73)	1,031.43	2,791.19	(152.76)	2,638.43
Total non- current assets		**92,040.66**	**(201.73)**	**91,838.93**	**91,462.72**	**(165.50)**	**91,297.22**
II Current assets							
(a) Inventories		3,092.99	-	3,092.99	1,167.92	-	1,167.92
(b) Financial assets							
(i) Trade receivables	6	8,780.34	(28.53)	8,751.81	-	-	-
(ii) Cash and cash equivalents		1,937.03	-	1,937.03	1,609.87	-	1,609.87
(iii) Other bank balances		481.78	-	481.78	492.46	-	492.46
(iv) Loans		1.35	-	1.35	0.63	-	0.63
(v) Derivatives	3				-	87.00	87.00
(vi) Other financial assets	1	3,181.10	(4.72)	3,176.38	668.03	-	668.03
(c) Other current assets	2	540.36	(18.96)	521.40	285.31	(38.18)	247.13
Total current assets		**18,014.95**	**(52.21)**	**17,962.74**	**4,224.22**	**48.82**	**4,273.04**
Total assets		**1,10,055.61**	**(253.94)**	**1,09,801.67**	**95,686.94**	**(116.68)**	**95,570.26**
EQUITY AND LIABILITIES							
EQUITY							
(a) Equity share capital		14,818.31	-	14,818.31	8,400.85	-	8,400.85
(b) Other equity							
(i) Securities premium		8,577.33	-	8,577.33	8,577.33	-	8,577.33
(ii) Retained earnings	A	(895.30)	(147.18)	(1,042.48)	(137.41)	90.85	(46.56)
(iii) Others equity		-	(2.41)	(2.41)	-	(0.05)	(0.05)
Total Equity		**22,500.34**	**(149.59)**	**22,350.75**	**16,840.77**	**90.80**	**16,931.57**
LIABILITIES							
I Non-current liabilities							
(a) Financial liabilities							
(i) Borrowings	5	45,848.37	(223.28)	45,625.09	46,373.33	(207.48)	46,165.85
(b) Provisions		30.63	-	30.63	4.47	-	4.47
Total non-current liabilities		**45,879.00**	**(223.28)**	**45,655.72**	**46,377.80**	**(207.48)**	**46,170.32**
II Current liabilities							
(a) Financial liabilities							
(i) Borrowings		10,393.70	-	10,393.70	514.58	-	514.58
(ii) Trade payables		1,905.69	-	1,905.69	-	-	-
(iii) Derivatives	3	39.50	159.11	198.61	-	-	-
(iv) Other financial liabilities	7	29,272.13	(40.18)	29,231.95	31,877.55	-	31,877.55
(b) Other current liabilities		63.75	-	63.75	75.50	-	75.50
(c) Provisions		1.50	-	1.50	0.74	-	0.74
Total current liabilities		**41,676.27**	**118.93**	**41,795.20**	**32,468.37**	**-**	**32,468.37**
Total liabilities		**87,555.27**	**(104.35)**	**87,450.92**	**78,846.17**	**(207.48)**	**78,638.69**
Total Equity and liabilities		**1,10,055.61**	**(253.94)**	**1,09,801.67**	**95,686.94**	**(116.68)**	**95,570.26**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

36 Statement of reconciliation between previous GAAP and Ind AS (continued)

Reconciliation of total comprehensive income for the year ended 31 March 2016 and 31 March 2015:

(Amounts in INR million)

		Notes	For the year ended 31 March 2016			For the year ended 31 March 2015		
			Previous GAAP*	Ind AS transition Adjustment	Ind AS	Previous GAAP*	Performa Ind AS Adjustment	Performa Ind AS
I	**Revenue**							
	Revenue from operations	8	24,112.51	(124.66)	23,987.85	-	-	-
	Other income	9	173.01	8.14	181.15	44.86	91.48	136.34
	Total income		**24,285.52**	**(116.52)**	**24,169.00**	**44.86**	**91.48**	**136.34**
II	**Expenses**							
	Cost of fuel		12,067.08	-	12,067.08	-	-	-
	Transmission charges		626.87	-	626.87	-	-	-
	Employee benefit expense	10	464.73	(2.36)	462.37	19.69	(0.05)	19.64
	Finance costs	11	7,235.92	259.28	7,495.20	27.14	9.96	37.10
	Depreciation and amortisation expense		2,872.44	-	2,872.44	-	-	-
	Other expenses	12	1,776.58	(135.69)	1,640.89	102.67	-	102.67
	Total expenses		**25,043.62**	**121.23**	**25,164.85**	**149.50**	**9.91**	**159.41**
III	**Loss for the year**		**(758.10)**	**(237.75)**	**(995.85)**	**(104.64)**	**81.57**	**(23.07)**
IV	**Tax expense**		-	-	-	-	-	-
V	**Loss after tax**		**(758.10)**	**(237.75)**	**(995.85)**	**(104.64)**	**81.57**	**(23.07)**
VI	**Other comprehensive income**							
	Items that will not be reclassified subsequently to profit and loss							
	Remeasurement of defined benefit liability	13	(2.36)	-	(2.36)	-	(0.05)	(0.05)
	Net other comprehensive income not to be reclassified subsequently to profit or loss		**(2.36)**	**-**	**(2.36)**	**-**	**(0.05)**	**(0.05)**
	Total comprehensive income for the year		**(760.46)**	**(237.75)**	**(998.21)**	**(104.64)**	**81.52**	**(23.12)**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

Cash flow statement:
There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

A. Reconciliation of total equity between previous GAAP and Ind AS:

(Amounts in INR million)

Particulars	notes	31 March 2016	31 March 2015	1 April 2014
Equity under IGAAP		**22,500.34**	**16,840.77**	**12,333.81**
Adjustments on account of Ind AS:				
Impact due to fair valuation of deposits	1	(4.70)	(12.80)	(17.26)
Effect of measurement financial liabilities at amortised cost	2	2.64	16.67	26.60
Fair valuation of derivative contracts	3	(118.84)	87.00	-
Impact due to fair valuation of trade receivables	6	(28.57)	-	-
Total adjustments		**(149.47)**	**90.87**	**9.34**
Total equity as per Ind AS (paid up share capital and other equity) and before restatement adjustments		**22,350.87**	**16,931.64**	**12,343.15**
Add/(less): Restatement adjustments (refer Annexure A.VI for details)		(201.51)	-	-
Total equity as per Restated Standalone Financial Statements		**22,149.36**	**16,931.64**	**12,343.15**

36 Statement of reconciliation between previous GAAP and Ind AS (continued)

Notes to the reconciliations:

1. Other financial asset
Represents fair valuation of interest free deposits as per Ind AS 109.
2. Other non current and current assets
Adjustments relating to processing fees of borrowings as per effective rate of interest method.
3. Derivatives
Represents fair value (Mark to Market) of derivative instruments as per Ind AS 109.
4. Other current assets
Represents fair value of derivative instruments as referred in Note no. 3.
5. Borrowings
Adjustments relating to processing fees of borrowings as per effective rate of interest method.
6. Trade receivables
Adjustments relating to fair value recognition of trade receivables as per Ind AS 109.
7. Other financial liabilities
Represents fair value of derivative instruments as per referred in Note no. 3.
8. Revenue from Operations
Adjustments made on account of netting of rebates with the revenue and fair value of receivables as referred in Note no.6.
9. Other income
Recognition of finance income in unwinding of discount on interest free deposit given as explained in Note no.1.
10. Employee benefit expense
Actuarial gains and losses are recognized in other comprehensive income and not reclassified to profit and loss in a subsequent period as per Ind AS 19 .

11. Finance cost
Adjustments relating to processing fess as per effective interest method.
12. Other expense
Adjustment as explained in Note no. 3 and 8.
13. Other comprehensive income
Under Indian GAAP, the Company was not required to present other comprehensive income separately. Represents actuarial gain and income tax effect on the same recognised in other comprehensive income.

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.VIII
Restated standalone statement of other income

(Amounts in INR million)

Particulars	Nature (Recurring / Nonrecurring)	Related / Not related to business activity	For the six month period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
I. Finance income						
Interest income on						
- Bank deposits	Recurring	Not related	51.79	112.40	108.66	-
- Mobilisation advance	Non-recurring	Related	-	-	14.39	44.54
- Others	Non-recurring	Not related	-	-	0.57	0.32
Unwinding of discount on margin money deposit	Recurring	Related	-	4.70	8.08	4.48
Sub-Total (A)			**51.79**	**117.10**	**131.70**	**49.34**
II.Other Income						
Gain on derivatives	Non-recurring	Related	74.84	-	-	87.00
Miscellaneous Income	Non-recurring	Not related	5.41	13.75	0.04	-
Sub-Total (B)			**80.25**	**13.75**	**0.04**	**87.00**
Total (A+B)			**132.04**	**130.85**	**131.74**	**136.34**

1. The classification of other income as recurring/ non-recurring, related/ not-related to business activity is based on the current operations and business activity of the Company as determined by the Management.
2. The figures disclosed above are based on the Restated Standalone Financial Statements of the Company.

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.IX
Restated standalone statement of dividend paid

(Amounts in INR million)

Particulars	For the six month period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
Equity shares:				
Dividend paid	-	-	-	-
Number of fully paid up equity shares (numbers in million)	1,839.92	1,839.92	1,481.83	840.09
Equity share capital	18,399.15	18,399.15	14,818.30	8,400.85
Face value (INR)	10.00	10.00	10.00	10.00
Rate of dividend %	0%	0%	0%	0%

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.X
Restated standalone statement of Capitalisation

(Amounts in INR million)

Particulars	**Pre-Issue as at 30 September 2017**	**Post issue (Refer note below)**
Debt:		
Non-current borrowings:		
Non-current portion (A)	60,882.59	
Current maturities (B)	3,220.55	
Total non-current borrowings (C) = (A + B)	**64,103.14**	
Current borrowings (D)	12,686.65	
Total debt (E) = (C) + (D)	**76,789.79**	
Equity:		
Equity share capital	18,399.15	
Other equity (as restated)	7,347.79	
Total equity (F)	**25,746.94**	
Total debt / equity ratio (E/F)	**2.98**	

1. The above has been computed on the basis of the restated standalone statement of assets and liabilities of the Company.
2. The corresponding Post-Issue capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same has not been provided in the above statement.
3. Subsequent to 30 September 2017, the Company has made the following changes in its capital structure, the effect of which has not been considered above:

a) Pursuant to the approval of the Board of directors at its meeting held on 15 February 2018, the Company has issued 3,318.81 million new equity shares of Rs. 10 each, at a premium of Rs. 8.80 per share. The Company is in the process of filing the requisite Forms with the Registrar of Companies, Andhra Pradesh and Telangana relating to allotment of these new shares.

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli	**T. V. Sandeep Kumar Reddy**
Managing Director	*Vice-chairman*
DIN: 07350892	DIN: 00005573
Juvenil Ashwinkumar Jani	**Narendra Ande**
Chief Financial Officer	*Company Secretary*
PAN: AADPJ3223B	M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.XI
(All amounts and number of shares in INR millions, except per share data)

Restated standalone statement of accounting ratios

Particulars	**Reference**	**For the six month period ended 30 September 2017**	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015 (Proforma)**
Restated net worth at the end of the period/year	A	25,746.94	24,981.61	22,149.36	16,931.64
Restated net profit/(loss) after tax attributable to equity shareholders	B	1,337.22	(435.40)	(1,197.37)	(23.07)
Weighted average number of equity shares outstanding during the period/year (Refer note 26 to Annexure A.VII)					
For basic earnings per share	C	1,839.92	1,811.46	1,381.92	677.75
For diluted earnings per share	D	1,839.92	1,811.46	1,381.92	677.75
Earnings/(loss) per share INR 10 each (refer note 3)					
Basic (INR)	(B/C)	0.73	(0.24)	(0.87)	(0.03)
Diluted (INR)	(B/D)	0.73	(0.24)	(0.87)	(0.03)
Return on net worth (%)	(B/A)	5.19%	-1.74%	-5.41%	-0.14%
Number of equity shares outstanding at the end of the period/year	E	1,839.92	1,839.92	1,481.83	840.09
Net assets value (NAV) per share of INR 10 each	(A/E)	13.99	13.58	14.95	20.15
Face value per equity share (INR)		10.00	10.00	10.00	10.00

Note: EPS is not annualised for the six months period ended 30 September 2017.

Notes:
1. The above ratios have been computed on the basis of Restated Standalone Financial Statements of the Company.
2. The ratios have been computed as below:

a) Basic Earnings per share (INR) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of equity shares outstanding during the period/year.

b) Diluted Earnings per share (INR) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of dilutive equity shares outstanding during the period/year.

c) Return on net worth (%) = Restated net profit/(loss) after tax / Restated net worth at the end of the period/year.

d) Net asset value per share (INR) = Restated net worth at the end of the year / Total number of equity shares outstanding at the end of the period/year.

3. Earning per shares (EPS) calculation is in accordance with Indian Accounting Standard (Ind AS) 33 "Earnings per share" prescribed by the The Companies (Indian Accounting Standards) Rules, 2015.

4. Net worth includes Equity share capital, Securities premium, Retained earnings and Other reserves.

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure A.XII

Restated standalone statement of tax shelter

(Amounts in INR million)

	Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Proforma)
A	**Restated profit/(loss) before tax**	1,698.03	(435.40)	(1,183.18)	(23.07)
	Chargeable at normal rate	-	(435.40)	(1,249.66)	(23.07)
	Chargeable at Minimum alternate tax (MAT) rate	1,698.03	-	66.48	-
B	**Tax rates (including surcharge and education cess)**				
	Tax rate - Normal	34.61%	34.61%	34.61%	33.99%
	Tax rate - under section 115JB	21.34%	21.34%	21.34%	20.96%
C	**Tax on income chargeable at normal tax rate**				
	Deferred asset/(liability) on timing differences:				
	Excess of depreciation allowable under Income-tax law over depreciation provided in books	(13,181.32)	(11,780.10)	(14,816.33)	-
	Unabsorbed losses and depreciation as per Income-tax law	13,181.32	11,780.10	14,816.33	-
	Deferred tax asset, net (refer note a below)	-	-	-	-
D	**Tax on income chargeable at MAT rate**				
	Book profit	1,698.03	-	66.48	-
	Adjustment for unabsorbed depreciation/business loss	(7.38)	-	-	-
	Adjusted book profit for MAT	**1,690.65**	**-**	**66.48**	**-**
	MAT tax liability	360.81	-	14.19	-
	Less: MAT credit availed	-	-	-	-
E	**Provision for current tax as per books of accounts**	**360.81**	**-**	**14.19**	**-**

1. The aforesaid statement of tax shelter has been prepared as per the Restated Standalone Statement of Profits and Losses of the Company.
2. In the absence of reasonable certainty supported by evidence that there will be future taxable income against which such losses can be set off, the deferred tax asset on carry forward unabsorbed depreciation and loss as at 30 September 2017, 31 March 2017 and 31 March 2016 is created to the extent of deferred tax liability.

Note: The above statement should be read together with significant accounting policies in Annexure A.V, restatement adjustments to audited standalone financial statements in Annexure A.VI and notes to the restated standalone financial statements in Annexure A.VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
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Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure B.I
Restated standalone statement of assets and liabilities

(Amounts in INR million)

	Note No. of Annexure B.VI	As at 31 March 2014	As at 31 March 2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	9,541.16	6,784.05
Reserves and surplus	2	2,792.65	1,996.92
		12,333.81	**8,780.97**
Non-current liabilities			
Long-term borrowings	3	35,590.00	33,948.49
Other long-term liabilities	4	142.18	5,284.95
Long-term provisions	5	4.51	5.05
		35,736.69	**39,238.49**
Current liabilities			
Other current liabilities	6	32,389.00	4,743.19
Short-term provisions	7	0.44	0.27
		32,389.44	**4,743.46**
TOTAL		**80,459.94**	**52,762.92**
ASSETS			
Non-current assets			
Fixed assets			
- Tangible assets	8	2,337.18	1,971.32
- Intangible assets	9	12.33	8.03
- Capital work-in-progress	10	69,163.19	44,141.83
Long-term loans and advances	11	1,949.33	3,531.89
Other non-current assets	12	1,997.73	1,089.53
		75,459.76	**50,742.60**
Current assets			
Cash and bank balances	13	4,406.12	1,655.24
Short-term loan and advances	14	553.71	349.88
Other current assets	15	40.35	15.20
		5,000.18	**2,020.32**
TOTAL		**80,459.94**	**52,762.92**

Note: The above statement should be read together with significant accounting policies in Annexure B.IV, restatement adjustments to audited standalone financial statements in Annexure B.V and notes to the restated standalone financial statements in Annexure B.VI.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
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Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Annexure B.II

Restated standalone statement of profit and loss

(Amounts in INR million)

	Note No. of Annexure B.VI	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue			
Revenue from operations		-	-
Other income	16	0.02	-
Total revenue		**0.02**	**-**
Expenses			
Employee benefits expense	17	14.10	8.11
Other expenses	18	6.65	3.72
Total expenses		**20.75**	**11.83**
Loss before tax		**(20.73)**	**(11.83)**
Tax expense		-	-
Loss after tax		**(20.73)**	**(11.83)**
Earnings/(Loss) per share (face value of share INR 10 each)			
Basic and diluted	20	(0.47)	(0.04)

Note: The above statement should be read together with significant accounting policies in Annexure B.IV, restatement adjustments to audited standalone financial statements in Annexure B.V and notes to the restated standalone financial statements in Annexure B.VI.

For and on behalf of the Board of Directors of
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Narendra Ande
Company Secretary
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Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure B.III
Restated standalone statement of cash flows

(Amounts in INR million)

	For the Year ended 31 March 2014	For the Year ended 31 March 2013
A. Cash flow from operating activities		
Loss before tax	(20.73)	(11.83)
Adjustments:		
Profit on sale of fixed assets	(0.02)	-
Operating cash flows before working capital changes	**(20.75)**	**(11.83)**
(Increase)/ decrease in assets	(303.22)	(1,080.07)
Increase/ (decrease) in liabilities	(42.75)	32.64
Cash used in operations	**(366.72)**	**(1,059.26)**
Income taxes paid	(27.18)	(21.54)
Net cash used in operating activities	**(393.90)**	**(1,080.80)**
B. Cash flows from investing activities		
Changes in capital work-in-progress	(20,917.92)	(20,980.50)
Purchases of tangible assets	(94.86)	(326.22)
Purchases of intangible assets	-	(8.60)
Proceeds from sale of tangible sssets	-	0.02
Bank deposits (having maturity of more than 3 months)	(385.27)	5,096.08
Interest received	271.52	535.15
Net cash used in investing activities	**(21,126.53)**	**(15,684.07)**
C. Cash flows from financing activities		
Proceeds from issue of CPRCPS	3,573.58	2,780.00
Proceeds from long-term borrowings	39,228.29	4,620.00
Proceeds from unsecured loans	(14,578.49)	13,064.47
Finance charges paid	(4,329.19)	(2,343.47)
Net cash from financing activities	**23,894.19**	**18,121.00**
Net increase in cash and cash equivalents (A+B+C)	**2,373.76**	**1,356.13**
Cash and cash equivalents at the beginning of the year	1,644.84	288.71
Cash and cash equivalents at the end of the year	**4,018.60**	**1,644.84**

Note:
Cash and cash equivalents comprise:

	As at 31 March 2014	As at 31 March 2013
Cash on hand	0.53	0.59
Balance with scheduled banks		
-in current accounts	2,368.07	1,554.25
-in deposit accounts	1,650.00	90.00
Total cash and cash equivalents (Refer note no 13 of Annexure B.VI)	**4,018.60**	**1,644.84**

The above restated cash flow statement has been prepared in accordance with 'Indirect method' as set out in the Accounting Standard (AS) 3 on 'Cash Flow Statements', specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Note: The above statement should be read together with significant accounting policies in Annexure B.IV, restatement adjustments to audited standalone financial statements in Annexure B.V and notes to the restated standalone financial statements in Annexure B.VI.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Annexure B.IV Significant accounting policies

1. Company Overview

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited) ("the Company") was incorporated on 8 January 2008 as a public limited company. The Company has been established for developing, constructing, commissioning, operating and maintaining a 1,320 megawatt coal based thermal power plant at Pynampuram and Nelatur villages, Muthukur Mandal, Nellore District in the state of Andhra Pradesh.

2. Significant Accounting Policies

2.1 Basis of preparation and presentation

The Restated Standalone Financial Statements of the Company have been specifically prepared for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company and an offer for sale by certain of its shareholders (referred to as the "Issue"). The Restated Standalone Financial Statements comprise of the restated standalone statement of assets and liabilities as at 31 March 2014 and 31 March 2013, the restated standalone statement of profit and loss and the restated standalone statement of cash flows for the years ended 31 March 2014 and 31 March 2013 and Annexure B.IV to B.IX thereto (hereinafter collectively referred to as "the Restated Standalone Financial Statements").

The Restated Standalone Financial Statements of the Company for the years ended 31 March 2014 and 31 March 2013 have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards referred to in Section 133 of the Companies Act 2013, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules') and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations").

These Restated Standalone Financial Statements were approved by the Board of Directors of the Company in their meeting held on 19 February 2018.

The accounting policies have been consistently applied by the Company. The Restated Standalone Financial Statements are presented in INR millions unless otherwise stated and rounded off to the nearest million.

These Restated Standalone Financial Statements have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

(a) Adjustments for audit qualification requiring corrective adjustment in the financial statements, if any;

(b) Adjustments for the material amounts in respective years to which they relate, if any;

(c) Adjustments for previous years identified and adjusted in arriving at the profits of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred, if any;

(d) Adjustment to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, if any;

(e) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities for consistency of presentation and to comply with requirements of the SEBI ICDR Regulations, if any;

(f) The resultant tax impact due to the aforesaid adjustments, if any.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Annexure B.IV Significant accounting policies

Significant accounting policies – The accounting policies set out below have been applied consistently to the periods presented in the restated standalone financial statements.

2.2 Current-non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within 12 months after the reporting date; or

(d) it is cash or cash equivalent unless it is restricted from being exchanged or used 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:

(a) it is expected to be settled in the Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within 12 months after the reporting date; or

(d) 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 counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the 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 and their realisation in cash or cash equivalents.

2.3 Use of estimates

The preparation of Restated Standalone Financial Statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the restated standalone financial statements and reported amounts of revenue and expense for the year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.4 Fixed assets and depreciation

Fixed assets are carried at cost of acquisition less accumulated depreciation. The cost of fixed assets comprises the purchase price, taxes, duties, freight and any other directly attributable costs of bringing the assets to their working condition for their intended use. Borrowing costs directly attributable to construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.

Advances paid towards the acquisition of fixed assets outstanding at each balance sheet date and the cost of fixed assets acquired but not ready for their intended use before such date are disclosed as capital work-in-progress.

Depreciation is provided using the straight-line method ("SLM"). The rates of depreciation prescribed in Schedule XIV to the Act are considered as minimum rates. If the Management's estimate of the useful life of a fixed asset at the time of acquisition of the fixed asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the Management's estimate of the useful life/ remaining useful life.

Pursuant to this policy, depreciation has been provided based on the following estimated useful lives of fixed assets:

Asset category	Estimated useful life
Computers	4 years
Office equipment	10-20 years
Furniture and fixtures	15 years
Project office buildings	15 years
Buildings - residential, hostel & Townships	58 years
Buildings - roads, bridges and boundary wall	58 years
Power supply systems	18 years
Main plant -tools & equipment's	20 Years
Vehicles	10 years

Depreciation is calculated on a pro-rata basis from up to the date the assets are purchased/ sold. Temporary structures are fully depreciated in the year of construction. Individual assets costing less than INR 5,000 are depreciated at 100% in the year of purchase.

Administration and general overhead expenses specifically attributable to construction of project are included as part of cost of construction project and are allocated on a systematic basis to the cost of related assets.

2.5 Intangibles assets and amortisation

Intangible assets are recorded at the consideration paid for acquisition. Intangible assets are amortised over their estimated useful lives on a straight-line basis from the date asset is available to the Company for its use. Management estimates the useful life for software to be three years.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Annexure B.IV Significant accounting policies

2.6 Foreign currency transactions

Foreign currency transactions are recorded using the exchange rates prevailing on the date of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognised in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date, are translated at year-end rates. The resultant exchange differences are recognised in the statement of profit and loss. Non-monetary assets are recorded at the rates prevailing on the date of the transaction. Exchange difference arising on settlement translation of long term foreign currency monetary items is adjusted to the carrying cost of asset, where such monetary items relates to acquisition of depreciable assets.

2.7 Employee benefits

Gratuity, which is a defined benefit scheme, is accrued based on an actuarial valuation as at the balance sheet date, carried out by an independent actuary.

Contributions to the recognised provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss.

Provision for long term compensated absences, which is a defined benefit scheme, is accrued based on an actuarial valuation at the balance sheet date, carried out by an independent actuary.

2.8 Revenue recognition

Income from interest on deposits and interest bearing securities is recognized on the time proportionate method using the underlying interest rates.

Dividend income is recognised when the unconditional right to receive the income is established.

2.9 Borrowing costs

Borrowing costs that are attributable to construction of a qualifying asset are capitalised as a part of the cost of that asset. The amount of borrowing costs eligible for capitalisation are determined as the actual borrowing costs incurred on that borrowing during the period less any income on the temporary investment of those borrowings. Other borrowing costs are recognised as expenditure in the year in which they are incurred.

2.10 Earnings / (loss) per share

The basic earnings per share ("EPS") are computed by dividing the net profit or loss after tax for the year attributable to equity share holder (after deducting the preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit after tax for the year and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date.

2.11 Leases

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at fair value of the asset taken on lease or present value of the minimum lease payments at the inception of the lease, whichever is lower.

Leases that do not transfer substantially the risks and rewards of ownership are classified as operating leases and recorded as expenses in the statement of profit and loss on a straight line basis over the lease term.

2.12 Taxes on income

Income tax expense comprises current tax and deferred tax.

Current tax

The current charge for the income taxes is calculated in accordance with the relevant tax regulations applicable to the Company.

Deferred tax

Deferred tax charge or benefit reflects the tax effects of timing differences between accounting income and taxable income, which originate during the year but reverse after the tax holiday period. The deferred tax charge or benefit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written-down or written-up to reflect the amount that is reasonably/virtually certain to be realised.

The break-up of the deferred tax assets and liabilities as at the balance sheet date is arrived at after setting-off deferred tax assets and liabilities where the Company has a legally enforceable right and an intention to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

2.13 Provisions and contingent liabilities

The Company recognises a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.14 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that any assets forming part of its cash generating units (CGU) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the reassessed recoverable amount subject to a maximum of depreciated historical cost.

2.15 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from revenue generating, investing and financing activities of the Company are segregated.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure B.V
Restatement adjustments to audited standalone financial statements

Impact of material adjustments (Amounts in INR million)

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Loss as per audited financial statements	**(20.73)**	**(11.83)**
Adjustments		
Material adjustments	-	-
Net loss as per restated financial statements	**(20.73)**	**(11.83)**

Note: The above statement should be read together with significant accounting policies in Annexure B.IV, restatement adjustments to audited standalone financial statements in Annexure B.V and notes to the restated standalone financial statements in Annexure B.VI.

Non-adjusting items:
Audit qualifications for the respective years, which do not require any adjustments in the Restated Standalone Financial Statements are

Annexure to audior's report for the financial year ended 31 March 2013:

Clause (x) of the CARO 2003 Order
The accumulated losses of the company at the end of the financial year are less than fifty percent of its net worth. The company has incurred cash losses during the current financial year as well as in the immediately preceding financial year.

Annexure to audior's report for the financial year ended 31 March 2014:

Clause (x) of the CARO 2003 Order
The accumulated losses of the Company at the end of the financial year are less than fifty percent of its net worth. The Company has incurred cash losses during the current financial year as well as in the immediately preceding financial year.

	As at 31 March 2014		As at 31 March 2013	
	No of shares	Amount	No of shares	Amount
1. Share Capital				
Authorised				
Equity shares of INR 10 each	3,009.80	30,098.04	3,009.80	30,098.04
5% Cumulative participatory redeemable convertible preference shares (CPRCPS) of INR 10 each	490.20	4,901.96	490.20	4,901.96
	3,500.00	**35,000.00**	**3,500.00**	**35,000.00**
Issued, subscribed and fully paid up				
Equity shares of INR 10 each	463.92	4,639.20	463.92	4,639.20
Cumulative participatory redeemable convertible preference shares (CPRCPS) of INR 10 each	490.20	4,901.96	214.48	2,144.85
	954.12	**9,541.16**	**678.40**	**6,784.05**

Of the above 236.60 million (31 March 2013: 236.60 million) equity shares of INR 10 each, fully paid-up are held by Gayatri Energy Ventures Private Limited, the holding company. Gayatri Projects Limited is the ultimate holding company.

Of the above 234.15 million (31 March 2013: 234.15 million) equity shares of INR 10 each, fully paid up are pledged against secured term loans.

The reconciliation of shares outstanding at the beginning and at the end of the reporting period is set out as below : (number of shares in million)

A. Equity shares

Particulars	As at 31 March 2014		As at 31 March 2013	
	No of shares	Amount	No of shares	Amount
Shares outstanding at the beginning of the year	463.92	4,639.20	463.92	4,639.20
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	463.92	4,639.20	463.92	4,639.20

B. 5% Cumulative participatory redeemable convertible preference shares ('CPRCPS')

Particulars	As at 31 March 2014		As at 31 March 2013	
	No of shares	Amount	No of shares	Amount
Shares outstanding at the beginning of the year	214.48	2,144.85	-	-
Shares issued during the year	275.72	2,757.21	214.48	2,144.85
Shares outstanding at the end of the year	490.20	4,902.06	214.48	2,144.85

The details of shareholder holding more than 5% shares along with number of equity shares held is set out below:

A. Equity Shares (number of shares in million)

Name of shareholder	As at 31 March 2014		As at 31 March 2013	
	No of shares	% of holding	No of shares	% of holding
Gayatri Energy Ventures Private Limited	236.60	51%	236.60	51%
Sembcorp Utilities Pte Limited, Singapore	227.32	49%	227.32	49%

B. 5 % Cumulative Participatory Redeemable Convertible Preference Shares (CPRCPS) (number of shares in million)

Name of shareholder	As at 31 March 2014		As at 31 March 2013	
	No of shares	% of holding	No of shares	% of holding
Sembcorp Utilities Pte Limited, Singapore	490.20	100%	214.48	100%

Terms and rights attached to equity shares:

Equity shares of the Company has a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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.

Terms and rights attached to cumulative participatory redeemable convertible preference shares:

Term of the 5% Cumulative Participatory Redeemable Convertible Preference Shares of INR 10 each is six years commencing from the date of allotment with an option to the shareholder for earlier conversion at any time.

Further, to the extent permitted under applicable law, the holder of the CPRCPS shall, in addition to the right to preferential CPRCPS dividend, be entitled to participate in any dividend declared by the board and approved by shareholders in respect of the share capital of the Company ("ordinary dividend"), on a pari passu basis and as converted basis along with the shareholders of the Company.

(Amounts in INR million)

	As at 31 March 2014	As at 31 March 2013
2. Reserves and surplus		
Securities premium account (A)		
Opening balance	2,008.95	1,373.80
Add: Amount received on issuance of 5% CPRCPS	816.46	635.15
Total (A)	**2,825.41**	**2,008.95**
Debit balance in the statement of profit and loss (B)		
Opening balance	(12.03)	(0.20)
Add: Loss for the year	(20.73)	(11.83)
Total (B)	**(32.76)**	**(12.03)**
Total (A + B)	**2,792.65**	**1,996.92**
3. Long-term borrowings		
Secured		
Term loans		
-from banks	9,690.00	5,300.00
-from financial institutions	25,900.00	14,070.00
	35,590.00	**19,370.00**
Current maturities of non-current borrowings (shown under other current liabilities)	23,008.29	-
Unsecured		
Buyers credit	-	14,578.49
	-	**14,578.49**
	35,590.00	**33,948.49**

Term loans

Term loans from banks and financial institutions were secured by way of:

1. Pari passu first charge of registered mortgage of freehold land of 160 sq. mtrs. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 728.15 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh.
2. Pledge of 234.15 million equity shares of INR 10 each fully paid up of the Company.
3. First charge over all the present and future assets (both tangible and intangible) of the Company.
4. Corporate Guarantee of Gayatri Projects Limited.

Terms of repayment

Term loans were repayable in 48 equal quarterly installments commencing from the first repayment date falling six months after the scheduled commercial operations date Unit - II (i.e., 30 September 2014) or actual commercial operations date of the project, which ever was earlier. The rate of interest applicable on term loans was in the range of 11.50% to 14%.

Buyers credit

The buyers credit facility was guaranteed by Sembcorp Utilities Pte Limited, the 49% shareholder of the Company, in the form of corporate guarantee and is repayable within a period not exceeding 3 years from the date of shipment or 31 March 2015, whichever was earlier.

(Amounts in INR million)

	As at 31 March 2014	As at 31 March 2013
4. Other long-term liabilities		
Capital creditors	142.18	5,284.95
	142.18	**5,284.95**
5. Long-term provisions		
Provision for employee benefits		
- Gratuity (Refer note 28 of Annexure B.VI)	1.56	3.42
- Compensated absences	2.95	1.63
	4.51	**5.05**
6. Other current liabilities		
Current maturities of long-term borrowings (refer note no 3 of Annexure B.VI)	23,008.29	-
Capital creditors	4,313.17	4,374.61
Retention money payable	4,559.20	-
Interest accrued but not due on borrowings	447.88	265.74
Advances from customers	2.03	-
Salaries payable	15.10	11.23
Accrued expenses	-	0.16
Statutory liabilities	43.33	91.45
	32,389.00	**4,743.19**
7. Short-term provisions		
Provision for employee benefits		
- Compensated absences	0.44	0.27
	0.44	**0.27**

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure B.VI - Notes to the restated standalone financial statements (continued)

8. Tangible assets

a. As at 31 March 2013

(Amounts in INR million)

Particulars	Gross block				Accumulated depreciation				Net block
	As at 1 April 2012	Additions	Disposals	As at 31 March 2013	As at 1 April 2012	Charge for the year	Disposals	As at 31 March 2013	As at 31 March 2013
A. Owned assets									
Land	838.49	99.10	-	937.59	-	-	-	-	937.59
Roads	88.11	152.82	-	240.93	0.84	2.02	-	2.86	238.07
Buildings	11.14	0.25	-	11.39	0.59	0.71	-	1.30	10.09
Factory Buildings	-	25.96	-	25.96	-	0.50	-	0.50	25.46
Furniture and fixtures	4.82	9.37	-	14.19	0.29	0.55	-	0.84	13.35
Vehicles	5.21	8.48	-	13.69	0.34	0.68	-	1.02	12.67
Office equipments	5.95	6.78	0.04	12.69	0.48	0.92	0.02	1.38	11.31
Electrical installations	93.00	8.35	-	101.35	2.46	5.33	-	7.79	93.56
Plant and machinery	-	10.21	-	10.21	-	0.02	-	0.02	10.19
Computers	3.55	4.91	-	8.46	0.85	1.25	-	2.10	6.36
Total	**1,050.27**	**326.23**	**0.04**	**1,376.46**	**5.85**	**11.98**	**0.02**	**17.81**	**1,358.65**
B. Assets under lease									
Land (refer note below)	612.67	-	-	612.67	-	-	-	-	612.67
Total	**612.67**	**-**	**-**	**612.67**	**-**	**-**	**-**	**-**	**612.67**
Total A+B	**1,662.94**	**326.23**	**0.04**	**1,989.13**	**5.85**	**11.98**	**0.02**	**17.81**	**1,971.32**

Note:
The Company has entered into an agreement with Andhra Pradesh Industrial Infrastructure Corporation Ltd. (APIIC) for occupation of two tranches of land. One tranche of land has been transferred to the Company as freehold land. For the another tranche of land a leasehold agreement for a period of 21 years has been entered. The Company intends to convert the same into freehold land and has paid an amount of INR 612.49 millions to APIIC for the same. The Company is awaiting approvals for the same. The amount paid to APIIC has been considered as land cost.

8. Tangible assets

b. As at 31 March 2014

(Amounts in INR million)

Particulars	Gross block				Accumulated depreciation				Net block
	As at 1 April 2013	Additions	Disposals	As at 31 March 2014	As at 1 April 2013	Charge for the year	Disposals	As at 31 March 2014	As at 31 March 2014
A. Owned assets									
Land	937.59	12.56	-	950.15	-	-	-	-	950.15
Roads	240.93	16.45	-	257.38	2.86	0.27	-	3.13	254.25
Buildings	11.39	214.28	-	225.67	1.30	6.72	-	8.02	217.65
Factory building	25.96	39.89	-	65.85	0.50	2.17	-	2.67	63.18
Furniture and fixtures	14.19	13.09	-	27.28	0.84	1.24	-	2.08	25.20
Vehicles	13.69	0.45	-	14.14	1.02	1.33	-	2.35	11.79
Office equipments	12.69	31.58	-	44.27	1.38	2.33	-	3.71	40.56
Electrical installations	101.35	14.31	-	115.66	7.79	6.10	-	13.89	101.77
Plant and machinery	10.21	31.34	-	41.55	0.02	1.20	-	1.22	40.33
Computers	8.46	6.60	-	15.06	2.10	2.71	-	4.81	10.25
Total	**1,376.46**	**380.55**	**-**	**1,757.01**	**17.81**	**24.07**	**-**	**41.88**	**1,715.13**
B. Assets under lease									
Land (refer note below)	612.67	9.38	-	622.05	-	-	-	-	622.05
Total	**612.67**	**9.38**	**-**	**622.05**	**-**	**-**	**-**	**-**	**622.05**
Total A+B	**1,989.13**	**389.93**	**-**	**2,379.06**	**17.81**	**24.07**	**-**	**41.88**	**2,337.18**

Note:

The Company has entered into an agreement with Andhra Pradesh Industrial Infrastructure Corporation Ltd. (APIIC) for occupation of two tranches of land. One tranche of land has been transferred to the Company as freehold land. For the another tranche of land a leasehold agreement for a period of 21 years has been entered. The Company intends to convert the same into freehold land and has paid an amount of INR 612.49 millions to APIIC. The Company is awaiting approvals for the same. The amount paid to APIIC has been considered as land cost.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure B.VI - Notes to the restated standalone financial statements (continued)

9. Intangible assets

a. As at 31 March 2013

(Amounts in INR million)

Particulars	Gross block				Accumulated depreciation				Net block
	As at 1 April 2012	Additions	Disposals	As at 31 March 2013	As at 1 April 2012	Charge for the year	Disposals	As at 31 March 2013	As at 31 March 2013
Intangible assets									
Computer software	2.73	8.60	-	11.33	1.00	2.30	-	3.30	8.03
Total	**2.73**	**8.60**	**-**	**11.33**	**1.00**	**2.30**	**-**	**3.30**	**8.03**

b. As at 31 March 2014

(Amounts in INR million)

Particulars	Gross block				Accumulated amortisation				Net block
	As at 1 April 2013	Additions	Disposals	As at 31 March 2014	As at 1 April 2013	Charge for the year	Disposals	As at 31 March 2014	As at 31 March 2014
Intangible assets									
Computer software	11.33	9.48	-	20.81	3.30	5.18	-	8.48	12.33
Total	**11.33**	**9.48**	**-**	**20.81**	**3.30**	**5.18**	**-**	**8.48**	**12.33**

10. Capital work-in-progress

a. As at 31 March 2013

(Amounts in INR million)

Particulars	Opening balance	Additions during the year (note a)	Capitalised during the year	Closing balance
Plant and machinery	5,537.99	30,393.05	-	35,931.04
Civil works	1,353.25	456.03	185.87	1,623.41
Other works	14.30	59.90	-	74.20
Expenditure during construction period (note b)	2,922.94	3,590.24	-	6,513.18
Total capital work-in-progress	**9,828.48**	**34,499.22**	**185.87**	**44,141.83**

Note:

a. During the year an amount of INR 126.37 millions towards exchange loss (net) on translation of long term foreign currency monetary items has been adjusted to the carrying amount of capital work in progress.

b. Expenditure during construction period

(Amounts in INR million)

Particulars	Opening balance	Additions during the year	Closing balance
A. Employee benefits			
Salaries	144.02	131.54	275.56
Contributions to provident and other funds	5.53	10.77	16.30
Staff welfare	5.36	11.75	17.11
	154.91	**154.06**	**308.97**
B. Administrative expenses			
Rent	45.38	6.48	51.86
Project development	268.44	265.62	534.06
Travelling	35.18	22.40	57.58
Rates and taxes	27.49	1.01	28.50
Electricity	3.35	1.81	5.16
Insurance	130.28	117.97	248.25
Corporate social responsibility expenses	13.50	39.65	53.15
Safety expenses	0.19	1.96	2.15
Legal and professional	539.88	377.32	917.20
Other expenses	24.67	29.98	54.65
	1,088.36	**864.20**	**1,952.56**
C. Finance			
Interest on borrowings	1,455.15	2,282.45	3,737.60
Other Finance expenses	442.14	493.18	935.32
Less: interest income	(224.47)	(217.93)	(442.40)
	1,672.82	**2,557.70**	**4,230.52**
D. Depreciation	**6.85**	**14.28**	**21.13**
Total (A+B+C+D)	**2,922.94**	**3,590.24**	**6,513.18**

10. Capital work-in-progress

b. As at 31 March 2014

(Amounts in INR million)

Particulars	**Opening balance**	**Additions during the year (note a)**	**Capitalised during the year**	**Closing balance**
Plant and machinery	35,931.04	18,598.10	4.50	54,524.64
Civil packages	1,623.41	265.95	252.65	1,636.71
Other packages	74.20	1,049.95	47.41	1,076.74
Expenditure during construction period (note b)	6,513.18	5,411.92	-	11,925.10
Total capital work-in-progress	**44,141.83**	**25,325.92**	**304.56**	**69,163.19**

Note:

a. During the year an amount of INR 2,313.64 millions towards exchange loss (net) on translation of long-term foreign currency monetary items has been adjusted to the carrying amount of capital work-in-progress.

b. Expenditure during construction period

(Amounts in INR million)

Particulars	**Opening balance**	**Additions during the year**	**Closing balance**
A. Employee benefits			
Salaries	275.56	231.31	506.87
Contributions to provident and other funds	16.30	13.99	30.29
Staff welfare	17.11	22.66	39.77
	308.97	**267.96**	**576.93**
B. Administrative expenses			
Rent	51.86	7.23	59.09
Project development	534.06	311.94	846.00
Travelling	57.58	28.88	86.46
Rates and taxes	28.50	1.50	30.00
Electricity	5.16	4.76	9.92
Insurance	248.25	126.65	374.90
Corporate social responsibility expenses	53.15	39.86	93.01
Safety expenses	2.15	7.55	9.70
Legal and professional	917.20	460.15	1,377.35
Other expenses	54.65	73.15	127.80
	1,952.56	**1,061.67**	**3,014.23**
C. Finance			
Interest on borrowings	3,737.60	4,074.07	7,811.67
Other finance expenses	935.32	450.48	1,385.80
Less: interest income	(442.40)	(459.73)	(902.13)
Less: scrap income	-	(11.78)	(11.78)
	4,230.52	**4,053.04**	**8,283.56**
D. Depreciation	**21.13**	**29.25**	**50.38**
Total (A+B+C+D)	**6,513.18**	**5,411.92**	**11,925.10**

(Amounts in INR million)

	As at 31 March 2014	As at 31 March 2013
11. Long-term loans and advances		
Unsecured, considered good		
Capital advances (Refer note no 31 of Annexure B.VI)	1,151.55	2,363.28
Margin money deposits (Refer note no 31 of Annexure B.VI)	279.94	231.00
Other loans and advances		
-Advance recoverable in cash or kind	512.74	150.00
-Prepaid expenses	-	47.32
-Electricity and other deposits	5.10	5.00
-Balances with customs authorities	-	735.29
	1,949.33	**3,531.89**
Capital advances stated above includes advances to Gayatri Projects Limited which has a common director	368.28	527.18
Margin money deposits stated above is deposits with Gayatri Projects Limited which has a common director	279.94	231.00
Capital advances stated above includes advances to Sembcorp Utilities India Private Limited which has a common director	0.10	-
	648.32	**758.18**
12. Other non-current assets		
Unamortised processing fees	166.00	179.20
Interest accrued on deposits	177.96	-
Bank deposits due to mature after 12 months of the reporting date*	1,653.77	910.33
	1,997.73	**1,089.53**

* Represents INR 1,653.77 million (31 March 2013: INR 910.33 million) held as margin money towards bank guarantees.

	As at 31 March 2014	As at 31 March 2013
13. Cash and bank balances		
Cash and cash equivalents:		
Cash on hand	0.53	0.59
Balance with banks		
- in current accounts	2,368.07	1,554.25
- in deposit account (with original maturity of 3 months or less)	1,650.00	90.00
	4,018.60	**1,644.84**
Other bank balances*	387.52	10.40
	4,406.12	**1,655.24**

* Represents INR 387.52 million (31 March 2013: INR 10.40 million) held as margin money towards bank guarantees.

	As at 31 March 2014	As at 31 March 2013
Details of bank balances/deposits		
Bank balance available on demand/deposits with original maturity of 3 months or less included under cash and cash equivalents	4,018.07	1,644.25
Bank deposit due to mature within 12 months of the reporting date included under "Other bank balances"	387.52	10.40
Bank deposit due to mature after 12 months of the reporting date included under "Other non-current assets" (Refer note 12 of Annexure B.VI)	1,653.77	910.33
	6,059.36	**2,564.98**

(Amounts in INR million)

	As at 31st March 2014	As at 31st March 2013
14. Short-term loan and advances		
Unsecured, considered good		
Margin money deposits	353.71	149.88
Other loans and advances		
- Advance tax (net of provision)	77.77	50.59
- Prepaid expenses	119.72	148.12
- Rental deposits	1.23	0.44
- Staff advances	0.83	0.40
- Advances for expenses	0.45	0.45
	200.00	**200.00**
	553.71	**349.88**
Margin money deposits stated above is deposits with Gayatri Projects Limited which has a common director	353.71	149.88
	353.71	**149.88**
15. Other current assets		
Unamortised processing fees	13.20	13.20
Interest accrued on deposits	12.26	2.00
Insurance claim receivable	14.89	-
	40.35	**15.20**

(Amounts in INR million)

	For the year ended 31 March 2014	For the year ended 31 March 2013
16. Other income		
Miscellaneous income	0.02	-
	0.02	**-**
17. Employee benefits expense		
Salaries	12.17	6.92
Contribution to provident and other funds	0.74	0.57
Staff welfare expenses	1.19	0.62
	14.10	**8.11**
18. Other expenses		
Power and fuel	0.25	0.10
Rent	0.38	0.34
Repairs and maintenance - others	0.82	0.15
Rates and taxes	0.08	0.05
Office maintenance	-	0.06
Travelling and conveyance	1.52	1.18
Communication	0.41	0.21
Training and seminar	2.07	1.22
Printing and stationery	0.13	0.09
Miscellaneous expenses	0.99	0.32
	6.65	**3.72**

(Amounts in INR million)

Particulars	As at 31 March 2014	As at 31 March 2013
19. Contingent liabilities and commitments (to the extent not provided for)		
a. Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	6,735.08	21,039.69
	6,735.08	**21,039.69**

b. Coal purchase commitment

The Company has entered into an agreement for purchase of coal on free on board basis from PT. Bayan Resources TBK as per agreement dated 23 February 2012. During the agreement period of ten years total quantity of coal agreed to be purchased shall be ten million metric tonnes at a price which will be based on Global coal index at the time of delivery. The Company has provided corporate guarantee of Sembcorp Utilities Pte Limited to PT Bayan Resources TBK for execution of the agreement.

c. Port services agreement

The Company has entered into an agreement with Krishnapatnam Port Company Limited (KPCL) on 01 May 2012, for handling of coal to be imported by the Company. The agreement is valid for 15 years from the date of agreement and is extendable by 10 years in the block of five years on mutually agreed terms. Further, the parties have entered into an agreement dated 14 March 2013, under which the Company will provide mobilisation advance of INR 500 millions to KPCL, at a simple interest rate of 12% per annum, for planned commissioning of coal handling facility. The advance will be recovered subsequently as a reduction to port service charges dues payable at the rate of INR 50 per MT of coal handled.

20. Earnings per share (EPS)

(Amounts in INR million)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Loss after tax (A)	(20.73)	(11.83)
Less: Preference dividend and tax thereon	195.20	6.21
Net loss after tax attributable to the equity shareholders (B)	**(215.93)**	**(18.04)**
Number of shares at the beginning of the year (in millions)	463.92	463.92
Add: Shares issued during the year	-	-
Weighted number of equity shares (in millions) (C)	**463.92**	**463.92**
Number of 5% CPRCPS outstanding during the period - for the purpose of diluted EPS (in millions) (D)	333.69	10.69
Weighted average number of shares for computation of diluted EPS (E = C + D)	**797.61**	**474.61**
Earnings per share - basic (Rs.) (B/C)	(0.47)	(0.04)
Earnings per share - diluted (Rs.) (A/E)*	(0.47)	(0.04)

*Basic and diluted earnings per share in the current and previous financial year are same as the effect of potential dilutive shares, which would be anti-dilutive, has not been considered.

21. Dividend on cumulative preference share ('CPRCPS')

During the year, the Company has issued 275.72 million (31 March 2013: 214.48 million) CPRCPS to Sembcorp Utilities Pte Limited. These preference shares are 5% CPRCPS. As on 31 March 2014, cumulative dividend due on preference shares was INR 201.42 million including corporate dividend tax amounting to INR 29.22 million.

22. Leases

The Company has taken rental premises on cancellable operating lease. Lease rental under such cancellable leases amounting to INR 7.61 millions (31 March 2013: INR 6.82 millions) has been charged to statement of profit and loss (net of recoveries). Of this, the Company has transferred lease rentals of INR 7.23 millions (31 March 2013: INR 6.48 millions) to pre-operative expenditure pending for allocation under capital work-in-progress.

23. Segment reporting

The Company is in process of setting up a thermal power plant. Accordingly, pursuant to the explanation given in Accounting Standard -17 “Segment Reporting”, no segment disclosure has been made in the financial statements as the Company has only one business i.e., generation of power and one geographical segment i.e., India.

(Amounts in INR million)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
24. Auditor's remuneration (excluding service tax)		
- as auditors	1.17	0.84
- for certification services	0.15	0.24
- for reimbursement of expenses	0.03	0.01
	1.35	**1.09**
25. Value of imports calculated on C.I.F basis		
Capital goods	7,030.31	21,509.42
	7,030.31	**21,509.42**
26. Expenditure in foreign currency		
Professional and consultation fees	413.02	431.75
Interest on buyers credit	459.67	139.39
Others	200.39	75.98
	1,073.08	**647.12**

27. The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the domestic and international transactions entered into with the associated enterprise during the financial year and expects such records to be in existence latest by the end of September 2014, as required by law. The Management is of the opinion that its domestic and international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

28. Provision for employee benefits

Pursuant to the adoption of the Accounting Standard 15 (Revised) – "Employee Benefits" effective 1st April 2007, the following table sets out the status of the gratuity plan:

(Amounts in INR million)

Particulars	As at 31 March 2014	As at 31 March 2013
Reconciliation of opening and closing balance of the present value of defined benefit obligations		
Opening defined benefit obligation	3.42	2.90
Current service cost	1.87	0.95
Interest cost	0.27	0.23
Actuarial (gain)/ loss	1.17	(0.66)
Closing defined benefit obligation	**6.73**	**3.42**
Change in the fair value of assets		
Opening fair value of plan assets	3.50	1.09
Expected return on plan assets	0.40	0.25
Contributions by employer	1.27	2.16
Closing fair value of plan assets	**5.17**	**3.50**
Amounts recognised in the balance sheet		
Present value of funded obligation	6.73	3.42
Fair value of plan assets at end of the year	(5.17)	(3.50)
Net (asset)/liability	**1.56**	**(0.08)**
Expense recognised in statement of profit and loss		
Current service cost	1.87	0.95
Interest on defined benefit obligation	0.27	0.23
Expected return on plan assets	(0.40)	(0.25)
Net actuarial losses / (gains) recognised in year	1.17	(0.66)
Amount, included in “employee benefit expense”	**2.91**	**0.27**
Summary of actuarial assumptions		
Discount rate (%)	8.00	8.00
Rate of return on plan assets (%)	8.75	9.00
Salary escalation rate (%)	5.00	5.00

Discount rate: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Expected rate of return on plan assets: This is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

28. Provision for employee benefits (contd.)

Amounts recognised in current year and previous four years

(Amounts in INR million)

Particulars	31 March 2014	31 March 2013	31 March 2012	31 March 2011	31 March 2010
Defined benefit obligation	6.73	3.42	2.90	0.31	-
Plan asset	5.17	3.50	1.09	-	-
(Surplus)/ deficit	**1.56**	**(0.08)**	**1.81**	**0.31**	**-**
Experience adjustments in plan liabilities	-	-	1.28	-	-
Experience adjustments in plan assets	-	-	-	-	-

29. Details of dues to micro and small enterprises as defined under Micro, Small and Medium Enterprises Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2014 and 31 March 2013 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the aforesaid Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

(Amounts in INR million)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period;	Nil	Nil
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the period;	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under this Act;	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the period; and	Nil	Nil
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.	Nil	Nil

The list of undertakings covered under "Micro, Small and Medium Enterprises Development Act. 2006"("MSMED") was determined by the Company on the basis of information available with the Company and is relied upon by the auditors.

30. Foreign currency exposure not hedged by a derivative instrument or otherwise

(Amounts in INR million)

Particulars	Currency	For the year ended 31 March 2014		For the year ended 31 March 2013	
		Foreign currency	Indian Rupees	Foreign currency	Indian Rupees
Buyers credit	USD	385.02	23,008.29	268.04	14,578.49
Capital creditors	USD	96.79	5,783.92	124.69	6,781.58
Capital creditors	SGD	-	-	0.02	0.84
Estimated amount of contracts remaining to be executed on capital account and not provided for	USD	6.33	378.46	123.79	6,732.74

31. Related party disclosure

a) List of related parties

Name of the party	Nature of relationship
Gayatri Energy Ventures Private Limited, India	Holding company
Gayatri Projects Limited, India	Ultimate holding company
Sembcorp Utilities Pte Limited, Singapore	Significant influence
Sembcorp Utilities India Private Limited	Subsidiary of significant influence
T V Sandeep Kumar Reddy	Key management personnel -
Tang Kin Fei	Key management personnel - Chairman
Sembcorp Gayatri O&M Company Limited	Key management personnel having significant influence
Deep Corporation Private Limited	Key management personnel having significant influence
Gayatri Hi-Tech Hotels Limited	Key management personnel having significant influence

Note: Sembcorp Utilities Pte Ltd has became the holding company w.e.f 01 April 2014

b) The following are the transactions and balances with related parties:

(Amounts in INR million)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
1. Civil work packages		
Gayatri Projects Limited	1,000.94	2,083.95
2. Rent		
Deep Corporation Private Limited	6.18	5.17
Gayatri Hi-Tech Hotels Limited	0.33	0.08
3. Project development /consultancy fees		
Sembcorp Utilities Pte Limited	413.02	391.42
Sembcorp Utilities India Private Limited	278.69	218.09
4. Bank guarantee fees/ commission		
Gayatri Projects Limited	23.03	15.58
Sembcorp Utilities Pte Limited	188.69	66.14
5. Share capital money received		
Sembcorp Utilities Pte Limited	3,573.58	2,780.00
6. Capital advances made		
Gayatri Projects Limited	239.43	285.38
7. Reimbursement of expenses		
Sembcorp Utilities Pte Limited	1.22	-
Gayatri Energy Ventures Private Limited	2.36	3.43
8. Corporate guarantee for buyers credit facility		
Sembcorp Utilities Pte Limited	23,008.29	14,578.49
(Amount represents the amount of facility availed)		
9. Township development expenses		
Gayatri Projects Limited	74.71	40.29
10. Margin money deposits advanced/(refund)		
Gayatri Projects Limited	402.77	355.88
Gayatri Projects Limited	(150.00)	(330.88)
11. Corporate guarantee for term loan		
Gayatri Projects Limited	35,590.00	19,370.00
(Amount represents the amount of facility availed)		

c) Details of related party balances is as under

(Amounts in INR million)

Particulars	As at 31 March 2014	As at 31 March 2013
Related party receivables		
Gayatri Projects Limited (margin money deposit)	633.65	380.88
Gayatri Projects Limited (advance against projects)	368.28	527.18
Sembcorp Utilities India Private Limited	0.10	-
	1,002.03	**908.06**
Related party payables		
Gayatri Projects Limited	188.36	333.32
Gayatri Energy Ventures Private Limited	0.80	0.80
Sembcorp Utilities Pte Limited	28.31	445.00
Sembcorp Utilities India Private Limited	64.37	18.47
	281.84	**797.59**

Note: The above statement should be read together with significant accounting policies in Annexure B.IV, restatement adjustments to audited standalone financial statements in Annexure B.V and notes to the restated standalone financial statements in Annexure B.VI.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli	**T. V. Sandeep Kumar Reddy**
Managing Director	*Vice-chairman*
DIN: 07350892	DIN: 00005573
Juvenil Ashwinkumar Jani	**Narendra Ande**
Chief Financial Officer	*Company Secretary*
PAN: AADPJ3223B	M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure B.VII
Restated standalone statement of dividend paid

(Amounts in INR million)

Particulars	**For the year ended 31 March 2014**	**For the year ended 31 March 2013**
Equity shares:		
Dividend paid	-	-
Number of fully paid equity shares (number in million)	463.92	463.92
Equity share capital	4,639.20	4,639.20
Face value (INR)	10.00	10.00
Rate of dividend %	0%	0%
Cumulative participatory redeemable convertible preference shares (CPRCPS):		
Dividend paid	-	-
Number of fully paid CPRCPS (number in million)	490.20	214.48
Capital contribution	4,901.96	2,144.85
Face value (INR)	10.00	10.00
Rate of dividend %	0%	0%

Note: The above statement should be read together with significant accounting policies in Annexure B.IV, restatement adjustments to audited standalone financial statements in Annexure B.V and notes to the restated standalone financial statements in Annexure B.VI.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure B.VIII
(All amounts and number of shares in INR millions, except per share data)

Restated standalone statement of accounting ratios

Particulars	Reference	For the year ended 31 March 2014	For the year ended 31 March 2013
Restated net worth at the end of the year	A	12,333.81	8,780.97
Restated net profit/(loss) after tax for the year	B	(20.73)	(11.83)
Restated net profit/(loss) after tax attributable to equity shareholders (Refer note 20 to Anenexure B.VI)	C	(215.93)	(18.04)
Weighted average number of equity shares outstanding during the year (Refer note 20 to Anenexure B.VI)			
For basic earnings per share	D	463.92	463.92
For diluted earnings per share	E	797.61	474.61
Earnings/(loss) per share INR 10 each (refer note 3)			
Basic (INR)	(C/D)	(0.47)	(0.04)
Diluted (INR)*	(B/E)	(0.47)	(0.04)
Return on net worth (%)	(B/A)	-0.17%	-0.13%
Number of equity shares outstanding at the end of the year	F	463.92	463.92
Net assets value per share of INR 10 each	(A/F)	26.59	18.93
Face value per equity share (INR)		10.00	10.00

*Basic and diluted earnings per share in the current and previous financial year are same as the effect of potential dilutive shares, which would be anti-dilutive, has not been considered.

Notes:
1. The above ratios have been computed on the basis of Restated Standalone Financial Statements of the Company.
2. The ratios have been computed as below:
a) Basic Earnings per share (INR) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of equity shares outstanding during the year.
b) Diluted Earnings per share (INR) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of dilutive equity shares outstanding during the year.

c) Return on net worth (%) = Restated net profit/(loss) after tax / Restated net worth at the end of the year.
d) Net asset value per share (INR) = Restated net worth at the end of the year / Total number of equity shares outstanding at the end of the year.
3. Earning per shares (EPS) calculation is in accordance with Indian Accounting Standard (AS) 20 "Earnings per share" prescribed by the The Companies (Accounting Standards) Rules, 2006.
4. Net worth includes Equity share capital, Securities premium and debit balance in the statement of profit and loss.

Note: The above statement should be read together with significant accounting policies in Annexure B.IV, restatement adjustments to audited standalone financial statements in Annexure B.V and notes to the restated standalone financial statements in Annexure B.VI.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure B.IX

Restated standalone statement of tax shelter

(Amounts in INR million)

	Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
A	**Restated profit/(loss) before tax**	(20.73)	(11.83)
	Chargeable at normal rate	(20.73)	(11.83)
	Chargeable at Minimum alternate tax (MAT) rate	-	-
B	**Tax rates (including surcharge and education cess)**		
	Tax rate - Normal	33.99%	33.99%
	Tax rate - under section 115JB	20.96%	20.96%
C	**Tax on income chargeable at normal tax rate**	-	-
	Deferred tax asset/(liability) on timing differences:		
	Excess of depreciation allowable under Income-tax law over depreciation provided in books	-	-
	Unabsorbed losses as per Income-tax law	20.73	11.83
	Deferred tax asset, net (refer note a below)	-	-
D	**Tax expense/(benefit) as per books of accounts**	**-**	**-**

1. The aforesaid statement of tax shelter has been prepared as per the Restated Standalone Statement of Profits and Losses of the Company.

2. In the absence of virtual certainty supported by evidence that there will be future taxable income against which such losses can be set off, the Company has not recognised the deferred tax asset on loss.

Note: The above statement should be read together with significant accounting policies in Annexure B.IV, restatement adjustments to audited standalone financial statements in Annexure B.V and notes to the restated standalone financial statements in Annexure B.VI.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Examination Report on Restated Consolidated Financial Statements in connection with Draft Red Herring Prospectus

The Board of Directors
Sembcorp Energy India Limited
(formerly known as Thermal Powertech Corporation India Limited)
6-3-1090, A-5, TSR Tower
Rajbhavan Road, Somajiguda
Hyderabad 500082
Telangana, India

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Statements of Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited) (the "Company") and its subsidiary (collectively referred to as "the Group"), which comprise of the restated consolidated statement of assets and liabilities as at 30 September 2017, 31 March 2017 and 31 March 2016, the restated consolidated statement of profit and loss, the restated consolidated statement of cash flows and the restated consolidated statement of changes in equity for the six months period ended 30 September 2017, and for each of the years ended 31 March 2017 and 31 March 2016 and the significant accounting policies, read together with the annexures and notes thereto and other restated consolidated financial information explained in paragraph 8 below (collectively, the "Restated Consolidated Financial Statements"), for the purpose of inclusion in the Draft Red Herring Prospectus (DRHP) prepared by the Company in connection with its proposed Initial Public Offer (IPO) of Equity shares by way of fresh issue and an offer for sale by certain of its shareholders. The Restated Consolidated Financial Statements have been approved by the Board of Directors of the Company at their meeting held on 19 February 2018 and is prepared in terms of the requirements of:

   (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Rules 4 to 6 Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");

   (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations"); and

   (c) the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI") (the "Guidance Note").

2. The preparation of the Restated Consolidated Financial Statements is the responsibility of the Management of the Company for the purpose set out in paragraph 11 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act, Rules, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Statements taking into consideration:

   (a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 12 February 2018 in connection with the proposed issue of equity shares of the Company; and

   (b) The Guidance Note.

4. The Restated Consolidated Financial Statements have been compiled by the Management as follows:

   (a) As at and for the six months period ended 30 September 2017: From the audited special purpose consolidated Ind AS financial statements of the Group as at and for the six months period ended 30 September 2017 (which were expressed in Indian Rupees in lakh), prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act 2013, read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of the Act, which have been approved by the Board of Directors at their Board meeting held on 13 December 2017; and

   (b) As at and for the years ended 31 March 2017 and 31 March 2016: From the audited consolidated financial statements of the Group as at and for the year 31 March 2017 and as at and for the year ended 31 March 2016 being comparative period for the year ended 31 March 2017 (which were expressed in Indian Rupees in lakh), prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of the Act, which have been approved by the Board of Directors at their Board meeting held on 31 May 2017.

5. The audit of the consolidated financial statements for the six months period ended 30 September 2017 and for of the years ended 31 March 2017 and 31 March 2016 was conducted by us, B S R & Associates LLP.

6. We did not audit the financial statements of the subsidiary for the six months period ended 30 September 2017, and for the years ended 31 March 2017 and 31 March 2016 whose share of total assets, total income and net cash flows included in the Restated Consolidated Financial Statements for each of those period/years is tabulated below. These financial statements are unaudited and have been furnished to us by the Management and our opinion in so far as it relates to the amounts included in the Restated Consolidated Financial Statements, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

(Amounts in INR millions)

As at and for the period/year ended	Total asset	Total income	Net cash Inflow/ (outflow)
30 September 2017	0.61	Nil	0.42
31 March 2017	0.19	Nil	(0.28)
31 March 2016	0.47	Nil	0.47

7. Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:

   (a) The restated consolidated statement of assets and liabilities of the Group as at 30 September 2017, 31 March 2017and 31 March 2016 examined by us, as set out in Annexure I to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure VI - Restatement adjustments to audited consolidated financial statements.

   (b) The restated consolidated statement of profit and loss of the Group for the six months period ended 30 September 2017 and each of the years ended 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure II to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure VI - Restatement adjustments to audited consolidated financial statements.

   (c) The restated consolidated statement of cash flows of the Group for the six months period ended 30 September 2017 and each of the years ended 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure III to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure VI - Restatement adjustments to audited consolidated financial statements.

   (d) The restated consolidated statement of changes in equity of the Group for the six months period ended 30 September 2017 and each of the years ended 31 March 2017 and 31 March 2016 examined by us, as set out in Annexure IV to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in Annexure VI - Restatement adjustments to audited consolidated financial statements.

   (e) Based on the above and according to the information and explanations given to us, we further report that the Restated Consolidated Financial Statements:

      i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per changed accounting policy for all the reporting years/period;

      ii) have been made after incorporating adjustments for the material amounts in the respective financial years/period to which they relate; and

      iii) do not contain any exceptional items that need to be disclosed separately and do not contain any qualification requiring adjustments.

8. We have also examined the following other restated consolidated financial information of the Group, as set out in the Annexures prepared by the management and approved by the Board of Directors on 19 February 2018 for the six months period ended 30 September 2017 and for each of the years ended 31 March 2017 and 31 March 2016:

   i) Basis of preparation and significant accounting policies, as enclosed in Annexure V;

   ii) Restatement adjustments to the audited consolidated financial statements, as enclosed in Annexure VI;

   iii) Notes to the Restated Consolidated Financial Statements, as enclosed in Annexure VII;

   iv) Restated statement of details of terms and conditions of the non-current borrowings and current borrowings outstanding as at 30 September 2017, as enclosed in Note 13A and 13B of Annexure VII;

v) Restated statement of related parties, related party transactions and related party balances, as enclosed in Note 34 of Annexure VI;

vi) Statement of reconciliation between the previous GAAP and Ind AS, as enclosed in Note 36 of Annexure VII;

vii) Restated consolidated statement of other income, as enclosed in Annexure VIII;

viii) Restated consolidated statement of dividends paid, as enclosed in Annexure IX;

ix) Restated consolidated statement of capitalisation, as enclosed in Annexure X; and

x) Restated consolidated statement of accounting ratios, as enclosed in Annexure XI.

According to the information and explanations given to us, in our opinion, the Restated Consolidated Financial Statements of the Group as at and for the six months period ended 30 September 2017 and as at and for the years ended 31 March 2017 and 31 March 2016 including the above mentioned other restated consolidated financial information contained in Annexures VII to XI, read with significant accounting policies disclosed in Annexure V, are prepared after making adjustments and regroupings as considered appropriate and as disclosed in Annexure VI and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous Auditors' Reports issued by us, nor should this report be construed as a new opinion on any of the consolidated financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the management and for inclusion in the DRHP to be filed with Securities and Exchange Board of India, and stock exchanges where the equity shares are proposed to be listed and the relevant Registrar of Companies in India in connection with the proposed issue of Equity Shares of the Company by way of fresh issue and an offer for sale by certain of its shareholders. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

for **B S R & Associates LLP**
Chartered Accountants
ICAI firm registration number: 116231W / W-100024

Vikash Somani
Partner
Membership No. 061272

Place: Hyderabad
Date: 21 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure I
Restated consolidated statement of assets and liabilities

(Amounts in INR million)

	Note No. of Annexure VII	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
ASSETS				
I **Non-current assets**				
(a) Property, plant and equipment	1	83,989.26	85,126.27	87,985.05
(b) Capital work-in-progress	1	207.73	670.95	781.32
(c) Other intangible assets	2	10.51	19.71	26.08
(d) Financial assets				
(i) Other non-current financial assets	3A	-	-	503.60
(e) Other tax assets	23	195.49	195.49	164.48
(f) Other non-current assets	3B	46.86	11.29	1,031.43
Total non- current assets		**84,449.85**	**86,023.71**	**90,491.96**
II **Current assets**				
(a) Inventories	4	2,603.35	3,400.47	3,092.99
(b) Financial assets				
(i) Trade receivables	5	12,931.90	11,991.73	8,751.81
(ii) Cash and cash equivalents	6	1,203.68	1,424.65	1,937.50
(iii) Other bank balances	6	1,194.11	778.69	481.78
(iv) Loans	7	0.54	0.79	1.35
(v) Derivatives	8	4.87	-	-
(vi) Other financial assets	9	4,055.82	5,237.98	3,242.92
(c) Other current assets	10	427.56	596.22	472.01
Total current assets		**22,421.83**	**23,430.53**	**17,980.36**
Total assets		**1,06,871.68**	**1,09,454.24**	**1,08,472.32**
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity share capital	11	18,399.15	18,399.15	14,818.30
(b) Other equity	12			
(i) Securities premium		8,577.34	8,577.34	8,577.34
(ii) Retained earnings		(342.81)	(1,679.78)	(1,244.12)
(iii) Others reserves		(887.50)	(315.61)	(2.41)
Total equity		**25,746.18**	**24,981.10**	**22,149.11**
LIABILITIES				
I **Non-current liabilities**				
(a) Financial liabilities				
(i) Borrowings	13A	60,882.59	62,330.31	45,625.05
(ii) Derivatives	14	1,171.32	802.60	-
(iii) Other financial liabilities	15	3.48	10.94	-
(b) Provisions	16	36.13	33.51	30.63
Total non-current liabilities		**62,093.52**	**63,177.36**	**45,655.68**
II **Current liabilities**				
(a) Financial liabilities				
(i) Borrowings	13B	12,686.65	14,568.25	10,393.62
(ii) Trade payables	17	2,190.26	2,976.33	2,006.38
(iii) Derivatives	14	16.26	116.60	198.70
(iv) Other financial liabilities	15	3,986.66	3,550.00	27,989.43
(b) Current tax liabilities (net)	23	95.17	14.19	14.19
(c) Other current liabilities	18	56.23	65.69	63.71
(d) Provisions	16	0.75	4.72	1.50
Total current liabilities		**19,031.98**	**21,295.78**	**40,667.53**
Total liabilities		**81,125.50**	**84,473.14**	**86,323.21**
Total equity and liabilities		**1,06,871.68**	**1,09,454.24**	**1,08,472.32**

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure II
Restated consolidated statement of profit and loss

(Amounts in INR million)

		Note No. of Annexure VII	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
I	**Revenue**				
	Revenue from operations	19	20,340.07	34,054.05	23,987.85
	Other income (refer Annexure VIII)		132.04	130.85	131.74
	Total income		**20,472.11**	**34,184.90**	**24,119.59**
II	**Expenses**				
	Cost of fuel		11,181.30	17,438.05	12,101.27
	Purchase of traded goods		495.25	-	-
	Transmission charges		140.48	398.10	626.87
	Employee benefits expense	20	385.69	510.90	462.37
	Finance costs	21	3,932.62	10,722.00	7,639.25
	Depreciation and amortisation expense	2	1,792.30	3,531.64	2,832.13
	Other expenses	22	846.69	2,019.88	1,641.13
	Total expenses		**18,774.33**	**34,620.57**	**25,303.02**
III	**Profit/(Loss) before tax**		**1,697.78**	**(435.67)**	**(1,183.43)**
IV	**Tax expense**				
	Current tax : Minimum Alternative Tax	23	360.81	-	14.19
V	**Profit/ (Loss) after tax**		**1,336.97**	**(435.67)**	**(1,197.62)**
VI	**Other comprehensive income**				
(A)	**Items that will not be reclassified subsequently to profit or loss**				
	Remeasurement of defined benefit liability		(4.10)	(6.20)	(2.36)
	Net other comprehensive income not to be reclassified subsequently to profit or loss		**(4.10)**	**(6.20)**	**(2.36)**
(B)	**Items that will be reclassified subsequently to profit or loss**				
	Effective portion of changes in fair value of cash flow hedge		(567.79)	(307.00)	-
	Net other comprehensive income to be reclassified subsequently to profit or loss		**(567.79)**	**(307.00)**	**-**
VII	**Total comprehensive income for the period/year**		**765.08**	**(748.87)**	**(1,199.98)**
	Earnings/(loss) per equity share (face value of share INR 10/- each)				
	Basic and diluted	25	0.73	(0.24)	(0.87)

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

For and on behalf of the Board of Directors of
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Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure III
Restated consolidated statement of cash flows

(Amounts in INR million)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
A. Cash flows from operating activities			
Profit/(Loss) before tax	1,697.78	(435.67)	(1,183.43)
Adjustments:			
Depreciation and amortisation expense	1,792.30	3,531.64	2,832.13
Finance costs	3,932.62	10,722.00	7,639.25
Allowance for credit losses	67.08	-	-
Interest income	(51.79)	(112.40)	(123.62)
Unrealised loss/(gain) on derivatives	11.43	-	-
Unwinding of discount on deposits	-	(4.70)	(8.08)
Cash flow hedges reclassified from OCI	(567.79)	(307.00)	-
Foreign currency exchange differences, net	97.90	1.00	23.41
Operating cash flows before working capital changes	**6,979.53**	**13,394.87**	**9,179.66**
(Increase)/ Decrease in inventories	797.06	(308.00)	(1,925.07)
(Increase)/ Decrease in trade receivables	(1,007.28)	(3,240.00)	(8,751.81)
(Increase)/ Decrease in unbilled revenue	986.80	(1,977.30)	-
(Increase)/ Decrease in financial and non-financial assets	257.75	7.08	(2,335.27)
Increase/ (Decrease) in trade payables, other financial liabilities and current liabilities	(473.71)	1,660.30	2,137.09
Increase/ (Decrease) in provisions	(1.40)	6.10	26.92
Cash generated from/ (used in) operations	**7,538.75**	**9,543.05**	**(1,668.48)**
Income taxes paid (net)	(279.80)	(31.00)	(51.77)
Net cash generated from/ (used in) operating activities	**7,258.95**	**9,512.05**	**(1,720.25)**
B. Cash flows from investing activities			
Changes in capital work-in-progress	413.94	(1,346.06)	83,788.98
Acquisition of property, plant and equipment	(645.10)	(898.53)	(88,478.27)
Acquisition of intangible assets	(0.90)	(11.40)	-
Proceeds from sale of other investments, net	-	170.80	262.19
Purchase of other investments, net	(415.40)	-	-
Interest received	175.90	37.70	334.42
Net cash used in investing activities	**(471.56)**	**(2,047.49)**	**(4,092.68)**
C. Cash flows from financing activities			
Proceeds from issue of shares including securities premium	-	3,580.85	6,417.45
Proceeds from long-term borrowings	-	65,898.70	5,072.04
Repayment of long-term borrowings	(1,203.20)	(70,262.33)	(6,615.81)
Proceeds from short-term borrowings	-	53,762.67	19,570.06
Repayment of short-term borrowings	(1,881.56)	(49,588.10)	(9,691.03)
Interest and finance charges paid	(3,923.60)	(11,369.20)	(8,612.15)
Net cash from/(used in) financing activities	**(7,008.36)**	**(7,977.41)**	**6,140.56**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(220.97)**	**(512.85)**	**327.63**
Cash and cash equivalents at the beginning of the period/year	1,424.65	1,937.50	1,609.87
Cash and cash equivalents at the end of the period/year	**1,203.68**	**1,424.65**	**1,937.50**

Note:
Components of cash and cash equivalents comprise:

Particulars	**As at 30 September 2017**	**As at 31 March 2017**	**As at 31 March 2016**
Cash on hand	1.34	0.65	1.34
Balance with scheduled banks			-
-in current accounts	322.56	1,272.61	855.48
-in deposit accounts	879.78	151.39	1,080.68
Total cash and cash equivalents (Refer note no. 6 of Annexure VII)	**1,203.68**	**1,424.65**	**1,937.50**

The above restated cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Statement of Cash Flows notified under Section 133 of Companies Act, 2013 ('Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provisions of the Act.

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

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Managing Director
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Vice-chairman
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Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)

Annexure IV

Restated consolidated statement of changes in equity

(Amounts in INR million)

Particulars	Equity share capital	Other equity				Total equity
		Reserves and Surplus		Other comprehensive income		
		Securities premium	Retained earnings	Effective portion of Cash flow hedges	Other items	
Balance as at 1 April 2015	**8,400.85**	**8,577.34**	**(46.50)**	**-**	**(0.05)**	**16,931.64**
Loss for the year	-	-	(1,197.62)	-	-	(1,197.62)
Other comprehensive income	-	-	-	-	(2.36)	(2.36)
Total comprehensive income for the year ended 31 March 2016	**-**	**-**	**(1,197.62)**	**-**	**(2.36)**	**(1,199.98)**
Equity shares issued during the year	6,417.45	-	-	-	-	6,417.45
Balance as at 31 March 2016	**14,818.30**	**8,577.34**	**(1,244.12)**	**-**	**(2.41)**	**22,149.11**

Particulars	Equity share capital	Other equity				Total equity
		Reserves and Surplus		Other comprehensive income		
		Securities premium	Retained earnings	Effective portion of Cash flow hedges	Other items	
Balance as at 1 April 2016	**14,818.30**	**8,577.34**	**(1,244.12)**	**-**	**(2.41)**	**22,149.11**
Loss for the year	-	-	(435.67)	-	-	(435.67)
Other comprehensive income	-	-	-	(307.00)	(6.20)	(313.20)
Total comprehensive income for the year ended 31 March 2017	**-**	**-**	**(435.67)**	**(307.00)**	**(6.20)**	**(748.87)**
Equity shares issued during the year	3,580.85	-	-	-	-	3,580.85
Balance as at 31 March 2017	**18,399.15**	**8,577.34**	**(1,679.78)**	**(307.00)**	**(8.61)**	**24,981.09**

Particulars	Equity share capital	Other equity				Total equity
		Reserves and Surplus		Other comprehensive income		
		Securities premium	Retained earnings	Effective portion of Cash flow hedges	Other items	
Balance as at 1 April 2017	**18,399.15**	**8,577.34**	**(1,679.78)**	**(307.00)**	**(8.61)**	**24,981.09**
Profit for the period	-	-	1,336.97	-	-	1,336.97
Other comprehensive income	-	-	-	(567.79)	(4.10)	(571.89)
Total comprehensive income for the six months period ended 30 September 2017	**-**	**-**	**1,336.97**	**(567.79)**	**(4.10)**	**765.08**
Balance as at 30 September 2017	**18,399.15**	**8,577.34**	**(342.81)**	**(874.79)**	**(12.71)**	**25,746.17**

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

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Managing Director
DIN: 07350892

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Vice-chairman
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Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited and its subsidiary (formerly known as Thermal Powertech Corporation India Limited)

Annexure V- Significant accounting policies

1. **Company overview**

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited) (‘the Company’) was incorporated on 8 January 2008 as a public limited company. The Company has been established for developing, constructing, commissioning, operating and maintaining a 1,320 megawatt (2 X 660 megawatt) coal based thermal power plant at Pynampuram and Nelatur Villages, Muthukur Mandal, Nellore District in the state of Andhra Pradesh. The Company has successfully commenced full commercial operations in September 2015.

As per the approval received from Registrar of Companies, Telangana, Hyderabad with effect from 10 February 2018, the name of the Company has been changed to Sembcorp Energy India Limited.

The Restated Consolidated Financial Statements as at and for the six months period ended 30 September 2017 and as at and for the years ended 31 March 2017 and 31 March 2016 comprise the Company and its subsidiary (collectively referred to as “Group”).

Sl. No	Name of the Entity	Country of Incorporation	Proportion of ownership interest as at 30 September 2017	Proportion of ownership interest as at 31 March 2017	Proportion of ownership interest as at 31 March 2016
1.	TPCIL Singapore Pte. Ltd	Singapore	100%	100%	100%

Note: TPCIL Singapore Pte. Ltd is the subsidiary of the Company w.e.f. 9 July 2015. Hence the preparation of consolidation financial statements are applicable to the Group from the financial year 2015-16.

2. Significant accounting policies

A. Basis of preparation and presentation

The Restated Consolidated Financial Statements of the Group have been specifically prepared for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company and an offer for sale by certain of its shareholders (referred to as the "Issue"). The Restated Consolidated Financial Statements comprise of the restated consolidated statement of assets and liabilities as at 30 September 2017, 31 March 2017 and 31 March 2016, the restated consolidated statement of profit and loss, the restated consolidated statement of cash flows and the restated consolidated statement of changes in equity for the six months period ended 30 September 2017, and for the years ended 31 March 2017 and 31 March 2016 and Annexure V to XI thereto (hereinafter collectively referred to as “the Restated Consolidated Financial Statements”).

The Restated Consolidated Financial Statements have been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 (“the Act”) read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (“the Rules’) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI ICDR Regulations”).

These Restated Consolidated Financial Statements were approved by the Board of Directors of the Company in their meeting held on 19 February 2018.

The Restated Consolidated Financial Statements of the Group have been prepared and presented as follows:

a. The Restated Consolidated Financial Statements as at and for the six months period ended 30 September 2017 have been compiled by the Management from the special purpose consolidated Ind AS financial statements of the Group as at and for the six months period ended 30 September 2017 prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of the Act; and

b. The Restated Consolidated Financial Statements as at and for the years ended 31 March 2017 and 31 March 2016 have been compiled by the Management from the audited consolidated financial statements of the Group as at and for the year ended 31 March 2017 which include the comparative Ind AS financial statements as at and for the year ended 31 March 2016 prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, subsequent amendments thereof and other relevant provisions of the Act.

The consolidated financial statements as at and for the year ended 31 March 2017 have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereof. The Company is covered under Phase 1 of Ind AS applicability based on it net worth on March 31, 2014, i.e. it shall comply with Ind AS for the accounting periods beginning 01 April 2016, with the comparatives for the period ending on 31 March 2016. Refer note 36 in Annexure VII for explanatory notes to ‘First time adoption of Ind AS’, details of first-time adoption exemptions availed by the Group and statement of reconciliation between the Previous GAAP and Ind AS.

The Restated Consolidated Financial Statements have been prepared on a historical cost convention, except for certain financial assets and liabilities that have been measured at fair value (refer accounting policy regarding financial instruments).

The Restated Consolidated Financial Statements have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

(a) Adjustments for audit qualification requiring corrective adjustment in the financial statements, if any;

(b) Adjustments for the material amounts in respective years to which they relate, if any;

(c) Adjustments for previous years identified and adjusted in arriving at the profits or losses of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred, if any;

(d) Adjustments to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, if any;

(e) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the Group for the six months period ended 30 September 2017 and the requirements of the SEBI ICDR Regulations, if any;

(f) The resultant tax impact due to the aforesaid adjustments, if any.

Significant accounting policies – The accounting policies set out below have been applied consistently to the periods presented in the Restated Consolidated Financial Statements.

B. Principles of Consolidation

The Restated Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of Restated Consolidated Financial Statements are consistent with those of previous year. The financial statements of the Company and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and the unrealised profits / losses, unless cost/revenue cannot be recovered.

The excess of cost to the Group of its investment in subsidiary, on the acquisition dates over and above the Group's share of equity in the subsidiary, is recognised as 'Goodwill on Consolidation' being an asset in the Restated Consolidated Financial Statements. The said Goodwill is not amortised, however, it is tested for impairment at each balance sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiary as on date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus' in the Restated Consolidated Financial Statements.

The Restated Consolidated Financial Statements, are presented, to the extent possible, in the same format as that adopted by the Company for its Restated Consolidated Financial Statements.

C. Functional and presentation currency

The Restated Consolidated Financial Statements are presented in Indian Rupees (INR), which is also the Company's functional currency, and have been rounded off to the nearest million, unless otherwise indicated.

D. Basis of measurement

The Restated Consolidated Financial Statements has been prepared on the historical cost basis, except for the following:

Items	Measurement basis
Certain financial assets and liabilities	Fair value (refer accounting policy regarding financial instruments)
Derivative instruments	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations.

E. Use of estimates and judgements

The preparation of these Restated Consolidated Financial Statements in conformity with the recognition and measurement principles of Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities as at the date of the Restated Consolidated Financial Statements. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Assumptions, estimation uncertainties and judgments

Information about significant areas of assumptions, estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Restated Consolidated Financial Statements are:

- **Impairment of investments**:

The Group reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

- **Useful lives of property, plant and equipment and intangible**:

The Group reviews the useful life of property, plant and equipment and intangible at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

- **Valuation of deferred tax assets**:

The Group reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained below in concerned accounting policy.

- **Defined benefit plans:**

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity 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. These 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.

- **Provisions and contingent liabilities**:

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the Restated Consolidated Financial Statements. A contingent asset is neither recognised nor disclosed in the Restated Consolidated Financial Statements.

F. Current and Non-current classification

All assets and liabilities are classified into current and non-current.

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 used to settle a liability for atleast 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 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 atleast 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has identified twelve months as its operating cycle.

G. Property, plant and equipment and depreciation

i. Recognition and measurement

Freehold land is carried at historical cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset.

The cost of self-constructed item of removing property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the assets to a working condition for their intended use, and estimated costs of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended used and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

ii. Subsequent Expenditure

Subsequent expenditure relating to property, plant and equipment is recognised in the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group and its costs can be measured reliably. The costs of day-to-day servicing of property, plant and equipment are recognised as an expense when incurred.

iii. Disposals

Gains or losses arising from the retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss on the date of retirement or disposal.

iv. Depreciation

Depreciation on property, plant and equipment is provided on straight line method based on the useful life as specified in Schedule II to the Act, except in case of plant and machinery where the estimated useful life has been considered as 25 years, which the Management believes best represent based on internal assessment where necessary, which is different from the useful life as prescribed under Part C of Schedule II of the Act. Freehold land is not depreciated.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Assets whose acquisition cost is less than INR 5,000 are fully depreciated in the year of acquisition.

v. Reclassification to investment property

When the use of a property changed from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

H. 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 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 (such as the stability of the industry, and known technological advances), 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. Expenditure incurred on acquisition of intangible assets which are not ready to use at the reporting date is disclosed under Capital Work-in-Progress.

Cost of software recognized as intangible asset, is amortised on straight line method over a period of legal right to use or 3 years, whichever is less. Other intangible assets are amortised on straight line method over the period of legal right to use or life of the related plant or asset, whichever is less.

I. Financial instruments

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and liabilities are recognised are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A Financial asset and liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

a. Subsequent measurement of financial assets:

i. Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

ii. Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii. Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iv. Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognised in statement of profit and loss.

b. Subsequent measurement of financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. De-recognition of financial instruments

i. Financial asset

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers no retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transaction whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

ii. Financial liability

The Group recognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognise a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

d. Fair value of financial instruments

In determining the fair value of its financial instruments, the Group uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the Restated 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) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the 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 period.

e. Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures.

Derivatives are initially measured at fair value. Subsequently to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

i. 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.

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 statement of profit and loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the 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 gains or losses are included in statement of profit and loss.

ii. Cash flow hedge accounting

Where a derivative is designated as a hedge of the variability in cash flows attributable to a particular risk associated with a recognised asset or liability, or a highly probable forecast transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative is recognised directly in other comprehensive income and presented in the hedging reserve in equity. The ineffective portion of changes in the fair values of the derivative is recognised immediately in profit or loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the net profit in the statement of profit and loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified to net profit in the statement of profit and loss.

J. Impairment

a. Financial assets (other than at fair value)

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses ('ECL') to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

b. Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

K. Inventories

Inventories which comprise of fuel, stores and spares are carried at the lower of cost and net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, weighted average cost method is used.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs of completion and selling expenses.

L. Foreign currency transactions

Foreign currency transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognized in the statement of profit and loss unless it relates to a long term foreign currency monetary item.

Monetary assets and liabilities that are denominated in foreign currency are translated at the exchange rate prevalent at the date of the balance sheet. The resultant exchange differences are recognised in the statement of profit and loss unless it relates to a long term foreign currency monetary item.

Non-Monetary assets are recorded at the rate prevailing on the date of the transaction

M. Employee benefits

Defined benefit plans:

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset), which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognised in OCI are not be to be subsequently reclassified to profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the profit and loss account as past service cost.

Defined contribution plans:

Contributions payable to recognized provident funds, which are defined contribution schemes, are charged to the statement of profit and loss.

Compensated absences:

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

Bonus plans:

The Group recognises a liability and an expense for bonus. The Group recognises a provision where contractually obliged or where there is a past practice that has created a contractual obligation.

N. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Sales tax/ Value Added Tax ('VAT')/ Service tax/ Goods and Service Tax ('GST') is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity/service rendered by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Revenue from energy units sold as per the terms of the Power Purchase Agreements ('PPA') and Letter Of Intent ('LOI') (collectively hereinafter referred to as 'the PPAs') is recognised on an accrual basis and includes unbilled revenue accrued up to the end of the accounting year. Revenue from energy units sold on a merchant basis is recognised in accordance with billings made to customers based on the units of energy delivered and the rate agreed with the customers. Revenue/charges from unscheduled interchange for the deviation in generation with respect to scheduled generation are recognized/ charged at rates notified by Central Electricity Regulatory Commission ('CERC') from time to time as revenue from sale of electricity and adjusted with revenue from sale of electricity.

Revenue from electrical energy transmission charges is recognized on an accrual basis in accordance with the provisions of transmission service agreements.

The Group accounts for fuel and power purchase price adjustment, claims in case of change in law etc., as and when allowed by the regulatory authorities and truing-up adjustment claims as and when realized.

Claims for delayed payment charges and any other claims, which the Group is entitled to under the PPAs, are accounted for in the year of acceptance by the customers.

Interest income is recognized based on effective interest rate method.

Dividend income is recognised when the unconditional right to receive the income is established.

O. Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the statement of profit and loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted.

P. Earnings / (loss) per share

The basic earnings per share ('EPS') is computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Q. Leases

Assets taken on lease under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets taken on finance lease are initially capitalised at fair value of the leased asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between the finance charge and reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Assets acquired under leases other than finance leases are classified as operating leases and recorded as expense as and when the payments are made over the lease term. Operating lease payments are recognised on a straight line basis over the lease term, unless the lease agreement explicitly states that increase is on account of inflation in the statement of profit and loss.

R. Income taxes

Tax expense (tax income) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income). Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax reflects the best estimate the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- Temporary differences on the the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- Temporary differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Future taxable profits are determined based on business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

S. Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. 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. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting obligations under a contract exceed the economic benefits expected to be received, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the Restated Consolidated Financial Statements.

T. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure VI
Restatement adjustments to audited consolidated financial statements

The summary of results of restatement adjustments made in the audited consolidated financial statements for the respective years and its impact on the profit/(loss) of the Group is as follows:

Particulars	Note reference	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
Net profit/(loss) as per audited consolidated financial statements under Ind AS**		1,392.59	(781.04)	(996.11)
Material adjustments on account of restatement:				
Insurance claim received	(a)	(66.48)	-	66.48
Depreciation impact on liabilities no longer required written back	(b)	(3.33)	51.26	40.31
Claim for delay in creation of securities	(c)	-	144.10	(144.10)
Claim for liquidated damages	(d)	-	100.65	(100.65)
Interest receivable charge off	(e)	-	49.36	(49.36)
Tax impact on above adjustments	(f)	14.19	-	(14.19)
Total adjustments, net		**(55.62)**	**345.37**	**(201.51)**
Restated profit/(loss) after tax		**1,336.97**	**(435.67)**	**(1,197.62)**

*Figures in brackets represent decrease in surplus in statement of profit and loss.

** Refer note No. 36 of Annexure VII for reconciliation of equity under previous GAAP and Ind AS as at 31 March 2016 and Ind AS statement of profit and loss for the year ended 31 March 2016.

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

Explanatory notes for the restatement adjustments:

(a) Insurance claim received:
During the six months period ended 30 September 2017, the Group has received insurance claim of INR 66.48 million towards fuel loss due to floods in the financial year 2015-16. For the purpose of restated consolidated financial statements, the claim amount has been reduced from the cost of fuel in the respective financial year to which it relates.

(b) Depreciation impact on liabilities no longer required written back:
During the year ended 31 March 2017, the Company had entered into a settlement agreement with a capital creditor and claim towards liquidated damages for delay in completion of project was settled against retention money payable to the contractor. Accordingly an amount of INR 1,386.82 million liability no longer required was adjusted against Property, Plant and Equipment (PPE). This claim pertains to the year ended 31 March 2016.

Since the Company has provided excess depreciation upto the settlement date i.e. 21 November 2016, for the purpose of restated consolidated financial statements, the Group has recomputed depreciation on revised PPE value from the financial year 2015-16 and the excess depreciation provided till date has been reversed in the restated consolidated financial statements. Due to this treatment there is difference of INR 88.24 million in closing PPE value as per audited consolidated financial statements and the restated consolidated financial statements as at 30 September 2017 and the corresponding impact on retained earnings of the Group as at 30 September 2017.

(c) Claim for delay in creation of securities:
During the year ended 31 March 2017, the Group has accounted for a claim of INR 144.10 million from Rural Electrification Corporation Limited (RECL) and Power Finance Corporation Limited (PFCL) towards delay in creation of mortgage on land in favour RECL and claim for partial draw down from loan sanctioned by PFCL . For the purpose of restated consolidated financial statement, the claim amount has been restated in the statement of profit and loss of financial year to which it relates.

(d) Claim for liquidated damages:
During the year ended 31 March 2017, the Group has accounted for a claim of INR 100.65 million towards penal berth charges for delay in unloading of fuel at Krishnapatnam port and charges for short fall in minimum guarantee tonnage to Krishnapatnam port pertaining to financial year 2015-16. For the purpose of restated consolidated financial statements, afore mentioned amount has been restated in the statement of profit and loss in the respective financial year to which it relates.

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure VI

Restatement adjustments to audited consolidated financial statements (continued)

Explanatory notes for the restatement adjustments: (continued)

(e) Interest receivable charge off:
The Group was eligible for interest on mobilisation advance given to Krishnapatnam port towards loading and unloading of fuel. Interest receivable of INR 49.36 million as at 31 March 2016 was reversed in the financial year ended 31 March 2017 against settlement with Krishnapatnam port. For the purpose of restated consolidated financial statements, interest receivable has been restated in the statement of profit and loss for year ended 31 March 2016.

(f) Tax impact on above adjustments:
Minimum Alternative Tax impact on insurance claim recognised for the year ended 30 September 2017 has been adjusted in the respective year.

Non-adjusting items:

Emphasis of matter for the six months period ended 30 September 2017:
We draw attention to the Note 1.1(a) of the special purpose consolidated Ind AS financial statements, which describes the basis of accounting and presentation and further states that the comparative financial information has not been included in these financial statements. Only a complete set of financial statements together with comparative financial information can provide a fair presentation of the state of affairs (financial position) of the Group, profit (financial performance including other comprehensive income), cash flows and the changes in equity. Our opinion is not modified in respect of this matter.

Audit qualifications for the respective years, which do not require any adjustments in the Restated Consolidated Financial Statements are as follows:

From Sembcorp Energy India Limited standalone audited financial statements:

Annexure to auditor's report for the financial year ended 31 March 2017:

Clause vii(b) of the CARO 2016 Order
According to the information and explanations given to us, the following dues of Income-tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of Dues	Amount in INR million	Period to which the amount relates	Forum where dispute is pending
Income Tax Act,1961	Tax and Interest	58.95 (29.50)*	Assessment year 2012-13	Income Tax Appellate Tribunal(ITAT)
Income Tax Act,1961	Tax and Interest	69.97	Assessment year 2013-14	Commissioner of Income-tax (CIT)
Income Tax Act,1961	Tax and Interest	118.66 (17.80)*	Assessment year 2014-15	Commissioner of Income-tax (CIT)

*The amounts in parenthesis represent amount paid under protest.

Annexure to auditor's report for the financial year ended 31 March 2016:

Clause vii(b) of the CARO 2016 Order
According to the information and explanations given to us, the following dues of Income-tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of Dues	Amount in INR million	Period to which the amount relates	Forum where dispute is pending
Income Tax Act,1961	Tax and Interest	58.95 (29.48)*	Assessment year 2012-13	Commissioner of Income-tax (Appeals)

*The amounts in parenthesis represent amount paid under protest.

1. Property, plant and equipment and Capital work-in-progress (Amounts in INR million)

Particulars	Land (owned)	Land (leased) (Note: 1)	Roads	Office buildings	Factory building	Furniture and fittings	Vehicles	Office equipments	Electrical installations	Plant and equipment (Note: 2)	Computers	Total	Capital work-in-progress
Gross block:													
Balance as at 1 April 2015	913.30	622.05	257.38	225.78	65.85	46.64	15.67	64.39	115.99	116.74	22.95	**2,466.74**	85,201.53
Additions	16.63	-	1,099.16	282.24	444.90	19.21	15.45	23.58	1.39	87,952.74	5.87	**89,861.17**	4,596.76
Adjustments	-	-	25.10	-	3.19	-	-	-	-	1,358.53	-	**1,386.82**	-
Disposals	3.03	2.42	-	-	-	-	-	0.06	-	-	1.15	**6.66**	-
Transfer out	-	-	-	-	-	-	-	-	-	-	-	**-**	89,016.97
Balance as at 31 March 2016	**926.90**	**619.63**	**1,331.44**	**508.02**	**507.56**	**65.85**	**31.12**	**87.91**	**117.38**	**86,710.95**	**27.67**	**90,934.43**	**781.32**
Additions	9.27	-	80.84	5.57	19.04	1.21	19.66	9.26	-	745.75	7.88	**898.48**	1,089.32
Adjustments	-	-	-	-	-	-	-	-	-	240.97	-	**240.97**	515.67
Disposals	-	-	-	-	-	1.47	-	0.32	-	0.92	1.42	**4.13**	-
Transfer out	-	-	-	-	-	-	-	-	-	-	-	**-**	684.02
Balance as at 31 March 2017	**936.17**	**619.63**	**1,412.28**	**513.59**	**526.60**	**65.59**	**50.78**	**96.85**	**117.38**	**87,214.81**	**34.13**	**91,587.81**	**670.95**
Additions	-	-	14.77	544.76		1.49	0.54	2.18	-	80.61	1.03	**645.38**	94.58
Adjustments	-	-	-	-	-	-	-	-	-	-	-	**-**	4.40
Disposals	-	-	-	-	-	-	-	-	-	-	0.19	**0.19**	**-**
Transfer out		-	-	-	-	-	-	-	-	-	-	**-**	553.40
Balance as at 30 September 2017	**936.17**	**619.63**	**1,427.05**	**1,058.35**	**526.60**	**67.08**	**51.32**	**99.03**	**117.38**	**87,295.42**	**34.97**	**92,233.00**	**207.73**

1. Property, plant and equipment and Capital work-in-progress (Amounts in INR million)

Particulars	Land (owned)	Land (leased) (Note: 1)	Roads	Office buildings	Factory building	Furniture and fittings	Vehicles	Office equipments	Electrical installations	Plant and equipment (Note: 2)	Computers	Total	Capital work-in-progress
Accumulated depreciation:													
Balance as at 1 April 2015			22.01	11.68	4.75	6.10	4.20	13.00	21.45	6.03	10.27	**99.49**	-
Depreciation for the year	-	-	117.02	8.77	17.83	5.55	2.18	27.34	13.39	2,657.55	1.34	**2,850.97**	-
Disposals	-	-	-	-	-	-	-	0.03	-	-	1.05	**1.08**	-
Balance as at 31 March 2016	**-**	**-**	**139.03**	**20.45**	**22.58**	**11.65**	**6.38**	**40.31**	**34.84**	**2,663.58**	**10.56**	**2,949.38**	**-**
Depreciation for the year	-	-	133.64	11.93	19.01	5.84	5.90	17.26	13.50	3,298.00	8.80	**3,513.88**	-
Disposals	-	-	-	-	-	0.41	-	0.19	-	0.12	1.00	**1.72**	-
Balance as at 31 March 2017	**-**	**-**	**272.67**	**32.38**	**41.59**	**17.08**	**12.28**	**57.38**	**48.34**	**5,961.46**	**18.36**	**6,461.54**	**-**
Depreciation for the period	-	-	67.51	8.45	8.24	3.21	3.07	8.73	6.77	1,671.33	4.89	**1,782.20**	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	**-**	
Balance as at 30 September 2017	**-**	**-**	**340.18**	**40.83**	**49.83**	**20.29**	**15.35**	**66.11**	**55.11**	**7,632.79**	**23.25**	**8,243.74**	**-**
Carrying amounts:													
As at 31 March 2016	**926.90**	**619.63**	**1,192.41**	**487.57**	**484.98**	**54.20**	**24.74**	**47.60**	**82.54**	**84,047.37**	**17.11**	**87,985.05**	**781.32**
As at 31 March 2017	**936.17**	**619.63**	**1,139.61**	**481.21**	**485.01**	**48.51**	**38.50**	**39.47**	**69.04**	**81,253.35**	**15.77**	**85,126.27**	**670.95**
As at 30 September 2017	**936.17**	**619.63**	**1,086.87**	**1,017.52**	**476.77**	**46.79**	**35.97**	**32.92**	**62.27**	**79,662.63**	**11.72**	**83,989.26**	**207.73**

Note: 1
The Company had entered into an agreement with Andhra Pradesh Industrial Infrastructure Corporation Ltd. ('APIIC') for occupation of two tranches of land. One tranche of land was transferred to the Company as freehold land. For the other tranche of land, admeasuring Acre 680.55cents, a lease deed for a period of 21 years was entered with APIIC on 25 November 2009. As per the lease deed, APIIC agreed to sell the land even during the subsistence of the lease deed on securing necessary clearances and approvals for such sale to the Company on such mutually agreed terms and conditions. Further, in the unlikely event of transferring the land through sale to the Company, APIIC agreed to renew the lease for a further period on such mutually agreed terms and conditions. All the requirements of the agreement including the payment of consideration of Rs. 612.50 millions have been complied with by the Company to purchase the land. The said consideration was paid on 12 November 2009 and the same has been considered as cost of land. The Company received legal advice on the delay and there has been no indication that suggested that the delay in sale of land was not only administrative in nature and the said sale will happen in due course. Further, APIIC has also confirmed that it agrees to renew the lease for a further period on such mutually agreed terms and conditions in the unlikely event that the sale is not completed then. Accordingly, the estimates of useful lives of assets is considered to be appropriate.

Note: 2
As per option given in Ind As 101 "First-time Adoption of Indian Accounting Standards" the first - time adopter can continue the capitalisation of exchange difference arising on translation of long term monetary liabilities which are existing as on 31 March 2016. Accordingly, the Group has opted for capitalisation of exchange difference in respect of long term monetary liabilities. The total amount of exchange difference capitalised upto 31 March 2017: Rs. 5,092.30 million and 31 March 2016: Rs. 4,916.70 million.

2. Other intangible assets

(Amounts in INR million)

Particulars	Computer software	Total
Gross block:		
Balance as at 01 April 2015	49.86	49.86
Additions	9.37	9.37
Balance as at 31 March 2016	**59.23**	**59.23**
Additions	11.39	11.39
Balance as at 31 March 2017	**70.62**	**70.62**
Additions	0.90	0.90
As at 30 September 2017	**71.52**	**71.52**
Accumulated depreciation:		
Balance as at 01 April 2015	18.05	18.05
Amortisation for the year	15.10	15.10
Balance as at 31 March 2016	**33.15**	**33.15**
Amortisation for the year	17.76	17.76
Balance as at 31 March 2017	**50.91**	**50.91**
Amortisation for the period	10.10	10.10
Balance as at 30 September 2017	**61.01**	**61.01**
Carrying amount:		
As at 31 March 2016	**26.08**	**26.08**
As at 31 March 2017	**19.71**	**19.71**
As at 30 September 2017	**10.51**	**10.51**

Depreciation and amortisation expense:

(Amounts in INR million)

Particulars	Charge for the year/ period	Capitalised during the construction period	Net charge to profit and loss
For the year ended 31 March 2016	2,866.07	(33.94)	2,832.13
For the year ended 31 March 2017	3,531.64	-	3,531.64
For the six months period ended 30 September 2017	1,792.30	-	1,792.30

(Amounts in INR million)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
3A. Other non-current financial assets			
Unsecured considered good			
Security deposits	-	-	7.60
Interest accrued on deposits	-	-	28.25
Bank deposits due to mature after 12 months of the reporting date	-	-	467.75
	-	**-**	**503.60**
3B. Other non-current assets			
Capital advances	44.84	8.81	777.83
Advances other than capital advances			
- Advance recoverable in cash or kind	-	-	250.00
- Prepayments	2.02	2.48	3.60
	46.86	**11.29**	**1,031.43**
4. Inventories			
(Valued at lower of cost and net realisable value)			
Fuel*	1,580.55	2,402.76	2,225.72
Stores and spares	1,022.80	997.71	867.27
	2,603.35	**3,400.47**	**3,092.99**
*Goods in transit	514.90	999.70	547.80
5. Trade receivables			
Unsecured			
- considered good*	12,931.90	11,991.73	8,751.81
- considered doubtful	67.08	-	-
	12,998.98	11,991.73	8,751.81
Less: allowance for credit losses	67.08	-	-
	12,931.90	**11,991.73**	**8,751.81**

*includes receivables against which the Group holds revolving letter of credit from two customers.

(i) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(ii) For trade receivables from related parties Refer note no. 34 of Annexure VII

(iii) The Group's exposure to credit and currency risk and loss allowances related to trade receivables are disclosed in note no: 33 of Annexure VII.

(Amounts in INR million)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
6. Cash and cash equivalents			
Balance with banks			
- In current accounts	322.56	1,272.61	855.48
- Deposits with maturity of less than three months	879.78	151.39	1,080.68
Cash on hand	1.34	0.65	1.34
	1,203.68	**1,424.65**	**1,937.50**
Bank balances other than those disclosed above			
Deposits due to mature after three months but before twelve months from the reporting date*	1,194.11	778.69	481.78
	1,194.11	**778.69**	**481.78**

*Represents Rs. 338.00 million (31 March 2017: Rs. 778.69 million and 31 March 2016: Rs 481.78 million) held as margin money towards bank guarantees.

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of reporting period and earlier years.

Details of Specified Bank Notes (SBN) held and transacted during the period 8 November 2016 to 30 December 2016 is as under:

Particulars	SBN	Other denomination notes	Total
Closing cash in hand as on 8 November 2016	0.39	-	0.39
Add: permitted receipts	-	8.12	8.12
Less: permitted payments	-	2.17	2.17
Less: Amount deposited in banks	0.39	-	0.39
Closing cash in hand as on 30 December 2016	**-**	**5.95**	**5.95**

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8 November 2016.

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
7. Loans			
Loans to employees	0.54	0.79	1.35
	0.54	**0.79**	**1.35**
8. Derivatives			
Forward exchange contracts	4.87	-	-
Foreign currency options	-	-	-
	4.87	**-**	**-**
9. Other financial assets			
Unsecured, considered good			
Security deposits			
- Rental deposits	0.41	0.41	0.51
- Electricity deposits	1.00	6.00	-
- Other deposits	2.62	2.63	0.47
Advance and Margin money deposits to related party (Refer note no. 34 of Annexure VII)	679.62	679.62	674.92
Staff advances	1.12	1.01	0.33
Interest accrued on deposits	3.35	127.36	69.24
Unbilled revenue	3,367.70	4,354.47	2,377.17
Insurance claim receivable	-	66.48	120.28
	4,055.82	**5,237.98**	**3,242.92**
10. Other current assets			
Unsecured, considered good			
Advances to suppliers	353.47	398.85	315.24
Balance with government authorities	5.09	-	-
Prepayments	63.79	197.37	156.11
Other advance	-	-	0.66
Other receivable	5.21	-	-
	427.56	**596.22**	**472.01**

(All amounts and numbers in INR million, except per share data)

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
11. Equity share capital						
Authorised share capital						
Equity shares of INR 10 each	3,009.80	30,098.04	3,009.80	30,098.04	3,009.80	30,098.04
5% Cumulative participatory redeemable convertible preference shares ("CPRCPS") of INR 10 each	490.20	4,901.96	490.20	4,901.96	490.20	4,901.96
	3,500.00	**35,000.00**	**3,500.00**	**35,000.00**	**3,500.00**	**35,000.00**
Issued, Subscribed and fully paid up						
Equity shares of INR 10 each*	1,839.92	18,399.15	1,839.92	18,399.15	1,481.83	14,818.30
	1,839.92	**18,399.15**	**1,839.92**	**18,399.15**	**1,481.83**	**14,818.30**

* 643.97 million (31 March 2017: 643.97 million and 31 March 2016: 1,340.52 million) equity shares of INR 10 each, fully paid up are pledged against secured term loans.

The reconciliation of shares outstanding at the beginning and at the end of reporting period is set out below:
Equity shares:

Particulars	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
Shares outstanding at the beginning of the period/year	1,839.92	18,399.15	1,481.83	14,818.30	840.09	8,400.85
Shares issued during the period/year	-	-	358.09	3,580.85	641.74	6,417.45
Shares outstanding at the end of the period/ year	1,839.92	18,399.15	1,839.92	18,399.15	1,481.83	14,818.30

The details of shareholder holding more than 5% shares along with number of equity shares held is set below:
Equity Shares

Name of shareholder	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016	
	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding
Sembcorp Utilities Pte Limited, Singapore*	1,598.32	86.87%	1,598.32	86.87%	1,240.23	83.70%
Gayatri Energy Ventures Private Limited	241.60	13.13%	241.60	13.13%	241.60	16.30%

* Holding company.

Terms and rights attached to equity shares:
Equity shares of the Company have a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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.

12. Other equity

Securities premium
Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings
Retained earnings consist of profit/(loss) for current period and all prior years as disclosed in the statement of profit or loss and other comprehensive income.

Other items of OCI
Effective portion of cash flow hedges
This comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instrument related to hedged transactions that have not yet occurred.

Remeasurement of defined benefit liability
Comprises of actuarial gains/losses and return on plan assets excluding interest income.

(Amounts in INR million)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
13A. Non-current borrowings			
Secured			
Term loans and External commercial borrowings:			
- from banks	60,882.59	62,330.31	12,847.47
- from financial institutions	-	-	32,777.58
	60,882.59	**62,330.31**	**45,625.05**
Current maturities of non-current borrowings (shown under other financial liabilities)	3,220.55	2,942.80	24,175.72
13B. Current borrowings			
Secured			
From Banks:			
Loans repayable on demand and short-term loans:			
- Working capital loans including buyer's credit	12,686.65	14,568.25	10,393.62
	12,686.65	**14,568.25**	**10,393.62**

Non-current borrowings:

a. Term loans:

Security details:

1. First ranking pari passu charge of registered mortgage of freehold land of 160 square meters. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh.
2. Pledge of 643.97 million (31 March 2017: 643.97 million and 31 March 2016: 1,340.52 million) equity shares of Rs.10 each fully paid up of the Company.
3. First ranking pari passu charge over all the present and future assets (both tangible and intangible) of the Company.
4. The borrowings as at 31 March 2016 were also secured by Corporate guarantee of Gayatri Projects Limited.
5. During the year ended 31 March 2017, the term loans against the common loan agreement dated 13 September 2010 were repaid and refinanced with Rupee term loans from consortium of lenders against agreement dated 24 October 2016 lead by State Bank of India ('SBI').

Rate of interest and repayment terms:

6. As per the agreement dated 24 October 2016, Rupee Term Loan facility - I are repayable in 79 quarterly installments commencing from 31 December 2016 and Rupee Term Loan facility - II are payable in 77 quarterly instalments commencing from 30 June 2017. The rupee term loans in respect of facility - I and II carries an interest of SBI MCLR plus 1.25% p.a. Applicable interest rate for the period ended 30 September 2017 is 10.15% p.a, for the year ended 31 March 2017: 10.15% to 14.75% p.a and 31 March 2016: 11.50% to 14% p.a.

b. External Commercial Borrowings:

The External Commercial Borrowings (ECB) are payable in 20 quarterly instalments commencing from 30 June 2017. ECB loan carry interest at 3 Month USD LIBOR plus 1.15% p.a, for the period ended 30 September 2017 (31 March 2017 at USD LIBOR plus 1.15% p.a. and 31 March 2016). ECB loans are guaranteed by Sembcorp Utilities Pte Ltd, the holding company of the the Company.

c. Buyers credit for project construction

Buyers credit carries LIBOR based interest in range of Nil and 31 March 2016: 1.61% to 2.37% p.a. The buyers credit facility was guaranteed by Sembcorp Utilities Pte Ltd, in the form of corporate guarantee and was repayable within a period not exceeding 3 years from the date of shipment or 29 April 2016 which ever was later.

Current borrowings:

Terms, rate of interest and nature of security of working capital loans:

The loans are secured by of mortgage pari passu first charge of registered mortgage of freehold land of 160 square meters. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh.

First pari passu charge over all the present and future assets (both tangible and intangible) of the Company.

Working capital loans currently carry an interest of 8.42% to 9.50% p.a. (31 March 2017: 8.50% to 12.85% p.a and 31 March 2016: 9% to 12.50% p.a.) Buyers credit carry as interest rate in the range of 1.60% to 2.27% p.a for all the periods.

Note 13 A and 13 B :-Statement of details of terms and conditions of the non-current borrowings and current borrowings outstanding as at 30 September 2017

Sl No	Name of the lender	Nature of borrowing	Amount sanctioned (INR million)	Amount outstanding (INR million)	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security
1	State Bank of India	Term Loan	26,000.00	25,220.00	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016	1% of the loan amount outstanding with 30 days prior notice to the Lenders.	2% p.a on the defaulted amount, in the event of any default in payment of principle and interest on the due date to any Lender or such extended timeline approved by the Lenders.	Consortium borrowings are secured by way of:- a) First ranking pari passu charge of registered mortgage of freehold land of 160 square. meters. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh. b) First ranking pari passu charge over all the present and future assets (both tangible and intangible) of the Company. Borrowings are also secured by pledge of equity shares by the Promoter representing 35% of the equity share capital in favour of the Security Trustee for the benefit of the Lenders.
2	State Bank of India	Term Loan	3,250.00	2,210.63	10.15% (Linked to one year SBI MCLR)	24-Oct-16	77 Quarterly installments starting from 30 June 2017			
3	Andhra Bank	Term Loan	3,200.00	2,425.00	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016			
4	Punjab National Bank	Term Loan	5,948.40	5,769.96	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016			
5	Union Bank of India	Term Loan	3,200.00	3,104.00	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016			
6	Bank of Baroda	Term Loan	10,000.00	9,700.00	10.15% (Linked to one year SBI MCLR)	24-Oct-16	79 Quarterly installments starting from 31 Dec 2016			
7	Development Bank of Singapore Limited	External Commercial Borrowing	3,337.50	3,257.66	8.36% (3 month USD LIBOR + 1.15%)	24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
8	Mizuho Bank Limited, Singapore	External Commercial Borrowing	3,537.75	3,453.12		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
9	Bank of China Limited, Singapore	External Commercial Borrowing	3,337.50	3,257.66		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
10	Sumitomo Mitsui Banking Corporation, Singapore	External Commercial Borrowing	3,337.50	3,257.66		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
11	Mega International Commercial Bank Co Ltd, Off shore Banking Branch	External Commercial Borrowing	1,335.00	1,303.06		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
12	Hua Nan Commercial Bank Ltd, Offshore Banking Branch	External Commercial Borrowing	767.63	749.26		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.
13	Hua Nan Commercial Bank Ltd, Singapore	External Commercial Borrowing	767.63	749.26		24-Oct-16	20 Quarterly installments starting from 30 June 2017	Nil	2% p.a additional interest on the overdue amount	Guaranteed by Sembcorp Utilities PTE Limited, Singapore.

Note 13 A and 13 B :-Statement of details of terms and conditions of the non-current borrowings and current borrowings outstanding as at 30 September 2017

Sl No	Name of the lender	Nature of borrowing	Amount sanctioned (INR million)	Amount outstanding (INR million)	Rate of Interest	Date of sanction	Repayment terms	Prepayment charges	Default charges	Security
14	Punjab National Bank	Working capital loan	3,440.00	3,437.70	9.50%	23-Sep-16	Payable on Demand	Nil	2% p.a additional interest on the overdue amount	Borrowings are secured by way of:- a) First ranking pari passu charge of registered mortgage of freehold land of 160 square. meters. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh. b) First ranking pari passu charge over all the present and future assets (both tangible and intangible) of the Company.
15	Bank of Baroda	Working capital loan	3,000.00	1,628.25	9.50%	01-Nov-16	Payable on Demand	Nil	2% p.a additional interest on the overdue amount	
16	HSBC Bank	Overdraft facility	5,000.00	6.39	9.50%	02-Dec-16	Payable on Demand	Nil	2% p.a additional interest on the overdue amount	
17	HSBC Bank	Working capital loan		500.00	Average rate 8.90% (Mutually agreed rate)	02-Dec-16	Maximum tenure of 270 days	Nil		
18	HSBC Bank	Working capital loan		513.00	Average rate 9.13% (Mutually agreed rate)	02-Dec-16	Maximum tenure of 180 days	Nil		
19	HSBC Bank	Buyers credit		1,788.94	Average rate 1.60% (Mutually agreed rate)	02-Dec-16	Maximum tenure of 270 days	Nil		
20	Standard Chartered Bank	Overdraft facility	3,600.00	9.02	9.50%	23-Sep-16	Payable on Demand	Nil	2% p.a additional interest on the overdue amount	
		Working capital loan		850.00	Average rate 8.79% (MCLR + margin)	23-Sep-16	Maximum tenure of 180 days	Nil		
		Buyers credit		1,714.43	Average rate 2.27% (LIBOR + margin)	23-Sep-16	Maximum tenure of 180 days	Nil		
21	Development Bank of Singapore Limited	Working capital loan	3,500.00	1,000.00	Average rate 8.42% (Mutually agreed rate)	26-May-17	Maximum tenure of 180 days	Any prepayment will be with prior acceptance of Bank, after 7 days notice period and would entail payment of penalty, as levied by the bank.	2% p.a additional interest on the overdue amount	First ranking pari passu charge of registered mortgage of freehold land of 160 square. meters. in Sudhagad Taluka, Raigad, Maharashtra and equitable mortgage of 800.80 acres of owned land and 680.55 acres of land under lease situated at Pynampuram and Nelatur Villages, Muthukur Mandal in the state of Andhra Pradesh. First ranking pari passu charge over all the present and future assets (both tangible and intangible) of the Company. Corporate Guarantee from Sembcorp Utilities Pte Ltd and Gayatri Energy Ventures Private Limited, in the ratio of respective shareholding at all times.
		Buyers credit		1,238.92	Average rate 2.02% (Mutually agreed rate)		Maximum tenure of 365 days			
22	Unamortised borrowing cost			(354.13)						
				76,789.79						

(Amounts in INR million)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
14. Derivatives			
Non-Current			
Derivative designated as cash flow hedge	1,171.32	802.60	-
	1,171.32	**802.60**	**-**
Current			
Derivatives not designated as hedge			
Fair value of forward contracts used for hedging	16.26	116.60	198.70
	16.26	**116.60**	**198.70**

The Group's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note no. 33 of Annexure VII.

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
15. Other financial liabilities			
Non-current			
Retention bonus payable	3.48	10.94	-
	3.48	**10.94**	**-**
Current			
Current maturity of long-term debt (Refer note no: 13A of Annexure VII)	3,220.55	2,942.80	24,175.72
Interest accrued and due on borrowings	11.03	-	-
Interest accrued but not due on borrowings	48.70	50.74	697.83
Capital creditors	188.18	176.28	401.34
Salaries payable	0.05	0.06	52.94
Retention bonus payable	9.53	11.05	46.94
Retention money payable	341.71	366.57	2,608.44
Unearned income	163.16	-	-
Other payable	3.75	2.50	6.22
	3,986.66	**3,550.00**	**27,989.43**
16. Provisions			
Non-current			
Provision for employee benefits:			
- Gratuity (Refer note no: 28 of Annexure VII)	-	1.73	-
- Compensated absences	36.13	31.78	30.63
	36.13	**33.51**	**30.63**
Current			
Provision for employee benefits			
- Gratuity (Refer note no: 28 of Annexure VII)	0.75	1.58	-
- Compensated absences	-	3.14	1.50
	0.75	**4.72**	**1.50**
17. Trade payables			
Current			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding of creditors other than micro enterprises and small enterprises (Refer note 29 of Annexure VII)	2,190.26	2,976.33	2,006.38
	2,190.26	**2,976.33**	**2,006.38**
18. Other current liabilities			
Advances from customers	8.62	1.52	0.20
Due to statutory authorities	47.61	64.17	63.51
	56.23	**65.69**	**63.71**

(Amounts in INR million)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
19. Revenue from operations			
Sale of electricity	19,838.53	33,980.18	23,987.85
Other operating revenue	501.54	73.87	-
	20,340.07	**34,054.05**	**23,987.85**
20. Employee benefits expense			
Salaries, wages and bonus	345.95	437.56	395.61
Contribution to provident and other funds (Refer note no: 28 of Annexure VII)	11.19	20.06	16.61
Staff welfare expenses	28.55	53.28	50.15
	385.69	**510.90**	**462.37**
21. Finance costs			
Interest expense on financial liabilities measured at amortised cost	3,712.34	8,365.38	6,250.68
Other borrowing costs	220.28	1,711.04	397.95
Loss on derivative contracts	-	645.58	990.62
	3,932.62	**10,722.00**	**7,639.25**
22. Other expenses			
Legal and professional fee (Refer note no: 31 of Annexure VII)	131.88	396.79	314.27
Compensation for short supply of power and others	4.42	139.52	215.19
Consumption of stores, spares and consumables	130.50	191.04	190.73
Insurance	113.95	201.18	107.45
Repairs and maintenance:			
- Buildings and civil works	18.61	40.65	39.27
- Plant and equipment	205.93	598.06	433.32
- Others	8.83	27.73	17.18
Allowances for credit losses	67.08	-	-
Loss on foreign currency transactions and translation (net)	62.27	134.54	38.53
Vehicle hire charges	17.08	41.92	50.37
Security expenses	28.73	71.94	48.12
Travel and conveyance	10.78	42.05	38.94
Health and safety expenses	7.55	20.77	26.21
Commission charges	3.23	8.20	23.54
Rates and taxes	-	13.52	18.93
Expenditure on corporate social responsibility (Refer note no.30 of Annexure VII)	17.09	35.34	14.47
Advertisement expenses	0.26	1.30	12.38
Communication expenses	3.58	14.82	12.18
Rent (Refer note no: 26 of Annexure VII)	2.79	5.67	6.57
Training and seminar	2.15	4.57	2.97
Printing and stationery	1.08	3.42	1.67
Directors' sitting fees	0.71	2.18	1.42
Miscellaneous expenses	8.19	24.67	27.42
	846.69	**2,019.88**	**1,641.13**

(Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
23. Income tax			
Deferred tax:			
Deferred tax assets			
Unabsorbed losses and depreciation as per Income-tax law	13,181.32	11,780.10	14,816.33
Deferred tax liabilities			
Excess of depreciation allowable under Income-tax law over depreciation provided in books	13,181.32	11,780.10	14,816.33
	-	-	-

Note:
In the absence of reasonable certainty supported by evidence that there will be future taxable income against which such losses can be set off, the deferred tax asset on carry forward unabsorbed depreciation and loss as at 30 September 2017, 31 March 2017 and 31 March 2016 is created to the extent of deferred tax liability.

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
Current tax:			
Income tax assets/(liability)			
Income tax assets	195.49	195.49	164.48
Current tax liabilities	95.17	14.19	14.19
Net income tax assets/(liability) at the end period/year	**100.32**	**181.30**	**150.29**
Tax reconciliation:			
(a) Amount recognised in statement of profit and loss:			
Tax expense:			
Current tax : MAT for the period/year	360.81	-	14.19
Deferred tax	-	-	-
Tax expense for the period/year	**360.81**	**-**	**14.19**
(b) Reconciliation of effective tax rate			
Profit/(Loss) before tax, restated	**1,336.97**	**(435.67)**	**(1,197.62)**
Statutory income tax rate	34.61%	34.61%	34.61%
Computed expected tax expense/(benefit)	**462.70**	**(150.78)**	**(414.47)**
Reconciliation:			
Carried forward losses from the earlier period/years in respect of which deferred tax asset was not recognised earlier	(462.70)	-	-
Unrecognised deferred tax asset on loss during the period/year	-	150.78	414.47
Effect of additional tax on account of MAT applicability	375.00	-	-
Adjustments of tax relating to earlier period/years on account of restatement	(14.19)	-	14.19
Income tax expense reported in the statement of profit and loss	**360.81**	**-**	**14.19**

(Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
24. Contingent liabilities and commitments (to the extent not provided for)			
a. Commitments:			
Estimated amount of contracts remaining to be executed on capital account and not provided for	115.30	446.10	606.25
	115.30	**446.10**	**606.25**
b. Claims against the Company not acknowledged as debt in respect of:			
(i) Income tax*	272.40	247.60	58.95
(ii) Cess levied under the Buildings and Other Construction Works(RE&CS) Act,1996	287.21	287.21	-
(iii) Additional charges levied by lender (Financial Institution)	-	-	128.30
(iv) Additional interest charged by lender (Bank)	-	-	4.67
	559.61	**534.81**	**191.92**

* Tax paid under protest as at 30 September 2017: INR 47.30 million (31 March 2017: INR 47.30 million and 31 March 2016: INR 29.48 million).

25. Earnings per share (EPS)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
Net profit/(loss) after tax, restated	**1,336.97**	**(435.67)**	**(1,197.62)**
Number of shares at the beginning of the period/year (in Millions)	1,839.92	1,481.83	840.09
Add: Weighted average number of equity shares issued during the period/year (in Millions)	-	329.63	541.83
Weighted average number of equity shares outstanding during the period/year (in Millions)	**1,839.92**	**1,811.46**	**1,381.92**
Basic EPS of par value of Rs.10 (INR)	0.73	(0.24)	(0.87)
Diluted EPS of par value of Rs.10 (INR)	0.73	(0.24)	(0.87)

Note: EPS is not annualised for the six months period ended 30 September 2017.

26. Leases

The Group has taken office premises on cancellable operating leases. Lease rental under such cancellable leases amounting INR 2.60 million for the six months period ended 30 September 2017 (31 March 2017: INR 4.10 million and 31 March 2016: INR 1.90 million) has been charged to Statement of profit and loss (net of recoveries) in the respective periods.

The Group was also obligated under non-cancellable operating leases for the premises which are renewable at the option of both the lessor and lessee. The total expense incurred under non-cancellable operating lease amounted to INR Nil for the six months period ended 30 September 2017 (31 March 2017: INR 1.60 million and 31 March 2016: INR 6.53 million.)

Future minimum lease payments:

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
Not later than one year	-	-	13.97
Later than one year but less than five years	-	-	-
Later than five year	-	-	-
Total	**-**	**-**	**13.97**

The Group has taken on operating lease 26.84 acres of vacant land for a period of 14 years. The lease arrangement may be renewed for a further period of 15 years based on mutual agreement of the parties, with an escalation in lease rent not exceeding 25% . The total lease rental incurred under this agreement during the period amounted to INR 0.19 million.

27. Segment reporting

The Group is engaged in the business of generation and supply of power, which in the context of Ind AS 108 - "Operating Segments”, notified by the Companies (Accounts) Rules, 2014 is considered the only operating segment. Since the operations of the Group primarily exist in India and all its assets are located in India, disclosures required under paragraphs 32-34 of Ind AS 108 is not required.

28 Assets and liabilities relating to employee benefits

i) Defined contribution plan

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund which is a defined contribution plan. The Group has no obligations other than to make the specified contributions. The contribution to provident fund charged to the Statement of profit and loss for the six months period ended 30 September 2017 is INR 10.4 million (31 March 2017: INR 19.60 million and 31 March 2016: INR 17.00 million).

ii) Defined benefit plan

The Group provides gratuity for its employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees' last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Group makes contributions to recognized funds in India. Liability with regard to this plan is determined by an actuarial valuation as at the end of the year/period and are charged to the Statement of profit and loss.

A. Funding

The Group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

The following tables summaries the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for Gratuity plan:

(Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
B. Reconciliation of the present value of defined benefit obligation			
Balance at the beginning of the year	19.88	13.22	9.73
Current service cost	0.39	0.26	0.19
Interest cost	0.73	1.06	0.78
Benefits paid	(1.25)	(0.78)	-
Actuarial (gains)/ loss recognised in the other comprehensive income			
- experience adjustments	3.04	6.67	(10.68)
- changes in financial assumptions	-	(0.55)	13.20
Balance at the end of the year	**22.79**	**19.88**	**13.22**
Non-current	20.40	18.30	11.94
Current	2.39	1.58	1.28
Reconciliation of the present value of plan assets			
Balance at the beginning of the year	16.57	13.89	9.46
Contributions paid into the plan by employer	6.62	2.47	3.53
Benefits paid	(1.25)	(0.78)	-
Expected return on plan assets	1.16	1.07	0.74
Actuarial gain/ (loss) on plan assets	(1.06)	(0.08)	0.16
Acquisition adjustment	-	-	-
Balance at the end of the year	**22.04**	**16.57**	**13.89**
Net defined benefit obligation/ (asset)	**0.75**	**3.31**	**(0.67)**

C. Expense recognized in the Statement of profit and loss

(Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
Current service cost	0.39	0.26	0.19
Interest cost	0.73	1.06	0.78
Interest income	(1.16)	(1.07)	(0.74)
	(0.04)	**0.25**	**0.23**
Remeasurements recognised in other comprehensive income			
Actuarial (gain)/ loss on defined benefit obligation	3.04	6.12	2.52
Return on plan assets excluding interest income	1.06	0.08	(0.16)
	4.10	**6.20**	**2.36**

D. Plan assets

Plan assets comprise of the following:

(Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
New group gratuity cash accumulation plan with LIC	22.04	16.57	13.89

E. Summary of actuarial assumptions:

Demographic assumptions

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
Mortality rate (% of IALM 06-08)	100%	100%	100%
Attrition rate			
18 - 30 years	10%	10%	10%
31 - 40 years	5%	5%	8%
41 &+ years	1%	1%	1%
Financial assumptions			
Discount rate	7%	7%	8%
Future salary growth rate	5%	5%	5%

28 Assets and liabilities relating to employee benefits

Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligations by the amount shown below.

(Amounts in INR million)

Particulars	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(2.06)	2.24	(1.47)	1.53	(7.00)	8.00
Future salary growth rate (1% movement)	1.91	(1.98)	2.53	(2.37)	17.00	(15.00)
Attrition rate (50% movement)	1.87	(2.68)	2.83	(3.77)	25.00	(35.00)
Mortality rate (10% movement)	0.03	(0.17)	(0.07)	(0.17)	0.40	(1.00)

Asset-liability matching strategy

The Group has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity payables falling due during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Group is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

F. Expected contributions to the plan for the next annual reporting period

The Group expects to contribute a sum of Rs.0.70 million to the plan for the next annual reporting period.

G. Maturity profile of the defined benefit obligation:

Expected cash flows over the next (valued on undiscounted basis): (Amounts in INR million)

Particulars	As at 30 September 2017	As at 31 March 2017
Within 1 year	1.41	1.60
2 to 5 years	2.48	1.40
6 to 10 years	3.22	2.60
More than 10 years	44.30	30.70

iii) Compensated absences:

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year-end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year/period and is charged to the statement of profit and loss.

29 Details of dues to micro and small enterprises as defined under Micro, Small and Medium Enterprises Act, 2006

Disclosure of amounts payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Group regarding the status of registration of such vendors under the said Act. There are no dues towards principal amounts / interest payable to such vendors as at the Balance Sheet dates. The Company has not received any claim for interest from any supplier under the said Act.

30 Details of Corporate social responsibility expenditure

The obligation towards Corporate Social Responsibility (CSR) as prescribed under section 135 of the Companies Act, 2013 for the period/years ended 30 September 2017, 31 March 2017 and 31 March 2016 is Nil. The Group has however incurred for the period ended 30 September 2017 INR 17.09 million, for the years ended 31 March 2017: INR 35.34 million and 31 March 2016: INR 14.47 million on education, healthcare, village infrastructure, skill development, social reforms and environment sustainability.

31 Auditor's remuneration (excluding taxes) (Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
- statutory audit fee	2.50	1.70	1.43
- for other services	1.74	3.20	3.83
- for reimbursement of expenses	0.09	0.20	9.00
	4.33	**5.10**	**14.26**

32 Capital management

The Group aims to maintain sound capital base so as to maintain investor, creditor and market confidence and to sustain future development and growth of its business, while at the same time maintaining an appropriate dividend policy to reward shareholders. The Management monitors the return on capital, as well as the level of dividends to equity shareholders.

The Group seeks to maintain a balance between the higher returns that might be possible with highest levels of borrowings and the advantages and security afforded by a sound capital position. Capital is defined as equity attributable to the equity holders. Debt consists of non-current borrowings, current borrowings and current maturities of long term borrowings.

The Group's debt to equity ratio as at the balance sheet was as follows:

(Amounts in INR million)

Particulars		As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
Debt	**A**	76,789.79	79,841.36	80,194.39
Total equity, restated	**B**	25,746.18	24,981.10	22,149.11
Total debt and equity		**1,02,535.97**	**1,04,822.46**	**1,02,343.50**
Debt-to-equity ratio	**(A/B)**	2.98	3.20	3.62

33. Financial instruments - Fair values and risk management

A. Accounting classifications and fair values
The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(Amounts in INR million)

As at 30 September 2017:

Particulars	Note	Carrying amount				Fair value			
		Fair value hedging instruments	Other financial assets -amortised cost	Other financial liabilities - amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Forward exchange contracts	8	4.87	-	-	4.87	-	4.87	-	4.87
		4.87	**-**	**-**	**4.87**	**-**	**4.87**	**-**	**4.87**
Financial assets not measured at fair value									
Trade receivables	5	-	12,931.90	-	12,931.90	-	-	-	-
Cash and cash equivalents	6	-	1,203.68	-	1,203.68	-	-	-	-
Other bank balances	6	-	1,194.11	-	1,194.11	-	-	-	-
Loans	7	-	0.54	-	0.54	-	-	-	-
Other financial assets	3A & 9	-	4,055.82	-	4,055.82	-	-	-	-
		-	**19,386.05**	**-**	**19,386.05**	**-**	**-**	**-**	**-**
Financial liabilities measured at fair value									
Derivative designated as cash flow hedge	14	1,171.32	-	-	1,171.32	-	1,171.32	-	1,171.32
Forward exchange contracts	14	16.26	-	-	16.26	-	16.26	-	16.26
		1,187.58	**-**	**-**	**1,187.58**	**-**	**1,187.58**	**-**	**1,187.58**
Financial liabilities not measured at fair value									
Borrowings	13A & 13B	-	-	73,569.24	73,569.24	-	-	-	-
Trade payables	17	-	-	2,190.26	2,190.26	-	-	-	-
Other financial liabilities	15	-	-	3,990.14	3,990.14	-	-	-	-
		-	**-**	**79,749.64**	**79,749.64**	**-**	**-**	**-**	**-**

As at 31 March 2017:

Particulars	Note	Carrying amount				Fair value			
		Fair value hedging instruments	Other financial assets -amortised cost	Other financial liabilities - amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets not measured at fair value									
Trade receivables	5	-	11,991.73	-	11,991.73	-	-	-	-
Cash and cash equivalents	6	-	1,424.65	-	1,424.65	-	-	-	-
Other bank balances	6	-	778.69	-	778.69	-	-	-	-
Loans	7	-	0.79	-	0.79	-	-	-	-
Other financial assets	3A & 9	-	5,237.98	-	5,237.98	-	-	-	-
		-	**19,433.84**	**-**	**19,433.84**	**-**	**-**	**-**	**-**
Financial liabilities measured at fair value									
Derivative designated as cash flow hedge	14	802.60	-	-	802.60	-	802.60	-	802.60
Forward exchange contracts	14	116.60	-	-	116.60	-	116.60	-	116.60
		919.20	**-**	**-**	**919.20**	**-**	**919.20**	**-**	**919.20**
Financial liabilities not measured at fair value									
Borrowings	13A & 13B	-	-	76,898.56	76,898.56	-	-	-	-
Trade payables	17	-	-	2,976.33	2,976.33	-	-	-	-
Other financial liabilities	15	-	-	3,560.94	3,560.94	-	-	-	-
		-	**-**	**83,435.83**	**83,435.83**	**-**	**-**	**-**	**-**

33. Financial instruments - Fair values and risk management

A. Accounting classifications and fair values (continued)
The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(Amounts in INR million)

As at 31 March 2016:

		Carrying amount				Fair value			
Particulars	**Note**	**Fair value hedging instruments**	**Other financial assets -amortised cost**	**Other financial liabilities - amortised cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets not measured at fair value									
Trade receivables	5	-	8,751.81	-	8,751.81	-	-	-	-
Cash and cash equivalents	6	-	1,937.50	-	1,937.50	-	-	-	-
Other bank balances	6	-	481.78	-	481.78	-	-	-	-
Loans	7	-	1.35	-	1.35	-	-	-	-
Other financial assets	3A & 9	-	3,746.52	-	3,746.52	-	-	-	-
		-	**14,918.96**	**-**	**14,918.96**	**-**	**-**	**-**	**-**
Financial liabilities measured at fair value									
Forward exchange contracts	14	198.70	-	-	198.70	-	198.70	-	198.70
		198.70	**-**	**-**	**198.70**	**-**	**198.70**	**-**	**198.70**
Financial liabilities not measured at fair value									
Borrowings	13A & 13B	-	-	56,018.67	56,018.67	-	-	-	-
Trade payables	17	-	-	2,006.38	2,006.38	-	-	-	-
Other financial liabilities	15	-	-	27,989.43	27,989.43	-	-	-	-
		-	**-**	**86,014.48**	**86,014.48**	**-**	**-**	**-**	**-**

33 Financial instruments - Fair values and risk management

A. Accounting classifications and fair values (continued)

i. Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Forward exchange/ option contracts	The fair value is determined using quoted forward/option exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.	Not applicable	Not applicable
Swap contracts	The swap contracts valued based on discounted cash flows analysis whereby the value of the security is equal to the present value of its future cash inflows or outflows. Valuation methodology broadly consists of discounting future cash flows for each leg of the bond. The fair value of estimates is subject to a credit risk adjustment that reflects the credit risk of the respective Group and its counterparty; this is calculated based on credit spreads derived from current default swap or bond prices.	Not applicable	Not applicable

B. Financial risk management objectives and policies

The Group's activities exposed it to market risk (including interest rate risk, foreign currency risk and price risk), credit risk and liquidity risk.

As part of the Group's Enterprise Risk Management framework, treasury policies and financial authority limits are documented and reviewed periodically. The policies set out the parameters for management of Group's liquidity, counterparty risk, foreign exchange and derivative transactions and financing.

The Group utilises foreign exchange contracts, foreign exchange swaps, interest rate swaps, and various financial instruments to manage exposures to interest rate and foreign exchange risks arising from operating and financing activities. All such transactions must involve underlying assets or liabilities and no speculative transactions are allowed.

The financial authority limits seek to limit and mitigate transactional risks by setting out the threshold of approvals required for entering into contractual obligations.

a) Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and reduce market risk exposures within acceptable parameters.

i) Interest rate risk

The Group's exposure to market risk for changes in interest rate environment relates mainly to its debt obligations.

The Group's policy is to maintain an efficient and optimal interest cost structure using a mix of fixed and variable rate debts and long-term and short-term borrowings.

The Group enters into cross currency interest rate swaps to reduce its exposure to interest rate volatility. In accordance with the Group's policy the duration of such cross currency interest rate swaps must not exceed the tenure of the underlying debt.

The Group's borrowings majorly consists of project funding loans and working capital loans having fixed and variable rate of interest.

The interest rate profile of the Group's interest-bearing instruments as reported to management is as follows:

(Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
Fixed rate instruments			
Financial liabilities	(2,863.00)	(5,148.62)	(1,050.00)
	(2,863.00)	**(5,148.62)**	**(1,050.00)**
Effect of interest rate swaps	(16,027.70)	(15,950.30)	-
	(18,890.70)	**(21,098.92)**	**(1,050.00)**
Variable rate instruments			
Financial assets	2,073.89	930.08	2,030.21
Financial liabilities	(73,926.79)	(74,692.74)	(79,144.39)
	(71,852.90)	**(73,762.66)**	**(77,114.18)**
Effect of interest rate swaps	16,027.70	15,950.30	-
	(55,825.20)	**(57,812.36)**	**(77,114.18)**

33. Financial instruments - Fair values and risk management

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The majority of the Group's assets are located in India. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to its operating and financing activities. The functional currency of the Company is Indian rupee. The currencies in which these transactions are primarily denominated in US dollars (USD), Singapore dollar (SGD), and Euros (Euro).

The Group evaluates the exposure and enters into foreign currency derivative instruments like forward contracts, cross currency interest rate swaps to mitigate the exposure.

The summary quantitative data about the Group's exposure to currency risk (based on notional reports) as reported to the management is as follows:

(Amounts in INR million)

Particulars	**Currency**	**As at 30 September 2017**		**As at 31 March 2017**		**As at 31 March 2016**	
		INR	**Foreign currency**	**INR**	**Foreign currency**	**INR**	**Foreign currency**
Financial assets							
Cash on hand	USD	-	-	0.13	-	0.22	-
Cash on hand	SGD	0.20	-	-	-	0.17	-
Advance to suppliers	EURO	-	-	0.10	-	-	-
Advance to suppliers	USD	5.07	0.10	0.75	-	1.27	-
Total Financial assets		**5.27**		**0.98**		**1.66**	**-**
Financial liabilities							
Borrowings - ECB and Buyer's credit	USD	(20,758.80)	(316.70)	(19,050.00)	(291.78)	(21,869.87)	(329.70)
Trade payables	USD	(193.30)	(2.90)	(370.90)	(5.72)	(335.94)	(5.06)
Trade payables	SGD	(0.50)	-	(14.27)	(0.31)	(20.94)	(0.43)
Trade payables	JPY	-	-	-	-	(30.56)	(51.66)
Other financial liabilities	USD	(248.20)	(3.80)	(235.71)	(3.64)	(1,665.63)	(25.11)
Other financial liabilities	EURO	-	-	-	-	(9.01)	(0.12)
Total Financial liabilities		**(21,200.80)**		**(19,670.88)**		**(23,931.95)**	
Net Financial liabilities		**(21,195.53)**		**(19,669.90)**		**(23,930.29)**	
Less:							
Foreign exchange forward contracts	USD	3,968.62	60.54	3,168.31	46.84	23,217.28	350.01
Cross currency interest rate swaps	USD	16,027.74	244.50	16,420.50	246.00	-	-
Total		**19,996.36**		**19,588.81**		**23,217.28**	
Net exposure in respect of recognized assets/(liabilities)		**(1,199.17)**		**(81.09)**		**(713.01)**	

Sensitivity analysis

A reasonably possible strengthening (weakening) of Indian rupee against US dollar, Euros, Japanese Yen or Singapore Dollar as at 30 September 2017 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.

(Amounts in INR million)

Particulars	**Profit or loss**		**Equity, net of tax**	
	Strengthening	**Weakening**	**Strengthening**	**Weakening**
30 September 2017				
USD (5% movement)	59.97	(59.97)	59.97	(59.97)
SGD (5% movement)	0.02	(0.02)	0.02	(0.02)
31 March 2017				
USD (5% movement)	31.04	(31.04)	31.04	(31.04)
SGD (5% movement)	0.71	(0.71)	0.71	(0.71)
31 March 2016				
USD (5% movement)	42.58	(42.58)	42.58	(42.58)
SGD (5% movement)	1.04	(1.04)	1.04	(1.04)
JPY (5% movement)	1.53	(1.53)	1.53	(1.53)
Euro (5% movement)	0.45	(0.45)	0.45	(0.45)

33. Financial instruments - Fair values and risk management

Derivative financial instruments

The fair value of foreign exchange contracts, option contracts and foreign exchange swaps are accounted for based on the difference between the contractual price and the current market price. The fair values 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 with the swap counterparties at the balance sheet date.

The following table gives details in respect of outstanding foreign exchange forward, foreign currency cross currency swap and option contract:

(Amounts in INR million)

Particulars	30 September 2017		31 March 2017		31 March 2016	
	Foreign currency	INR	Foreign currency	INR	Foreign currency	INR
Derivatives designated as cash flow hedges:						
In USD:						
Cross-currency interest swap rates	244.50	16,027.74	246.00	16,420.50	-	-
Forward contracts	60.54	3,968.62	46.84	3,168.31	350.01	23,217.28
Total		**19,996.36**		**19,588.81**		**23,217.28**

The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date.

(Amounts in INR million)

Particulars	As of		
	30 September 2017	31 March 2017	31 March 2016
Not later than one month	817.45	1,167.41	21,885.90
Later than one month and not later than three months	1,449.32	492.95	391.49
Later than three months and not later than one year	3,172.94	1,941.83	939.89
More than one year	14,556.65	15,986.62	-
	19,996.36	**19,588.81**	**23,217.28**

b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer, employee or counterparty to a financial instrument fails to meet it contractual obligation leading to financial loss. The Group is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks, and other financial assets.

The carrying amounts of the financial assets as disclosed in note no 3A, 5 and 9 of Annexure VII represent the maximum credit risk exposure.

Trade receivables

The Group has exposure to credit risk from a limited customer group on account of specialised nature of business, i.e. sale of power. The Group ensures concentration of credit does not significantly impair the financial assets since the customers to whom the exposure of credit is taken are well established and reputed undertakings which are sovereign backed and other large corporates.

Customer credit risk is managed by the Group subject to the Group's established policy, procedures and control relating to the customer credit risk management. Credit quality of a customer is assessed based on their past performance. Outstanding customer receivables are regularly monitored and taken up on case to case basis.

The Group has adopted a policy of dealing with credit worthy counter parties as a means of mitigating the risk of financial loss from defaults. The Group's exposure and credit worthiness of its customers are continuously monitored.

The credit risk for liquid funds and other current and non-current financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings and from group companies.

As at 30 September 2017, 31 March 2017 and 31 March 2016 the Group has 2 customers, they owed to the Company more than 90% of the all trade receivable outstanding. The Group has received revolving letter of credit from these two customers towards sale of electricity.

33. Financial instruments - Fair values and risk management

c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset as they fall due. The Group is exposed to this risk from its operating activities and financing activities. The Group's approach to managing liquidity is to ensure, as far as possible that it will have sufficient liquidity to meet its liability when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Liquidity requirements are maintained within the credit facilities established and are adequate and available to the Group to meet its obligations.

The table below provides details regarding the contractual maturities of significant financial liabilities as of the reporting date. The amounts are gross and discounted.

As at 30 September 2017 (Amounts in INR million)

Particulars	**Carrying value**	**Contractual cash flows**			
		Within 12 months	**1-5 years**	**More than five years**	**Total**
Borrowings - long-term (including interest)	64,103.14	9,374.76	46,941.39	59,360.82	1,15,676.97
Borrowings - short-term	12,686.65	12,686.65	-	-	12,686.65
Trade payables	2,190.26	2,190.26	-	-	2,190.26
Other financial liabilities (excluding current maturities of borrowings)	769.59	766.11	3.48	-	769.59
Cross currency swap contract (Non-current)	1,171.32	-	1,171.32	-	1,171.32
Foreign currency forward contracts (Current)	16.26	16.26	-	-	16.26
	80,937.22	**25,034.04**	**48,116.19**	**59,360.82**	**1,32,511.05**

As at 31 March 2017

Particulars	**Carrying value**	**Contractual cash flows**			
		Within 12 months	**1-5 years**	**More than five years**	**Total**
Borrowings - long-term (including interest)	65,273.11	7,893.14	43,492.06	62,013.36	1,13,398.56
Borrowings - short-term	14,568.25	14,568.25	-	-	14,568.25
Trade payables	2,976.33	2,976.33	-	-	2,976.33
Other financial liabilities (excluding current maturities of borrowings)	618.14	607.20	10.94	-	618.14
Cross currency swap contract (Non-current)	802.60	1,364.44	5,733.63	-	7,098.07
Foreign currency forward contracts (Current)	116.60	116.60	-	-	116.60
	84,355.03	**27,525.96**	**49,236.63**	**62,013.36**	**1,38,775.95**

As at 31 March 2016

Particulars	**Carrying value**	**Contractual cash flows**			
		Within 12 months	**1-5 years**	**More than five years**	**Total**
Borrowings - long-term (including interest)	69,800.77	30,600.06	37,121.81	41,917.62	1,09,639.49
Borrowings - short-term	10,393.62	10,393.62	-	-	10,393.62
Trade payables	2,006.38	2,006.38	-	-	2,006.38
Foreign currency forward contracts (Current)	198.70	198.70	-	-	198.70
Other financial liabilities (excluding current maturities of borrowings)	3,813.71	3,813.71	-	-	3,813.71
	86,213.18	**47,012.47**	**37,121.81**	**41,917.62**	**1,26,051.90**

34 Related party disclosure

a) List of related parties

Name of the party	Nature of relationship
Sembcorp Industries Ltd, Singapore	Ultimate holding company
Sembcorp Utilities Pte Ltd, Singapore	Holding company
Sembcorp India Private Limited, India	Entity under common control
Sembcorp Gayatri Power Limited, India	Entity under common control
Sembcorp Green Infra Limited, India	Entity under common control
Sembcorp Architects & Engineers Pte Ltd	Entity under common control
Gayatri Projects Limited, India	Key management personnel having significant influence
Gayatri Energy Ventures Private Limited, India	Key management personnel having significant influence
Deep Corporation Private Limited, India	Key management personnel having significant influence
Gayatri Hi-Tech Hotels Limited, India	Key management personnel having significant influence
Neil Garry Mcgregor	Chairman (from 31 May 2017)
T V Sandeep Kumar Reddy	Director and Vice chairman
Atul Mohan Nargund	Managing Director (upto 16 April 2017)
Vipul Tuli	Managing Director (from 31 May 2017)
Chidambaram Iyer	Chief Financial Officer (from 1 June 2017)
B.N.K.Reddy	Chief Financial Officer (upto 31 May 2017)
Nagamani Alluri	Company Secretary

b) The following are the transactions with related parties during the period/year

(Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
1. Contract work			
Gayatri Projects Limited	-	261.39	413.73
2. Rent and utility expense			
Deep Corporation Private Limited	2.58	5.29	6.71
Gayatri Hi-Tech Hotels Limited	-	0.62	0.71
3. Lease rental expenses			
Sembcorp Gayatri Power Limited	0.02	0.31	-
4. Project development/consultancy expenses			
Sembcorp Utilities Pte Ltd	29.54	75.15	78.73
Gayatri Projects Limited	-	150.02	-
Sembcorp India Private Limited	-	-	63.44
Deep Corporation Private Limited	-	-	1.98
Gayatri Hi-Tech Hotels Limited	-	-	0.12
5. Bank guarantee fees/ commission			
Gayatri Projects Limited	-	12.27	19.70
Sembcorp Utilities Pte Ltd	109.17	159.19	141.51
6. Money received from issue of share capital including share premium			
Sembcorp Utilities Pte Ltd	-	3,580.85	6,417.30
Gayatri Energy Ventures Private Limited	-	-	0.16
7. Capital advances made			
Gayatri Projects Limited	-	61.22	104.49
8. Reimbursement of expenses			
Sembcorp Utilities Pte Ltd	2.13	6.44	9.87
Sembcorp India Private Limited	-	5.48	-
Sembcorp Gayatri Power Limited	-	-	-
Gayatri Energy Ventures Private Limited	-	-	1.33

34 Related party disclosure (continued)

b) The following are the transactions with related parties during the period/year (Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
9. Sale of consumables			
Sembcorp Gayatri Power Limited	0.52	-	-
10. Township development expenses			
Gayatri Projects Limited	-	-	10.90
Sembcorp Architects & Engineers Pte Ltd	-	-	-
11. Sale of Township Land to			
Sembcorp Gayatri Power Limited	-	-	-
12. Margin money deposits advanced/(refund)			
Gayatri Projects Limited	-	-	-
13. Claim received against purchase of raw Materials			
Sembcorp Gulf O&M company limited	-	-	58.20
14. Manpower Consultancy charges			
Sembcorp India Private Limited	46.00	95.40	160.20
15. Sale coal of electricity			
Sembcorp Gayatri Power Limited	771.98	541.76	-
16. Purchase of inventories			
Sembcorp Gayatri Power Limited	513.95	245.70	-
17. Lease rent income			
Sembcorp Gayatri Power Limited	0.20	0.37	-
18. Salaries to key managerial person *			
B N K Reddy	1.25	8.42	7.97
Chidambaram Iyer	2.70	-	-
Nagamani Alluri	0.77	1.51	1.31

* The Key management personnel are eligible for retirement benefits viz., gratuity and compensated absences in accordance with the policy of the Group. The proportionate retirement benefit expense pertaining to the managerial personnel has not been included in the aforementioned disclosures as separate amounts are not available for Directors/Key management personnel.

34 Related party disclosure (continued)

c) Details of related party balances is as under: (Amounts in INR million)

Particulars	**As at 30 September 2017**	**As at 31 March 2017**	**As at 31 March 2016**
Related party receivables			
Gayatri Projects Limited (advance/margin money)	679.62	679.62	679.62
Gayatri Projects Limited (advance against projects)	-	-	34.10
Sembcorp Utilities Pte Limited	2.41	-	
Sembcorp Utilities India Private Limited	-	-	-
Sembcorp Gayatri O & M Company Limited	-	-	-
Sembcorp Gayatri Power Limited	495.14	12.85	
	1,177.17	**692.47**	**713.72**
Related party payables			
Gayatri Projects Limited	13.54	47.77	37.12
Sembcorp Utilities Pte Ltd	53.41	98.65	83.52
Sembcorp India Private Limited	21.29	25.53	20.84
Gayatri Hi-Tech Hotels Limited	-	0.21	0.08
Deep Corporation Private Limited	-	0.08	-
Sembcorp Gayatri Power Limited	216.90	-	-
Gayatri Energy Ventures Private Limited	-	-	-
Sembcorp Gulf O & M Company Limited	-	-	-
	305.14	**172.24**	**141.56**
Corporate Guarantee for External Commercial Borrowings/buyers credit facility			
Sembcorp Utilities Pte Ltd	17,104.08	15,950.30	19,910.89
(Represents the amount of facility availed)			
Gayatri Energy Ventures Private Limited	162.70	-	-
Corporate Guarantee for term loan			
Gayatri Projects Limited	-	-	50,113.18
(Represents the amount of facility availed outstanding)			

35. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary is as under:

Name of Entity	Net Assets		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in INR millions	As % of consolidated profit or loss	Amount in INR millions	As % of consolidated other comprehensive income	Amount in INR millions	As % of consolidated total comprehensive income	Amount in INR millions
As at 31 March 2016								
Thermal Powertech Corporation India Limited	100.00%	22,148.89	99.98%	(1,197.37)	100.00%	(2.36)	99.98%	(1,199.73)
Foreign subsidiary								
TPCIL Signapore Pte Ltd, Singapore	0.00%	0.22	0.02%	(0.25)	0.00%	-	0.02%	(0.25)
Total	**100.00%**	**22,149.11**	**100.00%**	**(1,197.62)**	**100.00%**	**(2.36)**	**100.00%**	**(1,199.98)**
As at 31 March 2017								
Thermal Powertech Corporation India Limited	100.00%	24,981.15	99.94%	(435.40)	100.00%	(313.20)	99.96%	(748.60)
Foreign subsidiary								
TPCIL Signapore Pte Ltd, Singapore	0.00%	(0.05)	0.06%	(0.27)	0.00%	-	0.04%	(0.27)
Total	**100.00%**	**24,981.10**	**100.00%**	**(435.67)**	**100.00%**	**(313.20)**	**100.00%**	**(748.87)**
As at 30 September 2017								
Thermal Powertech Corporation India Limited	100.00%	25,745.82	100.02%	1,337.22	100.00%	(571.89)	100.03%	765.33
Foreign subsidiary								
TPCIL Signapore Pte Ltd, Singapore	0.00%	0.36	-0.02%	(0.25)	0.00%	-	-0.03%	(0.25)
Total	**100.00%**	**25,746.18**	**100.00%**	**1,336.97**	**100.00%**	**(571.89)**	**100.00%**	**765.08**

36 Statement of reconciliation between the previous GAAP and Ind AS

Explanation of transition to Ind AS:
The Company has prepared the first standalone and consolidated financial statements in accordance with Ind AS for the year ended 31 March 2017. The Group has prepared the opening balance sheet as per Ind AS as of April 1, 2015 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. The first year of consolidation is applicable to the Group from the financial year ended 31 March 2016.

For the year ended 31 March 2016, the Group had prepared its consolidated financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP'). The accounting policies set out in Annexure V have been applied in preparing these restated consolidated financial statements for the year ended 31 March 2017 including the comparative information for the year ended 31 March 2016.

In preparing its Ind AS balance sheet as at 31 March 2017 and in presenting the comparative information for the year ended 31 March 2016, the Group has adjusted amounts reported previously in financial information prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Group in restating its consolidated financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance, cash flows and opening equity.

A. Optional exemptions availed

i. Deemed cost for property, plant and equipment and intangible assets
On transition to Ind AS, the Group has elected to continue with the carrying value of all its property, plant and equipment and intangible assets recognised as at 1 April 2015 measured as per the previous GAAP, and use that carrying value as the deemed cost of such the property, plant and equipment and intangible assets.

ii. Exchange differences arising on long-term foreign currency monetary items
The Company has elected to avail the exemption under Ind AS 101 First-time Adoption of Indian Accounting Standards to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the standalone financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP.

iii. Classification and measurement of financial assets
The Group has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

B. Mandatory exceptions

Estimates
The estimates at 31 March 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

The estimates used by the Group to present these amounts in accordance with Ind AS reflect conditions at 1 April 2015 (standalone), the date of transition to Ind AS and as of 31 March 2016.

36 Statement of reconciliation between previous GAAP and Ind AS (continued)

Reconciliation of equity as previously reported under previous GAAP to Ind AS as at 31 March 2016:

(Amounts in INR million)

	Notes	As at 31 March 2016		
		Previous GAAP*	**Ind AS transition Adjustment**	**Ind AS**
ASSETS				
I Non-current assets				
(a) Property, plant and equipment		89,331.56	-	89,331.56
(b) Capital work-in-progress		781.31	-	781.31
(c) Other intangible assets		26.08	-	26.08
(d) Financial assets				
(i) Other financial assets		503.60	-	503.60
(e) Other tax assets		164.48	-	164.48
(f) Other non-current assets	2	1,233.16	(201.73)	1,031.43
Total non- current assets		**92,040.19**	**(201.73)**	**91,838.46**
II Current assets				
(a) Inventories		3,092.99	-	3,092.99
(b) Financial assets				
(i) Trade receivables	6	8,780.34	(28.53)	8,751.81
(ii) Cash and cash equivalents		1,937.50	-	1,937.50
(iii) Other bank balances		481.78	-	481.78
(iv) Loans		1.35	-	1.35
(v) Other financial assets	1	3,181.10	(4.72)	3,176.38
(c) Other current assets	2	540.36	(18.96)	521.40
Total current assets		**18,015.42**	**(52.21)**	**17,963.21**
Total assets		**1,10,055.61**	**(253.94)**	**1,09,801.67**
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity share capital		14,818.31	-	14,818.31
(b) Other equity				
(i) Securities premium		8,577.33	-	8,577.33
(ii) Retained earnings	A	(895.55)	(147.18)	(1,042.73)
(iii) Others equity		-	(2.41)	(2.41)
Total Equity		**22,500.09**	**(149.59)**	**22,350.50**
LIABILITIES				
I Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	5	45,848.37	(223.28)	45,625.09
(b) Provisions		30.63	-	30.63
Total non-current liabilities		**45,879.00**	**(223.28)**	**45,655.72**
II Current liabilities				
(a) Financial liabilities				
(i) Borrowings		10,393.70	-	10,393.70
(ii) Trade payables		1,905.69	-	1,905.69
(iii) Derivatives	3	39.50	159.11	198.61
(iv) Other financial liabilities	7	29,272.38	(40.18)	29,232.20
(b) Other current liabilities		63.75	-	63.75
(c) Provisions		1.50	-	1.50
Total current liabilities		**41,676.52**	**118.93**	**41,795.45**
Total liabilities		**87,555.52**	**(104.35)**	**87,451.17**
Total Equity and liabilities		**1,10,055.61**	**(253.94)**	**1,09,801.67**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

36 Statement of reconciliation between previous GAAP and Ind AS (continued)

Reconciliation of total comprehensive income for the year ended 31 March 2016:

(Amounts in INR million)

		Notes	For the year ended 31 March 2016		
			Previous GAAP*	**Ind AS transition Adjustment**	**Ind AS**
I	**Revenue**				
	Revenue from operations	8	24,112.51	(124.66)	23,987.85
	Other income	9	173.01	8.14	181.15
	Total income		**24,285.52**	**(116.52)**	**24,169.00**
II	**Expenses**				
	Cost of fuel		12,067.08	-	12,067.08
	Transmission charges		626.87	-	626.87
	Employee benefit expense	10	464.73	(2.36)	462.37
	Finance costs	11	7,235.92	259.28	7,495.20
	Depreciation and amortisation expense		2,872.44	-	2,872.44
	Other expenses	12	1,776.83	(135.69)	1,641.14
	Total expenses		**25,043.87**	**121.23**	**25,165.10**
III	**Loss for the year**		**(758.35)**	**(237.75)**	**(996.10)**
IV	**Tax expense**		-	-	-
V	**Loss after tax**		**(758.35)**	**(237.75)**	**(996.10)**
VI	**Other comprehensive income**				
	Items that will not be reclassified subsequently to profit and loss				
	Remeasurement of defined benefit liability	13	(2.36)	-	(2.36)
	Net other comprehensive income not to be reclassified subsequently to profit or loss		**(2.36)**	**-**	**(2.36)**
	Total comprehensive income for the year		**(760.71)**	**(237.75)**	**(998.46)**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

Cash flow statement:
There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

A. Reconciliation of total equity between previous GAAP and Ind AS:

Particulars	notes	31 March 2016
Equity under IGAAP		**22,500.09**
Adjustments on account of Ind AS:		
Impact due to fair valuation of deposits	1	(4.70)
Effect of measurement financial liabilities at amortised cost	2	2.64
Fair valuation of derivative contracts	3	(118.84)
Impact due to fair valuation of trade receivables	6	(28.57)
Total adjustments		**(149.47)**
Total equity as per Ind AS (paid up share capital and other equity) and before restatement adjustments		**22,350.62**
Add/(less): Restatement adjustments (refer Annexure VI for details)		(201.51)
Total equity as per Restated Consolidated Financial Statements		**22,149.11**

36 Statement of reconciliation between previous GAAP and Ind AS (continued)

Notes to the reconciliations:

1. Other financial asset
Represents fair valuation of interest free deposits as per Ind AS 109.
2. Other non current and current assets
Adjustments relating to processing fees of borrowings as per effective rate of interest method.
3. Derivatives
Represents fair value (Mark to Market) of derivative instruments as per Ind AS 109.
4. Other current assets
Represents fair value of derivative instruments as referred in Note no. 3.
5. Borrowings
Adjustments relating to processing fees of borrowings as per effective rate of interest method.
6. Trade receivables
Adjustments relating to fair value recognition of trade receivables as per Ind AS 109.
7. Other financial liabilities
Represents fair value of derivative instruments as per referred in Note no. 3.
8. Revenue from Operations
Adjustments made on account of netting of rebates with the revenue and fair value of receivables as referred in Note no.6.
9. Other income
Recognition of finance income in unwinding of discount on interest free deposit given as explained in Note no.1.
10. Employee benefit expense
Actuarial gains and losses are recognized in other comprehensive income and not reclassified to profit and loss in a subsequent period as per Ind AS 19 .
11. Finance cost
Adjustments relating to processing fess as per effective interest method.
12. Other expense
Adjustment as explained in Note no. 3 and 8.
13. Other comprehensive income
Under Indian GAAP, the Group was not required to present other comprehensive income separately. Represents actuarial gain and income tax effect on the same recognised in other comprehensive income.

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure VIII
Restated consolidated statement of other income

(Amounts in INR million)

Particulars	Nature (Recurring / Nonrecurring)	Related / Not related to business activity	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
I. Finance income					
Interest income on					
- Bank deposits	Recurring	Not related	51.79	112.40	108.66
- Mobilisation advance	Non-recurring	Related	-	-	14.39
- Others	Non-recurring	Not related	-	-	0.57
Unwinding of discount on margin money deposit	Recurring	Related	-	4.70	8.08
Sub-Total (A)			**51.79**	**117.10**	**131.70**
II.Other Income					
Gain on derivatives	Non-recurring	Related	74.84	-	-
Miscellaneous Income	Non-recurring	Not related	5.41	13.75	0.04
Sub-Total (B)			**80.25**	**13.75**	**0.04**
Total (A+B)			**132.04**	**130.85**	**131.74**

1. The classification of other income as recurring/ non-recurring, related/ not-related to business activity is based on the current operations and business activity of the Group as determined by the Management.
2. The figures disclosed above are based on the Restated Consolidated Financial Statements of the Group.

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure IX
Restated consolidated statement of dividend paid

(Amounts in INR million)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
Equity shares:			
Dividend paid	-	-	-
Number of fully paid up equity shares (numbers in million)	1,839.92	1,839.92	1,481.83
Equity share capital	18,399.15	18,399.15	14,818.30
Face value (INR)	10.00	10.00	10.00
Rate of dividend %	0%	0%	0%

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure X
Restated consolidated statement of Capitalisation

(Amounts in INR million)

Particulars	**Pre-Issue as at 30 September 2017**	**Post issue (Refer note below)**
Debt:		
Non-current borrowings:		
Non-current portion (A)	60,882.59	
Current maturities (B)	3,220.55	
Total non-current borrowings (C) = (A + B)	**64,103.14**	
Current borrowings (D)	12,686.65	
Total debt (E) = (C) + (D)	**76,789.79**	
Equity:		
Equity share capital	18,399.15	
Other equity (as restated)	7,347.03	
Total equity (F)	**25,746.18**	
Total debt / equity ratio (E/F)	**2.98**	

1. The above has been computed on the basis of the restated consolidated statement of assets and liabilities of the Group.
2. The corresponding Post-Issue capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same has not been provided in the above statement.
3. Subsequent to 30 September 2017, the Company has made the following changes in its capital structure, the effect of which has not been considered above:

a) Pursuant to the approval of the Board of directors at its meeting held on 15 February 2018, the Company has issued 3,318.81 million new equity shares of Rs. 10 each, at a premium of Rs. 8.80 per share. The Company is in the process of filing the requisite Forms with the Registrar of Companies, Andhra Pradesh and Telangana relating to allotment of these new shares.

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

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Managing Director
DIN: 07350892

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PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited)
Annexure XI
(All amounts and number of shares in INR millions, except per share data)

Restated consolidated statement of accounting ratios

Particulars	Reference	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016
Restated net worth at the end of the period/year	A	25,746.18	24,981.10	22,149.11
Restated net profit/(loss) after tax attributable to equity shareholders	B	1,336.97	(435.67)	(1,197.62)
Weighted average number of equity shares outstanding during the period/year (Refer note 25 to Annexure VII)				
For basic earnings per share	C	1,839.92	1,811.46	1,381.92
For diluted earnings per share	D	1,839.92	1,811.46	1,381.92
Earnings/(loss) per share INR 10 each (refer note 3)				
Basic (INR)	(B/C)	0.73	(0.24)	(0.87)
Diluted (INR)	(B/D)	0.73	(0.24)	(0.87)
Return on net worth (%)	(B/A)	5.19%	-1.74%	-5.41%
Number of equity shares outstanding at the end of the period/year	E	1,839.92	1,839.92	1,481.83
Net assets value per share of INR 10 each	(A/E)	13.99	13.58	14.95
Face value per equity share (INR)		10.00	10.00	10.00

Note: EPS is not annualised for the six months period ended 30 September 2017.

Notes:
1. The above ratios have been computed on the basis of Restated Consolidated Financial Statements of the Group.
2. The ratios have been computed as below:

a) Basic Earnings per share (INR) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of equity shares outstanding during the period/year.

b) Diluted Earnings per share (INR) = Restated net profit/(loss) after tax attributable to equity shareholders / weighted average number of dilutive equity shares outstanding during the period/year.

c) Return on net worth (%) = Restated net profit/(loss) after tax / Restated net worth at the end of the period/year.

d) Net asset value per share (INR) = Restated net worth at the end of the period/year / Total number of equity shares outstanding at the end of the period/year.

3. Earning per shares (EPS) calculation is in accordance with Indian Accounting Standard (Ind AS) 33 "Earnings per share" prescribed by the The Companies (Indian Accounting Standards) Rules, 2015.

4. Net worth includes Equity share capital, Securities premium, Retained earnings and Other reserves.

Note: The above statement should be read together with significant accounting policies in Annexure V, restatement adjustments to audited consolidated financial statements in Annexure VI and notes to the restated consolidated financial statements in Annexure VII.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
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Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 19 February 2018

The Board of Directors
Sembcorp Energy India Limited
(*formerly* known as Thermal Powertech Corporation India Limited)
6-3-1090, 5th Floor,
A-Block, TSR Towers, Rajbhawan Road,
Somajiguda, Hyderabad – 500 082

Independent Auditors' Report on Proforma Condensed Consolidated Financial Statements of Sembcorp Energy India Limited (*formerly* known as Thermal Powertech Corporation India Limited) (the "Company") **prepared in connection with the Proposed Initial Public Offer ("the Issue") by the Company and certain of its shareholders**

Dear Sirs,

1. This report is issued in accordance with the terms of our engagement letter dated 15 February 2018.
2. The accompanying Proforma Condensed Consolidated Financial Statements of the Company comprising of the proforma condensed consolidated balance sheet as at 30 September 2017 and as at 31 March 2017, the proforma condensed consolidated statement of profit and loss (including other comprehensive income) for the six months period ended 30 September 2017 and for the year ended 31 March 2017, read with the notes thereto (collectively "Proforma Condensed Consolidated Financial Statements"), have been prepared by the Management of the Company in accordance with the requirements of paragraph 23 of item (IX)(B) of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (the "SEBI") to reflect the impact of a significant acquisitions made subsequent to 30 September 2017 (date of latest audited financial statements of the Company included in the Draft Red Herring Prospectus (DRHP)), and as further set out in the basis of preparation paragraph included in the attached notes to the Proforma Condensed Consolidated Financial Statements, which are initialed by us for identification purposes only.
3. We have examined the Proforma Condensed Consolidated Financial Statements of the Company. For our examination, we have placed reliance on the following:
    a. the Restated Consolidated Financial Statements of the Company as at and for the six months period ended 30 September 2017 and as at and for the year ended 31 March 2017 on which we have expressed an unmodified opinion in our examination report dated 21 February 2018;
    b. the audited special purpose balance sheet and statement of profit and loss (including other comprehensive income) of Sembcorp Gayatri Power Limited ("SGPL") as at and for the six months period ended 30 September 2017 on which we have expressed an unmodified audit opinion in our audit report dated 30 January 2018;

c. the audited balance sheet and statement of profit and loss (including other comprehensive income) of SGPL as at and for the year ended 31 March 2017 on which other firms of chartered accountants have expressed an unmodified audit opinion in their report dated 31 May 2017; and

d. the audited consolidated balance sheet and statement of profit and loss (including other comprehensive income) of Sembcorp Green Infra Limited ("SGIL") as at and for the six months period ended 30 September 2017 and as at and for the year ended 31 March 2017 on which other firm of chartered accountants have expressed an unmodified audit opinion in their reports dated 12 February 2018 and 18 September 2017, respectively.

4. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Proforma Condensed Consolidated Financial Statements, nor have we, in the course of this engagement, performed an audit or review of the financial information used by the Management in the compilation of the Proforma Condensed Consolidated Financial Statements.

Managements' Responsibility for the Proforma Condensed Consolidated Financial Statements

5. The preparation of the Proforma Condensed Consolidated Financial Statements, which is to be included in the DRHP, is the responsibility of the Management of the Company and has been approved by the Board of Directors of the Company (hereinafter referred to as the "Board of Directors") on 20 February 2018.

6. The Board of Directors' responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Proforma Condensed Consolidated Financial Statements. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditors' Responsibilities

7. Pursuant to the requirement of the SEBI ICDR Regulations, it is our responsibility to obtain reasonable assurance and form an opinion on whether the Proforma Condensed Consolidated Financial Statements of the Company as at and for the six months period ended 30 September 2017 and as at and for the year ended 31 March 2017, as attached to this report and the notes thereto have been properly prepared by the Management of the Company on the basis stated in note 3 to the Proforma Condensed Consolidated Financial Statements.

8. We conducted our engagement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

10. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in United States of America or other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI ICDR Regulations in connection with the Issue.

11. The purpose of the Proforma Condensed Consolidated Financial Statements is to reflect the impact of the significant acquisitions made by the Company subsequent to the date of latest audited financial statements of the Company included in the DRHP, as set out in the basis of preparation paragraph included in the attached notes to the Proforma Condensed Consolidated Financial Statements and solely to illustrate the impact of a significant event on the historical financial information of the Company, as if the event had occurred at an earlier date selected for purposes of illustration and based on the judgements and assumptions of the Management of the Company to reflect the hypothetical impact, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

    a. the consolidated financial position of the Company as at 30 September 2017 or 31 March 2017 or any future date; or

    b. the consolidated financial performance including other comprehensive income of the Company for the six months period ended 30 September 2017 or for the year ended 31 March 2017 or any future period.

12. Our work consisted primarily of comparing the respective columns in the Proforma Condensed Consolidated Financial Statements to the underlying restated/audited historical financial information, as the case may be, referred to in paragraph 3 above, considering the evidence supporting the adjustments and reclassifications, performing procedures to assess whether the basis of preparation of Proforma Condensed Consolidated Financial Statements as explained in the attached notes to the Proforma Condensed Consolidated Financial Statements provide a reasonable basis for presenting the significant effects directly attributable to the acquisitions and discussing the Proforma Condensed Consolidated Financial Statements with the Management of the Company.

13. We have not audited any financial statements of the Company as at any date or for any period subsequent to 30 September 2017. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to 30 September 2017.

14. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us and other firms of chartered accountants on the standalone/consolidated financial statements of the Company or SGPL or SGIL, as the case may be, referred in paragraph 3 above.

15. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

16. We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to issue this report.

17. This engagement did not involve independent examination of any of the underlying financial information.

18. We believe that the procedures performed by us provide a reasonable basis for our opinion.

Opinion

19. In our opinion the Proforma Condensed Consolidated Financial Statements of the Company for the six months period ended 30 September 2017 and for the year ended 31 March 2017, as attached to this report and the notes thereto, have been properly prepared by the Management of the Company on the basis stated in the note 3 to the Proforma Condensed Consolidated Financial Statements.

Restrictions on Use

20. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Draft Red Herring Prospectus prepared in connection with the proposed initial public offer of the Company, to be filed by the Company with the SEBI and is not to be used, referred to or distributed for any other purpose without our prior written consent.

for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/ W-100024

Vikash Somani
Partner
Membership Number: 061272

Place: Hyderabad
Date: 21 February 2018

Sembcorp Energy India Limited
[*formerly* known as Thermal Powertech Corporation India Limited]
Proforma condensed consolidated balance sheet as at 31 March 2017
(Amounts in Rs. million, unless otherwise stated)

	TPCIL restated consolidated	SGPL audited standalone	SGIL audited consolidated	Classification adjustments [note 4(a)]	Intra-group elimination adjustments [note 4(b)]	Acquisition adjustments [note 4(c)]	Total adjustments	Proforma consolidated as at 31 March 2017
	(A)	(B)	(C)	(D)	(E)	(F)	(G=D+E+F)	(H=A+B+C+G)
ASSETS								
I Non-current assets								
(a) Property, plant and equipment	85,126.27	92,966.38	49,178.31	-	-	-	-	227,270.96
(b) Capital work-in-progress	670.95	637.94	956.01	-	-	-	-	2,264.90
(c) Goodwill	-	1,234.20	-	-	-	-	-	1,234.20
(d) Other intangible assets	19.71	18.46	34.97	-	-	-	-	73.14
(e) Financial assets								
(i) Derivatives	-	-	328.16	-	-	-	-	328.16
(ii) Other financial assets	-	1,191.95	1,592.42	-	-	-	-	2,784.37
(f) Deferred tax assets	-	-	29.77	-	-	-	-	29.77
(g) Other tax assets	195.49	33.85	406.94	-	-	-	-	636.28
(h) Other non-current assets	11.29	745.46	418.56	-	-	-	-	1,175.31
Total non- current assets	**86,023.71**	**96,828.24**	**52,945.14**	**-**	**-**	**-**	**-**	**235,797.09**
II Current assets								
(a) Inventories	3,400.47	1,865.98	-	-	-	-	-	5,266.45
(b) Financial assets		-	-					
(i) Investments	-	-	2,370.81	-	-	-	-	2,370.81
(ii) Trade receivables	11,991.73	2,792.26	2,267.19	-	(12.85)	-	(12.85)	17,038.33
(iii) Cash and cash equivalents	1,424.65	2,645.29	3,603.04	-	-	-	-	7,672.98
(iv) Other bank balances	778.69	419.70	-	-	-	-	-	1,198.39
(v) Loans	0.79	-	-	-	-	-	-	0.79
(v) Derivatives	-	-	-	-	-	-	-	-
(vi) Other financial assets	5,237.98	1,533.78	1,214.85	-	-	-	-	7,986.61
(c) Other current assets	596.22	1,126.65	170.01	-	-	-	-	1,892.88
Total current assets	**23,430.53**	**10,383.66**	**9,625.90**	**-**	**(12.85)**	**-**	**(12.85)**	**43,427.24**
Total assets	**109,454.24**	**107,211.90**	**62,571.04**	**-**	**(12.85)**	**-**	**(12.85)**	**279,224.33**
EQUITY AND LIABILITIES								
EQUITY								
(a) Equity share capital	18,399.15	28,762.78	2,739.34	-	-	1,685.94	1,685.94	51,587.21
(b) Other equity:								
Securities premium	8,577.34	50.78	15,296.15	-	-	13,863.23	13,863.23	37,787.50
Capital reserve	-	-	1,121.57	-	-	-	-	1,121.57
General reserve	-	-	74.00	-	-	-	-	74.00
Non-controlling interest reserve	-	-	0.82	-	-	-	-	0.82
Retained earnings	(1,679.78)	(3,923.14)	(84.32)	-	-	-	-	(5,687.24)
Other comprehensive income	(315.61)	(10.63)	(3.24)	-	-	-	-	(329.48)
Capital redemption reserve	-	-	1.01	-	-	-	-	1.01
Debenture redemption reserve	-	-	125.00	-	-	-	-	125.00
Capital reserve on acquisition	-	-	-	-	-	(15,549.17)	(15,549.17)	(15,549.17)
Equity attributable to owners of the Company	**24,981.10**	**24,879.79**	**19,270.33**	**-**	**-**	**-**	**-**	**69,131.22**
(c) Non-controlling interests	-	-	187.55	-	-	-	-	187.55
Total equity	**24,981.10**	**24,879.79**	**19,457.88**	**-**	**-**	**-**	**-**	**69,318.77**
LIABILITIES								
I Non-current liabilities								
(a) Financial liabilities								
(i) Borrowings	62,330.31	64,101.37	32,053.83	-	-	-	-	158,485.51
(ii) Derivatives	802.60	-	13.66	-	-	-	-	816.26
(iii) Other financial liabilities	10.94	-	-	-	-	-	-	10.94
(b) Provisions	33.51	7.31	270.01	-	-	-	-	310.83
(c) Deferred tax liabilities	-	-	223.66	-	-	-	-	223.66
(d) Other non-current liabilities	-	-	870.69	-	-	-	-	870.69
Total non-current liabilities	**63,177.36**	**64,108.68**	**33,431.85**	**-**	**-**	**-**	**-**	**160,717.89**
II Current liabilities								
(a) Financial liabilities								
(i) Borrowings	14,568.25	3,356.09	3,436.39	-	-	-	-	21,360.73
(ii) Trade payables	2,976.33	2,278.68	210.57	-	(12.85)	-	(12.85)	5,452.73
(iii) Derivatives	116.60	-	-	85.70	-	-	85.70	202.30
(iv) Other financial liabilities	3,550.00	12,197.25	5,812.20	(85.70)	-	-	(85.70)	21,473.75
(b) Other current liabilities	65.69	40.89	214.57	-	-	-	-	321.15
(c) Income tax liabilities	14.19	346.19	3.34	-	-	-	-	363.72
(d) Provisions	4.72	4.33	4.24	-	-	-	-	13.29
Total current liabilities	**21,295.78**	**18,223.43**	**9,681.31**	**-**	**(12.85)**	**-**	**(12.85)**	**49,187.67**
Total liabilities	**84,473.14**	**82,332.11**	**43,113.16**	**-**	**(12.85)**	**-**	**(12.85)**	**209,905.56**
Total equity and liabilities	**109,454.24**	**107,211.90**	**62,571.04**	**-**	**(12.85)**	**-**	**(12.85)**	**279,224.33**

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

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Managing Director
DIN: 07350892

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Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 21 February 2018

Sembcorp Energy India Limited
[*formerly* known as Thermal Powertech Corporation India Limited]
Proforma condensed consolidated statement of profit and loss for the year ended 31 March 2017
(Amounts in Rs. million, unless otherwise stated)

		TPCIL restated consolidated	SGPL audited standalone	SGIL audited consolidated	Classification adjustments [note 4(a)]	Intra-group elimination adjustments [note 4(b)]	Acquisition adjustments [note 4(c)]	Total adjustments	Proforma consolidated for the year ended 31 March 2017
		(A)	(B)	(C)	(D)	(E)	(F)	(G=D+E+F)	(H=A+B+C+G)
I	**Revenue**								
	Revenue from operations	34,054.05	6,421.70	8,088.43	-	(787.41)	-	(787.41)	47,776.77
	Other income	130.85	242.36	513.96	-	(11.06)	-	(11.06)	876.11
	Total income	**34,184.90**	**6,664.06**	**8,602.39**	**-**	**(798.47)**	**-**	**(798.47)**	**48,652.88**
II	**Expenses**								
	Cost of fuel	17,438.05	3,788.21	-	-	(245.65)	-	(245.65)	20,980.61
	Transmission charges	398.10	670.49	-	105.10	-	-	105.10	1,173.69
	Purchases of stock-in-trade	-	909.36	-	-	(541.76)	-	(541.76)	367.60
	Employee benefits expense	510.90	131.20	238.47	-	-	-	-	880.57
	Finance costs	10,722.00	2,651.21	3,415.45	-	-	-	-	16,788.66
	Depreciation and amortisation expense	3,531.64	1,035.68	2,822.69	-	-	-	-	7,390.01
	Operating and other expenses	2,019.88	760.47	1,317.96	(105.10)	(11.06)	-	(116.16)	3,982.15
	Total expenses	**34,620.57**	**9,946.62**	**7,794.57**	**-**	**(798.47)**	**-**	**(798.47)**	**51,563.29**
III	**Profit/(loss) before exceptional items**	**(435.67)**	**(3,282.56)**	**807.82**	**-**	**-**	**-**	**-**	**(2,910.41)**
	Exceptional items	-	-	259.90	-	-	-	-	259.90
IV	**Profit/(loss) before tax**	**(435.67)**	**(3,282.56)**	**547.92**	**-**	**-**	**-**	**-**	**(3,170.31)**
V	**Tax expense**								
	Current tax expense	-	-	112.57	-	-	-	-	112.57
	Deferred tax charge	-	-	36.23	-	-	-	-	36.23
	Total tax expense	**-**	**-**	**148.80**	**-**	**-**	**-**	**-**	**148.80**
VI	**Profit/(loss) for the year**	**(435.67)**	**(3,282.56)**	**399.12**	**-**	**-**	**-**	**-**	**(3,319.11)**
VII	**Other comprehensive income**								
(A)	***Items that will not be reclassified subsequently to profit or loss***								
	Remeasurement of defined benefit liability	(6.20)	(3.60)	(1.99)	-	-	-	-	(11.79)
	Income tax effect on above items	-	-	0.66	-	-	-	-	0.66
		(6.20)	**(3.60)**	**(1.33)**	**-**	**-**	**-**	**-**	**(11.13)**
(B)	***Items that will be reclassified subsequently to profit or loss***								
	Effective portion of changes in fair value of cash flow hedge	(307.00)	-	-	-	-	-	-	(307.00)
		(307.00)	**-**	**-**	**-**	**-**	**-**	**-**	**(307.00)**
VIII	**Total comprehensive income/(loss) for the year**	**(748.87)**	**(3,286.16)**	**397.79**	**-**	**-**	**-**	**-**	**(3,637.24)**
	Attributable to:								
	Shareholders of the Company	(748.87)	(3,286.16)	431.70	-	-	-	-	(3,603.33)
	Non-controlling interests	-	-	(33.91)	-	-	-	-	(33.91)
		(748.87)	**(3,286.16)**	**397.79**	**-**	**-**	**-**	**-**	**(3,637.24)**
	Profit/(loss) for the year attributable to:								
	Shareholders of the Company	(435.67)	(3,282.56)	433.03	-	-	-	-	(3,285.20)
	Non-controlling interests	-	-	(33.91)	-	-	-	-	(33.91)
		(435.67)	**(3,282.56)**	**399.12**	**-**	**-**	**-**	**-**	**(3,319.11)**
	Other comprehensive income attributable to:								
	Shareholders of the Company	(313.20)	(3.60)	(1.33)	-	-	-	-	(318.13)
	Non-controlling interests	-	-	-	-	-	-	-	-
		(313.20)	**(3.60)**	**(1.33)**	**-**	**-**	**-**	**-**	**(318.13)**
	Proforma earning per share (EPS)								
	Weighted average number of equity shares								5,130.26
	Proforma earning per share (EPS) (in Rs.)								(0.65)

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 21 February 2018

Sembcorp Energy India Limited
[*formerly* known as Thermal Powertech Corporation India Limited]
Proforma condensed consolidated balance sheet as at 30 September 2017
(Amounts in Rs. million, unless otherwise stated)

	TPCIL restated consolidated	SGPL audited standalone	SGIL audited consolidated	Classification adjustments [note 4(a)]	Intra-group elimination adjustments [note 4(b)]	Acquisition adjustments [note 4(c)]	Total adjustments	Proforma consolidated as at 30 September 2017
	(A)	(B)	(C)	(D)	(E)	(F)	(G=D+E+F)	(H=A+B+C+G)
ASSETS								
I Non-current assets								
(a) Property, plant and equipment	83,989.26	91,171.70	48,112.33	-	-	-	-	223,273.29
(b) Capital work-in-progress	207.73	1,137.13	447.65	-	-	-	-	1,792.51
(c) Goodwill	-	1,234.20	-	-	-	-	-	1,234.20
(d) Other intangible assets	10.51	18.67	29.84	-	-	-	-	59.02
(e) Financial assets								
(i) Trade receivables	-	-	51.10	-	-	-	-	51.10
(ii) Derivatives	-	-	321.10	-	-	-	-	321.10
(iii) Other financial assets	-	1,199.79	38.18	-	-	-	-	1,237.97
(f) Other tax assets	195.49	47.29	178.13	-	-	-	-	420.91
(g) Other non-current assets	46.86	790.20	4,536.15	-	-	-	-	5,373.21
Total non- current assets	**84,449.85**	**95,598.98**	**53,714.48**	**-**	**-**	**-**	**-**	**233,763.31**
II Current assets								
(a) Inventories	2,603.35	2,189.20	-	-	-	-	-	4,792.55
(b) Financial assets								
(i) Investments	-	-	2,556.97	-	-	-	-	2,556.97
(ii) Trade receivables	12,931.90	6,984.00	3,230.30	-	(712.03)	-	(712.03)	22,434.17
(iii) Cash and cash equivalents	1,203.68	1,136.00	1,365.11	-	-	-	-	3,704.79
(iv) Other bank balances	1,194.11	605.70	2,775.27	-	-	-	-	4,575.08
(v) Loans	0.54	0.60	-	-	-	-	-	1.14
(vi) Derivatives	4.87	58.00	-	-	-	-	-	62.87
(vii) Other financial assets	4,055.82	1,646.10	1,553.93	-	-	-	-	7,255.85
(c) Other current assets	427.56	625.60	150.72	-	-	-	-	1,203.88
Total current assets	**22,421.83**	**13,245.20**	**11,632.30**	**-**	**(712.03)**	**-**	**(712.03)**	**46,587.30**
Total assets	**106,871.68**	**108,844.18**	**65,346.78**	**-**	**(712.03)**	**-**	**(712.03)**	**280,350.61**
EQUITY AND LIABILITIES								
EQUITY								
(a) Equity share capital	18,399.15	28,762.78	2,853.95	-	-	1,571.33	1,571.33	51,587.21
(b) Other equity								
Securities premium	8,577.34	50.78	16,180.53	-	-	12,978.85	12,978.85	37,787.50
Capital reserve	-	-	1,121.58	-	-	-	-	1,121.58
General reserve	-	-	74.00	-	-	-	-	74.00
Non-controlling interest reserve	-	-	3.29	-	-	-	-	3.29
Retained earnings	(342.81)	(9,382.09)	729.66	-	-	-	-	(8,995.24)
Other comprehensive income	(887.50)	(3.70)	(5.33)	-	-	-	-	(896.53)
Capital redemption reserve	-	-	1.01	-	-	-	-	1.01
Debenture redemption reserve	-	-	125.00	-	-	-	-	125.00
Capital reserve on acquisition	-	-	-	-	-	(14,550.18)	(14,550.18)	(14,550.18)
Equity attributable to owners of the Company	**25,746.18**	**19,427.77**	**21,083.69**	**-**	**-**	**-**	**-**	**66,257.64**
(c) Non-controlling interests	-	-	287.41	-	-	-	-	287.41
Total equity	**25,746.18**	**19,427.77**	**21,371.10**	**-**	**-**	**-**	**-**	**66,545.05**
LIABILITIES								
I Non-current liabilities								
(a) Financial liabilities								
(i) Borrowings	60,882.59	71,830.30	34,494.82	-	-	-	-	167,207.71
(ii) Derivatives	1,171.32	-	14.49	-	-	-	-	1,185.81
(iii) Other financial liabilities	3.48	-	-	-	-	-	-	3.48
(b) Provisions	36.13	4.50	291.63	-	-	-	-	332.26
(c) Deferred tax liabilities	-	-	559.25	-	-	-	-	559.25
(d) Other non-current liabilities	-	-	1,012.31	-	-	-	-	1,012.31
Total non-current liabilities	**62,093.52**	**71,834.80**	**36,372.50**	**-**	**-**	**-**	**-**	**170,300.82**
II Current liabilities								
(a) Financial liabilities								
(i) Borrowings	12,686.65	5,015.70	3,280.09	-	-	-	-	20,982.44
(ii) Trade payables	2,190.26	2,179.91	246.77	-	(712.03)	-	(712.03)	3,904.91
(iii) Derivatives	16.26	-	-	-	-	-	-	16.26
(iv) Other financial liabilities	3,986.66	9,487.10	3,658.99	-	-	-	-	17,132.75
(b) Other current liabilities	56.23	548.40	104.06	-	-	-	-	708.69
(c) Income tax liabilities	95.17	346.20	305.72	-	-	-	-	747.09
(d) Provisions	0.75	4.30	7.55	-	-	-	-	12.60
Total current liabilities	**19,031.98**	**17,581.61**	**7,603.18**	**-**	**(712.03)**	**-**	**(712.03)**	**43,504.74**
Total liabilities	**81,125.50**	**89,416.41**	**43,975.68**	**-**	**(712.03)**	**-**	**(712.03)**	**213,805.56**
Total equity and liabilities	**106,871.68**	**108,844.18**	**65,346.78**	**-**	**(712.03)**	**-**	**(712.03)**	**280,350.61**

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 21 February 2018

Sembcorp Energy India Limited
[*formerly* known as Thermal Powertech Corporation India Limited]
Proforma condensed consolidated statement of profit and loss for the six months ended 30 September 2017
(Amounts in Rs. million, unless otherwise stated)

		TPCIL restated consolidated	SGPL audited standalone	SGIL audited consolidated	Classification adjustments [note 4(a)]	Intra-group elimination adjustments [note 4(b)]	Acquisition adjustments [note 4(c)]	Total adjustments	Proforma consolidated for the six months ended 30 September 2017
		(A)	(B)	(C)	(D)	(E)	(F)		(H=A+B+C+G)
I	**Revenue**								
	Revenue from operations	20,340.07	14,723.40	6,191.30	-	(1,285.93)	-	(1,285.93)	39,968.84
	Other income	132.04	203.60	198.07	-	(0.93)	-	(0.93)	532.78
	Total income	**20,472.11**	**14,927.00**	**6,389.37**	**-**	**(1,286.86)**	**-**	**(1,286.86)**	**40,501.62**
II	**Expenses**								
	Cost of fuel	11,181.30	9,816.00	-	-	(0.28)	-	(0.28)	20,997.02
	Transmission charges	140.48	844.70	59.87	-	-	-	-	1,045.05
	Purchases of stock-in-trade	495.25	790.40	-	-	(1,285.65)	-	(1,285.65)	-
	Employee benefits expense	385.69	273.30	113.15	-	-	-	-	772.14
	Finance costs	3,932.62	5,982.90	1,998.79	-	-	-	-	11,914.31
	Depreciation and amortisation expense	1,792.30	1,946.39	1,752.23	-	-	-	-	5,490.92
	Operating and other expenses	846.69	732.20	802.14	-	(0.93)	-	(0.93)	2,380.10
	Total expenses	**18,774.33**	**20,385.89**	**4,726.18**	**-**	**(1,286.86)**	**-**	**(1,286.86)**	**42,599.54**
III	**Profit/(loss) before tax**	**1,697.78**	**(5,458.89)**	**1,663.19**	**-**	**-**	**-**	**-**	**(2,097.92)**
IV	**Tax expense**								
	Current tax expense	360.81	-	382.19	-	-	-	-	743.00
	Deferred tax charge	-	-	365.36	-	-	-	-	365.36
	Total tax expense	**360.81**	**-**	**747.55**	**-**	**-**	**-**	**-**	**1,108.36**
V	**Profit/(loss) for the period**	**1,336.97**	**(5,458.89)**	**915.64**	**-**	**-**	**-**	**-**	**(3,206.28)**
VI	**Other comprehensive income**								
(A)	***Items that will not be reclassified subsequently to profit or loss***								
	Remeasurement of defined benefit liability	(4.10)	6.90	(3.20)	-	-	-	-	(0.40)
	Income tax effect on above items	-	-	1.06	-	-	-	-	1.06
		(4.10)	**6.90**	**(2.14)**	**-**	**-**	**-**	**-**	**0.66**
(B)	***Items that will be reclassified subsequently to profit or loss***								
	Effective portion of changes in fair value of cash flow hedge	(567.79)	-	-	-	-	-	-	(567.79)
		(567.79)	**-**	**-**	**-**	**-**	**-**	**-**	**(567.79)**
VII	**Total comprehensive income/(loss) for the period**	**765.08**	**(5,451.99)**	**913.50**	**-**	**-**	**-**	**-**	**(3,773.41)**
	Attributable to:								
	Shareholders of the Company	765.08	(5,451.99)	811.90	-	-	-	-	(3,875.01)
	Non-controlling interests	-	-	101.60	-	-	-	-	101.60
		765.08	**(5,451.99)**	**913.50**	**-**	**-**	**-**	**-**	**(3,773.41)**
	Profit/(loss) for the period attributable to:								
	Shareholders of the Company	1,336.97	(5,458.89)	814.00	-	-	-	-	(3,307.92)
	Non-controlling interests	-	-	101.64	-	-	-	-	101.64
		1,336.97	**(5,458.89)**	**915.64**	**-**	**-**	**-**	**-**	**(3,206.28)**
	Other comprehensive income attributable to:								
	Shareholders of the Company	(571.89)	6.90	(2.10)	-	-	-	-	(567.09)
	Non-controlling interests	-	-	(0.04)	-	-	-	-	(0.04)
		(571.89)	**6.90**	**(2.14)**	**-**	**-**	**-**	**-**	**(567.13)**
	Proforma earning per share (EPS)								
	Weighted average number of equity shares								5,158.73
	Proforma earning per share (EPS) (in Rs.)								(0.62)

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 21 February 2018

(Amounts in Rs. million, unless otherwise stated)

1) Background of entities forming part of proforma condensed consolidated financial statements

Sembcorp Energy India Limited (formerly known as Thermal Powertech Corporation India Limited**)** (‘**the Company**’ or ‘**SEIL**’) was incorporated on 8 January 2008 as a public limited company. The Company has been established for developing, constructing, commissioning, operating and maintaining a 1,320 megawatt (660 X 2 megawatt) coal based thermal power plant at Pynampuram and Nelatur Villages, Muthukur Mandal, Nellore District in the State of Andhra Pradesh. The Company has successfully commenced full commercial operations in September 2015. SEIL is the subsidiary of Sembcorp Utilities Pte Limited, Singapore (‘SUPL’).

Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited) (‘**SGPL**’) was incorporated in the year 2008 as a public limited company. The Company has been established for developing, constructing, commissioning, operating and maintaining a 1,320 megawatt (660 X 2 megawatt) coal based thermal power plant at Sri Potti Sri Ramulu (SPSR) Nellore District in the State of Andhra Pradesh. The Company has successfully commenced full commercial operations of 1st Unit on 17 November 2016 and 2nd Unit on 21 February 2017. SGPL is the subsidiary of Sembcorp Utilities Pte Limited, Singapore (‘SUPL’).

Sembcorp Green Infra Limited (formerly Green Infra Limited) **(‘SGIL’)**, its subsidiaries and associates has been promoted with an objective to invest in, acquire, develop and operate a range of renewable energy projects. SGIL Group owns and operates various renewable energy projects with a combined installed capacity of 892.45 MW in wind projects and 35 MW in solar projects. These projects are intended to sell the power generated under a combination of long term Power Purchase Agreements to state electricity boards and group captive consumers. SGIL is the subsidiary of Sembcorp Utilities Pte Limited, Singapore (‘SUPL’).

2) Background of transaction

On 8 January 2018, SUPL, Gayatri Energy Ventures Private Limited (GEVPL), SEIL and SGPL have entered into a supplementary agreement to the subscription cum shareholder agreement date 30 March 2015 relating to SGPL and the amended and restated share subscription cum shareholders agreement date 24 February 2014 relating to SEIL between SUPL, GEVPL, SEIL and SGPL to execute the below restructuring.

As per the above agreement (‘transaction’), SEIL has acquired the 100% equity shareholding of SGPL and 71.57% equity shareholding of SGIL as on 15 February 2018 and the balance 28.43% equity shareholding in SGIL held by IDFC Infrastructure Fund 3 on 20 February 2018. The details of equity share holding of SGPL and SGIL before the transaction and after the transaction are as follows:

Name of the entity	**Before transaction**		**After transaction**	
	SGPL	**SGIL**	**SGPL**	**SGIL**
Sembcorp Utilities Pte Limited	87.98%	71.57%	-	-
Gayatri Energy Ventures Private Limited	12.02%	-	-	-
IDFC Infrastructure Fund 3	-	28.43%	-	-
Sembcorp Energy India Limited	-	-	100.00%	100.00%

The details of consideration for acquisition of SGPL and SGIL, series of agreements entered to execute the transaction and acquisition related adjustments are explained below in note 4.

3) Basis of Preparation

The proforma condensed consolidated financial statements have been prepared by the Management of the Company in accordance with the requirements of paragraph (23) of point (IX)(B) of Part A of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended to date (the "SEBI ICDR regulations") issued by the Securities and Exchange Board of India (the "SEBI") to reflect the impact of significant acquisitions made after the date of the latest audited financial statements of the Company.

The proforma condensed consolidated financial statements of the Company comprising the proforma condensed consolidated balance sheet as at 30 September 2017 and 31 March 2017, the proforma condensed consolidated statement of profit and loss (including other comprehensive income) for the six months period ended 30 September 2017 and for the year ended 31 March 2017, read with the notes to the proforma condensed consolidated financial statements (collectively "proforma condensed consolidated financial statements"), has been prepared as per the requirements of SEBI ICDR regulations to reflect the acquisition of SGPL and SGIL. Because of their nature, the proforma condensed consolidated financial statements addresses a hypothetical situation and, therefore, do not represent SEIL's actual consolidated financial position or results. They purport to indicate the results of operations that would have resulted had the acquisition been completed at the beginning of the period presented and the consolidated financial position had the acquisition been completed as at year/ period end, but are not intended to be indicative of expected results or operations in the future periods or the future financial position of the SEIL.

The proforma adjustments are based upon available information and assumptions that the management of the Company believes to be reasonable. Such proforma financial information has not been prepared in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Accordingly, the degree of reliance placed by investors in other jurisdictions on such proforma information should be limited. In addition, the rules and regulations related to the preparation of proforma financial information in other jurisdictions may also vary significantly from the basis of preparation as set out in paragraphs below to prepare these proforma financial statements.

As explained in the following paragraphs, the proforma condensed consolidated balance sheet as at 30 September 2017 and 31 March 2017 have been prepared to reflect the acquisition of SGPL and SGIL as of 30 September 2017 and 31 March 2017 as if acquisition happened on 30 September 2017 and 31 March 2017 respectively. The proforma condensed consolidated statement of profit and loss (including other comprehensive income) for the six months period ended 30 September 2017 and the year ended 31 March 2017 combine the restated consolidated financial statements of SEIL, audited financial statements SGPL and audited consolidated financial statements of SGIL for the aforesaid periods as if the acquisition occurred on 1 April 2017 and 1 April 2016 respectively. The financial year end of the Company and that of SGPL and SGIL are 31 March. The adjustments made to the proforma financial information are included in the following sections.

The proforma condensed consolidated financial statements are based on:

a) the restated consolidated statement of assets and liabilities and restated consolidated statement of profit and loss of SEIL as at and for the six months period ended 30 September 2017 and as at and for the year ended 31 March 2017 (which are forming part of the Draft Red Herring Prospectus);

b) the audited special purpose balance sheet and special purpose statement of profit and loss of SGPL as at and for the six months period ended 30 September 2017 on which B S R & Associates LLP, Chartered Accountants, have expressed an unmodified audit opinion in their audit report dated 30 January 2018;

c) the audited balance sheet and statement of profit and loss of SGPL as at and for the year ended 31 March 2017 on which joint auditors of SGPL for the year ended 31 March 2017, Deloitte Haskins & Sells, Chartered Accountants and M. Bhaskara Rao & Co., Chartered Accountants have expressed an unmodified audit opinion in their report dated 31 May 2017; and

d) the audited consolidated balance sheet and consolidated statement of profit and loss of SGIL as at and for the six months period ended 30 September 2017 and as at and the year ended 31 March 2017 on which B S R & Co. LLP, Chartered Accountants, have expressed an unmodified audit opinion in their reports dated 12 February 2018 and 18 September 2017 respectively.

The Restated Consolidated Financial Statements of SEIL have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules, 2016. The proforma condensed consolidated financial statements have been compiled in a manner consistent with the accounting policies adopted by SEIL in the Restated Consolidated Financial Statements of SEIL for the six months period ended 30 September 2017.

The proforma condensed consolidated financial statements does not include any adjustment for liabilities or related costs that may result from acquisition of SGPL and SGIL, nor do they reflect any adjustments for potential synergies that may result from acquisition of SGPL and SGIL. Significant liabilities and related costs may ultimately be recorded for costs associated with acquisition, and there can be no assurance that any synergies will be achieved.

4) Proforma adjustments

The following adjustments have been made to present the proforma condensed consolidated financial statements:

a) Reclassifications:

i) SEIL has presented the derivative liability as a separate sub-group under current liabilities in the balance sheet. SGPL has grouped the same under other financial liabilities as at 31 March 2017. Derivative liability of Rs. 85.70 million in SGPL books has been accordingly regrouped in proforma condensed consolidated balance sheet as at 31 March 2017.

ii) SEIL has disclosed the power transmission charges as a separate sub-group in the statement of profit and loss. SGIL has disclosed the same under operating and other expense in the statement of profit and loss for the year ended 31 March 2017. Accordingly, the Company has regrouped an amount of Rs. 105.10 million from operating and other expenses to transmission charges in the proforma condensed consolidated profit and loss for the year ended 31 March 2017.

(Amounts in Rs. million, unless otherwise stated)

b) Intragroup elimination adjustments:

Eliminations are made for the intragroup transactions and balances between SEIL and SGPL, nature of which mainly include sale and purchase of electricity, purchase and sale of coal, lease rental received and paid and corresponding receivables. There are no intragroup transactions with SGIL. Nature and amount of transactions between SEIL and SGPL have presented in the Restated Consolidated Financial Statements for the six months period ended 30 September 2017 and year ended 31 March 2017, respectively.

c) Acquisition related adjustments

i) As explained above, for purposes of proforma condensed consolidated balance sheet, acquisition of SGPL and SGIL was assumed to have taken place as at 30 September 2017 and as at 31 March 2017. Book value of net assets of SGPL as on 30 September 2017 and 31 March 2017 are Rs. 19,427.77 million and Rs. 24,879.79 million, respectively. Book value of net assets of SGIL on consolidation basis as at 30 September 2017 and 31 March 2017 are Rs. 21,371.10 million and Rs. 19,457.88 million, respectively.

ii) IDFC Infrastructure Fund 3 ('IDFC'), held 28.43% equity shareholding in SGIL. On 30 August 2017, Sembcorp Utilities Pte Limited has entered into an agreement with IDFC to acquire the shares held by IDFC directly by SUPL or through any of its affiliates. Completion date for this transaction was 15 February 2018 and purchase consideration agreed was Rs. 14,102.00 million. As a part of above agreement, SEIL has acquired the shares from IDFC on 20 February 2018 for agreed consideration of Rs. 14,102.00 million and issued new equity shares to SUPL for cash injection to settle the transaction with IDFC. SEIL has acquired the balance shareholding of 71.57% in SGIL from SUPL at an agreed shares swap.

iii) Gayatri Energy Ventures Private Limited (GEVPL), held 12.02% in SGPL. As a part of above agreement, SEIL has acquired this shareholding from GEVPL on 15 February 2018 at an agreed shares swap. SEIL has acquired the balance shareholding of 87.98% in SGPL from SUPL at an agreed shares swap.

iv) All these transactions (i.e. acquisition of shareholding of SUPL in SGPL and SGIL, acquisition of IDFC shareholding in SGIL and acquisition of GEVPL shareholding in SGPL) has executed through shares swap by SEIL. SEIL has issued 2,568.76 million equity shares at a price of Rs. 18.80 per share to SUPL and GEVPL as consideration for acquisition of 100% equity shareholding in SGPL and 71.57% equity shareholding in SGIL. SEIL has issued 750.05 million equity shares at a price of Rs. 18.80 per share to SUPL for raising Rs. 14,102.00 million for acquisition of SGIL's shares held by IDFC. In order to acquire the 100% equity shareholding of SGPL and SGIL, SEIL has issued total 3,318.81 million new equity shares at a price of Rs. 18.80 per share.

(Amounts in Rs. million, unless otherwise stated)

v) SEIL, SGPL and SGIL are ultimately controlled by SUPL both before and after the transaction. All these entities are under common control by SUPL. Ind AS 103 (Appendix C) deals with accounting for combination of entities or businesses under common control. The Company has followed pooling of interest method to account the SGPL and SGIL acquisition in its proforma condensed consolidated financial statements.

Under pooling of interest method:

- The assets and liabilities of SGPL and SGIL are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognise any new assets or liabilities.
- SEIL has issued shares to SUPL and GEVPL at fair value.
- The balance of the other equity (excluding securities premium) appearing in the financial statements of SGPL and SGIL is aggregated with the corresponding balance appearing in the restated consolidated financial statements of SEIL.
- The difference, between the amount recorded as equity share capital and securities premium issued by SEIL and the amount of equity share capital and securities premium of the transferor has been transferred to capital reserve on acquisition.

vi) Acquisition related adjustments on account of issue of shares by SEIL, capital reserve on acquisition and acquisition liabilities are summarised below:

Particulars	**30 September 2017**			**31 March 2017**		
	SGPL	**SGIL**	**Total**	**SGPL**	**SGIL**	**Total**
Share capital issued by SEIL for acquisition	12,800.00	49,598.23	**62,398.23**	12,800.00	49,598.23	**62,398.23**
Share capital of transferor	28,813.56	19,034.49	**47,848.05**	28,813.56	18,035.50	**46,849.06**
Capital reserve on acquisition	16,013.56	(30,563.74)	**(14,550.18)**	16,013.56	(31,562.73)	**(15,549.17)**

Note: Share capital here also includes the securities premium, form part of other equity in the Balance Sheet.

vii) Movement in share capital and securities premium in the proforma condensed consolidated financial statements as at 30 September 2017 and as at 31 March 2017 are as follows:

Particulars	**30 September 2017**			**31 March 2017**		
	Share capital	**Securities premium**	**Total**	**Share capital**	**Securities premium**	**Total**
Increase on account of shares issued by SEIL	33,188.06	29,210.17	**62,398.23**	33,188.06	29,210.17	**62,398.23**
Decrease on account of consolidation elimination	(31,616.73)	(16,231.32)	**(47,848.05)**	(31,502.12)	(15,346.94)	**(46,849.06)**
Net increase/(decrease)	**1,571.33**	**12,978.85**	**14,550.18**	**1,685.94**	**13,863.23**	**15,549.17**

viii) SEIL has acquired the IDFC's shareholding in SGIL on 20 February 2018 and purchase consideration has discharged on 20 February 2018 through cash injection by SUPL.

Sembcorp Energy India Limited
(formerly known as Thermal Powertech Corporation India Limited)

Notes to the proforma condensed consolidated financial statements as at and for the six months period ended 30 September 2017 and as at and for the year ended 31 March 2017

(Amounts in Rs. million, unless otherwise stated)

5) Other than as mentioned above, no additional adjustments have been made to the proforma condensed consolidated balance sheet or the statement of profit and loss to reflect any trading results or other transactions of the Company entered into subsequent to 30 September 2017 and 31 March 2017, respectively.

For and on behalf of the Board of Directors of
Sembcorp Energy India Limited

Vipul Tuli
Managing Director
DIN: 07350892

T. V. Sandeep Kumar Reddy
Vice-chairman
DIN: 00005573

Juvenil Ashwinkumar Jani
Chief Financial Officer
PAN: AADPJ3223B

Narendra Ande
Company Secretary
M. No: A14603

Place: Gurugram
Date: 21 February 2018

Independent Auditor's Report
To the Board of Directors of
Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited)

Report on the special purpose Ind AS financial statements

We have audited the accompanying special purpose Ind AS financial statements of Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited) ("the Company"), which comprise the special purpose balance sheet as at 30 September 2017, the special purpose statement of profit and loss (including other comprehensive income), the special purpose cash flow statement and special purpose statement of changes in equity for the six months period then ended, and a summary of significant accounting policies and other explanatory information (collectively referred to as the "special purpose Ind AS financial statements").

Management's responsibility for the special purpose Ind AS financial statements

The Company's Board of Directors is responsible for preparation of these special purpose Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the special purpose Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these special purpose Ind AS financial statements based on our audit. We conducted our audit of the special purpose Ind AS financial statements in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India 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 special purpose 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 special purpose Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the special purpose Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the special purpose Ind AS financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the special purpose Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the special purpose 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 special purpose 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 including the Ind AS, of the state of affairs of the Company as at 30 September 2017, and its loss (including other comprehensive income), its cash flows and the changes in equity for the six months period ended on that date.

Emphasis of Matter

We draw attention to the Note 1.1 to the accompanying special purpose Ind AS financial statements, which describes the basis of accounting and presentation and further states that the comparative financial information has not been included in these financial statements. Only a complete set of financial statements together with comparative financial information can provide a fair presentation of the state of affairs (financial position) of the Company, profit (financial performance including other comprehensive income), cash flows and the changes in equity. Our opinion is not modified in respect of this matter.

Restriction on use

This audit is conducted at the request of the Board of Directors of the Company for the purpose of inclusion in the document to be filed with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Thermal Powertech Corporation India Limited (fellow subsidiary of the Company). This report is not to be used, referred to or distributed for any other purpose without our prior written consent.

for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm registration number: 116231W/ W-100024

Hemant Maheshwari
Partner
Membership No. 096537

Place: Hyderabad
Date: 30 January 2018

Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited)
Special Purpose Balance Sheet
(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

	Note	As at 30 September 2017
ASSETS		
I Non-current assets		
(a) Property, Plant and Equipment	2.1	9,11,717
(b) Capital work-in-progress	2.1	11,371
(c) Goodwill	2.2	12,342
(d) Other intangible assets	2.2	187
(e) Financial assets		
(i) Other financial assets	2.3	11,998
(f) Other tax assets		473
(g) Other non-current assets	2.4	7,902
Total non-current assets		**9,55,990**
II Current assets		
(a) Inventories	2.5	21,892
(b) Financial assets		
(i) Trade receivables	2.6	69,840
(ii) Cash and cash equivalents	2.7	11,360
(iii) Bank balances other than (ii) above	2.7	6,057
(iv) Loans	2.8	6
(v) Derivatives	2.9	580
(vi) Other financial assets	2.10	16,461
(c) Other current assets	2.11	6,256
Total current assets		**1,32,452**
Total assets		**10,88,442**
EQUITY AND LIABILITIES		
EQUITY		
(a) Equity share capital	2.12	2,87,628
(b) Other equity	2.13	
(i) Securities premium		508
(ii) Retained earnings		(93,821)
(iii) Others (including items of other comprehensive income)		(37)
Total equity		**1,94,278**
LIABILITIES		
I Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	2.14	7,18,303
(b) Provisions	2.15	45
Total non-current liabilities		**7,18,348**
II Current liabilities		
(a) Financial liabilities		
(i) Borrowings	2.16	50,157
(ii) Trade payables	2.17	21,799
(iii) Other financial liabilities	2.18	94,871
(b) Current tax liabilities (net)		3,462
(c) Other current liabilities	2.19	5,484
(d) Provisions	2.20	43
Total current liabilities		**1,75,816**
Total liabilities		**8,94,164**
Total equity and liabilities		**10,88,442**
Significant accounting policies and notes to the special purpose Ind AS financial statements	1 & 2	

The explanatory notes form an integral part of the special purpose Ind AS financial statements
As per our report on special purpose Ind AS financial statements of even date attached

for **B S R & Associates LLP**
Chartered Accountants

ICAI Firm registration number: 116231W/ W-100024

for and on behalf of the Board of Directors of
Sembcorp Gayatri Power Limited
(formerly NCC Power Projects Limited)
CIN: U40102AP2008PLC059628

Hemant Maheshwari
Partner
Membership No: 096537

Vipul Tuli
Managing Director
DIN: 07350892

T.V. Sandeep Kumar Reddy
Vice Chairman
DIN: 00005573

Rajnish Garje
Chief Financial Officer

A. Narendra
Company Secretary
Membership No: A14603

Place: Hyderabad
Date: 30 January 2018

Place: Hyderabad
Date: 13 December 2017

Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited)
Special Purpose Statement of profit and loss
(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

		Note	For the period ended 30 September 2017
I	**Revenue**		
	Revenue from operations	2.21	1,47,234
	Other income	2.22	2,036
	Total income		**1,49,270**
II	**Expenses**		
	Cost of fuel		98,160
	Purchases of traded goods	2.23	7,904
	Transmission charges		8,447
	Employee benefits expense	2.24	2,733
	Finance costs	2.25	59,829
	Depreciation and amortisation expense	2.1 & 2.2	19,464
	Other expenses	2.26	7,322
	Total expenses		**2,03,859**
III	**Loss for the period**		**(54,589)**
IV	**Tax expense**		
	Current tax		-
V	**Loss after tax**		**(54,589)**
VI	**Other comprehensive income**		
	Items that will be not be reclassified subsequently to the statement of profit or loss		
	Remeasurements of the defined benefit liability		69
	Net other comprehensive income not to be reclassified subsequently to the statement of profit or loss		**69**
VII	**Total comprehensive income for the period**		**(54,520)**
	Earnings per share (face value of share Rs. 10 each)		
	Basic and Diluted - Rs.	2.29	(1.90)
	Significant accounting policies and notes to the special purpose Ind AS financial statements	1 & 2	

The explanatory notes form an integral part of the special purpose Ind AS financial statements

As per our report on special purpose Ind AS financial statements of even date attached

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Company Secretary
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Place: Hyderabad
Date: 30 January 2018

Place: Hyderabad
Date: 13 December 2017

Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited)
Special Purpose Cash flow statement
(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

Particulars	**For the period ended 30 September 2017**
A. Cash flows from operating activities	
Loss before tax	(54,589)
Adjustments:	
Interest income	(1,380)
Finance costs	59,829
Depreciation and amortisation expense	19,464
Gain on derivative contracts, net	(653)
Net exchange differences	1,184
Operating cash flows before working capital changes	**23,855**
Increase in inventories	(3,232)
Increase in trade receivables	(41,917)
Decrease in unbilled revenue	(920)
Decrease in financial and non financial assets	3,275
Decrease in trade payable, other financial liabilities and current liabilities	3,148
Increase in provisions	41
Cash used in operations	**(15,750)**
Income-tax paid (net)	(134)
Net cash used in operating activities	**(15,884)**
B. Cash flows from investing activities	
Changes in capital work-in-progress	(4,650)
Acquisition of property, plant and equipment	(1,464)
Acquisition of intangible assets	(55)
Interest received	968
Bank balances not considered as cash and cash equivalents	(1,860)
Net cash used in investing activities	**(7,061)**
C. Cash flows from financing activities	
Proceeds from long-term borrowings	2,99,992
Repayments of long-term borrowings	(5,18,678)
Proceeds from short-term borrowings	16,596
Proceeds from issue of INR denominated notes	2,55,061
Finance costs paid	(45,119)
Net cash from financing activities	**7,852**
Net decrease in cash and cash equivalents (A+B+C)	**(15,093)**
Cash and cash equivalents at the beginning of the period	26,453
Cash and cash equivalents at the end of the period	**11,360**

Note:
Components of cash and cash equivalents comprise:

	As at 30 September 2017
Cash on hand	5
Balance with scheduled banks	
-in current accounts	759
-in deposit accounts	10,596
Total cash and cash equivalents (refer note 2.7)	**11,360**

The explanatory notes form an integral part of the special purpose Ind AS financial statements

As per our report on special purpose Ind AS financial statements of even date attached

for **B S R & Associates LLP**
Chartered Accountants

ICAI Firm registration number: 116231W/ W-100024

Hemant Maheshwari
Partner
Membership No: 096537

Place: Hyderabad
Date: 30 January 2018

for and on behalf of the Board of Directors of
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DIN: 00005573

Rajnish Garje
Chief Financial Officer

A. Narendra
Company Secretary
Membership No: A14603

Place: Hyderabad
Date: 13 December 2017

Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited)
Special Purpose statement of changes in equity
(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

Particulars	Equity share capital	Other equity			Total equity
		Reserves and Surplus		Other comprehensive income (OCI)	
		Retained earnings	Securities premium reserve	Actuarial loss	
Balance as at 1 April 2017	**2,87,628**	**(39,232)**	**508**	**(106)**	**2,48,798**
Total comprehensive income for the period ended 30 September 2017					
Loss for the period		(54,589)	-	-	(54,589)
Other comprehensive income		-	-	69	69
Balance as at 30 September 2017	**2,87,628**	**(93,821)**	**508**	**(37)**	**1,94,278**

Significant accounting policies and notes to the special purpose Ind AS financial statements (Note 1 & 2)

The explanatory notes form an integral part of the special purpose Ind AS financial statements

As per our report on special purpose Ind AS financial statements of even date attached

for **B S R & Associates LLP**
Chartered Accountants

ICAI Firm registration number: 116231W/ W-100024

Hemant Maheshwari
Partner
Membership No: 096537

Place: Hyderabad
Date: 30 January 2018

for and on behalf of the Board of Directors of
Sembcorp Gayatri Power Limited
(formerly NCC Power Projects Limited)
CIN: U40102AP2008PLC059628

Vipul Tuli
Managing Director
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Vice Chairman
DIN: 00005573

Rajnish Garje
Chief Financial Officer

A. Narendra
Company Secretary
Membership No: A14603

Place: Hyderabad
Date: 13 December 2017

Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited)
2. Notes to the Special Purpose Ind AS financial statements (continued)
(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

2.1 Property, plant and equipment and Capital work-in-progress

Particulars	Land*	Office buildings	Factory buildings	Infrastructure (Roads, Drains, etc.)	Plant and machinery	Furniture and fittings	Vehicles	Office equipements	Computers	Total	Capital work-in-progress
Gross carrying amount											
Balance as at 1 April 2017	15,059	79	2,057	6,715	9,15,504	137	204	383	186	9,40,324	6,379
Additions	-	-	-	435	1,006	5	-	7	11	1,464	4,992
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 30 September 2017	**15,059**	**79**	**2,057**	**7,150**	**9,16,510**	**142**	**204**	**390**	**197**	**9,41,788**	**11,371**
Accumulated depreciation											
Balance as at 1 April 2017	-	55	94	245	9,962	30	39	122	113	10,660	-
Depreciation for the period	-	12	131	719	18,469	7	12	38	23	19,411	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 30 September 2017	**-**	**67**	**225**	**964**	**28,431**	**37**	**51**	**160**	**136**	**30,071**	**-**
Carrying amounts (net)											
As at 30 September 2017	**15,059**	**12**	**1,832**	**6,186**	**8,88,079**	**105**	**153**	**230**	**61**	**9,11,717**	**11,371**

***Notes:**

i) Land includes Rs. 368 lacs being lands purchased from Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC). As per the terms of agreement for sale of land, sale deed will be issued by APIIC after implementation of the unit, and the same is under process.

ii) There are certain claims against the land owned by the Company, which are not acknowledged as debts (refer note 2.27).

2.2 Goodwill and other intangible assets

Particulars	Goodwill	Computer softwares	Total
Gross carrying amount			
Balance as at 1 April 2017	12,342	345	12,687
Additions	-	55	55
As at 30 September 2017	**12,342**	**400**	**12,742**
Accumulated amortisation			
Balance as at 1 April 2017	-	160	160
Amortisation for the period	-	53	53
Balance as at 30 September 2017	**-**	**213**	**213**
Carrying amounts (net)			
As at 30 September 2017	**12,342**	**187**	**12,529**

	As at 30 September 2017
2.3 Other non-current financial assets	
(Unsecured, considered good)	
Margin money deposits with banks	-
Interest accrued but not due on margin money deposits	1,681
- Interest accrued but not due on Loans and advances	-
	1,681
2.4 Other non-current assets	
Capital advances	(184)
Other advances	
- Advances to vendors	3,948
- Prepayments	-
- Funded asset (net of gratuity liability Rs. 105 lacs)	(135)
	3,629
2.5 Inventories	
(Valued at lower of cost and net realisable value)	
Fuel (includes goods-in-transit amounting to Rs. 5,290 lacs)	589
Stores and spares	103
	692
2.6 Trade receivables	
Unsecured, considered good	(6,087)
	(6,087)

(i) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, director or a member

(ii) For trade receivables from related parties (Refer note 2.39)

(iii) The Company's exposure to credit and currency risk and loss allowances related to trade receivables are disclosed

(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

	As at 30 September 2017
2.7 Cash and cash equivalents	
Balances with banks	
- in current accounts	759
- in deposits with maturity of less than three months	10,596
Cash on hand	5
	11,360
Bank balances other than those disclosed above	
Deposits due to mature after three months but before twelve months from the reporting date	6,057
	6,057
2.8 Loans	
(Unsecured, considered good unless otherwise stated)	
Loans to employees	6
	6
2.9 Derivative asset	
Forward exchange contracts	580
	580
2.10 Other current financial assets	
(Unsecured, considered good)	
Security deposit	
- Electricity deposits	129
- Other deposits	26
Interest accrued but not due on electricity deposits	12
Interest accrued but not due on margin money deposits	98
Interest accrued but not due on deposits	15
Unbilled revenue	16,181
	16,461
2.11 Other current assets	
(Unsecured, considered good)	
Advances to suppliers and service providers	5,505
Other Advances	
- Advances to related party (refer note 2.39)	347
- Advances to employees	11
Balances with government authorities	30
Prepayments	363
	6,256

	As at 30 September 2017
2.12 Equity share capital	
Authorised	
Equity shares	
5,000,000,000 equity shares of Rs. 10 each	5,00,000
	5,00,000
Issued, subscribed and fully paid up	
2,876,277,940 equity shares of Rs. 10 each fully paid up	2,87,628
	2,87,628

Of the above issued, subscribed and fully paid up share capital 2,530,525,570 equity shares of Rs.10 each, fully paid-up are held by Sembcorp Utilities Pte Ltd, the holding company.

The reconciliation of shares outstanding at the beginning and at the end of reporting period is set out below:

Particulars	**As at 30 September 2017**	
	Number in lacs	**Amount**
Shares outstanding at the beginning of the period	28,763	2,87,628
Shares issued during the period	-	-
Shares outstanding at the end of the period	28,763	2,87,628

The details of shareholder holding more than 5% shares along with number of equity shares held is set below:

Name of shareholder	**As at 30 September 2017**	
	Number in lacs	**% of holding**
Sembcorp Utilities Pte Ltd, Singapore	25,305	88%
NCC Infrastructure Holdings Limited and its nominees	3,458	12%

Terms and rights attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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 share holders.

First ranking pledge of equity shares held by promoters, aggregating to at least 60% of the total equity shares of the Company through the execution of a deed of pledge in favour of the security trustee acting for the benefit of the lenders. As on 30 September 2017, Company has pledged 1,725,766,764 equity shares.

Transfer of shares to third parties are subject to conditions specified in the Common Loan Agreement with lenders.

2.13 Other equity

Particulars	**Securities premium**	**Retained earnings**	**Actuarial Loss**	**Total**
Balance as at 1 April 2017	**508**	**(39,232)**	**(106)**	**(38,830)**
Additions:				
Loss for the period		(54,589)	-	(54,589)
Other comprehensive income		-	69	69
Balance as at 30 September 2017	**508**	**(93,821)**	**(37)**	**(93,350)**

Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings mainly represent all current and prior year profits as disclosed in the statement of profit or loss and other comprehensive income less dividend distribution and transfers to general reserve.

Other items of OCI

Remeasurement of defined benefit liability

Comprises of actuarial gains/losses and return on plan assets excluding interest income.

	As at 30 September 2017
2.14 Borrowings	
Non-current borrowings	
INR denominated Notes - Unsecured	
From Related parties	4,24,000
Term loans - Secured	
From Banks	2,94,303
	7,18,303

a. During the period, the Company has issued 10% INR denominated notes (Unsecured) amounting Rs. 225,061 lacs, repayable at the end of 3 years and 10 years from the date of issue. These notes are subscribed by Sembcorp Utilities Pte Ltd. Singapore.

b. During the period the term loans borrowed against the common loan agreement dated 4 June 2011 (as amended from time to time) entered with Consortium of Rural Electrification Corporation Limited (REC), Power Finance Corporation Limited (PFC), PTC India Financial Services Limited (PFS) and ICICI Bank Limited (ICICI) were repaid and refinanced with rupee term loan from consortium of lenders agreement dated 2 June 2017 lead by State Bank of India (SBI).

c. Term loans from banks are secured by first ranking pari-passu charge by way of:

i Mortgage of all immovable assets both present and future.

ii Hypothecation of all tangible and intangible assets both present and future.

iii First ranking pledge of equity shares held by promoters, aggregating to at least 60% of the total equity shares of the Company through the execution of a deed of pledge in favour of the security trustee acting for the benefit of the lenders. As at 30 September 2017 the Company has pledged 1,725,766,764 equity shares.

d. Loans have been guaranteed by the corporate guarantees of Sembcorp Utilities Pte Ltd till the date of the Borrower achieving an average DSCR of 1.20 based on long term PPA for the tenor of the facility, subject to prior written approval of the Lenders.

e. All securities rank pari passu on first charge basis inter se amongst all the term loan lenders and created in favour of SBICAP Trustee Company Limited, acting as security trustee for term loan lenders.

f. Interest and repayment terms as per Common Loan Agreement:

Rupee term loans refinanced by consortium of lenders lead by State Bank of India carries interest of SBI MCLR plus 1.25% p.a. During the period, the effective rate of interest is 9.25% p.a.

Rupee term loan facility are repayable in 78 quarterly instalments commencing from 30 September 2017.

2.15 Provisions	
Non-current	
Provision for employee benefits	
- Compensated absences	45
	45

2.16 Borrowings	
Current borrowings	
Secured	
From Banks	
- Buyer's credit	45,620
- Cash credit facilities	4,537
	50,157

Security & Interest terms :

a. Borrowings from State Bank of India are secured by the corporate guarantee of Sembcorp Utilities Pte Ltd till the date of supply of power under Long term Power Purchase Agreement (PPA) for 990 MW.

The buyer's credit from DBS bank is secured by corporate bank guarantee from Sembcorp Utilities Pte Ltd and Gayatri Energy Ventures Private Limited, in the ratio of 88:12.

b. Interest on buyers credit facility ranges from LIBOR + 0.22 % to 0.85 %. Interest on Cash Credit facility linked to marginal cost of funds based lending rate (MCLR), prevailing on the first date of disbursement plus spread of 2.55%, on floating basis with monthly rests. During the period, the effective rate of interest ranged from 10.55 % to 11.55 % p.a.

(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

	As at 30 September 2017
2.17 Trade payables	
Total outstanding dues of micro enterprises and small enterprises (refer note 2.34)	-
Total outstanding of creditors other than micro enterprises and small enterprises (refer note 2.39)	21,799
	21,799
2.18 Other financial liabilities	
Current	
Current maturity of long-term borrowings (refer note 2.14)	3,000
Interest accrued but not due on borrowings	24,855
Capital creditors	3,230
Security deposits	10
Employee's payable	443
Retention money payable (refer note 2.28)	63,316
Other payables	17
	94,871
2.19 Other current liabilities	
Due to Statutory authorities	324
Other payables (refer note 2.28)	5,160
	5,484
2.20 Provisions	
Current	
Provision for employee benefits	
- Compensated absences	43
	43

(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

	For the period ended 30 September 2017
2.21 Revenue from operations	
Sale of electricity	1,41,991
Other operating revenue	5,243
	1,47,234
2.22 Other income	
Interest income	
- Interest on advances	
- Interest from banks on deposits	842
- Interest on security deposits	4
- Interest from banks on margin money deposits	534
Gain on derivative contracts, net	653
Miscellaneous income	3
	2,036
2.23 Purchase of traded goods	
Fuel	5,137
Electricity	2,767
	7,904
2.24 Employee benefits expense	
Salaries, wages and bonus	2,537
Contribution to provident and other funds (refer note 2.32)	103
Staff welfare expenses	93
	2,733
2.25 Finance costs	
Interest expense on financial liabilities measured at amortised cost	40,702
Other borrowing costs	19,127
	59,829
2.26 Other expenses	
Legal and professional fees (refer note 2.35)	1,926
Consumption of stores, spares and consumables	374
Insurance	840
Repairs and maintenance	
- Buildings and civil works	175
- Plant and equipments	1,696
- Others	165
Loss on foreign currency transaction and translation (net)	1,335
Travelling and conveyance	288
Health and safety expenses	63
Expenditure on corporate social responsibility (refer note 2.33)	51
Advertisement expenses	3
Rent (refer note 2.30)	27
Rates and taxes	4
Office maintenance	289
Directors' sitting fees	7
Miscellaneous expenses	79
	7,322

	Particulars	As at 30 September 2017
2.27	**Contingent liabilities and commitments (to the extent not provided for)**	
	a. Commitments	
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of contractual advances)	5,690
		5,690
	b. Claims against the Company not acknowledged as debt in respect of	
	(i) Stamp duty*	-
	(ii) Cess levied under the Buildings and Other Construction Works (RE&CS) Act,1996*	-
	(iii) Others**	Amount not ascertainable

* Based on the NCCL Warranty and Indemnity agreement dated 1 February 2014 entered between the Company, NCC Limited and other counterparts, the liability, if any arising on account of dispute, would be to the account of NCC Limited. Accordingly, there would not be any impact on the financial position of the Company.

** Company is contesting legal cases in the local courts against the claims made on certain portion of the project lands, under dispute.

2.28 During the previous period, the Company raised claims for an amount of Rs. 28,825 lacs and of US$ 9.04 million, towards liquidated damages on its EPC contractor, NCC Limited ('NCCL'), towards the delays in execution of the project, as per the provisions of the EPC Contract. Also a claim of US$ 40.97 million was raised on China National Technical I&E Corporation and Tianjin Electric Power Construction Company (CTC) CONSORTIUM towards the delay in agreed delivery schedule and non achievement of Project Provisional Acceptance.

NCCL filed petitions under Section 9 of the Arbitration and Conciliation Act, 1996, before the Hon'ble Court of the XXIV Additional Chief Judge cum Commercial Court, City Civil Courts, Hyderabad ("Commercial Court"), and seeking injunction restraining the Company from invoking the performance bank guarantees issued in favour of the Company, pursuant to the terms of the EPC Contracts.

On 18 April 2017, the Commercial Court dismissed the petition filed by NCCL. NCCL filed an appeal before the Honorable High Court of Andhra Pradesh to set aside the order passed by Commercial Court until the disputes are adjudicated and settled between the parties through arbitration as per the terms of the contract and restraining the Company from invoking or encashing the bank guarantee(s). In the interim, the demand notices for the bank guarantees had already been presented to the respective banks by the Company and the bank guarantee for Rs. 5,160 lacs issued by the Syndicate Bank was honored and its corresponding payment was released to the Company.

The Arbitration proceedings were initiated by NCC on 27 May 2017 in Hyderabad and both the parties have appointed the arbitrators. The NCC filed its statement of claims on 16 September 2017 of Rs. 120,100 lacs with interest. The Company has filed its statement of defense and counter claims on 7 December 2017.

The matter is pending disposal as of date and accordingly, no related adjustments have been made in the special purpose Ind AS financial statements.

2.29 Earnings per share (EPS)

Particulars	For the period ended 30 September 2017
Net profit after tax attributable to the equity shareholders	(54,589)
Number of shares at the beginning of the period (in lacs)	28,763
Add: Number of equity shares issued during the period (in lacs)	-
Number of equity shares at the end of the period (in lacs)	28,763
Weighted average number of equity shares outstanding during the period (in lacs)	28,763
Basic EPS of par value of Rs. 10 (Rs.)	(1.90)
Diluted EPS of par value of Rs. 10 (Rs.)	(1.90)

2.30 Leases

a. The Company has taken office premises under cancellable operating leases. Total rental expense under cancellable operating lease amounting to Rs. 25 lacs is disclosed as rent in the special purpose statement of profit and loss. (refer note 2.26)

b. The Company has taken on operating lease 37.37 acres of vacant land for a period of 14 years. The lease arrangement may be renewed for a further period of 15 years based on mutual agreement of the parties, with an escalation in lease rent not exceeding 25% . The total lease rental incurred under this agreement during the period amounted Rs. 2 lacs. (refer note 2.26)

2.31 Segment reporting

The Company is engaged in the business of generation and supply of power, which in the context of Ind AS 108 - "Operating Segments", notified by the Companies (Indian Accounting Standards) Rules, 2015 is considered the only operating segment. The Company is domiciled in India. Since the operations of the Company exist only in India and all its assets are located only in India, disclosures under paragraphs 32-34 of Ind AS 108 are not required.

2.32 Assets and liabilities relating to employee benefits

i) Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contribution to provident fund charged to the special purpose statement of profit and loss is Rs. 91 lacs.

ii) Defined benefit plan

The Company provides gratuity for its employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees' last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognized funds in India. Liability with regard to this plan is determined by an actuarial valuation as at the end of the period and are charged to the special purpose statement of profit and loss.

A Funding

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

The following tables summarise the components of net benefit expense recognised in the special purpose statement of profit or loss and the funded status and amounts recognised in the special purpose balance sheet for the respective plans:

Particulars	**As at 30 September 2017**
B. Reconciliation of the present value of defined benefit obligation	
Balance at the beginning of the period	149
Current service cost	28
Interest cost	6
Benefits paid	(9)
Actuarial gains recognised in the other comprehensive income	
- experience adjustments	(69)
Balance at the end of the period	**105**
Non-current	99
Current	6
Reconciliation of the present value of plan assets	
Balance at the beginning of the period	193
Contributions paid into the plan by employer	-
Benefits paid	(9)
Expected return on plan assets	15
Actuarial loss on plan assets	(8)
Acquisition adjustment	(2)
Balance at the end of the period	**189**
Net defined benefit obligation	**(84)**

Particulars	**For the period ended 30 September 2017**
C. Expense recognized in the Statement of profit and loss	
Current service cost	28
Interest cost	6
Interest income	(15)
	19
Remeasurements recognised in other comprehensive income	
Actuarial gain on defined benefit obligation	69
	69

2.32 Assets and liabilities relating to employee benefits (continued)

Particulars	As at 30 September 2017
D. Plan assets	
Plan assets comprise of the following:	
New Group Gratuity Cash Accumulation Plan with Life Insurance Corporation of India	189
E. Summary of actuarial assumptions	
Demographic assumptions	
Mortality rate (% of IALM 06-08)	100%
Attrition rate	
18 - 30 years	10.00%
31 - 40 years	5.00%
41 &+ years	1.00%
Financial assumptions	
Discount rate	7.00%
Future salary growth rate	5.00%

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligations by the amount shown below.

	As at 30 September 2017	
	Increase	**Decrease**
Discount rate (1% movement)	(7)	9
Future salary growth rate (1% movement)	9	(7)
Attrition rate (50% movement)	12	(15)
Mortality rate (10% movement)	1	(0)

Asset-liability matching strategy

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity payables falling due during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

F. Expected contributions to the plan for the next annual reporting period

The Company expects to contribute a sum of Rs. Nil to the plan for the next annual reporting period.

G. Maturity profile of the defined benefit obligation

Expected cash flows over the next (valued on undiscounted basis):

Particulars	As at 30 September 2017
Within 1 year	15
2 to 5 years	13
6 to 10 years	8
More than 10 years	123

iii) Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the period-end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the period and is charged to the special purpose statement of profit and loss.

2.33 Details of Corporate social responsibility expenditure

The amount to be incurred towards Corporate Social Responsibility (CSR) for the period ended 30 September, 2017, as prescribed under section 135 of the Companies Act, 2013 is Nil. The Company has however incurred Rs. 51 lacs on vocaional training, community development and income generating programmes etc.

(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

2.34 Details of dues to micro and small enterprises as defined under Micro, Small and Medium Enterprises Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 30 September 2017 has been made in the financial statements based on information received and available with the Company. Further, in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Micro, Small and Medium Enterprises Act, 2006 ('the Act') is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

Particulars	As at 30 September 2017
- the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-
- the amount of interest paid by the buyer in terms of section 16 of the Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-
- the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act;	-
- the amount of interest accrued and remaining unpaid at the end of each accounting year;	-
- the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Act.	-

2.35 Auditor's remuneration (excluding service tax)

Particulars	for the period ended 30 September 2017
- statutory audit fee	23
- for other services	29
- for reimbursement of expenses	1
	53

2.36 Deferred tax

The Company is eligible for a deduction of an amount equal to hundred percent of the profits for ten consecutive assessment years out of fifteen years beginning from FY 2016-2017 (the year in which the Company commenced its commercial operations). Accordingly, the Company has not recognised any deferred tax asset as the same will get reversed during the tax holiday period available under aforesaid Section of Income-tax Act 1961.

2.37 Capital management

The Company aims to maintain sound capital base so as to maintain investor, creditor and market confidence and to sustain future development and growth of its business, while at the same time maintaining an appropriate dividend policy to reward shareholders. The Management monitors the return on capital, as well as the level of dividends to equity shareholders.

The Company seeks to maintain a balance between the higher returns that might be possible with highest levels of borrowings and the advantages and security afforded by a sound capital position. Capital is defined as equity attributable to the equity holders. Debt consists of non-current borrowings, current borrowings and current maturities of long term borrowings.

The Company's debt to equity ratio as at the balance sheet was as follows:

Particulars		As at 30 September 2017
Debt	**A**	7,71,460
Total equity	**B**	1,94,278
Total debt and equity		**9,65,738**
Debt-to-equity ratio	**(A/B)**	**3.97**

(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

2.38 Financial instruments - Fair values and risk management

A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

		Carrying amount				Fair value			
	Note	Fair value hedging instruments	Other financial assets -amortised cost	Other financial liabilities - amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Forward exchange contracts	2.9	580	-	-	580	-	580	-	580
		580	**-**	**-**	**580**	**-**	**580**	**-**	**580**
Financial assets not measured at fair value									
Trade receivables	2.6	-	69,840	-	69,840	-	-	-	-
Cash and cash equivalents	2.7	-	11,360	-	11,360	-	-	-	-
Other bank balances	2.7	-	6,057	-	6,057	-	-	-	-
Loans	2.8	-	6	-	6	-	-	-	-
Other financial assets	2.3 & 2.10	-	28,459	-	28,459	-	-	-	-
		-	**1,15,722**	**-**	**1,15,722**	**-**	**-**	**-**	**-**
Financial liabilities not measured at fair value									
Borrowings	2.14 & 2.16	-	-	7,68,460	7,68,460	-	-	-	-
Trade payables	2.17	-	-	21,799	21,799	-	-	-	-
Other financial liabilities	2.18	-	-	94,871	94,871	-	-	-	-
		-	**-**	**8,85,130**	**8,85,130**	**-**	**-**	**-**	**-**

(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

2.38 Financial instruments - Fair values and risk management

A. Accounting classifications and fair values (continued)

i Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable
Forward exchange contracts	The fair value is determined using quoted forward/option exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the	Not applicable	Not applicable

B. Financial risk management objectives and policies

The Company's activities exposed it to market risk (including interest rate risk, foreign currency risk and price risk), credit risk and liquidity risk.

As part of the Company's Enterprise Risk Management framework, treasury policies and financial authority limits are documented and reviewed periodically. The policies set out the parameters for management of Company's liquidity, counterparty risk, foreign exchange and derivative transactions and financing.

The Company utilises foreign exchange contracts, foreign exchange swaps, interest rate swaps, and various financial instruments to manage exposures to interest rate and foreign exchange risks arising from operating and financing activities. All such transactions must involve underlying assets or liabilities and no speculative transactions are allowed.

The financial authority limits seek to limit and mitigate transactional risks by setting out the threshold of approvals required for entering into contractual obligations.

a) Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and reduce market risk exposures within acceptable parameters.

i) Interest rate risk

The Company's exposure to market risk for changes in interest rate environment relates mainly to its debt obligations. The Company's policy is to maintain an efficient and optimal interest cost structure using a mix of fixed and variable rate debts and long-term and short-term borrowings. The Company's borrowings majorly consists of project funding loans, working capital loans having variable rate of interest. The interest rate profile of the Company's interest-bearing instruments as reported to management is as follows:

Particulars	As at 30 September 2017
Fixed rate instruments	
Financial liabilities	(4,74,155)
Financial assets	26,970
	(4,47,185)
Variable rate instruments	
Financial liabilities	(2,97,306)
	(2,97,306)

ii) Foreign currency risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters utilising Derivative contract. Depending on the future outlook on currencies, the Company may keep the exposures hedged or hedge only a part of the total exposure inline with the approved policies.

The summary quantitative data about the Company's exposure to currency risk (based on notional reports) as reported to the management is as follows:

Particulars	Currency	30 September 2017	
		INR	Foreign currency
Financial liabilities			
Buyer's credit	USD	(45,620)	(698)
Trade payables	USD	(3,319)	(51)
Trade payables	GBP	(144)	(2)
Trade payables	SGD	(0)	(16)
Trade payables	EUR	(0)	(6)
Other financial liabilities	USD	(34,408)	(526)
Total Financial liabilities		**(83,491)**	
less:			
Foreign exchange forward contracts	USD	56,813	869
Total		**56,813**	
Net exposure in respect of recognized assets/ (liabilities)		**(26,678)**	

2.38 Financial instruments - Fair values and risk management (continued)

Sensitivity analysis

A reasonably possible strengthening (weakening) of Indian rupee against US dollar, Euros, Singapore Dollar or Great Britain Pound as at 30 September 2017 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.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
30 September 2017				
USD (5% movement)	1,327	(1,327)	1,327	(1,327)
SGD (5% movement)	-	-	-	-
EURO (5% movement)	-	-	-	-
GBP (5% movement)	7	(7)	7	(7)

Derivative financial instruments

The fair value of foreign exchange contracts, are accounted for based on the difference between the contractual price and the current market price.

The following table gives details in respect of outstanding foreign exchange forward contracts:

Particulars	30 September 2017	
	Foreign currency	INR
Forward contracts		
In USD	869	56,813

The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date.

Particulars	As at 30 September 2017
Not later than one month	9,300
Later than one month and not later than three months	10,718
Later than three months and not later than one year	36,795
	56,813

iii) Credit risk

Credit risk is the risk of financial loss to the Company if a customer, employee or counterparty to a financial instrument fails to meet it contractual obligation leading to financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks, and other financial assets.

The carrying amounts of the financial assets as disclosed in note no 2.6 and 2.10 represent the maximum credit risk exposure.

Trade receivables

The Company has exposure to credit risk from a limited customer group on account of specialised nature of business, i.e. sale of power. The Company ensures concentration of credit does not significantly impair the financial assets since the customers to whom the exposure of credit is taken are well established and reputed undertakings which are sovereign backed and other large cooperates.

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to the customer credit risk management. Credit quality of a customer is assessed based on their past performance. Outstanding customer receivables are regularly monitored and taken up on case to case basis.

The Company has adopted a policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company's exposure and the creditworthiness of its customers are continuously monitored.

The credit risk for liquid funds and other current and non-current financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings and from group companies.

As at 30 September 2017, the Company has 2 customers that owed the Company more than Rs. 68,000 lacs and accounted for approximately 93% of all the trade receivables.

iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset as they fall due. The Company is exposed to this risk from its operating activities and financing activities. The Company's approach to managing liquidity is to ensure, as far as possible that it will have sufficient liquidity to meet its liability when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Liquidity requirements are maintained within the credit facilities established and are adequate and available to the Company to meet its obligations.

The table below provides details regarding the contractual maturities of significant financial liabilities as of the reporting date. The amounts are gross and include contractual interest payments.

Particulars	Carrying value	Contractual cash flows			
		within 12 months	1-5 years	More than five years	Total
Non Current borrowing (including current maturities)	7,21,303	3,000	42,374	6,77,868	7,23,242
Interest payable on non-current borrowings	-	27,377	1,08,887	3,85,717	5,21,981
Current borrowings	50,157	50,157	-	-	50,157
Trade payables	21,799	21,799	-	-	21,799
Other financial liabilities (excluding current maturities of borrowings)	91,871	91,871	-	-	91,871
Total	**8,85,130**	**1,94,204**	**1,51,261**	**10,63,585**	**14,09,050**

Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited)
2. Notes to the Special Purpose Ind AS financial statements (continued)
(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

2.39 Related parties disclosure

a) List of related parties

Name of the related parties	**Nature of Relationship**
Sembcorp Industries Limited	Ultimate Holding company
Sembcorp Utilities Pte Ltd	Holding company
Sembcorp India Private Limited	Entity under common control
Thermal Powertech Corporation India Limited	Entity under common control
NCC Infrastructure Holdings Limited	Key Management Personnel having significant influence
Gayatri Energy Ventures Private Limited	Key Management Personnel having significant influence
Gayatri Hi-Tech Hotels Limited	Key Management Personnel having significant influence
Gayatri Projects Limited	Key Management Personnel having significant influence
Capital Fortunes Private Limited.	Key Management Personnel having significant influence
Deep Corporation Private Limited	Key Management Personnel having significant influence
Tang Kin Fei	Chairman (upto 31 March 2017)
Neil Mc Gregor	Chairman (from 1 April 2017)
T V Sandeep Kumar Reddy	Director and Vice chairman
Atul Mohan Nargund	Managing Director (upto 16 April 2017)
Vipul Tuli	Managing Director (from 17 April 2017)
V. Rajaram Trivedi	Chief Financial officer (upto 31 May 2017)
Rajnish Garje	Chief Financial officer (from 1 June 2017)
A. Narendra	Company Secretary

b) The following are the transactions with related parties during the period

	For the period ended 30 September 2017
1. Allotment of INR denominated notes	
Sembcorp Utilities Pte Ltd, Singapore	2,55,061
2. Mobilisation/ capital / other Advances paid	
Gayatri Projects Limited	12
3. Project works executed	
Gayatri Projects Limited	60
4. Interest expense on INR Denominated notes	
Sembcorp Utilities Pte Ltd, Singapore	21,655
5. Lease rental income	
Thermal Powertech Corporation India Limited	2
6. Lease rental expense	
Thermal Powertech Corporation India Limited	2
7. Reimbursement of expenses to	
Sembcorp Utilities Pte Ltd, Singapore	45
Deep Corporation Private Limited	5
Capital Fortunes Private Limited.	2
8. Services received	
Sembcorp India Private Limited	895
Sembcorp Utilities Pte Ltd, Singapore	410
Gayatri Hi-Tech Hotels Limited	7
9. Rent expense	
Deep Corporation Private Limited	21
10. Purchase of electricity and coal	
Thermal Powertech Corporation India Limited	7,725
11. Sale of Coal	
Thermal Powertech Corporation India Limited	5,139

(All amounts are in Indian Rupees lacs except for share data or otherwise stated)

2.39 Related parties disclosure (continued)

	For the period ended 30 September 2017
12. Salaries to key managerial person *	
V Rajaram Trivedi	14
Rajnish Garje	14
A. Narendra	20

* The Key management personnel are eligible for retirement benefits viz., gratuity and compensated absences in accordance with the policy of the Company. The proportionate retirement benefit expense pertaining to the managerial personnel has not been included in the aforementioned disclosures as separate amounts are not available for Directors/Key management personnel.

c) Details of related party balances are as under

	As at 30 September 2017
Related party receivables	
Gayatri Projects Limited	347
Thermal Powertech Corporation India Limited	2,169
Related party payables	
Sembcorp Utilities Pte Ltd, Singapore	4,49,128
Gayatri Projects Limited (including retention money)	89
Sembcorp India Private Limited	818
Thermal Powertech Corporation India Limited	4,951
Corporate Guarantees received from	
NCC Infrastructure Holdings Limited and Gayatri Energy Ventures Private Limited (Jointly)	13,943
Sembcorp Utilities Pte Ltd, Singapore	4,45,080

As per our report on special purpose Ind AS financial statements of even date attached

for **B S R & Associates LLP**
Chartered Accountants

ICAI Firm registration number: 116231W/ W-100024

Hemant Maheshwari
Partner
Membership No: 096537

Place: Hyderabad
Date: 30 January 2018

for and on behalf of the Board of Directors of
Sembcorp Gayatri Power Limited
(formerly NCC Power Projects Limited)
CIN: U40102AP2008PLC059628

Vipul Tuli
Managing Director
DIN: 07350892

T.V. Sandeep Kumar Reddy
Vice Chairman
DIN: 00005573

Rajnish Garje
Chief Financial Officer

A. Narendra
Company Secretary
Membership No: A14603

Place: Hyderabad
Date: 13 December 2017

M. Bhaskara Rao & Co.

Chartered Accountants
5D, Fifth floor
6–3–352, Somajiguda
Hyderabad – 500 082

Deloitte
Haskins & Sells
Chartered Accountants
1-8-384 & 385, 3rd Floor
Gowra Grand, S P Road,
Secunderabad - 500003

INDEPENDENT AUDITORS' REPORT

To The Members of
SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

In conducting 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 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 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 Ind AS financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the 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 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 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 31st March, 2017, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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 including Other Comprehensive Income, 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 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 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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, as amended, 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 Note. 32 of its 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 Company has provided requisite disclosures in the Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8^{th} November, 2016 of the Ministry of Finance, during the period from 8^{th} November 2016 to 30^{th} December 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

2. 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 B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For M. Bhaskara Rao & Co.
Chartered Accountants
(Firm's Registration No.000459S)

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.008072S)

V K Muralidhar
Partner
Membership No. 201570

Ganesh Balakrishnan
Partner
Membership No. 201193

Hyderabad, May 31, 2017

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale transfer deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date, except for the following:

Particulars of the land and building	Amount `	Remarks
Land -24.10 Acres located at Krishnapatnam and 16.70 Acres in Pynampuram Muthukur Mandal, SPSR Nellore.	36,756,822	The Company has entered in to an Agreement for Purchase of Land dated 8 April, 2013 from Andhra Pradesh Industrial Infrastructure Corporation. Registration of these lands is in process.

Title deeds of certain land in the name of the Company admeasuring 155.12 Acres, are under disputes. In respect of such disputes, the Company has been legally advised that it has the valid title deeds in its name for the aforesaid immovable properties and that it will be able to defend any counter claims to such property.

(i) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

(ii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iii) The Company has not granted any loans, made investments or provide guarantees or securities and hence reporting under clause (iv) of the CARO 2016 is not applicable.

(iv) According to the information and explanations given to us, the Company has not accepted any deposit during the year to which provisions of Section 73 to 76 or other relevant provisions of Companies Act, 2013, were applicable. There are no unclaimed deposit at the end of the year.

(v) The Company has not yet started its commercial production during the previous year, Hence, no cost records are being maintained by the Company pursuant to Sub Section (1) of Section 148 of the Companies Act, 2013.

(vi) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Customs Duty and other material statutory dues applicable to it with the appropriate authorities. Sales tax, Excise duty and Value added tax are not applicable to the Company for the current year.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Customs Duty cess and other material statutory dues in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable. Sales tax, Excise duty and Value added tax are not applicable to the Company for the current year.

(c) Details of statutory dues, which has not been deposited as at 31st March 2017, on account of any dispute are as follows.

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the Amount relates	Amount involved `	Amount unpaid `
The Income-tax Act, 1961	Income Tax	Commissioner of Income-tax (Appeals)	2012-2013	51,313,360	51,313,360
The Income-tax Act, 1961	Income Tax	Commissioner of Income-tax (Appeals)	2014-2015	21,979,690	21,979,690

(vii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans to financial institutions, banks and dues to debenture holders.

(viii) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The term loan has been applied by the Company during the year for the purpose for which they are raised other than temporary deployment pending application of proceeds.

(ix) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(x) The Company has not paid any managerial remuneration during the year and hence the provisions of section 197 of the Companies Act, 2013 do not apply to the Company.

(xi) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

(xii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiii) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.

(xiv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding Company or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xv) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M. Bhaskara Rao & Co.
Chartered Accountants
(Firm's Registration No.000459S)

V K Muralidhar
Partner
Membership No. 201570

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.008072S)

Ganesh Balakrishnan
Partner
Membership No. 201193

Hyderabad, May 31, 2017

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)** ("the Company") as of 31st March, 2017 in conjunction with our audit of the 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 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. 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the 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 the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, including the assessment of the risks of material misstatement of the 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 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, to the best of our information and according to the explanations given to us, the Company has, 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 31st March, 2017, 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.

For M. Bhaskara Rao & Co.
Chartered Accountants
(Firm's Registration No.000459S)

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.008072S)

V K Muralidhar
Partner
Membership No. 201570

Ganesh Balakrishnan
Partner
Membership No. 201193

Hyderabad, May 31, 2017

SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)
Balance Sheet as at March 31, 2017

	Note No.	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
				(₹ in Lakhs)
ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	3	9,29,664	15,506	14,814
(b) Capital work-in-progress	4	6,379	8,11,567	6,15,147
(c) Goodwill	5	12,342	12,342	12,342
(d) Other Intangible assets	5	185	51	35
(e) Financial Assets				
Other financial assets	6(i)	11,919	12,793	7,426
(f) Income tax Assets (Net)		339	-	-
(g) Other non-current assets	7(i)	7,455	30,176	53,970
Total Non-current assets		**9,68,283**	**8,82,435**	**7,03,734**
Current assets				
(a) Inventories	8	18,660	46	-
(b) Financial Assets				
(i) Trade receivables	9	27,923	-	-
(ii) Cash and cash equivalents	10	26,453	36,371	10,384
(iii) Bank balances other than cash and cash equivalents	11	4,197	2,888	-
(iv) Other financial assets	6(ii)	15,338	1,156	4,638
(c) Other current assets	7(ii)	11,265	2,429	1,555
Total Current assets		**1,03,836**	**42,890**	**16,577**
TOTAL ASSETS		**10,72,119**	**9,25,325**	**7,20,311**
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	12	2,87,628	1,60,528	1,60,528
(b) Other Equity	13	(38,830)	1,21,132	66,442
Total Equity		**2,48,798**	**2,81,660**	**2,26,970**
Liabilities				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	14 (i)	6,41,014	5,55,572	4,18,309
(ii) Other financial liabilities	15 (i)	-	-	42,714
(b) Provisions	16(i)	73	151	77
Total Non - Current Liabilities		**6,41,087**	**5,55,723**	**4,61,100**
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	14 (ii)	33,561	-	-
(ii) Trade payables	17	22,787	2,528	234
(iii) Other financial liabilities	15(ii)	1,21,973	81,802	29,940
(b) Income tax liabilities (Net)		3,462	3,462	1,991
(c) Provisions	16(ii)	43	22	1
(d) Other current liabilities	18	409	128	75
Total current Liabilities		**1,82,235**	**87,942**	**32,241**
TOTAL EQUITY AND LIABILITIES		**10,72,119**	**9,25,325**	**7,20,311**
Corporate information and Significant accounting policies	1 -2			
See accompanying notes forming part of the financial statements				

In terms of our report attached

For M.BHASKARA RAO & CO
Chartered Accountants

For DELOITTE HASKINS & SELLS
Chartered Accountants

For and on behalf of the Board of Directors

V K Muralidhar
Partner

Ganesh Balakrishnan
Partner

Vipul Tuli
Director
DIN:

T.V. Sandeep Kumar Reddy
Director
DIN:

V.Rajaram Trivedi
Chief Financial Officer

A. Narendra
Company Secretary

Place: Hyderabad
Date: May 31, 2017

Place: Hyderabad
Date: May 31, 2017

SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)
Statement of Profit and Loss for the year ended March 31, 2017

(₹ in Lakhs)

	Note No.	Year ended March 31, 2017	Year ended March 31, 2016
REVENUE			
Revenue from operations	19	64,217	-
Other income	20	2,423	377
Total Revenue		**66,640**	**377**
EXPENSES			
Cost of Fuel		37,882	-
Transmission charges		6,705	-
Purchases of Stock-in-trade	21	9,094	-
Employee benefit expense	22	1,312	17
Finance costs	23	26,512	331
Depreciation and amortisation expense	24	10,358	-
Other expenses	25	7,604	2,232
Total expenses		**99,467**	**2,580**
Loss before tax		**(32,827)**	**(2,203)**
Tax expenses			
Current tax	35	-	2,073
Loss for the year		**(32,827)**	**(4,276)**
OTHER COMPREHENSIVE INCOME			
Items that will be not be reclassified to the statement of profit and loss			
Remeasurements of the defined benefit plans		(36)	(33)
		(36)	**(33)**
Total comprehensive income for the year		**(32,863)**	**(4,309)**
Earnings per share of face value of ` 10/- each.			
Basic and Diluted - `	27	(1.22)	(0.27)
Corporate information and Significant accounting policies	1 -2		
See accompanying notes forming part of the financial statements			

In terms of our report attached

For M.BHASKARA RAO & CO	**For DELOITTE HASKINS & SELLS**	**For and on behalf of the Board of Directors**
Chartered Accountants	**Chartered Accountants**	

V K Muralidhar
Partner

Ganesh Balakrishnan
Partner

Vipul Tuli
Director
DIN:07350892

T.V. Sandeep Kumar Reddy
Director
DIN:00005573

V. Rajaram Trivedi
Chief Financial Officer

A.Narendra
Company Secretary

Place: Hyderabad
Date: May 31, 2017

Place: Hyderabad
Date: May 31, 2017

(₹ in Lakhs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
A. Cash flow from operating activities		
Loss before tax for the year	(32,827)	(2,203)
Adjustments for:		
Interest income	(1)	(377)
Finance costs	26,512	331
Depreciation and amortisation expense	10,358	-
Loss on disposal of asset	0	-
Loss on insurance claim	25	48
Net foreign exchange gain	(2,279)	-
Operating loss before working capital changes	1,789	(2,201)
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Trade receivables	(27,923)	-
Inventories	(18,614)	(46)
Other current financial Assets	(15,203)	(57)
Other non-current financial Assets	1,382	(5,501)
Other current assets	(8,837)	(873)
Other non-current assets	5,306	262
Adjustments for increase / (decrease) in operating liabilities:		
Other current financial liabilities	877	(0)
Trade payables	20,259	2,293
Other current liabilities	281	53
Provisions	(57)	95
	(42,529)	(3,775)
Cash used in operations	**(40,740)**	**(5,976)**
Net income tax (paid)	(339)	(602)
Net cash used in operating activities (A)	**(41,079)**	**(6,578)**
B. Cash flow from investing activities		
Capital expenditure on Fixed Assets including capital advances	(33,872)	(1,14,025)
Interest received	3,899	9,663
Bank balances not considered as Cash and cash equivalents	(1,309)	(2,888)
Proceeds from sale of fixed assets	0	-
Net cash used in investing activities (B)	**(31,282)**	**(1,07,251)**
C. Cash flow from financing activities		
Proceeds from long-term borrowings (Term loans)- net of amortised cost	47,158	1,51,850
Repayments of long-term borrowings (Term loans) (including pre-payments)	(1,01,329)	-
Proceeds from long short-term borrowings	33,561	-
Proceeds from issue of INR denominated notes (refer note 32)	1,68,939	-
Proceeds from issue of Fully and Compulsorily Convertible Debentures (refer note 32)	-	59,000
Finance Cost Paid	(85,887)	(71,034)
Net cash from financing activities (C)	**62,442**	**1,39,816**
Net (decrease)/increase in Cash and cash equivalents (A+B+C)	**(9,918)**	**25,987**
Cash and cash equivalents at the beginning of the year	36,371	10,384
Cash and cash equivalents at the end of the year (refer note 10)	**26,453**	**36,371**

Note:

a) Cash Flow Statement has been prepared under the Indirect method as set out in the Indian Accounting Standard 7 on Cash Flow Statements. Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.

b) Figures in bracket represent cash outflows.

c) Figures of previous year have been regrouped/reclassified wherever necessary to conform with current years classification / disclosure.

See accompanying notes forming part of the financial statements

In terms of our report attached

For M.BHASKARA RAO & CO.
Chartered Accountants

V K Muralidhar
Partner

For DELOITTE HASKINS & SELLS
Chartered Accountants

Ganesh Balakrishnan
Partner

Place: Hyderabad
Date: May 31, 2017

For and on behalf of the Board of Directors

Vipul Tuli
Director
DIN:07350892

T.V. Sandeep Kumar Reddy
Director
DIN:00005573

V. Rajaram Trivedi
Chief Financial Officer

A. Narendra
Company Secretary

Place:Hyderabad
Date: May 31, 2017

SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)
Statement of Changes in Equity for the year ended 31 March 2017

a. Equity share capital

	No of Shares	(₹ in Lakhs)
Balance as at April 1, 2015	16052,77,940	1,60,528
Add: Equity shares allotted during the year	-	-
Balance as at March 31, 2016	16052,77,940	1,60,528
Add: Equity shares allotted during the year	12710,00,000	1,27,100
Balance as at March 31, 2017	**28762,77,940**	**2,87,628**

b. Other equity

		Reserves and Surplus		Items of other comprehensive income	(₹ in Lakhs)
	financial instruments	Retained earnings	Securities premium reserve	Actuarial Loss	Total
Balance at April 1, 2015 (as previously reported)	-	(2,129)	508	-	(1,620)
Changes in accounting policy	68,100	-	-	(38)	68,062
Restated balance at April 1, 2015	68,100	(2,129)	508	(38)	66,442
Balance at April 1, 2015	68,100	(2,129)	508	(38)	66,442
Changes in accounting policy	59,000	-	-	-	59,000
Loss for the year	-	(4,276)	-	-	(4,276)
Other comprehensive income for the year	-	-	-	(33)	(33)
Balance at March 31, 2016	**1,27,100**	**(6,405)**	**508**	**(70)**	**1,21,133**
Issue of Equity Shares	(1,27,100)	-	-	-	(1,27,100)
Loss for the year	-	(32,827)	-	-	(32,827)
Other comprehensive income for the year	-	-	-	(36)	(36)
Balance at March 31, 2017	**-**	**(39,232)**	**508**	**(106)**	**(38,829)**

In terms of our report attached

For M.BHASKARA RAO & CO
Chartered Accountants

For DELOITTE HASKINS & SELLS
Chartered Accountants

For and on behalf of the Board of Directors

V K Muralidhar
Partner

Ganesh Balakrishnan
Partner

Vipul Tuli
Director
DIN:07350892

T.V. Sandeep Kumar Reddy
Director
DIN:00005573

V.Rajaram Trivedi
Chief Financial Officer

A. Narendra
Company Secretary

Place: Hyderabad
Date: May 31, 2017

Place: Hyderabad
Date: May 31, 2017

1 Corporate Information

Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited) ("The Company") was incorporated in the year 2008 with the main objective of power generation and transmission. It is subsidiary of Sembcorp Utilities Pte limited, Singapore. The Company is presently operating coal based thermal power project (2 units of 660 MW each) at Sri Potti Sri Ramulu (SPSR) Nellore District, Andhra Pradesh, India. The commercial operations of 1st Unit were declared on November 17, 2016 and 2nd Unit on February 21, 2017. The Company is in the process of entering into long term power purchase and fuel supply agreements.

1.1 Applicability of Indian Accounting Standards (Ind AS) :

These Financial Statements of the Company, for the year ended March 31, 2017 have been prepared in accordance with Ind AS. This is the Company's first set of Financial Statements in accordance with Ind AS. For the purpose of transition into Ind AS, the Company has followed the guidance prescribed in Ind AS 101- First time adoption of Indian Accounting Standard, with April 1, 2015 as the transition date and IGAAP as the previous GAAP.

1.2 Exemptions availed on first time adoption of Ind AS

i) Deemed Cost for Property, Plant and Equipment and Intangible Assets

The Company has elected to continue with the carrying value of all of its Property, Plant and Equipment and Intangible Assets recognised as of April, 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transaction date.

ii) Past Business Combination

The Company has elected not to apply Ind AS 103 - Business Combinations, retrospectively, to past business combinations that occurred before the transition date of April 1, 2015. The Company has kept the same classification for the past business combination as in its previous GAAP financial statement.

iii) Derecognition of Financial Assets and Financial Liabilities

The Company has applied the derecognition requirements of financial assets and financial liabilities prospectively from transactions occurring on or after April, 1, 2015 (transition date).

2 Significant Accounting Policies

2.1 Statement of compliance:

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable.

Upto the year ended March 31, 2016, the Company prepared its financial statements in accordance with the requirements of previous generally accepted accounting principles (“Previous GAAP”), which includes Accounting Standards (“AS”) notified under the Companies (Accounting Standards) Rules, 2006 and prescribed under Section 133 of the Companies Act, 2013, as applicable and the relevant provisions of the Companies Act, 2013 (“the 2013 Act”)/ Companies Act, 1956 (“the 1956 Act”), as applicable.

Reconciliations and description of the effect of the transition to Ind AS from Indian GAAP is given in Note 37.

2.2 Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

• Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

• Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

• Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

2.3 Inventories

Inventories which comprise fuel, stores and spares are carried at the lower of the cost and net realisable value after providing for obsolescence and other losses where 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.

2.4 Property plant and equipment & Intangible Assets

Property, Plant and Equipment:

Property, Plant and Equipment are stated in the Balance sheet at cost of acquisition less accumulated depreciation and impairment losses (if any). Cost of acquisition is inclusive of freight, duties, levies and all incidental expenditure attributable to bring the asset to its working condition.

Project under which Tangible/Intangible assets are not yet ready for the intended use and other Capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

where cost of a part of the asset is significant to total cost of the asset and useful life of the part is different from the useful life of the remaining asset, Such assets is identified as separate component .

Assets under installation or under construction as at Balance Sheet date are shown as capital work–in–progress. Escalation costs, if any, for construction of fixed assets is recognized upon receipt of claims and their acceptance by the Company.

Pre-operative expenditure incurred directly relating to construction activity is capitalized on completion of construction of project assets. Indirect expenditure including borrowing cost is capitalized to the extent it is incidental to construction activity. Income earned from borrowed funds during the construction period is reduced from the total of indirect expenditure. All other expenses are charged to Statement of Profit and Loss in the period in which they are incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 1 April 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Intangible Fixed Assets:

Intangible Fixed assets are carried at cost less accumulated amortization and impairment losses if any. The Cost of intangible assets comprises of its purchase price, duties, taxes etc., and any directly attributable expenditure on making the assets ready for its intended use. Subsequent expenditure on an intangible asset after its purchase is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributable to the asset reliably, in which case such expenditure is added to the cost of the asset.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Goodwill

Goodwill has indefinite useful life and tested for impairment annually.

Depreciation

Depreciation is provided based on the useful life on Straight line method, provided in Schedule II of the Companies Act 2013, except in respect of following category of assets, in whose case the life of the assets has been assessed based on technical assessment, taking into account the nature of asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, maintenance, etc.

Plant and Machinery - 25 years
Temporary Buildings- 1-3 years
Electrical Installations - 3 years
Green Belt -1 year

Intangible Assets are amortised, on straight line method based on the useful life as assessed by the Management.
No depreciation is charged on capital work in progress and land.

2.5 *Revenue Recognition*

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Revenue from sale of electricity is accounted for on the basis of bills raised on customer as per the power purchase agreement /order (collectively hereinafter referred to as 'the PPAs'). Revenue/charges from unscheduled/uncommitted for the deviation in generation with respect to scheduled/committed generation are recognized/charged as per the term of the agreement from time to time as revenue from sale of electricity and adjusted with revenue from sale of electricity.

Revenue from electrical energy transmission charges is recognized on an accrual basis in accordance with the provisions owner purchase agreement/order (collectively hereinafter referred to as 'the PPAs').

Revenue from sale of inventories is recognized on transfer of significant risks and rewards of ownership to the buyer.

Other Income

Dividend income from investments is recognised in the year in which the right to receive the payment is established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.6 *Foreign currency transactions*

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks.

2.7 *Employee Benefits*

Employee benefits include provident fund, gratuity and compensated absences.

a) Defined contribution plan

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

The Company makes contributions to Provident Fund , at a specified percentage of the employees' salary.and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

b) Defined benefit plans

i) Gratuity

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- *service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);*
- *net interest expense or income; and*
- *remeasurement*

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form reductions in future contributions to the plans.

ii) Compensated Absences

The accrual for unutilized leave is determined for the entire available leave balances standing to the credit of the employees at year-end. The value of such leave balance eligible for carry forward, is determined by actuarial valuation at the year end and recognized in Statement of Profit and Loss.

2.8 ***Taxes on Income***

Current tax is determined based on the amount of tax payable in respect of taxable income for the period / year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 . Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax - Deferred tax resulting from "timing differences" between book profit and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax assets are recognized only to the extent that there is a virtual certainty that such assets will be realized in future. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their reliability.

2.9 ***Borrowing Costs***

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset is added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

2.10 ***Cash Flow Statement***

Cash Flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

2.11 ***Earnings per Share***

The earnings considered in ascertaining the company's Earnings per share (EPS) comprise the net profit / (loss) after tax. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the period/year. The number of shares used in computing Diluted EPS comprises of weighted average shares considered for deriving Basic EPS and weighted average number of equity shares which could have been issued on the conversion of diluted potential equity shares where applicable. Dilutive potential equity shares are deemed to have been converted as of the beginning of the year, and unless they have been issued at a later date.

2.12 ***Leasing***

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Company's significant leasing arrangements are in respect of operating leases for premises that are cancelable in nature. The lease rentals under such agreements are recognised in the Statement of Profit and Loss as per the terms of the lease.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

2.13 *Financial instruments*

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.13.1 *Financial assets*

All regular way purchases or sales of financial assets are recognised and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets

Classification of financial assets:

Debt instruments that meet the following conditions are subsequently measured at amortized cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

• the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

• the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI debt instruments. For the purposes of recognizing foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortized cost. Thus, the exchange differences on the amortized cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

All other financial assets are subsequently measured at fair value.

Financial assets at fair value through profit or loss (FVTPL):
Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably recognised in profit or loss are included in the 'Other income' line item.

Impairment of financial assets:
The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss 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 Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

Derecognition of financial assets :

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety, the Company allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

• For foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship

.

• Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.

• For the purposes of recognizing foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortized cost. Thus, the exchange differences on the amortized cost are recognized in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

2.13.2 Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

• it has been incurred principally for the purpose of repurchasing it in the near term; or

• on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or

• It is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

• such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

• the financial liability forms part of group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the companying is provided internally on that basis; or

• It forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities subsequently measured at amortized cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognised in profit or loss.

2.14 Derivative financial instruments

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recorded in other comprehensive income net of applicable deferred income taxes. The gain or loss relating to the ineffective portion is recognized immediately in the statement of income. The cumulative gain or loss previously recognized in other comprehensive income remains there until the forecast transaction occurs. When the hedged item is a non-financial asset, the amount recognized in other comprehensive income is transferred to the carrying amount of the asset when it is recognized. In other cases the amount recognized in other comprehensive income is transferred to profit or loss in the same period that the hedged item affects profit or loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in the other comprehensive income is transferred to statement of Profit or Loss.

2.15 Impairment

The Company assesses at each reporting date whether there is an indication that an asset/cash generating unit may be impaired. If any indication exists the Company estimates the recoverable amount of such assets and if carrying amount exceeds the recoverable amount, impairment is recognised. The recoverable amount is the higher of the net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using an appropriate discount factor. When there is indication that previously recognised impairment loss no longer exists or may have decreased such reversal of impairment loss is recognised in the profit or loss.

For the purposes of impairment testing, goodwill is allocated to each of the Company's cash generating units (or groups of cash-generating unit) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which Goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of the each asset in the unit. Any impairment loss for Goodwill is recognized directly in the Statement of Profit and Loss. An impairment loss recognized for Goodwill is not reversed in subsequent periods.

2.16 Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation as a result of past events and when a reasonable estimate of the amount of obligation can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed for (i) possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

2.17 Operating cycle

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

3 Property, plant and equipment

Carrying amounts	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
			(₹ in Lakhs)
Land	15,059	14,796	14,441
Office buildings	24	49	63
Factory buildings	1,963	-	-
Infrastructure (Roads and Drains, etc)	6,470	-	-
Plant and machinery	9,05,542	119	7
Furniture and fixtures	107	103	84
Vehicles	165	84	40
Office equipments	261	277	71
Computers	74	79	108
	9,29,664	**15,506**	**14,814**

(₹ in Lakhs)

Description	Land	Office buildings	Factory buildings	Infrastructure (Roads, Drains, etc.)	Plant and machinery	Furniture and fixtures	Vehicles	Office equipments	Computers	Total
Cost or deemed cost										
Balance as at April 1, 2015	14,441	70	-	-	7	92	52	88	136	**14,887**
Additions	355	10	-	-	128	28	53	242	11	**826**
Disposals	-	-	-	-	-	-	-	-	-	**-**
Balance as at March 31, 2016	**14,796**	**79**	**-**	**-**	**135**	**121**	**106**	**330**	**147**	**15,713**
Additions	263	-	2,057	6,715	9,15,369	17	98	53	42	**9,24,615**
Disposals	-	-	-	-	-	-	-	-	3	**3**
Balance as at March 31, 2017	**15,059**	**79**	**2,057**	**6,715**	**9,15,504**	**138**	**204**	**383**	**187**	**9,40,325**

Description	Land	Office buildings	Factory building	Infrastructure (Roads, Drains, etc.)	Plant and machinery	Furniture and fixtures	Vehicles	Office equipments	Computers	Total
Accumulated depreciation and impairment										
Up to April 1, 2015	-	7	-	-	0	8	12	18	28	**73**
Depreciation for the year	-	24	-	-	16	10	10	35	40	**134**
Depreciation on deletions	-	-	-	-	-	-	-	-	-	**-**
Up to March 31, 2016	**-**	**30**	**-**	**-**	**16**	**18**	**22**	**53**	**68**	**207**
Depreciation for the year	-	25	94	245	9,946	12	17	69	48	**10,456**
Depreciation on deletions	-	-	-	-	-	-	-	-	3	**3**
Up to March 31, 2017	**-**	**55**	**94**	**245**	**9,962**	**30**	**39**	**122**	**113**	**10,661**

Description	Land	Office buildings	Factory building	Infrastructure (Roads, Drains, etc.)	Plant and machinery	Furniture and fixtures	Vehicles	Office equipments	Computers	Total
Carrying amount										
Balance as at April 1, 2015	14,441	63	-	-	7	84	40	71	108	**14,814**
Balance as at March 31, 2016	14,796	49	-	-	119	103	84	277	79	**15,506**
Balance as at March 31, 2017	15,059	24	1,963	6,470	9,05,542	107	165	261	74	**9,29,664**

**** Note:***

i) During the year, the Company paid compensations towards land aggregating ` 262.50 Lakhs (31.03. 2016 : ` 350.00 Lakhs), which are included under additions to land.

ii) Land includes ` 367.57 Lakhs being lands purchased from Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC). As per the terms of Agreement for sale of land, sale deed will be issued by APIIC after implementation of the unit, and the same is under process.

iii) There are certain claims against the Land owned by the Company, which are not acknowledged as debts (refer note 32).

(₹ in Lakhs)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
4 Capital work-in-progress			
Assets under construction	6,379	6,31,566	5,13,535
Pre-operative expenditure	-	1,80,001	1,01,612
	6,379	**8,11,567**	**6,15,147**

5 Intangible Assets

Carrying amounts	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Goodwill	12,342	12,342	12,342
Computer Software	185	51	35

Description	Goodwill	Computer Software
Cost as at April 1, 2015	12,342	55
Additions	-	68
Disposals	-	-
Cost as at March 31, 2016	**12,342**	**123**
Additions	-	222
Disposals	-	
Cost as at March 31, 2017	**12,342**	**345**

Description	Goodwill	Computer Software
Accumulated depreciation April 1, 2015	-	20
Depreciation for the year	-	52
Depreciation on deletions	-	
Accumulated depreciation March 31, 2016	-	**72**
Depreciation for the year	-	88
Depreciation on deletions	-	-
Accumulated depreciation March 31, 2017	-	160

Description	Goodwill	Computer Software
Net Carrying amount as at April 1,2015	**12,342**	**35**
Net Carrying amount as at March 31,2016	**12,342**	**51**
Net Carrying amount as at March 31,2017	**12,342**	**185**

(₹ in Lakhs)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
6 Other financial assets			
(i) Non-current financial assets			
Financial assets carried at amortised cost			
Margin money deposits with banks	10,602	11,984	6,483
Interest accrued but not due on margin money deposits	1,317	809	233
Interest accrued but not due on Loans and advances	-	-	710
	11,919	**12,793**	**7,426**
(ii) Current financial assets			
Financial assets carried at amortised cost			
Interest accrued but not due on advances	9	1,012	4,629
Interest accrued but not due on margin money deposits	51	-	-
Interest accrued but not due on deposits	17	86	9
Unbilled revenue	15,261	-	-
Other receivables	-	57	-
	15,338	**1,156**	**4,638**

(₹ in Lakhs)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
7 Other Assets			
(i) Other non -current assets			
Capital Advances (refer note 31 for related party balances)	2,300	19,716	43,248
Other Advances		-	-
Advances to related party (refer note 31)	-	347	347
Advances to vendors	5,068	10,000	10,000
Security deposits	-	113	113
Prepaid expenses	43	-	262
Funded Asset (net of gratuity liability ` 14,939,877)	44	-	-
	7,455	**30,176**	**53,970**
(ii) Other current assets			
Advances to vendors	7,961	1,033	3
Other Advances		-	-
Advances to related party (refer note 31)	347	-	-
Advances to employees	15	4	9
Security deposits	309	-	-
Balances with government authorities	-	3	-
Prepaid expenses	2,633	1,389	1,543
	11,265	**2,429**	**1,555**
8 Inventories (valued at lower of cost (or) net realisable value)			
Fuel	16,447	-	-
Fuel in transit	1,083	-	-
Stores and spares	1,131	46	-
	18,660	**46**	**-**
9 Trade receivables			
Unsecured, considered good	27,922.58	-	-
	27,922.58	**-**	**-**

Note : The average credit period on sale of electricity is 30 days. No interest is charged on trade receivables for payments received after the due date. As at March 31, 2017, the Company had 3 customers, that owed the company more than 93% of all the receivables outstanding.

This being the initial year of commercial operations, the Company has not applied expected credit loss model for making impairment provision for trade receivables

(₹ in Lakhs)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
10 Cash and cash equivalents			
Balances with banks			
in current accounts	8,063	25,369	10,377
in deposits accounts with original maturity less than 3 months	18,383	11,000	-
Cash on hand	7	2	7
	26,453	**36,371**	**10,384**

Note : Cash and cash equivalents as above meet the definition of cash and cash equivalent as per Indian Accounting Standard 7 - " Statement of Cash Flows"

Details of Specified Bank Notes (SBN) held and transacted during the period November 8, 2016 to December 30, 2016 is as under:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8,2016	**4**	**0**	**4**
(+) Permitted receipts*	1	9	10
(-) Permitted payments	-	2	2
(-) Amount deposited in Banks	5	-	5
Closing cash in hand as on December 30, 2016	**-**	**7**	**7**

** Represents cash advance given for administrative expenses refunded by employee.*

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
11 Bank balances other than cash and cash equivalents			
Margin money deposits	3,399	1,191	-
In deposit accounts with original maturity more than 3 months	230	217	-
Balances held as security against other commitments	568	1,480	-
	4,197	**2,888**	**-**

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
			(₹ in Lakhs)

12 Share Capital

The Authorised, Issued, Subscribed and Fully paid-up share capital comprises of equity shares having a par value of ` 10 each as follows

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Authorised :			
5,000,000,000 equity shares of ₹ 10 each	5,00,000	5,00,000	5,00,000
Total	**5,00,000**	**5,00,000**	**5,00,000**
Issued, subscribed and fully paid up			
2,876,277,940 equity shares of ₹ 10 each	2,87,628	1,60,528	1,60,528
(March 31, 2016 : 1,605,277,940 equity shares of ₹ 10 each)			
(April 1, 2015 : 1,605,277,940 equity shares of ₹ 10 each)			
Total	**2,87,628**	**1,60,528**	**1,60,528**

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year:

	Year ended March 31, 2017		Year ended March 31, 2016		Year ended April 1, 2015 (No's)
Shares outstanding at the beginning of the year	16052,77,940	-	16052,77,940	-	16052,77,940
Shares issued during the year	12710,00,000	-	-	-	-
Shares outstanding at the end of the year	**28762,77,940**		**16052,77,940**		**16052,77,940**

During the period, pursuant to the approval of the Board of Directors on during their meeting held on April 25, 2016 , June 22, 2016 and upon receipt of requisite approvals, has converted 61,39,57,940 and 65,70,42,060 Fully and compulsorily convertible debentures in to Fully paid Equity Shares at par of Rs 10 each.

b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive 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 share holders.

First ranking pledge of equity shares held by promoters, aggregating to at least 60% of the total Equity Shares of the Company through the execution of a deed of pledge in favour of the security trustee acting for the benefit of the lenders. As on March 31, 2017, Company has pledged 2,000,766,764 equity shares.

As per the Common Loan Agreement entered with lenders, declaration of dividend by the Company is restricted till the committed equity for the project is subscribed and paid up in full, and till six months after the commercial operation date (Moratorium period). On expiry of the moratorium period , declaration of dividend is subject to approval of the lenders agent -Rural Electrification Corporation.

Transfer of shares to third parties are subject to conditions specified in the Common Loan Agreement with lenders.

c) Shares held by Holding Company

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015 (No's)
Sembcorp Utilities Pte Ltd	25305,25,570	10434,30,661	-
*NCC Infrastructure Holdings Limited and its nominees**	-	-	8186,91,749

*Ceases to be the holding company with effect from March 15, 2016

d) Details of each share holder holding more than 5% shares in the company

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	Number of Shares	**%**	**Number of Shares**	**%**	**Number of Shares**	**%**
*NCC Infrastructure Holdings Limited and its nominees**	3457,52,370	12%	5618,47,279	35%	8186,91,749	51%
*Sembcorp Utilities Pte Ltd**	25305,25,570	88%	10434,30,661	65%	7865,86,191	49%

**Pursuant to the Amended and Restated Additional Share Sale Agreement executed on April 20, 2016, between NCC Infrastructure Holdings Limited (NCCIHL) & Sembcorp Utilities Pte Ltd (SCU), NCCIHL has transferred 21,60,94,909 Equity Shares to SCU on April 28, 2016.*

e) Shares reserved for issue under commitments

With regard to commitments under common loan agreement for conversion of outstanding loans in the event of default - refer note no. 14

f) Aggregate number of equity shares allotted as fully paid up by way of bonus shares during the period of five years, immediately preceding the reporting date

	Number of shares
Equity shares allotted as fully paid bonus shares during the year ended March 31, 2012	395,96,100
Equity shares allotted as fully paid bonus shares during the year ended March 31, 2014	987,43,526

(₹ in Lakhs)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
13 Other Equity			
Financial Instruments			
Interest free fully and compulsorily convertible debentures	-	1,27,100	68,100
		-	-
Securities premium reserve *	508	508	508
		-	-
Retained earnings**		-	-
Opening balance	(6,476)	(2,166)	(581)
Add: Items of other comprehensive income-Actuarial Loss	(36)	(33)	(38)
Add: Loss for the year	(32,827)	(4,276)	(1,548)
Closing balance	**(39,338)**	**(6,476)**	**(2,166)**
Total	**(38,830)**	**1,21,132**	**66,442**

* Security premium reserve represents the amount received in excess of the face value of the equity shares. The utilisation of securities premium is governed by
** Retained earnings represents the Company's accumulated losses after taxes.

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
14 Borrowings			
(i) Long term borrowings			
Measured at amortised cost			
INR denominated Notes - Unsecured			
From Related parties	1,68,939	-	-
Term Loans - Secured			
From Banks	69,993	76,333	49,543
From others	4,02,082	4,79,239	3,68,766
	6,41,014	**5,55,572**	**4,18,309**
Current maturities*			
Term Loans - Secured			
From Banks	6,511	2,167	-
From others	37,403	12,421	-
	43,914	**14,587**	**-**

* Current maturities of Term Loans are disclosed under "Other current financial liabilities" refer note no. 15(ii)

a During the year, Company issued 12% & 10% INR denominated notes (Unsecured) amounting ` 78,939.00 Lakhs & ` 90,000.00, repayable at the end of 3years and 10 years from the date of issue . These notes are subscribed by Sembcorp Utilities Pte Ltd

b. Term loans from banks and others are secured by first ranking pari- passu charge by way of:

i Mortgage of all immovable assets both present and future.

ii Hypothecation of movable assets, including plant and machinery, machinery spares, equipment's, tools, accessories, furniture, fixtures, vehicles, consumable goods and all other moveable assets present and future.

iii Hypothecation of intangible assets including but not limited to goodwill, rights, undertakings, uncalled capital, claims and consumables and other general stores, present and future.

iv Hypothecation of book debts, stocks, bills, receivables, commissions, revenues, monies, receipts, bank accounts and other reserves, present and future.

v Assignment of all the right, title, interest, benefits, claims and demands including without limitation the project documents; clearances (including all contract, licenses, permits, approvals, consents in respect of or in connection with project, letters of credit/ guarantees/performance bonds provided by any party in relation to the project under all insurance contracts and all insurance proceeds.

vi First ranking pledge of equity shares held by promoters, aggregating to at least 60% of the total Equity Shares of the Company through the execution of a deed of pledge in favour of the security trustee acting for the benefit of the lenders. As at March 31, 2017, Company has pledged 2,000,766,764 equity shares.

vii First ranking pari-pasu charge as continuing security for repayment of rupee term loan and Bank guarantee facilities (a to e above) , together with all interest, additional interest, rest interest, liquidated damages and all other monies due and payable by the borrower to the lenders in terms of financing documents and security documents

c. Loans have been guaranteed by the Corporate guarantees of (i) NCC Infrastructure Holdings Limited & Gayatri Energy Ventures Private Limited on joint & several basis in proportion to their percentage of their collective shareholding in the Company (directly or indirectly) as per the shareholding pattern and (ii) Sembcorp Utilities Pte Ltd in proportion to the percentage of its shareholding in the Company as per the shareholding pattern till the date of supply of power under Long Term Power Purchase Agreement (PPA) for sale of 990 MW power generated by the project (refer note 31)

d. All securities rank pari passu on first charge basis inter se amongst all the term loan lenders and created in favour of Rural Electrification Corporation Limited, acting as security trustee for term loan lenders.

e. Interest and repayment terms as per Common Loan Agreement

i. Rupee loan from ICICI Bank Limited (ICICI) carries interest rate ranging from 12.85% p.a to 13.15% p.a and is repayable in 48 equal quarterly instalments of ` 2,166.67 Lakhs.

ii. Rupee loan from Rural Electrification Corporation Limited (REC) carries interest rate ranging from 13.15% p.a. to 13.75% p.a and is repayable in 48 equal quarterly instalments of ` 6,072.35 Lakhs.

iii. Rupee loan from Power Finance Corporation Limited (PFC) carries interest rate ranging from 13.15% p.a. to 13.75% p.a and is repayable in 48 equal quarterly instalments of ` 5,934.37 Lakhs.

iv. Rupee loan from PTC India Financial Services Limited (PFS) carries an interest rate of 13.25% p.a. and is repayable in 48 equal quarterly instalments of ` 414.02 Lakhs.

f. *In terms of Common Loan Agreement entered with lenders, the lenders shall have right to convert the whole or part (being atleast 50%) of the outstanding rupee term loan facility (whether due or not) into fully paid up equity shares of the borrower at par or book value, which ever is lower in the event of default for a continuous period of 60days, if payment or repayment of principal amounts or interest thereon or any combination thereof. The borrow shall be having a right of refusal in case the lenders decide to sell/ transfer/dispose of in any manner such converted shares.*

g. *The Company has made following prepayments :*

	(₹ in Lakhs) Up to March 31, 2017	After March 31, 2017
Term Loans - Secured		
From Banks	*9,508*	*75,378*
From others	*78,878*	*1,36,731*
Total	***88,386***	***2,12,109***

	As at March 31, 2017	As at March 31, 2016	(₹ in Lakhs) As at April 1, 2015
(ii) Short term borrowings			
Secured - Measured at amortised costs			
From Banks			
Buyers Credit	*20,713*	-	-
Cash Credit facilities	*12,848*	-	-
	33,561	-	-

Security & Interest terms :

a. *Borrowings from State Bank of India are secured by the Corporate guarantee of Sembcorp Utilities Pte Ltd till the date of supply of power under Long term Power Purchase Agreement (PPA) for 990 MW (refer note 31)*

Borrowings from DBS Bank and HSBC Bank are secured by corporate guarantee of Sembcorp Utilities Pte Ltd and Gayatri Energy Ventures Pvt Ltd in the ratio of 88:12 (refer note 31).

b. *Interest on buyers credit facility ranges from LIBOR + 0.22 % to 0.85 % . Interest on Cash Credit facility linked to marginal cost of funds based lending rate (MCLR), prevailing on the first date of disbursment plus spread of 1.65%, on floating basis with monthly rests. During the year, the effective rate of interest ranged from 9.65 % to 10.55 % p.a.*

			(₹ in Lakhs)
	As at March 31, 2017	**As at March 31, 2016**	**As at April 1, 2015**
15 Other financial liabilities			
i) Other non-current financial liabilities			
Financial liabilities carried at amortised cost			
Retention monies	-	-	42,714
	-	**-**	**42,714**
ii) Other current financial liabilities			
Financial liabilities mandatorily measured at fair value through profit or loss (FVTPL)			
Derivatives not designated in hedge accounting relationships			
Foreign currency forward contracts	857	-	-
Financial liabilities carried at amortised cost			
Current maturities of long-term debt (refer note 14)	43,914	14,587	-
Interest accrued but not due on long-term debt	10,145	7,081	5,417
Share application money to the extent refundable(refer note 31)	-	-	0
Security Deposits	20	-	-
Retention monies payable	63,616	54,643	90
Creditors for capital supplies / services	3,421	5,491	24,433
	1,21,973	**81,802**	**29,940**
16 Provisions			
(i) Non -current			
Provision for employee benefits			
Gratuity	-	74	49
Compensated absences	73	77	27
	73	**151**	**77**
(ii) Current			
Provision for employee benefits			
Gratuity	-	17	0
Compensated absences	43	5	1
	43	**22**	**1**
17 Trade payables			
Acceptances	-	-	-
Due to Micro and Small Enterprises (refer Note 33)	-	-	-
Others	22,787	2,528	234
	22,787	**2,528**	**234**
18 Other current liabilities			
Statutory remittances (Including Provident fund and Tax deducted at source)	409	128	75
	409	**128**	**75**

		Year ended March 31, 2017	Year ended March 31, 2016
		(₹ in Lakhs)	
19	**Revenue from operations**		
	Revenue from Power supply (net)	61,877	-
	Other operating revenue	2,340	-
		64,217	-
20	**Other income**		
(a)	Interest income-		
	(Interest income earned on financial assets that are not designated at fair value through profit or loss)		
	Interest on advances	211	4,270
	Interest from Banks on deposits	2,006	850
	Interest on Security deposits	9	10
	Interest from Banks on Margin money deposits	1,160	847
			-
(b)	Net foreign exchange gain	2,279	-
			-
(c)	Other non-operating income		-
	Miscellaneous Income	121	12
		5,786	5,989
	Less : Income transferred to Pre-Operative Expenditure (refer note 26)	3,362	5,613
		2,423	**377**
21	**Purchase of Stock in Trade**		
	Fuel	2,340	-
	Electricity	6,754	-
		9,094	-
22	**Employee benefits expense**		
	Salaries and other benefits	4,694	2,639
	Contribution to Provident and Other funds	196	71
	Gratuity Expense	29	12
	Staff welfare expenses	426	142
		5,345	2,864
	Less : Expense transferred to Pre-Operative Expenditure (refer note 26)	4,033	2,847
		1,312	**17**
23	**Finance costs**		
	Interest expense on		
	Borrowings	84,313	69,865
	Cash Credit	334	-
	Buyers Credit	41	-
	Others		-
	Commission on bank guarantee	938	1,542
	Bank and other financial charges	3,325	1,292
		88,951	72,699
	Less : Expenses transferred to Pre-Operative Expenditure (refer note 26)	62,439	72,368
		26,512	**331**
24	**Depreciation and amortisation expense**		
	Depreciation on tangible assets	10,457	134
	Amortisation on intangible assets	88	52
		10,545	186
	Less : Expenses transferred to Pre-Operative Expenditure (refer note 26)	187	186
		10,358	-

	Year ended March 31, 2017	Year ended March 31, 2016
		(₹ in Lakhs)
25 Other expenses		
Rent (Including lease rental)	45	13
Rates and taxes	115	64
Office maintenance	1,019	865
Travelling and conveyance	814	674
Postage, telegrams and telephones	99	69
Printing and stationery	23	22
Advertisements / Brochures	20	61
Insurance charges	2,058	1,413
Repairs and maintenance	4	3
Professional & Consultancy charges	5,033	4,050
Auditors' Remuneration (refer note 34)	70	34
Books , periodicals and subscriptions	1	0
Stamp papers	8	16
Filing fee	1	0
Business development expenses	3	22
Loss on Insurance claim	25	48
Corporate social responsibility expenses*	540	873
Loss on foreign currency transaction and translation	-	319
Loss on foreign currency forward contracts	977	-
Pre-commissioning Expenses	14,460	1,324
Commitment charges	2,967	1,901
Loss on disposal of asset	0	-
Other operation and maintenance expenses	2,474	-
Miscellaneous expenses	2	5
	30,758	11,776
Less : Expenses transferred to Pre-Operative Expenditure (refer note 26)	23,154	9,544
	7,604	**2,232**

** Represent monies spent on need based assessment for the near by villages for the upliftment of poor section of the society such as Vocational trainings, community development activities and Income generating programme's etc.*

26. Expenses transferred to pre-operative expenditure and capitalised during the year

(₹ in Lakhs)

	Upto March 31, 2016	Incurred during the year	Upto March 31, 2017	Capitalised during the year	Closing Balance
A. Employee benefits expense					
Salaries and other benefits	6,843	3,564	10,408	10,408	-
Contribution to Provident fund	276	148	424	424	-
Staff welfare expenses	239	321	560	560	-
Total (A)	**7,358**	**4,033**	**11,391**	**11,391**	**-**
B. Finance cost					
Interest on Borrowings	1,50,049	61,245	2,11,294	2,11,294	-
Commission on Bank guarantee	3,224	886	4,110	4,110	-
Bank and other financial charges	3,185	308	3,493	3,493	-
Total (B)	**1,56,458**	**62,439**	**2,18,897**	**2,18,897**	**-**
C. Depreciation and amortisation expenses					
Depreciation on tangible assets	212	139	351	351	-
Amortisation on intangible assets	79	48	127	127	-
Total (C)	**291**	**187**	**478**	**478**	**-**
D. Other expenses					
Rent (including lease rentals)	377	38	415	415	-
Rates and taxes	186	15	200	200	-
Office maintenance	1,582	833	2,416	2,416	-
Travelling and conveyance	1,917	633	2,551	2,551	-
Postage, Telegrams and Telephones	236	67	303	303	-
Printing and stationery	77	19	97	97	-
Insurance charges	3,603	1,664	5,267	5,267	-
Professional & consultancy charges	12,645	3,803	16,448	16,448	-
Auditors' remuneration	20	2	22	22	-
Stamp papers	33	4	37	37	-
Filing fee	98	-	98	98	-
Business development expenses	239	-	239	239	-
Corporate social responsibility expenses	4,715	540	5,256	5,256	-
Loss /(Gain)on foreign currency transaction and translation	1,722	(88)	1,635	1,635	-
Pre commissioning expenses	1,324	15,536	16,860	16,860	-
Miscellaneous expenses	34	-	34	34	-
Total (D)	**28,810**	**23,066**	**51,876**	**51,876**	**-**
Total E= (A+B+C+ D)	**1,92,917**	**89,725**	**2,82,642**	**2,82,642**	**-**
F. Other Income					
Dividend on Mutual funds	200	-	200	200	-
Interest income	12,717	3,274	15,992	15,992	-
Total (F)	**12,917**	**3,274**	**16,191**	**16,191**	
Grand Total (E-F)	**1,80,000**	**86,450**	**2,66,451**	**2,66,451**	**-**

27 Operating lease

a. *The Company has taken office premises on cancelable operating lease. The lease agreements provide for an increase in the lease payments by 7% for every completion of 12 months from September 1, 2016. The total lease rental incurred under this agreement during the year amounted to ` 40.07 Lakhs ( March 31, 2016: ` 9.64 Lakhs).*

b. *The Company has taken on operating lease of 37.37 acres of vacant land for a period of 14 Years. The lease arrangement may be renewed for a further period of 15 years based on mutual agreement of the parties, with an escalation in lease rent not exceeding 25% . The total lease rental incurred under this agreement during the year amounted ` 4.29 Lakhs ( March 31, 2016: ` Nil).*

28 Employee Benefit plans

a. Defined contribution plan:
The Company makes provident fund contribution for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 172.11 Lakhs (March 31, 2016: ₹ 111.01 Lakhs) for Provident Fund contributions in the Statement of Profit and Loss.

b. Defined benefit plan:
The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund. Liability for retiring gratuity as at March 31, 2017 is ₹ 149.39 Lakhs (March 31, 2016: ₹ 90.80 Lakhs). The liability for gratuity has been actuarially determined and provided for in the books.

Disclosure (₹ in Lakhs)

Particulars	Gratuity		
	March 31, 2017	March 31, 2016	April 1, 2015
Amounts recognized in statement of profit and loss in respect of defined benefit plan			
Current service cost	24	9	8
Net Interest cost on defined benefit obligations	7	4	2
Premium charges	1	-	-
Expected return on plan assets	(3)	-	-
	29	**12**	**10**
Amounts recognized in Other Comprehensive Income in respect of defined benefit plan			
Actuarial loss arising from changes in financial assumptions	36	33	22
Components of defined benefit costs recognised in Other Comprehensive Income	**36**	**33**	**22**
Change in present value of the defined benefit obligations			
Present value of defined benefit obligation at the beginning of the year	91	50	23
Expenses Recognised in Profit and Loss Account			
Current Service Cost	24	9	8
Net Interest cost on defined benefit obligations	7	4	2
Recognised in Other Comprehensive Income			
Actuarial loss arising from Financial Assumption	36	33	22
Benefit settled	(8)	(4)	(5)
Present value of defined benefit obligation at the end of the year	**149**	**91**	**50**
Change in fair value of plan assets			
Fair value of plan assets at the beginning of the year	-	-	-
Expected return on plan assets	3	-	-
Contributions by employer	192	-	-
Premium Charges	(1)	-	-
Fair value of plan assets at the end of the year	**193**	**-**	**-**
Net Asset/(Liability) recognised in the Balance Sheet			
Present value of defined benefit obligation	(149)	(91)	(50)
Fair value of plan assets	193	-	-
Surplus / (Deficit)	**44**	**(91)**	**(50)**
Actuarial assumptions			
Discount rate	8.00%	8.00%	8.00%
Rate of return of plan assets	7.55%	-	-
Salary escalation	5.00%	5.00%	5.00%
Attrition rate (Age : 18-30, 31-40, 41-60)	10% , 6% ,1%	10% , 6% ,1%	3.50%

Sensitivity Analysis- Effect on Defined benefit Plan	March 31, 2017	
	Increase	Decrease
Effect of 1% Change in the Assumed Discount Rate	136	166
Effect of 1% Change in the Assumed Salary Rate	153	144
Effect of 1% Change in the Assumed Attrition Rate	136	166

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

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

29 Earnings per share

	Year ended March 31, 2017	Year ended March 31, 2016
Loss after tax (₹ in Lakhs)	(32,826.93)	(4,276.20)
Weighted average number of equity shares for Basic EPS (No's in Lakhs)	26,848.16	16,052.78
Weighted average number of equity shares for Diluted EPS (No's in Lakhs)	26,848.16	26,091.58
Face value per share (₹)	10.00	10.00
Basic EPS (₹)	(1.22)	(0.27)
Diluted EPS(₹)*	(1.22)	(0.27)

** The effect of dilution on account fully and compulsorily convertible debentures being anti-dilutive, "Diluted EPS" is restricted to "Basic EPS" .*

30. Financial instruments

30.1 Capital management

The Company's capital management is intended to maximise the return to its shareholders for meeting by long-term and short-term goals of the Company through the optimization of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual and long term-term operating plans and strategic investments plans. The funding requirements are met through equity and short term borrowings. The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

For the purpose of capital management, capital includes issued equity capital and all other reserves attributable to the equity shareholders of the Company. Net debt includes all long and short-term borrowings as reduced by cash and cash equivalents..

The following table summarises the capital structure of the Company:

(₹ in Lakhs)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Total equity attributable to the share holders of the company	2,87,628	1,60,528	1,60,528
As percentage of total capital	**29%**	**22%**	**28%**
Current borrowings	77,475	14,587	-
Non-current borrowings	6,41,014	5,55,572	4,18,309
Total borrowings	7,18,489	5,70,160	4,18,309
As percentage of total capital	**71%**	**78%**	**72%**
Total capital (borrowings and equity)	**10,06,117**	**7,30,687**	**5,78,837**

30.2 Categories of financial instruments

(₹ in Lakhs)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Financial assets			
Measured at amortised cost			
(a) Cash and Bank balances	30,650	36,371	10,384
(c) Trade receivables	27,923	-	-
(b) Other financial assets	27,257	13,949	12,064
Financial liabilities			
Measured at amortised cost			
(a) Borrowings	7,18,489	5,70,160	4,18,309
(b) Trade payables	22,787	2,528	234
(c) Other Financial labilities	78,059	67,215	72,654

30.3 Financial risk management objectives

The Company has adequate internal processes to assess, monitor and manage financial risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures and appropriate risk management policies as detailed below. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk and the investment of excess liquidity. The Company does not enter into trade financial instruments, including derivative financial instruments, for speculative purposes.

30.3.1 Market risk

The Company's financial instruments are exposed to market rate changes. The Company is exposed to the following significant market risks:

- *Foreign currency risk*
- *Interest rate risk*

Market risk exposures are measured using sensitivity analysis. There has been no change to the Company's exposure to market risks or the manner in which these risks are being managed and measured.

a) Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters utilising Derivative contract . Depending on the future outlook on currencies, the Company may keep the exposures hedged or hedge only a part of the total exposure inline with the approved policies.

The carrying amounts of the Company's foreign currency denominated monetary liabilities based on gross exposure at the end of the reporting year is as under:

Currency	Liabilities (₹ in Lakhs)		
	2016-17	2015-16	2014-15
USD	748	55	465
SGD	3	-	-
UK Pound	-	0	-

The foreign currency risk on above exposure is mitigated by derivative contracts. The outstanding contracts as at the Balance Sheet date are as follows:

Forward contracts	Buy/Sell	Currency	No. of contracts	Foreign currency in Lakhs	₹ in Lakhs
As at 31 March 2017	Buy	USD	14	486	32,698
As at 31 March 2016	-	-	-	-	-
As at 31 March 2015	-	-	-	-	-

The year end foreign currency exposures, that have not been hedged by a derivative instrument or otherwise, are given below:

	Foreign Currency in Lakhs	₹ in Lakhs
As at March 31, 2017		
USD		
Foreign Letter of Credit on suppliers	175	11,330
Payable towards other services/Mat	82	5,300
Payable towards other services/Mat(RPT)	4	270
Payable towards Capital works (Inc. Retention)	1	41
SGD		
Payable towards other services/Mat(RPT)	3	147
As at March 31, 2016		
USD		
Foreign Letter of Credit on suppliers	44	2,909
Payable towards Capital works (Inc. Retention)	11	719
UK POUND		
Payable towards Capital works (Inc Retention)	0	30
As at April 1, 2015		
USD		
Foreign Letter of Credit on suppliers	332	20,788
Payable towards Capital works (Inc Retention)	133	8,325

Foreign currency sensitivity analysis

The Company is mainly exposed to US Dollar. The following table details the Company's sensitivity to a ₹ 1 increase and decrease against the US Dollar. ₹ 1 is the sensitivity used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only net (gross - hedges) outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a ₹ 1 change in foreign currency rates. A positive number below indicates an increase in profit or equity where the Rs. strengthens by ₹ 1 against the US Dollar. For a ₹ 1 weakening of the ₹ against the US Dollar, there would be a comparable impact on the profit or equity.

		(₹ in Lakhs)
	Year ended 31 March 2017	**Year ended 31 March 2016**
Currency USD impact on:		
₹ 1 Increase		
Profit or loss	234	55
Equity	234	55
₹ 1 Decrease		
Profit or loss	(234)	(55)
Equity	(234)	(55)

30.3.2. Interest rate risk management

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.

The Company's borrowings majorly consists of Project funding loans, having fixed rate of interest (re-stated at every 3 years interval) .

30.3.3. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to the customer credit risk management. Credit quality of a customer is assessed based on their past performance. Outstanding customer receivables are regularly monitored and taken up on case to case basis.

The Company has adopted a policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company's exposure and the creditworthiness of its customers are continuously monitored.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

30.3.4 Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2017:

(₹ in Lakhs)

	Carrying amount	upto 1 year	1-3 year	More than 3 years	Total Contracted cash flows
Financial Liabilities					
Long Term Borrowings	6,84,928	43,914	87,828	5,53,186	6,84,928
Short Term Borrowings	33,561	33,561	-	-	33,561
Other financial liabilities					
Interest Cost	10,145	10,145	-	-	10,145
Security Deposits	20	20	-	-	20
Retention money	63,616	63,616	-	-	63,616
Creditors for capital supplies/services	3,421	3,421	-	-	3,421
Foreign currency forward contracts	857	857	-	-	857
Trade Payables	22,787	22,787	-	-	22,787

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2016:

(₹ in Lakhs)

	Carrying amount	upto 1 year	1-3 year	More than 3 years	Total Contracted cash flows
Financial Liabilities					
Long Term Borrowings	5,70,160	14,587	29,175	5,26,397	5,70,160
Other financial liabilities					
Interest Cost	7,081	7,081	-	-	7,081
Retention money	54,643	-	54,643	-	54,643
Creditors for capital supplies/services	5,491	5,491	-	-	5,491
Trade Payables	2,528	2,528	-	-	2,528

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at April 1, 2015:

(₹ in Lakhs)

	Carrying amount	upto 1 year	1-3 year	More than 3 years	Total Contracted cash flows
Financial Liabilities					
Long Term Borrowings	4,18,309	-	-	4,18,309	4,18,309
Other financial liabilities					
Interest Cost	5,417	5,417	-	-	5,417
Retention money	42,804	-	-	42,804	42,804
Creditors for capital supplies/services	24,433	24,433	-	-	24,433
Trade Payables	234	234	-	-	234

The table below provides details regarding the contractual maturities of financial assets including estimated interest receipts as at March 31, 2017:

(₹ in Lakhs)

	Carrying amount	upto 1 year	1-3 year	More than 3 years	Total Contracted cash flows
Deposits	10,602	-	10,602	-	10,602
Interest receivable	1,394	77	1,317	-	1,394
Trade receivables	27,923	27,923	-	-	27,923
Other financial assets	15,261	15,261	-	-	15,261

The table below provides details regarding the contractual maturities of financial assets including estimated interest receipts as at March 31, 2016:

(₹ in Lakhs)

	Carrying amount	upto 1 year	1-3 year	More than 3 years	Total Contracted cash flows
Deposits	11,984	-	11,984	-	11,984
Interest receivable	1,907	1,098	809	-	1,907
Trade receivables	-	-	-	-	-
Other financial assets	57	57	-	-	57

The table below provides details regarding the contractual maturities of financial assets including estimated interest receipts as at April 1, 2015:

(₹ in Lakhs)

	Carrying amount	upto 1 year	1-3 year	More than 3 years	Total Contracted cash flows
Deposits	6,483	-	6,483	-	6,483
Interest receivable	5,581	4,638	943	-	5,581

30.4 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

(₹ in Lakhs)

	Fair value Hierarchy	As at March 31,2017		As at March 31,2016		As at April 1, 2015	
		Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets							
Financial assets at amortised cost:							
Cash and bank balances	*Level - 3*	*30,650*	*30,650*	*39,259*	*39,259*	*10,384*	*10,384*
Trade receivables	*Level - 3*	*27,923*	*27,923*	-	-	-	-
Other financial assets	*Level - 3*	*27,257*	*27,257*	*13,949*	*13,949*	*12,064*	*12,064*
Financial liabilities							
Financial liabilities at amortised cost:							
Borrowings	*Level - 3*	*7,18,489*	*7,18,489*	*5,70,160*	*5,70,160*	*4,18,309*	*4,18,309*
Trade payables	*Level - 3*	*22,787*	*22,787*	*2,528*	*2,528*	*234*	*234*
Other Financial labilities	*Level - 3*	*78,059*	*78,059*	*67,215*	*67,215*	*72,654*	*72,654*

Note : In case of trade receivables, cash and cash equivalents, trade payables, borrowings and other financial assets and liabilities it is assessed that the fair values approximate their carrying amounts largely due to the short-term maturities of these instruments.

31 Related parties details and transactions

a) Details of Related parties :

Name of the related parties	Description of Relationship
M/s Temasek Holdings (Private) Limited	Ultimate Holding Company
M/s. NCC Limited	Ultimate Holding Company (till March 15, 2016)
M/s. Sembcorp Industries Limited	Penultimate Holding Company
M/s. Sembcorp Utilities Pte Ltd	Holding Company
Mr. Atul Mohan Nargund	Managing Director (Up to April 16, 2017)
Mr. Vipul Tuli	Director (From April 17, 2017)
Mr. T V Sandeep Kumar Reddy	Director and Vice chairman
Mr. Tang Kin Fei	Chairman (Up to March 31, 2017)
Mr. Neil Mc Gregor	Director (From April 1, 2017)
M/s. Sembcorp India Private Limited	Entity under common control
M/s. Thermal Powertech Corporation India Limited	Entity under common control
M/s. NCC Infrastructure Holdings Limited	Key Management Personnel having significant influence
M/s. Gayatri Energy Ventures Private Limited	Key Management Personnel having significant influence
M/s. Gayatri Hi-Tech Hotels Limited	Key Management Personnel having significant influence
M/s. Gayatri Projects Limited	Key Management Personnel having significant influence
M/s. Capital Fortunes Private Limited.	Key Management Personnel having significant influence
M/s. Deep Corporation Private Limited	Key Management Personnel having significant influence

b) Details of related party transactions :

(₹ in Lakhs)

	Year Ended March 31, 2017	Year Ended March 31, 2016
i) Allotment of INR denominated notes		
M/s. Sembcorp Utilities Pte Ltd	1,68,939	-
ii) Share application money refunded		
M/s. NCC Infrastructure Holdings Limited	-	-
M/s. Gayatri Energy Ventures Private Limited	-	-
iii) Debenture application money received		
M/s. Sembcorp Utilities Pte Ltd	-	59,000
iv) Allotment of Debentures		
M/s. Sembcorp Utilities Pte Ltd	-	59,000
v) Mobilisation/Capital /Other Advances paid		
M/s. NCC Limited	-	1,000
M/s. Gayatri Projects Limited	106	1,050
vi) Mobilisation/Capital Advances recovered/adjusted		
M/s. NCC Limited	-	24,483
M/s. Gayatri Projects Limited	455	1,884
vii) Retention Money released		
M/s. Gayatri Projects Limited	-	936
viii) Retention Money recovered		
M/s. NCC Limited	-	12,307
M/s. Gayatri Projects Limited	26	498
ix) Project works executed		
M/s. NCC Limited	-	1,05,002
M/s. Gayatri Projects Limited	631	10,542
x) Interest expense on INR Denominated notes		
M/s. Sembcorp Utilities Pte Ltd	3,056	-
xi) Conversion of fully and compulsory convertible debenture into equity shares		
M/s. Sembcorp Utilities Pte Ltd	1,27,100	-

31 Related parties details and transactions

b) Details of related party transactions:

(₹ in Lakhs)

	Year Ended March 31, 2017	Year Ended March 31, 2016
xii) Interest Income on Advances		
M/s. NCC Limited	-	4,070
xiii) Interest Income on Advances- Realised		
M/s. NCC Limited	-	8,170
xiv) Lease Rental Received		
M/s. Thermal Powertech Corporation India Limited	3	-
xv) Lease Rental Paid		
M/s. Thermal Powertech Corporation India Limited	4	-
xvi) Reimbursement of expenses to		
M/s. NCC Limited	-	61
M/s. Thermal Powertech Corporation India Limited	-	2
M/s. Sembcorp Utilities Pte Ltd	205	109
M/s. Gayatri Projects Limited	-	146
M/s. Gayatri Energy Ventures Private Limited	-	16
M/s. Deep Corporation Private Limited	14	-
M/s. Sembcorp India Private Limited	0	-
xvii) Services received		
M/s. Sembcorp India Private Limited	3,256	2,128
M/s. Sembcorp Utilities Pte Ltd	502	280
M/s. Capital Fortunes Private Limited.	-	407
M/s. Gayatri Hi-Tech Hotels Limited	2	-
xviii) Rent expense		
M/s. Deep Corporation Private Limited	40	10
xix) Purchase of Electricity		
M/s. Thermal Powertech Corporation India Limited	5,418	-
xx) Sale of Coal		
M/s. Thermal Powertech Corporation India Limited	2,340	-
xxi) Reimbursement of expense from		
M/s. NCC Infrastructure Holdings Limited	-	57
xxii) Reimbursement of expense received		
M/s. NCC Infrastructure Holdings Limited	57	-
xxiii) Corporate Guarantees- received		
M/s. Sembcorp Utilities Pte Ltd	2,72,757	1,20,031
xxiv) Corporate Guarantees - reduction		
M/s. NCC Infrastructure Holdings Limited & M/s. Gayatri Energy Ventures	1,64,757	1,20,031

(₹ in Lakhs)

Balance as at year end	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
INR denominated Notes			
M/s. Sembcorp Utilities Pte Ltd	1,68,939	-	-
Interest accrued but not due on INR Denominated Notes			
M/s. Sembcorp Utilities Pte Ltd	3,056	-	-
Fully and Compulsorily Convertible Debentures			
M/s. Sembcorp Utilities Pte Ltd	-	1,27,100	68,100
Capital Advances			
M/s. NCC Limited	-	18,046	41,529
M/s. Gayatri Projects Limited	515	865	1,699
Other Advances			
M/s. Gayatri Projects Limited	347	347	347
Payables			
M/s. NCC Limited (including retention money)	-	58,591	64,897
M/s. Gayatri Projects Limited (including retention money)	1,282	1,025	2,236
M/s. Sembcorp Utilities Pte Ltd	426	55	15
M/s. Sembcorp India Private Limited	650	7	-
M/s. Thermal Powertech Corporation India Limited	128	-	-
Interest Receivable			
M/s. NCC Limited	-	121	4,629
Other Receivable			
M/s. NCC Infrastructure Holdings Limited	-	57	-
Corporate Guarantees received from			
M/s. NCC Infrastructure Holdings Limited & M/s. Gayatri Energy Ventures Private Limited (Jointly)	97,812	2,62,569	3,82,600
M/s. Sembcorp Utilities Pte Ltd	7,60,384	4,87,627	3,67,596

32 Contingent liabilities and commitments (not provided for)

(₹ in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
a) Pending litigations:		
i) Claims against the company not acknowledged as debt: Company is contesting legal cases in the local courts against the claims made on certain portion of the project lands, under dispute.	Amount Not ascertainable	Amount Not ascertainable
ii) Disputed Income tax liability against which company preferred appeal.		
For the Assessment year 12-13	-	238
For the Assessment year 13-14	513	-
For the Assessment year 15-16	220	-
iii) The Company is in receipt of notice from Regional Vigilance and 'Enforcement Office, Nellore for payment of ` 670,000,000 towards insufficient stamp duty on Agreement of construction contract, which has been disputed by the Company before the District Registrar, Gudur at the behest of its Contractor NCC Limited. Based on the NCCL Warranty and Indemnity agreement dated 1 February, 2014 entered between the Company, NCC Limited and other counterparts, the liability, if any arising on account of dispute, would be to the account of NCC Limited. Accordingly, there would not be any impact on the financial position of the Company.	-	-
iv) Company is contesting before Court on applicability of BOCW Act, Since the Companies is covered under Factories Act. Interim stay order from the Proceedings initiated by the Joint Commissioner of Labour (Guntur) has been obtained.. Based on the NCCL Warranty and Indemnity agreement dated February 1, 2014 entered between the Company, NCC Limited and other counterparts, the liability, if any arising on account of dispute, would be to the account of NCC Limited. Accordingly, there would not be any impact on the financial position of the Company.	-	-
v) Charges levied by the lender	976	-
b) Bank Guarantees		
1)Bank Guarantees for Customs and Excise	83,819	81,717
2)Bank Guarantees for PPA and Other commitments	18,726	-
c) Commitments :		
The estimated amount of contracts remaining to be executed on capital account (net of Contractual advances)	10,449	31,062

33 Disclosure requirement under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at year end together with interest paid/payable as required under the said Act, have not been given.

34 Auditors' remuneration (including Service tax)

(₹ in Lakhs)

	Year Ended March 31, 2017	Year Ended March 31, 2016
Fee for		
Statutory Audit	24	8
Certification and other services	46	26
	70	**34**

35 Income tax

a) *The Company does not have taxable profits, hence no provision is made for current tax.*

b) *Deferred Tax Asset / (Liability) (net):*
The company is eligible for a deduction of an amount equal to hundred percent of the profits for ten consecutive assessment years out of fifteen years beginning from FY 2016-2017 (the year in which Company commenced its commercial operations) accordingly the Company has not recognised any deferred tax liability as the same will get reversed during the tax holiday period available under aforesaid section of Income Tax Act 1961.

36 *During the current year, the Company raised claims for an amount of ` 28825.00 Lakhs and of US$ 9.04 Million on February 23, 2017 towards liquidated damages on its EPC contractor, NCC Limited (NCCL), towards the delays in execution of the project, as per the provisions of the EPC Contract. Also a claim of US$ 40.97 Million was raised on China National Technical I&E Corporation and Tianjin Electric Power Construction Company (CTC) CONSORTIUM towards the delay in agreed delivery schedule and non non achievement of Project Provisional Acceptance.*

As against this, NCCL, on March 14, 2017, issued a notice of disputes under the contracts and amongst other things, had counter claimed payment of additional costs of ` 68478.00 Lakhs, alleged to have been incurred by them, with interest. The Company vide its letter dated April 12, 2017 had refuted all these claims of NCC Ltd as baseless and untenable. Hence no adjustments have been made in the accounts of the company.

NCCL filed petitions under Section 9 of the Arbitration and Conciliation Act, 1996, before the Hon'ble Court of the XXIV Additional Chief Judge cum Commercial Court, City Civil Courts, Hyderabad ("Commercial Court"), and seeking injunction restraining the Company from invoking the Performance Bank Guarantees issued in favour of the Company, pursuant to the terms of the EPC Contracts.

On April 18, 2017, the Commercial Court dismissed the petition filed by NCCL. NCCL filed an appeal before the High Court to set aside the Order passed by Commercial Court until the disputes are adjudicated and settled between the parties through arbitration as per the terms of the contract and restraining the Company from invoking or encashing the bank guarantee(s). In the interim, the demand notices for the bank guarantees had already been presented to the respective banks by the Company and the bank guarantee for ` 5160.00 Lakhs issued by the Syndicate Bank was honoured and its corresponding payment was released to the Company.

The matter is pending disposal as of date and accordingly, no related adjustments have been made in the financial statements.

37 Transition to Ind-AS

The effect of the Company's transition to Ind AS is summarized as follows:
(i) Transition election
(ii) Reconciliation of equity as previously reported under Indian GAAP to Ind-AS
(iii) Reconciliation of profit or loss as previously reported under Indian GAAP to Ind-AS
(iv) Reconciliation of other comprehensive income as previously reported under Indian GAAP to Ind-AS
(v) Reconciliation of cash flow as previously reported under Indian GAAP to Ind-AS

(i) Transition election

The Company has prepared the opening Balance Sheet as per Ind AS as of April 1, 2015 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

However, this principle is subject to certain exceptions and certain optional exemptions availed by the Company as detailed below:

(ii) Reconciliation of equity as previously reported under Indian GAAP (IGAAP) to Ind-AS (₹ in Lakhs)

Particulars	As at March 31, 2016	As at April 1, 2015
Equity as reported under IGAAP	1,54,631	1,58,907
Ind-AS adjustments that lead to increase in equity:		
Employee future benefits – actuarial losses	(70)	(38)
Equity component of financial instruments	1,27,100	68,100
Equity as reported under Ind-AS	**2,81,660**	**2,26,969**

(iii) Reconciliation of profit or loss as previously reported under Indian GAAP to Ind-AS (₹ in Lakhs)

Particulars	Year ended March 31, 2016
Loss as reported under IGAAP	4,276.10
Increase (decrease) in net income for:	
Actuarial (gain)/ loss on defined benefit obligation recognised in other comprehensive income	-
Profit as reported under Ind AS	4,276.10

(iv) Reconciliation of other comprehensive income as previously reported under Indian GAAP to Ind-AS

Particulars	Year ended March 31, 2016
Comprehensive income as reported under IGAAP	-
Increase (decrease) in other comprehensive income for:	
Employee benefits – actuarial losses	32.97
Comprehensive income as reported under Ind AS	32.97

(v) Reconciliation of Adjustments to the statement of cash flows.
There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

(₹ in Lakhs)

	Previous IGAAP	Effect of transition to Ind AS	Ind AS
Net cash flows from operating activities	(6,578)	-	(6,578)
Net cash flows from investing activities	(1,08,118)	(867)	(1,07,251)
Net cash flows from financing activities	1,40,683	867	1,39,816
Net increase (decrease) in cash and cash equivalents	**25,986**	**-**	**25,986**
Cash and cash equivalents at the beginning of the year	10,384	-	10,384
Cash and cash equivalents at the end of the year	**36,371**	**-**	**36,371**

Notes:
1. The Company recognises costs related to its post-employment defined benefit plan on an actuarial basis both under Indian GAAP and Ind AS. Under Indian GAAP, the entire cost including actuarial gains and losses are capitalised as the Company was in pre-operative stage. Under Ind AS, remeasurements are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI.

2. Fully and Compulsorily Convertible Debentures amounting ` 127100.00 Lakhs and ` 6,810,0.00 considered as part of Long term borrowing in IGAAP has been considered as part of Other Equity under Ind AS.

For and on behalf of the Board of Directors

Vipul Tuli *Director* *DIN:07350892*	***T.V. Sandeep Kumar Reddy*** *Director* *DIN:00005573*
V. Rajaram Trivedi *Chief Financial Officer*	***A.Narendra*** *Company Secretary*

Place:Hyderabad
Date:May 31, 2017

M. Bhaskara Rao & Co.

Chartered Accountants
5D, Fifth floor
6–3–352, Somajiguda
Hyderabad – 500 082

Deloitte
Haskins & Sells
Chartered Accountants
1-8-384 & 385, 3rd Floor
Gowra Grand, S P Road,
Secunderabad - 500003

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)

Report on the Financial Statements

We have audited the accompanying financial statements of **SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards prescribed under section 133 of the Act, as applicable. 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 judgements 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 and the Order under section 143 (11) of the Act.

We conducted our audit of the 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 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 financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March, 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.

e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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 Note 28(a) in its 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.

2. 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 B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For M. Bhaskara Rao & Co.
Chartered Accountants
(Firm's Registration No.000459S)

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.008072S)

V K Muralidhar
Partner
Membership No. 201570

M. Ramachandran
Partner
Membership No. 16399

Hyderabad, May 19, 2016

Kochi, May 19, 2016

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of its fixed assets:

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

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale transfer deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date, except for the following:

Particulars of the land and building	Amount `	Remarks
Freehold land- 24.10 Acres located at Krishnapatnam and 16.70 Acres in Pynampuram Muthukur Mandal, SPSR Nellore.	36,756,822	The Company has entered in to an Agreement for Purchase of Land dated 8 April, 2013 from Andhra Pradesh Industrial Infrastructure Corporation Limited. Registration of these lands will be completed on commencement of commercial operation.

Title deeds of certain land in the name of the Company admeasuring 115.12 Acres, are under disputes. In respect of such disputes, the Company has been legally advised that it has the valid title deeds in its name for the aforesaid immovable properties and that it will be able to defend any counter claims to such property.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) The Company has not granted any loans, made investments or provided guarantees or securities and hence reporting under clause (iv) of the CARO 2016 is not applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year to which provisions of Section 73 to 76 or other relevant provisions of Companies Act, 2013, were applicable. There are no unclaimed deposit at the end of the year.

(vi) The Company is yet to start commercial production and accordingly no cost records are being maintained by the Company pursuant to Sub Section (1) of Section 148 of the Companies Act, 2013.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Customs Duty and other material statutory dues applicable to it with the appropriate authorities. Sales tax, Excise duty and Value added tax are not applicable to the Company for the current year.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Customs Duty cess and other material statutory dues in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable. Sales tax, Excise duty and Value added tax are not applicable to the Company for the current year.

(c) Details of statutory dues, which has not been deposited as at 31st March 2016, on account of any dispute are as follows.

Name of Statute	**Nature of Dues**	**Forum where Dispute is pending**	**Period to which the Amount relates**	**Amount involved** `	**Amount unpaid** `
The Income-tax Act, 1961	Income Tax	Commissioner of Income-tax (Appeals)	2011-2012	23,755,492	23,755,492

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans to financial institutions, banks and dues to debenture holders., except certain dues during the year, as given below:

Due to Financial Institutions:	**Nature of Payment**	**Amount of Default in `**	**Period of Default**	**Whether outstanding at year end**
Rural Electrification Corporation Limited	Interest on Term Loan	749,486,065	60 Days	No
Power Finance Corporation Limited	Interest on Term Loan	798,467,562	5 Days	No
ICICI Bank Limited	Interest on Term Loan	81,409,117	4 Days	No

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The term loan has been applied by the Company during the year for the purpose for which they are raised other than temporary deployment pending application of proceeds.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) The Company has not paid any managerial remuneration during the year and hence the provisions of section 197 of the Companies Act, 2013 do not apply to the Company.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding Company or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M. Bhaskara Rao & Co.
Chartered Accountants
(Firm's Registration No.000459S)

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.008072S)

V K Muralidhar
Partner
Membership No. 201570

M. Ramachandran
Partner
Membership No. 16399

Hyderabad, May 19, 2016

Kochi, May 19, 2016

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)** ("the Company") as of March 31, 2016 in conjunction with our audit of the 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 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. 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the 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 the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, including the assessment of the risks of material misstatement of the 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 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, to the best of our information and according to the explanations given to us, the Company has, 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 March 31, 2016, 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.

For M. Bhaskara Rao & Co.	**For Deloitte Haskins & Sells**
Chartered Accountants	**Chartered Accountants**
(Firm’s Registration No.000459S)	(Firm’s Registration No.008072S)
V K Muralidhar	**M. Ramachandran**
Partner	**Partner**
Membership No. 201570	Membership No. 16399
Hyderabad, May 19, 2016	Kochi, May 19, 2016

SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)
Balance Sheet as at March 31, 2016

(in ₹)

	Note No.	As at March 31, 2016		As at March 31, 2015	
EQUITY AND LIABILITIES					
Shareholders' funds					
Share capital	3	16,052,779,400		16,052,779,400	
Reserves and surplus	4	(589,714,886)		(162,104,422)	
			15,463,064,514		15,890,674,978
Non-current liabilities					
Long-term borrowings	5	68,731,993,022		49,019,013,713	
Other long term liabilities	6	-		4,271,444,463	
Long term provisions	7	15,105,000		7,657,490	
			68,747,098,022		53,298,115,666
Current liabilities					
Trade payables					
Total outstanding dues of micro and small enterprises	8	-		-	
Total outstanding dues of creditors other than micro and small enterprises	8	252,739,523		23,434,435	
Other current liabilities	9	8,193,016,791		3,001,462,904	
Short term provisions	10	348,418,061		199,266,647	
			8,794,174,375		3,224,163,986
TOTAL			**93,004,336,911**		**72,412,954,630**
ASSETS					
Non-current assets					
Fixed assets					
Tangible assets	11 A	1,550,612,260		1,481,362,923	
Intangible assets	11 B	1,239,333,877		1,237,714,693	
Capital work- in- progress	12	81,628,500,040		61,896,559,612	
Long term loans and advances	13	3,017,632,092		5,396,993,921	
Other non current assets	14	1,279,321,447		742,576,426	
			88,715,399,716		70,755,207,575
Current assets					
Inventories	15	4,615,522		-	
Cash and Bank balances	16	3,925,884,258		1,038,433,831	
Short term loan and advances	17	242,860,015		155,511,077	
Other current assets	18	115,577,400		463,802,147	1,657,747,055
			4,288,937,195		
TOTAL			**93,004,336,911**		**72,412,954,630**
Corporate information and Significant accounting policies	1 & 2				
See accompanying notes forming part of the financial statements					

In terms of our report attached

For M.BHASKARA RAO & CO
Chartered Accountants

For DELOITTE HASKINS & SELLS
Chartered Accountants

For and on behalf of the Board of Directors

V K Muralidhar
Partner

M Ramachandran
Partner

Atul Mohan Nargund
Managing Director
DIN:05135381
Place: Hyderabad

T.V. Sandeep Kumar Reddy
Vice Chairman
DIN:00005573
Place: Singapore

Rajaram V Trivedi
Chief Financial Officer
Place: Hyderabad

A. Narendra
Company Secretary
Place: Singapore

Place: Hyderabad
Date: May 19, 2016

Place: Kochi
Date: May 19, 2016

Date: May 19, 2016

SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)
Statement of Profit and Loss for the Year ended March 31, 2016

(in ₹)

	Note No.	Year ended March 31, 2016		Year ended March 31, 2015	
REVENUE					
Revenue from operations		-		-	
Other income	19	37,663,575		95,388,435	
Total Revenue			***37,663,575***		***95,388,435***
EXPENSES					
Employee benefits expense	20	1,728,202		1,204,744	
Finance costs	21	33,069,516		-	
Depreciation and amortisation expense	22	-		-	
Other expenses	23	223,194,889		9,057,048	
Total expenses			257,992,607		10,261,792
(Loss)/Profit before tax			***(220,329,032)***		***85,126,643***
Tax expenses					
Current tax			207,281,432		239,913,620
Loss for the year			***(427,610,464)***		***(154,786,977)***
Earnings per share of face value of ₹ 10/- each.					
Basic and Diluted - ₹	27		(0.27)		(0.10)
Corporate information and Significant accounting policies	1 & 2				

See accompanying notes forming part of the financial statements

In terms of our report attached

For M.BHASKARA RAO & CO
Chartered Accountants

For DELOITTE HASKINS & SELLS
Chartered Accountants

For and on behalf of the Board of Directors

V K Muralidhar
Partner

M Ramachandran
Partner

Atul Mohan Nargund
Managing Director
DIN:05135381
Place: Hyderabad

T.V. Sandeep Kumar Reddy
Vice Chairman
DIN:00005573
Place: Singapore

Rajaram V Trivedi
Chief Financial Officer
Place: Hyderabad

A. Narendra
Company Secretary
Place: Singapore

Place: Hyderabad
Date: May 19, 2016

Place: Kochi
Date: May 19, 2016

Date: May 19, 2016

SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)
Cash flow statement for the year ended March 31, 2016

(in ₹)

Particulars	*Year ended March 31, 2016*	*Year ended March 31, 2015*
A. Cash flow from operating activities		
Net (loss) / Profit before tax	(220,329,032)	85,126,643
Adjustments for:		
Interest income	(37,663,575)	(95,388,435)
Finance costs	33,069,516	-
Loss on sale of fixed assets	-	244,516
Loss on insurance claim	4,849,267	-
Operating loss before working capital changes	(220,073,824)	(10,017,276)
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Short-term loans and advances	(87,348,938)	(34,729,591)
Long-term loans and advances	26,143,005	(972,796,134)
Inventories	(4,615,522)	-
Other current assets	(5,736,960)	-
Other non-current assets	(550,106,718)	(896,282)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	229,305,088	(35,047,288)
Other current liabilities	5,297,545	(9,134,809)
Short-term provisions	2,091,182	65,789
Long-term provisions	7,447,510	4,020,180
	(377,523,808)	(1,048,518,135)
Cash used in operations	**(597,597,632)**	**(1,058,535,411)**
Net income tax (paid)	(60,221,200)	(63,817,665)
Net cash used in operating activities (A)	**(657,818,832)**	**(1,122,353,076)**
B. Cash flow from investing activities		
Capital expenditure on Fixed Assets including capital advances (Includes loss on Insurance claim)	(11,489,249,383)	(24,850,871,228)
Interest received	966,264,205	225,661,316
Bank balances not considered as Cash and cash equivalents	(288,810,985)	-
Proceeds from sale of fixed assets	-	291,750
Net cash used in investing activities (B)	**(10,811,796,163)**	**(24,624,918,162)**
C. Cash flow from financing activities		
Proceeds from Issue of Share Capital and share application money (including security premium)	-	1,167,474,871
Proceeds from long term borrowings (Term loans) (refer note b)	15,271,720,975	19,042,265,084
Proceeds from issue of Fully and Compulsorily Convertible Debentures	5,900,000,000	6,810,000,000
Finance Cost Paid (refer note b)	(7,103,466,538)	(4,407,687,073)
Net cash from financing activities (C)	**14,068,254,437**	**22,612,052,882**
Net increase/ (decrease) in Cash and cash equivalents (A+B+C)	**2,598,639,442**	**(3,135,218,356)**
Cash and cash equivalents at the beginning of the year	1,038,433,831	4,173,652,187
***Cash and cash equivalents at the end of the year** (refer note 16)*	**3,637,073,273**	**1,038,433,831**
Note:		
a) Cash Flow Statement has been prepared under the Indirect method as set out in the Accounting Standard 3 on Cash Flow Statements. Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash committments.		
b) Reconciliation of Cash and cash equivalents at the end of the year with Cash and bank balances as per Note 16:		
Cash and bank balance as per Note 16	3,925,884,258	1,038,433,831
Less: Other Bank Balances		
Margin money deposits	119,119,650	-
In deposit accounts with original maturity more than 3 months	21,691,335	-
Balances held as security against other commitments	148,000,000	-
Cash and cash equivalents at the end of the year (refer note 16)	**3,637,073,273**	**1,038,433,831**

c) Proceeds from term loan includes adjustment of Interest dues of ₹ 2,316,648,510 (31.03.2015 : ₹ Nil).
d) Cash and Cash Equivalents comprises of cash and bank balances.
e) Figures in bracket represent cash outflows.
f) Figures of previous year have been regrouped/reclassified wherever necessary to conform with current years classification / disclosure.

See accompanying notes forming part of the financial statements

In terms of our report attached

For M.BHASKARA RAO & CO.
Chartered Accountants

For DELOITTE HASKINS & SELLS
Chartered Accountants

For and on behalf of the Board of Directors

V K Muralidhar
Partner

M Ramachandran
Partner

Atul Mohan Nargund
Managing Director
DIN:05135381
Place: Hyderabad

T.V. Sandeep Kumar Reddy
Vice Chairman
DIN:00005573
Place: Singapore

Rajaram V Trivedi
Chief Financial Officer
Place: Hyderabad

A. Narendra
Company Secretary
Place: Singapore

Place: Hyderabad
Date: May 19, 2016

Place: Kochi
Date: May 19, 2016

Date: May 19, 2016

1) Corporate Information

The Company was incorporated in the year 2008 with the main objective of power generation and transmission. It is subsidiary of Sembcorp Utilities pte limited, Singapore. The Company is presently, setting up a 1320 MW coal based thermal power project at Sri Potti Sri Ramulu (SPSR) Nellore District, Andhra Pradesh, India. The cost of the project is funded through debt and equity in the ratio of 71.78:28.22 The common loan agreement has been executed with Rural Electrification Corporation Limited (REC), Power Finance Corporation Limited (PFC), ICICI Bank Limited and PTC India Financial Services Limited. The Company is in the construction stage and is yet to start its commercial operations. The company is in the process of entering into long term power purchase and fuel supply agreements.

During the year, pursuant to requisite approvals, the Company's name has been changed to Sembcorp Gayatri Power Limited.

2) Significant Accounting Policies

2.1 Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133, 134(5) of the Companies Act, 2013,as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of Estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balance of assets and liabilities on the date of financial statements, revenues and expenses during the reported period and disclosures relating to the contingent liabilities. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

2.3 Inventory

Inventories of Stores, spare parts, loose tools and fuel are valued at cost or net realizable value which ever is lower. Cost includes all charges in bringing the goods to the point of sale / consumption, including octroi and other levies, transit insurance and receiving charges. Cost is ascertained on weighted average basis.

2.4 Fixed Assets and Depreciation

Tangible Fixed Assets:

Tangible Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment losses (if any). Cost of acquisition is inclusive of freight, duties, levies and all incidental expenditure attributable to bring the asset to its working condition. Assets under installation or under construction as at Balance Sheet date are shown as capital work–in–progress. Escalation costs, if any, for construction of fixed assets is recognized upon receipt of claims and their acceptance by the Company.

Pre operative expenditure incurred directly relating to construction activity is capitalized on completion of construction of project assets. Indirect expenditure including borrowing cost is capitalized to the extent it is incidental to construction activity. Income earned from borrowed funds during the construction period is reduced from the total of indirect expenditure. All other expenses are charged to Statement of Profit and Loss in the period in which they are incurred

Intangible Fixed Assets:

Intangible Fixed assets are carried at cost less accumulated amortization and impairment losses if any . The Cost of intangible assets comprises of its purchase price, duties, taxes etc., and any directly attributable expenditure on making the assets ready for its intended use. Subsequent expenditure on an intangible asset after its purchase is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributable to the asset reliably, in which case such expenditure is added to the cost of the asset.

Depreciation

Depreciation is provided based on the useful life on Straight line method, provided in Schedule II of the Companies Act 2013.
No depreciation is charged on capital work in progress and free hold land .
Goodwill arising out of amalgamation in the nature of merger is amortized over a period of 5 years from the commencement of commercial operations.
As the construction of the project is still being carried out and the Company is yet to commence commercial operation. There's is no impact on account of change in depreciation rates to the statement of profit and loss account.

2.5 Impairment of Assets

The carrying amount of assets, other than inventories is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the assets is estimated. The recoverable amount is the greater of the asset's net selling price and value in use which is determined based on the estimated future cash flow discounted to their present values. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

2.6 Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive is established.

2.7 Foreign currency transactions

The transactions in foreign currency are accounted at the exchange rate prevailing on the date of transaction. Gains / losses arising out of fluctuations in exchange rates are accounted in capital work in progress which is directly related to the fixed assets and all other gains / losses are charged to Statement of Profit and Loss.

Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing as at the Balance Sheet date and resultant gain/ loss is accounted in capital work in progress which are directly related to the fixed assets and all other gains / losses are charged to Statement of Profit and Loss.

2.8 Derivative Contracts

The Company enters into derivative contracts in the nature of forward contracts with an intention to hedge its existing assets and liabilities, firm commitments and highly probable transactions in foreign currency.

These contracts are marked-to-market and losses are recognised in the Statement of Profit and Loss. Gains arising on the same are not recognised, until realised, on grounds of prudence.

2.9 Employee Benefits

Employee benefits include provident fund, gratuity and compensated absences.

a) Defined contribution plan

The Company's contribution to provident fund are considered as defined contribution plan and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

b) Defined benefit plans

i) Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company has an obligation for gratuity covering eligible employees. Liabilities with regard to such Gratuity are determined by an actuarial valuation at the year end and are recognised in Statement of Profit and Loss. The gratuity liabilities are not funded.

ii) Compensated Absences

The accrual for unutilised leave is determined for the entire available leave balances standing to the credit of the employees at year-end. The value of such leave balance eligible for carry forward, is determined by actuarial valuation at the year end and recognised in Statement of Profit and Loss.

2.10 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

2.11 Taxes on Income

Current tax is determined on the amount of tax payable in respect of taxable income for the year.

Deferred tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets and liabilities are computed on the timing differences applying the enacted or substantially enacted tax rate. Deferred tax assets arising on account of unabsorbed depreciation or carry forward of tax losses are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future tax income will be available against which such deferred tax assets can be realised.

2.12 Borrowing Costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

2.13 Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

2.14 Earnings per Share

The earnings considered in ascertaining the company’s Earnings per share (EPS) comprise the net profit / (loss) after tax. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the period/year. The number of shares used in computing Diluted EPS comprises of weighted average shares considered for deriving Basic EPS and also the weighted average number of equity shares which could have been issued on the conversion of diluted potential equity shares where applicable. Dilutive potential equity shares are deemed to have been converted as of the beginning of the year, and unless they have been issued at a later date.

2.15 Leases

Lease agreements where the risks and rewards incidental to ownership of an asset substantially vests with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line-basis.

2.16 Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed separately in the financial statements.

2.17 Operating cycle

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

(in ₹)

		As at March 31, 2016		As at March 31, 2015	
		Number of shares	Amount	Number of shares	Amount
3	**Share Capital**				
	Authorised :				
	Equity Shares of ₹10/-each	5,000,000,000	50,000,000,000	5,000,000,000	50,000,000,000
		5,000,000,000	**50,000,000,000**	**5,000,000,000**	**50,000,000,000**
	Issued, subscribed and fully paid up				
	Equity Shares of ₹10/-each	1,605,277,940	16,052,779,400	1,605,277,940	16,052,779,400
	Total	**1,605,277,940**	**16,052,779,400**	**1,605,277,940**	**16,052,779,400**

3.1 Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

	Year ended March 31, 2016		Year ended March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	1,605,277,940	16,052,779,400	1,488,530,453	14,885,304,530
Shares issued during the year	-	-	116,747,487	1,167,474,870
Shares outstanding at the end of the year	**1,605,277,940**	**16,052,779,400**	**1,605,277,940**	**16,052,779,400**

3.2 Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive 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 share holders.

Refer note 5(i)(f), 5(v), 5(vi) and 5(vii) for shares under pledge, restrictions on transfer of shares, declaration of dividend and conversion of loan into equity in case of default

3.2 Shares held by Holding Company

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Sembcorp Utilities Pte Ltd	1,043,430,661	10,434,306,610		
NCC Infrastructure Holdings Limited and its nominees*			818,691,749	8,186,917,490

*Ceases to be the holding company with effect from March 15, 2016

3.3 Details of each share holder holding more than 5% shares in the company

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	% Holding	Number of shares	% Holding
NCC Infrastructure Holdings Limited and its nominees*	561,847,279	35	818,691,749	51
Sembcorp Utilities Pte Ltd*	1,043,430,661	65	786,586,191	49

**Pursuant to the Amended and Restated Additional Share Sale Agreement executed on April 20, 2016, between NCC Infrastructure Holdings Limited (NCCIHL) & Sembcorp Utilities Pte Ltd (SCU), NCCIHL has transferred 21,60,94,909 Equity Shares to SCU on April 28, 2016 accordingly, the existing shareholding of SCU is increased to 84 % and NCCIHL shareholding is decreased to 16%.*

3.5 Shares reserved for issue under commitments

With regard to commitments under common loan agreement for conversion of outstanding loans in the event of default - refer note no. 5(vii)

3.6 Aggregate number of equity shares allotted as fully paid up by way of bonus shares during the period of five years, immediately preceding the reporting date

	Number of shares
Equity shares allotted as fully paid bonus shares during the year ended March 31, 2012	39,596,100
Equity shares allotted as fully paid bonus shares during the year ended March 31, 2014	98,743,526

		As at March 31, 2016		As at March 31, 2015	
4	**Reserves and Surplus**				
	Securities premium account		50,782,856		50,782,856
	(Deficit) in the Statement of Profit and Loss				
	Opening balance	(212,887,278)		(58,100,301)	
	Add: Loss for the year	(427,610,464)		(154,786,977)	
	Closing balance		**(640,497,742)**		**(212,887,278)**
	Total		**(589,714,886)**		**(162,104,422)**

(in ₹)

	As at March 31, 2016		As at March 31, 2015	
	Non - Current	Current*	Non - Current	Current
5 Long-term borrowings				
Term Loans - Secured				
From banks	7,633,267,185	216,666,667	4,954,320,531	-
From others	48,388,725,837	1,242,074,999	37,254,693,182	-
Debentures - Unsecured		-		
Fully and Compulsorily Convertible Debentures (FCCD) (refer note ix)	12,710,000,000		6,810,000,000	-
	68,731,993,022	**1,458,741,666**	**49,019,013,713**	**-**

** Current maturities of Term Loans are disclosed under "Other Current Liabilities" refer note no. 9*

i Term loans from banks and others are secured by first ranking pari- passu charge by way of:

a. Mortgage of all immovable assets both present and future.

b. Hypothecation of movable assets, including plant and machinery, machinery spares, equipment's, tools, accessories, furniture, fixtures, vehicles, consumable goods and all other moveable assets present and future.

c. Hypothecation of intangible assets including but not limited to goodwill, rights, undertakings, uncalled capital, claims and consumables and other general stores, present and future.

d. Hypothecation of book debts, stocks, bills, receivables, commissions, revenues, monies, receipts, bank accounts and other reserves, present and future.

e. Assignment of all the right, title, interest, benefits, claims and demands including without limitation the project documents; clearances (including all contract, licenses, permits, approvals, consents in respect of or in connection with project, letters of credit/ guarantees/performance bonds provided by any party in relation to the project :under all insurance contracts and all insurance proceeds.

f. First ranking pledge of equity shares and Fully and compulsorily Convertible Debenture (FCCD) held by promoters, aggregating to at least 60% of the total Equity Shares and 60% of Issued FCCDs of the Company through the execution of a deed of pledge in favour of the security trustee acting for the benefit of the lenders. As on March 31, 2016, 1,128,766,764 equity shares and 597,000,000 FCCDs are pledged.

g. First ranking pari-pasu charge as continuing security for repayment of rupee term loan and Bank guarantee facilities (a to e above) , together with all interest, additional interest, rest interest, liquidated damages and all other monies due and payable by the borrower to the lenders in terms of financing documents and security documents

***ii** The loans have been guaranteed by the corporate guarantee from NCC Infrastructure Holdings Limited, Gayatri Energy Ventures Private Limited, and Sembcorp Utilities Pte Ltd till the date of supply under execution of Long term Power Purchase Agreement (PPA) for sale of 990 MW power generated by the project.*

***iii** All securities rank pari passu on first charge basis inter se amongst all the term loan lenders and created in favour of Rural Electrification Corporation Limited, acting as security trustee for term loan lenders.*

iv Interest and repayment terms

a Rupee loan from ICICI Bank Limited (ICICI) carries interest rate ranging from 12.85% p.a to 13.15% p.a and is repayable in 48 equal quarterly instalments of ₹ 216,666,667 each. The First instalment falls due on January 1, 2017

b Rupee loan from Rural Electrification Corporation Limited (REC) carries interest rate ranging from 13.15% p.a. to 13.75% p.a and is repayable in 48 equal quarterly instalments of ₹ 607,235,416 each. The First instalment falls due on March 31, 2017.

c Rupee loan from Power Finance Corporation Limited (PFC) carries interest rate ranging from 13.15% p.a. to 13.75% p.a and is repayable in 48 equal quarterly instalments of ₹ 593,437,500 each. The First instalment falls due on January 15, 2017.

d Rupee loan from PTC India Financial Services Limited (PFS) carries an interest rate of 13.25% p.a. and is repayable in 48 equal quarterly instalments of ₹ 41,402,083 each. The First instalment falls due on January 15, 2017.

***v** Transfer of shares to third parties are subject to conditions specified in the Common Loan Agreement with lenders and Share Subscription cum Shareholders' Agreement dated February 01, 2014 entered with NCC Infrastructure Holdings Limited and Sembcorp Utilities Pte Ltd*

***vi** As per the Common Loan Agreement entered with lenders, declaration of dividend by the Company is restricted till the committed equity for the project is subscribed and paid up in full, and till six months after the commercial operation date (Moratorium period). On expiry of the moratorium period , declaration of dividend is subject to approval of the lenders agent - REC.*

***vii** In terms of Common Loan Agreement entered with lenders, if default is made in repayment of loan, lenders have a right to convert defaulted amount of principal and interest for entire amount of default or part there of into fully paid up equity shares of the Company at par value or book value whichever is lower.*

***viii** As per the terms of the common loan agreement the first instalment falls due on the completion of the project with moratorium of six months. The Scheduled Commercial Operation Date (SCOD) as per the common loan agreement was October 01, 2014. However owing to delays in project execution, the Company had approached its lenders amongst other things for approval of revised project cost and extension of SCOD. As per the terms of amended common loan agreement dated January 20, 2016 the SCOD has been extended upto June 30, 2016.*

***ix** As per the term sheets entered into between the Company and Sembcorp Utilities Pte Ltd,the FCCD's will be converted not later than 30 days after earliest of the (i) Receipt of requisite approvals (ii) The date of execution of fuel supply agreement upon receipt of the requisite approvals and (iii) the date falling 10 years from the date of issuance of FCCDs . The Company has received requisite approvals and converted 61,39,57,940 FCCDs into equity shares on 25 Apr 2016.*

SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)

Notes forming part of the financial statements

(in ₹)

	As at March 31, 2016	As at March 31, 2015
6. Other long term liabilities		
Retention monies*	-	4,271,444,463
*Includes ₹Nil (31.03.2015: ₹4,271,444,463) payable to related parties (refer note 26)		
Total	**-**	**4,271,444,463**
7. Long term provisions		
Provision for employee benefits (refer note 25)		
Gratuity	7,380,000	4,915,251
Compensated absences	7,725,000	2,742,239
Total	**15,105,000**	**7,657,490**
8. Trade payables		
Micro, Small and Medium Enterprises (refer note 29)	-	-
Other than Acceptances*	252,739,523	23,434,435
*Includes ₹6,294,789 (31.03.2015: ₹7,001,361) payable to related parties (refer note 26)		
Total	**252,739,523**	**23,434,435**
9. Other current liabilities		
Current maturities of long term borrowings	1,458,741,666	-
Interest accrued but not due on borrowings	708,111,047	541,666,510
Application money received for allotment of securities and due for refund	-	37
Other payables		
Statutory remittances	12,773,436	7,475,854
Payables for capital works/purchase of fixed assets *	549,099,502	2,443,325,457
*Includes ₹500,868,495 (31.03.2015: ₹2,439,545,821) payable to related parties (refer note 26)		
Retention monies*	5,464,291,140	8,995,046
*Includes ₹5,460,656,162 (31.03.2015: ₹2,300,000) payable to related parties (refer note 26)		
	8,193,016,791	**3,001,462,904**
10. Short term provisions		
Provision for employee benefits (refer note 25)		
Gratuity	1,700,000	36,359
Compensated absence	527,000	99,459
Provision for tax (net of Advance tax ₹ 144,068,738 (31.3.2015: ₹ 83,847,538)	346,191,061	199,130,829
Total	**348,418,061**	**199,266,647**

(in ₹)

11 Fixed assets

	Gross Block				Accumulated depreciation and amortisation				Net Block	
	As at March 31, 2015	Additions	Deletions	As at March 31, 2016	Up to March 31, 2015	For the year	Deletions	Up to March 31, 2016	As at March 31, 2016	As at March 31, 2015
11 A Tangible Assets										
Land - Freehold *	1,444,116,776	35,502,330	-	1,479,619,106	-	-	-	-	1,479,619,106	
(Previous Year)	(1,341,586,444)	(102,530,332)	-	(1,444,116,776)	-	-	-	-		(1,444,116,776)
Building	6,950,069	959,823	-	7,909,892	681,040	2,359,826	-	3,040,866	4,869,026	
(Previous Year)	-	(6,950,069)	-	(6,950,069)		(681,040)	-	(681,040)		(6,269,029)
Plant & Equipment	719,340	12,752,898	-	13,472,238	11,307	1,604,465	-	1,615,772	11,856,466	
(Previous Year)	(23,700)	(695,640)	-	(719,340)	(2,390)	(8,917)	-	(11,307)		(708,033)
Furniture & Fixtures	9,243,407	2,838,422	-	12,081,829	801,836	1,010,245	-	1,812,081	10,269,748	
(Previous Year)	(786,371)	(8,457,036)	-	(9,243,407)	(229,768)	(572,068)	-	(801,836)		(8,441,571)
Vehicles	5,231,138	5,338,477	-	10,569,615	1,237,205	964,560	-	2,201,765	8,367,850	
(Previous Year)	(4,621,054)	(1,434,486)	(824,402)	(5,231,138)	(987,963)	(609,038)	(359,796)	(1,237,205)		(3,993,933)
Office Equipment	22,414,961	25,239,760	-	47,654,721	4,581,381	7,443,276	-	12,024,657	35,630,064	
(Previous Year)	(3,818,075)	(18,805,577)	(208,691)	(22,414,961)	(1,307,087)	(3,411,325)	(137,031)	(4,581,381)		(17,833,580)
Total	**1,488,675,691**	**82,631,710**	**-**	**1,571,307,401**	**7,312,769**	**13,382,372**	**-**	**20,695,141**	**1,550,612,260**	**-**
(Previous year)	**(1,350,835,644)**	**(138,873,140)**	**(1,033,093)**	**(1,488,675,691)**	**(2,527,208)**	**(5,282,388)**	**(496,827)**	**(7,312,769)**	**(1,481,362,923)**	**(1,481,362,923)**
11 B Intangible Assets										
Others										
Goodwill	1,234,196,290	-	-	1,234,196,290	-	-	-	-	1,234,196,290	
(Previous year)	(1,234,196,290)	-	-	(1,234,196,290)	-	-	-	-		(1,234,196,290)
Computer Software	5,539,419	6,805,377	-	12,344,796	2,021,016	5,186,193	-	7,207,209	5,137,587	
(Previous year)	(2,772,026)	(3,472,461)	(705,068)	(5,539,419)	(1,540,151)	(1,185,931)	(705,066)	(2,021,016)		(3,518,403)
Total	**1,239,735,709**	**6,805,377**	**-**	**1,246,541,086**	**2,021,016**	**5,186,193**	**-**	**7,207,209**	**1,239,333,877**	
(Previous year)	**(1,236,968,316)**	**(3,472,461)**	**(705,068)**	**(1,239,735,709)**	**(1,540,151)**	**(1,185,931)**	**(705,066)**	**(2,021,016)**	**(1,237,714,693)**	**(1,237,714,693)**

**** Note:***

i) During the year, the company paid additional compensations towards land acquired in prior years aggregating ₹ 35,000,000 (31.03. 2015 : ₹ 56,112,360), which are included under additions to freehold land.
ii) Freehold land includes ₹ 36,756,822 being lands purchased from Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC). Registration of these lands will be completed after commencement of commercial operation.
iii) There are certain claims against the Freehold land owned by the Company, which are not acknowledged as debts (refer note 28)

(in ₹)

	As at March 31, 2016	***As at March 31, 2015***
12. Capital work in progress		
Assets under construction	*63,156,622,529*	*51,353,536,316*
Pre operative expenditure (refer note 24)	*18,471,877,511*	*10,543,023,296*
Total	***81,628,500,040***	***61,896,559,612***
13. Long term loans and advances		
Unsecured, Considered good		
*Capital Advances**	*1,971,575,542*	*4,324,794,366*
**Includes ₹1,891,109,301 (31.03.2015: ₹4,322,747,815) advances to related parties (refer note 26)*		
Security deposits	*11,328,250*	*11,328,250*
Prepaid Expenses	*-*	*26,143,005*
*Advance to others **	*1,034,728,300*	*1,034,728,300*
**Includes ₹34,728,300 (31.03.2015: ₹34,728,300) advances to related party (refer note 26)*		
Total	***3,017,632,092***	***5,396,993,921***
14. Other non-current assets		
Unsecured, Considered good		
Margin money deposits with banks	*1,198,419,100*	*648,312,382*
Interest accrued but not due on margin money deposits	*80,902,347*	*23,250,345*
Interest accrued but not due on Loans and advances	*-*	*71,013,699*
Total	***1,279,321,447***	***742,576,426***

(in ₹)

	As at March 31, 2016	As at March 31, 2015
15.Inventories		
Stores and spares	4,615,522	-
Total	**4,615,522**	**-**
16.Cash and Bank Balances		
Cash and Cash equivalents		
Cash on hand	239,522	696,116
Balances with banks		
in current accounts	2,536,833,751	1,037,737,715
in deposits accounts with original maturity less than 3 months	1,100,000,000	-
Other Bank Balances		
Margin money deposits	119,119,650	-
In deposit accounts with original maturity more than 3 months	21,691,335	-
Balances held as security against other commitments	148,000,000	-
Note: Cash and Cash equivalents as above meet the definition of Cash and Cash equivalents as per Accounting Standard 3 "Cash Flow Statements".		
Total	**3,925,884,258**	**1,038,433,831**
17. Short term loan and advances		
Unsecured, Considered good		
Advances recoverable in cash or in kind	103,268,597	254,424
Employee advances	398,642	926,041
Pre-paid expenses	138,930,769	154,330,612
Balances with Government authorities-Service Tax	262,007	-
Total	**242,860,015**	**155,511,077**
18. Other current assets		
Unsecured, Considered good		
Interest accrued and due		
On advances *	101,227,675	462,890,897
*Includes ₹12,131,779 (31.03.2015: ₹462,890,897) receivable form related party (refer note 26)		
On deposits	8,612,765	911,250
Others *	5,736,960	-
*Includes ₹5,736,960 (31.03.2015: ₹nil) receivable form related party (refer note 26)		
Total	**115,577,400**	**463,802,147**

(in ₹)

	Year ended March 31, 2016	Year ended March 31, 2015
19. Other income		
Interest on advances	427,019,225	533,276,225
Interest from Banks on Deposits	85,046,272	95,388,435
Interest from Security Deposits	950,856	1,012,500
Interest from Banks on Margin money deposits	84,680,905	77,963,033
Miscellaneous Income	1,243,543	69,600
	598,940,801	707,709,793
Less : Income transferred to Pre-Operative Expenditure (refer note 24)	561,277,226	612,321,358
	37,663,575	**95,388,435**
20. Employee benefits expense		
Salaries and other benefits	263,912,445	115,780,257
Contribution to Provident fund	7,109,020	1,277,855
Gratuity Expense (refer note 25)	4,544,900	3,142,889
Staff welfare expenses	14,177,318	8,073,884
	289,743,683	128,274,885
Less : Expense transferred to Pre-Operative Expenditure (refer note 24)	288,015,481	127,070,141
	1,728,202	**1,204,744**
21. Finance costs		
Interest expense on		
Borrowings	6,986,528,242	4,417,071,214
Others		
Commission on bank guarantee	154,240,801	87,555,892
Bank and other financial charges	129,142,032	192,304,137
	7,269,911,075	4,696,931,243
Less : Expenses transferred to Pre-Operative Expenditure (refer note 24)	7,236,841,559	4,696,931,243
	33,069,516	-
22. Depreciation and amortisation expense		
Depreciation on tangible assets	13,382,372	5,282,388
Amortisation on intangible assets	5,186,193	1,185,931
	18,568,565	6,468,319
Less : Expenses transferred to Pre-Operative Expenditure (refer note 24)	18,568,565	6,468,319
	-	-
23. Other expenses		
Rent	1,271,333	513,295
Rates and taxes	6,350,620	4,365,252
Office maintenance	86,539,147	34,296,933
Travelling and conveyance	67,405,535	37,157,958
Postage, telegrams and telephones	6,858,264	2,833,993
Printing and stationery	2,202,869	2,176,728
Advertisements/Brochures	6,141,202	-
Insurance	141,291,684	76,721,056
Repairs and maintenance	307,816	299,623
Professional & Consultancy Charges	404,964,581	368,207,775
Auditors' Remuneration	3,363,537	3,289,620
Books , periodicals and subscriptions	3,300	15,898
Stamp papers	1,602,275	1,424,140
Filing fee	39,877	82,612
Business development expenses	2,225,297	2,451,425
Loss on Insurance claim	4,849,267	-
Loss on Sale/Scrap of Assets	-	244,516
Corporate social responsibility expenses*	87,278,154	111,698,531
Loss on foreign currency transaction and translation	31,865,495	148,108,829
Pre-commissioning Expenses	322,557,601	-
Miscellaneous expenses	498,337	2,932,862
	1,177,616,191	796,821,046
Less : Expenses transferred to Pre-Operative Expenditure (refer note 24)	954,421,302	787,763,998
	223,194,889	**9,057,048**

** Represent monies spent on need based assessment for the near by villages for the upliftment of poor section of the society such as Vocational trainings, community development activities and Income generating programme's etc.*

24.Expenses transferred to pre operative expenditure

Details of expenses transferred to pre operative expenditure under Capital work in progress (CWIP) during the year are as given below:

(in ₹)

Particulars	upto March 31, 2015	Regrouped during the Year	Incurred during the Year	upto March 31, 2016
A. Employee benefits expense				
Salaries and other benefits	434,846,104	(5,713,906)	262,257,330	691,389,528
Contribution to Provident fund	16,019,942	-	11,580,833	27,600,775
Staff welfare expenses	9,700,284	-	14,177,318	23,877,602
Total (A)	**460,566,330**	**(5,713,906)**	**288,015,481**	**742,867,905**
B. Finance cost				
Interest on Borrowings	8,051,431,128	-	6,953,458,726	15,004,889,854
Commission on bank guarantee	168,202,275	-	154,240,801	322,443,076
Bank and other financial charges	654,141,586	-	129,142,032	783,283,618
Total (B)	**8,873,774,989**	**-**	**7,236,841,559**	**16,110,616,548**
C. Depreciation and amortisation expenses				
Depreciation on tangible assets	7,821,923	-	13,382,372	21,204,295
Amortisation on intangible assets	2,726,082	-	5,186,193	7,912,275
Total (C)	**10,548,005**	**-**	**18,568,565**	**29,116,570**
D. Other expenses				
Rent	36,445,572	-	1,271,333	37,716,905
Rates and Taxes	14,213,365	(2,001,560)	6,350,620	18,562,425
Office Maintenance	71,701,072	-	86,539,147	158,240,219
Travelling and Conveyance	124,338,090	-	67,405,535	191,743,625
Postage, Telegrams and Telephones	16,719,720	-	6,858,264	23,577,984
Printing and Stationery	5,543,880	-	2,202,869	7,746,749
Insurance	219,042,435	-	141,291,684	360,334,119
Professional & Consultancy Charges	877,011,094	-	387,468,229	1,264,479,323
Auditors' Remuneration	126,853	-	1,876,037	2,002,890
Stamp papers	1,682,315	-	1,602,275	3,284,590
Filing fee	9,791,982	-	-	9,791,982
Business development expenses	23,864,817	-	-	23,864,817
Corporate Social Responsibility Expenses	384,264,741	-	87,278,154	471,542,895
Loss on foreign currency transaction and translation	140,364,441	-	31,865,495	172,229,936
Pre commissioning Expenses	-	-	132,411,660	132,411,660
Miscellaneous Expenses	3,441,069	-	-	3,441,069
Total (D)	**1,928,551,447**	**(2,001,560)**	**954,421,302**	**2,880,971,189**
Total E= (A+B+C+ D)	**11,273,440,771**	**(7,715,466)**	**8,497,846,907**	**19,763,572,212**
F. Other Income				
Dividend on Mutual Funds	19,961,897	-	-	19,961,897
Interest Income	710,455,578	-	561,277,226	1,271,732,804
Total (F)	**730,417,475**	**-**	**561,277,226**	**1,291,694,701**
Grand Total (E-F)	**10,543,023,296**	**(7,715,466)**	**7,936,569,681**	**18,471,877,511**

25 Employee Benefit plans

a. Defined contribution plan:

The Company makes Provident Fund contribution for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹11,101,110 (Year ended March 31, 2015: ₹ 4,420,744) for Provident Fund contributions in the Statement of Profit and Loss.

b. Defined benefit plan:

Liability for retiring gratuity as at March 31, 2016 is ₹9,080,000 (March 31, 2015: ₹4,951,610). The liability for gratuity has been actuarially determined and provided for in the books.

Disclosure in respect of gratuity as required under Accounting Standard 15 :

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Expenses recognized in Statement of Profit and Loss		
Current service cost	852,000	784,262
Interest cost	396,000	185,159
Net actuarial (gain)/loss recognised in the year	3,296,900	2,173,468
Net benefit expense	**4,544,900**	**3,142,889**
Benefit asset/liability		
Present value of defined benefit obligation	9,080,000	4,951,610
Net liability	**9,080,000**	**4,951,610**
The above liability classified as		
Non- current	**7,380,000**	**4,915,251**
Current	**1,700,000**	**36,359**
Change in present value of the defined benefit obligations		
Opening defined benefit obligation	4,951,610	2,314,488
Current service cost	852,000	784,262
Interest cost	396,000	185,159
Benefits paid	(416,510)	(505,767)
Actuarial (gains)/losses on obligation	3,296,900	2,173,468
Closing defined benefit obligation	**9,080,000**	**4,951,610**
Actuarial (gain)/loss recognized		
Actuarial (gain)/loss of obligation	3,296,900	2,173,468
Total (gain)/loss for the year	3,296,900	2,173,468
Actuarial (gain)/loss recognized	3,296,900	2,173,468
Assumptions for gratuity and Leave encashment		
Discount rate	8%	8%
Rate of increase in compensation levels	5%	5%
Expected average future service of employees (years)	28.00	25.02

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

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

SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)
Notes forming part of the financial statements

26. Related party transactions

a) Details of Related parties :

Name of the related parties	***Description of Relationship***
M/s Temasek Holdings (Private) Limited	*Ultimate Holding Company*
M/s. Sembcorp Industries Limited	*Penultimate Holding Company*
M/s. Sembcorp Utilities Pte Ltd (Holding company from March 15, 2016)	*Holding Company*
Mr. Atul Mohan Nargund (Chief Executive Officer May 5,2015)	*Key Management Personnel*
Mr. Kang Ban Hong (Chief Financial Officer till May 6, 2015)	
Mr. V. Rajaram Trivedi (Chief Financial Officer with effect from May 7, 2015)	
Mr. A. Narendra (Company Secretary)	
M/s. Sembcorp Utilities Pte Ltd (up to March 14, 2016)	*Enterprises owned or significantly influenced by key management personnel or their relatives*
M/s. NCC Limited (Ultimate Holding Company till March 15, 2016)	
M/s. NCC Infrastructure Holdings Limited (Holding Company till March 15, 2016)	
M/s. Sembcorp India Private Limited (formerly Sembcorp Utilities India Private Ltd)	
M/s. Gayatri Energy Ventures Private Limited	
M/s. Gayatri Projects Limited	
M/s. Thermal Powertech Corporation India Limited	
M/s. Capital Fortunes Private Limited.	
M/s. Deep Corporation Private Limited	

b) Details of related party transactions :

(in ₹)

Particulars	***Year Ended March 31, 2016***	***Year Ended March 31, 2015***
i) Allotment of Shares		
M/s. Sembcorp Utilities Pte Ltd	*-*	*1,167,474,870*
ii) Share application money refunded		
M/s. NCC Infrastructure Holdings Limited	*32*	*-*
M/s. Gayatri Energy Ventures Private Limited	*5*	*-*
iii) Debenture application money received		
M/s. Sembcorp Utilities Pte Ltd	*5,900,000,000*	*6,810,000,000*
iv) Allotment of Debentures		
M/s. Sembcorp Utilities Pte Ltd	*5,900,000,000*	*6,810,000,000*
v) Mobilisation/Capital /Other Advances paid		
M/s. NCC Limited	*100,000,000*	*-*
M/s. Gayatri Projects Limited	*105,000,000*	*107,092,857*
vi) Mobilisation/Capital Advances recovered/adjusted		
M/s. NCC Limited	*2,448,284,442*	*4,686,008,887*
M/s. Gayatri Projects Limited	*188,354,072*	*426,027,813*
vii) Retention Money released		
M/s. NCC Limited	*-*	*702,800,000*
M/s. Gayatri Projects Limited	*93,638,688*	*-*
viii) Retention Money recovered		
M/s. NCC Limited	*1,230,726,339*	*3,112,704,642*
M/s. Gayatri Projects Limited	*49,824,048*	*93,672,119*
ix) Project works executed		
M/s. NCC Limited	*10,500,191,668*	*31,091,225,796*
M/s. Gayatri Projects Limited	*1,054,233,457*	*1,915,656,472*

SEMBCORP GAYATRI POWER LIMITED (formerly NCC Power Projects Limited)

Notes forming part of the financial statements

26. Related party transactions

b) Details of related party transactions: ***(in ₹)***

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
x) Interest Income on Advances		
M/s. NCC Limited	406,964,430	462,262,526
xi) Interest Income on Advances- Realised		
M/s. NCC Limited	817,027,103	-
xii) Remuneration to key management personnel		
Mr. V. Rajaram Trivedi	4,969,548	-
Mr. A. Narendra	2,972,251	2,173,265
xiii) Reimbursement of expenses to		
M/s. NCC Limited	6,078,707	210,220
M/s. Thermal Powertech Corporation India Limited	197,955	141,212
M/s. Sembcorp Utilities Pte Ltd	10,932,942	1,963,427
M/s. Gayatri Projects Limited	14,562,355	10,664,564
M/s. Gayatri Energy Ventures Private Limited	1,630,200	4,320,000
xiv) Services received		
M/s. Sembcorp India Private Limited	212,832,750	195,113,622
M/s. Sembcorp Utilities Pte Ltd	27,969,747	-
M/s. Capital Fortunes Private Limited.	40,730,148	70,086,308
xv) Purchase of Land		
M/s. Thermal Powertech Corporation India Limited	-	44,305,072
xvi)Rent Paid		
M/s. Deep Corporation Private Limited	-	269,462
xvii) Reimbursement of expenses from		
M/s. NCC Infrastructure Holdings Limited	5,736,960	-

Balance as at year end	As at March 31, 2016	As at March 31,2015
Application money received for allotment of securities and due for refund		
M/s. NCC Infrastructure Holdings Limited	-	32
M/s. Gayatri Energy Ventures Private Limited	-	5
Fully and Compulsorily Convertible Debentures		
M/s. Sembcorp Utilities Pte Ltd	12,710,000,000	6,810,000,000
Capital Advances		
M/s. NCC Limited	1,804,606,512	4,152,890,954
M/s. Gayatri Projects Limited	86,502,789	169,856,861
Other Advances		
M/s. Gayatri Projects Limited	34,728,300	34,728,300
Payables for Capital Works & others		
M/s. NCC Limited	497,051,900	2,358,431,713
M/s. Gayatri Projects Limited	3,816,595	81,114,108
M/s. Capital Fortunes Private Limited.	-	5,486,982
M/s. Sembcorp Utilities Pte Ltd	5,546,500	1,514,379
M/s. Sembcorp India Private Limited	748,289	-
Retention monies payable		
M/s. NCC Limited	5,362,002,343	4,131,276,004
M/s. Gayatri Projects Limited	98,653,819	142,468,459
Interest Receivable		
M/s. NCC Limited	12,131,779	462,890,897
Other Receivable		
M/s. NCC Infrastructure Holdings Limited	5,736,960	-

27. Earnings per share (EPS)

	Year Ended March 31, 2016	***Year Ended March 31, 2015***
Net Loss after tax(₹)	*(427,610,464)*	*(154,786,977)*
Weighted average number of equity shares for Basic EPS (No's)	*1,605,277,940*	*1,593,123,407*
Weighted average number of equity shares for Diluted EPS (No's)	*2,609,157,721*	*1,734,637,747*
Face Value per share(₹)	*10.00*	*10.00*
Basic EPS (₹)	*(0.27)*	*(0.10)*
*Diluted EPS(₹)**	*(0.27)*	*(0.10)*

** The effect of dilution on account fully and compulsorily convertible debentures being anti-dilutive, "Diluted EPS" is restricted to "Basic EPS" .*

28.Contingent liabilities and commitments(not provided for)

(in ₹)

	Particulars	***As at March 31, 2016***	***As at March 31, 2015***
a)	***Pending litigations:***		
	i) Claims against the company not acknowledged as debt: *Company is contesting legal cases in the local courts against the claims made on certain portion of the project lands, under dispute.*	*Amount Not ascertainable*	*Amount Not ascertainable*
	ii) Disputed Income tax liability for the assessment year 2012-13, against which company preferred appeal.	*23,755,492*	*23,755,492*
	iii) The Company is in receipt of notice from Regional Vigilance and 'Enforcement Office, Nellore for payment of Rs 670,000,000 towards insufficient stamp duty on Agreement of construction contract, which has been disputed by the Company before the District Registrar, Gudur at the behest of its Contractor NCC Limited. Based on the NCCL Warranty and Indemnity agreement dated 1 February, 2014 entered between the Company, NCC Limited and other counterparts, the liability, if any arising on account of dispute, would be to the account of NCC Limited. Accordingly, there would not be any impact on the financial position of the Company.	-	-
b)	***Bank Guarantees*** *The company had received provisional mega power project status on 24th April'2012. Company availed the benefit of exemption from payment of Customs and Excise duty on procurement of equipment for project by furnishing security in the form of Bank Guarantees for an amount equivalent of duties. In case of non fulfillment of conditions stipulated for mega power status company may make payment for the benefits availed.*	*8,171,692,795*	*6,693,417,132*
c)	***Commitments :***		
	The estimated amount of contracts remaining to be executed on capital account (net of Contractual advances)	*3,106,172,874*	*16,200,859,697*
	Other commitments (Insurance)	-	*43,186,421*

29 *Disclosure requirement under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006*

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at year end together with interest paid/payable as required under the said Act, have not been given.

30 *Auditors' remuneration (including Service tax)* ***(in ₹)***

	Year Ended March 31, 2016	Year Ended March 31, 2015
Fee for		
Statutory Audit	801,500	786,520
Limited review	686,000	674,160
Certification and other services	1,876,037	1,828,940
	3,363,537	**3,289,620**

31 *Derivative instruments*

The year end foreign currency exposures, that have not been hedged by a derivative instrument or otherwise, are given

	As at March 31, 2016			As at March 31, 2015		
	UK Pound Equivalent	US Dollar Equivalent	INR Equivalent	UK Pound Equivalent	US Dollar Equivalent	INR Equivalent
Foreign Letter of Credit on suppliers	-	4,385,273	290,875,178	-	33,212,784	2,078,814,745
Payable towards Capital works	31,900	1,084,064	74,939,246	-	13,300,919	832,515,174

32 *Value of Imports Calculated on CIF basis* ***(in ₹)***

	Year Ended March 31, 2016	Year Ended March 31, 2015
Capital goods	2,541,805,631	27,866,189,177

33 *Expenditure in Foreign Currency* ***(in ₹)***

	Year Ended March 31, 2016	Year Ended March 31, 2015
Professional and Consultancy Fee	38,902,689	174,243
Travelling Expenses	11,648,814	6,522,474

34 *Note 13 includes ₹1,000,000,000 paid to Krishnapatnam Port Company Limited (KPCL) as Mobilisation Advance to facilitate early commissioning of the port facility. The said advance shall carry a simple interest of 12% per annum which shall accrue from the date of receipt of the last installment by KPCL till commercial operation date of the facility. The said advance shall be adjusted against port services dues/facility charges/charges payable to KPCL @ Rs.100/- per MT of Coal handled till the entire mobilisation advance and interest accrued is adjusted.*

35 *Figures of previous year have been regrouped/reclassified wherever necessary to conform to the current years classification/disclosures.*

In terms of our report attached

For M.BHASKARA RAO & CO
Chartered Accountants

V K Muralidhar
Partner

Place: Hyderabad
Date: May 19, 2016

For DELOITTE HASKINS & SELLS
Chartered Accountants

M Ramachandran
Partner

Place: Kochi
Date: May 19, 2016

For and on behalf of the Board of Directors

Atul Mohan Nargund
Managing Director
DIN:05135381
Place: Hyderabad

T.V. Sandeep Kumar Reddy
Vice Chairman
DIN:00005573
Place: Singapore

Rajaram V Trivedi
Chief Financial Officer
Place: Hyderabad

A. Narendra
Company Secretary
Place: Singapore

Date: May 19, 2016

Independent Auditor's Report

To the Board of Directors of Sembcorp Green Infra Limited

Report on the Special Purpose Interim Condensed Consolidated Financial Statements

At your request, as per the terms of our engagement letter dated 14 December 2017, we have audited the accompanying Special Purpose Interim Condensed Consolidated Ind AS Financial Statements of Sembcorp Green Infra Limited ("the Holding Company"), its subsidiaries (collectively referred to as "the Company" or "the Group") and its associates, which comprise the Special Purpose Interim Condensed Consolidated Balance Sheet as at 30 September 2017, the Special Purpose Interim Condensed Consolidated Statement of Profit and Loss,the Special Purpose Interim Condensed Consolidated Cash Flow Statement and the Special Purpose Interim Condensed Consolidated Statement of Changes in Equity for the six months period then ended and a summary of significant accounting policies and other explanatory information (collectively referred to as the "Special Purpose Interim Condensed Consolidated Financial Statements" or "Financial Statements").

Management's responsibility for the Special Purpose Interim Condensed Consolidated Financial Statements

The Company's Board of Directors is responsible with respect to the preparation and presentation of the accompanying Special Purpose Interim Condensed Consolidated Financial Statements in accordance with the basis of accounting described in Note 2 therein. This responsibility also includes maintenance of internal controls relevant to preparation and presentation of the Special Purpose Interim Condensed Consolidated Financial Statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these Special Purpose Interim Condensed Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India (ICAI). Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Special Purpose Interim Condensed 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 Special Purpose Interim Condensed Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Special Purpose Interim Condensed Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the Special Purpose Interim Condensed Consolidated Financial Statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Special Purpose Interim Condensed Consolidated Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Special Purpose Interim Condensed Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Interim Condensed Consolidated Financial Statements as at and for the six months period ended 30 September 2017 are prepared in all material respects, in accordance with the basis of accounting described in Note 2 to the accompanying Special Purpose Interim Condensed Consolidated Financial Statements.

Emphasis of Matter

We draw attention to the Note 2(a) to the accompanying Special Purpose Interim Condensed Consolidated Financial Statements, which describes the basis of accounting and presentation and further states that the comparative financial information has not been included in these financial statements. Only a complete set of financial statements together with comparative financial information can provide a fair presentation of the state of affairs (financial position) of the Company, profit (financial performance including other comprehensive income), cash flows and the changes in equity. Our opinion is not modified in respect of this matter.

Other Matters

The Special Purpose Interim Condensed Consolidated Financial Statements also include the Group's share of net profit of Rs. Nil for the period ended 30 September 2017, as considered in the financial statements, in respect of three associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management of the Holding Company and our opinion on the Special Purpose Interim Condensed Consolidated 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 Special Purpose Interim Condensed Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the financial statements / financial information certified by the management.

Restriction on use

This audit is conducted at the request of the Board of Directors of the Group for the purpose of inclusion in the document to be filed with the Securities and Exchange Board of India (“SEBI”) in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Thermal Powertech Corporation India Limited (fellow subsidiary of the Company). This report is not to be used, referred to or distributed for any other purpose without our prior written consent.

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

Partner
Membership No.: 094549

Place : Gurugram
Date : 12 February 2018

SEMBCORP GREEN INFRA LIMITED
(Formerly known as Green Infra Limited)
(All amounts are in Rs. lakhs, except for share data, and if otherwise stated)

Special Purpose Interim Condensed Consolidated Balance Sheet as at September 30, 2017

Particulars	September 30, 2017
ASSETS	
Non-current assets	
Property, plant and equipment	481,123.25
Capital work-in-progress	4,476.51
Other intangible assets	298.37
Financial assets	
Trade receivables	511.03
Derivative assets	3,211.03
Other financial assets	381.80
Non-current tax assets	1,781.25
Other non-current assets	45,361.53
Total non-current assets	**537,144.77**
Current assets	
Financial assets	
Investments	25,569.75
Trade receivables	32,303.00
Cash and cash equivalents	13,651.12
Bank balances other than cash and cash equivalents	27,752.73
Other financial assets	15,539.32
Other current assets	1,507.20
Total current assets	**116,323.12**
Total assets	**653,467.89**
EQUITY AND LIABILITIES	
Equity	
Equity share capital	28,539.52
Other equity	182,297.47
Non-controlling interests	2,874.09
Total equity	**213,711.08**
Non-current liabilities	
Financial liabilities	
Long-term borrowings	344,948.24
Derivative liabilities	144.91
Provisions	2,916.32
Deferred tax liabilities	5,592.45
Other non-current liabilities	10,123.15
Total non-current liabilities	**363,725.07**
Current liabilities	
Financial liabilities	
Short-term borrowings	32,800.88
Trade payables	2,467.69
Other financial liabilities	36,589.87
Other current liabilities	1,040.60
Provisions	75.49
Current tax liabilities	3,057.21
Total current liabilities	**76,031.74**
Total liabilities	**439,756.81**
Total equity and liabilities	**653,467.89**

The explanatory notes form an integral part of the Special Purpose Interim Condensed Consolidated Financial Statements

As per our report on Special Purpose Interim Condensed Consolidated Financial Statements of even date attached

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

Rajiv Goyal
Partner
Membership No.: 094549

Place: Gurugram
Date: 12 February 2018

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

Sunil Gupta
Director
DIN: 07095152
Place: Singapore
Date: 7 February 2018

Subrat Das
Chief Financial Officer
PAN: AHOPD4855F
Place: Gurugram
Date: 7 February 2018

Aanshik Kumar Deore
Company Secretary
Membership No.: A28973
Place: Gurugram
Date: 7 February 2018

SEMBCORP GREEN INFRA LIMITED
(Formerly known as Green Infra Limited)
(All amounts are in Rs. lakhs, except for share data, and if otherwise stated)

Special Purpose Interim Condensed Consolidated Statement of Profit and Loss for the six months period ended September 30, 2017

Particulars	For the six months ended September 30, 2017
Income	
Revenue from operations	61,913.02
Other income	1,980.69
Total income	**63,893.71**
Expenses	
Transmission charges	598.70
Employee benefits expense	1,131.46
Finance costs	19,987.93
Depreciation and amortisation expenses	17,522.30
Operating and other expenses	8,021.41
Total expenses	**47,261.80**
Profit before tax	**16,631.91**
Tax expense	
Current tax expense	3,821.95
Deferred tax charge	3,653.60
Total tax expense	**7,475.55**
Profit for the period	**9,156.36**
Other comprehensive income	
Items that will not be reclassified to profit or loss	
Actuarial loss on employee benefits obligations	(31.96)
Income tax effect on above items	10.57
Other comprehensive income (net of tax) that will not to be reclassified to profit or loss	**(21.39)**
Total comprehensive income for the period	**9,134.97**
Attributable to:	
Shareholders of the Company	8,119.03
Non-controlling interests	1,015.94
	9,134.97
Profit for the period attributable to	
Shareholders of the Company	8,139.98
Non-controlling interests	1,016.38
	9,156.36
Other comprehensive income attributable to	
Shareholders of the Company	(20.95)
Non-controlling interests	(0.44)
	(21.39)
Earnings per share	
(Nominal value of shares Rs. 10 per share)	
Basic and diluted earnings per share (Rs.) (refer note 13)	**3.30**

The explanatory notes form an integral part of the Special Purpose Interim Condensed Consolidated Financial Statements

As per our report on Special Purpose Interim Condensed Consolidated Financial Statements of even date attached

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

Rajiv Goyal
Partner
Membership No.: 094549

Place: Gurugram
Date: 12 February 2018

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

Sunil Gupta
Director
DIN: 07095152
Place: Singapore
Date: 7 February 2018

Subrat Das
Chief Financial Officer
PAN: AHOPD4855F
Place: Gurugram
Date: 7 February 2018

Aanshik Kumar Deore
Company Secretary
Membership No.: A28973
Place: Gurugram
Date: 7 February 2018

SEMBCORP GREEN INFRA LIMITED
(Formerly known as Green Infra Limited)
(All amounts are in Rs. lakhs, except for share data, and if otherwise stated)

Special Purpose Interim Condensed Consolidated Cash Flow Statement for the six months period ended September 30, 2017

Particulars	**For the six months ended September 30, 2017**
Cash flow from operating activities	
Profit before tax	**16,631.91**
Adjustments to reconcile profit before tax to net cash flows	
- Depreciation and amortisation expense	17,522.30
- Net loss on disposal of property, plant and equipment	10.92
- Net gain on foreign exchange fluctuations	(0.20)
- Provision for expected credit loss	1,115.84
- Impairment of capital work-in-progress (refer note 8)	995.33
- Net loss on fair valuation of derivative contracts	78.83
- Finance costs	19,903.76
- Net gain on fair value changes classified as FVTPL - other financial assets	(79.79)
- Interest income	(967.65)
- Net gain on fair value changes classified as FVTPL - mutual funds	(786.58)
Operating profit before working capital changes	**54,424.67**
Movements in working capital:	
- (Increase) in other financial assets	(1,961.79)
- (Increase) in trade receivables	(11,138.18)
- Decrease in other current assets	224.82
- Increase in trade payables	362.04
- (Decrease) in other financial liabilities	(2,777.35)
- Increase in other liabilities	311.17
- Increase in provisions	67.02
Cash generated from operating activities	39,512.40
Income tax paid (net of refunds)	1,562.18
Net cash flow from operating activities (a)	**41,074.58**
Cash flow from investing activities	
Purchase of mutual funds	(53,058.02)
Proceeds from sale of mutual funds	51,873.00
Investment in bank deposits	(19,182.34)
Proceeds from bank deposits matured	5,733.62
Interest income received	650.31
Purchase of property, plant and equipment (including capital work-in-progress)	(65,423.56)
Purchase of shares of subsidiaries	(4.32)
Sale of shares of subsidiaries	2.12
Net cash used in investing activities (b)	**(79,409.19)**

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SEMBCORP GREEN INFRA LIMITED
(Formerly known as Green Infra Limited)
(All amounts are in Rs. lakhs, unless otherwise stated)

Special Purpose Interim Condensed Consolidated Cash Flow Statement for the six months period ended September 30, 2017 (Contd..)

Particulars	For the six months ended September 30, 2017
Cash flows from financing activities	
Finance costs paid	(20,224.41)
Proceeds from issue of share capital (including securities premium)	10,000.00
Proceeds from issue of share capital to non-controlling interest	9.50
Proceeds from long-term borrowings	47,988.55
Repayment of long-term borrowings	(20,245.29)
Proceeds of short-term borrowings	34,613.50
Repayment of short-term borrowings	(36,176.50)
Payment for expenses incurred in relation to issuance of shares	(10.00)
Net cash flow from financing activities (c)	**15,955.35**
Net (decrease) in cash and cash equivalents (a+b+c)	(22,379.26)
Cash and cash equivalents at the beginning of the period	36,030.38
Cash and cash equivalents at the end of the period	**13,651.12**
Components of cash and cash equivalents	
Balance with scheduled banks :	
- On current accounts	2,308.03
- Cheques in hand	786.34
- On deposits with original maturity of three months or less	10,556.75
	13,651.12

The explanatory notes form an integral part of the Special Purpose Interim Condensed Consolidated Financial Statements

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SEMBCORP GREEN INFRA LIMITED
(Formerly known as Green Infra Limited)
(All amounts are in Rs. lakhs, except for share data, and if otherwise stated)

Special Purpose Interim Condensed Consolidated Statement of Changes in Equity for the six months period ended September 30, 2017

(a) Equity share capital

Particulars	**Number**	**Amount**
Equity shares		
Balance as at March 31, 2017	273,933,871	27,393.39
Changes in equity share capital during the period	11,461,316	1,146.13
Balance as at September 30, 2017	285,395,187	28,539.52

(b) Other equity

Particulars	**Reserves and surplus**							**Other items of 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**	**General reserve**	**Non-controlling interest reserve**					
Balance as at March 31, 2017	**11,215.77**	**152,961.48**	**10.10**	**1,250.00**	**740.04**	**8.22**	**(843.35)**	**(32.37)**	**165,309.89**	**1,875.53**	**167,185.42**
Securities premium received on equity shares issued	-	8,853.87	-	-	-	-	-	-	**8,853.87**	-	**8,853.87**
Expenses incurred in relation to issue of equity shares	-	(10.00)	-	-	-	-	-	-	**(10.00)**	-	**(10.00)**
Sale of stake in subsidiaries	-	-	-	-	-	-	-	-	-	7.30	**7.30**
Gain/(loss) on account of change in group structure	-	-	-	-	-	24.68	-	-	**24.68**	(24.68)	**-**
Profit for the period	-	-	-	-	-	-	8,139.98	-	**8,139.98**	1,016.38	**9,156.36**
Actuarial loss on employment benefit obligations	-	-	-	-	-	-	-	(20.95)	**(20.95)**	(0.44)	**(21.39)**
Balance as at September 30, 2017	**11,215.77**	**161,805.35**	**10.10**	**1,250.00**	**740.04**	**32.90**	**7,296.63**	**(53.32)**	**182,297.47**	**2,874.09**	**185,171.56**

The explanatory notes form an integral part of the Special Purpose Interim Condensed Consolidated Financial Statements

As per our report on Special Purpose Interim Condensed Consolidated Financial Statements of even date attached

For **B S R & Co. LLP**
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For and on behalf of the Board of Directors of
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Aanshik Kumar Deore
Company Secretary
Membership No.: A28973

Place: Gurugram
Date: 7 February 2018

(All amounts are in Rs. Lakhs, except for share data, and if otherwise stated)

1. Corporate information

Sembcorp Green Infra Limited (formerly known as 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, Gurgaon. The Group has been promoted with an objective to invest in, acquire, develop and operate a range of renewable energy projects in the wind, solar and small hydro verticals. The Group owns and operates various renewable energy projects with a combined installed capacity of 892.45 MW in wind verticals and 35.00 MW in solar verticals. These projects are intended to sell the power generated under long term Power Purchase Agreements to State Electricity Boards and Group Captive Users.

Subsidiaries which comprise operational renewable energy plants as at September 30, 2017 are as follows:

Name of entity	Project location (State(s))	Power Purchase Agreement with	Operational capacity
Green Infra Wind Energy Limited (GIWEL)	Maharashtra, Karnataka, Gujarat and 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 and Group captive users	104.0 MW wind projects
Green Infra Wind Farms Limited (GIWFL)	Tamil Nadu	Group captive users	24.0 MW wind projects
Green Infra Wind Power Projects Limited (GIWPPL)	Tamil Nadu	Group captive users	24.0 MW wind projects
Green Infra Wind Generation Limited (GIWGL)	Tamil Nadu	Group captive users	25.5 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
Green Infra Wind Energy Asset Limited (GIWEAL)	Rajasthan	State electricity board	15.0 MW wind projects
Green Infra Wind Farm Assets Limited (GIWFAL)	Rajasthan	State electricity board	45.0 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 BTV Limited (GIBTVL)	Tamil Nadu	State electricity board and 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
Mulanur Renewable Energy Private Limited (MREPL)	Tamil Nadu	Group captive users	25.5 MW wind projects
Green Infra Wind Solutions Limited (GIWSL)	Andhra Pradesh	State electricity board	49.5 MW wind projects

2. Basis of preparation of financial statements

a) Statement of compliance

The Company's management had previously issued its audited financial statements for the year ended March 31, 2017 on September 18, 2017 that were prepared in accordance with the accounting principles generally accepted in India, including the 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 Company's management has prepared the Special Purpose Interim Condensed Consolidated Financial Statements which comprise the Special Purpose Interim Condensed Consolidated Balance Sheet as at September 30, 2017, the Special Purpose Interim Condensed Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Special Purpose Interim Condensed Consolidated Cash Flow Statement and the Special Purpose Interim Condensed Consolidated Statement of Changes in Equity for the six months period ended September 30, 2017 and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as 'Special Purpose Interim Condensed Consolidated Financial Statements' or 'Financial Statements').

These Special Purpose Interim Condensed Consolidated Financial Statements have been prepared in accordance with the recognition and measurement principles of Ind AS prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016, and accordingly, all the disclosures as required under Ind AS have not been furnished in these Consolidated Financial Statements. These Special Purpose Interim Condensed Consolidated Financial Statements are prepared for the purpose of inclusion in the document to be filed with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Thermal Powertech Corporation India Limited (fellow subsidiary of the Company). Only a complete set of consolidated financial statements together with comparative financial information can provide a fair presentation of the state of affairs (financial position) of the Company, profit (financial performance including other comprehensive income), cash flows and the changes in equity. The Company has followed the same accounting policies in preparation of these financial statements as those followed in preparation of the consolidated financial statements as at and for the year ended March 31, 2017.

The financial statements do not include all of the information required for a complete set of Ind AS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual financial statements.

The financial statements were authorised for issue by the Company's Board of Directors on February 2, 2018.

b) Basis of consolidation

The Group consolidates entities which it owns or controls. The Special Purpose Interim Condensed Consolidated Financial Statements comprise the financial statements of the Company, its subsidiaries and its associates. 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 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 Special Purpose Interim Condensed 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.

c) Functional and presentational currency

The Special Purpose Interim Condensed Consolidated Financial Statements are presented in Indian Rupees (‘Rs.’ or ‘INR’) which is also the Group's functional currency. All amounts have been rounded off to the nearest lakhs of rupees (upto two decimals), except where otherwise indicated.

d) Basis of measurement

The Special Purpose Interim Condensed 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 preference shares, debentures, mutual funds;
- Derivatives instruments i.e. cross currency swap, interest rate swaps and options
- Net defined benefit assets/liabilities;

e) Use of estimates and judgments

The preparation of the Special Purpose Interim Condensed 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 Special Purpose Interim Condensed Consolidated Financial Statements and reported amounts of revenues and expenses during the period. 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.

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 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 reporting period 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 supply of power and 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 incentives

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 delivery 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) Finance costs

Finance costs comprise interest expense on borrowings, and accretion of interest on site restoration obligation. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in the Special Purpose Interim Condensed Consolidated Statement of Profit and Loss.

Borrowing costs are capitalised since the property, plant and equipment takes a substantial period of time to get ready for its intended use.

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.

d) Lease payments

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 Special Purpose Interim Condensed 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

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 tax rates and tax laws used to compute the amount are those that are enacted as at the reporting date.

Current income tax relating to items recognised outside profit or loss (either in other comprehensive income (OCI) or in equity). 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 (MAT) paid during the period is charged to the Special Purpose Interim Condensed 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 Special Purpose Interim Condensed 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.

At each reporting date, the Group 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 tax liabilities 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 are recognised in correlation to the underlying transaction either in OCI or directly in equity.

f) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment loss, 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. 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 tax credits, if applicable) 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 Special Purpose Interim Condensed Consolidated Statement of Profit and Loss within other income or other expense respectively.

(All amounts are in Rs. Lakhs, except for share data, and if otherwise stated)

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 Special Purpose Interim Condensed 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 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 equally over next 13 years) by the Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2012 whereas applicable. Depreciation is provided at a rate such that 90% of the gross block is depreciated over 25 year life of assets.

Depreciation on renewable energy projects under competitive bidding are provided on written down value (WDV) method using the rates arrived at based on the useful lives estimated by the management. Depreciation is provided at a rate such that 95% of the gross block is depreciated over 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 equipments)	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. 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 Special Purpose Interim Condensed Consolidated Statement of Profit and Loss. 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 Special Purpose Interim Condensed 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 accumulated impairment loss, if any. 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 closing 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 Special Purpose Interim Condensed Consolidated Statement of Profit and Loss in the period in which they arise.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Special Purpose Interim Condensed Consolidated Statement of Profit and Loss, within finance cost. All other foreign exchange gains and losses are presented in the Special Purpose Interim Condensed Consolidated Statement of Profit and Loss on net basis.

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.

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 Group recognises financial assets and financial liabilities when it becomes party to the contractual provisions 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) Subsequent recognition

a. Non- derivative financial instruments

1. Financial assets carried at amortised cost

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.

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.

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 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 foreign exchange rates on foreign currency exposures. The counterparty for these contracts is bank. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised in the Special Purpose Interim Condensed 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 Special Purpose Interim Condensed 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.

(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 Special Purpose Interim Condensed 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 Special Purpose Interim Condensed 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 period.

(v) 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 are initially measured at fair value. Trade and other receivables, unbilled revenue, security deposits, etc. are measured at amortised cost.

The Group follows 'simplified approach' for recognition of impairment loss allowance for trade receivables including 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.

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 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 Special Purpose Interim Condensed 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 Special Purpose Interim Condensed 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 Special Purpose Interim Condensed Consolidated Statement of Profit and Loss as employee benefit expenses. Re-measurements recognised in Other Comprehensive Income will not be reclassified to the Special Purpose Interim Condensed Consolidated Statement of Profit and Loss, and hence, it is treated as part of retained earnings in the Special Purpose Interim Condensed 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 Special Purpose Interim Condensed 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.

k) 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 Special Purpose Interim Condensed Consolidated Cash Flow Statement.

l) 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.

m) 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 Special Purpose Interim Condensed Consolidated Statement of Profit and Loss. Goodwill is measured at cost less accumulated impairment losses.

n) 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.

o) 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 Special Purpose Interim Condensed 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 Special Purpose Interim Condensed 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.

p) 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.

q) 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.

r) 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.

s) Special Purpose Interim Condensed Consolidated 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 amounts are in Rs. Lakhs, except for share data, and if otherwise stated)

4. 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 and voting power as at September 30, 2017
1	Green Infra Wind Energy Limited (GIWEL) (a)	June 6, 2005	India	100%
2	Green Infra Corporate Solar Limited (GICSL)	September 12, 2011	India	100%
3	Green Infra Wind Power Generation Limited (GIWPGL)	July 4, 2011	India	67.31%
4	Green Infra Wind Ventures Limited (GIWVL)	December 28, 2010	India	100%
5	Green Infra Wind Assets Limited (GIWAL)	October 14, 2008	India	100%
6	Green Infra Wind Farms Limited (GIWFL)	October 14, 2008	India	60.93%
7	Green Infra Wind Power Projects Limited (GIWPPL)	July 4, 2011	India	69.06%
8	Green Infra Wind Generation Limited (GIWGL)	July 4, 2011	India	70.55%
9	Green Infra Solar Energy Limited (GISEL)	April 29, 2010	India	100%
10	Green Infra Solar Farms Limited (GISFL)	April 29, 2010	India	100%
11	Green Infra Solar Projects Limited (GISPL)	September 12, 2011	India	100%
12	Green Infra Wind Energy Asset Limited (GIWEAL) *(b)*	September 14, 2011	India	100%
13	Green Infra Wind Farm Assets Limited (GIWFAL) *(b)*	September 14, 2011	India	100%
14	Green Infra Wind Power Limited (GIWPL) *(b)*	May 3, 2010	India	100%
15	Green Infra Corporate Wind Limited (GICWL) *(b)*	October 14, 2008	India	100%
16	Green Infra Wind Energy Project Limited (GIWEPL) *(b)*	July 4, 2011	India	100%
17	Green Infra Wind Limited (GIWL)	February 23, 2011	India	100%
18	Green Infra BTV Limited (GIBTVL)	September 1, 2008	India	90.46%
19	Green Infra Wind Energy Theni Limited (GIWEthL) *(c)*	January 6, 2011	India	73.02%
20	Green Infra Wind Power Theni Limited (GIWPthL) *(c)*	January 6, 2011	India	73.21%
21	Mulanur Renewable Energy Private Limited (MREPL)	January 29, 2016	India	70%
22	Green Infra Wind Technology Limited (GIWTL)	May 22, 2012	India	100%
23	Green Infra Wind Solutions Limited (GIWSL)	May 22, 2012	India	100%
24	Green Infra Clean Wind Energy Limited (GICWEL)	July 24, 2012	India	100%
25	Green Infra Renewable Energy Limited (GIREL)	March 2, 2017	India	99%
26	Green Infra Wind Techno Solutions Limited (GIWTSL)	May 21, 2012	India	(d)

(a) Investment in ownership in subsidiary GIWEL is 15.22% held by GIWAL.
(b) Interests in ownership in subsidiaries are through another wholly owned subsidiary GIWVL.
(c) Interest in ownership in said subsidiaries are through another subsidiary GIBTVL.
(d) The subsidiary filed an application dated June 6, 2017, before Registrar of Companies for closure under Fast Track Exit scheme. Accordingly, the entity has been declassified from above list of subsidiaries.

B. Associates

S. No.	Name of entity	Date of Incorporation	Country of Incorporation	% of ownership and voting power as at September 30, 2017
1	Green Kurpan Power Private Limited (GKPPL) *(a)*	December 20, 2007	India	49%
2	Green Mountain Hydro Power Private Limited (GMHPPL) *(a)*	December 20, 2007	India	49%
3	Hurla Valley Power Private Limited (HVPPL) *(a)*	December 20, 2007	India	49%

(a) The Associates have filed an application dated January 19, 2018, before Registrar of Companies for closure under Fast Track Exit scheme. Accordingly, the entity has been declassified from above list of associates. Also, refer note 8.

5. Segment reporting

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.

6. Contingent liabilities and capital commitments

A. Contingent liabilities

Particulars	September 30, 2017
Income tax demand	
- For Assessment Year 2009-10 (refer sub note a)	2,171.17
- For Assessment Year 2010-11 (refer sub note b)	6,938.90
- For Assessment Year 2011-12 (refer sub note c)	6,718.87
- For Assessment Year 2012-13 (refer sub note d)	2,699.41

a. During Assessment Year 2009-10 (Financial Year 2008-09), the Company issued shares at a premium and credited Rs. 4,797.10 lakhs 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. 252.34 lakhs on account that the Company did not commence its business in the relevant assessment year. A demand of Rs. 2,171.17 lakhs was raised, out of which Rs. 500.00 lakhs was deposited by the Company in terms of the stay order issued by Commissioner of Income Tax (Appeals) (CIT-Appeals), while Rs. 73.76 lakhs 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. The Income tax department has adjusted the tax deposited under protest amounting to Rs. 573.76 lakhs and interest of Rs. 92.39 lakhs against the tax demand for Assessment Year 2012-13. Subsequently, Income tax department has filed an appeal before Bombay High Court against the orders of ITAT, which is admitted for hearing by the Hon'ble High Court, which is currently pending for disposal.

b. During Assessment Year 2010-11 (Financial Year 2009-10), the Company issued shares at a premium and credited Rs. 15,321.13 lakhs 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. 62.32 lakhs and a total demand for Rs. 6,944.12 lakhs was raised which was later revised to Rs. 6,938.90 lakhs. The Company had deposited Rs. 302.41 lakhs 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. 302.41 lakhs and interest of Rs. 29.02 lakhs against the tax demand for Assessment Year 2012-13. Income tax department had filed an appeal before ITAT against the orders of CIT-Appeals, which has been subsequently decided in favour of the company. Since the Income tax department has time to file an appeal before the Hon'ble High Court against the order of ITAT, hence the same has been disclosed as contingent liability.

c. During Assessment Year 2011-12 (Financial Year 2010-11), the Company issued shares on premium and credited Rs. 15,126.78 lakhs 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. 96.67 lakhs and a total demand for Rs. 6,718.87 lakhs has been raised. 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. Income tax department has filed an appeal before ITAT 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. 6,398.16 lakhs 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. 3.95 lakhs and a total demand for Rs. 2,699.41 lakhs, has been raised in March 2015. An advance tax amounting to Rs. 120.98 lakhs 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. 199.63 lakhs (interest of Rs. 30.45 lakhs thereon) and Rs. 170.68 lakhs (interest of Rs. 22.91 lakhs thereon) pertaining to Assessment Year 2013-14 and Assessment Year 2014-15 respectively against the tax demand for Assessment Year 2012-13. 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. Accordingly, Assessing Officer has passed an order of modification of demand to refund total amount deposited under protest the Company, which is realized during the current period. Income tax department has filed an appeal before ITAT against the orders of CIT-Appeals, which is currently pending disposal.

Based on discussion with experts, the management believes that no demand is likely to crystallize in respect of above matters and thus, no adjustments are required in special purpose Interim Condensed 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. 128,174.25 lakhs.

7. 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)

Holding Company
Sembcorp Utilities Pte. Limited (with effect from February 13, 2015)

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*

(All amounts are in Rs. Lakhs, except for share data, and if otherwise stated)

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

Fellow subsidiary
Sembcorp India Private Limited

Key Managerial Personnel
Mr. Subrat Das, Chief Finance Officer

B. Transactions with related parties during the six months period ended September 30, 2017

Related parties	Share capital issued (including securities premium)	Legal and professional services taken
Sembcorp Utilities Pte. Ltd.	10,000.00	78.38
Sembcorp India Private Limited	-	224.49
Total	**10,000.00**	**302.87**

Related parties	Facility charges	License costs
Sembcorp Utilities Pte. Ltd.	-	25.77
Sembcorp India Private Limited	14.64	-
Total	**14.64**	**25.77**

Related parties	Expenses incurred on behalf of Company	Expenses incurred by company on other's behalf
Sembcorp Utilities Pte. Ltd.	7.47	-
Sembcorp India Private Limited	0.07	0.24
Total	**7.54**	**0.24**

Related parties	Remuneration for key management personnel (including bonus)
Mr. Subrat Das	42.53
Total	**42.53**

C. Balance outstanding as at period end

Related parties	Trade payables	Other financial assets (Deposit for director nomination)
Sembcorp Utilities Pte. Ltd.	416.98	-
Sembcorp India Private Limited	175.40	-
Green Kurpan Power Private Limited	-	1.00
Green Mountain Hydro Power Private Limited	-	1.00
Hurla Valley Power Private Limited	-	1.00
Total	**592.38**	**3.00**

8. In earlier years, the Company had purchased 49% equity shares in three associate companies at Rs. 1,079.42 lakhs of which Rs. 612.85 lakhs was payable as initial consideration, Rs. 82.45 lakhs was to be paid within 30 days of receiving techno-economic clearance and balance Rs. 384.12 lakhs 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. 695.30 lakhs 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. 205.15 lakhs in the debentures of these associate companies. Subsequently, 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 above said investments in equity shares and debentures.

During the current period, the management of the associates has decided to wind up operations in these companies and has 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. 900.45 lakhs which was provided in earlier periods. The management believes that no further liability shall arise requiring any adjustment in the Special Purpose Interim Condensed Consolidated Financial Statements at this stage. (Also, refer note 4)

9. In earlier years, one of the subsidiaries, Green Infra Wind Ventures Limited, was allocated licenses for 474 MW projects in the state of Madhya Pradesh. Out of such licenses, work for 220 KV line and bay extension in relation to 100 MW projects was started jointly with other party for which an Evacuation Infrastructure Development Agreement (EIDA) agreement was signed. Further, land was purchased which was registered in the name of both the parties for execution of 220 KV line and bay extension work. Later, the project was temporarily put on hold as discussions were on with the wind turbine supplier for the price of the plant and machinery.

During the current period, the management of the Company is of the view that the negotiation with the wind turbine supplier for the price reduction could not be finalised and such allocated licenses cannot be extended beyond its current validity. Accordingly, the Group has decided not to pursue with this project further and has provided capital work-in-progress amounting to Rs. 687.07 lakhs in respect of above said licenses in the Special Purpose Interim Condensed Consolidated Statement of Profit and Loss. Further, an advance amounting to Rs. 308.26 lakhs, paid earlier to one of the vendors of the project, became non-recoverable and thus has been charged-off, in the Special Purpose Interim Condensed Consolidated Statement of Profit and Loss.

10. In the month of October 2017, the Group served notices of defaults to its operation and maintenance vendors due to performance issues, which were not in line with the agreed terms as per the Operation and Maintenance agreement (O&M contract).

Further, in the month of November, 2017, the Group sent notices of termination to such vendors stating that the default/acts/omission as identified have not been rectified in the requisite time as stipulated under the said agreement. As no remedial action was taken by such vendors, the Group invoked the performance bank guarantee (PBG) related to the terminated agreements amounting to Rs. 5,779.70 lakhs. Further, post the invocation of PBG, the Group has served a notice of dispute to the respective vendor. As per the interim order of Hon'ble High Court of Delhi, dated December 22, 2017 an amount of Rs. 2,675.70 lakhs has been deposited to the Registrar of Hon'ble High Court of Delhi and Rs. 144.50 lakhs has been paid back to the vendor and the balance amount of Rs. 2,959.50 lakhs is lying with the respective entity as payable to the vendor. The matter is under litigation in the Hon'ble High Court of Delhi. Pending resolution of the said matter and based on discussion with experts, the management believes that no demand is likely to crystallize in respect of above matters and thus, no adjustments are required in Special Purpose Interim Condensed Consolidated Financial Statements in this regard.

11. In the month of December 2017, one of the subsidiaries, Green Infra Wind Energy Limited sold its investment in preference shares of Green Infra Wind Assets Limited to the Company. Subsequent to the above transaction, the Board of Directors have proposed to file an application with the National Company Law Tribunal (NCLT) for the Fast Track Merger (FTM) as per the scheme prescribed under the Companies Act, 2013 for the merger of Green Infra Wind Assets Limited with the Company and the same is under process.

12. In few subsidiaries, security creation of project land could not be completed in the name of lenders as per the terms of the project loan agreement with the lenders and the same is under process. Details of the projects in which creation of security is under way are as follows:

Subsidiary	Project name
Green Infra Corporate Solar Limited	56 MW at Rojmal, Gujarat
Green Infra Wind Solutions Limited	49.5 MW at Kardikonda, Karnataka
Green Infra Wind Energy Limited	44 MW projects at Rojmal and Sadla, Gujarat

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 Special Purpose Interim Condensed Consolidated Financial Statements in this regard.

13. Earnings per share

Particulars	**For six months period ended September 30, 2017**
Profit for the period, attributable to equity holders (in lakhs)	9,134.97
Weighted average number of equity shares (in numbers)	276,814,858
Basic and diluted earnings per share (in Rs.)	3.30

As per our report of even date attached

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

Rajiv Goyal
Partner
Membership No.: 094549

Place: Gurugram
Date: 12 February 2018

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

Sunil Gupta
Director
DIN: 07095152

Place: Singapore
Date: 7 February 2018

Subrat Das
Chief Financial Officer
PAN: AHOPD4855F

Place: Gurugram
Date: 7 February 2018

Aanshik Kumar Deore
Company Secretary
Membership No.: A28973

Place: Gurugram
Date: 7 February 2018

Independent Auditor's Report

To the Members of Sembcorp Green Infra Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Sembcorp Green Infra Limited ('the Holding Company'), its subsidiaries (collectively referred to as "the Company" or "the Group") and its associates, which comprises the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "consolidated Ind AS financial statements").

Management's responsibility for the Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS 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 financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated Ind AS 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 of the consolidated 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 consolidated 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 consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated 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 consolidated 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 including the Ind AS, of the consolidated financial position of the Group and its associates as at 31 March 2017 and its consolidated financial performance including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year then ended.

Other Matters

a) The consolidated Ind AS financial statements includes standalone Ind AS financial statements of two subsidiaries, whose financial statements reflect total assets of Rs. 500,000 as at 31 March 2017, total revenues of Rs. Nil and net cash flows of Rs. 201,027 for the year then ended on that date have not been audited by us. These Standalone Ind AS financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors. In our opinion and according to the information and explanations given to us by the Management of the Holding Company, these financial statements are not material to the Group.

b) The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. Nil for the year ended 31 March 2017, 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, 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 of the aforesaid consolidated Ind AS financial statements.

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

(c) The consolidated balance sheet, the consolidated statement of profit and loss, the consolidated statement of cash flows 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 Ind AS financial statements.

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2017 from being appointed as a Director of that company in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and its associates, and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

(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 consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate companies incorporated in India. Refer Note 36 and 39 to the consolidated Ind AS financial statements;

    ii. Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts. Refer Note 7, 16, 29 and 34 (a)(ii) to the consolidated Ind AS financial statements;

    iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate companies incorporated in India; and

iv. The Group and its associate companies incorporated in India did not have any holdings or dealings in Specified Bank Notes during the period from 8th November 2016 to 30th December 2016 – Refer note 58 to the consolidated 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 : 18 September 2017

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 2017, 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 associate 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 2017, 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

Rajiv Goyal
Partner
Membership No.: 094549

Place : Gurugram
Date : 18 September 2017

Consolidated Balance Sheet as at March 31, 2017

(Amount in Rs.)

Particulars	Notes	March 31, 2017	March 31, 2016	April 1, 2015
ASSETS				
Non-current assets				
Property, plant and equipment	4	49,178,310,961	37,714,241,522	30,095,374,985
Capital work-in-progress	4	956,013,310	1,207,128,112	4,357,772,229
Other intangible assets	5	34,965,599	1,539,777	47,228
Financial assets				
Investments	6	-	-	286,619,150
Derivative assets	7	328,157,593	518,584,236	355,472,139
Other financial assets	8	1,592,421,995	1,327,203,922	627,548,870
Deferred tax assets	9	29,771,446	29,771,446	29,771,446
Non-current tax assets	10	406,943,349	283,116,687	185,459,090
Other non-current assets	11	418,555,000	1,869,014,463	585,115,869
Total non-current assets		**52,945,139,253**	**42,950,600,165**	**36,523,181,006**
Current assets				
Financial assets				
Investments	6	2,370,814,711	1,271,837,671	829,786,828
Trade receivables	12	2,267,187,585	1,807,133,968	469,693,931
Cash and cash equivalents	13	3,603,037,707	2,192,806,893	864,125,963
Other financial assets	8	1,214,850,580	1,002,310,229	824,488,205
Other current assets	11	170,012,225	125,321,670	166,837,051
Total current assets		**9,625,902,808**	**6,399,410,431**	**3,154,931,978**
Total assets		**62,571,042,061**	**49,350,010,596**	**39,678,112,984**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	14	2,739,338,710	2,326,731,310	1,681,222,560
Instruments entirely equity in nature		-	-	3,000,000,000
Other equity		16,530,988,556	12,905,583,505	7,966,310,763
Non-controlling interests		187,552,941	201,281,314	208,575,683
Total equity		**19,457,880,207**	**15,433,596,129**	**12,856,109,006**
Non-current liabilities				
Financial liabilities				
Long-term borrowings	15	32,053,826,405	27,144,403,354	20,614,418,981
Derivative liabilities	16	13,662,283	42,267,013	66,797,219
Provisions	17	270,012,926	207,036,950	167,102,038
Deferred tax liabilities	9	223,656,314	180,649,147	96,765,514
Other non-current liabilities	18	870,689,516	709,646,353	552,194,093
Total non-current liabilities		**33,431,847,444**	**28,284,002,817**	**21,497,277,845**
Current liabilities				
Financial liabilities				
Short-term borrowings	19	3,436,387,500	1,019,660,697	-
Trade payables	20	210,567,451	74,729,004	135,468,931
Other financial liabilities	21	5,812,204,750	4,333,186,308	5,051,893,892
Other current liabilities	18	214,567,984	124,060,382	114,237,179
Provisions	17	4,243,170	9,144,933	4,596,102
Current tax liabilities	22	3,343,555	71,630,326	18,530,029
Total current liabilities		**9,681,314,410**	**5,632,411,650**	**5,324,726,133**
Total liabilities		**43,113,161,854**	**33,916,414,467**	**26,822,003,978**
Total equity and liabilities		**62,571,042,061**	**49,350,010,596**	**39,678,112,984**
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

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

Rajiv Goyal
Partner
Membership No.: 094549

Koh Chiap Khiong
Director
DIN: 05253449
(Singapore)

Sunil Gupta
Director
DIN: 07095152
(Singapore)

Subrat Das
Chief Financial Officer
PAN: AHOPD4855F

Aanshik Kumar Deore
Company Secretary
M. No: A28973

Place: Gurugram
Date: 18 September, 2017

Place: Gurugram
Date: 15 September, 2017

(Gurugram)

Consolidated Statement of Profit and Loss for the year ended March 31, 2017

(Amount in Rs.)

Particulars	**Notes**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
Income			
Revenue from operations	23	8,088,432,963	6,011,710,621
Other income	24	513,964,244	1,089,102,154
Total income		**8,602,397,207**	**7,100,812,775**
Expenses			
Employee benefits expense	25	238,467,995	202,962,802
Finance costs	26	3,415,452,043	3,085,866,984
Depreciation and amortisation expenses	27	2,822,686,007	2,266,000,127
Operating and other expenses	28	1,317,964,791	839,847,764
Total expenses		**7,794,570,836**	**6,394,677,677**
Profit before exceptional items		807,826,371	706,135,098
Exceptional items	29	259,905,511	448,522,105
Profit before tax		**547,920,860**	**257,612,993**
Tax expense			
Current tax expense	30	112,567,948	188,097,557
Deferred tax charge	30	36,236,501	83,883,633
Total tax expense		**148,804,449**	**271,981,190**
Profit/ (loss) for the year		**399,116,411**	**(14,368,197)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Actuarial loss on employee benefits obligations		(1,993,704)	(2,926,560)
Income tax effect on above items	30	665,340	962,551
Other comprehensive income (net of tax) that will not to be reclassified to profit or loss		**(1,328,364)**	**(1,964,009)**
Total comprehensive income for the year		**397,788,047**	**(16,332,206)**
Attributable to:			
Shareholders of the Company		431,699,564	(9,265,468)
Non-controlling interests		(33,911,517)	(7,066,738)
		397,788,047	**(16,332,206)**
Profit for the year attributable to			
Shareholders of the Company		433,028,127	(7,356,621)
Non-controlling interests		(33,911,716)	(7,011,576)
		399,116,411	**(14,368,197)**
Other comprehensive income attributable to			
Shareholders of the Company		(1,328,563)	(1,908,847)
Non-controlling interests		199	(55,162)
		(1,328,364)	**(1,964,009)**
Earnings/(loss) per share			
(Nominal value of shares Rs. 10 per share)			
Basic and diluted earnings/ (loss) per share	31	**1.55**	**(0.08)**
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

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

Rajiv Goyal
Partner
Membership No.: 094549

Koh Chiap Khiong
Director
DIN: 05253449
(Singapore)

Sunil Gupta
Director
DIN: 07095152
(Singapore)

Subrat Das
Chief Financial Officer
PAN: AHOPD4855F

Aanshik Kumar Deore
Company Secretary
M. No: A28973

Place: Gurugram
Date: 18 September, 2017

Place: Gurugram
Date: 15 September, 2017

(Gurugram)

Consolidated Cash Flow Statement for the year ended March 31, 2017

(Amount in Rs.)

Particulars	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
Cash flow from operating activities		
Profit before tax	**547,920,860**	**257,612,993**
Adjustments to reconcile profit before tax to net cash flows		
- Depreciation and amortisation expense	2,822,686,007	2,266,000,127
- Net (gain)/loss on disposal of property, plant and equipment	(397,361)	22,388
- Loss on fair valuation of financial assets	17,065,808	75,159
- Gain on foreign exchange fluctuations	(629,287)	-
- Bad debts written off	-	6,666,002
- Impairment of capital work-in-progress	13,240,597	403,247,849
- Doubtful receivable/advance written off	96,447,256	45,274,256
- Provision for fair valuation of derivative contracts	161,821,915	(187,642,304)
- Finance costs	3,445,261,187	3,083,156,255
- Net gain on fair value changes classified as FVTPL - other financial assets	(166,795)	(308,017)
- Interest income	(198,557,667)	(163,112,593)
- Net gain on fair value changes classified as FVTPL - mutual funds	(102,726,790)	(125,352,196)
Operating profit before working capital changes	**6,801,965,730**	**5,585,639,919**
Movements in working capital:		
- (Increase) in other financial assets	(314,261,292)	(180,178,682)
- (Increase) in trade receivables	(460,049,886)	(1,344,106,039)
- Decrease/ (increase) in other current assets	(59,692,152)	(15,265,691)
- Increase/ (decrease) in trade payables	132,758,176	(60,739,927)
- Increase/ (decrease) in other financial liabilities	283,519,785	(146,022,997)
- Increase in other liabilities	251,550,765	167,275,463
- Increase in provisions	(1,780,462)	1,610,172
Cash generated from operating activities	6,634,010,664	4,008,212,218
Income tax paid (net of refunds)	(285,224,052)	(225,961,686)
Net cash flow from operating activities (a)	**6,348,786,612**	**3,782,250,532**
Cash flow from investing activities		
Purchase of mutual funds	(11,699,085,563)	(10,490,258,124)
Proceeds from sale of mutual funds	10,714,403,835	10,460,178,631
Investment in bank deposits	(4,631,406,241)	(1,690,030,361)
Proceeds from bank deposits matured	4,464,387,896	1,197,227,296
Investment in acquisition of equity shares of subsidiary	(1,124,800)	-
Interest income received	191,070,049	166,522,171
Purchase of property, plant and equipment (including capital work-in-progress)	(11,712,042,230)	(9,070,938,369)
Purchase of shares of subsidiaries	(2,748,000)	(150,400)
Sale of shares of subsidiaries	114,560	62,000
Proceeds from sale of property, plant and equipment	107,603	126,803
Net cash used in investing activities (b)	**(12,676,322,891)**	**(9,427,260,353)**

Consolidated Cash Flow Statement for the year ended March 31, 2017 (Contd..)

(Amount in Rs.)

Particulars	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
Cash flows from financing activities		
Finance costs paid	(3,573,740,997)	(3,381,783,164)
Proceeds from issue of share capital (including securities premium)	3,599,999,565	2,600,999,629
Proceeds from issue of share capital to non-controlling interest	14,952,000	-
Proceeds from long-term borrowings	9,953,345,338	15,316,597,223
Repayment of long-term borrowings	(4,673,015,605)	(8,376,391,734)
Proceeds of short-term borrowings	4,501,931,147	1,019,660,697
Repayment of short-term borrowings	(2,085,204,344)	-
Payment for expenses incurred in relation to issuance of shares	(3,600,000)	(7,091,900)
Net cash flow from financing activities (c)	**7,734,667,104**	**7,171,990,751**
Net increase in cash and cash equivalents (a+b+c)	1,407,130,825	1,526,980,930
Cash and cash equivalents at the beginning of the year	2,192,806,893	665,825,963
- on acquisition of subsidiaries during the year	3,099,989	-
Cash and cash equivalents at the end of the year	**3,603,037,707**	**2,192,806,893**
Components of cash and cash equivalents		
Balance with scheduled banks :		
- On current accounts	1,038,918,301	540,258,009
- Cheques in hand	-	439,819
- On deposits with original maturity of 3 months or less	2,564,119,406	1,652,109,065
	3,603,037,707	**2,192,806,893**

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

Rajiv Goyal
Partner
Membership No.: 094549

Place: Gurugram
Date: 18 September, 2017

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

Koh Chiap Khiong
Director
DIN: 05253449
(Singapore)

Sunil Gupta
Director
DIN: 07095152
(Singapore)

Subrat Das
Chief Financial Officer
PAN: AHOPD4855F

Aanshik Kumar Deore
Company Secretary
M. No: A28973

Place: Gurugram
Date: 15 September, 2017

(Gurugram)

SEMBCORP GREEN INFRA LIMITED
(Formerly known as Green Infra Limited)

Consolidated Statement of Changes in equity for the year ended March 31, 2017

(Amount in Rs.)

(a) Equity share capital

Particulars	**Number**	**Amount**
Equity shares		
Balance as at April 1, 2015	168,122,256	1,681,222,560
Changes in equity share capital during the financial year 2015-16	29,810,884	298,108,840
Compulsory Convertible Debentures converted in to equity shares during financial year 2015-16 (refer note 50)	34,739,991	347,399,910
Balance as at March 31, 2016	232,673,131	2,326,731,310
Changes in equity share capital during the financial year 2016-17	41,260,740	412,607,400
Balance as at March 31, 2017	273,933,871	2,739,338,710

(b) Instruments entirely equity in nature

Particulars	**Number**	**Amount**
0% Compulsory convertible debentures		
Balance as at April 1, 2015	300,000,000	3,000,000,000
Compulsory Convertible Debentures converted in to equity shares during financial year 2015-16 (refer note 50)	(300,000,000)	(3,000,000,000)
Balance as at March 31, 2016	-	-

(c) Other equity

Particulars	**Reserves and surplus**							**Other items of 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**	**General reserve**	**Non-controlling interest reserve**					
Balance as at April 1, 2015	**1,108,713,526**	**7,163,957,025**	**1,010,310**	**124,942,987**	**74,003,671**	**3,632,592**	**(509,949,348)**	**-**	**7,966,310,763**	**208,575,683**	**8,174,886,446**
Securities premium received on equity shares issued	-	2,302,890,789	-	-	-	-	-	-	**2,302,890,789**	-	**2,302,890,789**
Compulsory Convertible Debentures converted in to equity shares	-	2,652,600,090	-	-	-	-	-	-	**2,652,600,090**	-	**2,652,600,090**
Expenses incurred in relation to issue of equity shares	-	(7,091,900)	-	-	-	-	-	-	**(7,091,900)**	-	**(7,091,900)**
Acquisition of stake in subsidiaries	-	-	-	-	-	-	-	-	-	(88,400)	**(88,400)**
Gain/(loss) on account of change in group structure	-	-	-	-	-	139,231	-	-	**139,231**	(139,231)	-
Amount transferred from retained earnings	-	-	-	57,013	-	-	(57,013)	-	-	-	-
Loss for the year	-	-	-	-	-	-	(7,356,621)	-	**(7,356,621)**	(7,011,576)	**(14,368,197)**
Actuarial loss on employee benefits obligations	-	-	-	-	-	-	-	(1,908,847)	**(1,908,847)**	(55,162)	**(1,964,009)**
Balance as at March 31, 2016	**1,108,713,526**	**12,112,356,004**	**1,010,310**	**125,000,000**	**74,003,671**	**3,771,823**	**(517,362,982)**	**(1,908,847)**	**12,905,583,505**	**201,281,314**	**13,106,864,819**
Acquisition of subsidiaries	12,863,202	-	-	-	-	-	-	-	**12,863,202**	4,914,704	**17,777,906**
Securities premium received on equity shares issued	-	3,187,392,165	-	-	-	-	-	-	**3,187,392,165**	-	**3,187,392,165**
Expenses incurred in relation to issue of equity shares	-	(3,600,000)	-	-	-	-	-	-	**(3,600,000)**	-	**(3,600,000)**
Sale of stake in subsidiaries	-	-	-	-	-	-	-	-	-	12,318,560	**12,318,560**
Gain/(loss) on account of change in group structure	-	-	-	-	-	(2,949,880)	-	-	**(2,949,880)**	2,949,880	-
Profit for the year	-	-	-	-	-	-	433,028,127	-	**433,028,127**	(33,911,716)	**399,116,411**
Actuarial loss on employment benefit obligations	-	-	-	-	-	-	-	(1,328,563)	**(1,328,563)**	199	**(1,328,364)**
Balance as at March 31, 2017	**1,121,576,728**	**15,296,148,169**	**1,010,310**	**125,000,000**	**74,003,671**	**821,943**	**(84,334,855)**	**(3,237,410)**	**16,530,988,556**	**187,552,941**	**16,718,541,497**

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

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

Rajiv Goyal
Partner
Membership No.: 094549

Place: Gurugram
Date: 18 September, 2017

Koh Chiap Khiong
Director
DIN: 05253449

Place: Singapore
Date: 15 September, 2017

Sunil Gupta
Director
DIN: 07095152

Singapore

Subrat Das
Chief Financial Officer
PAN: AHOPD4855F

Gurugram

Aanshik Kumar Deore
Company Secretary
M. No: A28973

Gurugram

1. Corporate information

Sembcorp Green Infra Limited (formerly known as 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, Gurgaon. The Group has been promoted with an objective to invest in, acquire, develop and operate a range of renewable energy projects in the wind, solar and small hydro verticals.

The Group owns and operates various renewable energy projects with a combined installed capacity of 880.45 MW in wind verticals and 35 MW in solar verticals. These projects are intended to sell the power generated under a combination of long term Power Purchase Agreements to state electricity boards and group captive users.

The Company has become subsidiary of Sembcorp Utilities Pte. Ltd. on February 13, 2015.

Subsidiaries comprise operational renewable energy plants as at March 31, 2017 as follows:

Entity	Project location	Power Purchase Agreement with	Operational capacity
Green Infra Wind Energy Limited (GIWEL)	Maharashtra, Karnataka, Gujarat and Madhya Pradesh	State electricity boards	236.9 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 and 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)	Karnataka	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)	Tamil Nadu	State electricity board and 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 Company's consolidated financial statements up to and for the year ended March 31, 2016 were prepared in accordance with Companies (Accounting Standard) Rules, 2014 notified under section 133 of Companies Act, 2013 and other relevant provisions of the Act.

As the consolidated financial statements are first consolidated financial statements prepared in accordance with Indian Accounting Standards, Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. Accounting policies have been applied consistently to all periods presented in the financial statements. They have also been applied in preparing the Ind AS opening Consolidated Balance Sheet as at April 1, 2015 for the purpose of transition to Ind AS and as required by Ind AS 101. An explanation of how the transition to Ind AS has affected the previously reported financial position and financial performance is provided in note 35.

The consolidated financial statements were authorised for issue by the Company's Board of Directors on September 14, 2017.

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 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 consolidated financial statements are presented in Indian Rupees (Rs.) which is also the Group's functional currency. All amount have been rounded off to the nearest of rupees, 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
- Net defined benefit assets/liabilities;

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 28. 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 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 incentives
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 delivery 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) Finance costs

Finance costs comprise interest expense on borrowings, and accretion of interest on site restoration obligation. 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.

Borrowing costs are capitalised since the property, plant and equipment takes a substantial period of time to get ready for its intended use.

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.

d) Lease payments

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

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 tax rates and tax laws used to compute the amount are those that are enacted as at the reporting date.

Current income tax relating to items recognised outside profit or loss (either in other comprehensive income (OCI) or in equity). 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 (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.

At each reporting date, the Group 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 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. 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 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 whereas applicable.

Depreciation on renewable energy projects under competitive bidding shall be provided on written down value (WDV) method using the rates arrived at based on the useful lives 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 equipments)	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. 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. 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) 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 closing 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.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Consolidated Statement of Profit and Loss, within finance cost. All other foreign exchange gains and losses are presented in the Consolidated Statement of Profit and Loss on net basis.

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.

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 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) Subsequent recognition

a. Non- derivative financial instruments

1. Financial assets carried at amortised cost

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.

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.

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 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 foreign exchange rates on foreign currency exposures. The counterparty for these contracts is bank. 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.

(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 period.

(v) 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. 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.

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 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

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.

k) 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 Statement of Cash Flows.

l) 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.

m) 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.

n) 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.

o) 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.

p) 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.

q) 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.

r) 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.

s) 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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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, 2015	**448,584,381**	**370,049,032**	**3,669,420**	**29,269,495,864**	**101,164**	**2,660,361**	**814,763**	**30,095,374,985**	**4,357,772,229**	**34,453,147,214**
Additions (refer sub note)	172,382,490	4,550,000	-	9,708,697,371		5,548,524	101,475	**9,891,279,860**	6,734,985,744	**16,626,265,604**
Disposals/adjustments	-	-	-	(1,341,838)	(6,748)	(184,435)	(30,173)	**(1,563,194)**	(9,885,629,861)	**(9,887,193,055)**
Balance as at March 31, 2016	**620,966,871**	**374,599,032**	**3,669,420**	**38,976,851,397**	**94,416**	**8,024,450**	**886,065**	**39,985,091,651**	**1,207,128,112**	**41,192,219,763**
Additions (refer sub note)	112,459,516	196,567,609	-	12,435,191,376	36,139,326	7,507,593	22,814,174	**12,810,679,594**	12,465,101,260	**25,275,780,854**
Acquisition of subsidiary	41,912,000	-	-	1,536,125,234	-	-	-	**1,578,037,234**	-	**1,578,037,234**
Written off	-	-	-	-	-	-	-	-	(13,240,597)	**(13,240,597)**
Disposals/adjustments	-	-	-	(110,402,112)	(35,294)	(132,923)	(148,877)	**(110,719,206)**	(12,702,975,465)	**(12,813,694,671)**
Balance as at March 31, 2017	**775,338,387**	**571,166,641**	**3,669,420**	**52,837,765,895**	**36,198,448**	**15,399,120**	**23,551,362**	**54,263,089,273**	**956,013,310**	**55,219,102,583**
Accumulated depreciation										
Balance at April 1, 2015	-	-	-	-		-	-	-	-	-
Depreciation for the year	-	17,030,182	139,877	2,251,716,583	30,981	1,752,972	251,695	**2,270,922,290**	-	**2,270,922,290**
Disposals/adjustments	-	-	-	-	(3,580)	(53,994)	(14,587)	**(72,161)**	-	**(72,161)**
Balance as at March 31, 2016	-	**17,030,182**	**139,877**	**2,251,716,583**	**27,401**	**1,698,978**	**237,108**	**2,270,850,129**	-	**2,270,850,129**
Depreciation for the year	-	17,436,625	141,565	2,788,475,470	2,032,716	3,905,384	2,543,881	**2,814,535,641**	-	**2,814,535,641**
Disposals/adjustments	-	-	-	(375,260)	(4,332)	(125,531)	(102,335)	**(607,458)**	-	**(607,458)**
Balance as at March 31, 2017	-	**34,466,807**	**281,442**	**5,039,816,793**	**2,055,785**	**5,478,831**	**2,678,654**	**5,084,778,312**	-	**5,084,778,312**
Net block										
As at April 1, 2015	**448,584,381**	**370,049,032**	**3,669,420**	**29,269,495,864**	**101,164**	**2,660,361**	**814,763**	**30,095,374,985**	**4,357,772,229**	**34,453,147,214**
As at March 31, 2016	**620,966,871**	**357,568,850**	**3,529,543**	**36,725,134,814**	**67,015**	**6,325,472**	**648,957**	**37,714,241,522**	**1,207,128,112**	**38,921,369,634**
As at March 31, 2017	**775,338,387**	**536,699,834**	**3,387,978**	**47,797,949,102**	**34,142,663**	**9,920,289**	**20,872,708**	**49,178,310,961**	**956,013,310**	**50,134,324,271**

*** Reconciliation of deemed cost as at April 1, 2015 under Indian GAAP and Ind AS**

Particulars	Freehold land	Leasehold land	Building	Plant and machinery	Furniture and fixture	Computers	Office equipment	Sub total (a)	Capital work-in-progress (b)	Total (a+b)
Gross block	448,584,381	417,667,106	4,187,897	35,015,225,964	349,307	8,083,637	2,377,864	**35,896,476,156**	**4,357,772,229**	**40,254,248,385**
Accumulated depreciation	-	47,618,074	518,477	5,745,730,100	248,143	5,423,276	1,563,101	**5,801,101,171**	-	**5,801,101,171**
Deemed cost as at April 1, 2015	**448,584,381**	**370,049,032**	**3,669,420**	**29,269,495,864**	**101,164**	**2,660,361**	**814,763**	**30,095,374,985**	**4,357,772,229**	**34,453,147,214**

including furniture and fixture items.

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, 2017**	**For the year ended March 31, 2016**
Other expenses		
- Legal and professional expenses	27,515,713	15,365,311
- Site expenses	2,061,500	352,586,327
- Depreciation expenses on wind mast	-	5,376,668
- Miscellaneous expenses	12,560,198	12,767,447
Finance costs		
- Finance charges	158,165,677	154,025,758
-Exchange (gain)/ loss	(108,869,964)	511,193,457
Total	**91,433,123**	**1,051,314,968**

Sub note 2: Plant and machinery includes an amount of Rs. 99,000,000 (March 31, 2016 : Rs. 84,600,000) (April 1, 2015 : Rs. 54,000,000) 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, 2017, title deeds for freehold land amounting to Rs. 129,214,774 (March 31, 2016: Rs. 161,351,720) (Apri 1, 2015: Rs. 27,626,702) 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, 2017, lease deeds for leasehold land amounting to Rs. 165,970,699 (March 31, 2016: Rs. 116,003,090) (April 1, 2015: Rs. 152,003,090) 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. 1,532,148 (March 31,2016: Rs. 5,256,480) (April 1, 2015: Rs. 2,552,137), which were earlier capitalised, now adjusted from plant and machinery.

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5. Other Intangible assets

Particulars	Customer contracts	Softwares and licenses	Total
Cost or deemed cost *			
Balance as at April 1, 2015	**-**	**47,228**	**47,228**
Additions	-	1,947,059	1,947,059
Disposals	-	-	-
Balance as at March 31, 2016	**-**	**1,994,287**	**1,994,287**
Additions	-	9,477,926	9,477,926
Acquisition of subsidiary	32,098,262	-	32,098,262
Disposals	-	(15,089)	(15,089)
Balance as at March 31, 2017	**32,098,262**	**11,457,124**	**43,555,386**
Accumulated amortisation			
Balance as at April 1, 2015	**-**	**-**	**-**
Amortisation for the year	-	454,510	454,510
Disposals	-	-	-
Balance as at March 31, 2016	**-**	**454,510**	**454,510**
Amortisation for the year	4,326,670	3,823,696	8,150,366
Disposals	-	(15,089)	(15,089)
Balance as at March 31, 2017	**4,326,670**	**4,263,117**	**8,589,787**
Net block			
As at April 1, 2015	**-**	**47,228**	**47,228**
As at March 31, 2016	**-**	**1,539,777**	**1,539,777**
As at March 31, 2017	**27,771,592**	**7,194,007**	**34,965,599**

*** Reconciliation of deemed cost as at April 1, 2015 under Indian GAAP and Ind AS**

Particulars	Customer contracts	Softwares and licenses	Total
Gross block	-	628,958	628,958
Accumulated amortisation	-	581,730	581,730
Deemed cost as at April 1, 2015	**-**	**47,228**	**47,228**

6. Investments

	Number			Face value	Amount		
	March 31, 2017	**March 31, 2016**	**April 1, 2015**		**March 31, 2017**	**March 31, 2016**	**April 1, 2015**
A. Non-current investments							
Investment in Associates Companies (refer note 40)							
Unquoted, equity instruments (at carrying cost less impairment)							
Green Kurpan Power Private Limited (at cost less impairment Rs. 42,485,999 (March 31, 2016: Rs. 42,485,999) (April 1, 2015: Rs. 42,485,999)	6,125	6,125	6,125	10	-	-	-
Green Mountain Hydro Power Private Limited (at cost less impairment Rs. 6,984,000 (March 31, 2016: Rs. 6,984,000) (April 1, 2015: Rs. 6,984,000)	6,125	6,125	6,125	10	-	-	-
Hurla Valley Power Private Limited (at cost less impairment Rs. 20,059,600 (March 31, 2016: Rs. 20,059,600) (April 1, 2015: Rs. 20,059,600)	6,125	6,125	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. 8,005,000 (March 31, 2016: Rs. 8,005,000) (April 1, 2015: Rs. 8,005,000)	800,500	800,500	800,500	10	-	-	-
6.25% Compulsorily Convertible Debentures in Green Mountain Hydro Power Private Limited (at FVTPL less impairment Rs. 5,505,000 (March 31, 2016: Rs. 5,505,000) (April 1, 2015: Rs. 5,505,000)	550,500	550,500	550,500	10	-	-	-
6.25% Compulsorily Convertible Debentures of Hurla Valley Power Private Limited (at FVTPL less impairment Rs. 7,005,000 (March 31, 2016: Rs. 7,005,000) (April 1, 2015: Rs. 7,005,000)	700,500	700,500	700,500	10	-	-	-
Quoted, debt securities							
Mutual fund securities valued at FVTPL							
Axis Liquid Fund - Direct Growth #	-	-	184,788.530	1,000	-	-	286,619,150
					-	**-**	**286,619,150**
B. Current investments							
Quoted, debt securities							
Mutual fund securities valued at FVTPL							
HDFC Liquid Fund - Direct Plan - Growth Option	125,154.934	-	-	1,000	401,611,934	-	-
ICICI Prudential Liquid Fund - Direct Plan - Growth	1,838,954.880	623,144.397	528,624.271	100	442,668,253	139,674,882	109,477,658
IDFC Cash Fund - Growth- (Direct Plan)	207,432.417	-	8,119.164	1,000	409,829,444	-	13,807,303
Birla Sun Life Cash Plus Fund - Growth Direct Plan	1,749,474.532	725,222.293	1,575,447.331	100	457,153,612	176,357,245	353,840,265
DSP Black Rock Liquid Fund - Direct Plan - Growth	91,279.163	89,506.072	-	1,000	212,295,253	193,965,835	-
SBI Premier Liquid Fund - Direct Plan - Growth	61,694.859	-	-	1,000	157,464,868	-	-
L&T Liquid Fund Direct Plan (Growth)	129,949.011	39,927.882	5,710.867	1,000	289,791,347	82,965,884	10,957,070
Axis Liquid Fund - Direct Growth	-	101,916.064	80,835.208	1,000	-	171,160,702	125,380,718
Sundram Money Fund - Direct Plan (Growth)	-	3,858,148.732	661,638.222	10	-	123,289,072	19,529,443
JP Morgan India Liquid Fund – Direct Plan - Growth Option	-	-	5,481,366.920	10	-	-	99,538,334
Taurus Liquid Mutual Fund - Institutional Plan (Growth)	-	-	21,949.000	1,000	-	-	33,234,337
Reliance Liquid Fund - Cash Plan - Direct Growth Plan	-	110,280.184	-	1,000	-	269,695,704	-
Reliance Liquid Fund - Treasury Plan (Direct Plan Growth Plan)	-	31,025.608	18,767.677	1,000	-	114,728,347	64,021,700
					2,370,814,711	**1,271,837,671**	**829,786,828**
Aggregate amount of quoted investments					**2,370,814,711**	**1,271,837,671**	**1,116,405,978**
Aggregate provision for impairment in value of investments (refer note 40)					**90,044,599**	**90,044,599**	**90,044,599**

Reserved against debt service cover on long-term borrowings as at the year end, hence termed as non-current.

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)

7. Derivative assets

	March 31, 2017	March 31, 2016	April 1, 2015
Non-current			
Derivative asset on fair valuation of cross currency swaps	321,237,318	501,521,151	355,472,139
Derivative asset on fair valuation of options	5,715,861	17,063,085	-
Derivative asset on fair valuation of interest rate swaps	1,204,414	-	-
	328,157,593	**518,584,236**	**355,472,139**

Also refer note 34 (ii)

8. Other financial assets

	March 31, 2017	March 31, 2016	April 1, 2015
Non-current			
Bank deposits (refer note 13)	1,430,400,968	1,263,382,623	572,279,558
Interest accrued on bank deposits	24,240,321	25,671,255	17,854,288
Unbilled revenue on power generation (refer note 54)	99,943,611	-	-
Advance recovable (refer note 52)	27,000,000	27,000,000	27,000,000
Security deposits	10,837,095	11,150,044	10,415,024
	1,592,421,995	**1,327,203,922**	**627,548,870**
Current			
Unbilled revenue on power generation (refer note 54)	669,307,273	424,455,661	293,498,348
Income accrued on generation based incentives	456,513,463	336,605,870	236,995,722
Interest accrued on bank deposits	957,583	1,895,673	3,134,135
Recoverable as compensation for loss of generation	-	239,053,025	290,860,000
Defined benefits assets (refer note 37)	912,261	-	-
Security deposits	4,660,000	300,000	-
Advance given for purchase of mutual funds	82,500,000	-	-
Amount recoverable from associates against expenses	-	-	2,954,770
	1,214,850,580	1,002,310,229	827,442,975
Less: provision for doubtful assets (refer note 40)	-	-	(2,954,770)
	1,214,850,580	**1,002,310,229**	**824,488,205**

9. Deferred tax liabilities

	March 31, 2017	March 31, 2016	April 1, 2015
Deferred tax liabilities			
Excess of depreciation on assets under Income Tax law over depreciation provided in accounts	2,720,558,570	2,575,587,187	2,229,856,358
Unamortised part of mortgage expenses	7,782,451	1,090,528	-
Fair value adjustment of current investments	4,405,655	2,729,753	13,901,223
Unamortised part of loan origination cost	20,577,008	38,159,892	51,965,260
Total deferred tax liabilities	**2,753,323,684**	**2,617,567,360**	**2,295,722,841**
Deferred tax assets			
Provision for assets restoration obligation	86,247,997	82,423,071	77,324,351
Provision for impairment of non-current investments	29,771,446	29,771,446	29,771,446
Foreign exchange fluctuations on External Commercial Borrowings	11,387,182	39,890,878	4,904,554
Operation and maintenance expenses equalisation reserve	107,772,222	61,853,668	29,524,181
Unabsorbed depreciation/carried forward tax losses #	3,043,453,980	3,176,520,049	2,923,835,754
Total deferred tax assets	**3,278,632,827**	**3,390,459,112**	**3,065,360,286**
Non-recognition of deferred tax assets	**(719,194,011)**	**(923,769,453)**	**(836,631,513)**
Net deferred tax liabilities	**223,656,314**	**180,649,147**	**96,765,514**
Net deferred tax assets	**29,771,446**	**29,771,446**	**29,771,446**

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 by few subsidiaries.

10. Non-current tax assets

	March 31, 2017	March 31, 2016	April 1, 2015
Income tax paid under protest (refer note 36 A)	165,176,319	135,672,124	96,856,600
Advance income tax (net of provision for tax)	241,767,030	147,444,563	88,602,490
	406,943,349	**283,116,687**	**185,459,090**

11. Other assets

	March 31, 2017	March 31, 2016	April 1, 2015
Non-current			
Advance recoverable from capital vendors	400,255,072	1,865,716,132	610,902,321
Prepayments	18,299,928	3,298,331	-
	418,555,000	1,869,014,463	610,902,321
Less: provision for doubtful assets (refer note 39)	-	-	(25,786,452)
	418,555,000	**1,869,014,463**	**585,115,869**
Current			
Advance recoverable from vendors	69,695,997	45,444,371	30,600,211
Balance with revenue authorities	3,483,013	4,421,039	5,045,319
Advance to employees	1,755,016	52,233	417,034
Prepayments	95,078,199	75,404,027	130,774,487
	170,012,225	**125,321,670**	**166,837,051**

12. Trade receivables

	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured, considered good	2,267,187,585	1,807,133,968	469,693,931
	2,267,187,585	**1,807,133,968**	**469,693,931**

13. Cash and cash equivalents

	March 31, 2017	March 31, 2016	April 1, 2015
Bank balances			
- On current accounts	1,038,918,301	540,258,009	256,312,270
- Deposits with original maturity of 3 months or less	2,564,119,406	1,652,109,065	409,513,693
Cheques in hand	-	439,819	-
	3,603,037,707	**2,192,806,893**	**665,825,963**
Other bank balances			
- Deposits account (due to maturity within 12 months on the reporting date) #	1,430,400,968	51,230,119	450,670,787
- Deposits account (due to maturity more than 12 months on the reporting date) #	**-**	1,212,152,504	319,908,771
	1,430,400,968	**1,263,382,623**	**770,579,558**
Total cash and cash equivalent	**5,033,438,675**	**3,456,189,516**	**1,436,405,521**
Non-current (refer note 8)	1,430,400,968	1,263,382,623	572,279,558
Current	3,603,037,707	2,192,806,893	864,125,963
	5,033,438,675	**3,456,189,516**	**1,436,405,521**

Reserved against margin money for bank guarantee and Debt Service Coverage Ratio requirement of long-term borrowings as at the year end, hence termed non-current.

14. Share capital

	March 31, 2017	March 31, 2016	April 1, 2015
Number of shares			
Authorised			
Equity shares of Rs. 10 each	950,000,000	264,500,000	264,500,000
Preference shares of Rs. 10 each	50,000,000	500,000	500,000
Issued, Subscribed and Paid-up			
Equity shares of Rs. 10 each	273,933,871	232,673,131	168,122,256
Authorised share capital			
Equity shares of Rs. 10 each	9,500,000,000	2,645,000,000	2,645,000,000
Preference shares of Rs. 10 each	500,000,000	5,000,000	5,000,000
Total authorised share capital	**10,000,000,000**	**2,650,000,000**	**2,650,000,000**
Issued, Subscribed and paid-up share capital			
Equity shares of Rs. 10 each	2,739,338,710	2,326,731,310	1,681,222,560
Total issued, subscribed and fully paid up share capital	**2,739,338,710**	**2,326,731,310**	**1,681,222,560**

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

	March 31, 2017		March 31, 2016	
	Number	Amount	Number	Amount
Equity shares				
At the commencement of the year	232,673,131	2,326,731,310	168,122,256	1,681,222,560
Shares issued during the year	41,260,740	412,607,400	29,810,884	298,108,840
Compulsory Convertible Debentures converted in to equity shares	-	-	34,739,991	347,399,910
Outstanding at the end of year	**273,933,871**	**2,739,338,710**	**232,673,131**	**2,326,731,310**

(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, 2017		March 31, 2016	
	Number	Amount	Number	Amount
Equity shares				
Sembcorp Utilities Pte. Ltd., the holding company along with its nominees #	192,788,972	1,927,889,720	151,528,232	1,515,282,320
	192,788,972	**1,927,889,720**	**151,528,232**	**1,515,282,320**

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

	March 31, 2017		March 31, 2016	
	Number	% of holding	Number	% of holding
Equity shares				
Sembcorp Utilities Pte. Ltd., the holding company along with its nominees #	192,788,972	70.38%	151,528,232	65.12%
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*	81,144,899	29.62%	81,144,899	34.88%

(e) Shares reserved for issue under options and contracts

	Numbers of shares		
	March 31, 2017	March 31, 2016	April 1, 2015
Compulsory Convertible Debentures (CCDs) of face value of Rs. 1,000 each (refer note 50)	-	-	34,739,991

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.

15. Long-term borrowings

	March 31, 2017	March 31, 2016	April 1, 2015
500 (March 31, 2016: 500) (April 1, 2015: 500) 12% Non Convertible Debentures of face value of Rs. 1,000,000 each (secured)	500,000,000	500,000,000	500,000,000
External commercial borrowings from banks (secured)	2,217,495,779	2,579,590,339	2,679,111,861
External commercial borrowings from financial institutions (secured)	2,896,740,596	3,082,790,906	508,262,986
Term loan from financial institutions (secured)	10,458,013,764	9,135,371,853	11,656,439,318
Term loan from banks (secured)	16,269,506,789	12,147,276,268	5,469,765,708
Less: unamortised part of loan origination cost	(287,930,523)	(300,626,012)	(199,160,892)
	32,053,826,405	**27,144,403,354**	**20,614,418,981**
Current maturities	2,157,689,553	1,882,957,345	1,424,121,949
Less: unamortised part of loan origination cost	(43,883,194)	(42,946,224)	(40,100,635)
Amount disclosed under the head "other financial liabilities" (refer note 21)	(2,113,806,359)	(1,840,011,121)	(1,384,021,314)
	-	-	-

Also refer subnote 15 (a)

Terms and condition of borrowings

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
Rs. 8,051,215,493 (March 31, 2016: Rs. 6,885,453,970) (April 1, 2015: Rs. Nil) from bank in GIWEL	Interest on loan is in the range of 9.35% - 10.50 % p.a. (March 31, 2016: 7.11% - 13.03%) and is repayable in 64 quarterly structured unequal installments starting from June 30, 2018.	Secured by a first charge on all immovable properties and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts of GIWEL in favour of the Security Trustee.
Nil (March 31, 2016: Nil) (April 1, 2015: Rs. 1,070,775,200) from bank in GIWEL Nil (March 31, 2016: Nil) (April 1, 2015: Rs. 3,102,684,195) from a financial institutions in GIWEL	Interest on loans was in the range of 7.11% - 13.03% p.a. in the previous year. During the year, the existing loans has been repaid by refinancing from new lenders (April 1, 2015: 49 and 46 quarterly installments from the end of 9 months from the date of first disbursement of respective loan).	Secured by a first charge on all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts of GIWEL in favour of the Security Trustee. All loans are also secured by pledge of 76% shareholding of all class of GIWEL shares held by promoter (i.e. Sembcorp Green Infra Limited). The loan was also secured by a corporate guarantee from SGIL.
Nil (March 31, 2016: Nil) (April 1, 2015: Rs. 97,125,000) from a financial institution in GIWEL	Interest on loans was 13.03% p.a. in the previous year. During the previous year, the existing loan has been repaid by refinancing from new lenders (April 1, 2015: Repayable in 46 quarterly installments from the end of 9 months from the date of first disbursement of loan).	Secured by a second charge on the security interest, as stated in term loan above, except that it will have first charge on debt service reserve or any other reserve created for the purpose of sub debt by the borrower in favour of the Security Trustee.
Rs. 1,049,400,000 (March 31, 2016: Rs. 1,109,520,000) (April 1, 2015: Rs.1,159,200,000) from financial institution in GIWFL	Interest on loan is in the range of 11.25% - 12.00% p.a. (March 31, 2016: 12.00% - 12.25% p.a.) and is repayable in 52 structured unequal quarterly installments from October 1, 2014.	Secured by way of a mortgage of immoveable and moveable properties and all rights, titles rights interest, clearance, permissions, contracts and agreements and by Hypothecation of GIWFL's moveable assets and receivables of power and other monies by 24 MW wind farm at Tirunelvelli, Tamil Nadu. The loan is also secured by pledge of GIWFL’s shares equivalent to 51% shareholdings of all classes of its shares.
Rs. 644,983,762 (March 31, 2016: Rs. 688,615,738) (April 1, 2015: Nil) from financial institution in GIWPL	Interest on loan is 10.80 % p.a. (March 31, 2016: 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, TRA, DSRA and any other reserves and any other bank account and receivables of GIWPL and 51% equity shares of Rs. 10

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
		each of the GIWPL held by promoter (i.e. Green Infra Wind Ventures Limited) have been pledged in favour of the financial institution.
Nil (March 31, 2016: Nil) (April 1, 2015: 656,290,000) from financial institutions in GIWPL	Interest on loan was in the range of 12.00% - 12.75% during the previous year. During the previous year, the existing loan has been repaid entirely by refinancing from new lenders (April 1, 2015: repayable in 48 quarterly installments starting from January, 2012).	Secured by way of pari passu mortgage on freehold 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, TRA, DSRA and any other reserves and any other bank account and receivables of GIWPL and 15,415,515 Equity shares of GIWPL held by promoter (i.e. Green Infra Wind Ventures Limited) have been pledged in favour of the financial institutions.
Rs.660,716,867 (March 31, 2016: Rs. 704,194,461) (April 1, 2015: Nil) from financial institution in GICWL	Interest on loan is 10.80% p.a. (March 31, 2016: 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, TRA, DSRA 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.
Nil (March 31,2016:Nil) (April 1, 2015: Rs. 687,970,000) from financial institutions in GICWL	Interest on loan are in the range of (March 31, 2016: 12.25% - 12.75% p.a.) During the previous year, the existing loan has been repaid entirely by refinancing from new lenders (April 1, 2015: Repayable in 48 quarterly installments starting from March, 2012).	Secured by way of pari-passu mortgage on freehold 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 Project Documents, TRA, DSRA and other reserves and bank accounts and receivables of GICWL and 15,113,340 Equity shares of GICWL held by promoter (i.e. Green Infra Wind Ventures Limited) have been pledged in favour of the financial institutions.
Rs.726,701,998 (March 31, 2016 Rs. 802,683,000) (April 1, 2015: Rs. 878,664,000) from financial institution in GISEL	Interest on loan are in the range of 10.03% p.a. to 12.00 % p.a. (March 31, 2016: 12.00% to 12.25% p.a.) and is repayable in 52 structured unequal quarterly	Secured by a first charge on all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & other assets of project, cash flows, receivables, book debts, revenues by way of assignment of security interest of all rights, title, interest, benefits of

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
	installments from October 1, 2014.	project in project documents, clearances, letter of credit, guarantees, performance bond, trust & retention account, debt service reserve account & any other reserves & bank accounts. The loan is also secured by mortgage by deposit of title deeds on immovable properties of GISEL and pledge of 51% share capital of GISEL together with all accretions, held by the holding company (i.e. Sembcorp Green Infra Limited).
Rs. 602,352,004 (March 31, 2016: Rs. 645,408,000) (April 1, 2015: Rs. 685,440,000) from financial institution in GIWEAL	Interest on loan is in the range of 9.97% p.a. to 12.00% p.a. (March 31, 2016: 12.00% to 12.25% 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 Debt Service Reserve Account, all Bank Accounts, Trust & Retention 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.645,120,000 (March 31, 2016: Rs. 695,520,000 (April 1, 2015: Rs. 1,060,800,000) from financial institutions in GIWGL (ii)Rs. 276,480,000 (March 31, 2016: Rs. 298,080,000 (April 1, 2015: Rs. Nil) from bank in GIWGL	Interest on loan is in the range of 12.55% to 12.90% p.a. (March 31, 2016: 12.55% to 12.90% p.a.) and is repayable in 52 structured quarterly unequal installments starting from April 15, 2013.	Secured by a pari-passu first charge on all immovable and movables properties of GIWGL including plant & machinery, spares, tools, accessories, furniture, fixtures & other assets of project, cash flows, receivables, book debts, revenues, intangible assets, trust & retention account, debt service reserve account & any other reserves & bank accounts of borrower, all rights, title, interest, benefits, claims and demands in the project documents, clearances, L/C's, 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 a corporate guarantee from SGIL till a satisfactory agreement to sell CERs at least till financial year 2020 at a minimum rate of Euro 6/ton is entered.
(i)Rs. 708,714,820 (March 31, 2016: Rs. 900,392,000) (April 1, 2015: Rs. 938,700,000) from financial institutions in GIWPGL (ii) Rs. 4,476,489,179 from Bank in GIWPGL	Interest on loan are in the range of 11.10% to 13.32% p.a. (March 31, 2016: 11.10% to 13.32% p.a.) and is repayable in 48 quarterly structured unequal instalments starting from June 30, 2015 and March 31, 2016. Interest on Loan is 10.50% p.a. and is repayable in 60 quarterly unequal installments from June 30, 2016.	Secured by a first charge on all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & 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 (i.e. Sembcorp Green Infra Limited).
(i) Nil (March 31, 2016: Rs. 827,442,826) (April 1, 2015: Rs. 520,823,398) from banks in GIWPPL	Term loan from banks carries an interest rate in the range of 11.90% p.a. - 12.45% p.a. (March 31, 2016: 11.90% p.a. - 12.45% p.a.)	Secured by a pari passu first charge on all immovable and movables properties of GIWPPL including plant & machinery, spares, tools, accessories, furniture, fixtures & other assets of project, cash flows, receivables, book

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
(ii) Rs. 723,800,000 (March 31, 2016: Nil) (April 1, 2015: Rs. 364,239,998) from financial institution in GIWPPL	and are repayable in 52 structured unequal quarterly installments starting from April 15, 2013. Term loan from financial institution carries an interest rate in the range of 9.45% p.a. (March 31, 2016: 12.45% p.a. - 14.50% p.a.) and are repayable in 48 structured unequal quarterly installments starting from June 30, 2017 (March 31, 2016: 52 structured unequal quarterly installments starting from April 15, 2013).	debts, revenues, intangible assets, trust & retention account, debt service reserve account & any other reserves & bank accounts of borrower, all rights, title, interest, benefits, claims and demands in the project documents, clearances, L/C's, 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 GIWPPL in favour of the Security Trustee. The loan is also secured by a corporate guarantee from SGIL till a satisfactory agreement to sell CERs at least till financial year 2020 at a minimum rate of Euro 6/ton is entered.
(i) Rs. 1,770,120,001 (March 31, 2016: Rs. 1,865,160,001 (April 1, 2015 : Rs. 1960,200,000) from financial institutions in GIWFAL. (ii) Rs.500,000,000 (March 31, 2016: Rs. 500,000,000) (April 1,2015: Rs. 500,000,000) 500 12% Non-Convertible Debentures of Rs. 1,000,000 each in GIWFAL.	(i) Interest on loan are in the range of 10.03% p.a to 11.75% p.a. (March 31, 2016: 11.75% to 12.00% p.a.) and are repayable in 64 quarterly unequal installments starting from April 1, 2015. (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.	Secured by way of pari passu mortgage on 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 & 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, 2016: 37,383,000) Equity shares of Rs. 10 each of GIWFAL have been pledged by Green Infra Wind Ventures Limited ('the holding company') in favour of the financial institutions.
(i)Rs. 689,700,000 (March 31,2016: Rs. 683,312,726) (March 31, 2015: Nil) from Financial institution in GIWEPL (ii) Nil (March 31, 2016: Rs. 9,667,922) (April 1, 2015: Rs. 740,423,052) from bank in GIWEPL.	Interest on loan are in the range of 9.45% -12.63% p.a. (March 31, 2016 12.63% p.a.) and repayable in 44 structured unequal quarterly installments commencing from June 30, 2017 (March 31, 2016 and April 1, 2015: repayable in 52 structured unequal quarterly installments commencing from April 15, 2013).	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 & demands in the Project Documents, clearances, LCs, guarantee, performance bond, corporate guarantee, bank guarantee provided by any party to the Project Documents; TRA, DSR & any other reserves & Bank account and second charge on Distribution Sub Account of GIWEPL; pledge of 51% with all accretions thereon of the paid-up equity shares of GIWEPL. The loan is also secured by a corporate guarantee given by SGIL till a satisfactory agreement to sell CERs at least till financial year 2020 at a minimum rate of Euro 6/ton is entered.
(i) External commercial borrowings of USD 12,052,310 equivalent to Rs. 781,454,875 (March 31, 2016: USD 13,170,335 equivalent to Rs. 873,626,481) (April 1, 2015; USD 13,990,220 equivalent to Rs. 875,659,031) from bank in GISFL	(i) External commercial borrowings from a bank carries interest rate of USD LIBOR + 4.25% p.a. (March 31, 2016: USD LIBOR + 4.25% p.a.) and are repayable in 45 structured unequal quarterly installments (March 31, 2016: 26 structured unequal half yearly installments) from October	Secured by a first charge on immovable properties all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & other reserves & bank accounts of GISFL along with all

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
(ii) External commercial borrowings of Rs. 371,623,982 (March 31, 2016: Rs. 398,458,486) (April 1, 2015; Rs. 423,263,486) from foreign financial institution in GISFL	15, 2013. (ii) External commercial borrowings from a foreign financial institution carries an interest rate in the range of 10.57% - 11.48% p.a. (March 31, 2016: 10.57% - 11.48% p.a.) and are repayable in 26 structured unequal half yearly installments from October 15, 2013.	equity shares of GISFL have been pledged in favour of the Security Trustee of lenders.
(i) External commercial borrowings of USD 3,152,342 equivalent to Rs. 204,393,410 (March 31, 2016: USD 3,444,767 equivalent to Rs. 228,501,352) (April 1, 2015: USD 3,659,212 equivalent to Rs. 222,597,975) from bank in GISPL (ii) External commercial borrowings of Rs. 96,407,999 (March 31, 2016: Rs. 103,369,500) (April 1, 2015; Rs. 116,239,500) from foreign financial institution in GISPL	(i) External commercial borrowings from a bank carries an interest rate of USD LIBOR + 4.25% p.a. (March 31, 2016: USD LIBOR + 4.25% p.a.) and are repayable in 45 structured unequal quarterly installments (March 31, 2016: 26 structured unequal half yearly installments) from October 15, 2013 (ii) External commercial borrowing from a foreign financial institution carries an interest rate in the range of 10.57% - 11.48% p.a. (March 31, 2016: 10.57% - 11.48% p.a.) and are repayable in 26 structured unequal half yearly installments from October 15, 2013.	Secured by a first charge on immovable properties all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & 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 which are held by the holding company (i.e. Sembcorp Green Infra Limited).
(i) External commercial borrowing of JPY 409,095,000 equivalent to Rs. 237,111,462 (March 31, 2016: JPY 500,005,000 equivalent to Rs. 295,302,953 (April 1, 2015: JPY 590,915,000 equivalent to Rs 307,393,983) from bank in GIBTVL (ii) Rupee term loan of Rs. 205,713,300 (March 31, 2016: Rs. 274,284,900 (April 1, 2015: Rs. 342,856,500) loan from bank in GIBTVL	(i) External commercial borrowings from bank carries an interest rate of JPY LIBOR + 1.81% p.a. (March 31, 2016: JPY LIBOR + 1.81% p.a.) and is repayable in 20 half yearly equal installments of JPY 45,455,000 from 15 months from first disbursements i.e. February 22, 2012. (ii) The Rupee term loan carries an interest rate of 12.00% p.a. (March 31, 2016: 12.00% p.a.) and is repayable in 35 quarterly equal installments of Rs. 17,145,000 from 15 months from first disbursements i.e. September 7, 2011.	Secured by a first pari passu charge on fixed assets including land, plant and machinery and movables properties 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 19,750,000 equivalent to Rs. 1,280,562,351 (March 31, 2016: 22,135,710 equivalent to Rs. 1,468,326,124) (April 1, 2015: USD 24,521,426	(i) External commercial borrowings of outstanding USD 8,350,000 (March 31, 2016: 10,735,710) carries an interest rate of USD LIBOR + 4.50% p.a. (March 31, 2016: USD LIBOR + 4.50% p.a.) and are repayable in	Secured by an exclusive charge on all immovable and movables properties pertaining to the 25.50 MW wind farms projects at Satara, Maharashtra

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
equivalent to Rs. 1,534,815,671) from bank in GIBTVL	14 half yearly equal installments of USD 1,192,858 from December 31, 2013. (ii) External commercial borrowings of outstanding USD 11,400,000 (March 31, 2016: 11,400,000) carries an interest rate of USD LIBOR + 2.74% p.a. (March 31, 2016: USD LIBOR + 2.74% p.a.) and are repayable in 6 installments First installment of USD 600,000 was paid on September 23, 2013 and remaining balance is repayable in 5 structured unequal half yearly installments starting from March 22, 2021.	
Rs 141,666,671(March 31, 2016: Rs. 175,000,003) (April 1, 2015: Rs. 208,333,335) from bank in GIWEThL	Interest on loan is in range of 11.30% - 11.75% (March 31, 2016: 11.83% - 12%) and is repayable in 36 equal quarterly installments after a 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, Tamilnadu.
Rs. 133,575,000 (March 31, 2016: Rs. 140,325,000) (April 1, 2015: Rs. 146,025,000) from financial institution in GIWPThL	Interest on loan are in the range of 11.25% p.a. to 12.00% p.a. (March 31, 2016:12.00% p.a. to 12.25% p.a.) and is repayable in 52 unequal quarterly installments starting from October 1, 2014.	Secured by a first charge on all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts. The loan is also secured by Mortgage by deposit of title deeds on immovable properties of GIWPThL and pledge of 51% share capital of GIWPThL together with all accretions, held by promoter.
Term Loan of Rs. 1,208,430,644 (March 31, 2016: Nil) (April 1, 2015: Nil) from a financial institution in MREPL	Interest on Loan is 10.50% p.a and is repayable in 59 structured unequal quarterly installments from December 31, 2018.	Secured by first mortgage & charge on all immovable properties, both present and future; first charge on the entire movable properties and intangible assets including movable plant & machinery, machinery spares, tools & accessories, furniture, fixture , vehicles along with a 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 & contracts (including insurance policies, land, right, titles).
Term loan of Rs. Nil (April 1, 2015: 1,000,000,000) from a bank in GICSL	Interest on loan are in the range of 10.85% to 11.00% p.a. (April 1, 2015: 11% p.a.). During the year, the existing loan has been repaid entirely by refinancing from new lenders	Secured by first charge on all immovable and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
	(April 1, 2015: Repayable in 60 quarterly installments from December 31, 2015).	account, debt service reserve account & any other reserves & bank accounts of borrower in favour of lender for wind power project at Dangri, Rajasthan.
Term loan of Rs. Nil (April 1, 2015: 500,000,000) from a bank in GICSL	Interest on loan are in the range of 10.85% to 11.00% p.a. (April 1, 2015: 11% p.a.). During the year, the existing loan has been repaid entirely by refinancing from new lenders (April 1, 2015: Repayable in 60 quarterly installments from March 31, 2016).	Secured by a first charge on all immovable and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts of borrower in favour of lender for wind power project at Dangri, Rajasthan.
(i) Rs. 3,897,947,950 (April 1, 2015: 2,137,182,498) from bank in GICSL (ii) Rs. 2,103,254,400 (April 1, 2015: Nil) from financial institutions in GICSL	Interest rates are in the range of 10.75% to 11.50% (April 1, 2015: 9.75% to 9.90%) and is repayable in 57 quarterly unequal installments from January 15, 2016 and June 30, 2016.	Secured by a first charge on all immovable and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & 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. 2,754,138,920 (April 1, 2015: Rs. Nil) from foreign financial institution in GICSL	Interest rates are in the range of 10.71% to 10.97% p.a. (April 1, 2015: Nil) and is repayable in 57 quarterly unequal installments from January 15, 2016	Secured by a first charge on all immovable and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts of borrower in favour of the Security Trustee for wind power project located at state of Rajasthan, Madhya Pradesh, Gujrat and Maharashtra. The loan is also secured by pledge of 51% shareholding of all class of its shares.

16. Derivative liabilities

	March 31, 2017	March 31, 2016	April 1, 2015
Non-current			
Derivative liabilities on fair valuation of interest rate swaps	13,662,283	42,267,013	39,556,284
Derivative liabilities on fair valuation of options	-	-	27,240,935
	13,662,283	**42,267,013**	**66,797,219**

Also refer note 34 (ii)

17. Provisions

	March 31, 2017	March 31, 2016	April 1, 2015
Non-current			
Provision for employee benefits			
- Gratuity (refer note 37)	-	847,519	878,882
- Compensated absences	-	2,536,497	2,517,233
Other provisions			
Provision for assets retirement obligation	261,513,905	203,652,934	163,705,923
Lease equalisation reserve	8,499,021	-	-
	270,012,926	**207,036,950**	**167,102,038**
Current			
Provision for employee benefits			
- Gratuity (refer note 37)	-	3,685,719	210,659
- Compensated absences	1,753,001	2,969,045	1,895,274
Provision for captive consumption tax (refer note 57)	2,490,169	2,490,169	2,490,169
	4,243,170	**9,144,933**	**4,596,102**

18. Other liabilities

	March 31, 2017	March 31, 2016	April 1, 2015
Non-current			
Operation and maintenance expenses equalisation reserve	870,689,516	709,646,353	552,194,093
	870,689,516	**709,646,353**	**552,194,093**
Current			
Operation and maintenance expenses equalisation reserve	82,643,995	57,474,882	33,723,038
Advance from customers	15,303,788	12,031,514	2,939,252
Statutory dues payable :			
- TDS payable	113,438,183	52,123,450	48,310,275
- WCT payable	-	1,181,874	27,708,093
- Provident fund payable	2,028,303	1,248,662	1,130,278
- Service tax payable	5,130	-	426,243
- Other statutory dues	1,148,585	-	-
	214,567,984	**124,060,382**	**114,237,179**

19. Short-term borrowings

	March 31, 2017	March 31, 2016	April 1, 2015
Bills discounted against letter of credit (secured) (refer subnote 1)	1,980,987,500	1,019,660,697	-
Loan from banks (secured) (refer subnote 2)	1,250,000,000	-	-
Working capital loan from banks (secured) (refer subnote 3)	205,400,000	-	-
	3,436,387,500	**1,019,660,697**	**-**

Terms and conditions of borrowings

1. Bills discounted against Letter of credit from banks are secured by lien on underlying goods, documents, policies and proceeds. Such bills carry an interest rate in the range of 7.85% - 9.00% (March 31, 2016: 9.20%) and are repayable after 270 - 365 days (March 31, 2016: 156 - 178) from the date of issuance of Bill of Exchange.

2. Term loan from bank is secured by a first pari passu charge on the moveable assets of the related projects. It carries interest rate of 3 month MCLR i.e. 9.65% and is repayable within 12 months.

3. Working capital limit from bank 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.

20. Trade payable

	March 31, 2017	**March 31, 2016**	**April 1, 2015**
Total outstanding dues of micro and small enterprises	-	-	-
Total outstanding dues of creditors other than micro and small enterprises			
- to related parties	49,309,012	-	-
- to others	161,258,439	74,729,004	135,468,931
	210,567,451	74,729,004	135,468,931

21. Other financial liabilities

	March 31, 2017	**March 31, 2016**	**April 1, 2015**
Current maturities of long-term borrowings (refer note 15)	2,113,806,359	1,840,011,121	1,384,021,314
Amount payable for purchase of property, plant and equipment	3,157,221,834	2,257,331,697	3,307,399,448
Interest accrued	218,376,732	196,563,450	175,170,093
Amount payable against contract settlement (refer note 43)	300,000,000	-	-
Other payable	-	-	150,569,931
Amount payable to employees	22,799,825	39,280,040	34,733,106
	5,812,204,750	**4,333,186,308**	**5,051,893,892**

22. Current tax liabilities

	March 31, 2017	**March 31, 2016**	**April 1, 2015**
Provision for tax (net of advance tax)	3,343,555	71,630,326	18,530,029
	3,343,555	**71,630,326**	**18,530,029**

23. Revenue from operations

	For the year ended March 31, 2017	For the year ended March 31, 2016
Income from power generation	7,608,391,565	5,642,495,077
Other operating revenue		-
Income from generation based incentives	417,237,898	318,346,384
Income from sale of carbon emission reductions	-	3,244,908
Income from sale of renewable energy certificates	62,803,500	47,624,252
	8,088,432,963	**6,011,710,621**

24. Other income

	For the year ended March 31, 2017	For the year ended March 31, 2016
Interest on		
- bank deposits	179,506,683	152,942,652
- others (including interest on income tax refund)	19,234,842	9,861,924
Net gain on fair value changes classified as FVTPL		
- mutual funds	102,726,790	125,352,196
- other financial assets	166,795	308,017
Liquidated damages recovered (refer note 45)	100,601,957	607,646,243
Late payment surcharges recovered from customer (refer note 53)	103,180,233	-
Gain on fair value changes of cross currency swaps	-	190,353,033
Gain on foreign exchange fluctuations (net)	579,397	-
Gain on sale of property, plant and equipment	397,361	-
Other miscellaneous income	7,570,186	2,638,089
	513,964,244	**1,089,102,154**

25. Employee benefits expense

	For the year ended March 31, 2017	For the year ended March 31, 2016
Salaries, allowance and bonus	212,060,707	184,072,482
Contribution to provident fund	10,911,067	9,707,131
Gratuity (refer note 37)	3,850,636	2,394,205
Compensated absences	1,349,217	1,934,359
Staff welfare expenses	10,296,368	4,854,625
	238,467,995	**202,962,802**

26. Finance costs

	For the year ended March 31, 2017	For the year ended March 31, 2016
Interest on		
- Term loans	3,189,087,943	2,873,250,056
- Working capital loans	106,114,904	-
- Debentures	60,000,000	60,164,384
- Others	20,980,541	11,264,702
Letter of credit charges	7,781,550	6,929,829
Bank charges	1,192,422	335,687
Other borrowing costs	30,294,683	133,922,326
	3,415,452,043	**3,085,866,984**

27. Depreciation and amortisation expense

	For the year ended March 31, 2017	For the year ended March 31, 2016
Depreciation on property, plant and equipment (net of capitalisation)	2,814,535,641	2,265,545,617
Amortisation of other intangible assets	8,150,366	454,510
	2,822,686,007	**2,266,000,127**

28. Operating and other expenses

	For the year ended March 31, 2017	For the year ended March 31, 2016
Operation and maintenance cost	605,051,664	439,564,771
Rates and taxes	48,237,465	41,033,691
Rent (refer note 46)	24,776,359	17,225,822
Site expenses	20,354,395	13,153,348
System operating and transmission charges	105,095,518	80,249,602
Plant security expenses	12,635,999	6,899,447
Repairs and maintenance		
- computer	8,092,332	2,544,582
- others	9,794,503	7,751,122
Travelling and conveyance	36,175,428	28,579,395
Insurance	44,293,042	30,578,257
Postage, courier and communication	3,143,186	3,568,980
Legal and professional expenses	130,972,046	121,947,399
Commission and brokerage	6,899,715	2,125,380
Directors' sitting fee	7,012,000	5,208,500
Payment to Auditors		
- Statutory audit fee	6,080,379	4,951,000
- Other audit related services	3,015,000	858,259
- Reimbursement of out-of-pocket expenses	745,661	293,580
Recruitment expenses	14,542,907	6,237,817
Business promotion	2,233,368	2,443,181
SAP usage charges	2,089,823	3,654,562
Net loss on foreign exchange fluctuations	-	935,794
Loss on fair value changes of derivative contracts	191,631,058	-
Corporate Social Responsibility expenses	15,350,950	9,107,002
Loss on fair valuation of other financial assets	17,065,808	75,159
Bad debts written off (refer note 42)	-	6,666,002
Net loss on disposal of property, plant and equipment	-	22,388
Miscellaneous expenses	2,676,185	4,172,724
	1,317,964,791	**839,847,764**

29. Exceptional items

	For the year ended March 31, 2017	For the year ended March 31, 2016
Impairment of capital work-in-progress (refer note 55 and 56)	13,240,597	403,247,849
Advances written off (refer note 41 and 43)	96,447,256	45,274,256
Compensation on contract settlement with vendors (refer note 43)	150,217,658	-
	259,905,511	**448,522,105**

30. Tax expenses

	For the year ended March 31, 2017	For the year ended March 31, 2016
Current tax expense (current year)	110,567,974	190,228,897
Current tax expense (changes in estimates related to prior year)	1,999,974	(2,131,340)
Deferred tax charge	36,236,501	83,883,633
	148,804,449	**271,981,190**
Tax effect on other comprehensive income	(665,340)	(962,551)
	148,139,109	**271,018,639**

Reconciliation of effective tax rate

Profit before tax (a)	**547,920,860**	**257,612,993**
Domestic tax rate	33.06%	33.06%
Tax using the Company's domestic tax rate	181,159,074	85,174,584
Effect of		
Tax expenses (MAT) for which credit is not available	94,714,947	159,008,460
MAT credit availed from earlier years	(5,326,749)	(5,833,009)
Tax on changes in estimates related to prior year	5,776,350	(20,739,360)
Changes in tax rate	-	(26,444,091)
Non-deductible expenses (Dep. on leasehold land, pre-operative expenses, interest on income tax, CSR expenses etc.)	16,334,849	111,513,658
Changes in permanent difference of deferred tax assets	20,520,297	(58,241,319)
Changes in permanent difference of deferred tax liabilities	57,661,706	(60,558,224)
Non-taxable income (under section 80IA)	(43,665,473)	-
Deferred tax assets (recognised)/ not recognised in earlier years	(179,035,886)	87,137,940
Income tax expense (b)	**148,139,115**	**271,018,639**
Effective tax rate (b/a)	27.04%	105.20%

31. Earnings/(loss) per share

Profit/(loss) for the year, attributable to equity holders	397,788,047	(16,332,206)
Weighted average number of equity shares	256,683,806	211,425,838
Basic and diluted earnings/(loss) per share*	1.55	(0.08)

* Compulsorily Convertible Debentures ('CCD') have been ignored for computation of Diluted earnings/(loss) per share, as these are considered to be anti-dilutive.

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 Incor-poration	% of Ownership Interest and Voting Power as at	
				March 31, 2017	March 31, 2016
1	Green Infra Wind Energy Limited (GIWEL) *(a)*	June 6, 2005	India	100%	100%
2	Green Infra Corporate Solar Limited (GICSL)	September 12, 2011	India	100%	100%
3	Green Infra Wind Power Generation Limited (GIWPGL)	July 4, 2011	India	66.50%	71.56%
4	Green Infra Wind Ventures Limited (GIWVL)	December 28, 2010	India	100%	100%
5	Green Infra Wind Assets Limited (GIWAL)	October 14, 2008	India	100%	100%
6	Green Infra Wind Farms Limited (GIWFL)	October 14, 2008	India	62.95%	58.45%
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%	100%
10	Green Infra Solar Farms Limited (GISFL)	April 29, 2010	India	100%	100%
11	Green Infra Solar Projects Limited (GISPL)	September 12, 2011	India	100%	100%
12	Green Infra Wind Energy Asset Limited (GIWEAL) *(b)*	September 14, 2011	India	100%	100%
13	Green Infra Wind Farm Assets Limited (GIWFAL) *(b)*	September 14, 2011	India	100%	100%
14	Green Infra Wind Power Limited (GIWPL) *(b)*	May 3, 2010	India	100%	100%
15	Green Infra Corporate Wind Limited (GICWL) *(b)*	October 14, 2008	India	100%	100%
16	Green Infra Wind Energy Project Limited (GIWEPL) *(b)*	July 4, 2011	India	100%	100%
17	Green Infra Wind Limited (GIWL) *(c)*	February 23, 2011	India	100%	100%
18	Green Infra BTV Limited (GIBTVL) *(d)*	September 1, 2008	India	90.46%	90.46%
19	Green Infra Wind Energy Theni Limited (GIWEthL) *(e)*	January 6, 2011	India	73.02%	73.02%
20	Green Infra Wind Power Theni Limited (GIWPthL) *(e)*	January 6, 2011	India	73.21%	73.21%
21	Mulanur Renewable Energy Private Limited (MREPL) *(f)*	January 29, 2016	India	70%	-
22	Green Infra Wind Technology Limited (GIWTL)	May 22, 2012	India	100%	100%
23	Green Infra Wind Solutions Limited (GIWSL)	May 22, 2012	India	100%	100%
24	Green Infra Clean Wind Energy Limited (GICWEL)	July 24, 2012	India	100%	100%
25	Green Infra Hydro Energy Projects Limited (GIHEPL) *(g)*	July 4, 2011	India	#	100%
26	Green Infra Wind Energy Efficiency Limited (GIWEEL) *(h)*	July 24, 2012	India	#	100%
27	Green Infra Wind Energy Creation Limited (GIWECL) *(h)*	July 24, 2012	India	#	100%
28	Green Infra Wind Power Solutions Limited (GIWPSL) *(h)*	May 21, 2012	India	#	100%
29	Green Infra Wind Energy Development Limited (GIWEDL) *(h)*	May 17, 2012	India	#	100%
30	Green Infra Wind Power Ventures Limited (GIWPVL) *(h)*	July 28, 2011	India	#	100%
31	Green Infra Wind Power Technology Limited (GIWPTL) *(h)*	December 28, 2010	India	#	100%
32	Green Infra Wind Power Development Limited (GIWPDL) *(h)*	July 4, 2011	India	#	100%

33	Green Infra Wind Techno Solutions Limited (GIWTSL) *(h)*	May 21, 2012	India	#	100%
34	Green Infra Renewable Energy Limited (GIREL) *(i)*	March 2, 2017	India	100%	-

\# These entities were closed during the current year.

(a) On September 16, 2009, the Company, along with its subsidiary GIWAL, acquired 100% stake in GIWEL. At present, 15.95% is held by GIWAL.
(b) Interests in ownership in subsidiaries are through another wholly owned subsidiary GIWVL.
(c) Interest in ownership in subsidiary was through another wholly owned subsidiary GIWVL in previous year, At present, held by SGIL.
(d) On August 16, 2013, the Company acquired GIBTVL, GIWEThL and GIWPThL and recognised Capital Reserve on such acquisition.
(e) Interest in ownership in said subsidiaries are through another subsidiary GIBTVL.
(f) On July 29, 2016, the Company acquired MREPL and recognised Capital Reserve on such acquisition.
(g) Name of the Company got struck off by Registrar of Company under Fact Track Exit vide letter dated June 24, 2016.
(h) Resolution passed by subsidiaries on December 21, 2016 for application for closure of company under Fact Track Exit. Accordingly, these entity has been declassified from list of subsidiaries.
(i) Incorporated during the year as wholly owned subsidiary of GIWEL.

b) Associates

S. No.	**Name of entity**	**Date of Incorporation**	**Country of Incor-poration**	**% of Ownership Interest and Voting Power as at**	
				March 31, 2017	**March 31, 2016**
1	Green Kurpan Power Private Limited (GKPPL)	December 20, 2007	India	49%	49%
2	Green Mountain Hydro Power Private Limited (GMHPPL)	December 20, 2007	India	49%	49%
3	Hurla Valley Power Private Limited (HVPPL)	December 20, 2007	India	49%	49%

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.

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. 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 financial instruments

When the fair values of financial assets and financial 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

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.

d. Deferred taxes

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.

e. 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 37.

34. Financial risk management

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

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group.

The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures.

This note explains the risks which the Group is exposed to and policies and framework adopted by the Group to manage these risks:

a. 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 sensitivity analyses have been prepared excluding the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

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.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks based on the financial assets and financial liabilities held at March 31, 2017, March 31, 2016 and April 1, 2015. The following assumptions have been made in calculating the sensitivity analyses.

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Fair values

The carrying value and fair value of financial instruments by categories at March 31, 2017 were 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	-	-	2,370,814,711	-	-	2,370,814,711	2,370,814,711	-	-	2,370,814,711
Derivative assets	-	-	328,157,593			328,157,593	-	328,157,593	-	328,157,593
Trade receivables	2,267,187,585	-	-	-	-	2,267,187,585	-	-	-	2,267,187,585
Cash and cash equivalents	3,603,037,707	-	-	-	-	3,603,037,707	-	-	-	3,603,037,707
Other financial assets	2,807,272,575	-	-	-	-	2,807,272,575	-	-	-	2,807,272,575
Total	**8,677,497,867**	**-**	**2,698,972,304**	**-**	**-**	**11,376,470,171**	**2,370,814,711**	**328,157,593**	**-**	**11,376,470,171**
Liabilities										
Borrowings (excluding current portion of long-term borrowings)	35,490,213,905	-	-	-	-	35,490,213,905	-	-	-	35,490,213,905
Derivative liabilities	-	-	13,662,283	-	-	13,662,283	-	13,662,283	-	13,662,283
Trade payables	210,567,451	-	-	-	-	210,567,451	-	-	-	210,567,451
Other financial liabilities	5,812,204,750	-	-	-	-	5,812,204,750	-	-	-	5,812,204,750
Total	**41,512,986,106**	**-**	**13,662,283**	**-**	**-**	**41,526,648,389**	**-**	**13,662,283**	**-**	**41,526,648,389**

The carrying value and fair value of financial instruments by categories at March 31, 2016 were 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	-	-	1,271,837,671	-	-	1,271,837,671	1,271,837,671	-	-	1,271,837,671
Derivative assets	-	-	518,584,236	-	-	518,584,236	-	518,584,236	-	518,584,236
Trade receivables	1,807,133,968	-	-	-	-	1,807,133,968	-	-	-	1,807,133,968
Cash and cash equivalents	2,192,806,893	-	-	-	-	2,192,806,893	-	-	-	2,192,806,893
Other financial assets	2,329,514,151	-	-	-	-	2,329,514,151	-	-	-	2,329,514,151
Total	**6,329,455,012**	**-**	**1,790,421,907**	**-**	**-**	**8,119,876,919**	**1,271,837,671**	**518,584,236**	**-**	**8,119,876,919**
Liabilities										
Borrowings (excluding current portion of long-term borrowings)	28,164,064,051	-	-	-	-	28,164,064,051	-	-	-	28,164,064,051
Derivative liabilities	-	-	42,267,013	-	-	42,267,013	-	42,267,013	-	42,267,013
Trade payables	74,729,004	-	-	-	-	74,729,004	-	-	-	74,729,004
Other financial liabilities	4,333,186,308	-	-	-	-	4,333,186,308	-	-	-	4,333,186,308

Total	**32,571,979,363**	**-**	**42,267,013**	**-**	**-**	**32,614,246,376**	**-**	**42,267,013**	**-**	**32,614,246,376**

The carrying value and fair value of financial instruments by categories at April 1, 2015 were 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										
- Equity shares	-	-	-	-	-	-	-	-	-	-
- Mutual fund	-	-	1,116,405,978	-	-	1,116,405,978	1,116,405,978	-	-	1,116,405,978
Derivative assets	-	-	355,472,139	-	-	355,472,139	-	355,472,139	-	355,472,139
Trade receivables	469,693,931	-	-	-	-	469,693,931	-	-	-	469,693,931
Cash and cash equivalents	864,125,963	-	-	-	-	864,125,963	-	-	-	864,125,963
Other financial assets	1,452,037,075	-	-	-	-	1,452,037,075	-	-	-	1,452,037,075
Total	**2,785,856,969**	**-**	**1,471,878,117**	**-**	**-**	**4,257,735,086**	**1,116,405,978**	**355,472,139**	**-**	**4,257,735,086**
Liabilities										
Borrowings (excluding current portion of long-term borrowings)	20,614,418,981	-	-	-	-	20,614,418,981	-	-	-	20,614,418,981
Derivative liabilities	-	-	66,797,219	-	-	66,797,219	-	66,797,219	-	66,797,219
Trade payables	135,468,931	-	-	-	-	135,468,931	-	-	-	135,468,931
Other financial liabilities	5,051,893,892	-	-	-	-	5,051,893,892	-	-	-	5,051,893,892
Total	**25,801,781,804**	**-**	**66,797,219**	**-**	**-**	**25,868,579,023**	**-**	**66,797,219**	**-**	**25,868,579,023**

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.

(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 these financial statements.

At the reporting date the interest rate profile of the Group's interest bearing financial instrument is at its fair value:

Particulars	**Carrying Amount**		
Variable rate instruments	**March 31, 2017**	**March 31, 2016**	**April 1, 2015**
Long-term borrowings	32,341,756,928	27,445,029,366	20,813,579,873
Current maturities of long-term debt	2,157,689,553	1,882,957,345	1,424,121,949

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. 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, 2017**	**March 31, 2016**
Increase/ (decrease) in 100 basis point	265,018,367	197,348,615

(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.

Subsidiary	**Particulars**	**Amount in Indian currency**	**Amount in foreign currency**
Sembcorp Green Infra Limited	Trade payables	Rs. 42,454,036 (March 31, 2016: Rs. 12,779,250) (April 1, 2015: Nil)	SGD 912,550 (March 31, 2016: SGD 259,650) (April 1, 2015: Nil)
Green Infra Solar Farms Limited	External commercial borrowings	Rs. 156,290,975 (March 31, 2016: Rs. 179,752,042 (April 1, 2015: Rs. 180,187,517)	USD 2,410,462 (March 31, 2016: USD 2,709,847) (April 1, 2015: USD 2,828,827)
Green Infra Solar Projects Limited	External commercial borrowings	Rs. 40,878,682 (March 31, 2016: Rs. 47,014,641) (April 1, 2015: Rs. 47,128,520)	USD 630,648 (March 31, 2016: USD 708,768) (April 1, 2015: USD 752,965)

(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.

b. 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 and the cash flow that is generated from financing 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 period:

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Long-term borrowings including current maturity* (Carrying amount)	**34,499,446,481**	**29,327,986,711**	**22,237,701,822**
Contractual cash flows of long-term borrowings			
0 - 1 year	2,157,689,554	1,882,957,347	1,424,121,948
1 - 2 years	2,531,400,771	2,117,105,922	3,701,457,030
2 - 5 years	8,394,485,100	6,630,092,227	5,318,665,445
More than 5 years	21,415,871,056	18,697,831,215	11,793,457,399
Short-term borrowings (carrying amount)	**3,436,387,500**	**1,019,660,697**	**-**
Contractual cash flows of trade payables			
0 - 1 year	3,436,387,500	1,019,660,697	-
1 - 2 years	-	-	-
2 - 5 years	-	-	-
More than 5 years	-	-	-
Trade payables (carrying amount)	**210,567,451**	**74,729,004**	**135,468,931**
Contractual cash flows of trade payables			
0 - 1 year	210,567,451	74,729,004	135,468,931
1 - 2 years	-	-	-
2 - 5 years	-	-	-
More than 5 years	-	-	-
Other financial liabilities (carrying amount)	**3,698,398,391**	**2,493,175,187**	**3,667,872,578**
Contractual cash flows of other financial liabilities			
0 - 1 year	3,698,398,391	2,493,175,187	3,667,872,578
1 - 2 years	-	-	-
2 - 5 years	-	-	-
More than 5 years	-	-	-

Excluding unamortised part of loan origination cost

c. Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. Credit risk on cash and cash equivalents, other bank balances is limited as the Group generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. The Group's credit risk in case of all other financial instruments is negligible.

The Group assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date. The Group has not considered an allowance for doubtful debts in case of trade receivables that are past due but there has not been a significant change in the credit quality and the amounts are still considered recoverable. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain.

35. First time adoption of Ind AS

As stated in note 2 (a), the consolidated financial statements for the year ended March 31, 2017 is the first annual consolidated financial statements prepared in accordance with Ind AS. The adoption was carried out in accordance with Ind AS 101 using Consolidated Balance Sheet as at April 1, 2015 as the transition date. The transition was carried out from Indian GAAP, which was considered as the previous GAAP. All applicable Ind AS have been applied consistently and retrospectively wherever, required. The resulting difference between the carrying amounts of the assets and liabilities in the consolidated financial statements under both Ind AS and Indian GAAP as of the transition date are recognised directly in equity (retained earnings) at the date of transition to Ind AS.

Accordingly the Company has prepared consolidated financial statements which comply with Ind AS applicable for year ended on or after April 1, 2015, together with the comparative year data as at March 31, 2016, as described in the summary or significant accounting policies. In preparing these consolidated financial statements, the Group has availed itself of certain exemptions and exceptions in accordance with Ind AS 101. The Group availed/ exercised the following exemptions / exceptions notified by the Ind AS 101.

i) Exemptions from retrospective application:

Deemed cost exemption

Property, plant and equipment

The Group has opted to continue with the carrying value for all property, plant and equipment as recognised in the consolidated financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and used it as its deemed cost.

Investments in associates

The Group has opted to continue with the carrying value for equity investments in subsidiaries and associates as recognised in the consolidated financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and used it as its deemed cost.

ii) Exceptions from full retrospective application:

Estimates exception

Upon an assessment of the estimates made under Indian GAAP, the Group has concluded that there was no necessity to revise such estimates under Ind AS.

Following are the principal adjustments made by the Group in restating its Indian GAAP financial statements, including the opening Consolidated Balance Sheet as at April 1, 2015, Consolidated Balance Sheet as at March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016.

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Reconciliation of equity as previously reported under Indian GAAP to Ind AS

	March 31, 2016			April 1, 2015			
Particulars	**Amount as per**	**Ind AS Adjustments**	**Amount as per**	**Amount as per**	**Ind AS**	**Amount as per**	**Notes**
ASSETS							
Non-current assets							
Property, plant and equipment	38,008,863,894	(294,622,372)	37,714,241,522	30,002,683,995	92,690,990	30,095,374,985	a
Capital work-in-progress	1,207,128,112	-	1,207,128,112	4,357,772,229	-	4,357,772,229	
Other intangible assets	1,539,777	-	1,539,777	47,228	-	47,228	
Financial assets							
Investments	-	-	-	264,397,103	22,222,047	286,619,150	b
Derivative assets	-	518,584,236	518,584,236	369,268,683	(13,796,544)	355,472,139	c
Other financial assets	1,329,511,573	(2,307,651)	1,327,203,922	630,090,283	(2,541,413)	627,548,870	d
Deferred tax assets	-	29,771,446	29,771,446	-	29,771,446	29,771,446	e
Non-current tax assets	283,116,687	-	283,116,687	185,459,090	-	185,459,090	
Other non-current assets	1,865,716,132	3,298,331	1,869,014,463	585,115,869	-	585,115,869	f
Total non-current assets	**42,695,876,175**	**254,723,990**	**42,950,600,165**	**36,394,834,480**	**128,346,526**	**36,523,181,006**	
Current assets							
Financial assets							
Investments	1,263,573,607	8,264,064	1,271,837,671	810,031,549	19,755,279	829,786,828	b
Trade receivables	1,807,133,968	-	1,807,133,968	469,693,931	-	469,693,931	
Cash and cash equivalents	2,192,806,893	-	2,192,806,893	864,125,963	-	864,125,963	
Other financial assets	1,002,310,229	-	1,002,310,229	824,488,205	-	824,488,205	
Other current assets	320,840,589	(195,518,919)	125,321,670	49,898,341	116,938,710	166,837,051	f
Total current assets	**6,586,665,286**	**(187,254,855)**	**6,399,410,431**	**3,018,237,989**	**136,693,989**	**3,154,931,978**	
Total assets	**49,282,541,461**	**67,469,135**	**49,350,010,596**	**39,413,072,469**	**265,040,515**	**39,678,112,984**	
EQUITY AND LIABILITIES							
Equity							
Share capital	2,326,731,310	-	2,326,731,310	1,681,222,560	-	1,681,222,560	
Instruments entirely equity in nature	-	-	-	-	3,000,000,000	3,000,000,000	g
Other equity	13,181,375,838	(275,792,333)	12,905,583,505	8,199,754,665	(233,443,902)	7,966,310,763	
Non-controlling interests	182,253,903	19,027,411	201,281,314	223,874,974	(15,299,291)	208,575,683	h
Total equity	**15,690,361,051**	**(256,764,922)**	**15,433,596,129**	**10,104,852,199**	**2,751,256,807**	**12,856,109,006**	
Non-current liabilities							
Financial liabilities							
Long-term borrowings	27,445,029,366	(300,626,012)	27,144,403,354	20,813,579,873	(199,160,892)	20,614,418,981	i
Derivative liabilities	28,534,732	13,732,281	42,267,013	3,078,027	63,719,192	66,797,219	j
Provisions	271,909,016	(64,872,066)	207,036,950	3,396,115	163,705,923	167,102,038	k
Deferred tax liabilities	228,824,304	(48,175,157)	180,649,147	157,062,525	(60,297,011)	96,765,514	c
Other non-current liabilities	-	709,646,353	709,646,353	-	552,194,093	552,194,093	l
Total non-current liabilities	**27,974,297,418**	**309,705,399**	**28,284,002,817**	**20,977,116,540**	**520,161,305**	**21,497,277,845**	
Current liabilities							
Financial liabilities							
Short-term borrowings	1,019,660,697	-	1,019,660,697	3,000,000,000	(3,000,000,000)	-	g
Trade payables	74,729,004	-	74,729,004	135,468,931	-	135,468,931	
Other financial liabilities	4,376,132,532	(42,946,224)	4,333,186,308	5,091,994,527	(40,100,635)	5,051,893,892	i
Other current liabilities	66,585,500	57,474,882	124,060,382	80,514,141	33,723,038	114,237,179	l
Provisions	9,144,933	-	9,144,933	4,596,102	-	4,596,102	
Current tax liabilities	71,630,326	-	71,630,326	18,530,029	-	18,530,029	
Total current liabilities	**5,617,882,992**	**14,528,658**	**5,632,411,650**	**8,331,103,730**	**(3,006,377,597)**	**5,324,726,133**	
Total liabilities	**33,592,180,410**	**324,234,057**	**33,916,414,467**	**29,308,220,270**	**(2,486,216,292)**	**26,822,003,978**	
Total equity and liabilities	**49,282,541,461**	**67,469,135**	**49,350,010,596**	**39,413,072,469**	**265,040,515**	**39,678,112,984**	

Notes to the consolidated financial statements for the year ended on March 31, 2017

Reconciliation of Statement of Profit and Loss as previously reported Indian GAAP to Ind AS

Particulars	Amount as per IGAAP	Ind AS Adjustments	Amount as per Ind AS	Note
Income				
Revenue from operations	6,011,710,621	-	6,011,710,621	
Other income	932,154,370	156,947,784	1,089,102,154	m
Total income	**6,943,864,991**	**156,947,784**	**7,100,812,775**	
Expenses				
Employee benefits expense	205,889,362	(2,926,560)	202,962,802	n
Finance costs	2,977,348,965	108,518,019	3,085,866,984	o
Depreciation and amortisation expenses	2,365,826,333	(99,826,206)	2,266,000,127	a
Operating and other expenses	695,691,917	144,155,847	839,847,764	p
Total expenses	**6,244,756,577**	**149,921,100**	**6,394,677,677**	
Profit before exceptional items and tax	**699,108,414**	**7,026,684**	**706,135,098**	
Exceptional items	448,522,105	-	448,522,105	
Profit before tax	**250,586,309**	**7,026,684**	**257,612,993**	
Tax expense				
Current tax expense	187,135,006	962,551	188,097,557	n
Deferred tax charge	71,761,779	12,121,854	83,883,633	c
Total tax expense	**258,896,785**	**13,084,405**	**271,981,190**	
Profit for the year	**(8,310,476)**	**(6,057,721)**	**(14,368,197)**	
Other comprehensive income				
Items that will not be reclassified to profit or loss:				
Actuarial loss on employee benefits obligations	-	(2,926,560)	(2,926,560)	n
Income tax effect on above items	-	962,551	962,551	n
Other comprehensive income not to be reclassified to profit or loss	-	(1,964,009)	(1,964,009)	
Total comprehensive income for the year	**(8,310,476)**	**(8,021,730)**	**(16,332,206)**	

a. Property, plant and equipment

The Group has opted to carry all property, plant and equipment at its deemed cost as per Indian GAAP in the financial statements as at the date of transition to Ind AS. Accordingly, depreciation charged under Ind AS is same as was charged under the Indian GAAP.

Under Indian GAAP, loan origination cost (upfront fee paid on loans) was added in plant and machinery and depreciated by few subsidiary. As per Ind AS requirements, loan origination cost and accumulated depreciation is decapitalised and charged to the Statement of Profit and Loss as per effective interest rate method over the period of borrowings.

The Group is required to create a provision for assets retirement obligation (ARO) which represents the estimated cost of dismantling the asset at the end of its useful life from the date of commissioning of such assets. Provision so created is capitalised and added to the gross block of plant and machinery and is depreciated along with the gross block as per CERC rates.

Accordingly, Ind AS adjustment related to the above has been considered in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Change in opening net block	92,690,990	-	-
Addition in assets retirement obligation	-	125,704,822	-
Reversal of assets retirement obligation	(242,964,197)	-	-
Adjustment of loan origination cost	116,938,712	(352,653,311)	-
Net depreciation charged till date of transition	-	(41,474,604)	-
Net addition in accumulated depreciation	99,826,206	-	99,826,206
Forex loss adjusted as per para 46A	(361,114,083)	361,114,083	-
Ind AS adjustments	(294,622,372)	92,690,990	99,826,206

b. investments

Under the Indian GAAP, investments in mutual funds were valued at lower of cost or market value. However under Ind AS the same is valued at fair value through profit or loss. As a result, value of investments of investments has been increased in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Non-current investments			
Profit recognised under fair value through profit or loss	-	22,222,047	(22,222,047)
Current investments			
Profit recognised under fair value through profit or loss	8,264,064	19,755,279	(11,491,215)

c. Derivative assets

Under Indian GAAP, Mark to Market (MTM) on cross currency swap and options was not recognised due to positive MTM (gain to the Company). As per Ind AS requirements, all MTM gain/loss on cross currency swap are to be charged to the Statement of Profit and Loss as per the valuation taken on the reporting date.

Accordingly, Ind AS adjustment related to the above has been considered in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Derivative asset on fair value of cross currency swap	501,521,151	355,472,139	146,049,012
Derivative asset on fair value of options	17,063,085	-	17,063,085
Reversal of forex restatement treated as derivative assets	-	(369,268,683)	-
Ind AS adjustments	518,584,236	(13,796,544)	163,112,097

d. Other non-current financial assets

Under Indian GAAP, security deposits are reported at its carrying value. As per Ind AS, security deposits are to be valued at fair value at amortization and gain/(loss) has been recognised in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Net loss on fair valuation of security deposits	(2,307,651)	(2,541,413)	233,762
Ind AS adjustments	(2,307,651)	(2,541,413)	233,762

e. Deferred tax

Under Indian GAAP, deferred tax accounting was done using the income statement approach, which focused on differences between the taxable profits and accounting profits for the period. As per Ind AS 12, deferred taxes has to be accounted using Balance Sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base.

Application of Ind AS 12 approach has resulted in new temporary differences on various transition adjustments. Deferred tax adjustments are recognised in correlation to the underlying transaction in retained earnings with a change in assets and liabilities as follows:

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Addition in deferred tax assets	29,771,446	29,771,446	-
	(48,175,157)	(60,297,011)	12,121,854

f. Other assets

Under Indian GAAP, un-amortised loan origination cost (upfront fee paid on loan) was classified under other assets and amortised over the borrowing period by few subsidiaries. As per Ind AS requirements, upfront fee has been charged to the Consolidated Statement of Profit and Loss as per effective interest rate method and has been reduced from the borrowing amount instead of being classified as prepayments. Further, under Ind AS, certain expenses has been amortised over the borrowing period and classified as prepayments.

Accordingly, Ind AS adjustments related to the above has been considered in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Other non-current assets			
Reclassification of loan origination cost	3,298,331	-	-
Ind AS adjustments	3,298,331	-	-
Other current assets			
Reclassification of loan origination cost	(195,518,919)	116,938,710	-
Ind AS adjustments	(195,518,919)	116,938,710	-

g. Instruments entirely equity in nature

Under Indian GAAP, the Company have classified 0% Compulsory convertible debentures (3,000,000 debentures of Rs. 1,000 face value each) as short-term borrowings. As per Ind AS requirement, the Company has reclassified 0% Compulsory convertible debentures as instruments entirely equity in nature.

Accordingly, Ind AS adjustment related to the above has been considered in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Reduction in short-term borrowings	-	(3,000,000,000)	-
Instruments entirely equity in nature	-	3,000,000,000	-

h. Non-controlling interests

Under Indian GAAP, the Group have assigned losses of the subsidiaries to non-controlling shares holders up to their share capital infused in the Group. As per Ind AS requirement, entire loss in the subsidiaries has been assigned to non-controlling share holders. Further, gain/losses of the subsidiaries has been changed due to Ind AS adjustments

Accordingly, Ind AS adjustment related to the above has been considered in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Profit/(loss) allocated to non-controlling shares holders	19,027,411	(15,299,291)	34,326,702
Ind AS adjustments	19,027,411	(15,299,291)	34,326,702

i. Long-term borrowings

Under Indian GAAP, un-amortised upfront fee paid on borrowing was classified under other assets and amortised over the loan period. As per Ind AS requirements, upfront fee has been charged to the Statement of Profit and Loss as per effective interest rate method and has been classified under borrowing.

Accordingly, Ind AS adjustment related to the above has been considered in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Long-term borrowings			
Unamortised part of loan origination cost	(300,626,012)	(199,160,892)	-
Ind AS adjustments	(300,626,012)	(199,160,892)	-
Other financial liabilities			
Unamortised part of loan origination cost	(42,946,224)	(40,100,635)	
Ind AS adjustments	(42,946,224)	(40,100,635)	-

j. Derivative liabilities

Under Indian GAAP, mark to market (MTM) on interest rate swap was recognised as per the bank confirmations. As per Ind AS requirements, all MTM on interest rate swap are accounted as per the valuation taken on the reporting date.

Accordingly, Ind AS adjustment related to the above has been considered in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Fair value of mark to market of interest rate swap	13,732,281	36,478,257	(22,745,976)
Fair value of mark to market of options	-	27,240,935	(27,240,935)
Ind AS adjustments	13,732,281	63,719,192	(49,986,911)

k. Provisions

Under Indian GAAP, provision for ARO which represents the cost of dismantling the asset at the end of its useful life was recognised (without discounting) in financial year 2015-16. As per Ind AS, provision for asset retirement obligation (ARO) has been recognised after discounting (management estimate of inflation being 5%) from the date of commissioning of plant and machinery. Provision for ARO will increase in each subsequent financial year through un-winding @ 8% which will determine the present value of ARO obligation.

Accordingly, Ind AS adjustment related to the above has been considered in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Provision for assets retirement obligation	203,652,934	163,705,923	-
Reversal of provision for assets retirement obligation recognised in Indian GAAP	(268,525,000)	-	-
Ind AS adjustments	(64,872,066)	163,705,923	-

l. Operation and maintenance expenses equalisation reserve (O&M)

Under Indian GAAP, operation and maintenance cost is charged to the Consolidated Statement of Profit and Loss on accrual basis based on the terms of operation and maintenance contract.

However as per Ind AS, operation and maintenance cost is straight lined over the period of operation and maintenance contract and cost is charged to the Consolidated Statement of Profit and Loss. The cumulative difference between actual amount accrued and the amount charged to the Consolidated Statement of Profit and Loss is accounted as operation and maintenance expenses equalisation reserve.

Accordingly, Ind AS adjustment related to the above has been considered in the Consolidated Balance Sheet as at April 1, 2015, March 31, 2016 and the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	March 31, 2017	March 31, 2016	Consolidated Statement of Profit and Loss for the year ended March 31, 2016
Non-current			
Operation and maintenance expenses equalisation reserve	709,646,353	552,194,093	157,452,260
Current			
Operation and maintenance expenses equalisation reserve	57,474,882	33,723,038	23,751,844

m. Other income

As per Ind AS requirement, below adjustments has been considered in the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	**Consolidated Statement of Profit and Loss for the year ended March 31, 2016**
Net gain on fair value changes classified as FVTPL	
- Mutual funds	(33,713,266)
- Other financial assets	308,017
Net gain on fair valuation of derivatives	190,353,033
Ind AS adjustments	156,947,784

n. Employee benefits expense

The Group recognises costs related to its post-employment defined benefit plan on actuarial basis both under Indian GAAP as well as Ind AS. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to the Consolidated Statement of Profit and Loss. Under Ind AS, re-measurement of net defined benefit liability/(asset) are recognised immediately in other comprehensive income (OCI) as follows:

Particulars	**March 31, 2017**	**March 31, 2016**	**Consolidated Statement of Profit and Loss for the year ended March 31, 2016**
Other comprehensive income	(2,926,560)	-	-
Employee benefit expenses	-	(2,926,560)	(2,926,560)
Tax adjustment on above	962,551	-	962,551
Ind AS adjustments			(1,964,009)

o. Finance costs

As per Ind AS requirement, below adjustments has been considered in the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	**Consolidated Statement of Profit and Loss for the year ended March 31, 2016**
Restatement of interest rate swaps	(21,848,186)
Unamortised part of loan origination cost	115,774,264
Unwinding cost on provision of ARO	14,591,941
Ind AS adjustments	108,518,019

p. Operating and other expenses

As per Ind AS requirement, below adjustments has been considered in the Consolidated Statement of Profit and Loss for the year ended March 31, 2016 as follows.

Particulars	**Consolidated Statement of Profit and Loss for the year ended March 31, 2016**
Capitalisation of forex losses as per para 46a	(8,154,600)
Equalisation of loan related costs	(3,536,489)
Operation and maintenance cost equalisation	181,204,104
Fair valuation of security deposits	99,537
Net gain on fair valuation of derivatives	(25,456,705)
Ind AS adjustments	144,155,847

36. Contingent liabilities and capital commitments

A. Contingent liabilities

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Income tax demand			
- For Assessment year 2009-10 (refer subnote a)	217,116,800	217,116,800	217,116,800
- For Assessment year 2010-11 (refer subnote b)	693,889,700	693,889,700	693,889,700
- For Assessment Year 2011-12 (refer subnote c)	-	671,887,300	671,887,300
- For Assessment Year 2012-13 (refer subnote d)	-	269,941,334	269,941,334

a. During Assessment Year 2009-10 (financial year 2008-09), the Company issued shares at a premium and credited Rs. 479,710,000 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. 25,233,902 on account that the Company did not commence its business in the relevant assessment year. A demand of Rs. 217,116,800 was raised, out of which Rs. 50,000,000 was deposited by the Company in terms of the stay order issued by Commissioner of Income Tax (Appeals) (CIT-Appeals), while Rs. 7,376,230 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 which is currently pending for disposal. The Income tax department has adjusted the tax deposited under protest amounting to Rs. 57,376,230 and interest of Rs. 9,238,950 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. 1,532,113,337 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. 6,232,145 and a total demand for Rs. 694,412,310 was raised which was later revised to Rs. 693,889,700. The Company had deposited Rs. 30,241,420 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. 30,241,420 and interest of Rs. 2,901,530 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. 1,512,678,406 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. 9,666,514 and a total demand for Rs. 671,887,300 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 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. 639,816,405 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. 395,075 and a total demand for Rs. 269,941,334, has been raised in March 2015. An advance tax amounting to Rs. 12,098,294 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. 19,963,240 (interest of Rs. 3,045,240 thereon) and Rs. 17,068,330 (interest of Rs. 2,290,558 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. 140,642,160 and interest of Rs. 12,435,865 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. 91,000,000 (March 31, 2016: Rs. 4,959,729,434) (April 1, 2015: Rs. 5,535,877,429).

During the current year, 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 the said 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 bidding for a wind power project in the state of Tamil Nadu and was awarded with a project of 249.9 MW capacity. The electricity to be generated from the said power plant would be sold to customers tied up by the Group as per the Power Purchase Agreements (PPA). Subsequently to year ended March 31, 2017, the Group have entered into a contract with project vendors for the development of said power project.

37. 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, 2017 and previous year ended March 31, 2016.

The following tables 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.

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, 2017**	**For the year ended March 31, 2016**
Current service cost	3,487,977	2,327,305
Interest cost on benefit obligation	625,844	597,539
Interest income on plan assets	(263,185)	(530,641)
Total expense for the year	3,850,636	2,394,205

Statement of Other comprehensive income (excluding tax)

Particulars	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
Actuarial gain /(loss) for the year on benefit obligation	(2,002,691)	(2,673,476)

Actuarial gain /(loss) for the year on planned asset	130,134	(80,568)
Actuarial gain/(loss) at the end of the year	(1,872,557)	(2,754,044)

Balance sheet

Benefit asset/liability

Particulars	March 31, 2017	March 31, 2016
Present value of defined benefit obligation	11,710,690	7,823,043
Fair value of plan assets	12,622,951	3,289,805
Plan asset / (liability)	912,261	(4,533,238)

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

Particulars	March 31, 2017	March 31, 2016
Opening defined benefit obligation	7,823,043	7,583,008
Interest cost	625,844	597,540
Current service cost	3,487,977	2,327,305
Benefits paid	(2,228,865)	(5,358,286)
Actuarial loss on obligation	2,002,691	2,673,476
Closing defined benefit obligation	11,710,690	7,823,043

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

Particulars	March 31, 2017	March 31, 2016
Opening fair value of plan assets	3,289,805	6,734,019
Interest income on plan assets	393,319	450,073
Contributions by employer	9,689,915	-
Benefits paid	(750,088)	(3,894,287)
Closing fair value of plan assets	12,622,951	3,289,805

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

Particulars	March 31, 2017	March 31, 2016
Investments with insurer	100%	100%

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

Particulars	March 31, 2017	March 31, 2016
Discount rate	7.54%	8.00%
Expected rate of return on plan assets	8.05%	8.46%
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.

The quantitative sensitivity analysis on net liability recognised on account of change in significant assumption:

Particulars	March 31, 2017
Impact of the change in discount rate	
0.5% increase	(598,173)
0.5% decrease	648,672
Impact of the change in future salary increase	
0.5% increase	648,921
0.5% decrease	(603,784)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant.

Expected cash flows for the following year:

Year	Amount
Within 1 years	624,866
1-2 year	550,299
2-3 year	708,897
3-4 year	514,599
4-5 year	489,871
5-6 year	550,413
6 year onwards	8,271,745

Defined contribution plan - Contribution to provident fund

Defined Contribution Plan	For the year ended March 31, 2017	For the year ended March 31, 2016
Contribution to provident fund (excluding administration and EDLI charges)	10,006,874	8,930,530

38. 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)

Holding Company
Sembcorp Utilities Pte. Limited (with effect from February 13, 2015)

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*

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

Fellow subsidiary
Sembcorp India Private Limited

Key Managerial Personnel
Mr. Shivanand Nimbargi, Managing Director and Chief Executive Officer (up to February 18, 2016)

B. Transactions during the year with related parties for the year ended March 31, 2017

Related parties	Share capital issued (including securities premium)		Debentures converted into equity shares	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Sembcorp Utilities Pte. Limited	3,599,999,565	2,600,999,629	-	3,000,000,000
Total	**3,599,999,565**	**2,600,999,629**	**-**	**3,000,000,000**

Related parties	Reimbursement of expenses		Loans and advances written-off	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Green Kurpan Power Private Limited	17,447	-	17,447	-
Green Mountain Hydro Power Private Limited	21,880	50,000	21,880	50,000
Hurla Valley Power Private Limited	25,616	270,000	25,616	270,000
Total	**64,943**	**320,000**	**64,943**	**320,000**

Related parties	Legal and professional service taken		Expenses incurred on behalf of Company	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Sembcorp Utilities Pte. Limited	23,524,922	10,346,684	6,021,872	3,149,208
Sembcorp India Private Limited	29,129,870	-	17,924	-
Total	**52,654,792**	**10,346,684**	**6,021,872**	**3,149,208**

Related parties	Facility charges		License costs	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Sembcorp Utilities Pte. Limited	-	-	9,477,928	-
Sembcorp India Private Limited	1,975,516	-	-	-
Total	**1,975,516**	**-**	**9,477,928**	**-**

Related parties	Remuneration for key management personnel including bonus	
	March 31, 2017	March 31, 2016
Mr. Shivanand Nimbargi	-	39,874,166
Total	**-**	**39,874,166**

c. Balance outstanding as at year end

Related parties	Trade payable		
	March 31, 2017	March 31, 2016	April 1, 2015
Sembcorp Utilities Pte. Limited	42,454,036	12,779,250	-
Sembcorp India Pvt. Ltd.	6,854,977	-	-
Total	**49,309,013**	**12,779,250**	**-**

Related parties	Bonus payable		
	March 31, 2017	March 31, 2016	April 1, 2015
Mr. Shivanand Nimbargi	-	-	6,500,000
Total	**-**	**-**	**6,500,000**

Related parties*	Trade and advance receivable		
	March 31, 2017	March 31, 2016	April 1, 2015
Green Mountain Hydro Power Private Limited	-	-	413,309
Hurla Valley Power Private Limited	-	-	2,541,461
Total	**-**	**-**	**2,954,770**

*Written off during the year and considered doubtful in previous year (refer note 40).

39. In earlier years, the Company was awarded Jobrie Hydro Electric Project through a competitive bidding process conducted under the relevant policy of Government of Himachal Pradesh on October 15, 2011, against which the Company had deposited an upfront premium of Rs. 24,000,000. One of the other bidders filed a petition before the High Court of Himachal Pradesh challenging the award of Jobrie project in favour of the Company on the ground of lapses in the relevant Hydro policy under which the bidding was conducted and awards were made. The petition was decided in favour of the State of Himachal Pradesh vide order dated September 13, 2011. However, the party has filed an appeal against the above mentioned order before the High Court of Himachal Pradesh (double bench), which is currently pending disposal. Accordingly, the Company had provided the same in the year ended March 31, 2015.

During the year ended March 31, 2016, the management of the Company on prudent basis, had decided to write off such advances considering them as non-recoverable considering significant delays in commencement of project development activities including land acquisition and ongoing litigation. The Company believes that no further liability shall arise requiring any adjustment in the consolidated financial statements at this stage.

40. In an earlier year, the Company had purchased 49% equity shares in three associate companies at Rs. 107,941,600, of which Rs. 61,284,600 was payable as initial consideration, Rs. 8,245,000 was to be paid within 30 days of receiving techno-economic clearance and balance Rs. 38,412,000 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. 69,529,599 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. 20,515,000 in the debentures of these associate companies till March 31, 2015 and had given advances of Rs. 2,954,770 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. 69,529,599 and debentures of Rs. 20,515,000 of the associate companies and advances recoverable of Rs. 2,954,770 from such associate companies.

During the year ended March 31, 2016, the Company has written off such advances amounting Rs. 2,954,770 (provided in earlier years) as it was considered non-recoverable and also written off an advance of Rs. 320,000 as extended to associate companies for meeting certain mandatory expenses.

During the current year, the Company has written off advances amounting to Rs. 64,943 as extended to associate companies for meeting certain mandatory expenses. The Company 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 year, work for 220 KV line and bay extension in relation to 100 MW out of 450 MW project license has been started jointly with by other party for which an Evacuation Infrastructure Development Agreement (EIDA) agreement has been signed. As per the agreement the cost is to be shared in equal proportion by other party and the Group, for which an Escrow account has been opened. An amount of Rs. 282,600,000 has been transferred by each of the parties in the Escrow account so that payments related to work can be made accordingly. Further, land has been purchased which is registered in the name of both the parties for execution of 220 KV line and bay extension work.

During the year, an advance of Rs. 6,750,000 paid earlier to one of the vendors of the project became non-recoverable and has thus been charged in the Consolidated Statement of Profit and Loss. Further, the project has been temporarily put on hold as discussions are on with the wind turbine supplier for the price of the plant and machinery. The management believes that the work on the 100 MW project would soon presume and thus the project need not be suspended.

42. On January 9, 2014, one of the subsidiaries, GIWPGL commissioned 20 MW wind farm at Ramdurga, Karnataka and with an intention to sell electricity through the Group Captive route. However, as the Wheeling and Banking arrangement with Hubli Electricity Supply Company Limited (HESCOM) was entered into on March 17, 2014, GIWPGL had billed Rs. 18,743,532 to HESCOM for the units generated at the applicable generic tariff of Rs. 4.20 per unit from the date of commissioning until the date of execution of the wheeling and banking agreement (W&B Agreement).

As HESCOM did not accept the above billed amount, GIWPGL had filed a petition before the Karnataka Electricity Regulatory Commission (KERC) for realisation of its payment for the energy billed to HESCOM. KERC vide its order in January, 2015 decided the case in favour of GIWPGL. Subsequently, HESCOM filed in appeal in Appellate Tribunal for Electricity (APTEL) against the KERC's order. APTEL vide its order dated May 12, 2016 directed HESCOM to make payment from the date of ABT meter installation to the date of signing of the W&B Agreement (i.e. from February 6, 2014 to March 17, 2014). The Group decided not to pursue the case further and accepted the Order and accordingly had written off its trade receivables of amounting Rs. 6,666,002 in the year ended March 31, 2016 pertain to such period. Subsequent to year ended March 31, 2017, the Company has realised the balance amount due from HESCOM.

43. In earlier years, the Company 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 subsidiaries (GIWEDL, GIWEEL, GIWECL, GIWPTL, GIWPVL, GIWPDL, GIWTSL, GIWPSL and GICWEL) incorporated for undertaking these projects.

During the year ended March 31, 2016, a dispute arose between the vendors and the Group resulting into a claim made by the vendors. With a view to settle the dispute, the Group and the vendor entered into a revised Definitive agreement and a Settlement Agreement in December, 2015 (Revised Agreements). Consequent to the signing of Revised Agreements, the original agreements was terminated. As per the terms of the Revised Agreements, the Group intended to pursue projects equivalent to 258 MW instead of 490.5 MW which was envisaged in the original agreements. Further as per the Revised Agreements, the outstanding advances recoverable from the vendors would be adjusted towards the consideration payable on the completion of milestones for the projects to be pursued (258 MW). It was also agreed that cost already incurred on some of the projects not to be pursued would be adjusted against the cost of the remaining projects to be pursued (258 MW), subject to fulfillment of certain conditions by the Group as per the terms of the Revised Agreement.

Subsequently, due to non-fulfillment of the above referred conditions in the financial year 2015-16, the Group, on a prudent basis, decided to recognise an impairment provision amounting to Rs. 146,796,877 against the capital work-in-progress of the relevant projects (disclosed as an exceptional item). Further, the Group also re-assessed the sustainability of 93 MW projects (out of 258 MW) based on various factors including rate of return, energy prices and other technical factors and decided not to pursue these projects. Consequently, the Group has written off amounting to Rs. 256,450,972 towards related capital work in progress (disclosed as an exceptional item). The Group has also written-off advances extended to vendors amounting to Rs. 44,954,256 in relation to these projects (disclosed as an exceptional item).

As at year ended March 31, 2016, the Group had an outstanding advance amounting to Rs. 218,122,913, which is adjustable against the consideration to be paid to the vendor towards future development of 84 MW project (out of total 258 MW).

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) to execute the 44 MW project in GIWPGL and the 40 MW in GIWEL. Subsequently, GIWPGL and GIWEL has obtained Government Order and Power Evacuation approval and various invoices amounting Rs. 145,728,000 and Rs. 132,480,000 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 from the advance available against the vendors in the respective entity.

On June 3, 2017, the Group has signed a Settlement & Release Agreement No.1 with the vendor in which the vendor has been absolved of all its responsibilities without any recourse to the Group at an agreed Settlement amount of Rs. 384,724,800. Part of this settlement, amounting Rs. 300,000,000 has been paid by the Company and part of the amount has been adjusted from the advance lying in GIWEL amounting to Rs. 84,724,800.

Considering the above settlement, the Group has accounted Rs. 150,217,658 as a compensation claim (after netting of Rs. 149,782,342 provided in the previous year) against the final settlement. 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.

44. In earlier years, one of the subsidiaries, GIWFAL allotted 500, 12% Non-convertible debentures of face value of Rs. 1,000,000 each and such debentures have also been listed on the Bombay Stock Exchange. GIWFAL has transferred Rs. 125,000,000 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.

45. 'Other Income' in the Consolidated Statement of Profit and Loss includes Rs. 100,601,957 (March 31, 2016: 607,646,243) 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.

46. 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. 24,776,359 (March 31, 2016: Rs. 17,225,822). 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, 2017	For the year ended March 31, 2016
Not later than one year	28,133,279	5,132,622
Later than one year but not later than five years	121,551,025	2,328,956
Later than five years	287,683,653	-

47. 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 915.45 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.

48. 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.

49. Certain subsidiaries of the Company are setting up / have recently set up power projects and have currently incurred losses. The management has committed to provide continued operational and financial support to its subsidiaries to meet their working capital and other financing requirements. Based on financial projections of these subsidiaries, management believes that no adjustments are required impairment in the carrying amount of assets except as already made in the these consolidated financial statements.

50. During the year ended March 31, 2015, the Company together with its key shareholders entered into a Securities Subscription and Purchase Agreement (SSPA) with Sembcorp Utilities Pte. Ltd. (Sembcorp) and in accordance with the terms thereof, the Company had issued 3,000,000 Compulsory convertible debentures (CCDs) of face value of Rs. 1,000 each to Sembcorp Utilities Pte. Ltd. On June 10, 2015, the Company has converted CCDs into 34,739,991 equity share of Rs. 10 each at a premium of Rs. 76.36 per share per share and has accordingly transferred Rs. 2,652,600,090 in Securities premium Account.

51. During the year ended March 31, 2016, one subsidiary Green Infra Hydro Energy Project Limited (GIHEPL) had applied under scheme of Fast Track Exit (FTE) for Defunct companies for surrender of its registration. The application for FTE has been accepted by Ministry of Corporate Affairs vides its letter dated June 24, 2016 and the name of GIHEPL has been struck off from the Register.

During the year ended March 31, 2017, eight subsidiaries of the Company have applied under scheme of Fast Track Exit (FTE) for Defunct companies for surrender of its registration. The applications for seven subsidiaries under FTE have been accepted by Ministry of Corporate Affairs vide its various letters dated May 23, 2017 and June 6, 2017 and the name of these companies has been struck off from the Register.

52. In an earlier years, one of the subsidiary company, GIWEPL had given Rs. 54,000,000 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 (Rs. 27,000,000) 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. 27,000,000, 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.

53. During the year ended March 31, 2017, the Group have received an amount of Rs. 103,180,233 being recovered as late payment surcharge as per the terms of Power Purchase Agreement (PPA) entered with Rajasthan Discom for supply of wind power energy. As per terms of PPA, the Company 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.

During the year, the Rajasthan Urja Vikas Nigam Limited (RUVNL) issued a notification in which outstanding dues of wind power generators till December 31, 2016 would be cleared along with 50% late payment surcharge if the Company accepts the undertaking for 50% late payment surcharge waiver. The Group accepted the undertaking of RUVNL and realised the outstanding dues along with the late payment surcharge.

54. 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 current year, GICSL has entered into PPA with Maharashtra State Electricity Distribution Company Limited (MSEDCL) and accordingly has accrued revenue for the period November 2015 to March 31, 2017 amounting to Rs. 156,464,676, out of which Rs. 20,186,976 relates to the period 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 has been discounted using government bond rate over the period of 18 months and expense of Rs. 13,098,520 has been charged in the Statement of Profit and Loss.

55. In earlier year, one of the subsidiary company, GIWPGL had taken necessary approvals to develop the Saudhantti project sites (approximate capacity of 36 MW) in the state of Karnataka.

During the current year, the management has decided further not to develop the said project sites due to non-viability of such project in future. Accordingly, the capital expenditure amounting to Rs. Rs. 7,721,000 is charged in the Statement of Profit and Loss as CWIP written off.

56. 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. 5,519,597 as the expenditures incurred on the project under the capital work-in-progress is no longer feasible to be capitalised.

Further, GIWL is in the process of filing application for refund of security deposits of Rs. 4,100,000 made to TANGEDCO related to the project. The management believes that no further liability shall arise requiring any adjustment in the financial statements at this stage.

57. Against the demand for Rs. 2,490,169 (March 31, 2016: Rs. 2,490,169) (April 1, 2015: Rs 2,490,169) received from Chief Electrical Inspector towards Electricity Tax on Captive Generation, the Group has filed a writ in the Hon'ble High Court and obtained stay. However, the Group has already made provision against the same in the earlier year.

58. 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.

59. Additional information as required under schedule III of the Companies Act, 2013, in respect of consolidated subsidiaries are as below:

(Amount in Rs.)

Name of the enterprise	**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	16,733,693,706	51.30%	298,352,809	180.75%
Indian Subsidiaries				
Green Infra Wind Ventures Limited	1,212,895,302	3.72%	(103,311,243)	(62.59%)
Green Infra Wind Energy Limited	8,198,842,599	25.13%	135,438,922	82.05%
Green Infra Wind Farms Limited	(67,166,536)	(0.21%)	36,378,033	22.04%
Green Infra Wind Power Limited	238,462,630	0.73%	9,211,237	5.58%
Green Infra Corporate Wind Limited	251,657,764	0.77%	7,406,155	4.49%
Green Infra Solar Energy Limited	413,253,102	1.27%	47,165,208	28.57%
Green Infra Wind Energy Assets Limited	300,187,958	0.92%	24,566,235	14.88%
Green Infra Wind Generation Limited	(133,833,624)	(0.41%)	(22,690,251)	(13.75%)
Green Infra Wind Power Projects Limited	113,210,364	0.35%	(90,710,548)	(54.95%)
Green Infra Wind Energy Project Limited	482,634,030	1.48%	46,046,674	27.90%
Green Infra Wind Farm Assets Limited	672,732,056	2.06%	33,905,595	20.54%
Green Infra Solar Farms Limited	812,923,919	2.49%	13,855,713	8.39%
Green Infra Solar Projects Limited	221,972,912	0.68%	6,135,402	3.72%
Green Infra Wind Power Generation Limited	124,220,425	0.38%	(66,744,251)	(40.44%)
Green Infra BTV Limited	1,032,040,084	3.16%	(31,057,496)	(18.82%)
Green Infra Wind Energy Theni Limited	203,290,619	0.62%	26,597,242	16.11%
Green Infra Wind Power Theni Limited	55,596,255	0.17%	5,619,910	3.40%
Green Infra Wind Assets Limited	47,113,668	0.14%	(37,310,653)	(22.60%)
Green Infra Wind Technology Limited	24,034,580	0.07%	(26,113,406)	(15.82%)
Green Infra Wind Solutions Limited	(2,911,670)	(0.01%)	(38,391,743)	(23.26%)
Green Infra Wind Limited	18,061,900	0.06%	(5,729,874)	(3.47%)
Green Infra Corporate Solar Limited	1,938,552,235	5.94%	(101,289,140)	(61.36%)
Green Infra Wind Energy Development Limited	(66,020,000)	(0.20%)	258,180	0.16%
Green Infra Wind Power Ventures Limited	-	0.00%	17,506	0.01%
Green Infra Wind Power Development Limited	-	0.00%	27,312	0.02%
Green Infra Wind Power Technology Limited	-	0.00%	19,207	0.01%
Green Infra Wind Techno Solutions Limited	(85,373,685)	(0.26%)	517,758	0.31%
Green Infra Wind Power Solutions Limited	(35,820,000)	(0.11%)	1,227,137	0.74%
Green Infra Wind Energy Efficiency Limited	(58,320,000)	(0.18%)	1,215,080	0.74%
Green Infra Wind Energy Creation Limited	(26,500,000)	(0.08%)	(5,002,677)	(3.03%)
Green Infra Clean Wind Energy Limited	171,061	0.00%	(38,279)	(0.02%)
Mulanur Renewable Energy Private Limited	286,174	0.00%	(422,808)	(0.26%)
Green Infra Renewable Energy Limited	414,457	0.00%	(85,543)	(0.05%)
Total	**32,620,302,288**	**100.00%**	**165,063,405**	**100.00%**
Non-controlling interests in Subsidiaries	187,552,941		(33,911,517)	
Intercompany eliminations and consolidation adjustments	(13,349,975,022)		266,636,159	
Consolidated Net Assets / Profit after tax	**19,457,880,207**		**397,788,047**	

60. Previous year's figures have been regrouped wherever necessary to conform the current year's classification.

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

Rajiv Goyal
Partner
Membership No.:095549

Koh Chiap Khiong
Director
DIN: 05253449
(Singapore)

Sunil Gupta
Director
DIN: 07095152
(Singapore)

Subrat Das
Chief Financial Officer
PAN: AHOPD4855F

Aanshik Kumar Deore
Company Secretary
M. No: A28973

Place: Gurugram
Date: 18 September, 2017

Place: Gurugram
Date: 15 September, 2017

Gurugram

Independent Auditor's Report

To the Members of **Sembcorp Green Infra Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Sembcorp Green Infra Limited (hereinafter referred to as 'the Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the Consolidated Balance Sheet as at 31 March 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated 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 financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the entities included in the Group 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 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 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.

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 sub section 10 of Section 143 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 controls 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 by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us 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, 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 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

The consolidated financial statements also include the Group's share of net profit of Rs. Nil for the year ended 31 March 2016, as considered in the consolidated financial statements, in respect of three associates, whose financial statements / financial information have not been audited by us. These 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 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 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.

The consolidated financial statements of the Group and its associates for the year ended 31 March 2015, were audited by another auditor whose report dated 8 July 2015 expressed an unmodified opinion on those statements.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, 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 purpose 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.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of any such company are disqualified as on 31 March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and its associates, 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 Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note 30 and 39 to the consolidated financial statements;

   ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivatives contracts – Refer note 8 and 25 to the consolidated financial statements; and

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and its associate companies incorporated in India.

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

Vikram Advani
Partner
Membership No.: 091765

Place : Gurgaon
Date : 30 June 2016

Annexure A to the Independent Auditor's on the Consolidated 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 financial statements of **Sembcorp Green Infra Limited** ('the Holding Company') as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of the Holding Company, its subsidiary companies (the Holding Company and its subsidiary companies together referred to as "the Group") and its associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding company, its subsidiary companies and its associate companies, 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 Holding company, its subsidiary companies and its associate companies 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 the respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's, its subsidiary company's and its associate 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 Act, to the extent 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 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 judgement, including the assessment of the risks of material misstatement of the 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's, its subsidiary company's and its associate 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 subsidiary companies and its associate 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 2016, based on the internal control over financial reporting criteria established by the Holding Company, its subsidiary companies and its associate companies considering the essential components of internal controls 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
Firm Registration No.: 101248 W/W-100022

Vikram Advani
Partner
Membership No.: 091765

Place: Gurgaon
Date: 30 June 2016

SEMBCORP GREEN INFRA LIMITED
(Formerly known as Green Infra Limited)

Consolidated Balance Sheet as at March 31, 2016 **(Amount in Rs.)**

Particulars	**Notes**	**As at March 31, 2016**	**As at March 31, 2015**
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	2,326,731,310	1,681,222,560
Reserves and surplus	4	13,181,375,838	8,199,754,665
		15,508,107,148	**9,880,977,225**
Minority interest	5	**182,253,903**	**223,874,974**
Non-current liabilities			
Long-term borrowings	6	27,445,029,366	20,813,579,873
Deferred tax liabilities (net)	7	228,824,304	157,062,525
Long-term provisions	8	288,691,751	2,356,589
		27,962,545,421	**20,972,998,987**
Current liabilities			
Short-term borrowings	9	1,019,660,697	3,000,000,000
Trade payables	10		
- Total outstanding dues of micro and small enterprises		-	-
- Total outstanding dues of creditors other than micro and small enterprises		122,650,447	135,884,726
Other current liabilities	10	4,394,796,589	5,172,092,873
Short-term provisions	8	92,527,256	27,243,684
		5,629,634,989	**8,335,221,283**
TOTAL		**49,282,541,461**	**39,413,072,469**
ASSETS			
Non-current assets			
Fixed assets			
- Tangible assets	11	38,008,863,894	30,002,683,995
- Intangible assets	12	1,539,778	47,228
- Capital work-in-progress		1,207,128,112	4,357,772,229
Non-current investments	13	-	264,397,103
Long-term loans and advances	14	2,189,591,418	810,531,396
Other non-current assets	15	1,509,691,717	959,402,529
		42,916,814,919	**36,394,834,480**
Current assets			
Current investments	16	1,263,573,607	810,031,549
Trade receivables	17	1,807,133,968	469,693,931
Cash and bank balances	18	2,192,806,893	864,125,963
Short-term loans and advances	14	303,781,944	340,758,341
Other current assets	15	798,430,130	533,628,205
		6,365,726,542	**3,018,237,989**
TOTAL		**49,282,541,461**	**39,413,072,469**

Summary of significant accounting policies 2.1

The accompanying notes are 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

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

Vikram Advani
Partner
Membership No.: 091765

Place: Gurgaon
Date: 30 June 2016

Koh Chiap Khiong
Director
DIN: 05253449

Sunil Gupta
Director
DIN: 07095152

Juvenil Ashwinkumar Jani
Chief Financial officer
PAN: AADPJ3223B

Sandeep Pathak
Company Secretary
Membership No.: F5351

Place: New Delhi
Date: June 29, 2016

Consolidated Statement of Profit and Loss for the year ended March 31, 2016

(Amount in Rs.)

Particulars	**Notes**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**
INCOME			
Revenue from operations	19	6,017,474,173	5,125,502,598
Other income	20	932,154,370	455,555,572
Total income		**6,949,628,543**	**5,581,058,170**
EXPENSES			
Employee benefits expense	21	205,889,363	272,414,759
Operating and other expenses	22	701,791,153	595,980,539
Finance costs	23	2,977,013,278	2,302,261,448
Depreciation and amortisation expense	24	2,365,826,335	1,734,325,317
Total expenses		**6,250,520,129**	**4,904,982,063**
Profit before exceptional items, tax, minority interest and share of profit of associates		**699,108,414**	**676,076,107**
Exceptional items	25	448,522,105	118,785,821
Profit before tax, minority interest and share of profit of associates		**250,586,309**	**557,290,286**
Tax expense			
- Current tax [(including prior year tax expenses / (benefits) Rs. (2,090,612), March 31, 2015: Rs. 1,241,694) (net of MAT credit utilised Rs. 5,833,009, March 31, 2015: Rs. Nil)]		187,135,006	110,055,084
- Deferred tax expenses (including prior year tax benefit of Rs. 1,496,199, March 31, 2015: Rs. Nil)	7	71,761,779	151,653,944
Total tax expenses		**258,896,785**	**261,709,028**
(Loss) / profit after tax and before minority interest and share of profit of associates		**(8,310,476)**	**295,581,258**
Add: Share in profit of associates		-	916,597
Less: Minority interest (share in loss)		(41,393,440)	(982,284)
Profit after tax		**33,082,964**	**297,480,139**
Earnings per equity share	26		
(nominal value of shares Rs. 10)			
Basic earnings per equity share		**0.16**	**2.91**
Diluted earnings per equity share		**0.16**	**2.78**

Summary of significant accounting policies 2.1

The accompanying notes are 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

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

Vikram Advani
Partner
Membership No.: 091765

Place: Gurgaon
Date: 30 June 2016

Koh Chiap Khiong
Director
DIN: 05253449

Sunil Gupta
Director
DIN: 07095152

Juvenil Ashwinkumar Jani
Chief Financial officer
PAN: AADPJ3223B

Sandeep Pathak
Company Secretary
Membership No.: F5351

Place: New Delhi
Date: June 29, 2016

Consolidated Cash Flow Statement for the year ended March 31, 2016

(Amount in Rs.)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Cash flow from operating activities		
Profit before tax	**250,586,309**	**557,290,286**
Non-cash adjustment to reconcile profit before tax to net cash flows		
- Depreciation and amortisation expense	2,365,826,335	1,734,325,317
- Loss on disposal of fixed assets	22,388	-
- Employee stock option expense (net of options forfeited)	-	14,107,714
- Provision no longer required, written back	-	(569,000)
- Loss / (gain) on foreign exchange fluctuation	8,154,878	(8,413,720)
- Provision for diminution in value of long-term investments	-	90,044,599
- Provision for diminution in value of investments no longer required	-	(75,000,000)
- Investment written- off	-	75,000,000
- Provision for doubtful advances	-	28,741,222
- Bad debts written off	6,666,002	-
- Impairment of capital work-in-progress	403,247,849	-
- Doubtful receivable/advance written off	45,274,256	-
- Provision for mark to market losses on derivative contracts	25,456,705	3,078,027
- Finance costs	2,977,013,278	2,302,261,448
- Interest income	(162,804,576)	(102,241,888)
- Net gain on sale of other investments	(159,065,462)	(119,700,220)
Operating profit before working capital changes	**5,760,377,962**	**4,498,923,785**
Movements in working capital:		
- (Increase) / decrease in loans and advances	(9,100,021)	895,732,942
- Increase in trade receivables	(1,344,106,039)	(183,603,769)
- (Increase) / decrease in other current assets	(230,567,461)	59,703,869
- (Decrease) / increase in trade payable	(13,234,279)	59,797,018
- (Decrease) / increase in other liabilities	(159,694,675)	54,286,095
- Increase in provisions	4,536,732	3,735,285
Cash generated from operating activities	4,008,212,219	5,388,575,225
Direct tax paid (net of refunds)	(225,961,686)	(180,243,543)
Net cash flow from operating activities (a)	**3,782,250,533**	**5,208,331,682**
Cash flow from investing activities		
Purchase of other investments	(10,490,258,124)	(6,407,199,112)
Proceeds from sale of other investments	10,460,178,631	6,405,619,987
Investment in fixed deposits	(1,690,030,361)	(2,065,235,360)
Proceeds from maturity of fixed deposits	1,197,227,296	2,020,093,171
Interest income received	166,522,171	92,345,248
Purchase of fixed assets (including capital work-in-progress and capital advances)	(9,070,938,370)	(8,763,104,714)
Purchase of shares of subsidiaries	(150,400)	(106,560)
Sale of shares of subsidiaries	62,000	624,000
Sale proceed received from fixed assets	126,803	-
Net cash used in investing activities (b)	**(9,427,260,354)**	**(8,716,963,340)**

Consolidated Cash Flow Statement for the year ended March 31, 2016 (Contd..)

(Amount in Rs.)

Particulars	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**
Cash flows from financing activities		
Interest / finance expense paid	(3,381,783,164)	(2,141,279,208)
Proceeds from issue of share capital (including securities premium)	2,600,999,629	4,803,579,986
Proceeds from issue of share capital to minorities	-	840,000
Proceeds from long-term borrowings	15,316,597,223	10,372,494,998
Proceeds from optionally convertible debentures	-	874,995,000
Proceeds from compulsory convertible debentures	-	3,000,000,000
Proceeds from non-convertible debentures	-	500,000,000
Repayment of long-term borrowings	(8,376,391,734)	(6,378,189,720)
Proceeds of short-term borrowings	1,019,660,697	-
Payment for expenses incurred in relation to issuance of debentures	-	(2,972,512)
Payment for expenses incurred in relation to issuance of share	(7,091,900)	(72,080,134)
Redemption of optionally convertible debentures	-	(7,737,897,830)
Net cash flow from financing activities (c)	**7,171,990,751**	**3,219,490,580**
Net increase / (decrease) in cash and cash equivalents (a+b+c)	1,526,980,930	(289,141,078)
Cash and cash equivalents at the beginning of the year	665,825,963	954,967,041
Cash and cash equivalents at the end of the year	**2,192,806,893**	**665,825,963**
Components of cash and cash equivalents		
Balance with scheduled banks :		
- On current accounts	540,258,009	256,312,270
- Cheques in hand	439,819	-
- On deposits with original maturity of 3 months or less	1,652,109,065	409,513,693
	2,192,806,893	**665,825,963**

Note: The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement as specified in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

The accompanying notes are 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

Vikram Advani
Partner
Membership No.: 091765

Place: Gurgaon
Date: 30 June 2016

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

Koh Chiap Khiong
Director
DIN: 05253449

Sunil Gupta
Director
DIN: 07095152

Juvenil Ashwinkumar Jani
Chief Financial officer
PAN: AADPJ3223B

Sandeep Pathak
Company Secretary
Membership No.: F5351

Place: New Delhi
Date: June 29, 2016

1. Corporate information

Sembcorp Green Infra Limited (SGIL) (formerly known as Green Infra Limited) ('the Company' or 'the Parent Company') and its subsidiaries (hereinafter collectively referred to as 'the Group') has mandate to invest in, acquire, develop and operate a range of renewable energy projects, energy efficiency improvement projects and climate change mitigation projects to optimise the use of natural resource and reduce the negative environmental impact under the clean-technology environment development. The Group has been promoted with an objective to operate a range of renewable energy projects in the wind, solar, small hydro and bio-mass verticals.

The Group owns and operates 28 power projects through its subsidiaries with a combined installed capacity of 685.15 MW in wind verticals and 35 MW in Solar verticals. These projects are intended to sell the power generated under a combination of long-term Power Purchase Agreements.

The Company has become subsidiary of Sembcorp Utilities Pte. Limited (Sembcorp) on February 13, 2015.

Subsidiaries companies comprise operational renewable energy plants as follows:

Subsidiaries	Vertical	Project location	Power Purchase Agreement ('PPA') with	Operational capacity as at March 31, 2016
Green Infra Wind Energy Limited (GIWEL)	Wind	District Dhule & Bhud Maharashtra, Bharmasagar, & Telagi, Karnataka and District Rojwas, Madhya Pradesh	State electricity boards	202.9 MW
Green Infra Wind Farms Limited (GIWFL)	Wind	District Tirunelveli, Tamil Nadu	Group captive users	24.0 MW
Green Infra Wind Power Limited (GIWPL)	Wind	Village Bhatia, District Jamnagar, Gujarat	State electricity board	20.0 MW
Green Infra Corporate Wind Limited (GICWL)	Wind	Village Bhatia, District Jamnagar, Gujarat	State electricity board	20.8 MW
Green Infra Wind Energy Assets Limited (GIWEAL)	Wind	Dalot, District Pratapgarh, Rajasthan	State electricity board	15.0 MW
Green Infra Wind Generation Limited (GIWGL)	Wind	Village Rasingapuram, District Theni, Tamil Nadu	Group captive users	25.5 MW
Green Infra Wind Power Projects Limited (GIWPPL)	Wind	Village Rasingapuram, District Theni, Tamil Nadu	Group captive users	24.0 MW
Green Infra Wind Farm Assets Limited (GIWFAL)	Wind	Dalot, District Pratapgarh, Rajasthan	State electricity board	45.0 MW
Green Infra Solar Farms Limited (GISFL)	Solar photo voltaic	Village Bap, District Jodhpur, Rajasthan	State electricity board	20.0 MW
Green Infra Solar Energy limited (GISEL)	Solar photo voltaic	Village Mervadar, District Rajkot, Gujarat	State electricity board	10.0 MW
Green Infra Solar Projects Limited (GISPL)	Solar photo voltaic	Village Bap, District Jodhpur, Rajasthan	State electricity board	5.0 MW
Green Infra Wind Energy Project Limited (GIWEPL)	Wind	Village Gude, District Satara, Maharashtra	State electricity board	18.0 MW
Green Infra Wind Power Generation Limited(GIWPGL)	Wind	District Ramdurga, Karnataka District Tadas, Karnataka	Group captive users	24.0 MW
Green Infra BTV Limited (GIBTVL)	Wind	District Bhud, Maharashtra; District Theni, Tamil Nadu; District Vagaiculam, Tamil Nadu	State electricity board & Group captive users	49.25 MW
Green Infra Wind Energy Theni Limited (GIWEThL)	Wind	District Theni, Tamil Nadu	Group captive users	7.5 MW
Green Infra Wind Power Theni Limited (GIWPThL)	Wind	District Theni, Tamil Nadu	Group captive users	3.0 MW
Green Infra Corporate Solar Limited (GICSL)	Wind	District Dangri & Rajgarh, Rajasthan, District Nipaniya, Madhya Pradesh, District Rojmal, Gujarat, District Parner, Maharashtra	State electricity boards	206.2 MW

For complete listing of subsidiaries and associates, refer note 27.

2. Basis of preparation and presentation of consolidated financial statements

The consolidated financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ("GAAP") and comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, the other relevant provisions of the Companies Act, 2013 (including provisions of Companies Act, 1956 which continue to remain in force, to the extent applicable) and pronouncements of the Institute of Chartered Accountants of India.

2.1 Summary of significant accounting policies

a. Principles of consolidation

The consolidated financial statements are prepared on the following basis:

(i) Subsidiary companies are consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses after eliminating all intra-group balances and intra-group transactions and also unrealised profits or losses, except where cost cannot be recovered. The results of operations of a subsidiary are included in the consolidated financial statements from the date on which the parent subsidiary relationship came into existence. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the Balance Sheet of the Parent Company and its share in the post-acquisition increase/decrease in the reserves of the consolidated entities.

(ii) The difference between the cost to the Group of investment in Subsidiaries 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.

(iii) Minorities' interest in net profits/loss of consolidated subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Group. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the holding company.

(iv) Investment in Associate is accounted for in consolidated financial statement under the equity method, whereby the investment is initially recorded at cost, identifying any goodwill / capital reserve arising at the time of acquisition. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the Company's share of net assets of the Associate.

(v) Adjustment pursuant to the changes in Minority shareholding is adjusted through capital reserve or goodwill as the case may be.

(vi) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's standalone financial statements.

(vii) The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company i.e. year ended March 31, 2016.

b. Use of estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in India (Indian GAAP) requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the results of operations during the reporting period. Examples of such estimate include future obligations under employee benefit plans, income taxes, useful lives of tangible assets and intangible assets, impairment of assets, valuation of derivatives, provision for doubtful debts/advances, asset retirement obligation etc.

Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Actual results could vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate changes in estimates are made as the management becomes aware of the changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

c. Current and Non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria in accordance with Schedule III to the Companies Act, 2013 set out below:

Assets
An asset is classified as current when it satisfies any of the following criteria:
a. it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is expected to be realised within 12 months after the reporting date; or
d. it is cash or cash equivalent unless it is restricted from being exchanged or used 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:
a. it is expected to be settled in the entity's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is due to be settled within 12 months after the reporting date; or
d. 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 counterparty, 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 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.

d. Tangible assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Consolidated Statement of Profit and Loss for the period during which such expenses are incurred.

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 are also included in the cost of the asset. Also refer note 2.1 (r) below.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

Tangible fixed assets under construction are disclosed as capital work-in-progress.

e. Depreciation on tangible assets

Depreciation is provided on straight-line method basis over the estimated useful life of the fixed assets. Depreciation on the energy generation assets is provided at the rates as well as methodology notified (i.e. 5.83% per annum for first 12 years from commissioning of the plant and remaining depreciation spread over the remaining useful life from 13th year onwards and estimated useful life being 25 years) by the Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2012 (CERC Regulations).

Depreciation on other assets of the Group is provided on straight line method basis over the estimated useful life of the fixed assets which coincides with as per Part C of Schedule II of the Companies Act, 2013 except in following cases where expected useful life of the assets are different from the corresponding life prescribed as under:

Category	**Life as per schedule II**	**Life considered**
Mobile phone (included in office equipments)	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 leasehold improvements are amortised over the period of lease.

f. Intangible assets and amortisation thereon

Intangible assets acquired separately are measured on initial recognition at cost. Post initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets are amortised on a straight line basis over the estimated useful economic life. The Group uses a rebuttable presumption that the useful life of an intangible asset will not exceed three years from the date when the asset is available for use.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

g. Impairment of tangible and intangible 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 estimate the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating units (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 groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered 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. 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 does not exceed its recoverable amount, nor exceed 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.

h. Borrowing costs

Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

i. Leases

Where the Group is lessee

Where the lessor effectively retains substantially all the risks and benefits of ownership of the lease term, are classified as operating leases. Operating lease payments are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term.

j. Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Consolidated Statement of Profit and Loss.

k. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Income from power generation
Income from supply of power is recognised on the supply of units generated from the wind/solar plant to the Grid, as per the terms of the respective Power Purchase Agreements entered into with such users.

Income from Generation Based incentives
Income from Generation Based incentive is recognised on the basis of supply of units generated by the Group to the Electricity Board in respect of the eligible project in accordance with the scheme of 'Generation Based Incentive (GBI) for Grid Interactive Wind Power Projects'.

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.

Income from sale of Certified Emission Reductions (CER) and Renewable Energy Certificates (REC)
CER and REC are recognised when all the significant risks and rewards of ownership have been passed to the buyer, which generally coincides with the delivery of CER/REC.

Interest
Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend
Dividend income is recognised when the Group's right to receive dividend is established by the reporting date.

Insurance claims / liquidated damages
Insurance claims / liquidated damages are recognised on acceptance/actual receipt of the claim, whichever is earlier.

l. Retirement and other employee benefits

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions to the Regional Provident Fund Commissioner towards provident fund which is a defined contribution plans. The Group's contribution is recognised as an expense in the Consolidated Statement of Profit and Loss during the period in which the employee renders the related service.

The Group operates one defined benefit plan for its employees, viz., gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method. The Group has generally 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 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 financial year. Actuarial gains and losses for the defined benefit plan is recognised in full in the period in which they occur in the Consolidated Statement of Profit and Loss.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Consolidated Statement of Profit and Loss and are not deferred.

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 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 financial year.

m. Employee stock compensation scheme

Employees (including senior executives of the Group) receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments.

In accordance with the Guidance Note on Accounting for Employee Share-based Payments, the cost of such share based transactions is measured using the intrinsic value method and recognised, together with a corresponding increase in the "Employees stock options outstanding account" in reserves. The cumulative expense recognised for such transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognised in the Consolidated Statement of Profit and Loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Where the terms of such transaction award are modified, the minimum expense recognised is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total intrinsic value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Also refer note 33.

n. Income taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing 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 respective entities have unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

In the situations where the entity under 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 Group's gross total income is subject to the deduction during the tax holiday period. However, the Group restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the Group re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, 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.

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 convincing 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 convincing evidence that it will pay normal tax during the specified period.

o. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p. Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

q. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and highly liquid investments with an original maturity of three months or less.

r. Foreign currency translation

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences
The Group accounts for exchange differences arising on translation/ settlement of foreign currency monetary items as below:

- Exchange difference arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalised and depreciated over the remaining useful life of assets.

- All other exchange difference arising on foreign currency monetary items are recognised as income or expenses in the Consolidated Statement of Profit and Loss in the period in which they arise.

For the purpose of above, the Group treats a foreign monetary item as “long-term foreign currency monetary item”, if it has a term of 12 months or more at the date of its origination. In accordance with MCA Circular dated August 9, 2012, exchange differences for this purpose, are total differences arising on long-term foreign currency monetary items for the period. In other words, the Group does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

s. 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.

t. Accounting policy for derivatives

The Group enters into derivative contracts in the nature of cross currency swaps, interest rate swaps, foreign currency call options etc. with an intention to hedge its existing assets and liabilities, firm commitments and highly probable forecasted transactions. All these derivative contracts are marked-to-market and the resultant loss, if any, from these contracts are recognised in the Consolidated Statement of Profit and Loss. However, gain on mark to market of such contracts is ignored.

u. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

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(Amount in Rs.)

3. Share Capital

	March 31, 2016		March 31, 2015	
	Numbers	**Amount**	**Numbers**	**Amount**
Authorised				
Equity shares of Rs.10/- each	264,500,000	2,645,000,000	264,500,000	2,645,000,000
Preference shares of Rs. 10/- each	500,000	5,000,000	500,000	5,000,000
	265,000,000	2,650,000,000	265,000,000	2,650,000,000
Issued, Subscribed and Paid-up				
Equity shares of Rs.10/- each, fully paid up	232,673,131	2,326,731,310	168,122,256	1,681,222,560
Total Issued, Subscribed and Fully Paid up share capital	**232,673,131**	**2,326,731,310**	**168,122,256**	**1,681,222,560**

(a) Terms/ rights attached to equity shares

The Company has only one class of equity shares having face value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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.

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

	March 31, 2016		March 31, 2015	
	Numbers	**Amount**	**Numbers**	**Amount**
Equity shares				
At the beginning of the year	168,122,256	1,681,222,560	92,655,570	926,555,700
Issued during the year	64,550,875	645,508,750	75,466,686	754,666,860
Outstanding at the end of year	232,673,131	2,326,731,310	168,122,256	1,681,222,560

(c) Shares held by holding company

	March 31, 2016		March 31, 2015	
	Numbers	**Amount**	**Numbers**	**Amount**
Equity shares				
Sembcorp Utilities Pte. Ltd., holding company, along with its nominees #	151,528,232	1,515,282,320	86,977,357	869,773,570
	151,528,232	1,515,282,320	86,977,357	869,773,570

(d) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the year of five years immediately preceding the reporting date:

	March 31, 2016		March 31, 2015	
	Numbers	**Amount**	**Numbers**	**Amount**
Equity shares allotted as fully paid-up bonus shares in the ratio of 9 bonus equity shares to 1 equity share by way of capitalisation of securities premium on March 16, 2011	68,073,372	680,733,720	68,073,372	680,733,720

(e) Details of shareholders holding more than 5 percent shares in the Company

	March 31, 2016		March 31, 2015	
	Numbers	**% of holding**	**Numbers**	**% of holding**
Equity shares				
Sembcorp Utilities Pte. Ltd., holding company, along with its nominees #	151,528,232	65.12%	86,977,357	51.73%
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*	81,144,899	34.88%	81,144,899	48.27%

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 ownership of shares.

(Amount in Rs.)

(f) Shares reserved for issue under options and contracts

	Numbers of shares	
	March 31, 2016	**March 31, 2015**
Employee stock option plan (ESOP) (refer note 33)	-	-
Compulsory Convertible Debentures (CCDs) of face value of Rs. 1,000 each (refer note 32)	-	34,739,991

4. Reserves and surplus

	March 31, 2016	**March 31, 2015**
Capital reserve		
Balance as per last consolidated financial statements	1,112,346,118	1,112,125,323
Add: Adjustment on account of shares acquired	139,231	(122,510)
Add: Gain on disposal of shares in subsidiaries by the holding Company at par	-	624,000
Less: Loss on deemed disposal of shares in subsidiary by the holding Company	-	(280,695)
	1,112,485,349	**1,112,346,118**
Securities premium account		
Balance as per last consolidated financial statements	7,163,957,025	3,428,012,375
Add : Securities premium on equity shares issued	2,302,890,789	4,247,325,576
Add : Securities premium on conversion of debentures to equity shares (refer note 32)	2,652,600,090	1,301,583,550
	12,119,447,904	8,976,921,501
Less : Premium on redemption of debentures (refer note 32)	-	(1,737,911,830)
Less : Expenses incurred in relation to issue of equity shares	(7,091,900)	(72,080,134)
Less : Expenses incurred in relation to issue of debentures	-	(2,972,512)
	12,112,356,004	**7,163,957,025**
Capital redemption reserve		
Balance as per last consolidated financial statements	1,010,310	-
Add: Amount transferred from Consolidated Statement of Profit and Loss	-	1,010,310
	1,010,310	**1,010,310**
Debenture redemption reserve (refer note 44)		
Balance as per last consolidated financial statements	124,942,987	-
Add: Amount transferred from Consolidated Statement of Profit and Loss	57,013	124,942,987
	125,000,000	**124,942,987**
General reserve		
Balance as per last consolidated financial statements	74,003,671	-
Add: Employee stock options cancelled during the year (refer note 33)	-	74,003,671
	74,003,671	74,003,671
Deficit in the Consolidated Statement of Profit and Loss		
Balance as per last consolidated financial statements	(276,505,447)	(448,032,289)
Add: Net profit for the year	33,082,964	297,480,139
Less: Amount transferred to capital redemption reserve	-	(1,010,310)
Less: Amount transferred to debentures redemption reserve (refer note 44)	(57,013)	(124,942,987)
	(243,479,496)	**(276,505,447)**
Employee stock options outstanding (refer note 33)		
Balance as per last consolidated financial statements	-	59,895,957
Add: Compensation for options vested during the year	-	67,769,964
Less: Options cancelled/settled during the year	-	(53,662,250)
Less: Transfer to general reserve for the options cancelled during the year	-	(74,003,671)
	-	**-**
Total reserves and surplus	**13,181,375,838**	**8,199,754,665**

(Amount in Rs.)

5. Minority interest

	March 31, 2016	March 31, 2015
Minority interest in equity	149,471,040	149,559,440
Share application money received from minority	-	-
	149,471,040	**149,559,440**
Add : Share in post acquisition profits / (loss)		
- Opening	74,315,534	75,518,613
- For the year	(41,393,440)	(982,284)
- Adjustment on account of shares acquired	(237,326)	122,510
- Gain on deemed disposal of shares in subsidiary by the holding Company	-	280,695
- Loss on disposal of shares in subsidiary by the holding Company at par	98,095	(624,000)
	32,782,863	**74,315,534**
	182,253,903	**223,874,974**

6. Long-term borrowings

	Non-current		Current maturities	
	March 31, 2016	**March 31, 2015**	**March 31, 2016**	**March 31, 2015**
Secured				
Debentures				
500 (March 31, 2015: 500) 12% Non-convertible debentures of face value of Rs. 1,000,000 each	500,000,000	500,000,000	-	-
Term loans				
From financial institutions	9,135,371,853	11,656,439,318	529,368,669	821,321,927
From banks (refer note 55)	12,147,276,268	5,469,765,708	894,246,107	310,205,223
External commercial borrowing "ECB" from financial institutions	3,082,790,906	508,262,986	173,176,000	31,240,000
External commercial borrowing "ECB" from banks	2,579,590,339	2,679,111,861	286,166,569	261,354,799
	27,445,029,366	**20,813,579,873**	**1,882,957,345**	**1,424,121,949**
Amount disclosed under the head "other current liabilities" (refer note 10)	-	-	(1,882,957,345)	(1,424,121,949)
	27,445,029,366	**20,813,579,873**	**-**	**-**

7. Deferred tax liabilities (net)

	March 31, 2016	March 31, 2015
Deferred tax liabilities		
Excess of deprecation on fixed assets under income-tax law over depreciation provided in accounts	2,368,703,264	2,196,788,806
Premium on conversion of debentures	2,341,511	-
Unamortised ancillary borrowings cost	757,663	-
	2,371,802,438	**2,196,788,806**
Deferred tax assets		
Unabsorbed depreciation and carried forward tax losses#	2,133,543,695	2,039,726,281
Provision for mark to market losses on derivative contracts	9,434,439	-
	2,142,978,134	**2,039,726,281**
Net deferred tax liabilities	**228,824,304**	**157,062,525**

Deferred tax assets (DTA) are recognised on carry forward tax losses and unabsorbed depreciation only if, there is virtual 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 by few subsidiaries. Also refer note 38.

Deferred tax expense for the current year is net off of deferred tax benefit of Rs. 1,496,199 (previous year Rs. Nil) related to previous year. Also refer note 38.

Terms and condition of borrowings

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
(i) Nil (March 31, 2015: Rs. 1,070,775,200) from bank in GIWEL (ii) Nil (March 31, 2015: Rs. 3,102,684,195) from a financial institution in GIWEL	Interest on loans are in the range of 7.11% - 13.03% p.a. (March 31, 2015: 5.00% to 13.13% p.a.) During the year, the existing loans has been repaid by refinancing from new lenders (March 31, 2015: 49 and 46 quarterly installments from the end of 9 months from the date of first disbursement of respective loan).	Secured by a first charge on all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts of GIWEL in favour of the Security Trustee. All loans are also secured by pledge of 76% shareholding of all class of GIWEL shares held by promoter (i.e. Sembcorp Green Infra Limited). The loan was also secured by a corporate guarantee from SGIL.
Nil (March 31, 2015: Rs. 97,125,000) from a financial institution in GIWEL	Interest on loan is 13% p.a. (March 31, 2015: 13% p.a.) During the year, the existing loan has been repaid by refinancing from new lenders (March 31, 2015: Repayable in 46 quarterly installments from the end of 9 months from the date of first disbursement of loan).	Secured by a second charge on the security interest, as stated in term loan above, except that it will have first charge on debt service reserve or any other reserve created for the purpose of sub debt by the borrower in favour of the Security Trustee.
Rs. 6,885,453,970 (March 31, 2015: Rs. Nil) from bank in GIWEL	Interest on loan is 10.50 % p.a. (March 31, 2015: Nil) and is repayable in 60 quarterly structured unequal installments starting from March 31, 2016.	Secured by a first charge on all immovable properties and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts of GIWEL in favour of the Security Trustee.
Rs. 1,109,520,000 (March 31, 2015: Rs.1,159,200,000) from financial institution in GIWFL	Interest on loan are in the range of 12.00% - 12.25% p.a. (March 31, 2015: 11.00% - 12.25% p.a.) and is repayable in 52 structured unequal quarterly installments from October 1, 2014.	Secured by way of a mortgage of immoveable and moveable properties and all rights, titles rights interest, clearance, permissions, contracts and agreements and by Hypothecation of GIWFL's moveable assets and receivables of power and other monies by 24 MW wind farm at Tirunelvelli, Tamil Nadu. The loan is also secured by pledge of GIWFL’s shares equivalent to 51% shareholdings of all classes of its shares.
Nil (March 31, 2015: 656,290,000) from financial institutions in GIWPL	Interest on loan are in the range of 12.00% - 12.75% (March 31, 2015: 11.25% - 12.75% p.a.) During the year, the existing loan has been repaid entirely by refinancing from new lenders (March 31, 2015: repayable in 48 quarterly installments starting from January, 2012).	Secured by way of pari passu mortgage on freehold 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, TRA, DSRA and any other reserves and any other bank account and receivables of GIWPL and 15,415,515 Equity shares of GIWPL held by promoter (i.e. Green Infra Wind Ventures Limited) have been pledged in favour of the financial institutions.
Rs. 688,615,738 (March 31, 2015: Nil) from financial institution in	Interest on loan is 10.80 % p.a. (March 31, 2015: Nil) and is repayable in 54 structured unequal quarterly installments starting from	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,

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
GIWPL	March 15, 2016.	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, TRA, DSRA 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.
Nil (March 31, 2015: Rs. 687,970,000) from financial institutions in GICWL	Interest on loan are in the range of 12.25% - 12.75% p.a. (March 31, 2015: 11.25% - 12.25% p.a.) During the year, the existing loan has been repaid entirely by refinancing from new lenders (March 31, 2015: Repayable in 48 quarterly installments starting from March, 2012).	Secured by way of pari-passu mortgage on freehold 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 Project Documents, TRA, DSRA and other reserves and bank accounts and receivables of GICWL and 15,113,340 Equity shares of GICWL held by promoter (i.e. Green Infra Wind Ventures Limited) have been pledged in favour of the financial institutions.
Rs. 704,194,461 (March 31, 2015: Rs. Nil) from financial institution in GICWL	Interest on loan is 10.80% p.a. (March 31, 2015: Nil) 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, TRA, DSRA 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. 802,683,000 (March 31, 2015: Rs. 878,664,000) from financial institution in GISEL	Interest on loan are in the range of 12.00% to 12.25% p.a. (March 31, 2015: 12.25% p.a.) and is repayable in 52 structured unequal quarterly installments starting from October 1, 2014.	Secured by a first charge on all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts. The loan is also secured by mortgage by deposit of title deeds on immovable properties of GISEL and pledge of 51% share capital of GISEL together with all accretions, held by the holding company (i.e. Sembcorp Green Infra Limited).
Rs. 645,408,000 (March 31, 2015: Rs. 685,440,000) from financial institution in GIWEAL	Interest on loan is in the range of 12.00% to 12.25% p.a. (March 31, 2015: 12.25% to 13.00% 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 Debt Service Reserve Account, all Bank Accounts, Trust & Retention Account, project contracts (including insurance policies, land, right, titles) and PPAs along with pledge of 993,117 equity shares of GIWEAL with the lender held by promoter

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
		(i.e. Green Infra Wind Ventures Limited).
(i) Rs. 695,520,000 (March 31, 2015: Rs. 1,060,800,000) from financial institutions in GIWGL (ii) Rs. 298,080,000 (March 31, 2015: Rs. Nil) from bank in GIWGL	Interest on loan is in the range of 12.55% to 12.90% p.a. (March 31, 2015: 12.55% to 12.90% p.a.) and is repayable in 52 structured quarterly unequal installments starting from April 15, 2013.	Secured by a pari-passu first charge on all immovable and movables properties of GIWGL including plant & machinery, spares, tools, accessories, furniture, fixtures & other assets of project, cash flows, receivables, book debts, revenues, intangible assets, trust & retention account, debt service reserve account & any other reserves & bank accounts of borrower, all rights, title, interest, benefits, claims and demands in the project documents, clearances, L/C's, 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 a corporate guarantee from SGIL till a satisfactory agreement to sell CERs at least till financial year 2020 at a minimum rate of Euro 6/ton is entered.
Rs. 900,392,000 (March 31, 2015: Rs. 938,700,000) from financial institutions in GIWPGL	Interest on loan are in the range of 11.10% to 13.32% p.a. (March 31, 2015: 12.25% - 12.82% p.a.) and is repayable in 48 quarterly structured unequal instalments starting from June 30, 2015 and March 31, 2016.	Secured by a first charge on all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & 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 (i.e. Sembcorp Green Infra Limited).
(i) Rs. 725,442,826 (March 31, 2015 Rs. 520,823,398) from banks in GIWPPL (ii) Nil (March 31, 2015: Rs. 251,439,998) from financial institution in GIWPPL	Interest on loan are in the range of 11.90% - 12.50% p.a. (March 31, 2015: 12.40% - 14.50% p.a.) and are repayable in 52 structured unequal quarterly installments starting from April 15, 2013.	Secured by a pari passu first charge on all immovable and movables properties of GIWPPL including plant & machinery, spares, tools, accessories, furniture, fixtures & other assets of project, cash flows, receivables, book debts, revenues, intangible assets, trust & retention account, debt service reserve account & any other reserves & bank accounts of borrower, all rights, title, interest, benefits, claims and demands in the project documents, clearances, L/C's, 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 GIWPPL in favour of the Security Trustee. The loan is also secured by a corporate guarantee from SGIL till a satisfactory agreement to sell CERs at least till financial year 2020 at a minimum rate of Euro 6/ton is entered.
(i) Nil (March 31, 2015 Rs.112,800,000) from financial institution in GIWPPL (ii) Rs. 102,000,000 (March 31, 2015 Rs. Nil) from Bank in GIWPPL	Interest on loan is 14.50% p.a. (March 31, 2015: 12.40% - 14.50% p.a.) and are repayable in 52 quarterly installments starting from April 15, 2013.	Secured by a second charge on the security as stated in term loan above. The loan is also secured by a corporate guarantee from SGIL till a satisfactory agreement to sell CERs at least till financial year 2020 at a minimum rate of Euro 6/ton is entered.
(i) Rs. 1,865,160,001 (March 31, 2015 : Rs. 1960,200,000)	Interest on loan are in the range of 11.75% to 12.00% p.a. (March 31, 2015: 12.00% to 13.00% p.a.) and are repayable in 64 quarterly	Secured by way of pari passu mortgage on 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,

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
from financial institutions in GIWFAL (ii) Rs. 500,000,000 (March 31,2015: Rs. 500,000,000) 500 12% Non-Convertible Debentures of Rs. 1,000,000 each in GIWFAL	unequal installments starting from April 1, 2015. 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.	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 & 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, 2015: 37,383,000) Equity shares of Rs. 10 each of GIWFAL have been pledged by Green Infra Wind Ventures Limited ('the holding company') in favour of the financial institutions.
(i) Rs. 683,312,726 (March 31, 2015: Nil) from Bank in GIWEPL (ii) Rs. 9,667,922 (March 31, 2015: Rs. 740,423,052) from Financial institution in GIWEPL	Interest on loan is 12.63% p.a. (March 31, 2015 12-12.75% p.a.) and is repayable in 52 structured unequal quarterly installments commencing from April 15, 2013.	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 & demands in the Project Documents, clearances, LCs, guarantee, performance bond, corporate guarantee, bank guarantee provided by any party to the Project Documents; TRA, DSR & any other reserves & Bank account and second charge on Distribution Sub Account of GIWEPL; pledge of 51% with all accretions thereon of the paid-up equity shares of GIWEPL. The loan is also secured by a corporate guarantee given by SGIL till a satisfactory agreement to sell CERs at least till financial year 2020 at a minimum rate of Euro 6/ton is entered.
(i) External commercial borrowings of USD 13,170,335 equivalent to Rs. 873,626,481 (March 31, 2015; USD 13,990,220 equivalent to Rs. 875,659,031) from bank in GISFL (ii) External commercial borrowings of Rs. 398,458,486 (March 31, 2015; Rs. 423,263,486) from foreign financial institution in GISFL	(i) External commercial borrowings from a bank carries interest rate of USD LIBOR + 4.25% p.a. (March 31, 2015: USD LIBOR + 4.25% p.a.) and are repayable in 26 structured unequal half yearly installments from October 15, 2013. Also refer note 34 (ii) External commercial borrowings from a foreign financial institution carries an interest rate in the range of 10.57% - 11.48% p.a. (March 31, 2015: 10.57% - 11.48% p.a.) and are repayable in 26 structured unequal half yearly installments from October 15, 2013.	Secured by a first charge on immovable properties all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & other reserves & 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 3,444,767 equivalent to Rs. 228,501,352 (March 31, 2015; USD 3,659,212 equivalent to INR Rs. 222,597,975) from bank in GISPL	(i) External commercial borrowings from a bank carries an interest rate of USD LIBOR + 4.25% p.a. (March 31, 2015: USD LIBOR + 4.25% p.a.) and are repayable in 26 half yearly installments from October 15, 2013. Also, refer note 34.	Secured by a first charge on immovable properties all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & 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 which are held by the holding company (i.e. Sembcorp Green Infra Limited).

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
(ii) External commercial borrowings of Rs. 103,369,500 (March 31, 2015; Rs. 116,239,500) from foreign financial institution in GISPL	(ii) External commercial borrowing from a foreign financial institution carries an interest rate in the range of 10.57% - 11.48% p.a. (March 31, 2015: 10.57% - 11.48% p.a.) and are repayable in 26 structured unequal half yearly installments from October 15, 2013)	
(i) External commercial borrowing of JPY 500,005,000 equivalent to Rs. 295,302,953 (March 31, 2015: JPY 590,915,000 equivalent to Rs 307,393,983) from bank in GIBTVL (ii) Rupee term loan of Rs. 274,284,900 (March 31, 2015 Rs. 342,856,500) loan from bank in GIBTVL	(i) External commercial borrowings from bank carries an interest rate of JPY LIBOR + 1.81% p.a. (March 31, 2015: JPY LIBOR + 1.81% p.a.) and is repayable in 20 half yearly equal installments of JPY 45,455,000 from 15 months from first disbursements i.e. February 22, 2012. Also, refer note 34. (ii) The Rupee term loan carries an interest rate of 12.00% p.a. (March 31, 2015: 12.00% p.a.) and is repayable in 35 quarterly equal installments of Rs. 17,142,900 from 15 months from first disbursements i.e. September 7, 2011.	Secured by a first pari passu charge on fixed assets including land, plant and machinery and movables properties 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 22,135,710 equivalent to Rs. 1,468,326,124 (March 31, 2015 USD 24,521,426 equivalent to Rs. 1,534,815,671) from bank in GIBTVL	(i) External commercial borrowings of outstanding USD 10,735,710 carries an interest rate of USD LIBOR + 4.50% p.a. (March 31, 2015: USD LIBOR + 4.50% p.a.) and are repayable in 14 half yearly equal installments of USD 1,192,858 from December 31, 2013. (ii) External commercial borrowings of outstanding USD 11,400,000 carries an interest rate of USD LIBOR + 2.74% p.a. (March 31, 2015: USD LIBOR + 2.74% p.a.) and are repayable in 6 installments First installment of USD 600,000 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
Rs. 175,000,003 (March 31, 2015: Rs. 208,333,335) from bank in GIWEThL	Interest on loan is 11.83% - 12% (2% over bank base rate) (March 31, 2015: 12%) and is repayable in 36 equal quarterly installments after a moratorium period of 12	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, Tamilnadu.

Borrowings in the Group	Interest rate and repayment terms of the borrowings	Security terms of the borrowings
	months from the first withdrawal date i.e. August 28, 2011.	
Rs. 140,325,000 (March 31, 2015: Rs. 146,025,000) from financial institution in GIWPThL	Interest on loan are in the range of 12.00% to 12.25% p.a. (March 31, 2015:12.25% p.a.) and is repayable in 52 unequal quarterly installments starting from October 1, 2014.	Secured by a first charge on all movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts. The loan is also secured by Mortgage by deposit of title deeds on immovable properties of GIWPThL and pledge of 51% share capital of GIWPThL together with all accretions, held by promoter.
Term loan of Rs. Nil (March 31, 2015: 1,000,000,000) from a bank in GICSL	Interest on loan are in the range of 10.85% to 11.00% p.a. (March 31, 2015: 11% p.a.). During the year, the existing loan has been repaid entirely by refinancing from new lenders (March 31, 2015: Repayable in 60 quarterly installments from December 31, 2015).	Secured by first charge on all immovable and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts of borrower in favour of lender for wind power project at Dangri, Rajasthan.
Term loan of Rs. Nil (March 31, 2015: 500,000,000) from a bank in GICSL	Interest on loan are in the range of 10.85% to 11.00% p.a. (March 31, 2015: 11% p.a.). During the year, the existing loan has been repaid entirely by refinancing from new lenders (March 31, 2015: Repayable in 60 quarterly installments from March 31, 2016).	Secured by a first charge on all immovable and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts of borrower in favour of lender for wind power project at Dangri, Rajasthan.
(i) Rs. 3,897,947,950 (March 31, 2015: 2,137,182,498) from bank in GICSL (ii) Rs. 2,103,254,400 (March 31, 2015: Nil) from financial institutions in GICSL	Interest rates are in the range of 10.75% to 11.50% (March 31, 2015: 9.75% to 9.90%) and is repayable in 57 quarterly unequal installments from January 15, 2016 and June 30, 2016.	Secured by a first charge on all immovable and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & 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. 2,754,138,920 (March 31, 2015: Rs. Nil) from foreign financial institution in GICSL	Interest rates are in the range of 10.71% to 10.97% p.a. (March 31, 2015: Nil) and is repayable in 57 quarterly unequal installments from January 15, 2016	Secured by a first charge on all immovable and movables including plant & machinery, spares, tools, accessories, furniture, fixtures & 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 & retention account, debt service reserve account & any other reserves & bank accounts of borrower in favour of the Security Trustee for wind power project located at state of Rajasthan, Madhya Pradesh, Gujrat and Maharashtra. The loan is also secured by pledge of 51% shareholding of all class of its shares.

(Amount in Rs.)

8. Provisions

	Long-term		Short-term	
	March 31, 2016	**March 31, 2015**	**March 31, 2016**	**March 31, 2015**
Provision for employee benefits (refer note 55)				
- Gratuity (refer note 28)	847,519	878,882	3,685,719	210,659
- Compensated absence	2,536,497	1,477,707	2,969,045	2,934,800
Provision for mark to market losses on derivative contracts (refer note 37)	16,782,735	-	11,751,997	3,078,027
Provision for captive consumption tax	-	-	2,490,169	2,490,169
Provision for taxation (net of advance tax)	-	-	71,630,326	18,530,029
Assets retirement obligation (refer note 49)	268,525,000	-	-	-
	288,691,751	**2,356,589**	**92,527,256**	**27,243,684**

9. Short-term borrowings

	March 31, 2016	**March 31, 2015**
Secured		
Bills discounted from bank against letter of credit (refer sub note 2 below)	1,019,660,697	-
Unsecured		
Nil (March 31, 2015: 3,000,000) 0% Compulsory Convertible Debentures of face value of Rs. 1,000 each (refer sub note 1 below)	-	3,000,000,000
	1,019,660,697	3,000,000,000

1. During the previous year, the Company together with its key shareholders had entered into a Securities Subscription and Purchase Agreement (SSPA) with Sembcorp Utilities Pte. Ltd. (Sembcorp) and in accordance with the terms thereof, Sembcorp had subscribed to 3,000,000 Compulsory Convertible Debentures (CCDs) of face value of Rs. 1,000 each. Such CCDs carried an interest rate of 0% and were convertible into equity shares on or before June 15, 2015. During the year, the Company allotted 34,739,991 equity shares on conversion of CCDs at a premium of 76.36 per shares and transferred Rs. 2,652,600,090 in Securities Premium Account. Also refer note 32.

2. Bills discounted against Letter of credit from a bank are secured by a lien on underlying goods, documents and policies and proceeds. Such bills carries a interest rate at 9.20% (March 31, 2015: Nil) and are repayable after 156 - 178 days from the date of Bill of Exchange.

10. Trade payable and other current liabilities

	March 31, 2016	**March 31, 2015**
A. Trade payables		
Total outstanding dues of micro and small enterprises (refer note 50)	-	-
Total outstanding dues of creditors other than micro and small enterprises	122,650,447	135,884,726
	122,650,447	135,884,726
B. Other current liabilities		
Current maturities of long-term borrowings (refer notes 6 and 55)	1,882,957,345	1,424,121,949
Amount payable for purchase of fixed assets	2,209,410,254	3,307,240,616
Interest accrued but not due	192,054,662	161,758,018
Interest accrued and due	4,508,788	13,412,075
Advance from customers	12,031,514	2,939,252
Amount payable to employees (refer note 55)	39,280,040	34,476,143
Other payables	-	150,569,931
Statutory dues payable		
- Provident fund payable	1,248,662	1,130,278
- TDS payable	52,123,450	48,310,275
- WCT payable	1,181,874	27,708,093
- Service tax payable	-	426,243
	4,394,796,589	**5,172,092,873**
	4,517,447,036	**5,307,977,599**

11. Tangible assets **(Amount in Rs.)**

Particulars	Freehold land (refer subnote 4 and 6 below)	Leasehold land (refer subnote 3, 4 and 7 below)	Building	Plant and machinery (refer subnote 3 and 4 below)	Furniture and fixtures	Computers	Office equipments	Total
At cost								
Gross block								
As at April 1, 2014	**418,757,679**	**375,767,106**	**4,187,897**	**28,166,685,775**	**332,327**	**5,430,051**	**1,599,407**	**28,972,760,242**
Additions	29,826,702	41,900,000	-	6,714,374,594	16,980	2,653,586	778,457	6,789,550,319
As at April 1, 2015	**448,584,381**	**417,667,106**	**4,187,897**	**34,881,060,369**	**349,307**	**8,083,637**	**2,377,864**	**35,762,310,561**
Additions/adjustments [(refer notes 36, 37, 48 and 49) (refer sub-notes below)]	172,382,490	4,550,000	-	10,194,495,100	-	5,545,888	101,475	10,377,074,953
Deletions	-	-	-	-	(51,088)	(815,117)	(802,458)	(1,668,663)
As at March 31, 2016	**620,966,871**	**422,217,106**	**4,187,897**	**45,075,555,469**	**298,219**	**12,814,408**	**1,676,881**	**46,137,716,851**
Accumulated depreciation								
As at April 1, 2014	**-**	**32,240,293**	**378,599**	**3,983,775,919**	**181,555**	**4,455,894**	**1,230,076**	**4,022,262,336**
Depreciation for the year	-	15,377,781	139,878	1,720,479,576	66,588	967,382	333,025	1,737,364,230
As at April 1, 2015	**-**	**47,618,074**	**518,477**	**5,704,255,495**	**248,143**	**5,423,276**	**1,563,101**	**5,759,626,566**
Depreciation for the year (refer note 37, 48 and 49)*	-	17,427,231	139,876	2,351,145,742	27,527	1,750,342	255,144	2,370,745,862
Deletions	-	-	-	-	(47,920)	(684,676)	(786,875)	(1,519,471)
As at March 31, 2016	**-**	**65,045,305**	**658,353**	**8,055,401,237**	**227,750**	**6,488,942**	**1,031,370**	**8,128,852,957**
Net block								
As at March 31, 2015	**448,584,381**	**370,049,032**	**3,669,420**	**29,176,804,874**	**101,164**	**2,660,361**	**814,763**	**30,002,683,995**
As at March 31, 2016	**620,966,871**	**357,171,801**	**3,529,544**	**37,020,154,232**	**70,469**	**6,325,466**	**645,511**	**38,008,863,894**

*Amount of Rs. 5,374,037 (March 31, 2015: Rs. 3,170,965) has been capitalised in capital work-in-progress.

Sub note 1: Additions in plant and machinery (including capital work-in-progress) includes directly attributable expenses and borrowing costs capitalised as under:

Particulars	March 31, 2016	March 31, 2015
Other expenses		
- Legal and professional	15,365,311	40,544,098
- Site development expenses	352,586,327	75,511,185
- Depreciation expenses on wind mast	5,376,668	3,170,964
- Miscellaneous expenses	12,767,447	12,164,925
Finance costs		
- Interest @	135,110,784	24,659,656
- Other borrowing cost (refer note 48)	18,914,974	255,280,096
Exchange loss capitalised (refer sub note 2 below)	511,193,457	4,262,927
	1,051,314,968	**415,593,851**

@ Net of interest income on temporary deployment of funds amounting to Rs. 20,158,024 (March 31, 2015: Nil).

Sub note 2: Exchange loss capitalized in plant & machinery in three of the subsidiaries, under para 46A of AS 11 "The effects of changes in foreign exchange rates" during the year ended March 31, 2016 is Rs. 511,193,457 (including Rs. 361,024,083 pertaining to earlier years) (March 31, 2015: Rs. 4,262,927) (also refer notes 36 and 37).

Sub note 3: Addition to plant and machinery includes an amount of Rs. 30,600,000 (March 31, 2015 : Rs. Nil) 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 4: Plant and machinery includes an amount of Rs. 54,000,000 (March 31, 2015 : Rs. 54,000,000) in relation to development cost of a project. As per underlying agreement, the development activity also includes acquisition of lands for the project. The cost of lands are not separately identifiable in the underlying agreement. Further, title / lease deeds of these lands are yet to be transferred/registered in the name of the respective subsidiary by the relevant authority/developer.

Sub note 5: During the year, two of the subsidiaries have received VAT refund of Rs. 5,256,480 (March 31, 2015: Rs. 2,552,137), which were earlier capitalised, now adjusted from plant and machinery.

Sub note 6: As at March 31, 2016, title deeds for freehold land amounting to Rs. 161,351,720 (March 31, 2015: Rs. 27,626,702) are not in name of the Group. Subsequent to the year end, title deeds amounting to Rs. 56,245,602 have been transferred in name of the Group. The Group is in the process of transferring the remaining title deeds in its name.

Sub note 7: As at March 31, 2016, lease deeds for leasehold land amounting to Rs. 116,003,090 (March 31, 2015: Rs. 152,003,090) are yet to be registered in the name of the Group. The Group is in the process of transferring such deed in its name.

(Amount in Rs.)

12. Intangible assets

Particulars	Softwares	Total
At cost		
Gross block		
As at April 1, 2014	628,958	628,958
Additions	-	-
Deletions	-	-
As at March 31, 2015	**628,958**	**628,958**
Additions	1,947,059	1,947,059
Deletions	-	-
As at March 31, 2016	**2,576,017**	**2,576,017**
Amortisation		
As at April 1, 2014	**449,678**	**449,678**
Amortisation for the year	132,052	132,052
Disposal	-	-
As at March 31, 2015	**581,730**	**581,730**
Amortisation for the year	454,510	454,510
Disposal	-	-
As at March 31, 2016	**1,036,240**	**1,036,240**
Net block		
As at March 31, 2015	**47,228**	**47,228**
As at March 31, 2016	**1,539,778**	**1,539,778**

13. Non-current investments

	No. of shares/units		**Amount**	
	March 31, 2016	**March 31, 2015**	**March 31, 2016**	**March 31, 2015**
Trade investments (valued at cost unless stated otherwise)				
Investments in associate companies				
Unquoted, fully paid-up equity instruments (refer note 40)				
Green Kurpan Power Private Limited of Rs. 10 each [At cost less provision for other than temporary diminution in value Rs. 42,485,999 (March 31, 2015: 42,485,999)]	6125	6,125	-	-
Green Mountain Hydro Power Private Limited of Rs. 10 each [At cost less provision for other than temporary diminution in value Rs. 6,984,000 (March 31, 2015: 6,984,000)]	6125	6,125	-	-
Hurla Valley Private Limited of Rs. 10 each [At cost less provision for other than temporary diminution in value Rs. 20,059,600 (March 31, 2015: 20,059,600)]	6125	6,125	-	-
Unquoted, fully paid-up debenture instruments (for terms of redemption, refer subnote 'a') (refer note 40)				
6.25% Unsecured redeemable and convertible debenture of Green Kurpan Power Private Limited of Rs. 10 each [At cost less provision for other than temporary diminution in value Rs. 8,005,000 (March 31 2015: Rs. 8,005,000)]	800,500	800,500	-	-
6.25% Unsecured redeemable and convertible debenture of Green Mountain Hydro Power Private Limited of Rs. 10 each [At cost less provision for other than temporary diminution in value Rs. 5,505,000 (March 31 2015: Rs. 5,505,000)]	550,500	550,500	-	-

(Amount in Rs.)

	No. of shares/units		Amount	
	March 31, 2016	**March 31, 2015**	**March 31, 2016**	**March 31, 2015**
6.25% Unsecured redeemable and convertible debenture of Hurla Valley Private Limited of Rs. 10 each [At cost less provision for other than temporary diminution in value Rs. 7,005,000 (March 31 2015: Rs. 7,005,000)]	700,500	700,500	-	-
Other investment				
Investment in mutual fund, quoted				
Axis Liquid Fund- Direct Growth of face value of Rs. 1,000 each #	-	184,788.530	-	264,397,103
			-	**264,397,103**
Aggregate provision for diminution in value of unquoted investments			90,044,599	90,044,599
Aggregate amount of quoted investments			-	264,397,103
Aggregate market value of quoted investments			-	286,619,150

Reserved against debt service cover on term loans outstanding as at the previous year-end

Note for terms of redemptions
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.

14. Loans and advances

	Long-term		Short-term	
	March 31, 2016	**March 31, 2015**	**March 31, 2016**	**March 31, 2015**
Unsecured, considered good, unless otherwise stated				
Capital advances (including considered doubtful Rs. Nil, March 31, 2015: 25,786,452, related to Hydro project) (refer notes 39 and 42)	1,865,716,132	610,902,321	-	-
Advances recoverable in cash or kind (refer note 43)	27,000,000	27,000,000	45,444,371	30,600,211
Loan and advances to related parties				
Amount recoverable from associates companies (including considered doubtful Rs. Nil (March 31, 2015: Rs. 2,954,770)) (refer note 40)	-	-	-	2,954,770
Security deposit	13,758,599	12,956,437	-	-
Other loans and advances				
Recoverable as compensation for loss of generation and liquidated damages	-	-	239,053,025	290,860,000
Advance to employees	-	-	52,233	417,034
Prepaid expenses	-	-	14,811,276	13,835,777
Amount withheld/paid under protest to Income Tax authorities (refer note 30)	135,672,124	96,856,600	-	-
Advance income taxes (net of provision for tax)	147,444,563	88,602,490	-	-
Central value added tax credit receivable	-	-	4,421,039	5,045,319
	2,189,591,418	836,317,848	303,781,944	343,713,111
Less: Provision for doubtful advances (refer note 39 and footnote below)	-	(25,786,452)	-	(2,954,770)
	2,189,591,418	**810,531,396**	**303,781,944**	**340,758,341**

(Amount in Rs.)

Loans and advances to related parties include

	Long-term		Short-term	
	March 31, 2016	**March 31, 2015**	**March 31, 2016**	**March 31, 2015**
Amount given to Associates in which the Company's director is a director *				
Green Mountain Hydro Power Private Limited (refer note 40)	-	-	-	413,309
Hurla Valley Power Private Limited (refer note 40)	-	-	-	2,541,461
	-	-	-	2,954,770

* Written off during the year (considered doubtful in previous year), also refer note 40.

15. Other assets

	Non-current		Current	
	March 31, 2016	**March 31, 2015**	**March 31, 2016**	**March 31, 2015**
Unbilled revenue on power generation	-	-	424,455,661	293,498,348
Income accrued on generation based incentive	-	-	336,605,870	236,995,722
Derivative assets (refer note 34 and 37)	-	369,268,683	-	-
Unamortised ancillary borrowings costs (refer note 48)	220,637,839	-	35,472,926	-
Interest accrued on fixed deposits (refer note 55)	25,671,255	17,854,288	1,895,673	3,134,135
Non-current bank balances (refer note 18 and 55) *	1,263,382,623	572,279,558	-	-
	1,509,691,717	**959,402,529**	**798,430,130**	**533,628,205**

* Reserved against debt service cover on term loans outstanding as at the year-end

16. Current investments

	No. of units		Amount	
	March 31, 2016	**March 31, 2015**	**March 31, 2016**	**March 31, 2015**
Other investments, at lower of cost and market value				
Investment in mutual fund, quoted				
Axis Liquid Fund (Direct Growth) of face value of Rs. 1,000 each	101,916.064	80,835.208	170,200,000	122,548,863
Birla Sun Life Cash Plus Growth Direct Plan of face value of Rs.100 each	725,222.293	1,575,447.331	175,910,972	345,839,441
IDFC Mutual Fund – Cash Fund (Growth) of face value of Rs. 1,000 each	-	8,119.164	-	13,006,469
JP Morgan Mutual Fund – Liquid Fund (Growth) of face value of Rs. 10 each	-	5,481,366.920	-	97,000,607
Reliance Liquid Fund - Treasury Plan (Direct Plan Growth Plan) of face value of Rs.1,000 each	31,025.608	18,767.677	114,198,055	63,197,022
Reliance Liquid Fund - Cash Plan (Direct Growth Plan) of face value of Rs.1,000 each	110,280.184	-	267,664,508	-
DSP Black Rock Liquid Fund - Direct Plan (Growth) of face value of Rs.1,000 each	89,506.072	-	193,485,353	-
ICICI Prudential - Direct Plan (Growth Plan) of face value of Rs.100 each	623,144.397	528,624.271	139,120,166	106,216,393
L & T Liquid Fund Direct Plan (Growth) of face value Rs. 1,000 each (refer note 55)	39,927.882	5,710.867	81,769,261	10,623,995
Taurus Liquid Mutual Fund - Institutional Plan (Growth) of face value of Rs.1,000 each	-	21,949.000	-	32,348,759
Sundram Money Direct Plan (Growth) of face value of Rs.10 each	3,858,148.732	661,638.222	121,225,292	19,250,000
			1,263,573,607	**810,031,549**
Aggregate market value of quoted investments			1,271,837,668	829,786,827

(Amount in Rs.)

17. Trade receivables

	March 31, 2016	March 31, 2015
Outstanding for a period exceeding six months from the date they are due for payment		
- Unsecured, considered good	197,598,959	19,383,260
Other receivables		
- Unsecured, considered good	1,609,535,009	450,310,671
	1,807,133,968	**469,693,931**

18. Cash and bank balances

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Cash and cash equivalents				
Balance with scheduled banks				
- On current accounts			540,258,009	256,312,270
- Cheques in hand			439,819	-
- Deposits with original maturity of 3 months or less			1,652,109,065	409,513,693
			2,192,806,893	665,825,963
Other bank balances				
- Deposits with maturity for more than 3 months but less than 12 months	51,230,119	252,370,787	-	198,300,000
- Deposits with maturity for more than 12 months	1,212,152,504	319,908,771	-	-
	1,263,382,623	572,279,558	-	198,300,000
Amount disclosed under non-current assets (refer note 15)*	(1,263,382,623)	(572,279,558)	-	-
	-	-	2,192,806,893	864,125,963

* Reserved against debt service cover on term loans outstanding as at the year-end

19. Revenue from operations

	For the year ended March 31, 2016	For the year ended March 31, 2015
Income from power generation	**5,648,258,629**	**4,697,850,201**
Other operating revenue		
Income from Generation Based Incentive (GBI)	318,346,384	222,182,830
Income from sale of Carbon Emission Reduction's (CER)	3,244,908	24,647,567
Income from sale of Renewable Energy Certificates (REC)	47,624,252	30,822,000
Revenue against compensation for loss of generation	-	150,000,000
	369,215,544	**427,652,397**
	6,017,474,173	**5,125,502,598**

20. Other income

Interest on		
- Fixed deposits with bank	152,942,652	93,002,938
- Others (interest on income tax refund)	9,861,924	9,238,950
Net gain on sale of other investments	159,065,462	119,700,220
Liquidated damages recovered (refer note 46)	607,646,243	37,968,000
Provision, no longer required written back	-	569,000
Gain on foreign exchange fluctuation (net)	-	2,545,233
Proceed from one time settlement upon termination of CER purchase agreement	-	186,293,760
Miscellaneous income	2,638,089	6,237,471
	932,154,370	**455,555,572**

(Amount in Rs.)

	For the year ended March 31, 2016	For the year ended March 31, 2015
21. Employee benefits expense		
Salaries and bonus	184,072,482	185,527,421
Employee stock option scheme (refer note 33)	-	67,769,964
Contribution to provident fund	9,707,131	7,459,134
Gratuity expenses (refer note 28)	5,148,249	3,920,013
Compensated absences	2,106,876	3,654,036
Staff welfare expenses	4,854,625	4,084,191
	205,889,363	**272,414,759**
22. Operating and other expenses		
Rent (refer note 35)	17,225,822	15,757,663
Rates and taxes	44,570,180	78,006,922
Rebate and discount	5,763,553	6,708,047
Operation and management cost	258,360,669	211,470,801
Site expenses	13,147,578	16,471,313
System operating and transmission charges	80,249,602	70,637,258
Insurance	30,578,257	22,734,281
Plant security expenses	6,899,447	6,638,681
Repairs and maintenance		
- Computers	2,547,082	652,741
- Others	7,825,314	7,809,630
Travelling and conveyance	28,579,395	17,964,426
Postage, courier and communication	3,636,224	2,585,805
Subscription and membership fee	712,221	492,925
Legal and professional	121,761,732	102,478,966
Commission and brokerage	2,125,380	2,121,276
Directors sitting fee	5,208,500	4,759,560
Remuneration to Auditors		
- Statutory audit fees	4,951,000	6,300,000
- Other services	858,259	625,000
- Reimbursement of out-of-pocket expenses	293,350	134,970
Recruitment expenses	6,237,817	2,532,511
Business promotion	1,742,835	3,884,575
ERP usage charges	3,654,562	3,351,950
Loss on foreign exchange fluctuation (net) (refer note 37)	9,090,394	-
Mark to market loss on derivative contract (including prior period amount of Rs.	25,456,705	3,078,027
Corporate Social Responsibility (refer note 53)	7,064,258	3,776,942
Loss on disposal of fixed assets	22,388	-
Bad debts written off (refer note 41)	6,666,002	-
Bank charges	335,687	1,071,705
Miscellaneous expenses	6,226,940	3,934,564
	701,791,153	**595,980,539**
23. Finance costs		
Interest on		
- Term loans	2,739,551,019	2,172,891,807
- Debentures	60,164,384	15,123,289
- Others	4,131,304	1,211,880
Letter of credit charges	7,627,740	15,031,725
Other borrowing costs (refer note 48)	165,538,831	98,002,747
	2,977,013,278	**2,302,261,448**

(Amount in Rs.)

	For the year ended March 31, 2016	For the year ended March 31, 2015
24. Depreciation and amortisation expense		
Depreciation of tangible assets	2,365,371,825	1,734,193,265
Amortisation of intangible assets	454,510	132,052
	2,365,826,335	**1,734,325,317**
25. Exceptional items		
Provision for diminution in value of long-term investments (refer note 40)	-	90,044,599
Provision for doubtful advances (refer note 39 and 40)	-	28,741,222
Impairment of capital work-in-progress (refer note 42)	403,247,849	-
Doubtful receivables / advances written off (refer notes 39, 40 and 42) *	45,274,256	-
	448,522,105	118,785,821

* Net of Rs. 28,741,222 adjusted towards provision for doubtful advance recognised in previous year.

26. Earnings per equity share

Net profit as per Consolidated Statement of Profit and Loss	33,082,964	297,480,139
Weighted average number of equity shares for calculating basic EPS	211,425,838	102,373,198
Basic earnings per equity share	0.16	2.91
Weighted average number of equity shares for calculating diluted EPS	211,425,838	106,846,567
Diluted earnings per equity share *	0.16	2.78

* Compulsorily Convertible Debentures ('CCD') have been ignored for computation of Diluted Earnings Per Share, as these are considered to be anti-dilutive.

27. 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 Incor-poration	% of Ownership Interest and Voting Power as at March 31, 2016	March 31, 2015
1	Green Infra Wind Energy Limited (GIWEL)*	June 6, 2005	India	100%	100%
2	Green Infra Corporate Wind Limited(GICWL) #	October 14, 2008	India	100%	100%
3	Green Infra Wind Assets Limited (GIWAL)	October 14, 2008	India	100%	100%
4	Green Infra Wind Farms Limited (GIWFL)	October 14, 2008	India	58.45%	58.45%
5	Green Infra Solar Energy Limited (GISEL)	April 29, 2010	India	100%	100%
6	Green Infra Solar Farms Limited (GISFL)	April 29, 2010	India	100%	100%
7	Green Infra Wind Power Limited (GIWPL) #	May 3, 2010	India	100%	100%
8	Green Infra Wind Power Technology Limited (GIWPTL)	December 28, 2010	India	100%	100%
9	Green Infra Wind Ventures Limited (GIWVL)	December 28, 2010	India	100%	100%
10	Green Infra Wind Limited (GIWL) #	February 23, 2011	India	100%	100%
11	Green Infra Wind Power Generation Limited (GIWPGL)	July 4, 2011	India	71.56%	71.08%
12	Green Infra Wind Energy Project Limited (GIWEPL) #	July 4, 2011	India	100%	100%
13	Green Infra Wind Power Development Limited (GIWPDL)	July 4, 2011	India	100%	100%
14	Green Infra Wind Power Projects Limited (GIWPPL)	July 4, 2011	India	69.06%	69.06%
15	Green Infra Wind Power Ventures Limited (GIWPVL)	July 28, 2011	India	100%	100%
16	Green Infra Hydro Energy Projects Limited (GIHEPL) ***	July 4, 2011	India	100%	100%
17	Green Infra Wind Generation Limited (GIWGL)	July 4, 2011	India	70.55%	70.55%
18	Green Infra Corporate Solar Limited (GICSL)	September 12, 2011	India	100%	100%
19	Green Infra Solar Projects Limited (GISPL)	September 12, 2011	India	100%	100%
20	Green Infra Wind Energy Asset Limited (GIWEAL) #	September 14, 2011	India	100%	100%
21	Green Infra Wind Farm Assets Limited (GIWFAL) #	September 14, 2011	India	100%	100%
22	Green Infra Wind Energy Development Limited (GIWEDL)	May 17, 2012	India	100%	100%
23	Green Infra Wind Techno Solutions Limited (GIWTSL)	May 21, 2012	India	100%	100%
24	Green Infra Wind Power Solutions Limited (GIWPSL)	May 21, 2012	India	100%	100%
25	Green Infra Wind Technology Limited (GIWTL)	May 22, 2012	India	100%	100%
26	Green Infra Wind Solutions Limited (GIWSL)	May 22, 2012	India	100%	100%
27	Green Infra Wind Energy Efficiency Limited (GIWEEL)	July 24, 2012	India	100%	100%
28	Green Infra Wind Energy Creation Limited (GIWECL)	July 24, 2012	India	100%	100%
29	Green Infra Clean Wind Energy Limited (GICWEL)	July 24, 2012	India	100%	100%
30	Green Infra BTV Limited (GIBTVL)	September 01, 2008**	India	90.46%	90.46%
31	Green Infra Wind Energy Theni Limited (GIWEthL) @	January 06, 2011**	India	73.02%	73.02%
32	Green Infra Wind Power Theni Limited (GIWPthL) @	January 06, 2011**	India	73.21%	73.21%

b) Associates

S. No.	Name of entity	Date of Incorporation	Country of Incor-poration	% of Ownership Interest and Voting Power as at	
				March 31, 2016	March 31, 2015
1	Green Kurpan Power Private Limited (GKPPL)	December 20, 2007	India	49%	49%
2	Green Mountain Hydro Power Private Limited (GMHPPL)	December 20, 2007	India	49%	49%
3	Hurla Valley Power Private Limited (HVPPL)	December 20, 2007	India	49%	49%

*On September 16, 2009, the Company, along with its subsidiary GIWAL, acquired 100% stake in GIWEL. At present, 28.96% is held by GIWAL.
** On August 16, 2013, the Company acquired GIBTVL, GIWEThL and GIWPThL and recognised Capital Reserve on such acquisition
*** Name of the Company got struck off by Registrar of Company vide letter dated June 24, 2016.
# Interest in ownership in subsidiaries are through another wholly owned subsidiary GIWVL.
@ Interest in ownership in said subsidiaries are through another subsidiary GIBTVL.

28. Gratuity plan

The Group has a defined benefit gratuity plan. Every employee who has completed one year or more of service gets a gratuity at 15 days salary (last drawn salary) for each completed year of service at the time of its departure from the Group. The scheme is funded with LIC in the form of qualifying insurance policy except in case of GIBTVL, GIWPGL, GISFL and GICSL.

The following table summaries the components of net benefit expense recognised in the Consolidated Statement of Profit and Loss account and the funded status and amounts recognised in the Balance Sheet for the plans.

Consolidated Statement of Profit and Loss

Net employee benefit expense recognised during the year **(Amount in Rs.)**

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Current service cost	2,327,305	2,587,631
Interest cost on benefit obligation	597,540	381,355
Expected return on plan assets	(600,153)	(427,799)
Net actuarial loss recognised in the year	2,812,630	1,396,028
Expense reversed during the year	10,927)	-
Net expense for the year	5,148,249	3,937,215
Actual return on plan assets	(155,029)	323,478

Consolidated Balance Sheet

Benefit Asset/Liability

Particulars	As at March 31, 2016	As at March 31, 2015
Present value of defined benefit obligation	7,823,043	7,924,271
Fair value of plan assets	3,289,805	7,067,084
Plan asset / (liability)	4,533,238	857,187

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

Particulars	March 31, 2016	March 31, 2015
Opening defined benefit obligation	7,924,271	4,181,535
Interest cost	597,540	381,355
Current service cost	2,327,305	2,587,631
Benefits paid	(4,532,132)	(517,962)
Obligation written back	(341,263)	-
Actuarial losses on obligation	2,673,476	1,291,702
Closing defined benefit obligation	7,823,043	7,924,271

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

Particulars	March 31, 2016	March 31, 2015
Opening fair value of plan assets	7,067,084	4,889,115
Expected return	600,153	427,799
Plan assets discontinued	(343,991)	-
Contributions by employer	-	2,372,453
Benefits paid	(3,894,287)	(517,962)
Actuarial gains / (losses)	(139,154)	(104,321)
Closing fair value of plan assets	3,289,805	7,067,084

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

Particulars	March 31, 2016	March 31, 2015
Investments with insurer	100%	100%

* Subsidiaries GIBTVL, GIWPGL, GISFL and GICSL are not having planned assets for gratuity obligation.

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

Particulars	March 31, 2016	March 31, 2015
Discount rate	8.00%	7.88%
Expected rate of return on plan assets	8.46%	8.75%
Future salary increase	7.00%	7.00%
Attrition rate	5.00%	5.00%
Mortality	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 period over which the obligation is to be settled.

Amounts for the current and previous four years are as follows:

(Amount in Rs.)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Defined benefit obligation	7,823,043	7,924,271	4,181,535	2,221,662	2,230,302
Plan assets	3,289,805	7,067,084	4,889,115	3,935,297	4,635,681
Surplus/ (deficit)	(4,533,238)	(857,187)	707,580	1,713,635	2,405,379
Experience adjustment on plan liabilities	(2,095,590)	(552,767)	(1,138,298)	(459,015)	180,419
Experience adjustment on plan assets	(297,789)	(121,432)	27,625	(38,322)	9,222

(Amount in Rs.)

Defined contribution plan	For the year ended March 31, 2016	For the year ended March 31, 2015
Contribution to provident fund (excluding administration and EDLI charges)	8,930,530	6,825,414

29. 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)

Holding Company
Sembcorp Utilities Pte. Limited (Sembcorp) (with effect from February 13, 2015)

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*

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

Associates Companies
Hurla Valley Power Private Limited
Green Kurpan Power Private Limited
Green Mountain Hydro Power Private Limited

Key Managerial Personnel
Mr. Shivanand Nimbargi, Managing Director and Chief Executive Officer (Upto February 18, 2016)

B. Transactions during the year with related parties for the year ended March 31, 2016

(Amount in Rs.)

Related parties	Share capital issued (including securities premium)		Optionally Convertible Debentures issued	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
IDFC Infrastructure Fund 3	-	-	-	524,997,000
Sembcorp Utilities Pte. Limited	2,600,999,629	4,803,579,986	-	-
Total	**2,600,999,629**	**4,803,579,986**	**-**	**524,997,000**

Related parties	Compulsorily Convertible Debentures issued		Debentures converted into equity shares	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Sembcorp Utilities Pte. Limited	-	3,000,000,000	3,000,000,000	-
IDFC Infrastructure Fund 3	-	-	-	1,499,996,000
Total	**-**	**3,000,000,000**	**3,000,000,000**	**1,499,996,000**

Related parties	Reimbursement of expenses		Loans and advances written-off	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Green Kurpan Power Private Limited	-	14,083	-	-
Green Mountain Hydro Power Private Limited	50,000	14,083	50,000	-
Hurla Valley Power Private Limited	270,000	1,054,169	270,000	-
Total	**320,000**	**1,082,335**	**320,000**	**-**

Related parties	Remuneration for key management personnel including bonus		Expenses incurred on behalf of Company	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Mr. Shivanand Nimbargi	39,874,166	87,629,925	-	-
Sembcorp Utilities Pte. Limited	-	-	3,149,208	-
Total	**39,874,166**	**87,629,925**	**3,149,208**	**-**

Related parties	**Legal and professional service taken**	
	March 31, 2016	**March 31, 2015**
Sembcorp Utilities Pte. Limited	10,346,684	-
Total	**10,346,684**	**-**

C. Balance outstanding as at year-end

(Amount in Rs.)

Related parties	**Trade payable**		**Bonus payable**	
	March 31, 2016	**March 31, 2015**	**March 31, 2016**	**March 31, 2015**
Sembcorp Utilities Pte. Limited	12,779,250	-	-	-
Mr. Shivanand Nimbargi	-	-	-	6,500,000
Total	**12,779,250**	**-**	**-**	**6,500,000**

Related parties*	**Trade and advance receivable**	
	March 31, 2016	**March 31, 2015**
Green Mountain Hydro Power Private Limited	-	413,309
Hurla Valley Power Private Limited	-	2,541,461
Total	**-**	**2,954,770**

*****Written off during the year and considered doubtful in previous year (refer note 40).

30. (A) Contingent Liabilities

Particulars	**March 31, 2016**	**March 31, 2015**
Income tax demand		
- For Assessment year 2009-10 (refer note (a) below)	217,116,800	217,116,800
- For Assessment year 2010-11 (refer note (b) below)	693,889,700	693,889,700
- For Assessment Year 2011-12 (refer note (c) below)	671,887,300	671,887,300
- For Assessment Year 2012-13 (refer note (d) below)	269,941,334	269,941,334

a. During Assessment Year 2009-10 (financial year 2008-09), the Company issued shares at a premium and credited Rs. 479,710,000 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. 25,233,902 on account that the Company did not commence its business in the relevant assessment year. A demand of Rs. 217,116,800 was raised, out of which Rs. 50,000,000 was deposited by the Company in terms of the stay order issued by Commissioner of Income Tax (Appeals) ('CIT-Appeals'), while Rs. 7,376,230 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 yet to be admitted by the Honorable High Court. The Income tax department has adjusted the tax deposited under protest amounting to Rs. 57,376,230 and interest of Rs. 9,238,950 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. 1,532,113,337 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. 6,232,145 and a total demand for Rs. 694,412,310 was raised which was later revised to Rs. 693,889,700. The Company had deposited Rs. 30,241,420 under protest against the tax demand. The CIT-Appeals has decided the matter related to issue of shares at premium in favour of the Company. Income tax department has filed an appeal before Income Tax Appellate Tribunal ('ITAT') against the orders of CIT-Appeals, which is currently pending disposal. The Income tax department has adjusted the tax deposited under protest amounting to Rs. 30,241,420 and interest of Rs. 2,901,530 against the tax demand for Assessment Year 2012-13.

c. During Assessment Year 2011-12 (financial year 2010-11), the Company issued shares on premium and credited Rs. 1,512,678,406 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. 9,666,514 and a total demand for Rs. 671,887,300 has been raised. During the current year, the Commissioner of Income Tax (Appeals) ('CIT-Appeals') has 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. The Income tax department has adjusted the interest of Rs. 3,852,460 against the tax demand for Assessment Year 2012-13

d. During Assessment Year 2012-13 (financial year 2011-12), the Company issued shares on premium and credited Rs. 639,816,405 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. 395,075 and a total demand for Rs. 269,941,334, has been raised in March 2015. The Company has filed an appeal against the Order before CIT-Appeals, which is currently pending disposal. An advance tax amounting to Rs. 12,098,294 pertaining to Assessment year 2012-13 year has been adjusted from this demand. Further, during the current year, the Income tax department has adjusted advance tax refund receivable amounting to Rs. 16,918,000 and interest of Rs. 3,045,240 pertaining to Assessment Year 2013-14 against the tax demand for Assessment Year 2012-13. Total amount paid under protest amounting to Rs. 135,672,124 has been classified as non-current loans and advances.

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 these financial statements in this regard.

(B) Capital commitments

Estimated amount of contracts to be executed on capital account and not provided for (net of capital advances) as at March 31, 2016 is Rs. 4,959,729,434 (March 31, 2015: Rs. 5,535,877,429).

31. Segment information

Business segment
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. Considering the nature of Group's business and operations, it falls within a single business segment in accordance with the requirements of Accounting Standard 17 'Segment Reporting' notified by the Companies (Accounts) Rules, 2014.

Geographical segment
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.

32. In earlier years, the Company issued 7,499,982 Optionally Convertible Debentures (OCDs) of face value of Rs. 1,000 each to three investors with tenure starting from the date of allotment and expiring on April 3, 2018. These OCDs could be either converted into equity shares or redeemed by the Company and various Liquidity/Exit options were specified in the Share Subscription and Debenture Subscription Agreements. The Company and its shareholders had agreed to provide an 'exit' to the investors in a manner that results in Net Cash Realisation, as defined in the Agreements, to the investors of an amount equivalent to 'Investor Return', as per the Agreements.

During the previous year, the Company together with its key shareholders entered into a Securities Subscription and Purchase Agreement (SSPA) with Sembcorp Utilities Pte. Ltd. (Sembcorp) and in accordance with the terms thereof, OCDs held by two investors had been redeemed together with an investor return of Rs. 1,737,911,830 and in relation to the third investor i.e. IDFC Infrastructure Fund 3, OCDs had been converted into 19,841,245 equity shares of Rs.10 each at a premium of Rs. 65.60 per share. Consequent to the above, the Company had adjusted premium payable on redemption/conversion of debentures (Investor Return) of Rs. 1,737,911,830 out of 'Securities Premium Account'. Further, in accordance with the terms of the said SSPA, Sembcorp has subscribed to 3,000,000 Compulsory Convertible Debentures (CCDs) of face value of Rs. 1,000 each and 55,625,441 equity shares of Rs. 10 each at a premium of Rs. 76.36 per share. On June 10, 2015, the Company has converted CCDs into 34,739,991 equity share of Rs. 10 each at a premium of Rs. 76.36 per share and transferred Rs. 2,652,600,090 in share premium account.

Pursuant to the above SSPA, the Company's key shareholder, a resident, had transferred its significant stake in Company's equity share capital to Sembcorp Utilities Pte. Ltd., a non-resident in previous year. Information as required under the provisions of A.P. (DIR Series) Circular No. 4 dated July 15, 2014 issued by the Reserve Bank of India is given as under:

Valuation undertaken by	M/s Sanjay Bhuwania & Co., Chartered Accountants vide their certificate dated February 06, 2015
Value determined	Rs. 73.84 per equity share having face value of Rs. 10
Pricing methodology adopted	Discounted future projected cash flows

33. Employee Stock Option Plan

Green Infra Limited Employee Stock Option Plan 2011 ("ESOP Scheme") was approved by the Compensation Committee, the Board of Directors and the Shareholders on May 4, 2011 for issue of stock options to the key employees and directors of the Company (including the employees of the subsidiaries of the Company). According to the ESOP Scheme, the employee selected by the Compensation committee from time to time will be entitled to options as per Grant letter issued by the Committee, subject to satisfaction of the prescribed vesting conditions. The maximum contractual life (comprising the vesting period and the exercise period) of options granted is 7 years. The other relevant terms of the grant were as below:

Grant date for first vesting	April 1, 2012
Vesting period	Maximum 4 years from the vesting date
Exercise period	3 years from the vesting date
Expected life	7 years
Exercise price	Rs. 10 for Employees who have joined on or before March 31, 2012 and for employees who have joined after March 31, 2012 price would be at fair market value with a fixed discount of 15%.

On July 9, 2014, the ESOP Scheme 2011 has been amended by the Nomination and Remuneration committee and the relevant amendment terms of the grant were as below:

Grant date	September 19, 2014
Vesting period	Minimum 1 years from the granted date Maximum 4 years from the granted date
Exercise period	3 years from the vesting date
Expected life	7 years
Exercise price	Rs. 10.00 per share - Rs. 107.75 per share

The details of activity under the Scheme 2011 are summarised below:

Particulars	**No. of options**	
	March 31, 2016	**March 31, 2015**
Outstanding at the beginning of the year	-	822,846
Granted during the year	-	1,390,251
Cancelled during the year*	-	2,213,097
Exercised during the year	-	-
Outstanding at the end of the year	-	-

During the previous year, the Nomination and remuneration committee in its meetings held on various dates, approved the cancellation of the existing employee stock options under the Scheme and paid-off termination amount to the covered employees as below.

Particulars	**March 31, 2016**	**March 31, 2015**
Total Employee Compensation Cost pertaining to share-based payment plans	-	67,769,964

34. Derivative instruments and unhedged foreign currency exposure

(a) Derivatives outstanding as at the reporting date

Interest rate swaps and option to hedge against exposure to variable interest outflow on ECB		
Subsidiary	**Particulars**	**Purpose**
Green Infra Solar Farms Limited	Notional amount USD 1,457,775 (March 31, 2015: USD 1,548,525)	Swap to pay fixed interest @ 6.15% p.a. and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 750,975 (March 31, 2015: USD 797,725)	Swap to pay fixed interest @ 6.25% p.a. and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 257,099 (March 31, 2015: USD 273,104)	Swap to pay fixed interest @ 6.45% p.a. and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 168,218 (March 31, 2015: USD 178,690)	Swap to pay fixed interest @ 6.40% p.a. and receive a variable interest @ 4.25%+ LIBOR on the notional amount
Green Infra Solar Projects Limited	Notional amount USD 397,576 (March 31, 2015: USD 422,325)	Swap to pay fixed interest @ 6.15% p.a. and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 176,700 (March 31, 2015: USD 187,700)	Swap to pay fixed interest @ 6.25% p.a. and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 63,435 (March 31, 2015: USD 67,384)	Swap to pay fixed interest @ 6.45% p.a. and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 51,243 (March 31, 2015: USD 54,433)	Swap to pay fixed interest @ 6.40% p.a. and receive a variable interest @ 4.25%+ LIBOR on the notional amount
Green Infra BTV Limited	Notional amount USD 10,735,710 (March 31, 2015: USD 13,121,426)	Swap to pay fixed interest @ 1.77% p.a. and receive a variable interest @ LIBOR on the notional amount
	Notional amount USD 10,735,710 (March 31, 2015: USD 13,121,426)	Call Option to pay interest @ 1.77% p.a. on notional amount at agreed strike price on payment of fixed option premium cost.
	Notional amount JPY 500,005,000 (March 31, 2015: JPY 590,915,000)	Swap to pay interest @ 3.98% p.a. and receive an interest @ JPY LIBOR + 1.81% on the notional amount Call Option to pay interest @ 3.98% on notional amount at agreed strike price on payment of fixed option premium cost.

Cross currency swaps and options to hedge against exposure to currency rate risk (principle and interest) on ECB		
Subsidiary	**Particulars**	**Purpose**
Green Infra Solar Farms Limited	Notional amount USD 5,831,100 (March 31, 2015: USD 6,194,100)	Swap to pay fixed Rs. 317,794,950 (March 31, 2015: Rs. 337,578,450) and interest @ 12.25% p.a. on fixed amount and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 3,003,900 (March 31, 2015: USD 3,190,900)	Swap to pay fixed Rs. 164,283,291 (March 31, 2015: Rs. 174,510,321) and interest @ 12.65% p.a. on fixed amount and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 1,028,394 (March 31, 2015: USD 1,092,414)	Swap to pay fixed Rs. 55,934,350 (March 31, 2015: Rs. 59,416,397) and interest @ 13.05% p.a. on fixed amount and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 672,874 (March 31, 2015: USD 714,762)	Swap to pay fixed Rs. 36,563,951 (March 31, 2015: Rs. 38,840,167) and interest @ 12.90% p.a. on fixed amount and receive a variable interest @ 4.25%+ LIBOR on the notional amount
Green Infra Solar Projects Limited	Notional amount USD 1,590,300 (March 31, 2015: USD 1,689,300)	Swap to pay fixed Rs. 86,671,350 (March 31, 2015: Rs. 92,066,850) and interest @ 12.25% p.a. on fixed amount and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 706,800 (March 31, 2015: USD 750,800)	Swap to pay fixed Rs. 38,654,892 (March 31, 2015: Rs. 41,061,252) and interest @ 12.65% p.a. on fixed amount and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 253,742 (March 31, 2015: USD 269,537)	Swap to pay fixed Rs. 13,800,973 (March 31, 2015: Rs. 14,660,117) and interest @ 13.05% p.a. on fixed amount and receive a variable interest @ 4.25%+ LIBOR on the notional amount
	Notional amount USD 204,972	Swap to pay fixed Rs. 11,138,178 (March 31, 2015: Rs. 11,831,557)

	(March 31, 2015: USD 217,732)	and interest @ 12.90% p.a. on fixed amount and receive a variable interest @ 4.25%+ LIBOR on the notional amount
Green Infra BTV Limited	Notional amount USD 10,735,710 (March 31, 2015: USD13,121,426)	Swap to pay fixed Rs. 559,759,919 (March 31, 2015: Rs. 684,151,152) and interest @ 9.17% p.a. on fixed amount and receive 4.5% p.a. margin on the notional amount
	Notional amount USD 11,400,000 (March 31, 2015: USD 11,400,000)	Swap to pay fixed Rs. 594,396,000 (March 31, 2015: Rs. 594,396,000) and interest @ 10.28% p.a. on fixed amount and receive a variable interest @ LIBOR + 2.74% on the notional amount
	Notional amount JPY 500,005,000 (March 31, 2015: JPY 590,915,000)	Call Option to pay the balance notional amount at agreed strike price on payment of fixed option premium cost.

(b) Particulars of unhedged foreign currency exposure

Subsidiary	Particulars	Amount in Indian currency	Amount in foreign currency
Sembcorp Green Infra Limited	Trade payables	12,779,250 (March 31, 2015: Nil)	SGD 259,650 (March 31, 2015: Nil)
Green Infra Solar Farms Limited	External commercial borrowings from bank including interest accrued	179,752,042 (March 31, 2015: 180,187,517)	USD 2,709,847 (March 31, 2015: USD 2,828,827)
Green Infra Solar Projects Limited	External commercial borrowings from bank including interest accrued	47,014,641 (March 31, 2015: 47,128,520)	USD 708,768 (March 31, 2015: USD 752,965)

35. Leases

Office premises are obtained on non-cancellable / cancellable operating leases. All these leases have a lease term varying between 2 years to 9 years. There are no subleases. There is no contingent rent.

(Amount in Rs.)

Particulars	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**
Lease payments for the year (including minimum lease payments)	17,225,822	15,757,663

Minimum lease payments charged during the year to the Consolidated Statement of Profit and Loss in respect of non-cancellable leases was Rs. 297,065 (March 31, 2015: Rs. Nil). The future minimum lease payments under non-cancellable operating leases as of 31 March, 2016 are as follows:

Particulars	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**
Not later than one year	794,192	-
Later than one year but not later than five years	1,164,478	-

36. Capitalisation of exchange differences

The Ministry of Corporate Affairs (MCA) has issued the amendment dated December 29, 2011 to Accounting Standard (AS) 11 ‘The Effects of Changes in Foreign Exchange Rates’, to allow companies to capitalise exchange differences arising on long-term foreign currency monetary items.

In accordance with the amendment/ earlier amendment to AS 11, the subsidiaries, GIBTVL, GISFL and GISPL have capitalised exchange loss, arising on long-term foreign currency loan, amounting to Rs. 511,193,457 (including Rs. 361,114,083 pertaining to earlier years) (March 31, 2015: Rs. 4,262,927) to the cost of plant and machinery. Also, refer note 37 below.

37. The Subsidiaries, GIBTVL, GISFL and GISPL, have entered into Cross Currency Swaps (CCS), Interest Rate Swaps (IRS) and Options (together termed as ‘Derivative Contracts’) to hedge the exposures on long-term foreign currency loans (External Commercial Borrowings (ECBs)) taken by these companies. As per ICAI announcement on ‘Accounting for Derivatives’, considering the requirements of Accounting Standard – 1 relating to prudence, mark to market (MTM) loss, if any, on these derivative contracts should be recognised, while MTM gains should be ignored.

Till previous year, the Company had recognised losses arising due to restatement of hedged portion of the foreign currency loans in the in the Consolidated Statement of Profit and Loss and, also recognised MTM gains (to the extent of such losses) arising on above derivative contracts with a corresponding recognition of derivative asset (Rs. 369,268,683). After a review of this policy during the year to align it with the requirements of above Announcement and the requirement of paragraph 46A of AS 11 (refer to note 36 above), the Group decided to derecognise the derivative asset with a corresponding adjustment to the cost of plant and machinery. Consequently, the cost of plant and machinery is increased by Rs. 369,268,683. Further, an amount of Rs. 8,154,600 towards restatement gain on a long-term foreign currency loan was recognised as other income in previous year's financial statements has been reversed in the current year with a corresponding adjustment to the cost of fixed assets in line with the requirements of paragraph 46A of AS-11. Due to the above adjustments, depreciation expense for the current year includes Rs. 53,212,106 pertaining to earlier years.

Further, during the year, the Company has also recognised MTM loss on certain derivative contracts amounting to Rs. 21,801,345 pertaining to previous year in accordance with the above Announcement.

38. The Group follows Accounting Standard (AS-22) "Accounting for taxes on Income", notified by the Companies (Accounts) Rules, 2014. Certain subsidiary companies having operational power projects are eligible for tax holiday under Section 80IA of the Income Tax Act, 1961. In view of unabsorbed depreciation as per tax laws till the end of the current year and the current projections of future profitability, the Group has not availed the tax holiday period in any of its subsidiaries and thus, has considered the recognition of deferred tax liability and non-recognition of MAT credit entitlement accordingly.

Out of operational subsidiaries, few companies are liable to pay income tax (Minimum alternative tax) under the provisions of Section 115JB of the Income-Tax Act, 1961.

39. The Company was awarded Jobrie Hydro Electric Project through a competitive bidding process conducted under the relevant policy of Government of Himachal Pradesh on October 15, 2011, against which the Company had deposited an upfront premium of Rs. 24,000,000 (March 31, 2015: Rs. 24,000,000). One of the other bidders filed a petition before the High Court of Himachal Pradesh challenging the award of Jobrie project in favour of the Company on the ground of lapses in the relevant Hydro policy under which the bidding was conducted and awards were made. The petition was decided in favour of the State of Himachal Pradesh vide order dated September 13, 2011. However, the party has filed an appeal against the abovementioned order before the High Court of Himachal Pradesh (double bench), which is currently pending disposal.

During the previous year, the Company on prudent basis, created provision against the advance paid (disclosed as an exceptional item) considering significant delays in commencement of project development activities including land acquisition and ongoing litigation. In the current year, the management has decided to write off such advance considering them as non-recoverable. The Company believes that no further liability shall arise requiring any adjustment in these financial statements at this stage.

40. In an earlier year, the Company purchased 49% equity shares in three associate companies at Rs. 107,941,600, of which Rs. 61,284,600 was payable as initial consideration, Rs. 8,245,000 was to be paid within 30 days of receiving techno-economic clearance ('TEC') and balance Rs. 38,412,000 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 shares in these three associate companies amounted to Rs. 69,529,599 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. 20,515,000 in the debentures of these associate companies till 31 March 2015 and had given advances of Rs. 2,954,770 till 31 March 2015.

During the previous year, the Company had decided not to pursue these projects in hydro power. Accordingly, the Company has made provision, for diminution in relation to investments in equity shares of Rs. 69,529,599 and debentures of Rs. 20,515,000 of the above mentioned associate companies and, against advances recoverable of Rs. 2,954,770 from such associate companies (disclosed under exceptional items).

In the current year, the Company has extended an advance of Rs. 320,000 for meeting certain mandatory expenses in the associate companies. At the balance sheet date, the Company has written off advances paid of Rs. 3,274,770 (including Rs. 2,954,770 provided in previous year) as it was considered non-recoverable. The Company believes that no further liability shall arise requiring any adjustment in these financial statements at this stage.

41. On January 9, 2014, one of the subsidiaries, GIWPGL commissioned 20 MW wind farm at Ramdurga, Karnataka and with an intention to sell electricity through the Group Captive route. However, as the Wheeling and Banking arrangement with Hubli Electricity Supply Company Limited ('HESCOM') was entered into on March 17, 2014, GIWPGL had billed Rs. 18,743,532 to HESCOM for the units generated at the applicable generic tariff of Rs. 4.20 per unit from the date of commissioning until the date of execution of the wheeling and banking agreement (W&B Agreement).

As HESCOM did not accept the above billed amount, GIWPGL had filed a petition before the Karnataka Electricity Regulatory Commission ('KERC') for realisation of its payment for the energy billed to HESCOM. KERC vide its order in January, 2015 decided the case in favour of GIWPGL. Subsequently, HESCOM filed in appeal in Appellate Tribunal for Electricity (APTEL) against the KERC's order. APTEL vide its order dated May 12, 2016 directed HESCOM to make payment from the date of ABT meter installation to the date of signing of the W&B Agreement (i.e. from February 6, 2014 to March 17, 2014). The Group decided not to pursue the case further and accepted the Order and decided to write off balance trade receivables of Rs. 6,666,002 in the year ended March 31, 2016.

42. In earlier years, the Company had entered into 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 Assignment Agreements, the Company had assigned all rights, interest and obligations arising out of above agreements to nine of its subsidiaries (GIWEDL, GIWEEL, GIWECL, GIWPTL, GIWPVL, GIWPDL, GIWTSL, GIWPSL and GICWEL) incorporated for undertaking these projects.

During the year, a dispute arose between the vendors and the Company (including its nine subsidiaries) resulting into a claim made by the vendors. With a view to settle the dispute, the Company along with its nine subsidiaries and the vendors entered into a revised Definitive agreement and a Settlement Agreement dated December 12, 2015 ("Revised Agreements"). Consequent to the signing of Revised Agreements, the original agreements were terminated. As per the terms of the Revised Agreements, the Group intended to pursue projects equivalent to 258 MW instead of 490.5 MW which was envisaged in the original agreements. Further as per the Revised Agreements, the outstanding advances recoverable from the vendors would be adjusted towards the consideration payable on the completion of milestones for the projects to be pursued (258 MW). It was also agreed that cost already incurred (amounting to Rs. 146,796,877) on some of the projects not to be pursued would be adjusted against the cost of the remaining projects to be pursued (258 MW), subject to fulfillment of certain conditions by the Company and its subsidiaries as per the terms of the Revised Agreements.

Subsequently, due to non-fulfillment of above referred conditions, the Group, on a prudent basis, decided to recognise an impairment provision amounting to Rs. 146,796,877 against the capital work-in-progress of the relevant projects (disclosed as an exceptional item), while the negotiations with the relevant vendors with regard to financial implication of non-fulfillment of conditions are still in progress. The Group believes that no further liability shall arise requiring any adjustment in these financial statements at this stage.

As at the year end, one of the subsidiary company GICWEL has an outstanding advance amounting to Rs. 218,122,913, which is adjustable against the consideration to be paid to the vendors towards future development of 84 MW project (out of total 258 MW). The Group believes that this amount is fully adjustable against the project (84MW) to be pursued as per the contractual terms of the Revised Agreements and, hence, no provision is required to be made against this advance recoverable.

During the year, the Group also re-assessed the sustainability of 93 MW projects (out of 258 MW) based on various factors including rate of return, energy prices and other technical factors. Based on such reassessment, the Group decided not to pursue these projects. Consequently, the Group has recognised an impairment loss amounting to Rs. 256,450,972 towards related capital work in progress (disclosed as an exceptional item). The Group has also written-off advances extended to vendors amounting to Rs. 44,954,256 in relation to these projects (disclosed as an exceptional item).

43. In an earlier years, one of the subsidiary company, GIWEPL had given Rs. 54,000,000 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 (Rs. 27,000,000) 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. 27,000,000, 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 and the entire amount is disclosed as 'Long-term loans and advances' under Note 14 of the financial statements.

44. During the previous year, one of the subsidiary company GIWFAL allotted 500, 12% Non-Convertible Debentures of face value of Rs. 1,000,000 each and such debentures have also been listed on the Bombay Stock Exchange. GIWFAL has transferred Rs. 57,013 (March 31, 2015:Rs. 124,942,987) 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.

45. In earlier years, one of the subsidiary companies, GIWVL, was allocated licenses for 450 MW projects in the state of Madhya Pradesh. During the year, work for 220 KV line and bay extension in relation to 100 MW out of 450 MW project license has been started jointly with by other party for which an Evacuation Infrastructure Development Agreement (EIDA) agreement has been signed. As per the agreement the cost is to be shared in equal proportion by other party and the Group, for which an Escrow account has been opened. An amount of Rs. 282,600,000 has been transferred by each of the parties in the Escrow account so that payments related to work can be made accordingly. Further, land has been purchased which is registered in the name of both the parties for execution of 220 KV line and bay extension work.

46. 'Other Income' in the Consolidated Statement of Profit and Loss includes Rs. 607,646,243 being contractual liquidated damages claimed from certain EPC vendors based on the terms of the relevant agreements. These claims for liquidated damages has been duly accepted by the respective vendors.

47. Certain subsidiaries of the Company are setting up / have recently set up power projects and have currently incurred losses. The management of the Company has committed to provide continued operational and financial support to its subsidiaries to meet their working capital and other financing requirements. Based on approved financial projections of these subsidiaries, management of the Company believes that no adjustments are required to the carrying amount of fixed assets on account of impairment except as already made in the these consolidated financial statements.

48. During the current year, GICSL has accounted for upfront fees in relation to certain borrowings, on effective interest rate basis which was entirely capitalised in the previous year. Consequently, an amount of Rs. 235,108,200 has been reduced from the carrying amount of the plant and machinery/capital work-in-progress, with a corresponding recognition of 'Unamortised ancilliary borrowing cost' (under 'Other assets'). Consequent to this adjustment, the 'Finance costs' for the year is increased by Rs. 1,348,301 pertaining to previous year and depreciation expense for the year is reduced by Rs. 1,262,110 pertaining to previous year.

Further, in respect of GIWFAL, interest expense for the year ended March 31, 2016 is net-off of Rs. 11,032,000, pertaining to upfront fee in relation to a borrowing taken from a financial institution, which was completely charged off to the Statement of Profit and Loss in the previous year and is now being amortised at effective interest rate over the period of the borrowing.

49. During the current year, the Group has accounted for asset retirement obligation amounting to Rs. 268,525,000 with a corresponding increase in the carrying amount of its fixed assets (plant and machinery). On this increased cost, depreciation has been charged at CERC rates retrospectively from the date of capitalisation of such assets. Consequently, an amount of Rs. 42,379,419 (including Rs. 28,131,117 pertaining to earlier years) has been debited to Consolidated Statement of Profit and Loss in the current year ended 31 March 2016.

50. As at March 31, 2016, there are no outstanding dues to micro and small enterprises (March 31, 2015: Nil). There are no interests due or outstanding on the same.

51. 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.

52. As per the terms of Wheeling agreement signed by Tamil Nadu electricity Board, the Group has receivables from Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) against unutilised banked balance units in respect of few of its group captive users amounting to Rs. 1,909,612 outstanding as at March 31, 2016 (31 March 2015: 1,686,322).

The Group is regularly following up with TANGEDCO for collection of its outstanding dues and the management is confident that the said amount is good of recovery and will be received shortly. Thus, no adjustments have been considered necessary in these financial statements in this regard.

53. During the year, few subsidiaries were required to spend on activities related to Corporate Social Responsibility for an amount of Rs. 9,828,760 (March 31, 2015: Rs. 4,094,796). The amount spent during the year in relation to CSR activities in mentioned as below:

(Amount in Rs.)

Particulars	**Amount Paid**	**Amount yet to be paid**	**Total**
Construction/Acquisition of any asset	Nil	Nil	Nil
Renovation and repair of schools and sub-health centre in rural areas where the Group has its power plants situated.	5,835,358 (1,798,170)	1,228,900 (1,410,471)	7,064,258 (3,208,641)

*Figures in bracket relates to previous year.

54. Additional information as required under schedule III of the Companies Act, 2013, in respect of consolidated subsidiaries are as below:

(Amount in Rs.)

Name of the enterprise	**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	13,665,870,939	46.27%	(188,761,980)	(141.30%)
Indian subsidiaries				
Green Infra Wind Ventures Limited	1,979,983,242	6.70%	(7,409,188)	(5.55%)
Green Infra Wind Energy Limited	3,944,673,463	13.35%	93,462,478	69.96%
Green Infra Wind Farms Limited	181,477,616	0.61%	(92,789,383)	(69.46%)
Green Infra Wind Power Limited	274,408,645	0.93%	3,024,438	2.26%
Green Infra Corporate Wind Limited	290,913,250	0.99%	9,473,886	7.09%
Green Infra Solar Energy Limited	403,794,815	1.37%	43,228,846	32.36%
Green Infra Wind Energy Assets Limited	340,340,574	1.15%	3,708,578	2.78%
Green Infra Wind Generation Limited	342,545,783	1.16%	(66,869,947)	(50.06%)
Green Infra Wind Power Projects Limited	558,759,481	1.89%	(34,616,057)	(25.91%)
Green Infra Wind Energy Project Limited	486,393,735	1.65%	47,357,546	35.45%
Green Infra Wind Farm Assets Limited	914,832,208	3.10%	56,889,221	42.59%
Green Infra Solar Farms Limited	739,565,008	2.51%	51,448,729	38.51%
Green Infra Solar Projects Limited	190,863,564	0.65%	14,502,410	10.86%
Green Infra Wind Power Generation Limited	441,460,845	1.49%	23,561,126	17.64%
Green Infra BTV Limited	858,065,239	2.91%	1,977,917	1.48%
Green Infra Wind Energy Theni Limited	178,926,819	0.61%	979,041	0.73%
Green Infra Wind Power Theni Limited	69,822,048	0.24%	(3,952,857)	(2.96%)
Green Infra Wind Assets Limited	568,737,589	1.94%	(1,146,278)	(0.86%)
Green Infra Hydro Energy Projects Limited	-	-	(74,532)	(0.06%)
Green Infra Wind Power Technology Limited	(19,207)	(0.01%)	422	0.00%
Green Infra Wind Limited	27,482,267	0.09%	(828,262)	(0.62%)
Green Infra Wind Power Ventures Limited	(17,506)	(0.01%)	(19,608)	(0.01%)
Green Infra Wind Power Development Limited	(27,312)	(0.01%)	58,096	0.04%
Green Infra Corporate Solar Limited	2,940,121,792	9.96%	182,413,510	136.55%
Green Infra Wind Energy Development Limited	(258,180)	(0.01%)	(65,886,182)	(49.32%)
Green Infra Wind Technology Limited	58,262,263	0.20%	(650,809)	(0.49%)
Green Infra Wind Solutions Limited	78,837,797	0.27%	(307,570)	(0.23%)
Green Infra Wind Techno Solutions Limited	(651,442)	(0.01%)	(84,875,022)	(63.53%)
Green Infra Wind Power Solutions Limited	(1,227,137)	(0.01%)	(36,853,170)	(27.58%)
Green Infra Wind Energy Efficiency Limited	(1,215,080)	(0.01%)	(59,161,933)	(44.29%)
Green Infra Wind Energy Creation Limited	5,002,677	0.02%	(21,429,884)	(16.04%)
Green Infra Clean Wind Energy Limited	209,340	0.01%	(41,381)	(0.03%)
Total	**29,537,935,135**	**100.00%**	**(133,587,779)**	**(100.00%)**
Minority Interest in Subsidiaries	(182,253,903)		41,393,440	
Intercompany elimination and consolidation adjustments	(13,847,574,080)		125,277,323	
Consolidated Net Assets / Profit after tax	**15,508,107,148**		**33,082,964**	

55. Certain reclassification/regroupings have been made in the corresponding figures for the year ended March 31, 2015 to conform with current year classification. The table shows the significant reclassification/regroupings as below:

Reclassed from	**Reclassed to**	**Amount (Rs.)**
Bills discounted from a bank against Letter of Credit - Short-term borrowings	Loan from banks – Long-term borrowings	2,111,536,308
Bills discounted from a bank against Letter of Credit - Short-term borrowings	Current maturities of long-term borrowings - Other current liabilities	25,646,190
Provision for incentives - Short-term provisions	Amount payable to employees - Other current liabilities	33,856,700
Non-current investments	Current investments	10,623,995
Cash and bank balance	Non-current bank balances - Other non-current assets	250,000,000
Interest accrued on fixed deposits - Other current assets	Interest accrued on fixed deposits - Other non-current assets	10,718,957
Income from power generation – Revenue from operations	Rebate and discount – Operating and other expenses	6,708,047
Legal and professional expenses – Operating and other expenses	Rates and taxes – Operating and other expenses	9,564,645

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

Vikram Advani
Partner
Membership No.: 091765

Koh Chiap Khiong
Director
DIN: 05253449

Sunil Gupta
Director
DIN: 07095152

Place: Gurgaon
Date: 30 June 2016

Juvenil Ashwinkumar Jani
Chief Financial officer
PAN: AADPJ3223B

Sandeep Pathak
Company Secretary
Membership No.: F5351

Place: New Delhi
Date: June 29, 2016

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

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for Fiscals 2017, 2016 and 2015 and the six months ended September 30, 2017. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our "**Financial Statements of our Company - Restated Consolidated Financial Statements**", "**Financial Statements of our Company - Restated Standalone Financial Statements**" and "**Summary Financial Information of our Company**" on pages 200, 286 and 49, respectively. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to those described in the section entitled "**Risk Factors**" on page 16. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements kindly refer to the section entitled "**Forward-Looking Statements**" on page 15. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Consolidated Financial Statements.*

Unless indicated otherwise, the financial information included herein is based on our Restated Consolidated Financial Statements as of and for the Fiscal ended March 31, 2016 and 2017, and for the six months ended September 30, 2017. We did not have subsidiaries in Fiscal 2015 or for any year prior to that and we did not prepare any consolidated financial statements for such periods. Unless indicated otherwise, the financial information as of and for the Fiscal ended March 31, 2015 is based on the Restated Standalone Financial Statements. Our Restated Consolidated Financial Statements are based on our consolidated financial statements and our Restated Standalone Financial Statements are based on our standalone financial statements, and are restated in accordance with the Companies Act and the SEBI Regulations.

*Our Restated Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards ("**IndAS**") as prescribed under the Companies Act read with Companies (Indian Accounting Standards) Rules 2015 and in accordance with the SEBI Circular dated March 31, 2016. Our financial statements as of and for the Fiscal ended March 31, 2017 and the six months ended September 30, 2017 were prepared in accordance with IndAS. Our financial statements as of and for the Fiscal ended March 31, 2016 were prepared in accordance with IndAS being the comparative period for the year ended March 31, 2017. Our Restated Standalone Financial Statements as of and for the Fiscal ended March 31, 2015 were prepared in accordance with accounting standards under the Companies Act and the Companies (Accounts) Rules, 2014 ("**Indian GAAP**"), and have been restated for comparative purposes as per IndAS on a proforma basis to align accounting policies, exemptions and disclosures adopted for the preparation of the first IndAS financial statements for the Fiscal ended March 31, 2017. Unless indicated otherwise, the discussion in this section on financial information as and for the Fiscal ended March 31, 2015 is based on the proforma IndAS financial statements prepared for Fiscal 2015.*

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, including certain non-GAAP financial measures, some of which may not be derived from our Restated Consolidated Financial Statements or otherwise subjected to an audit or review by our auditors. The manner in which such operational and financial performance indicators, including non-GAAP financial measures, are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other companies. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision, and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.

*IndAS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. As a result, the Restated Consolidated Financial Statements and Restated Standalone Financial Statements prepared under IndAS for Fiscals 2015, 2016 and 2017 and the six months ended September 30, 2017 may not be comparable to our historical financial statements. See "**Risk Factors— Significant differences exist between IndAS and Indian GAAP on one hand and other accounting principles, such as US GAAP and IFRS on the other, which may be material to investors' assessments of our financial conditions**" on page 39, for further details.*

Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12-month period ended March 31 of that year.

Overview

We are a leading IPP in India, led by a strong management team with extensive experience and a successful track record of identifying, developing and operating power generation assets across the thermal and renewable power sectors in India. As of December 31, 2017, we had a total power generation capacity of approximately 4.07 GW, comprising approximately 3.57 GW of operating generation capacity and 0.50 GW of generating capacity under construction. Additionally we have been informed by SECI that we have been awarded an additional 0.30 GW of wind power capacity in the third SECI wind power auction conducted in February 2018, taking our overall power generation capacity to approximately 4.37 GW. We have a well-balanced and diversified portfolio of power assets, which together provide cash flow stability, growth and potential profitability upside. As of December 31, 2017, our portfolio comprised:

- two fully-operational thermal power assets with four 0.66 GW supercritical coal-fired units, having a total power generation capacity of 2.64 GW located in the state of Andhra Pradesh, India;

- 34 wind energy assets with a total power generation capacity of approximately 1.39 GW located across seven states in India; this includes approximately 0.50 GW in two wind power assets that we are currently constructing in the states of Tamil Nadu and Gujarat, India; and

- three solar power assets with a total power generation capacity of 0.04 GW located in the states of Rajasthan and Gujarat, India.

We sell power generated from our operational assets under a combination of long-term and short-term PPAs to central government agencies, DISCOMs, private customers, as well as on the spot market. Over 62% of our total capacity (over 96% of our renewables capacity and over 40% of our thermal capacity) is under long-term PPAs with DISCOMs, private customers and power trading companies, ensuring stability of cash flows and potential upside in a tightening power market.

We are promoted by SCU, which is part of the Sembcorp group and a wholly-owned subsidiary of SCI, which is listed on the main board of the Singapore Exchange. The Sembcorp group is a global conglomerate present across in 15 countries across five continents, with businesses in energy, water, on-site logistics, marine and urban development. Globally, the Sembcorp group has facilities with approximately 11 GW of gross power capacity and water and wastewater treatment plants with a combined capacity of approximately nine million cubic meters per day. The Sembcorp group is a developer and provider of energy, steam, water, natural gas and on-site logistics solutions serving both industrial and municipal customers. The Sembcorp group's capabilities extend across diverse fuel sources such as natural gas, coal and renewables. It has an established track record in executing large-scale greenfield energy and water projects globally. Our management processes, including our commitment to the environment and sustainability, aim to reflect the robust governance practices of the Sembcorp group.

We are currently operating in the growing Indian energy market, where we are well-positioned to benefit from positive market trends. According to CRISIL, the current scenario of peak power surplus is expected to reverse by Fiscal 2020 resulting in a peak power deficit that is expected to grow to approximately 5% by Fiscal 2021. This is due to a number of factors, including favorable GoI regulations and policies, GoI's strong commitment towards electrification of households and transportation, growth in the Indian economy, and increasing urbanization and industrialization. The tightening power supply-demand balance is resulting in an increase in thermal power tariffs, which will enable us to contract a little over half of our open thermal capacity at higher tariffs with creditworthy DISCOMs in rapidly growing states. In the renewable energy sector, competitive bidding through reverse auctions enables developers with strong engineering and operating capabilities like us to secure large capacities with creditworthy customers. Our competitiveness is demonstrated by the fact that we are the largest cumulative winner to date to win 0.80 GW of wind power capacity in the recent three wind power auctions conducted by SECI in 2017 and 2018, according to CRISIL. See "*Industry – Recent development in renewable energy*" on page 98 for more details on the recent SECI wind bids. Our capabilities position us well for future growth, keeping in view GoI's commitment to achieving 175 GW of renewable energy capacity by 2022. Furthermore, the trend of growing transparency across the Indian power sector in the form of open power auctions, transparent coal allocation, and publication of performance data, benefits players such as us with financial strength and robust corporate governance practices.

Our thermal power assets, the SEIL Power Plant and the SGPL Power Plant, located on the eastern coast of southern India, are designed for more sustainable power production. Our thermal power assets are based on supercritical power generation technology, which allows them to operate at lower emission levels compared to subcritical power plants. They use sea water for their power generation operations, which eliminates the need to use precious ground water. All of our coal is transported through coastal and trans-ocean shipping, with last-mile connectivity through two closed-pipe coal conveyor belt systems. This assures safety, reliability and environmental compliance of our coal logistics. We have also ensured the reliability and cost competitiveness of our thermal power assets through a number of measures. Our thermal power assets are designed for a wide range of coal grades, which that allows us to source coal cost-effectively. The supercritical technology that we use is well-suited to effectively cope with the intra-day demand swings prevalent in India. Our FSA for the supply of domestic coal with MCL, a subsidiary of CIL, and with reputable suppliers of imported coal in Indonesia, South Africa and other countries, ensure reliable access to low-cost coal from diverse sources and insulates us from coal shortages in India. Our thermal power assets are located close to the Krishnapatnam port, a deep-water port, allowing us to minimize transportation costs by deploying larger ships. Our operating processes also give us the capability to run our plants at optimal heat rates with minimum auxiliary consumption. These factors have helped us and SGPL achieve an average PLF of 85.43% and 75.63% at the SEIL Power Plant and the SGPL Power Plant respectively for the period between April and December 2017, which is well above the market average of 60% for the same period, according to the CEA Monthly Generation Reports.

We operate renewable power assets across seven states in India through SGIL, which we recently acquired. This has given us deep experience in site selection, project development, commissioning, operations and optimization, power contracting, financing and receivables management across the country. With recent forays into in-house EPC and in-house O&M, we are further strengthening our capabilities and competitiveness. We work with a diversified set of high quality equipment suppliers, in order to evaluate, select and deploy the latest technology equipment on an arms-length basis to be cost competitive in our chosen location. We believe that we have the ability to maximize production and availability of our wind power assets through constant, active equipment performance optimization and monitoring, which improves our asset viability and margin. We have adopted the Sembcorp group's stringent criteria for asset selection, with a disciplined bidding approach that includes comprehensive risk assessments to protect returns. Based on our capabilities, we have been successful in building up a wind portfolio of 0.89 GW comprising 604 wind turbines with an average PLF of 22.24% and 22.75% for the nine months ended December 31, 2017 and December 31, 2016, respectively. Our competitiveness is also evidenced by our track record in the recent SECI wind auctions in 2017 where we secured an additional 0.50 GW of long-term PPAs with SECI and PTC India Limited. We were also successful in acquiring an additional 0.30 GW of wind power capacity in the recent wind power auctions conducted by SECI in February 2018.

Finally, across our renewable and thermal businesses, our policy is to maintain a prudent, conservative capital structure. This is evidenced by our low debt-to-equity ratio of 66:34 on a proforma basis after giving effect to the Corporate Reorganization as of September 30, 2017, with our cost of borrowing for our renewable and thermal businesses being 9.61% (including short-term loans and letters of credit) and 9.20%, respectively. We intend to continue to manage an efficient capital structure, with the future capital requirements of our growth projects being funded through operating cash flows from our thermal and renewable power business after servicing existing debt and external financing.

Corporate reorganization

Until February 2018, we only had one operating asset, the SEIL Power Plant consisting of two operating 660 MW units. In February 2018, through the Corporate Reorganization (as defined below), Sembcorp group's thermal power and renewable energy assets in India were consolidated under our Company. As a result of the Corporate Reorganization that became effective in February 2018, our Company acquired 100% of the equity shares of SGPL and SGIL (the "**Corporate Reorganization**"). Accordingly, SGPL's thermal power plant and SGIL's diversified portfolio of wind and solar assets in India, comprising assets in operation and under construction form a part of our consolidated assets. Our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus relate to periods prior to the Corporate Reorganization and therefore only include the financial results of the SEIL Power Plant. Accordingly, unless otherwise stated, this section discusses financial information of our Company prior to the Corporate Reorganization. See "***Financial Statements of our Company - Restated Consolidated Financial Statements***" on page 286 for our financial statements prior to the Corporate Reorganization. See "***History and other Corporate Matters – Corporate Reorganization***" on page 155 for more details on the Corporate Reorganization. See "***Business – Corporate Reorganization***" on page 121 for our shareholding structure after the Corporate Reorganization.

We have included in this Draft Red Herring Prospectus the unaudited Pro Forma Financial Statements for the six months ended September 30, 2017, as of and for the Fiscal ended March 31, 2017 of our Company, which shows the impact of the Corporate Reorganization on our Company as if the Corporate Reorganization had occurred on April 1, 2016. See "***Proforma Condensed Financial Statements***" on page 343.

We have also included in this Draft Red Herring Prospectus separate SGPL's Financial Statements as of and for the Fiscals ended March 31, 2016 and 2017, and for the six months ended September 30, 2017. SGPL's financial statements as of and for Fiscal ended March 31, 2017 and for the six months ended September 30, 2017 have been prepared in accordance with IndAs and SGPL's financial statements as of and for Fiscal ended March 31, 2016 has been prepared in accordance with IndAS being the comparative period for Fiscal 2017. See "***SGPL's Financial Statements***" on page 357. For a discussion on SGPL's key financial information, please see "***Management's Discussion and Analysis of SGPL's Financial Condition and Results of Operations***" on page 593.

We have also included in this Draft Red Herring Prospectus separate SGIL's Consolidated Financial Statements as of and for the Fiscal ended March 31, 2016 and 2017, and for the six months ended September 30, 2017. SGIL's financial statements as of and for Fiscal ended March 31, 2017 and for the six months ended September 30, 2017 have been prepared in accordance with IndAS and SGIL's financial statements as of and for Fiscal ended March 31, 2016 have been prepared in accordance with IndAS being the comparative period for Fiscal 2017. See "***SGIL's Consolidated Financial Statements***" on page 448. For a discussion on SGIL's key financial information, please see "***Management's Discussion and Analysis of SGIL's Financial Condition and Results of Operations***" on page 593.

Significant Factors Affecting our Results of Operations

We have listed below the key factors, which have affected and are expected to continue to affect the results of operations of our thermal power business prior to and following the Corporate Reorganization, as well as the key factors which we expect will affect the results of operations of our renewable power business that we acquired in February 2018 through the Corporate Reorganization.

Thermal power business

Coal supply and related costs

As our thermal power assets are coal-fired thermal power plants, fluctuations in coal prices, disruptions in coal supply and the sufficiency of coal transportation resources could materially affect our results of operations. Our thermal power assets are designed to utilize a mix of domestic and imported coal for their operations. We source our domestic coal from MCL and engage with international suppliers, such as PT Bayan Resources Tbk, Indonesia for our imported coal requirements.

The cost of coal generally varies by source due to differences in calorific value, ash content, moisture, volatile matter and other coal properties, including fluctuations in benchmark indices with respect to imported coal, distance from coalmines to the ultimate consumption plant and other general market forces. As domestic coal prices are set by CIL, our operational and financial flexibility in relation to our domestic coal supply is limited. Coal prices set by CIL may not track international coal price movements. The price of coal under our FSAs with MCL consists of a notified base price and other charges, including transportation charges, sizing, crushing, rapid loading charges and statutory charges. The availability and cost of imported coal is subject to volatility based on global commodity markets, available coal reserves, the quality and grade of coal available and other factors that may be beyond our control. A substantial portion of our coal cost is recoverable as it is either passed through to our customers or recoverable in the form of fuel cost escalation under our long-term PPAs. As a result, we are not exposed to significant risks relating to coal price fluctuations. While we have entered into an FSA with MCL for the supply of domestic coal to the SGPL Power Plant, it will only become effective when we enter into a long-term PPA for the supply of power generated at the SGPL Power Plant. For the SGPL Power Plant, we currently rely only on imported coal for its operation. See "***Business – SEIL Power Plant – coal and water supply***" and "***Business – SGPL Power Plant – coal and water supply***" on pages 130 and 132, respectively for more details on our coal supply arrangements.

As a part of our inventory management, we generally maintain coal stock that is commensurate with our power generation operations. As we only rely on a few coal suppliers for our long-term coal requirements, we are exposed to coal supply risks if there is a disruption in coal supply. In the event that any of our coal suppliers are unable to make coal deliveries as planned we may be forced to purchase coal from alternative suppliers at higher prices or at a quality or quantity lower than prescribed in our coal supply plan. See "***Risk Factors - interruptions in coal***

supply or an increase in the cost of coal may adversely affect our business, financial condition, results of operation and cash flow" on page 16 for risks associated with our coal supply arrangements.

Off-take arrangements and the terms of the PPAs

We depend on the sale of electricity to certain key customers, and our operations are highly dependent upon such customers fulfilling their contractual obligations under the relevant PPAs. We sell power generated at our thermal power assets to central government agencies, state DISCOMs, private customers and the spot market, under long-term and short-term PPAs.

Long-term PPAs

As of December 31, 2017, over 40% of our total thermal capacity is contracted under long-term PPAs with state DISCOMs. Only power generated at the 1,320.00 MW SEIL Power Plant is sold under long-term PPAs and we intend to contract a certain portion of our remaining thermal capacity at the SEIL Power Plant and the power generated at our SGPL Power Plant under long-term PPAs with state DISCOMs. Our profitability is largely a function of our ability to manage our costs during the term of our PPAs and our ability to operate our thermal power assets at optimal levels.

We have entered into two long-term PPAs for the supply of power generated at the SEIL Power Plant to state DISCOMs. The 500 MW PPA and the 570 MW PPA relating to the SEIL Power Plant expire on April 19, 2040 and March 30, 2024, respectively. The tariff payable under the 500 MW PPA comprises energy charges, inland transportation charges and capacity charges, which are both escalable and non-escalable in the proportion mentioned in the 500 MW PPA. The escalable component of capacity charges and energy charges are revised on a six monthly basis as per the escalation rates published by the Central Electricity Regulatory Commission ("**CERC**"). The tariff payable under the 570 MW PPA comprises fixed charges and fuel charges incurred by us for the supply of electricity. The quoted fixed charge is paid for the first year of supply, which is revised annually based on the wholesale price index as per the terms of PPA.

The non-escalable component of the tariff is fixed which mainly depends on the capital cost of the asset. Typically, the fixed component enables the generation facility to recover fixed expenses and earn a return on investment at the assured level of PLF. The fixed component of the tariff comprises operation and maintenance expenses, depreciation, interest on working capital and long-term debt, income tax and return on equity. The escalable component of the tariff is a variable charge that varies according to the inflation rate in India, fuel costs and other related costs.

We operate our power assets under an availability-based tariff regime, which incentivizes us to provide the highest possible system reliability. The SEIL Power Plant is eligible for incentives if its availability exceeds 85.00% and 90% under the 500 MW PPA and 570 MW PPA, respectively in a contracted year. However if the availability is lower than that prescribed under the PPAs, a penalty is imposed.

See "***Business – SEIL Power Plant – power off-take arrangements***" on page 130 for more details on our long-term PPAs.

Short-term PPAs and spot market

We sell our remaining 170.00 MW of power generated at the SEIL Power Plant under short-term PPAs and on the sport market to state DISCOMS, private customers and power distribution companies. We sell power generated at the SGPL Power Plant under two short-term PPAs and have also received letters of intents and letters of award from state DISCOMs and power trading companies for the supply of power generated at the SGPL Power Plant. Short-term PPAs generally have a term ranging from a few of days to three years. The tariffs under short-term PPAs are generally fixed. See "***Business – SEIL Power Plant – power off-take arrangements***" and "***Business – SGPL Power Plant – power off-take arrangements***" on pages 130 and 132, respectively for more details on our short-term PPAs for our thermal power assets.

These short-term PPAs may create additional variability in our revenues and could expose our business to risks of market fluctuations in the demand for, and the price of power. For power sold on the spot market, the tariff is determined based on the prevailing demand and supply conditions and price fluctuations. Our profitability depends on our ability to enter into short-term PPAs on favorable terms, our ability to predict spot prices and contract our thermal capacity in accordance with fluctuating demand for power.

See "***Risk Factors – "Our PPAs may expose us to certain risks that may affect our future results of operations and cash flows***" on page 18 for risks associated with our PPAs.

Operation of our assets

Our results of operations are materially influenced by the degree to which we operate our assets in order to achieve maximum generation volumes. We focus on a number of factors in monitoring the performance of our thermal power assets, including fuel efficiency of power generation, PLF, percentage of time that the facilities are available for power generation and number of unplanned outages. Generally, the closer to full capacity a facility operates, the more quickly investment costs can be recovered. Any slowdown or stoppage in operations will result in a decrease in utilization hours as well as sales and increase in repair and maintenance expenses. The level of operational efficiency that an asset is able to attain also depends on a number of other factors, including normal degradation of the generating units and the quality of repairs and O&M services performed on the assets. Our operation and maintenance costs primarily include employee benefit costs, and other expenses such as consumption of stores, spares and consumables, insurance, repairs and maintenance and security expenses.

Government policy and regulation towards infrastructure

We believe the Indian economy will continue to grow over the next few years. The GoI and State Governments have linked improved infrastructure in the energy, transportation and industrial sectors as the platform for promoting and sustaining economic growth. We believe that the GoI's focus on, and sustained increases in budgetary allocations for power and the development of more structured and comprehensive infrastructure policies as well as greater availability of funding for power assets from international and multi-lateral development financial institutions, should result in further power projects in India. We believe our business is a likely beneficiary of significant investment in power to improve power infrastructure. As a result, macroeconomic factors in India such as interest rates, government budgetary allocations for power projects, government priorities with respect to infrastructure development, controlled emission and environment protection and capital expenditure by the private sector will determine the number and nature of power projects, which will in turn have a significant impact on our prospects and operating results.

The growth of the power industry in India and of our business is dependent on stable government policies and prudent regulations. Changes in government policies have facilitated the rapid sustainable growth in the Indian power sector. For example, the GoI recently required all power plants to implement the flue gas desulphurization processes in their operations in its effort to achieve environmentally sustainable power growth. Power sector reforms therefore have a direct impact on our results of operations.

Macroeconomic conditions

Our results of operations may be materially affected by conditions in the global capital markets and the economy generally in India and elsewhere around the world. Weak economic conditions in the markets or a reduction in consumer spending, as well as investment in capital goods could affect our profitability, including increased costs. Furthermore, lack of availability of affordable credit in financial markets may cause our suppliers to experience serious cash flow problems and, as a result, may delay delivery of our orders.

We are operating in a robust energy market and are well positioned to benefit from positive market trends. CRISIL expects the power deficit to grow to approximately 5% by Fiscal 2022 and the current scenario of peak surplus to reverse by Fiscal 2020. According to CRISIL, the demand for power in India is expected to increase steadily because of a number of factors, including positive regulatory and policy changes by the GoI, growth in the Indian economy and increasing urbanization, industrialization and penetration of technology in the power sector. GoI initiatives such as the '24x7 Power for All' project, the 'Make in India' initiative and the development of 'smart cities' will encourage demand for electricity in India. See "***Industry***" on page 98 for more details on these initiatives.

All of these factors may significantly affect our thermal business and results of operations.

Renewable power business

Impact of weather and seasonality

Weather conditions can have a significant effect on our renewable power business. The profitability of our wind and solar power assets is directly correlated to wind and solar conditions at our asset sites. Variations in wind conditions occur because of fluctuations in wind currents on a daily, monthly and seasonal basis and, over the long-term, as a result of more general climate changes. In particular, wind conditions are generally tied to the monsoon season in India and are impacted by the strength of each particular monsoon season. During the period from March to September, which includes the monsoon season in several parts of India, we generate a majority of our annual production during this period. Weather patterns are likely to have an influence on wind patterns in the states in which we operate and, consequently on the resources generated by our wind power assets. Unlike wind resources, which are concentrated in specific regions and sensitive to the monsoon season, solar power generation is available across India throughout most of the year, according to CRISIL.

See "***Risk Factors - Seasonality, wind, and solar conditions could cause fluctuations in our business, which could have a material impact on our cash flows, financial condition and results of operations***" On page 16 for risks relating to the impact of seasonality and weather conditions on our operations.

Financing requirements

Energy project development and construction are capital intensive. We incur costs and expenses for the purchase of turbines and other power related equipment, the purchase of land, feasibility studies and construction costs. As a result, our ability to access cost-effective financing is crucial to our growth strategy. While we expect to fund construction of new renewable assets with a combination of cash flows from operations and debt financing, our ability to arrange for such financing remains subject to factors affecting the macro-economic environment. If we decide to raise additional funds through the incurrence of debt, our interest obligations will increase, which could significantly affect financial measures such as our earnings per share. Demand for qualified labor and components in our industry has increased over the last few years. This has increased the costs of construction and maintenance of power generation assets. Capital expenditures are necessary to maintain and improve the operating conditions of our assets and meet regulatory and prudential operating standards. Future costs will be highly dependent on the cost of components and availability of contractors that can perform the necessary work to maintain and improve our assets, as well as changes in regulations, which could require us to make capital improvements to our assets.

Expenses related to, and incurred during, the construction of a wind power asset are included under capital work in progress on our balance sheet and are allocated to the respective asset upon completion of its construction. These include expenses incurred in relation to our employees, depreciation, interest and administrative expenses.

Power Purchase Agreements

One of the key factors which affects our results of operations is our ability to sell power under long-term PPAs and short-term PPAs thereby enhancing the security and long-term visibility of our revenues and limiting the impact of market price variability on our revenues. Majority of our renewable power is sold under long-term and short-term PPAs to state DISCOMs and group captive customers. The initial term of these PPAs generally ranges from three to 25 years, typically with an option to renew upon expiry of the initial term. Such PPAs provide us with assured revenue and off-take through the tenure of the PPA. Our PPAs with state DISCOMs are generally based on feed-in tariffs. Feed-in tariffs are fixed tariffs set by State Electricity Regulatory Commission ("**SERC**") for the life of the PPA. PPAs based on feed-in tariffs provide greater downside protection but do not adjust for inflation. Tariff under our PPAs with group captive customers is generally fixed. However, if certain portion of our contracted capacity is not purchased by the concerned group captive customer, the unpurchased capacity, at the end of each fiscal year will be sold based on the average pooled purchase tariff which is variable. See "***Business – Wind Power Business – Power off-take arrangements***" and "***Business – Solar Power Business – Power off-take arrangements***" on pages 133 and 139, respectively.

Operation of our renewable assets and evacuation infrastructure in India

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

India's physical infrastructure, including its electricity grid, is less developed compared to that of developed countries. The transmission and dispatch of the full output of our renewable energy assets may be curtailed due to fluctuating renewable power voltages, causing grid constraints, such as grid congestion and restrictions on transmission capacity of the grid. For example, due to less developed grid infrastructure where our power assets are established, the electricity generated by wind power assets in such areas may cause frequency disturbances that may lead to power curtailments, a limitation that we currently face and have historically faced at our operational wind power assets situated in Tamil Nadu and Rajasthan. We may have to stop producing electricity during the periods when electricity cannot be transmitted due to grid congestion or other grid constraints. However, in the recent past, many State Governments have implemented forecasting and scheduling mechanisms where the renewable power producers have to schedule the amount of power, which is going to get generated a day in advance. Based on this forecasting the DISCOMs provide for enough capacity to wheel the power. However, if a deviation of more than a stipulated amount of the installed capacity is found then the asset is liable to be charged a penalty for not forecasting properly. As forecasting results can be received and amended multiple times a day, chances of deviations and consequent penalties are less. Our results of operations and profitability depend on the grid infrastructure in India and our ability to forecast the amount of power to be generated. See "***Risk Factors - Any constraints in the availability of the electricity grid, including our inability to obtain access to transmission lines in a timely and cost-efficient manner, could adversely affect our business, results of operations and cash flows***" on page 20 for risks associated with India's power evacuation infrastructure.

Significant recent growth

The following table sets forth the capacity of our renewable energy assets as of March 31, 2015, 2016 and 2017, and September 30, 2017:

	As of March 31,			As of September 30,
Renewable assets	**2015**	**2016**	**2017**	**2017**
Wind	528.95	685.15	880.45	892.45

As our business has grown, we have increased our expenditure on general and administrative functions necessary to support this growth and support our operations. A key driver of our results of operations is our ability to bring new assets into commercial operation successfully. We were among the two IPPs to win the two wind bids of 250.00 MW each in the recent competitive bidding rounds in February 2017 and October 2017, respectively.

We depend in part on government policies and initiatives that support clean energy and enhance the economic feasibility of developing renewable energy assets. For several years, India has adopted policies and subsidies actively supporting clean energy. After March 31, 2017, as per the policy of the GoI, most states in India have shifted to models based on competitive bidding instead of preferential tariffs, for awarding PPAs. A move towards competitive bidding may affect the tariffs that renewable energy assets receive under their PPAs, and we cannot predict the potential impact of such change. Our wind projects that were commissioned before March 31, 2017 are eligible to benefit under generation based incentive scheme which provides incremental incentive of ₹0.50 per kWh capped at ₹10 million per MW. For solar energy, the tariff is generally determined through competitive bidding.

These regulatory initiatives have increased demand for clean energy generally and therefore for power generated by our wind power assets. Regulation also contributes to the revenue received for the power generated by our assets. The support for renewable energy has been strong in recent years, and the GoI has periodically reaffirmed its desire to sustain and strengthen that support. The GoI recently announced its aim to achieve 175 GW of renewable energy power in India by 2020. The GoI's voluntary commitment at the United Nations Framework Convention on Climate Change to reduce India's carbon intensity by 20% to 25% below its 2005 level by 2020, and the introduction of the National Action Plan on Climate Change ("**NAPCC**"), are key drivers for increased demand. The sector has also benefitted from the significant decline in solar panel prices over the last five years and the improving efficiency of technologically advanced wind turbines with the capability to generate higher PLFs and operate in less windy areas. These factors, along with the GoI's initiative of increasing renewable purchase obligation ("**RPO**") targets, has resulted in renewable energy in India becoming more competitive. Technology enhancements, such as improved onshore and offshore power generation technology, and improved power storage facilities may increase our capital expenditure, but also lead to increased power generation.

Significant Accounting Policies

The following significant accounting policies relate to our Company prior to the Corporate Reorganization.

Assumptions, estimation uncertainties and judgments

Assumptions, estimation uncertainty and critical judgements that have the most significant effect on the amounts recognized in the Restated Consolidated Financial Statements are:

Impairment of investments: Our Company reviews its value of investments carried at amortized cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful lives of property, plant and equipment: Our Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets: Our Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

*Defined benefit plans***:** The cost of benefit gratuity plans, other post-employment benefits and gratuity obligations 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 assumptions. All assumptions are reviewed at each reporting date. The parameter most likely to be subject to change is the discount rate. In determining the appropriate discount rate for plans operating 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. These mortality rates tend to change only at intervals in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Provisions and contingent liabilities: A provision is recognized when our Company has a present obligation, which is a result of any past event, and it is probable that an outflow of resources will be required to settle this obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted at its present value and is determined based on best estimate required to settle the obligation as of the balance sheet date. These are reviewed at each balance sheet date and are adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the Restated Consolidated Financial Statements. A contingent asset is neither recognized nor disclosed in the Restated Consolidated Financial Statements.

Property, plant and equipment and depreciation

Recognition and measurement

Freehold land is valued at historical cost. All other items of property, plant and equipment are measured at cost excluding accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the assets to a working condition for their intended use, and estimated costs of dismantling and removing the items and restoring the site on which they are located and capitalized borrowing costs. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended used and estimated costs of dismantling and removing the item and restoring the site on which it is located. Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

Subsequent expenditure relating to property, plant and equipment is recognized in the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to our Company and its costs can be measured reliably. The costs of day-to-day servicing of property, plant and equipment are recognized as an expense when incurred.

Gains or losses arising from the disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss on the date of retirement or disposal.

Depreciation on property, plant and equipment is provided on straight-line method based on the useful life as specified in Schedule II to the Companies Act 2013, except in case of plant and machinery where the estimated useful life has been considered as 25 years, which the Management believes best represents the assessment. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each fiscal year and adjusted prospectively, if appropriate disposals are provided on a pro-rata basis that is from the date on which asset is ready for use.

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property.

Fair value of financial instruments

In determining the fair value of financial instruments, our Company relies on the following fair value hierarchy, which follows assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy

All assets and liabilities for which fair value is disclosed in the Restated Consolidated Financial Statements are categorized in fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole:

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

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

Derivative financial instruments and hedge accounting

Our Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Derivatives are initially measured at fair value. Subsequently, derivatives are measured at fair value, and changes are generally recognized in the Statement of Profit and Loss. At inception of designated hedging relationships, our Company documents the risk management objective and strategy for undertaking the hedge. Our Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

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. Any derivative that is either not designated as a hedge, or is so designated but is ineffective, is categorized as a financial asset or financial liability, at fair value through the Statement of Profit and Loss. Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the 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 gains or losses are included in statement of profit and loss.

Cash flow hedge accounting

Where a derivative is designated as a hedge of the variability in cash flows attributable to a particular risk associated with a recognized asset or liability, or a highly probable forecast transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative is recognized directly in other comprehensive income and presented in the hedging reserve in equity. The ineffective portion of changes in the fair values of the derivative is recognized immediately in profit or loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the net profit in the statement of profit and loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified to net profit in the statement of profit and loss.

Impairment

Financial assets (other than at fair value)

Our Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. IndAS 109 requires expected credit losses to be measured through a loss allowance. Our Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ("**CGU"**) to which the asset belongs. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

Inventories

Inventories which comprise of fuel, stores and spares are carried at the lower of cost and net realizable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, weighted average cost method is used. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs of completion and selling expenses.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to our Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Sales tax, value added tax and service tax is not received by our Company on its own account. Rather, it is tax collected on value added to the commodity or service rendered by the seller on behalf of the government. Accordingly, it is excluded from revenue. Revenue from energy units sold as per the terms of the PPA and Letter of Intent is recognized on an accrual basis and includes unbilled revenue accrued up to the end of the accounting year. Revenue from energy units sold on a merchant basis is recognized in accordance with billings made to customers based on the units of energy delivered and the rate agreed with the customers. Revenue from unscheduled interchange for the deviation in generation with respect to scheduled generation are recognized at rates notified by the CERC from time to time as revenue from sale of electricity and adjusted with revenue from sale of electricity. Revenue from electrical energy transmission charges is recognized on an accrual basis in accordance with the provisions of transmission service agreements. Our Company accounts for fuel and power purchase price adjustment claims as and when they are allowed by the regulatory authorities. Claims for delayed payment charges and any other claims, which our Company is entitled to under the PPAs, are accounted for in the year of acceptance by the customers.

Interest income is recognized based on effective interest rate method. Dividend income is recognized when the unconditional right to receive the income is established.

Principal Components of our Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our Statement of Profit and Loss included in our Restated Consolidated Financial Statements as per IndAS. Our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus relate to period prior to the Corporate Reorganization and therefore only include the financial results of the two 660.00 MW operating units at the SEIL Power Plant. Please see the "***Proforma Condensed Financial Statements***" on page 343, which shows the impact of the Corporate Reorganization on our Company as if the Corporate Reorganization had occurred on April 1, 2016.

Revenue

Revenue from Operations

Our revenue from operations primarily consists of revenue from the sale of electricity. We also earn revenue from the sale of fly ash.

Revenue from sale of electricity primarily consists of revenue from the sale of power generated at the SEIL Power Plant to state DISCOMs under the 500 MW PPA and 570 MW PPA. The power generated from the remaining 170.00 MW of power generating capacity at the SEIL Power Plant is sold to private customers under short-term PPAs and on the spot market. Tariffs under the long-term PPAs with state DISCOMs generally include capacity charges and energy charges as well as incentives on defined parameters. Our short-term PPAs are with state DISCOMs and private customers and the tariff under these PPAs are generally fixed. For power sold on the spot market, the tariff is determined on the basis of the prevailing demand and supply conditions.

Other Income

Our other income consists primarily of interest income, unwinding of discount on margin money deposits, miscellaneous income and gains on derivative contracts.

Expenses

Our expenses consist of cost of fuel, purchase of inventory, transmission charges, employee benefit expenses, finance costs, depreciation and amortization expenses and other expenses.

Cost of fuel

Our fuel cost primarily includes costs of coal for power generation at the SEIL Power Plant.

Transmission charges

Our transmission charges consist of open access charges payable primarily to Power Grid Corporation of India and Southern Region Load Dispatch Centre.

Employee benefits expenses

Our employee benefit expenses primary consists of salaries, wages and bonus, contribution to provided funds, and staff welfare expenses. Our employee benefit expenses also constitute expenses related to operation and maintenance of the SEIL Power Plant.

Finance costs

Our finance costs consist of interest expenses on financial liabilities measured at amortized cost, other borrowing costs and loss on derivative contacts.

Depreciation and amortization expense

Our depreciation and amortization expense consists of depreciation on plant and machinery, roads, office buildings, electrical installations, furniture and fixtures, office equipment, computers and vehicles as well as amortization for computer software. Depreciation is provided on a straight-line basis based on the estimated useful life of the asset as specified under the Companies Act 2013 except for plant and machinery where the estimated useful life is 30 years. Software costs are recognized as intangible assets, amortized on a straight-line method for a period of three years or for the term of the contract, whichever is lesser.

Other expenses

Our other expenses primarily consist of legal and professional fees, consumption of stores, spares and consumables, insurance, repairs and maintenance, allowances for credit losses, loss on foreign currency transactions, security expenses and expenditure on corporate social responsibility.

Tax Expense

Our tax expense consists of minimum alternative tax and deferred tax.

Results of Operations

This description relates to the key financial information from Statement of Profit and Loss included in our Restated Consolidated Financial Statements as per IndAS. Our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus relate to period prior to the Corporate Reorganization and therefore only include the financial results of the two 660.00 MW operating units at the SEIL Power Plant. Please see the "***Proforma Condensed Financial Statements***" on page 343, which shows the impact of the Corporate Reorganization on our Company as if the Corporate Reorganization had occurred on April 1, 2016.

We operate two 660.00 MW units at the SEIL Power Plant which commenced commercial operation in Fiscal 2016. We had no revenue from operations in Fiscal 2015. The following table sets forth certain selected financial data from our Restated Consolidated Statement of Profit and Loss for Fiscals 2015, 2016 and 2017, and for the six months ended September 30, 2017 prepared in accordance with IndAS.

	Fiscal						**Six months ended September 30**	
	2015[(1)] (proforma)		**2016**		**2017**		**2017**	
	(₹ in million)	***Percentage of total income***	***(₹ in million)***	***Percentage of total income***	***(₹ in million)***	***Percentage of total income***	***(₹ in million)***	***Percentage of total income***
Revenue								
Revenue from operations	-	-	23,987.85	99.45	34,054.05	99.62	20,340.07	99.36
Other income	136.34	100.00	131.74	0.55	130.85	0.38	132.04	0.64
Total Income	**136.34**	**100.00**	**24,119.59**	**100.00**	**34,184.90**	**100.00**	**20,472.11**	**100.00**
Expenses								
Cost of fuel	-	-	12,101.27	50.17	17,438.05	51.01	11,181.30	54.62
Purchase of traded goods	-	-	-	-	-	-	495.25	2.42
Transmission charges	-	-	626.87	2.60	398.10	1.16	140.48	0.69
Employee benefits expense	19.64	14.41	462.37	1.92	510.90	1.49	385.69	1.88
Finance costs	37.10	27.21	7,639.25	31.67	10,722.00	31.36	3,932.62	19.21
Depreciation and amortization expense	-	-	2,832.13	11.74	3,531.64	10.33	1,792.30	8.75
Other expenses	102.67	75.31	1,641.13	6.80	2,019.88	5.91	846.69	4.14
Total expenses	**159.41**	**116.92**	**25,303.02**	**104.91**	**34,620.57**	**101.27**	**18,774.33**	**91.71**
Profit/(Loss) for the year/period	**(23.07)**	**-16.92**	**(1,183.43)**	**-4.91**	**(435.67)**	**-1.27**	**1,697.78**	**8.29**
Tax expense	-	-	14.19	0.06	-	-	360.81	1.76
Profit/(Loss) after tax	**(23.07)**	**-16.92**	**(1,197.62)**	**-4.97**	**(435.67)**	**-1.27**	**1,336.97**	**6.53**

(1) We did not have subsidiaries in Fiscal 2015 or for any year prior to that and we did not prepare any consolidated financial statements for such periods. Accordingly, financial information for Fiscal 2015 is based on the Restated Standalone Financial Information.

Six months ended September 30, 2017

Revenue

Our total income was ₹20,472.11 million for the six months ended September 30, 2017.

Our revenue from operations was ₹20,340.07 million in the six months ended September 30, 2017, which primarily reflected revenue from sale of electricity to state DISCOMs under long-term PPAs and other customers under short-term PPAs. Our PLF was 89.00% and power generated was 5,182.20 MU for the six months ended September 30, 2017.

Our other income was ₹132.04 million in the six months ended September 30, 2017, which was primarily due to gains on derivative contracts of ₹74.84 million that related to forward contracts for buyer's credit for import of coal and interest income of ₹51.79 million.

Expenses

Our total expenses for the six months ended September 30, 2017 was ₹18,774.33 million. As a percentage of our total income our total expense was 91.71% for the six months ended September 30, 2017.

Our cost of fuel was ₹11,181.30 million for the six months ended September 30, 2017, which reflected purchase of domestic coal from MCL and imported coal from international suppliers for our operations. As a percentage of our total income our cost of fuel was 54.62% for the six months ended September 30, 2017.

Our employee benefits expenses was ₹385.69 million in the six months ended September 30, 2017, which reflected wages, salaries and bonus paid to our employees, staff welfare expenses of ₹374.50 million and contribution to provident fund and other funds of ₹11.19 million. As a percentage of our total income our employee benefits expenses was 1.88% for the six months ended September 30, 2017.

Our finance cost was ₹3,932.62 million in the six months ended September 30, 2017, which primarily reflected interest expense on financial liabilities relating to the rupee term loans, external commercial borrowings and working capital loans of ₹3,712.34 million and other borrowing costs including comfort fees, corporate guarantee fees, bank guarantee commission and bank charges of ₹220.28 million. As a percentage of our total income our finance costs was 19.21% for the six months ended September 30, 2017.

Our depreciation and amortization expenses was ₹1,792.30 million in the six months ended September 30, 2017, which reflected depreciation and amortization of our tangible and intangible assets. As a percentage of our total income our depreciation and amortization expenses was 8.75% for the six months ended September 30, 2017.

Our other expenses were ₹846.69 million in the six months ended September 30, 2017, which primarily included operation and maintenance expenses, repairs and maintenance of buildings, plant and equipment and other civil works. Other expenses also included legal and professional fees, expenses relating to consumption of stores, spares and consumables, insurance expenses, loss on foreign exchange transactions and translations, allowances for credit loss and expenditure on corporate social responsibility.

Profit after tax

As a result of the factors discussed above, our profit after tax was ₹1,336.97 million for the six months ended September 30, 2017.

Fiscal 2017 compared to Fiscal 2016

We operate two 660.00 MW units at the SEIL Power Plant which commenced commercial operation in Fiscal 2016. The two 660.00 MW units at the SEIL Power Plant were operational for the entirety of Fiscal 2017, as compared to Fiscal 2016 where one 660.00 MW unit was operational for the entire financial year and the second 660.00 MW unit was operational for six months. Accordingly, our results of operations are not strictly comparable between these two periods.

Revenue

Total income increased by 41.73% to ₹34,184.90 million in Fiscal 2017 from ₹24,119.59 million in Fiscal 2016.

Revenue from operations increased by 41.96% to ₹34,054.05 million in Fiscal 2017 from ₹23,987.85 million in Fiscal 2016, primarily due to increase in the sale of electricity resulting from an increase in power generation at the SEIL Power Plant. The two 660.00 MW units at the SEIL Power Plant were operational for the entirety of Fiscal 2017, as compared to Fiscal 2016 where one 660.00 MW unit was operational for the entire financial year and the second 660.00 MW unit was operational for only six months. The PLF increased to 78.35% and power generated at the SEIL Power Plant increased to 9,059.40 MU in Fiscal 2017 from a PLF of 75.11% and power generation of 6,889.03 MU at the SEIL Power Plant in Fiscal 2016.

Other income decreased marginally by 0.68% to ₹130.85 million in Fiscal 2017 from ₹ 131.74 million in Fiscal 2016 primarily due to a decrease in interest income by ₹11.22 million in Fiscal 2017. We also received miscellaneous income in Fiscal 2017 which includes income from sale of fly ash and scrap of ₹10.00 million.

Expenses

Total expenses increased by 36.82% to ₹34,620.57 million in Fiscal 2017 from ₹25,303.02 million in Fiscal 2016.

Cost of fuel increased by 44.10% to ₹17,438.05 million in Fiscal 2017 from ₹12,101.27 million in Fiscal 2016, primarily because of increase in coal consumption at the SEIL Power Plant as the two 660.00 MW units were operational for the entirety of Fiscal 2017 compared to the 660.00 MW units operating for the 12 months and six months, respectively in Fiscal 2016 and also increase in coal prices during the period. As a percentage of total income our cost of fuel increased to 51.01% in Fiscal 2017 from 50.17% in Fiscal 2016.

Transmission charges decreased by 36.49% to ₹398.10 million in Fiscal 2017 from ₹626.87 million in Fiscal 2016, primarily due to increase in power supplied under long-term PPAs in Fiscal 2017. Under long-term PPAs, we were able to recover the corresponding transmission charges. As a percentage of total income, our transmission charges decreased to 1.16% in Fiscal 2017 from 2.60% in Fiscal 2016.

Finance costs increased by 40.35% to ₹10,722.00 million in Fiscal 2017 from ₹7,639.25 million in Fiscal 2016, primarily due to partial capitalization of our interest cost in Fiscal 2017 with respect to our project loans. We incurred borrowing costs of ₹1,313 million in Fiscal 2017, which includes prepayment charges and upfront fees paid with respect to our project loans. This increase in finance cost was offset by a loss on derivative contracts of ₹645.58 million in Fiscal 2017. As a percentage of total income, our finance costs decreased to 31.36% in Fiscal 2017 from 31.67% in Fiscal 2016.

Depreciation and amortization expenses increased by 24.70% to ₹3,531.64 million in Fiscal 2017 from ₹2,832.13 million in Fiscal 2016, primarily as a result our two 660.00 MW units at the SEIL Power Plant being operational for the entirety of Fiscal 2017 as compared to Fiscal 2016, where one 660.00 MW unit was operational for the entire financial year and the other 660.00 MW unit was operational for six months. Depreciation and amortization expenses also included an increase in capitalization of building costs and exchange rate variations on our long-term borrowings. As a percentage of total income our depreciation and amortization expenses decreased to 10.33% in Fiscal 2017 from 11.74% in Fiscal 2016.

Employee benefit expenses increased by 10.50% to ₹510.90 million in Fiscal 2017 from ₹462.37 million in Fiscal 2016, as the two 660.00 MW units at the SEIL Power Plant were operational for the entirety of Fiscal 2017. In Fiscal 2016 our staff costs for six months was capitalized as the second 660.00 MW unit was commissioned in September 2015. As a result, we recorded an increase in salaries, wages and bonus expenses, and contribution to provident funds and other employee benefit fund in Fiscal 2017. As a percentage of total income, our employee benefit expenses decreased to 1.49% in Fiscal 2017 from 1.92% in Fiscal 2016 due to increased revenue.

Other expenses increased by 23.08% to ₹2,019.88 million in Fiscal 2017 from ₹1,641.13 million in Fiscal 2016, primarily due to increase in repair and maintenance costs by ₹176.67 million and foreign exchange fluctuation costs by ₹96.01 million. Our insurance costs increased by ₹93.73 million to ₹201.18 million in Fiscal 2017 from ₹107.45 million in Fiscal 2016. These costs increased primarily because of our two 660.00 MW units at the SEIL Power Plant being operational for the entirety of Fiscal 2017.

Loss after tax

As a result of the factors discussed above, our loss after tax was ₹435.67 million in Fiscal 2017 as compared to a loss after tax of ₹1,197.62 million in Fiscal 2016.

Fiscal 2016 compared to Fiscal 2015

The two 660.00 MW units at the SEIL Power Plant started commercial operation in Fiscal 2016. We had no revenue from operations in Fiscal 2015. The section below highlights only the key financial metrics from Fiscal 2015.

Revenue

Our total income in Fiscal 2015 was ₹136.34 million that we earned from other income. Our other income comprise of interest income of ₹ 44.86 million earned from bank deposits, security deposits and advances.

Expenses

Our total expenses increased to ₹25,302.77 million in Fiscal 2016 from ₹159.41 million in Fiscal 2015. In Fiscal 2015 our expenses included employee benefit expenses of ₹19.64 million, finance cost of ₹37.10 million and other expenses of ₹102.67 million. Our employee benefit expenses in Fiscal 2015 primarily related to salaries, wages and bonuses paid to employees involved in the construction of the SEIL Power Plant and administration of our operations. Our finance cost in Fiscal 2015 primarily included interest costs and other borrowing costs incurred for the construction of our assets. Our other expenses in Fiscal 2015 primarily comprised loss on sale of property, plant and equipment.

Loss after tax

As a result of the factors discussed above, our loss after tax was ₹1,197.62 million in Fiscal 2016 as compared to a loss after tax of ₹23.07 million in Fiscal 2015.

Liquidity and Capital Resources

As of September 30, 2017, our cash and cash equivalents were ₹1,203.68 million on consolidated basis. Our financing requirements are primarily for:

maintenance and operation of assets;

financing and servicing of debt;

funding working capital needs;

investments in existing and new assets, and related capital expenditure; and

general corporate purposes.

We fund our operations and capital requirements primarily through cash flows from operations, borrowings under credit facilities from banks and other financial institutions, and equity and promoters' debt when required. We expect that cash flow from operations and our credit facilities will continue to be our principal sources of cash in the medium term. However, additional financing might not be available on terms acceptable to us. We evaluate our funding requirements periodically in light of our net cash flow from operating activities, the progress of our various assets, acquisition opportunities and market conditions. See " *– Indebtedness*" above for further information.

Cash Flow

The following table sets out a summary of our Statement of Cash Flows for the periods indicated:

	Fiscal			Six months ended September 30
	2015[(1)] (proforma)	2016	2017	2017
	(₹ in million)			
Net cash generated from/(used in) operating activities	(1,481.54)	(1,720.25)	9,512.05	7,258.95
Net cash used in investing activities	(12,522.99)	(4,092.68)	(2,047.49)	(471.56)
Net cash (used in)/from financing activities	11,595.80	6,140.56	(7977.41)	(7,008.36)
Cash and cash equivalents at the beginning of the year/period	4,018.60	1,609.87	1,937.50	1,424.65
Cash and cash equivalents at the end of the year/period	1,609.87	1,937.50	1,424.65	1,203.68

(1) We did not have subsidiaries in Fiscal 2015 or for any year prior to that and we did not prepare any consolidated financial statements for such periods. Accordingly, financial information for Fiscal 2015 is based on the Restated Standalone Financial Information.

Net cash generated from/used in operating activities

For the six months ended September 30, 2017, our net cash generated from operating activities was ₹7,258.95 million. This net cash inflow was primarily attributable to (i) profit before tax of ₹1,697.78 million, increase in finance cost of ₹3,932.62 million and depreciation and amortization expense of ₹1,792.30 million; and (ii) increase in working capital of ₹559.23 million during the same period. Increase in working capital primarily included an increase in unbilled revenue of ₹986.80 million and an increase in inventories of ₹797.06 million, offset by a decrease in trade receivables of ₹1,007.28 million, primarily because of sale of electricity to state DISCOMs and increase in the receivables period from these state DISCOMs.

In Fiscal 2017, our net cash generated from operating activities was ₹9,512.05 million. This net cash inflow was primarily attributable to (i) loss after tax of ₹435.67 million, increase in depreciation and amortization expense of ₹3,531.64 million; and (ii) change in working capital of ₹3,851.82 million. Changes in working capital primarily included an increase in trade receivables of ₹3,240.00 million, increase unbilled revenues of ₹1,977.30 million and decrease in inventories of ₹308.00, offset by increase in trade payables and current liabilities of ₹1,660.30 million, primarily because of increase in electricity generation at the SEIL Power Plant.

In Fiscal 2016, our net cash used in operating activities was ₹1,720.25 million. This net cash outflow was primarily attributable to (i) loss after tax of ₹1,183.43 million, increase in finance cost of ₹7,639.25 million, and increase depreciation and amortization expense of ₹2,832.13 million; and (ii) change in working capital of ₹10,848.14 million. Changes in working capital primarily included an increase in trade receivables of ₹8,751.81 million, increase in financial and non-current assets of ₹2,335.27 million and increase in inventories of ₹1,925.07 million, primarily because of increased operations due to full year operations of the two 660.00 MW units at the SEIL Power Plant in Fiscal 2017.

In Fiscal 2015, our net cash used in operating activities was ₹1,481.54 million. This net cash outflow was primarily attributable to (i) loss after tax of ₹23.07 million and increase finance cost of ₹37.10 million; and (ii) changes in working capital of ₹1,328.71 million. Changes in working capital primarily included an increase in inventories of ₹1,168.00 million and increase in financial and non-current assets of ₹212.17 million, primarily because of procurement of coal inventory for our operations.

Net cash used in investing activities

For the six months ended September 30, 2017, our net cash used in investing activities of ₹471.56 million, includes increase in acquisition of property, plant and equipment of ₹645.10 million and increase in capital work in progress of ₹413.94 million, offset by interest received of ₹175.90 million, acquisition of intangible assets of ₹0.90 million and purchase of investments of ₹415.40 million.

In Fiscal 2017, our net cash used in investing activities of ₹2,047.49 million, includes increase in capital work in progress of ₹1,346.06 million, increase in acquisition of property, plant and equipment of ₹898.53 million, increase acquisition of intangible assets of ₹11.40 million, offset by interest received of ₹37.70 million and proceeds from sale of investments of ₹170.80 million.

In Fiscal 2016, our net cash used in investing activities of ₹4,092.68 million, includes decrease in capital work in progress of ₹83,788.98 million due to capitalization, decrease in acquisition of property, plant and equipment of ₹88,478.27 million, proceeds from sale of investments of ₹262.19 million and offset by interest received of ₹334.42 million.

In Fiscal 2015, our net cash used in investing activities of ₹12,522.99 million includes increase in capital work in progress of ₹13,699.38 million, increase in sale of investments of ₹768.95 million, increase in acquisition of property, plant and equipment of ₹132.06 million, increase in acquisition of intangible assets of ₹29.00 million, increase in proceeds from the sale of property, plant and equipment of ₹44.31 million and offset by interest received of ₹524.19 million.

Net Cash generated/used from Financing Activities

For the six months ended September 30, 2017, our net cash used in financing activities of ₹7,008.36 million was primarily attributable to interest and finance charges paid of ₹3,923.60 million, repayment of short-term borrowing of ₹1,881.56 million and repayment of long-term borrowings of ₹1,203.20 million.

In Fiscal 2017, our net cash used in financing activities of ₹7,977.41 million was primarily attributable to proceeds from long-term borrowings of ₹65,898.70 million, proceeds from short-term borrowings of ₹53,762.67 million, repayment of long-term borrowings of ₹70,262.33 million, repayment of short-term borrowings of ₹49,588.10 million, interest and finance charges paid of ₹11,369.20 million and proceeds from the issue of shares of ₹3,580.85 million.

In Fiscal 2016, our net cash from financing activities of ₹6,140.56 million was primarily attributable to proceeds from issue of shares of ₹6,417.45 million, proceeds from long-term borrowings of ₹5,072.04 million and proceeds from short term borrowings of ₹19,570.06 million, repayment of long-term borrowings of ₹6,615.81 million, repayment of short-term borrowings of ₹9,691.03 million and interest and finance charges paid of ₹8,612.15 million.

In Fiscal 2015, our net cash from financing activities of ₹11,595.80 million was primarily attributable to proceeds from issue of shares of ₹4,611.61 million, proceeds from long-term borrowings of ₹12,953.92 million and proceeds from short-term borrowings of ₹514.58 million, and interest and finance charges paid of ₹6,484.31 million.

Indebtedness

As of December 31, 2017 and September 30, 2017, our total borrowings towards non-current and current borrowings outstanding was ₹74,513.74 million and ₹76,789.79 million, respectively. Our total borrowings as of September 30, 2017 consisted of term loans from banks (including current maturities of long-term borrowings) and financial institutions and working capital loans. The following table shows the maturity profile of such indebtedness as of September 30, 2017:

Description	Borrowings (₹ in millions) March 31, 2015[(1)] (*Proforma*)	2016	2017	Six months ended September 30, 2017
Secured term loans (including current maturities)				
From banks	12,662.42	12,847.47	62,330.31	60,882.59
From financial institutions	33,503.26	32,777.58	-	-
Current maturities of long-term borrowings	25,178.87	24,175.72	2,942.80	3,220.55
Working capital loans (including buyers credit)	514.58	10,393.62	14,568.25	12,686.65
Total borrowings	**71,859.13**	**80,194.39**	**79,841.36**	**76,789.79**

(1) We did not have subsidiaries in Fiscal 2015 or for any year prior to that and we did not prepare any consolidated financial statements for such periods. Accordingly, financial information for Fiscal 2015 is based on the Restated Standalone Financial Information.

Capital and Other Commitments

As of September 30, 2017, our estimated amount of contracts remaining to be executed on capital account and not provided for was ₹115.30 million. The following table sets forth a summary of the maturity profile of our contractual obligations as of September 30, 2017 on the Restated Consolidated Financial Statements:

Other contractual obligations	Payments due by period Total	Less than 1 year	1 -5 years	More than 5 years
		(₹ in millions)		
Borrowings[(1)]	128,363.61	22,061.41	46,941.39	59,360.82
Total				

(1) Borrowings comprises of long-term and short-term borrowings, including secured and unsecured term loans from banks, financial institutions and estimated interest payable in future.

Contingent Liabilities and Commitments

The following table sets forth our contingent liabilities as of September 30, 2017:

	As of September 30, 2017 *(₹ in millions)*
Income Tax[(1)]	272.40
Cess levied under the Buildings and other Construction Works (RE&CS) Act, 1996	287.21

(1) Includes tax paid under protest of ₹47.30 million.

Non-GAAP Financial Measures

In evaluating our business, we consider and use non-GAAP financial measures such as EBITDA and EBITDA Margin to review and assess our operating performance. These non-GAAP financial measures are not defined under IndAS and are not presented in accordance with IndAS. EBITDA and EBITDA Margin for our Company may not be comparable to similarly titled measures reported by other companies due to potential inconsistencies in the method of calculation. We have included EBITDA and EBITDA Margin of our Company because we believe it is an indicative measure of our operating performance and is used by investors and analysts to evaluate companies in the same industry. EBITDA and EBITDA Margin of our company should be considered in addition to, and not as a substitute for, other measures of financial performance and liquidity reported in accordance with IndAS. We believe that the inclusion of supplementary adjustments applied in the presentation of EBITDA and EBITDA Margin of our Company are appropriate because it is a more indicative measure of our baseline performance as it excludes certain charges that the Company's management considers to be outside its core operating results. Therefore, these metrics should not be considered in isolation or construed as an alternative to IndAS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. Investors should read this information in conjunction with the Restated Consolidated Financial Statements included elsewhere in this Draft Red Herring Prospectus

The following table sets forth the EBITDA and EBITDA Margin of our Company prior to the Corporate Reorganization for the periods indicated therein.

	Fiscal			Six months ended September 30,
	2015[3] (proforma)	**2016**	**2017**	**2017**
	(₹ in million)			
EBITDA[1]	**14.03**	**9,287.95**	**13,817.97**	**7,422.70**
EBITDA Margin (%)[2]	10.29	38.51	40.42	36.26

(1) EBITDA is a non-GAAP financial measure that represents profit or loss for the period before interest costs, tax expenses, depreciation and amortization.
(2) EBITDA Margin is EBITDA as a percentage of total income
(3) We did not have subsidiaries in Fiscal 2015 or for any year prior to that and we did not prepare any consolidated financial statements for such periods. Accordingly, financial information for Fiscal 2015 is based on the Restated Standalone Financial Information.

The following table reconciles profit after tax to EBITDA

	Fiscal			Six months ended September 30,
	2015[1] (proforma)	**2016**	**2017**	**2017**
	(₹ in million)			
Profit/(loss) after tax	**(23.07)**	**(1,197.62)**	**(435.67)**	**1,336.97**
Tax expenses	-	14.19	-	360.81
Depreciation & Amortization expense	-	2,832.13	3,531.64	1,792.30
Interest cost	37.10	7,639.25	10,722.00	3,932.62
EBITDA	**14.03**	**9,287.95**	**13,817.97**	**7,422.70**

(1) We did not have subsidiaries in Fiscal 2015 or for any year prior to that and we did not prepare any consolidated financial statements for such periods. Accordingly, financial information for Fiscal 2015 is based on the Restated Standalone Financial Information.

Non-GAAP Financial Measures – Pro forma EBITDA and EBITDA Margin reflecting the Corporate Reorganization

The following table sets forth the pro forma EBITDA and EBITDA Margin of our Company as if the Corporate Reorganization had occurred on April 1, 2017.

In evaluating our business, we consider and use non-GAAP financial measures such as EBITDA and EBITDA Margin to review and assess our operating performance. These non-GAAP financial measures are not defined under IndAS and are not presented in accordance with IndAS. Pro forma EBITDA and EBITDA Margin for our Company may not be comparable to similarly titled measures reported by other companies due to potential inconsistencies in the method of calculation. We have included pro forma EBITDA and EBITDA Margin of our Company because we believe it is an indicative measure of our operating performance and is used by investors and analysts to evaluate companies in the same industry. Pro forma EBITDA and EBITDA Margin of our company should be considered in addition to, and not as a substitute for, other measures of financial performance and liquidity reported in accordance with IndAS. We believe that the inclusion of supplementary adjustments applied in the presentation of pro forma EBITDA and EBITDA Margin of our Company are appropriate because it is a more indicative measure of our baseline performance as it excludes certain charges that the Company's management considers to be outside its core operating results. Therefore, these metrics should not be considered in isolation or construed as an alternative to IndAS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Investors should read this information in conjunction with the Pro forma Financial Statements included elsewhere in this Draft Red Herring Prospectus.

The unaudited pro forma EBITDA and EBITDA Margin has been prepared by us for illustrative purposes only and reflects estimates and assumptions based on information available at the time of the preparation.

	Fiscal	Six months ended September 30,
	2017	2017
	(₹ in million)	
EBITDA[1]	**21,008.36**	**15,307.31**
EBITDA Margin (%)[2]	43.18	37.79

(1) EBITDA is a non-GAAP financial measure that represents profit or loss for the period before interest costs, tax expenses, depreciation and amortization.
(2) EBITDA Margin is EBITDA as a percentage of total income

The following table reconciles profit after tax to EBITDA:

	Fiscal	Six months ended September 30,
	2017	2017
	(₹ in million)	
Profit/(loss) after tax	**(3,319.11)**	**(3,206.28)**
Tax expenses	148.80	1,108.36
Depreciation & Amortization expenses	7,390.01	5,490.92
Interest Cost	16,788.66	11,914.31
EBITDA	**21,008.36**	**15,307.31**

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Quantitative and Qualitative Analysis of Market Risks

Our activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. Our overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance. Our financial instruments, other than derivatives, comprise loans from banks and financial institutions, non-convertible bonds, demand deposits, short-term bank deposits, trade and other receivables, available for sale investments, trade and other payables. These risks relate to the qualitative and quantitative risks that affected our financial position prior to the Corporate Reorganization.

Market Risk

We are exposed to market risk with respect to the prices of coal and fuel oil, which are subject to fluctuation based on commodity prices. Market risk can be further segregated as (i) interest rate risk and (ii) foreign exchange risk.

Interest rate risk

We are subject to interest rate risk, primarily because some of our borrowings and our deposits of cash and cash equivalents with banks and other financial institutions are at floating interest rates. As of September 30, 2017, 74.72% of our indebtedness consisted of floating rate indebtedness. We enter into cross currency interest rate swaps to reduce our exposure to interest rate volatility. In accordance with our policy, the duration of such cross-currency interest rate swaps generally does not exceed the tenure of the underlying debt.

Foreign exchange risk

We face exchange rate risk because certain of our obligations are denominated in foreign currencies. To manage exchange rate risk, we enter into forward and swap contracts with various counterparties for U.S. dollars.

Liquidity Risk

Our liquidity risk relates to our inability to meet our contractual obligations associated with our financial liabilities that are settled by delivering cash or another financial asset as they fall due. We manage the liquidity risk by having sufficient liquidity to meet our liabilities when they become due, under both normal and stressed conditions, without incurring losses or risking damage to our reputation.

We receive the majority of our revenues from state-owned power distribution utilities, which are government undertakings and hence are considered reasonably recoverable in the future. We are exposed to liquidity risk from our operating activities (primarily for trade and other receivables) and from our financing activities, including short-term deposits with banks, and other financial assets. We are exposed to liquidity risk from a limited customer group on account of the specialized nature of our business that involves the sale of power. We manage our customer credit risk through our established policies, procedures and control relating to customer credit risk management. We have adopted a policy of dealing with credit worthy counterparties as a means of mitigating the risk of financial loss from defaults.

Seasonality

Our thermal business is not subject to seasonality. Weather conditions can have a significant effect on our renewable business. *See "**- Impact of weather and seasonality**"* above for further information.

Known Trends or Uncertainties

Other than as described in the sections "***Risk Factors***", this "***Management's Discussion and Analysis of Factors affecting the Financial Condition, Results of Operations***", "***Management's Discussion and Analysis of Factors affecting SGPL's Financial Condition and Results of Operations***" and "***Management's Discussion and Analysis of Factors affecting SGIL's Financial Condition and Results of Operations***" on pages 16 and 593, respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income from continuing operations.

Matter of emphasis in our Restated Financial Statements and actions taken by management

Financial Year / Period Ended	Details of Matters of Emphasis	Impact on financial statements and corrective steps taken by the Company
Six months ended September 30, 2017 – Standalone	Only a complete set of financial statements together with comparative financial information can provide a fair presentation of the state of affairs (financial position) of the Company, profit (financial performance including other comprehensive income), cash flows and the changes in equity. However comparative financial information has not been included in the Standalone financial statements. Our Opinion is not modified in respect of this matter.	Since the comparative period (April 1, 2016 to September 30, 2016) was not audited, the audited financials for the six months ended September 30, 2017 doesn't include the comparative information. The impact on financial statements has been captured by the auditor through the paragraph "Matters of Emphasis"
Six months ended September 30, 2017 – Consolidated	Only a complete set of financial statements together with comparative financial information can provide a fair presentation of the state of affairs (financial position) of the Company, profit (financial performance including other comprehensive income), cash flows and the changes in equity. However comparative financial information has not been included in the consolidated financial statements. Our Opinion is not modified in respect of this matter.	Since the comparative period (April 1, 2016 to September 30, 2016) was not audited, the audited financials for the 6 months period ended September 30, 2017 doesn't include the comparative information. The impact on financial statements has been captured by the auditor through the paragraph "Matters of Emphasis"

Significant Developments after September 30, 2017

To our knowledge, except as otherwise disclosed in this Draft Red Herring Prospectus, and specifically in relation to the Corporate Reorganization and the change of the Company's name to "Sembcorp Energy India Limited" with effect from February 10, 2018, there has been no subsequent development after the date of the Restated Consolidated Financial Statements which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

Management's Discussion and Analysis of SGPL's Financial Condition and Results of Operations

*You should read the following discussion in conjunction with the SGPL's Financial Statements as of and for Fiscals ended March 31, 2016 and 2017, and for the six months ended September 30, 2017, including the notes, schedules and annexures, include elsewhere in this Draft Red Herring Prospectus. This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "**Forward-looking Statements**" and "**Risk Factors**" on pages 15 and 16 respectively. This section discusses select financial data of SGPL prior to the Corporate Reorganization as of and for the years ended March 31, 2016 and 2017, and as of and for the six months ended September 30, 2017. This section should be read together with the Management's Discussion and Analysis of Financial Condition and Results of Operation on page 593.*

SGPL's Results of Operations

We operate two 660.00 MW units at the SGPL Power Plant which started commercial operation in Fiscal 2017. The first 660.00 MW unit was commissioned in November 2016 and the second 660.00 MW unit was commissioned in February 2017. As a result, SGPL had no revenue from operations in Fiscal 2016.

The following table sets forth select financial data from SGPL's Statement of Profit and Loss for Fiscals 2016 and 2017, and for the six months ended September 30, 2017 prepared in accordance with IndAS.

	Fiscal		**Six months ended September 30**
	2016	**2017**	**2017**
		(₹ in million)	
Total income	37.70	6,664.10	14,927.00
Total expenses	465.30(1)	9,946.70	20,385.90
Loss for the year/period	**(427.60)**	**(3,282.60)**	**(5,458.90)**

(1) including current tax of ₹ 207.30 million

Revenue

SGPL's revenue includes revenue from operations and other income. Revenue from operations primarily includes revenue from power supply generated at the SGPL Power Plant. Other income primarily comprises interest income earned from bank deposits, security deposits and advances.

Expenses

SGPL's expenses includes cost of fuel, transmission charges, purchase of stock-in-trade, finance cost, depreciation and amortization, and other expenses and tax expenses.

Six months ended September 30, 2017

Revenue

SGPL had a total income of ₹14,927.00 million in the six months ended September 30, 2017, which primarily comprised revenue from operations of ₹14,723.40 million. SGPL's PLF was 75.47% and power generated was 4375.33 MU for the six months ended September 30, 2017.

Expenses

SGPL's total expenses were ₹20,385.90 million in the six months ended September 30, 2017, which included cost of fuel, finance costs and depreciation and amortization expenses of ₹9,816.00 million, ₹5,982.90 million and ₹1,946.40 million, respectively. As a percentage of SGPL's total income SGPL's total expenses was 136.57% for the six months ended September 30, 2017.

Loss for the year

As a result of the factors outlined above, SGPL's loss for the six months ended September 30, 2017 was ₹5,458.90 million.

Fiscal 2017 compared to Fiscal 2016

We operate two 660.00 MW units at the SGPL Power Plant which started commercial operations in Fiscal 2017. The first 660.00 MW unit was commissioned in November 2016 and the second 660.00 MW unit was commissioned in February 2017. Accordingly, SGPL had no revenue from operations in Fiscal 2016. As of March 31, 2017 SGPL generated power of 1658.60 MU and had a PLF was 62.70%.

Revenue

SGPL's revenue increased to ₹6,664.10 million in Fiscal 2017 from ₹37.70 million in Fiscal 2016, primarily due to the commissioning of the two 660.00 MW units at the SGPL Power Plant in Fiscal 2017. In Fiscal 2016, SGPL's revenue primarily included interest income from advances, bank deposits and security deposits.

Expenses

SGPL's total expenses increased to ₹9,946.70 million in Fiscal 2017 from ₹465.30 million in Fiscal 2016, due to the commissioning of the two 660.00 MW units at the SGPL Power Plant in Fiscal 2017. As a result, SGPL incurred cost of fuel, transmission charges, depreciation and amortization costs, and costs for purchasing stock-in-trade in Fiscal 2017. SGPL's finance costs were ₹2,651.20 million in Fiscal 2017 compared to ₹33.10 million in Fiscal 2016, primarily due to commissioning of the two 660.00 MW units at the SGPL Power Plant in Fiscal 2017.

Loss for the year

As a result of the factors outlined above, SGPL's loss for the year was ₹3,282.60 million in Fiscal 2017, compared to a loss of ₹427.60 million in Fiscal 2016.

Non-GAAP Financial Measures

In evaluating SGPL's business, we consider and use non-GAAP financial measures such as EBITDA and EBITDA Margin to review and assess SGPL's operating performance. These non-GAAP financial measures are not defined under IndAS and are not presented in accordance with IndAS. EBITDA and EBITDA Margin for SGPL may not be comparable to similarly titled measures reported by other companies due to potential inconsistencies in the method of calculation. We have included EBITDA and EBITDA Margin of SGPL because we believe it is an indicative measure of SGPL's operating performance and is used by investors and analysts to evaluate companies in the same industry. EBITDA and EBITDA Margin of SGPL should be considered in addition to, and not as a substitute for, other measures of financial performance and liquidity reported in accordance with IndAS. We believe that the inclusion of supplementary adjustments applied in the presentation of EBITDA and EBITDA Margin of SGPL are appropriate because it is a more indicative measure of SGPL's baseline performance as it excludes certain charges that SGPL's management considers to be outside its core operating results. Therefore, these metrics should not be considered in isolation or construed as an alternative to IndAS measures of performance or as an indicator of SGPL's operating performance, liquidity, profitability or results of operation. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the SGPL's Financial Statements included in this Draft Red Herring Prospectus. Investors should read this information in conjunction with the SGPL's Financial Statements included elsewhere in this Draft Red Herring Prospectus

The following table sets forth the EBITDA and EBITDA Margin of SGPL prior to the Corporate Reorganization for the periods indicated therein.

	Fiscal		Six months ended September 30,
	2016	2017	2017
		(₹ in million)	
EBITDA[(1)]	**(187.20)**	**404.30**	**2,470.40**
EBITDA Margin (%)[(2)]	- 496.55	6.07	16.55

(1) EBITDA is a non-GAAP financial measure that represents profit or loss for the period before interest costs, tax expenses, depreciation and amortization.
(2) EBITDA Margin is EBITDA as a percentage of total income

The following table reconciles profit after tax to EBITDA

	Fiscal		Six months ended September 30,
	2016	2017	2017
		(₹ in million)	
Profit/(loss) after tax	**(427.60)**	**(3,282.60)**	**(5,458.90)**
Tax expenses	207.30	-	-
Depreciation & Amortization expenses	-	1,035.70	1,946.40
Interest Cost	33.10	2,651.20	5,982.90
EBITDA	**(187.20)**	**404.30**	**2,470.40**

Management's Discussion and Analysis of SGIL's Financial Condition and Results of Operations

*You should read the following discussion in conjunction with the SGIL's Consolidated Financial Statements as of and for Fiscals ended March 31, 2016 and 2017, and the six months ended September 30, 2017, including the notes, schedules and annexures, included elsewhere in this Draft Red Herring Prospectus. This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "**Forward-looking Statements**" and "**Risk Factors**" on pages 15 and 16, respectively. This section discusses select financial data of SGIL prior to the Corporate Reorganization as of and for the years ended March 31, 2016 and 2017, and as of and for the six months ended September 30, 2017. This section should be read together with the Management's Discussion and Analysis of Financial Condition and Results of Operation on page 593.*

SGIL's Results of Operations

The following table sets forth select financial data from SGIL's Consolidated Statement of Profit and Loss for Fiscals 2016 and 2017, and for the six months ended September 30, 2017 prepared in accordance with IndAS.

	Fiscal		Six months ended September 30
	2016	2017	2017
		(₹ in million)	
Total income	7,100.81	8,602.40	6,389.37
Total expenses (including tax expenses)	7,115.18	8,203.28	5,473.73
Profit/(loss) after tax for the year/period	**(14.37)**	**399.12**	**915.64**

Income

SGIL's total income includes revenue from operations and other income. Revenue from operations includes income from power generation, income from generation-based incentives and income from the sale of renewable energy certificates. SGIL's other income includes interest on bank deposits and gain on fair valuation of mutual funds and other financial assets. SGIL's other income also includes late payment surcharges recovered from customers, generation based incentives and liquidated damages recovered from OEM suppliers for delayed services.

Expense

SGIL's expenses includes employee benefit expenses, finance costs, depreciation and amortization expenses, and operating expenses.

Six months ended September 30, 2017

Income

SGIL had a total income of ₹6,389.37 million in the six months ended September 30, 2017, which comprised revenue from operations of ₹6,191.30 million and other income of ₹198.07 million. SGIL's PLF was 27.51% and power generated was 1,113.00 MU for the six months ended September 30, 2017.

Expenses

SGIL's total expenses were ₹5,473.73 million in the six months ended September 30, 2017 which included transmission charges, operating expenses, finance costs, and depreciation and amortization expenses of ₹59.87 million, ₹915.29 million, ₹1,998.79 million and ₹1,752.23 million, respectively. As a percentage of SGIL's total income SGIL's total expense was 85.67% for the six months ended September 30, 2017.

Profit for the year

As a result of the factors outlined above, SGIL's profit for the six months ended September 30, 2017 was ₹915.64 million.

Fiscal 2017 compared to Fiscal 2016

Income

In Fiscal 2017, SGIL added wind assets in the states Karnataka, Tamil Nadu, Rajasthan, Andhra Pradesh and Gujarat having a total wind power capacity of 195.40 MW started commercial operations. As a result, SGIL's total income increased by 21.15% to ₹8,602.40 million in Fiscal 2017 from ₹7,100.81 million in Fiscal 2016. SGIL's other operating revenue such as income from generation based incentives and income from the sale of renewable energy certificates also increased during this period. SGIL's PLF increased to 20.61% and power generated at the SGIL Power Plant increased to 1,401.90 MU in Fiscal 2017 from a PLF of 18.13% and power generation of 1,051.15 MU in Fiscal 2016.

Expenses

SGIL's total expenses increased by 15.29% to ₹8,203.28 million in Fiscal 2017 from ₹7,115.18 million in Fiscal 2016 due to increase in employee benefit expenses by ₹35.51 million as a result of increase in the number of employees for operation and maintenance of our wind power assets. SGIL's finance costs also increased by ₹329.58 million due to increase in interest expenses from term loans, working capital loans, debentures and other borrowings. SGIL's depreciation and amortization expenses increased by ₹556.69 million because of the commissioning of 195.40 MW of wind power capacity in Fiscal 2017. As a percentage of total income, SGIL's employee benefit expenses and finance costs decreased to 2.77% and 39.70% in Fiscal 2017 from 2.86% and 43.46% in Fiscal 2016. As a percentage of total income, SGIL's depreciation and amortization increased to 32.81% in Fiscal 2017 from 31.91% in Fiscal 2016.

SGIL's operating and other expenses increased by 22.47% to ₹1,577.87 million in Fiscal 2017 from ₹1,288.37 million in Fiscal 2016 primarily because of an increase in operation and maintenance costs by ₹165.49 million in Fiscal 2017 due to the commissioning of additional 195.40 MW of wind capacity in India. SGIL's operating and other expenses also included an increase in plant security expenses, insurance costs and legal and professional fees.

Profit for the year

As a result of the factors outlined above, SGIL's profit for the year was ₹399.12 million in Fiscal 2017, compared to a loss of ₹(14.37) million in Fiscal 2016.

Non-GAAP Financial Measures

The following table sets forth the EBITDA and EBITDA Margin of SGIL prior to the Corporate Reorganization for the periods indicated therein.

In evaluating SGIL's business, we consider and use non-GAAP financial measures such as EBITDA and EBITDA Margin to review and assess SGIL's operating performance. These non-GAAP financial measures are not defined under IndAS and are not presented in accordance with IndAS. EBITDA and EBITDA Margin for SGIL may not be comparable to similarly titled measures reported by other companies due to potential inconsistencies in the method of calculation. We have included EBITDA and EBITDA Margin of SGIL because we believe it is an indicative measure of SGIL's operating performance and is used by investors and analysts to evaluate companies in the same industry. EBITDA and EBITDA Margin of SGIL should be considered in addition to, and not as a substitute for, other measures of financial performance and liquidity reported in accordance with IndAS. We believe that the inclusion of supplementary adjustments applied in the presentation of EBITDA and EBITDA Margin of SGIL are appropriate because it is a more indicative measure of SGIL's baseline performance as it excludes certain charges that SGIL's management considers to be outside its core operating results. Therefore, these metrics should not be considered in isolation or construed as an alternative to IndAS measures of performance or as an indicator of SGIL's operating performance, liquidity, profitability or results of operation. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the SGIL's Consolidated Financial Statements included in this Draft Red Herring Prospectus. Investors should read this information in conjunction with the SGIL's Consolidated Financial Statements included elsewhere in this Draft Red Herring Prospectus.

	Fiscal		**Six months ended September 30,**
	2016	**2017**	**2017**
		(₹ in million)	
EBITDA[1]	**5,609.48**	**6,786.06**	**5,414.21**
EBITDA Margin (%)[2]	79.00%	78.89%	84.74%

(1) EBITDA is a non-GAAP financial measure that represents profit or loss for the period before interest costs, tax expenses, depreciation and amortization.

(2) EBITDA Margin is EBITDA as a percentage of total revenue

The following table reconciles profit after tax to EBITDA:

	Fiscal		**Six months ended September 30,**
	2016	**2017**	**2017**
		(₹ in million)	
Profit/(loss) after tax	**(14.37)**	**399.12**	**915.64**
Total Tax expenses	271.98	148.80	747.55
Depreciation & Amortization expenses	2,266.00	2,822.69	1,752.23
Interest Cost	3,085.87	3,415.45	1,988.79
EBITDA	**5,609.48**	**6,786.06**	**5,414.21**

FINANCIAL INDEBTEDNESS

As on December 31, 2017, we had outstanding secured borrowings of an aggregate amount of ₹ 74,513.74 million, on a consolidated basis, details of which are set forth below.

(in ₹ million)

Category of Borrowing	Outstanding amount as on December 31, 2017
Secured	
Term loans (including external commercial borrowings)	62,817.14
Working Capital facilities	11,696.60
Total	**74,513.74**

I. Key terms of our secured borrowings are disclosed below:

a. *Tenor and interest rate*:

The tenor of the term loan facilities availed by us are typically up to 20 years. All our term loan borrowings have a floating rate of interest.

All our working capital facilities have a floating rate of interest.

b. *Security*

Our outstanding borrowings are typically secured by:

i. mortgage of immoveable properties including leasehold land, both present and future.
ii. hypothecation of: (i) tangible assets including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, stock of raw materials, semi-finished, finished goods and consumable goods and all other moveable assets, both present and future; (ii) intangible assets including goodwill, rights, undertaking, uncalled capital; and (iii) letters of credit, bank accounts, future book debts, stocks, revenues, receipts and receivables.
iii. corporate guarantees provided by our Promoter and our Shareholder, GEVPL.
iv. assignment of rights, title, interest, benefits, claims and demands in project documents, insurance contracts, and letter of credits.
v. pledge of Equity Shares held by our Promoter in favour of lenders.

In most cases, the security created in favour of the lender is *pari passu* with other lenders.

Further, in relation to certain facilities availed by us, our Promoter has pledged certain Equity Shares in accordance with the terms and conditions of the respective financing arrangements.

c. *Prepayment*:

Prepayment of the facilities, if allowed by the relevant facility documents or made with the prior written consent of the lender, typically attracts payment of the prepayment charges as may be specified by the lender, unless such prepayment is made with prior notice to the lenders from internal accruals or by way of capital raising.

d. *Restrictive covenants:*

Under certain financing arrangements, we require the relevant lender's prior consent for carrying out certain actions including:

i. taking any action of merger, consolidation, reorganization or amalgamation.
ii. making a substantial change in the management or nature of business.
iii. a change in the promoter or dilution of promoter's shareholding or change in management control or transfer of control.
iv. entering into long term contractual arrangements, scheme of expansion or acquire assets in breach of the financial covenants.
v. undertaking guarantee obligations or selling, assigning, mortgaging or disposing any security.

e. *Events of default:*

Our facility documentation typically contain standard events of default, including:

i. breach or default of any covenants, conditions, representations or warranties.
ii. ceasing or threatening to cease carrying on the business or the relevant project under the facility documents.
iii. change in general nature of scope of the business, operations, management, or ownership.
iv. any deterioration or impairment of any security or any decline or depreciation in their value (whether actual or reasonably anticipated), which causes the security or any part of the security, in the judgement of the lender to have become unsatisfactory as to character or value.
v. litigation, arbitration or legal proceedings, suit or action of any kind which if materially determined, have a material adverse effect, is pending or threatened.
vi. modification of any approval or authorisation unacceptable to lenders, or partial or complete revocation, withdrawal, suspension or termination of such approval or authorisations as specified.

This is an indicative list and there may be additional terms that may amount to an event of default under the various financing arrangements entered into by us.

f. *Consequences of events of default:*

Upon the occurrence of an event of default under the facility documentation, among others, our lenders are entitled to:

i. appointment of nominee directors or observers on the Board.
ii. cancelling our facility.
iii. declaration of all parts of the loan together with accrued interest outstanding as immediately due and payable;
iv. enforce security interest, and enter upon or taking possession of the assets; and
v. take any legal action for the recovery of the outstanding amounts in accordance with the transaction documents.

II. Key terms of our unsecured borrowings are disclosed below:

a. *Tenor and interest rate*: The tenor of our unsecured borrowings is 10 years and the interest rate of these borrowings typically range from 10% to 12% per annum.

b. *Events of default*: Our borrowing arrangements typically contain standard events of default, including:

i. failure to comply with any of the terms/ conditions of the financing documents.
ii. cross-default.
iii. a distress, attachment, execution or other legal process is levied, enforced or sued out on or against all or any part of the assets of the Company and is not discharged or stayed within 10 days.
iv. seizure, compulsory acquisition, expropriation or nationalisation of all or a material part of the assets of the Company.
v. Company failing to make payment of amounts.

c. *Consequences of events of default*: On the happening of any of the event of default, the lender may give a notice to the Company that the borrowings will become immediately due and payable at their principal amount, together with the accrued interest.

d. *Restrictive covenants*: Our Company is not permitted to perform certain actions, including:

i. Declaration or payment of dividend.
ii. Redemption, reduction, cancellation, buying back or acquisition for any consideration any of its capital stock.

For further details of financial and other covenants required to be complied with in relation to our borrowings, see "***Risk Factors – We have substantial indebtedness and may not be able to meet our obligations under our***

current or future debt financing agreements, which may have an adverse effect on our business, prospects, financial condition and results of operations." on page 28.

For details of the outstanding borrowings of our Subsidiaries SGPL and SGIL, as of September 30, 2017, see "***SGPL's Financial Statements***" and "***SGIL's Consolidated Financial Statements***" on pages 357 and 448, respectively.

SECTION VI – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings involving our Company, Subsidiaries, Group Companies, Promoter or Directors; (ii) outstanding actions taken by statutory or regulatory authorities involving our Company, Subsidiaries, Group Companies, Promoter or Directors; and (iii) outstanding claims involving our Company, Subsidiaries, Group Companies, Promoter or Directors for any direct and indirect tax liabilities; (iv) inquiries, inspections or investigations initiated or conducted under the Companies Act 2013 against our Company or Subsidiaries, pending or taken, during the last five years immediately preceding the year of filing of this Draft Red Herring Prospectus; and prosecutions filed (whether pending or not) involving our Company or our Subsidiaries; fines imposed or compounding of offences under the Companies Act 2013 by our Company and our Subsidiaries in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (v) pending defaults or non-payment of statutory dues by our Company; (vi) litigation or legal action pending or taken against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) material frauds committed against our Company, in the five years preceding the date of this Draft Red Herring Prospectus; (viii) outstanding dues to creditors of our Company as determined to be material by our Board of Directors as per the Materiality Policy in accordance with the SEBI ICDR Regulations; (ix) outstanding dues to micro, small and medium enterprises and other creditors; (x) outstanding litigation involving any other person whose outcome could have a material adverse effect on the position of our Company; and (xi) outstanding litigations as determined to be material by our Board of Directors as per the Materiality Policy in accordance with the SEBI ICDR Regulations. Further, there are no pending proceedings initiated for economic offences or defaults against our Company in respect of dues payable.

Pursuant to the SEBI ICDR Regulations and the Materiality Policy adopted by our Board of Directors on February 19, 2018, for the purposes of disclosure, all pending litigation involving our Company, Subsidiaries, Group Companies, Promoter or Directors, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending matter is in excess of 2.5% of consolidated net worth of the Company as per the latest restated consolidated financial statements for the latest fiscal year included in this Draft Red Herring Prospectus (i.e. as of March 31, 2017), being ₹ 624.53 million, or any such litigation, an adverse outcome of which would materially and adversely affect our Company's business, prospects, operations, financial position or reputation , irrespective of the amount involved in such litigation.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. LITIGATION INVOLVING OUR COMPANY

A. Pending action by statutory or regulatory authorities against our Company

1. The Joint Commissioner of Labour and Cess Assessing Officer under the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Building and Other Construction Workers Welfare Cess Rules, 1988 ("**Building Cess Act**") issued a notice dated May 30, 2011 (the "**Notice**") to our Company directing that our Company should apply for registration under section 7 of the Building Cess Act in relation to the TPCIL Power Plant and consequently remit 1% of bills (being ₹ 426.70 million) to its contractors. Subsequently, our Company filed a writ petition on March 18, 2015 against the state of Andhra Pradesh and five others against the Notice before the High Court of Judicature at Hyderabad ("**Hyderabad High Court**") contending that the Building Cess Act is not applicable to the TPCIL Power Plant as the TPCIL Power Plant is registered as a factory in terms of the Factories Act, 1948 and sought that the Notice be declared arbitrary and unconstitutional. An order dated April 28, 2015 of the Hyderabad High Court granted an interim stay in favour of the Company. The matter is pending before the Hyderabad High Court.

B. Tax proceedings against our Company

Set forth below are details of the tax proceedings initiated against our Company:

(*in ₹ million*)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (to the extent ascertainable)
Direct tax		
Income Tax	6	288. 42

C. Other material outstanding litigation involving our Company

Material outstanding litigation against our Company

1. Bezavada Govinda Reddy filed a writ petition against our Company, SGPL and others before the Hyderabad High Court on May 16, 2011, seeking that the respondents be restrained from proceeding with the construction of the thermal power plants, alleging, among others, that such construction would cause environmental pollution. Further, the petitioner sought an investigation and a status report with regard to such investigation on the alleged irregularities in relation to the acquisition of the land on which the thermal power plants are located.The matter is pending before the Hyderabad High Court.

2. Duvvuri Rama Subha Reddy and Gundala Subramanyam Reddy filed a writ petition against our Company, SGPL and others before the Hyderabad High Court on July 12, 2011 alleging that our Company and SGPL and others had not complied with environmental guidelines and sought that the action of government authorities granting permission to establish power plants in a cluster in Nellore district, without assessing and preparing a comprehensive environmental pollution index, be declared as illegal and unconstitutional. The respondents further sought that permissions granted with respect to the establishment of such power plants be set aside or modified, including the permissions and approvals granted to our Company and SGPL. The matter is pending before the Hyderabad High Court.

D. Material outstanding litigation by our Company

1. Our Company filed a petition against the Southern Power Distribution Company of Telangana before the CERC under section 79 of the Electricity Act, 2003 read with Article 10 of the 500 MW PPA. This petition was filed by our Company to seek compensation of ₹ 410.60 million on account of changes in law that resulted, among others, in increase of royalty on coal, clean energy cess and customs duty. Pursuant to an order dated December 20, 2016, the CERC kept the admission of the petition in abeyance till the Hyderabad High Court decides the question of jurisdiction of the CERC which is currently *sub-judice*. The matter is currently pending before the CERC.

2. The Power Grid Corporation of India Limited ("**PGCIL**") issued an invoice demanding ₹ 89.46 million dated September 22, 2016 on our Company claiming transmission charges under the Central Electricity Regulatory Commission (Sharing of Inter State Transmission Charges and Losses) Regulations, 2010 ("**Connectivity Regulations**"). Thereafter, the Company filed a petition before the CERC seeking a declaration that no transmission charges were payable for termination of the medium term open access, i.e. the right to use inter-state transmission system for a period exceeding three months but not exceeding three years, granted to the Company by PGCIL. The Company contended that under the Connectivity Regulations, transmission charges were payable on relinquishment of the medium term open access, but not upon termination. By an order dated October 30, 2017, the CERC found that the Company is liable to pay the transmission charges to PGCIL. The Company preferred an appeal against the order dated October 30, 2017 before the APTEL on December 11, 2017. The matter is currently pending before the APTEL.

E. Outstanding dues to small scale undertakings or any other creditors

As of September 30, 2017, we have 122 creditors. For further details, see www.sembcorpenergyindia.com.

As per the Materiality Policy, creditors to whom an amount exceeding ₹ 219.06 million, which is 10% of our total consolidated trade payables for the period ending September 30, 2017, was outstanding, were considered 'material' creditors. Based on the above, there are two material creditors of our Company as on September 30, 2017 to whom an aggregate amount of ₹ 838.46 million or more was outstanding on such date.

Based on information available with our Company, there are no dues outstanding to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as of September 30, 2017.

Information provided on the website of the Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.sembcorpenergyindia.com, would be doing so at their own risk.

II. LITIGATION INVOLVING OUR SUBSIDIARIES

SEMBCORP GAYATRI POWER LIMITED ("SGPL")

A. Pending action by statutory or regulatory authorities against SGPL

1. The Collector and District Registrar, Registration and Stamps Department, Gudur, issued a notice dated August 4, 2015 ("**Stamp Duty Notice**") to SGPL stating that as per the provisions of Article 6(B) of Schedule I-A the Indian Stamp Act, 1899, the appropriate stamp duty payable on the agreement for civil construction and erection works entered into between SGPL and NCC Limited ("**EPC Contract**") was ₹ 670.00 million and ordered SGPL to pay the deficit stamp duty of ₹ 670.00 million in relation to the EPC Contract. SGPL responded to the Stamp Duty Notice stating, among others, the EPC Contract was in relation to the construction and erection of a thermal power project, hence there was no element of transfer of interest or creation of interest in immovable property by one party to another, as alleged in the Stamp Duty Notice. SGPL sought the withdrawal of the Stamp Duty Notice on these grounds. The matter is currently pending.

2. The Joint Commissioner of Labour and Cess Assessing Officer under the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Building and Other Construction Workers Welfare Cess Rules, 1988 ("**Building Act**") had issued a notice dated April 25, 2013 (the "**Notice**") to SGPL directing that SGPL should apply for registration under section 7 of the Building Act in relation to the SGPL Power Plant and consequently, remit1% of the construction cost as cess under the Building Act. Subsequently, SGPL filed a writ petition on June 12, 2015 against the state of Andhra Pradesh and five others against the Notice before the Hyderabad High Court contending that the Building Act was inapplicable to SGPL as SGPL is registered as a factory in terms of the Factories Act, 1948 and sought that the Notice be declared arbitrary and unconstitutional. An interim order dated May 8, 2013 of the Hyderabad High Court was passed in favour of SGPL. The matter is pending before the Hyderabad High Court.

B. Tax proceedings involving SGPL

Set forth below are details of the tax proceedings initiated against SGPL.

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (to the extent ascertainable)
Direct tax		
Income Tax	3	97.05

C. Other material outstanding litigation involving SGPL

Material outstanding litigation against SGPL

1. Bezavada Govinda Reddy filed a writ petition against SGPL and others before the Hyderabad High Court on May 16, 2011. For further details see - "***Litigation Involving our Company - Other Material Litigation involving our Company - Material Outstanding Litigation against our Company"*** on page 622.

2. Duvvuri Rama Subha Reddy and Gundala Subramanyam Reddy filed a writ petition against SGPL and others before the Hyderabad High Court on April 23, 2012. For further details see - "***Litigation Involving our Company - Other Material Litigation involving our Company - Material Outstanding Litigation against our Company"*** on page 622.

3. 13 residents of Nellore ("**Plaintiffs**") filed a plaint against SGPL and others before the Additional District Judge, Nellore alleging that they are the legal heirs of the owners of certain parcels of land situated at Anantapuram village majority of which are currently forming part of the SGPL Power Plant and sought for partition of the disputed property in two equal shares and allotment of each such share for separate possession of each of the Plaintiffs. SGPL refuted these allegations claiming that the property was purchased by SGPL from the rightful owners. The matter is currently pending before the Additional District Judge, Nellore.

4. Nellipudi Audiah and others filed a plaint against SGPL and others before the Additional District Judge, Nellore for which the SGPL received a suit notice dated April 17, 2107, alleging that their property in Anathapuram village of Gudur Mandal was their ancestral property and is in the illegal possession of SGPL. Accordingly, the petitioners have prayed for a declaration of their right and title to the property and for an order to vacate such property. The matter is currently pending before the Additional District Judge, Nellore. For further details see – "***Litigation Involving our Company - Other Material Litigation involving our Company – Material Outstanding Litigation against our Company***" on page 622.

5. Arbitration proceeding is pending between NCC Limited ("**NCCL**") and NCC Power Projects Limited, now known as SGPL, before a three member arbitration tribunal. NCCL was appointed as an engineering – procurement – construction contractor by SGPL for the purposes of setting up a power plant. Due to certain disputes, NCCL invoked arbitration and filed claims involving an amount of ₹ 12,010.07 million. Further, SGPL filed its defence statement and also a counter-claim involving a sum of ₹10,026.00 million and USD$ 9.04 million. During the pendency of the arbitration, SGPL encashed bank guarantees amounting to ₹ 2,915 million issued by NCCL in respect of the SGPL Power Plant. Subsequently, NCCL filed an application seeking amendment to the claim statement and has sought to raise its claim to ₹15,579.16 million plus goods and services tax and consequential claims. SGPL has filed its reply to the amendment application, however the amendment application has not been allowed till now and is pending adjudication. Further, NCCL has filed its reply to counter-claims and SGPL has been granted time till March 17, 2018 to file its rejoinder to the same. The last procedural order in this matter was passed by the arbitral tribunal on December 21, 2017 and the matter is pending for hearing on February 26, 2018.

SEMBCORP GREEN INFRA LIMITED ("SGIL")

A. Outstanding criminal litigation involving SGIL

Outstanding criminal litigation by SGIL

SGIL filed a criminal complaint against Aadhev Impex Private Limited ("**Aadhev**") with the Saket Police Station, New Delhi on October 24, 2016 in respect of the licensed premises situated at 2nd Floor, Tower no. 2, NBCC Plaza, Pushp Vihar, Saket, New Delhi – 110017 (the "**Premises**") alleging that Aadhev had trespassed the Premises. SGIL had entered into a leave and license agreement for the Premises with Future Metals Private Limited ("**Future**"). However, there was a dispute over the ownership of the Premises between Future and Aadhev. SGIL filed a suit on March 18, 2016 before the District Court, Saket against Future, Aadhev and Jitendra Kumar Tyagi, Investigating Officer, Crime Cell, Noida for declaration of the status and right of SGIL as a tenant of the lawful owners of the Premises, and sought a mandatory injunction for adjustment of the security deposit of the Premises against the future rentals. SGIL also sought protection from forcible dispossession from the Premises. The criminal complaint and the civil suit are both currently outstanding.

B. Tax proceedings involving SGIL

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (to the extent ascertainable)
Direct tax		
Income Tax	3	1,146.85

C. Other material outstanding litigation involving SGIL

1. Material outstanding litigation by SGIL

Multiple project subsidiaries of SGIL ("**Special Purpose Vehicles**" or "**SPVs**") had served notices upon REGEN Powertech Private Limited and REGEN Infrastructure Services Private Limited (together the "**REGEN Entities**") for various defaults committed under the respective operations and maintenance agreements entered into with REGEN entities. After expiry of the cure period, the REGEN Entities failed to cure defaults and the SPVs served termination notices upon the REGEN Entities. Upon termination, the REGEN Entities shut down operations of the turbines at various sites, removed important accessories from turbines and obstructed access to the sites. SGIL and its subsidiaries further encashed bank guarantees for projects at Budh, Rojwas and Dalot for contractual defaults under the wrap contracts. Pending resolution of disputes, the REGEN Entities moved applications seeking interim relief under section 9 of the Arbitration and Conciliation Act, 1996 before the High Court of Delhi ("**Delhi High Court**") seeking reversal of the monies received by the SPVs by encashing such bank guarantees. The relevant SPVs also moved applications seeking interim relief against the REGEN Entities seeking the removal of REGEN Entities at the various project sites, and injunctions were sought against the REGEN Entities to prevent them from obstructing the SPV's access to these sites. The Delhi High Court had passed interim orders granting injunctions in favour of the SPVs, allowing the SPVs to operate the sites themselves without support from the REGEN Entities, whereas in respect of projects with shared infrastructure, the REGEN Entities have been permitted to operate the sites on existing contractual terms until disputes are settled through arbitration. Pursuant to an order dated December 18, 2017 of the Delhi High Court, certain consent terms were agreed upon between the REGEN Entities and certain of our SPVs, being GIWEL, MREPL, GIWSL and GIWFAL recorded by the Delhi High Court, stating, among others, that pending the completion of the arbitration proceedings, the parties would comply with, among others, the terms and conditions and standards provided under the Operations and Management Agreement dated May 30, 2012 and Maintenance Agreement dated May 30, 2012 with respect to availability, energy generation, operation and maintenance of WTGs and associated civil and electrical infrastructure. The matter is currently pending against before the Delhi High Court.

REGEN Powertech Private Limited invoked arbitration proceedings against GIWEL on February 20, 2018 under the Wrap Agreement dated August 12, 2015 entered into between GIWEL and the REGEN Entities, on the grounds that performance bank guarantees were wrongfully invoked, encashed and proceeds thereof were misappropriated by GIWEL without any prior notice of default being served upon REGEN and claiming dues of approximately ₹ 206.50 million. Subsequently, GIWEL, GIWEAL, GIWGL and GIWPPL initiated arbitration proceedings against the REGEN Entities on February 21, 2018 for various defaults committed under the respective operations and maintenance agreements entered into with REGEN entities claiming total losses of approximately ₹ 3,683.00 million.

Further certain SPVs, being GIBTVL, GIWETL and GIWPTL have filed applications under section 9 of the Arbitration and Conciliation Act, 1996 on February 20, 2018 before the Madras High Court seeking, among others, that the REGEN Entities be directed to hand over the possession of the WEGs at Bhud, Maharashtra, and Theni, Tamil Nadu, continue to perform all obligations under the relevant Shared Services Agreement for the operational lives of the relevant projects and also sought an injunction against the REGEN Entities restraining them from obstructing the access of the SPVs to the project premises. These applications are pending before the Madras High Court.

2. SGIL filed a suit on March 18, 2016 before the District Court, Saket against Future Metals Private Limited, Aadhev Impex Private Limited and Jitendra Kumar Tyagi, Investigating Officer, Crime Cell, Noida for declaration of the status and right of SGIL as a tenant of the lawful owners of the premises located at 2ndFloor, Tower no. 2, NBCC Plaza, Pushp Vihar, Saket, New Delhi – 110017, and sought a mandatory injunction for adjustment of the security deposit of the Premises against the future rentals. For further details, see – ***"Litigation Involving our Subsidiaries – Sembcorp Green Infra Limited – Outstanding criminal litigation involving SGIL – Outstanding criminal litigation by SGIL"*** above.

GREEN INFRA BTV LIMITED ("GIBTVL")

A. Pending action by statutory or regulatory authorities against GIBTVL

1. The Government of Tamil Nadu, the District Collector and others issued demand notices to GIBTVL

directing GIBTVL to (i) apply for approval under the Tamil Nadu Panchayats Act, 1994 and the Tamil Nadu Panchayat Building Rules, 1997 and (ii) pay property tax and fees for planning permission. GIBTVL filed writ petitions before the High Court of Judicature at Madras (Madurai Bench) ("**Madras High Court**") seeking issue of a writ of *certiorarified mandamus* to quash the demand notices and to prevent the respondents from interfering with the functioning of the WEGs in these villages. The matter is pending before the Madras High Court.

2. The President, Srirengapuram, Theni District issued a demand notice to GIBTVL directing GIBTVL to (i) apply for approval under the Tamil Nadu Panchayat Building Rules, 1997 and (ii) pay building tax in accordance with government order no. 255 dated December 13, 1999 issued by the Rural Department. GIBTVL filed a writ petition before the Madras High Court seeking issue of a writ of *certiorarified mandamus* to quash the demand notices and to prevent the respondents from interfering with the functioning of the WEGs in the village. The matter is pending before the Madras High Court.

3. The Chief Electrical Inspector, Government of Tamil Nadu issued a letter dated November 1, 2012 to GIBTVL, directing GIBTVL to pay electricity tax towards the consumption of electricity by its captive generating plants for the period between September 2010 to March 2011. Subsequently, GIBTVL filed a petition before the Madras High Court requesting that the demand be quashed as the electricity was consumed by the captive consumers and not by GIBTVL. The matter is pending before the Madras High Court.

4. Pursuant to the letters dated August 8, 2013 and January 23, 2014, GIBTVL was directed to pay electricity tax of ₹ 0.96 million due in respect of the consumption of WEG energy adjusted in the bills of the captive consumers of GIBTVL for the period from April 2011 until September 2011 including penal interest at the rate of 12% for this period. GIBTVL filed a petition dated July 7, 2014 before the Madras High Court requesting that a writ of certiorari be issued and the proceedings initiated by the Electrical Inspector be quashed. By its order dated August 7, 2014, the High Court disposed of the petition based on the averment of the Electrical Inspector that it will initiate assessment proceedings and the demand notice dated January 23, 2014 shall be kept in abeyance. No further communication has been received.

B. Tax Proceedings involving GIBTVL

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (to the extent ascertainable)
Indirect tax		
Value Added Tax	2	1.72
Direct Tax		
Income Tax	2	8.27

C. Material outstanding litigation involving GIBTVL

Material outstanding litigation by GIBTVL

1. GIBTVL served notices upon REGEN Entities for various defaults committed under the respective operations and maintenance agreements. For further details see -"***Litigation Involving our Subsidiaries - Material Outstanding Litigation involving SGIL"*** above.

GREEN INFRA RENEWABLE ENERGY LIMITED ("GIREL")

A. Material outstanding litigation involving GIREL

Material outstanding litigation against GIREL

1. S. Patchaimal filed a writ petition before the Madras High Court (Madurai Bench) against GIREL and others on November 19, 2017 alleging that GIREL constructed windmills on a land which were adjoining his land on which he was carrying out stone quarrying work without seeking prior permission or giving prior notice as required under the Tamil Nadu Minor Minerals Act, 1959 and the Tamil Nadu Minor Minerals Concession Rules, 1959. He has sought an order of interim injunction precluding GIREL from installing any windmill without obtaining prior permission from the commissioner / block development

officer, Tuticorin district. Pursuant to an order dated December 14, 2017, the Madras High Court (Madurai Bench) issued an interim injunction against GIREL. The matter is pending before the Madras High Court (Madurai Bench).

GREEN INFRA WIND ENERGY THENI LIMITED ("GIWETL")

A. Pending action by statutory or regulatory authorities against GIWETL

1. The President, Kamatchipuram Panchayat and the President, Veppampatti Panchayat issued demand notices to GIWETL directing GIWETL to apply for approval under the Tamil Nadu Panchayat Act, 1994 and Tamil Nadu Building Rules, 1997 and pay property taxes for an amount equivalent to 1% of the cost of construction based on the capacity of the WEG in accordance with the Tamil Nadu Village Panchayat Assessment and Collection of Taxes, 1999. GIWETL filed writ petitions before the Madras High Court seeking issue of a writ of *certiorarified mandamus* to quash the demand notices and to prevent the respondents from interfering with the functioning of the WEGs in these villages. The matter is pending before the Madras High Court.

2. The Government of Tamil Nadu, the District Collector and others issued demand notices to GIWETL directing GIWETL to (i) apply for approval under the Tamil Nadu Panchayat Building Rules, and (ii) pay property tax of an amount equal to 1% of the cost of construction on the basis of capacity of the WEG in accordance with Rule 16 of the Tamil Nadu Village Panchayat Assessment and Collection of Taxes Rules, 1999 GIWETL filed writ petitions before the Madras High Court seeking issue of a writ of *certiorarified mandamus* to quash the demand notices and to prevent the respondents from interfering with the functioning of the WEGs in these villages. The matter is pending before the Madras High Court.

B. Material outstanding litigation involving GIWETL

Material outstanding litigation by GIWETL

1. GIWETL had served notices upon REGEN Entities for various defaults committed under the respective operations and maintenance agreements. For further details see – "***Litigation Involving our Subsidiaries - Material Outstanding Litigation involving SGIL***" above.

GREEN INFRA WIND POWER ENERGY LIMITED ("GIWPEL")

A. Pending action by statutory or regulatory authorities against GIWPEL

1. The Jilla Panchayat Office, Hebbalu, Devangere district ("**Panchayat**") issued a notice to GIREL on February 2, 2018 claiming ₹ 15.40 million as tax for the period from 2007 to 2018 as GIREL had allegedly installed 22 wind mills without obtaining requisite permission from the Panchayat and failed to pay tax under the Karnataka Grama Swaraj and Panchayath Raj Act, 1993. The matter is currently pending.

GREEN INFRA WIND SOLUTIONS LIMITED ("GIWSL")

A. Pending action by statutory or regulatory authorities against GIWSL

1. The Joint Commissioner of Labour – Zone IV, Kurnool issued a notice dated November 16, 2017 under the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Building and Other Construction Workers Welfare Cess Act, 1996 and the Building and Other Construction Workers Welfare Cess Rules, 1988 directing GIWSL to remit 1% of the cost of the project (estimated at ₹ 2970.00 million) as cess. The matter is currently pending.

GREEN INFRA WIND POWER PROJECTS LIMITED ("GIWPPL")

A. Pending action by statutory or regulatory authorities against GIWPPL

1. The Senior Audit Officer, Theni Electricity Distribution Circle ("**Senior Audit Officer**") issued a notice to GIWGL and GIWPPL on December 14, 2014 alleging that the annual consumption of certain captive consumers for Fiscal 2013 was not consistent with their shareholding in GIWGL and GIWPPL, respectively. Accordingly, the sale of electricity to such captive consumers was not in compliance within

the permissible limits of TANGEDCO and would be treated as sale to TANGEDCO and 50% cross subsidy charge would be levied. The Senior Audit Officer made a total demand of ₹ 70.55 million that was payable to the Theni Electricity Distribution Circle. GIWGL responded to the notice on December 15, 2014 stating that they had supplied power to their group captive customers within the permissible limits and requesting the withdrawal of the demand of ₹70.55 million made by the Senior Audit Officer. Pursuant to a letter dated January 23, 2015, TANGEDCO accepted the representation made by GIWGL and requested the Senior Audit Officer to drop the demand. No further communication has been received from the Senior Audit Officer.

B. Material outstanding litigation involving GIWPPL

Material outstanding litigation by GIWPPL

1. The CERC had notified the CERC (Terms and Conditions for Recognition and Issuance of Renewable Energy Certificate for Renewable Energy Generation) Regulations ("**CERC Regulations**") in 2010 pursuant to which a renewable energy certificate ("**REC**") would be issued to a renewable energy project upon fulfilment of certain eligibility criteria. This process comprised three stages namely eligibility, registration and finally certification. It was, however, ambiguous from the words of the CERC Regulations if the REC could be issued post commissioning of an eligible project, or would registration of the project under the CERC Regulations be a mandatory condition precedent to the issuance of an REC. GIWPPL, together with two other companies engaged in the renewable energy business, had filed a petition before the CERC seeking a declaration that the commissioning of a project was sufficient to obtain the REC, which was dismissed by an order of the CERC dated May 7, 2013. GIWPPL, and the two other companies, preferred an appeal against such order of the CERC before the APTEL, where the matter was decided in their favour by an order dated November 28, 2014. Subsequently, an appeal was filed by CERC in the Supreme Court of India ("**Supreme Court**") against the order of the APTEL. The matter is pending before the Supreme Court.

2. Tamil Nadu Generation and Distribution Corporation Limited ("**TANGEDCO**") directed certain wind power generators to switch off WEGs for grid safety during the monsoons as high frequency transmission was dangerous to the generating units and could result in grid collapse. For further details, see "***Litigation Involving our Subsidiaries – Material Outstanding Litigation involving GIWGL – Material Outstanding Litigation by GIWGL***" above.

3. GIWPPL had served notices upon REGEN Entities for various defaults committed under the respective operations and maintenance agreements. For further details see – "***Litigation Involving our Subsidiaries- Material Outstanding Litigation involving SGIL"*** above.

GREEN INFRA WIND FARMS LIMITED ("GIWFL")

A. Material outstanding litigation involving GIWFL

Material outstanding litigation by our Company

1. Tamil Nadu Generation and Distribution Corporation Limited ("**TANGEDCO**") directed certain wind power generators to switch off WEGs for grid safety during the monsoons as high frequency transmission was dangerous to the generating units and could result in grid collapse. For further details, see "***Litigation Involving our Subsidiaries – Material Outstanding Litigation involving GIWGL – Material Outstanding Litigation by GIWGL***" above.

GREEN INFRA CORPORATE WIND LIMITED ("GICWL")

A. Material outstanding litigation involving GICWL

Material outstanding litigation by GICWL

1. Pursuant to the issuance of the general tariff order no. 1 of 2010 dated January 30, 2010 issued by GERC, GICWL and GIWPL had filed a petition before the GERC in 2012 seeking a declaration that they were entitled to adjustment in the general tariff to keep the tariff components intact and seeking a consideration of the effects of GICWL not having availed accelerated tariff despite being covered in the generation

based incentive scheme. By an order dated June 13, 2014, the GERC held that GICWL's petition was maintainable. GUVNL subsequently filed an appeal against such order before the APTEL seeking a stay on the proceedings before the GERC. By an order dated September 3, 2014, the APTEL refused to grant a stay on the proceedings before the GERC. Subsequently, by a judgment dated September 28, 2015, APTEL dismissed the appeal and ordered that the petition would be disposed of on merits by GERC. GUVNL filed an appeal before the Supreme Court aggrieved by the order of the APTEL. The matter is currently pending before the Supreme Court.

GREEN INFRA WIND POWER LIMITED ("GIWPL")

A. Material outstanding litigation involving GIWPL

Material outstanding litigation by GIWPL

1. Pursuant to the issuance of the general tariff order no. 1 of 2010 dated January 30, 2010, GIWPL had filed a petition before the GERC in 2012 seeking a declaration that they were entitled to adjustment in the general tariff to keep the tariff components intact and seeking a consideration of the effects of GICWL not having availed accelerated depreciation benefits despite being covered in the generation based incentive scheme. For further details see – "***Litigation Involving our Subsidiaries- Green Infra Corporate Wind Limited – Pending action by statutory or regulatory authorities against GICWL"*** above.

GREEN INFRA WIND FARM ASSETS LIMITED ("GIWFAL")

A. Pending action by statutory or regulatory authorities against GIWFAL

GIWFAL filed an appeal against an order of the APTEL dated August 13, 2015. GIWFAL had earlier filed a petition before the RERC in relation to a tariff order dated September 7, 2012 which stated that both tariffs with and without availing higher depreciation benefit would be valid ("**Tariff Order**"). GIWFAL had executed a power purchase agreement with Jaipur Vidyut Vitran Nigam Limited ("**JVVNL**") prior to the issue of the Tariff Order and therefore declined to pay higher tariff rate. GIWFAL had approached the RERC seeking higher tariff rates and an increase in the term of the power purchase agreement. The RERC rejected the former prayer of GIWFAL, aggrieved by which GIWFAL appealed before APTEL, which *vide* its order dated August 13, 2015 rejected GIWFAL's contentions. The matter is pending before the Supreme Court.

B. Tax proceedings involving GIWFAL

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (to the extent ascertainable)
Direct tax		
Income Tax	1	Nil

GREEN INFRA SOLAR ENERGY LIMITED ("GISEL")

A. Pending action by statutory or regulatory authorities against GISEL

GUVNL had filed a petition before the GERC against GISEL and others seeking that the downward revision of solar tariff for the solar power producers in Gujarat was not maintainable, which plea was rejected by GERC by an order dated August 8, 2013. Subsequently, GUVNL had appealed against this order before the APTEL, where the appeal was rejected by the final order dated August 22, 2014. GUVNL has appealed before the Supreme Court, where the matter is pending.

GREEN INFRA WIND POWER THENI LIMITED ("GIWPTL")

A. Pending action by statutory or regulatory authorities against GIWPTL

The President, Seelayampatti Panchayat issued demand notices to GIWPTL, directing GIWPTL to (i) apply for approval under the Tamil Nadu Panchayat Building Rules, 1997 and (ii) pay building tax in accordance government order no. 255 dated December 13, 1999 issued by the Rural Department. GIWPTL filed a writ petition before the Madras High Court seeking issue of a writ of *certiorarified mandamus* to quash the demand notices and to prevent the respondents from interfering with the functioning of the WEGs in this village. The matter is pending before the Madras High Court.

B. Tax proceedings involving GIWPTL

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (to the extent ascertainable)
Direct tax		
Income Tax	1	Nil

C. Material outstanding litigation involving GIWPTL

Material outstanding litigation by GIWPTL

GIWPTL had served notices upon REGEN Entities for various defaults committed under the respective operations and maintenance agreements. For further details see – "***Litigation Involving our Subsidiaries- Material Outstanding Litigation involving SGIL"*** above.

GREEN INFRA WIND ENERGY PROJECT LIMITED ("GIWEPL")

A. Tax proceedings involving GIWEPL

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (to the extent ascertainable)
Direct tax		
Income Tax	1	6.76

GREEN INFRA WIND GENERATION LIMITED ("GIWGL")

A. Pending action by statutory or regulatory authorities against GIWGL

1. The Senior Audit Officer, Theni Electricity Distribution Circle ("**Senior Audit Officer**") issued a notice to GIWGL and GIWPPL on December 14, 2014 alleging that the annual consumption of certain captive consumers for Fiscal 2013 was not consistent with their shareholding in GIWGL and GIWPPL, respectively. Accordingly, the sale of electricity to such captive consumers was not in compliance within the permissible limits of TANGEDCO and would be treated as sale to TANGEDCO and 50% cross subsidy charge would be levied. The Senior Audit Officer made a total demand of ₹ 70.55 million that was payable to the Theni Electricity Distribution Circle. For further details see – ***"Litigation involving our Subsidiaries – Green Infra Wind Power Projects Limited – Pending action by statutory or regulatory authorities against GIWPPL"*** above.

2. The Government of Tamil Nadu, the District Collector and others issued demand notices to GIWGL directing GIWGL to (i) apply for approval under the Tamil Nadu Panchayat Act, 1994 and the Tamil Nadu Panchayat Building Rules, 1997 and (ii) pay property tax of an amount equal to 1% of the cost of construction on the basis of capacity of the WEG in accordance with Rule 16 of the Tamil Nadu Village Panchayat Assessment and Collection of Taxes Rules, 1999. GIWGL filed writ petitions before the Madras High Court seeking issue of a writ of *certiorarified mandamus* to quash the demand notices and to prevent the respondents from interfering with the functioning of the WEGs in these villages. The matter is pending before the Madras High Court.

3. The President, Silamalai Panchayat issued a demand notice to GIWGL, directing GIWGL to (i) apply for approval under the Tamil Nadu Panchayat Building Rules, 1997 and (ii) pay property tax of an amount equal to 1% of the cost of construction on the basis of capacity of the WEG in accordance with Rule 16 of the Tamil Nadu Village Panchayat Assessment and Collection of Taxes Rules, 1999. GIWGL filed the writ

petition before the Madras High Court seeking issue of a writ of *certiorarified mandamus* to quash the demand notice and to prevent the respondents from interfering with the functioning of WEGs in this village. The matter is pending before the Madras High Court.

4. The Government of Tamil Nadu, the District Collector and others initiated proceedings against GIWGL stating that the WEGs come within the definition of a building under the Tamil Nadu Panchayats Act, 1994 and accordingly, approval for the building plan should have been obtained under the Tamil Nadu Panchayat Building Rules, 1997 and such WEGs would be liable for tax under the Tamil Nadu Panchayat (Assessment and Collection of Taxes) Rules, 1999. GIWGL filed the writ petition before the Madras High Court (Madurai Bench) seeking issue of writ of certiorari to quash the proceedings. The matter is pending before the Madras High Court (Madurai Bench).

B. Outstanding material litigation involving GIWGL

Outstanding material litigation by GIWGL

1. The TNERC notified the Intra State Open Access Regulations, 2005 to govern open access to captive generators and third party purchasers. In 2012, the Indian Wind Power Association filed a petition before the TNERC seeking a "must run" status for wind energy generators. For further details, see – ***"Litigation involving our Subsidiaries – Green Infra Wind Power Projects Limited – Outstanding Material Litigation Involving GIWPPL – Outstanding Material Litigation by GIWPPL"*** above..

2. GIWGL had served notices upon REGEN Entities for various defaults committed under the respective operations and maintenance agreements. For further details see – "***Litigation Involving our Subsidiaries- Material Outstanding Litigation involving SGIL"*** above.

3. Tamil Nadu Generation and Distribution Corporation Limited ("**TANGEDCO**") directed certain wind power generators to switch off WEGs for grid safety during the monsoons as high frequency transmission was dangerous to the generating units and could result in grid collapse. GIWGL, GIWFL and GIWPPL and others ("**Petitioners**") filed a petition before the Tamil Nadu Electricity Regulatory Commission ("**TNERC**") seeking a direction to prevent TANGEDCO and Tamil Nadu Transmission Corporation ("**TANTRANCO**") (together, TANGEDCO and TANTRANSCO, the "**Distribution Licensees**") from issuing any orders directing the switching off of the WEGs in view of the "must run" status granted to all WEGs in Tamil Nadu. The Petitioners further sought adjustment of excess transmission charges with effect from the date of commissioning of the WEGs and compensation for loss of income on account of switching off of the WEGs. TNERC passed an order dated July 1, 2015 in favour of the Petitioners holding that the Distribution Licensees should endeavor to see that the wind energy is utilized fully by optimum scheduling at conventional power plants subject to maintenance of grid security. ("**Impugned Order**"). The Distribution Licensees preferred an appeal against the Impugned Order before the APTEL. The matter is pending before the APTEL.

GREEN INFRA WIND POWER GENERATION LIMITED ("GIWPGL")

A. Pending action by statutory or regulatory authorities against GIWPGL

1. The office of the tehsildar, Harpanhalli taluk, Harpanhalli had issued a notice dated August 23, 2017 stating than an activist under right to information had submitted an application alleging encroachment of government land by GIWPGL by the installation of a wind turbine and seeking removal of the wind turbine. GIWPGL responded to the notice pursuant to a letter dated September 6, 2017 stating that the land parcel alleged to have been encroached upon by GIWPGL, as identified in the said notice was incorrect and GIWPGL had, installed a wind turbine in the neighbouring land parcel. GIWPGL subsequently filed a suit for declaration of rights and an injunction against the Government of Karnataka, before the Civil Court (Junior Division), Harpanhalli on October 28, 2017 in respect of the parcel of land on which the wind turbine had been installed and was in operation. The matter is pending before the Civil Court (Junior Division), Harpanhalli.

2. The Superintending Engineer, Chamundeshwari Electricity Supply Corporation Limited ("**CESCL**"), issued a letter dated July 31, 2014 to GIWPGL demanding cross subsidy charge difference of ₹ 0.34 million from GIWPGL for the period from March to June 2014. GIWPGL had provided consent to wheeling of energy to its captive consumer, J.P Narayan Swamy of Bindu Constructions ("**Captive Consumer**").

According to CESCL, the Captive Consumer did not qualify as a captive unit for the purposes of the cross - subsidy surcharge. Subsequently, by letters dated August 12, 2014 and December 8, 2014, GIWPGL refuted the demand and wrote to CESCL regarding the captive unit status of the Captive Consumer and submitted the project history, shareholding and power consumption details and requested CESCL to issue necessary order/clarification in the matter. Subsequently, a letter dated January 7, 2015 was received from CESCL stating that group captive norms were not fulfilled by the Captive Consumer and therefore GIWPGL was liable to paying cross subsidiary charges and interest at 12% per annum for a total amount of ₹ 0.36 million. GIWPGL responded to this letter on January 13, 2015 reiterating their earlier arguments and stating that the demand for ₹ 0.36 million was unwarranted and unlawful, which was responded to by CESCL by a letter dated February 6, 2015 reasserting its stance taken in the letter dated January 7, 2015 and demanding payment of ₹ 0.36 million. Subsequently, by a letter dated March 17, 2015, GIWPGL replied to CESCL's letter dated February 6, 2015, refuting the demand for ₹ 0.36 million on the same grounds as earlier taken in its letter dated January 13, 2015 to which no further communication has been received from CESCL.

GREEN INFRA CORPORATE SOLAR LIMITED ("GICSL")

B. Outstanding material litigation involving GICSL

Outstanding material litigation against GICSL

1. Shri Meghpuja Sarvajanik Charitable Trust had filed a writ petition before the Gujarat High Court, against the state of Gujarat and three private wind power developers including GICSL, on the grounds of breach of environmental norms, guidelines, laws and regulations in allotment of village lands to private developers for wind power projects, encroachment of private farming fields of local farmers and shepherds, and the installation of wind power assets without undergoing requisite public consultation processes. The petition sought an order directing appropriate authorities to grant grazing land to local villagers, cancellation of lease / sub- lease granted to private developers for wind power projects, demarcation of lands leased and sub – leased to private developers and an order directing the local governmental authority to restrain private developers from carrying on private activities at the site. This matter is pending before the Gujarat High Court.

GREEN INFRA SOLAR FARMS LIMITED ("GISFL")

A. Pending action by statutory or regulatory authorities against GISFL

1. The Office of the Regional Joint Labour Commissioner issued a notice stating that as GISFL is registered under the Building and other Construction Workers' (Regulation of Employment and Conditions of Service) Act, 1996, it is required to deposit 1% of the cost of construction with the Workmen Welfare Board and submit certain information to the Cess Assessment Officer, in accordance with the provisions of the Building and Other Construction Workers' Welfare Cess Act, 1996. The commissioner has further stated that GISFL has not submitted the information to the Cess Assessment Officer and accordingly, the amount of tax deposited by GISFL in this regard cannot be determined. GISFL has been directed to submit the relevant information within 15 days from the receipt of the notice, failing which action for recovery of cess shall be taken. Pursuant to a letter dated September 19, 2014, GISFL responded to the Cess Assessment Officer. No further communication has been received.

2. The Office of the Regional Joint Labour Commissioner has stated that GISFL has not submitted the annual return required under the provisions of the Building and other Construction Workers' Welfare Cess Act, 1996. Accordingly, the commissioner has directed GISFL to submit the annual return within 15 days from the date of receipt of the notice, failing which proceedings shall be initiated against GISFL. Pursuant to a letter dated September 19, 2014, GISFL responded to the Cess Assessment Officer. No further communication has been received.

GREEN INFRA SOLAR PROJECTS LIMITED (“GISPL”)

B. Pending action by statutory or regulatory authorities against GISPL

1. The Office of the Regional Joint Labour Commissioner issued a notice stating that as GISPL is registered under the Building and other Construction Workers’ (Regulation of Employment and Conditions of Service) Act, 1996, it is required to deposit 1% of the cost of construction with the Workmen Welfare Board and submit certain information to the Cess Assessment Officer, in accordance with the provisions of the Building and Other Construction Workers’ Welfare Cess Act, 1996. The commissioner has further stated that GISPL has not submitted the information to the Cess Assessment Officer and accordingly, the amount of tax deposited by GISPL in this regard cannot be determined. GISPL has been directed to submit the relevant information within 15 days from the receipt of the notice, failing which action for recovery of cess shall be taken. Pursuant to a letter dated September 19, 2014, GISPL has responded to the Cess Assessment Officer. No further communication has been received.

2. The Office of the Regional Joint Labour Commissioner has stated that GISPL has not submitted the annual return required under the provisions of the Building and other Construction Workers’ Welfare Cess Act, 1996. Accordingly, the commissioner has directed GISPL to submit the annual return within 15 days from the date of receipt of the notice, failing which proceedings shall be initiated against GISPL. Pursuant to a letter dated September 19, 2014, GISPL has responded to the Cess Assessment Officer. No further communication has been received.

GREEN INFRA WIND ENERGY LIMITED (“GIWEL”)

A. Outstanding material litigation involving GIWEL

Outstanding material litigation against GIWEL

1. REGEN Powertech Private Limited initiated arbitration proceedings against GIWEL on February 20, 2018. For further details, see “***Litigation Involving our Subsidiaries - Material Outstanding Litigation involving SGIL- Material outstanding Litigation by SGIL”*** above.

Outstanding material litigation by GIWEL

1. GIWEL filed an application under section 9 of the Arbitration and Conciliation Act, 1996 on February 20, 2018 before the Madras High Court. For further details, see “***Litigation Involving our Subsidiaries - Material Outstanding Litigation involving SGIL - Material outstanding Litigation by SGIL”*** above.

GREEN INFRA WIND ENERGY ASSETS LIMITED (“GIWEAL”)

A. Outstanding material litigation involving GIWEAL

Outstanding material litigation by GIWEAL

1. GIWEAL had served notices upon REGEN Entities for various defaults committed under the respective operations and maintenance agreements. For further details see – “***Litigation Involving our Subsidiaries - Material Outstanding Litigation involving SGIL - Material outstanding Litigation by SGIL”*** above.

III. LITIGATION INVOLVING OUR GROUP COMPANIES

GAYATRI PROJECTS LIMITED (“GPL”)

A. Outstanding criminal litigation involving GPL

Outstanding criminal litigation by GPL

1. GPL filed a complaint against CEEBUILD Company Private Limited and others before the Additional Chief Metropolitan Magistrate, Nampally, alleging among others, forgery, cheating and criminal breach of

trust on account of issuance of fabricated invoices and obtaining ₹ 3.30 million from GPL. The matter is currently pending before the Additional Chief Metropolitan Magistrate, Nampally.

2. GPL filed a criminal complaint against Saibhya Oceanics Private Limited and its directors before Additional Chief Metropolitan Magistrate, Nampally, Hyderabad in relation to dishonour of cheque under Section 138 of the Negotiable Instruments Act, 1881. The matter is currently pending.

B. Pending action by statutory or regulatory authorities against GPL

1. The Municipal Adminstration and Urban Department, Hyderabad (the "**Department**") directed that GPL was required to obtain valid permit for the purposes of constructed summer storage tank at Repalle. In the event such permit is not obtained, the Department stated that a one-time penalty would be imposed on GPL and additional seigniorage charge would be payable in terms of the agreement between the Department and GPL. Subsequently, GPL filed a writ petition before the Hyderabad High Court against the Department and an interim direction was issued by the Hyderabad High Court pursuant to which the Department was directed not to recover any penalty and additional seigniorage charge. The total amount involved in the matter is ₹ 2.30 million. The matter is currently pending before the Hyderabad High Court.

2. The Principal Secretary, Labour Department, Hyderabad (the "**Department**") initiated proceedings directing that GPL fell within the Building and Other Construction Works (Regulation of Employment and Conditions of Service) Act, 1996 and the Building and Other Construction Workers Welfare Cess Act, 1996 in relation to certain construction works undertaken by GPL and consequently demanded 1% of the bills to be paid as cess. Subsequently, GPL filed a writ petition before the Hyderabad High Ccourt against the Department and obtained interim orders. The total amount involved in the matter is ₹ 1.5 million. The matter is currently pending before the Hyderabad High Court.

3. The Assistant Director of Mines and Geology, Hyderabad (the "**Director**") issued a show cause notice dated July 20, 2010 seeking an explanation from GPL on why action should not be taken for collection of seigniorage fee with penalty for the differential quantity of mineral dispatched to GPL without a valid permit. Subsequently, the Director issued a demand notice dated April 6, 2011 towards seigniorage fee and penalty for dispatching stone and metal from the quarry area without a valid permit. The total amount involved in the matter is ₹ 133.38 million. GPL has filed a response to the notices issued by the Director.

C. Tax proceedings involving GPL

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (to the extent ascertainable)
Indirect tax		
Custom Duty	1	5.40

D. Outstanding material litigation involving GPL

Outstanding material litigation by GPL

1. GPL has filed a writ petition before the Hyderabad High Court against the government of Andhra Pradesh and others on account of deduction of labour cess from its bills in connection with the construction of a storage tank at Repalle, contending that deduction of labour cess was not included in its work estimates in terms of the agreement. The Hyderabad High Court has passed an order directing the respondents to include labour cess in the agreement and releasing the bills as per the revised work estimates. The amount involved in this matter is ₹ 1.50 million. The matter is currently pending before the Hyderabad High Court.

GAYATRI HI-TECH HOTELS LIMITES ("GHHL")

A. Pending action by statutory or regulatory authorities against Gayatri Hi-Tech Hotels Limited ("GHHL")

1. The regional provident fund commissioner ("**RPFO**") passed an order against Gayatri Hi-tech Hotels Limited ("**GHHL**"), under sections 7Q and 14B of the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, imposing damages and interest amounting to ₹ 3.31 million for the period from 2006 to 2014 owing to defaults in payment of employee provident fund dues, and demanded the payment of the

same (the "**Impugned Order**"). An appeal had been filed by GHHL to stay the operation of the Impugned Order before the Employee's Provident Fund Appellate Tribunal, New Delhi. The appeal is pending before the Employee's Provident Fund Appellate Tribunal, New Delhi.

B. Tax proceedings involving GHHL

Set forth below are details of the direct and indirect tax proceedings initiated against GHHL

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (to the extent ascertainable)
Indirect tax		
Custom Duty	2	54.79

IV. LITIGATION INVOLVING OUR DIRECTORS

A. Other material outstanding litigation involving our Directors

Material outstanding litigation by T.V. Sandeep Kumar Reddy

1. T.V. Sandeep Kumar Reddy filed a petition before the Additional District and Session Judge, Rangareddy District ("**District Judge**") against Hanumantha Reddy in relation to ownership of certain parcels of land located in Medchal village ("**Petition**"). The Petition was dismissed pursuant to an order dated December 31, 2015 ("**Impugned Order**"). T.V. Sandeep Kumar Reddy subsequently filed an appeal against the Impugned Order before the District Judge which was allowed. Hanumantha Reddy subsequently filed a second appeal before the Hyderabad High Court. The matter is pending before the Hyderabad High Court.

V. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE

Except as stated in "***Management's Discussion and Analysis of Financial Condition and Results of Operation - Significant Developments***" on page 614, no circumstances have arisen since September 30, 2017, the date of the last Restated Financial Statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect, our operations or earnings taken as a whole, the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*Our Company can undertake the Offer and our Company and Subsidiaries can undertake their respective current business activities, including on the basis of the list of material approvals provided below, and other than as stated below, no further material approvals from any regulatory authority are required to undertake the Offer or continue such business activities. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see "**Key Regulations and Policies in India**" on page* 143.

A. *Approvals relating to the Offer*

For details of approvals obtained in relation to the Offer, see **"*Other Regulatory and Statutory Disclosures*"** on page 640.

B. *Corporate Approvals*

1. Certificate of incorporation dated January 8, 2008 issued to our Company by the RoC in the name of 'Thermal Powertech Corporation India Limited';

2. Certificate of commencement of business dated March 25, 2008 issued to our Company by the RoC; and

3. Fresh certificate of incorporation dated February 10, 2018 on account of the change in name from 'Thermal Powertech Corporation India Limited' to 'Sembcorp Energy India Limited'.

C. *Approvals in relation to our general business operations*

Our Company and Subsidiaries are required to obtain approvals and licenses under various laws, rules and regulations in order to continue our general business activities in India which are set out below. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

1. Registrations under central and state tax legislations;

2. Shops and Establishments' legislations, as applicable; and

3. Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and Employee State Insurance Act, 1948.

D. *Approvals in relation to our power assets*

As of December 31, 2017, we have a portfolio of (i) two operational thermal power assets comprising two units each; (ii) 32 operational and two under construction wind power assets; and (iii) three operational solar power assets. For further details about our power assets, see "***Business – Our Power Assets***" on page 129. We require various approvals, licenses and registrations under several central or state-level acts, rules and regulations to operate our assets in India. These licenses differ on the basis of the location as well as the nature of operations carried out at such locations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

Operational Assets

An indicative list of the material approvals required by us for the operation of our power assets is provided below ("**Key Approvals**").

I. Thermal power assets

1. Certificate for declaration of commercial operations date, or COD, issued by the Fuel Management Division, Central Electricity Authority, Government of India;

2. Consent to operate under the Water Act issued by the state pollution control boards;

3. Environmental clearances from the Environment Forests and Science and Technology Department, Government of Andhra Pradesh for construction of seawater intake and outfall pipeline facilities, coal corridor, bridge over Buckingham canal, power evacuation corridor and approach road to the site of the thermal power asset as required under the Coastal Regulation Zone notification; Permission for drawing of seawater granted by the jurisdictional ports department;

4. Fuel supply agreement for supply of coal required for the power plants;

5. Certificate for use of a boiler issued by the state boiler inspection departments;

6. No objection certificates issued by the (i) Ministry of Defence, GoI; (ii) Airports Authority of India (iii) state disaster response and fire service department; (iv) jurisdictional gram panchayats; (v) jurisdictional forest departments and jurisdictional power development and regulatory bodies, as applicable, for setting up and operation of the coal-based thermal power plants;

7. License to store compressed gas in cylinders issued by the Petroleum & Explosives Safety Organization, Ministry of Commerce & Industry, GoI; and

8. License to work a factory issued by the state factories department.

II. Wind power assets

1. Commissioning certificate issued by the jurisdictional power development and regulatory body; and

2. License to work a factory issued by the state factories department.

III. Solar power assets

1. Commissioning certificate issued by the jurisdictional power development and regulatory body;

2. Consent to operate under the Water Act issued by relevant state pollution control board; and

3. License to work a factory issued by the state factories department, if applicable.

Pending Approvals

We have obtained all the Key Approvals required in relation to the operations of our power assets, except as stated below.

1. Application dated January 2, 2018 before the Department of Factories, Boilers, Industrial Safety and Health, Government of Karnataka for the renewal of the factory license for the wind power asset of power producing capacity of 36.3 MW located at Bharmasagar, Karnataka; and

2. Application dated January 2, 2018 before the Department of Factories, Boilers, Industrial Safety and Health, Government of Karnataka for the renewal of the factory license for the wind power asset of power producing capacity of 23.1 MW located at Telagi, Karnataka.

Under construction assets

Our thermal power assets become operational upon receipt of the certificate of declaration of commercial operations date while our wind and solar power assets become operational upon receipt of the commissioning certificate. These certificates are granted by the relevant authorities as indicated above only upon receipt of certain approvals during the under construction stage, including (i) evacuation scheme approval issued by the jurisdictional transmission company; (ii) approval for grid connectivity issued by the jurisdictional transmission company; (iii) forest land lease transfer agreement entered amongst us, the developer and the third party in charge of obtaining relevant land related approvals for assets which are set up on forest land; and (iv) no – objection certificates from the relevant gram panchayat.

Presently, we have two under construction wind power assets. Depending on the stage of the construction, we have received and/or applied for such approvals in respect of our under construction wind power assets.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

- Our Board has authorised the Offer and the Fresh Issue, subject to the approval of the Shareholders under Section 62(1)(c) of the Companies Act 2013 by a resolution dated February 9, 2018.
- Our Shareholders have, pursuant to a special resolution passed on February 14, 2018 under Section 62(1)(c) of the Companies Act 2013, authorised the Fresh Issue.
- Our IPO Committee has, on February 22, 2018, approved and adopted this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

Approvals from the Selling Shareholders

Each Selling Shareholder has, through its consent letter dated February 21, 2018 confirmed that it has authorised and approved the transfer of its respective portion of the Offered Shares pursuant to the Offer for Sale.

Each Selling Shareholder confirms that, as required under Regulation 26(6) of the SEBI ICDR Regulations, it has held the Equity Shares proposed to be offered and sold by it in the Offer for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and the NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI, the RBI or Governmental Authorities

None of our Company, our Subsidiaries, our Promoter, members of our Promoter Group, our Directors or persons in control of our Company are or have ever been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any other governmental authorities. Neither our Promoter, nor any of our Directors or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities. Further, there have been no violations of securities laws committed by any of them in the past or are currently pending against them.

Each Selling Shareholder, severally and not jointly, confirms that it has not been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority. Further, each Selling Shareholder, severally and not jointly, confirms that it has not been declared as a Wilful Defaulter. There are no violations of securities laws committed by any of the Selling Shareholders in the past or are currently pending against any of them.

None of our Directors are in any manner associated with the securities market, including any securities market related business and no action has been taken by the SEBI against our Directors or any entity in which our Directors are involved as promoters or directors.

Neither our Company, nor our Subsidiaries, our Group Companies, our Promoter, nor any member of our Promoter Group nor our Directors, are declared as Wilful Defaulters, as defined by the SEBI ICDR Regulations.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 26(1) of the SEBI ICDR Regulations, and as is in compliance with the conditions specified therein in the following manner:

- our Company has net tangible assets of at least ₹ 30 million in each of the preceding three full years (of 12 months each), of which not more than 50% is held as monetary assets;
- our Company has a minimum average pre-tax operating profit of ₹ 150 million calculated on a restated and consolidated basis, during the three most profitable years out of the immediately preceding five years;

- our Company has a pre-Offer net worth of at least ₹ 10 million in each of the three preceding full years (of 12 months each);
- the proposed Offer size does not exceed five times the pre-Offer net worth as per the audited accounts for the year ended March 31, 2017; and
- Other than the change in name of our Company from 'Thermal Powertech Corporation India Limited' to Sembcorp Energy India Limited on February 10, 2018, pursuant to the Corporate Reorganization, there has been no change of name of our Company at any time during the last three years immediately preceding the date of filing of this Draft Red Herring Prospectus and at least 50% of the revenue for the preceding one full year has been earned by our Company from the activity indicated by the new name.

Our Company's net tangible assets, pre-tax operating profit and net worth derived from the Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus are set forth below:

(in ₹ million)

Particulars	Fiscal 2017	Fiscal 2016
Net tangible assets, as restated[(1)]	24,961.39	22,123.03
Monetary assets, as restated[(2)]	2,330.70	2,984.52
Monetary assets as percentage of net tangible assets (%), as restated	9.34	13.49
Pre-tax operating profit/ (loss), as restated[(3)]	9,842.28	6,321.72
Net worth, as restated[(4)]	24,981.10	22,149.11

Notes:

[(1)] ***Net tangible assets, as restated:***
'Net tangible assets' are defined as the sum of all assets excluding intangible assets (as defined in Ind AS 38 and Accounting Standard 26 issued by the Institute of the Chartered Accountants of India) deducted by total non-current liabilities and current liabilities.

[(2)] ***Monetary assets, as restated:***
Monetary assets are the aggregate of cash and cash equivalents and other bank balances including non-current portion of fixed deposits with banks, margin money deposits with banks and interest accrued thereon.

[(3)] ***Pre-tax operating profit, as restated:***
'Pre-tax operating profit' is the aggregate of total comprehensive income, finance costs, tax expense and reduced by other income for the financial years ended March 31, 2017 and March 31, 2016

[(4)] ***Net worth, as restated:***
'Net worth' has been defined as aggregate of equity share capital and other equity as on March 31, 2017 and March 31, 2016

Our Company's net tangible assets, pre-tax operating profit and net worth derived from the Restated Standalone Financial Statements included in this Draft Red Herring Prospectus as at and for the last five Fiscals are set forth below:

(in ₹ million)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Net tangible assets, as restated[(1)]	24,961.90	22,123.28	16,899.83	12,321.48	8,772.93
Monetary assets, as restated[(2)]	2,330.51	2,984.05	3,071.00	6,250.11	2,567.57
Monetary assets as percentage of net assets, as restated	9.34	13.49	18.17	50.73	29.27
Pre-tax operating profit/ (loss) , as restated[(3)]	9,842.55	6,321.97	(122.36)	(20.75)	(11.83)
Net worth, as restated[(4)]	24,981.61	22,149.36	16,931.64	12,333.81	8,780.97

Notes:

[(1)] ***Net tangible assets, as restated:***
'Net tangible assets' are defined as the sum of all assets excluding intangible assets (as defined in Ind AS 38 and Accounting Standard 26 issued by the Institute of the Chartered Accountants of India) deducted by total non-current liabilities and current liabilities.

[(2)] ***Monetary assets, as restated:***
'Monetary assets' are the aggregate of cash and cash equivalents and other bank balances including non-current portion of fixed deposits with banks, margin money deposits with banks and interest accrued thereon.

[(3)] ***Pre-tax operating profit, as restated:***
'Pre-tax operating profit' is the aggregate of total comprehensive income, finance costs, tax expense and reduced by other income for the financial years ended March 31 2017, March 31, 2016 and March 31, 2015; and the aggregate of net profit/ (loss) before exceptional items and tax excluding finance costs and other income for the financial years ended March 31, 2014 and March 31, 2013.

[(4)] ***Net worth, as restated:***
'Net worth' has been defined as aggregate of equity share capital and other equity as on March 31, 2017, March 31, 2016 and March 31, 2015; and the aggregate of paid-up share capital, share premium account and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of statement of profit and loss as on March 31, 2014 and March 31, 2013.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith by our Company. If our Company does not Allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from bidders within the time period prescribed under the applicable law, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any such delay, except to the extent such delay has been caused solely and directly by an act or omission attributable to such Selling Shareholder.

Our Company is in compliance with conditions specified in Regulation 4(2) of the SEBI ICDR Regulations to the extent applicable.

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO THE SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS, BEING AXIS CAPITAL LIMITED, CREDIT SUISSE SECURITIES (INDIA) PRIVATE LIMITED, CLSA INDIA PRIVATE LIMITED AND SBI CAPITAL MARKETS LIMITED (THE "GCBRLMS") AND INDUSIND BANK LIMITED (THE "BRLM") HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS AND BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS, BEING AXIS CAPITAL LIMITED, CREDIT SUISSE SECURITIES INDIA (PRIVATE) LIMITED, CLSA INDIA PRIVATE LIMITED AND SBI CAPITAL MARKETS LIMITED AND THE BOOK RUNNING LEAD MANAGER, BEING INDUSIND BANK LIMITED HAVE FURNISHED TO THE SEBI A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 22, 2018 WHICH READS AS FOLLOWS:

WE, THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS AND BOOK RUNNING LEAD MANAGERS, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID OFFER;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:**

   A. **THIS DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS ETC., FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

C. **THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THIS DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND UNTIL DATE SUCH REGISTRATIONS ARE VALID; - <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS - <u>NOTED FOR COMPLIANCE</u>;**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF ITS EQUITY SHARES AS PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THIS DRAFT RED HERRING PROSPECTUS WITH THE SEBI UNTIL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THIS DRAFT RED HERRING PROSPECTUS – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>;**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS; - <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTER'S CONTRIBUTION WILL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER - <u>NOT APPLICABLE</u>;**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION; - <u>COMPLIED WITH TO THE EXTENT APPLICABLE</u>;**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE**

COMPANIES ACT 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER, THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION - NOTED FOR COMPLIANCE. ALL MONIES RECEIVED FROM THE OFFER SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS PER SECTION 40(3) OF THE COMPANIES ACT 2013, AS NOTIFIED;

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE - NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT 2013, EQUITY SHARES IN THE OFFER WILL BE ISSUED IN DEMATERIALISED FORM ONLY;**

11. **WE CERTIFY THAT ALL APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION;**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS:**

    a. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND**

    b. **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER - NOTED FOR COMPLIANCE;**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC. - COMPLIED WITH. REFER TO DUE DILIGENCE PROCESS NOTE ENCLOSED AS APPENDIX A TO THIS CERTIFICATE;**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THIS DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY – COMPLIED WITH. REFER TO CHECKLIST ENCLOSED AS APPENDIX B TO THIS CERTIFICATE;**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGERS (WHO ARE RESPONSIBLE FOR PRICING THIS OFFER)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR – COMPLIED WITH. REFER TO APPENDIX C TO THIS CERTIFICATE;**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN THE RESTATED FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS**

AND AS CERTIFIED BY MANOHAR CHOWDHRY & ASSOCIATES, CHARTERED ACCOUNTANTS, BY WAY OF A CERTIFICATE DATED FEBRUARY 21, 2018;

18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE SEBI ICDR REGULATIONS. (IF APPLICABLE). – NOT APPLICABLE.

The filing of this Draft Red Herring Prospectus does not, however, absolve any person who has authorised the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the proposed Offer. SEBI further reserves the right to take up, at any point of time, with the GCBRLMs and BRLM, any irregularities or lapses in this Draft Red Herring Prospectus.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, and 32 of the Companies Act 2013.

Price Information of past issues handled by the GCBRLMs and BRLM

Axis Capital Limited

Price information of past issues handled by Axis Capital:

Sr. No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar day from listing
Khadim India Limited	5,430.57	750.00	November 14, 2017	730.00	-10.40%,[+0.06%]	-6.47%, [+3.47%]	-	
The New India Assurance Company Limited	18,933.96	800[6]	November 13, 2017	750.00	-27.91%,[+0.15%]	-7.81%, [+3.08%]	-	
Mahindra Logistics Limited	8,288.84	429[5]	November 10, 2017	429.00	+2.49%,[0.00%]	+9.48%,[+1.50%]	-	
Reliance Nippon Life Asset Management Limited	15,422.40	252	November 6, 2017	295.90	+3.61%[-3.19%]	+8.12%,[+2.05%]	-	
General Insurance Corporation of India	111,758.43	912[4]	October 25, 2017	850.00	-12.92%,[+0.52%]	-13.95%,[+6.52%]	-	
Indian Energy Exchange Limited	10,007.26	1650	October 23, 2017	1,500.00	-8.15%,[+1.39%]	-1.95%,[+7.67%]	-	
Godrej Agrovet Limited	11,573.12[3]	460	October 16, 2017	615.60	+14.96%,[-0.43%]	+35.66%,[+4.99%]	-	
SBI Life Insurance Company Limited	83,887.29	700[2]	October 3, 2017	735.00	-7.56%,[5.89%]	-0.07%,[+5.84%]	-	
Capacit'e Infraprojects Limited	4,000	250	September 25, 2017	399.00	+36.30%,[+3.39%]	+57.42%,[+6.67%]	-	
Matrimony.Com Limited	4,968.77	985[1]	September 21, 2017	985.00	-12.38%,[+0.62%]	-7.64%,[+3.37%]	-	

Source: Source: www.nseindia.com

[1]Offer Price was ₹ 887.00 per equity share to Retail Individual Bidders and Eligible Employees

[2]Offer Price was ₹ 632.00 per equity share to Eligible Employees

[3]Company has undertaken a Pre-Ipo Placement aggregating to ₹84.88 Million. The size of the fresh issue as disclosed in the draft red herring prospectus dated July 18, 2017, being ₹3,000.00 Million, has been reduced accordingly.

[4]Offer Price was ₹ 855.00 per equity share to Retail Individual Bidders and Eligible Employees

[5]Offer Price was ₹ 387.00 per equity share to Eligible Employees

[6]Offer Price was ₹ 770.00 per equity share to Retail Individual Bidders and Eligible Employees

Notes:

a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY is considered as the Benchmark Index.*
c. *Price on NSE is considered for all of the above calculations.*
d. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.*

e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Summary statement of price information of past issues handled by Axis Capital:

Financial Year	Total no. of IPOs	Total funds raised (₹ in millions)	Nos. of IPOs trading at discount on as on 30th calendar day from listing date			Nos. of IPOs trading at premium on as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2017-2018*	15	3,19,770.86	-	1	7	1	2	4	-	1	-	2	2	-
2016-2017	10	1,11,377.80	-	-	1	4	2	3	-	-	-	7	1	2
2015-2016	8	60,375.66	0	0	3	0	4	1	0	0	3	1	2	2

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Credit Suisse Securities (India) Private Limited

Price information of past issues handled by Credit Suisse:

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Syngene International Limited	5,500.00	250.00	August 11, 2015	295.00	36.00%, [-7.61%]	44.90%, [-6.47%]	57.20%, [-12.70%]
2.	TeamLease Services Limited	4,236.77	850.00	February 12, 2016	860.00	15.34%, [7.99%]	5.38%, [12.43%]	35.35%, [24.31%]
3.	S Chand and Company Limited	7,285.57	670.00	May 09, 2017	700.00	-18.10%, [3.72%]	-26.91%, [7.95%]	-28.06%, [12.18%]
4.	IRB InvIT Fund	50,328.84	102.00	May 18, 2017	102.00	-2.61%, [1.68%]	-5.49%, [4.96%]	-11.03%, [8.44%]
5.	Eris Lifesciences Limited	17,411.63	603.00	June 29, 2017	611.00	1.12%, [5.37%]	-5.45%, [3.87%]	26.48%, [10.81%]
6.	Godrej Agrovet Limited	11,573.12	460.00	October 16, 2017	615.60	-11.22%, [-0.43%]	4.77%, [4.99%]	NA
7.	HDFC Standard Life Insurance Company Limited	86,950.00	290.00	November 17, 2017	310.00	9.53%, [1.02%]	25.33%, [2.11%]	NA

Source: www.nseindia.com for the price information and prospectus for issue details
Notes:
a) 30th , 90th , 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th , 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading date
b) Price information and benchmark index values have been shown only for the designated stock exchange in the above table
c) NSE is the designated stock exchange for the issue listed in the above table. NIFTY has been used as the benchmark index
d) Since the listing date of Godrej Agrovet Limited was October 16, 2017, information relation to closing prices and benchmark index as on 180th calendar day from listing date is not available
e) Since the listing date of HDFC Standard Life Insurance Company Limited was November 17, 2017, information relation to closing prices and benchmark index as on 180th calendar day from listing date is not available

Summary statement of price information of past issues handled by Credit Suisse:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-2016	2	9,736.80	-	-	-	-	1	1	-	-	-	1	1	-
2016-2017	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2017-2018	5	173,549.16	-	-	3	-	-	2	-	1	1	-	1	-

a) Since the listing date of Godrej Agrovet Limited was October 16, 2017, information relating to closing prices and benchmark index as on 180th calendar day from listing date is not available *b) Since the listing date of HDFC Standard Life Insurance Company Limited was November 17, 2017, information relating to closing prices and benchmark index as on 180th calendar day from listing date is not available*

CLSA India Private Limited

Price information of past issues handled by CLSA:

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Future Supply Chain Solutions Limited[2]	6,496.95	664.00	December 18, 2017	664.00	+3.50%, [+3.00%]	Not Applicable	Not Applicable
2.	HDFC Standard Life Insurance Company Limited[2]	86,950.07	290.00	November 17, 2017	310.00	+30.16%, [+1.02%]	+48.93%, [+2.11%]	Not Applicable
3.	Reliance Nippon Life Asset Management Limited[2]	15,422.40	252.00	November 6, 2017	295.90	+3.61%, [-3.19%]	+8.12%, [+2.05%]	Not Applicable
4.	ICICI Lombard General Insurance Company Limited[2]	57,009.39	661.00	September 27, 2017	651.10	+3.62%, [+6.25%]	+18.97%, [+8.17%]	Not Applicable
5.	Varun Beverages Limited[2]	11,125.00	445.00	November 8, 2016	430.00	-7.72%, [-5.17%]	-9.36%, [+3.01%]	+10.60%, [+9.02%]
6.	ICICI Prudential Life Insurance Company Limited[2]	60,567.91	334.00	September 29, 2016	330.00	-7.60%, [+0.54%]	-11.54%, [-6.50%]	+12.31%, [+5.28%]
7.	Future Supply Chain Solutions Limited[2]	6,496.95	664.00	December 18, 2017	664.00	+3.50%, [+3.00%]	Not Applicable	Not Applicable

Source: www.nseindia.com
Notes:
1. *The CNX NIFTY is considered as the Benchmark Index.*
2. *Price on NSE is considered for all of the above calculations.*
3. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.*
4. *Not applicable – where the relevant period has not been completed*

Summary statement of price information of past issues handled by CLSA:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-2018	4	165,878.81	-	-	-	-	1	3	-	-	-	-	-	-
2016-2017	2	71,692.91	-	-	2	-	-	-	-	-	-	-	-	2
2015-2016	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note: For 2017-18, the information is as on the date of this Offer Document

SBI Capital Markets Limited

Price information of past issues handled by SBICAPS:

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Amber Enterprises India Limited[4]	5,995.99	859.00	January 30, 2018	1,180.00	NA	NA	NA
2.	Reliance Nippon Life Asset	15,422.40	252.00	November 06, 2017	295.90	3.61% [-3.19%]	8.12% [2.05%]	NA

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
	Management Limited							
3.	SBI Life Insurance Company Limited[5]	83,887.29	700.00	October 3, 2017	735.00	-7.56% [+5.89%]	-0.07% [4.56%]	NA
4.	Cochin Shipyard Limited	14,429.30	432.00	August 11, 2017	435.00	+30.24% [+2.14%]	+30.51% [+6.42%]	20.02% [9.55%]
5.	Security and Intelligence Services (India) Limited	7,795.80	815.00	August 10, 2017	879.80	-3.29% [+1.17%]	+3.14% [+5.40%]	39.12% [8.62%]
6.	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	+127.92% [+5.84%]	+128.86% [+2.26%]	+146.71% [+10.61%]
7.	Housing and Urban Development Corporation Limited	12,095.70	60.00	May 19, 2017	73.45	+13.08% [+2.78%]	+34.58% [+4.29%]	+35.75 [8.13%]
8.	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	604.40	+145.03% [-0.50%]	+165.17% [+6.19%]	+264.26% [+9.97%]
9.	BSE Limited	12,434.32	806.00	February 03, 2017	1,085.00	+17.52% [+2.55%]	+24.41% [+6.53%]	+34.43% [+15.72%]
10.	Laurus Labs Limited	13,305.10	428.00	December 19, 2016	490.00	+11.50% [+3.26%]	+23.36% [+11.92%]	+40.98% [+17.75%]

Source: www.nseindia.com, www.bseindia.com

Notes:

1. *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the next trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
2. *The designated exchange for the issue has been considered for the price, benchmark index and other details.*
3. *The number of Issues in Table-1 is restricted to 10.*
4. *Employee Discount of Rs.85 per Equity Share to the Offer Price*
5. *Offer Price was Rs. 632.00 per equity share to Eligible Employee*

Summary statement of price information of past issues handled by SBICAPS:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18	7	144,866.39	-	-	2	1	1	2	-	-	-	1	2	1
2016-17	7	129,691.00	-	-	3	1	1	2	-	1	1	2	2	1
2015-16*	4	18,163.78	-	-	1	-	-	3	-	-	2	1	-	1

* *Based on issue closure date*

IndusInd Bank Limited

IndusInd Bank has not handled any initial public offerings in the last three years.

Track record of past issues handled by the GCBRLMs and BRLM

For details regarding the track record of the GCBRLMs and BRLM, as specified under circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the websites of the GCBRLMs and BRLM mentioned below.

GCBRLM/BRLM	Website
Axis	www.axiscapital.co.in
Credit Suisse	https://www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html
CLSA	www.india.clsa.com
SBICAPS	www.sbicaps.com
IndusInd Bank	www.indusind.com

Caution – Disclaimer from our Company, our Directors, the Selling Shareholders, the GCBRLMs and BRLM

Our Company, our Directors, the GCBRLMs and BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, www.sembcorpenergyindia.com, or any website of any of our Promoter, the members of our Promoter Group, Subsidiaries or any affiliate of our Company or the Selling Shareholders, would be doing so at his or her own risk. Each Selling Shareholder, their respective directors, affiliates, associates and officers accept no responsibility for any statements made or undertakings provided other than those made by the respective Selling Shareholders, and only in relation to them and/or to the Equity Shares offered by such Selling Shareholder through the Offer for Sale and included in this Draft Red Herring Prospectus.

The GCBRLMs and BRLM accept no responsibility, save to the limited extent as provided in the Offer Agreement entered into among the GCBRLMs, BRLM, the Selling Shareholders and our Company and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders, the GCBRLMs and the BRLM to the Bidders and public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Neither our Company, the Selling Shareholders nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise.

The GCBRLMs and BRLM and their respective associates and affiliates may engage in transactions with, and perform services for our Company, the Selling Shareholders and their respective affiliates or associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or the Selling Shareholders or their respective affiliates or associates for which they have received, and may in future receive agreed compensation.

Bidders that bid in the Offer will be required to confirm, and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), or trusts under the applicable trust laws, and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, permitted insurance companies, systemically important non-banking financial companies and pension funds and, to permitted non-residents including Eligible NRIs, AIFs), FPIs and QIBs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to the Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Mumbai, India only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Draft Red Herring Prospectus as — QIBs) pursuant to Rule 144A or another available exemption from the registration requirements of the Securities Act, and (ii) outside the United States only in offshore transactions in reliance on Regulation S and pursuant to the applicable laws of the jurisdiction where those offers and sales occur. Prospective purchasers are hereby notified that the seller of the Equity Shares may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

Filing

A copy of this Draft Red Herring Prospectus will be filed with the SEBI at Corporate Finance Department, Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.

A copy of the Red Herring Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act 2013, and a copy of the Prospectus required to be filed under Sections 26 and 32 of the Companies Act 2013 will be delivered for registration to the RoC situated at the address mentioned below.

The Registrar of Companies, Andhra Pradesh and Telangana
2nd Floor, Corporate Bhawan
GSI Post, Tattiannaram Nagole, Bandlaguda
Hyderabad 500 068, Telangana, India
Tel: +91 40 2980 5427/ 2980 3827/ 2980 1927
Fax: +91 40 2980 3727

Listing

Applications have been made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered and sold in the Offer and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such other time prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

The Selling Shareholders undertake to provide such reasonable support and extend reasonable cooperation as may be requested by our Company, to the extent such support and cooperation is required from such party to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within six working days from the Bid/Offer Closing Date or such other time prescribed by SEBI.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013, which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, the Chief Financial Officer, the Company Secretary and Compliance Officer of our Company, the Auditors, the legal counsels, the Bankers to our Company, lenders (where such consent is required), industry sources, third party chartered accountants, independent valuer, the GCBRLMs, BRLM and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Monitoring Agency, Bankers to the Offer/ Escrow Bank and Refund Bank to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 and 32 of the Companies Act 2013. Further, such consents have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus and shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus with the SEBI and RoC, as applicable.

Experts

Our Company has received a written consent from our Auditors namely B S R & Associates LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 and as "expert", as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as Statutory Auditors and in respect of their (i) examination reports dated February 21, 2018 and February 21, 2018 on our Restated Consolidated Financial Statements and Restated Standalone Financial Statements, respectively, (ii) examination report dated February 21, 2018 on the Proforma Condensed Financial Statements; and (iii) the Statement of Tax Benefits dated February 21, 2018.

B S R & Associates LLP, Chartered Accountants, has provided a written consent to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their audit report dated January 30, 2018 on the audited financial statements of SGPL as at and for the six months ended September 30, 2017 , included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

M. Bhaskara Rao & Co. and Deloitte Haskins & Sells, previous joint statutory auditors of SGPL, have provided their written consent to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their (i) audit report dated May 26, 2017 on SGPL's financial statements as at and for the for the financial year ended March 31, 2017; and (ii) audit report dated May 19, 2016 on SGPL's financial statements as at and for the for the financial year ended March 31, 2016, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

B S R & Co. LLP, Chartered Accountants, has provided a written consent to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their (i) audit report dated February 12, 2018 on SGIL's consolidated financial statements as at and for the six months period ended September 30, 2017; and (ii) audit report dated September 18, 2017 on SGIL's consolidated financial statements as at and for the financial years ended March 31, 2017 and March 31, 2016, included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

Offer related Expenses

For details of Offer related expenses, see "***Objects of the Offer - Offer related Expenses***" on page 89.

Except listing fees which shall be borne by our Company, the fees and expenses relating to the Offer shall be borne by our Company and the Selling Shareholders in the proportion of the Equity Shares sold by them respectively pursuant to this Offer and in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses.

Fees, Brokerage and Selling Commission

The total fees payable to the GCBRLMs, BRLM and Syndicate Members (including underwriting and selling commissions), and reimbursement of their out of pocket expenses, will be in accordance with the Syndicate Agreement.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer, including fees for processing of Bid cum Application Forms, data entry, printing of Allotment Advice, refund order, preparation of refund data on magnetic tape and printing of bulk mailing register, will be as per the Registrar Agreement, a copy of which shall be made available for inspection at our Registered Office, from 10.00 a.m. to 4.00 p.m.

Particulars regarding Public or Rights Issues during the Last Five Years

There have been no public issues, including any rights issues to the public undertaken by our Company during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Commission or Brokerage on Previous Issues

Since this is the initial public offering of the Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares, since the incorporation of our Company.

Previous Issues Otherwise than for Cash

Except as disclosed in "***Capital Structure – Notes to Capital Structure – Equity Shares issued for consideration other than cash***" on page 73, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Capital Issues in the Preceding Three Years

Except as disclosed in "***Capital Structure – Notes to Capital Structure – History of Equity Share Capital of our Company***" on page 71, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus. Further, none of our Subsidiaries have made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis Objects

Our Company has not undertaken any public issues, including any rights issues to the public in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis- à-vis Objects: Last Issue of Subsidiaries and Group Companies

Other than as disclosed below, none of our Subsidiaries and Group Companies have made any public issues, including rights issues to the public, of any specified securities as defined under the SEBI ICDR Regulations, in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

SCI, one of our Group Companies, has made two issuances of unsecured and subordinated perpetual bonds of the value of SGD 200 million on June 22, 2017 and of SGD 600 million on May 20, 2015. The net proceeds arising from these issuances were utilized for the purpose of refinancing the existing indebtedness of SCI and its subsidiaries. There were no shortfalls or delays in meeting the objects of the issuances.

Outstanding Debentures, Bonds or Redeemable Preference Shares

Except as disclosed in "***Capital Structure***" and "***Financial Indebtedness***" on pages 71 and 619, our Company does not have any outstanding debentures, bonds or redeemable preference shares, as on the date of this Draft Red Herring Prospectus.

Partly Paid-Up Shares

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Investors may contact the company secretary and Compliance Officer of our Company and/ or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of refunds by electronic mode or unblocking of ASBA accounts etc. For all Offer related queries and for redressal of complaints, investors may also write to the GCBRLMs and BRLM.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or first ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked, date of ASBA Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the GCBRLMs and BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

Our Company, the GCBRLMs, the BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Syndicate Members, CRTAs, Registered Brokers and CDPS, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

We estimate that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Narendra Ande as our Compliance Officer and he may be contacted in case of any pre-Offer or post-Offer related grievances and the contact details have been included in "***General Information – Company Secretary and Compliance Officer***" on page 63.

The Selling Shareholders have authorised the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Further, our Board has constituted a Stakeholders' Relationship Committee comprising our Directors, Kalaikuruchi Jairaj, Vipul Tuli and Radhey Shyam Sharma, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "***Management – Corporate Governance – Stakeholders' Relationship Committee***" on page 179.

Disposal of investor grievances by listed Group Companies

Other than SCI, which is listed on the Singapore Stock Exchange and GPL, which is listed on the BSE and NSE, none of our Group Companies are listed on any stock exchange in India or overseas. As on the date of this Draft Red Herring Prospectus, there are no investor complaints pending against SCI and there are no investor complaints pending against GPL.

Changes in Auditors

There has been no change in our statutory auditors during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Capitalization of Reserves or Profits

Except as disclosed in "***Capital Structure – Notes to Capital Structure***" in page 71, our Company has not capitalised its reserves or profits at any time during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Revaluation of Assets

Our Company has not revalued its assets at any time since its incorporation.

SECTION VII – OFFER RELATED INFORMATION
OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹ 10 each, at an Offer Price of ₹ [●] per Equity Share for cash, including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] million and is being made through the Book Building Process. The Offer comprises a Fresh Issue of [●] Equity Shares by our Company aggregating to ₹ 40,950 million and an Offer for Sale of up to 146,774,194 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders, including up to 128,941,129 Equity Shares aggregating to ₹ [●] million by the Promoter Selling Shareholder and up to 17,833,065 Equity Shares aggregating to ₹ [●] million by GEVPL. The Offer comprises a Net Offer to the public of up to [●] Equity Shares and an Employee Reservation Portion of [●] Equity Shares (which shall not exceed 5% of the post-Offer Equity Share capital of our Company). In terms of Rule 19(2)(b)(iii) of the SCRR, the Net Offer will constitute at least 10% of the post-Offer paid up Equity Share capital of our Company.

Our Company is considering a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Net Offer comprising at least 10% of the post Offer paid-up Equity Share capital of our Company.

The Offer is being made through Book Building Process.

	Eligible Employees	**QIBs***	**Non-Institutional Investors**	**Retail Individual Investors**
Number of Equity Shares available for allocation**	[●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Offer size available for allocation	The Employee Reservation Portion shall constitute up to [●]% of the post-Offer paid-up Equity Share capital of our Company	Not more than 50% of the Net Offer size shall be available for allocation to QIBs. Up to 5% of the net QIB Category (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Category	Not less than 15% of the Net Offer or the Net Offer less allocation to QIBs and Retail Individual Investors shall be available for allocation	Not less than 35% of the Net Offer or the Net Offer less allocation to QIBs and Non Institutional Investors shall be available for allocation
Basis of Allotment if respective category is oversubscribed	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000 each.	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above	Proportionate	Proportionate, subject to minimum Bid Lot. For details, see "***Offer Procedure – Part B – Allotment Procedure and Basis of Allotment – Allotment to RIIs***" on page 697.
Mode of Bidding	Through ASBA process only (except Anchor Investors)			

	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
Minimum Bid	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹ 500,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter		[●] Equity Shares and in multiples of one Equity Share thereafter subject to availability in the Retail Category
Trading Lot	One Equity Share			
Who can Apply***	Eligible Employees such that the Bid Amount does not exceed ₹ 500,000	Public financial institutions specified in Section 2(72) of the Companies Act, FPIs (other than category III FPIs), scheduled commercial banks, mutual funds registered with the SEBI, venture capital funds registered with SEBI, FVCIs, Alternative Investment Funds, multilateral and bilateral development financial institutions, state industrial development corporations, systemically important non-banking financial companies, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, insurance funds set up and managed by the army,	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions societies and trusts and any category III FPIs registered with SEBI, which is a foreign corporate or foreign individual for Equity Shares such that the Bid Amount exceeds ₹ 2,00,000 in value	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs applying for Equity Shares such that the Bid Amount does not exceed ₹ 2,00,000 in value

	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
		navy, or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India		
Terms of Payment****	***In case of Anchor Investors:*** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ***In case of all other Bidders***: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form			

* *Our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.*

** *This Offer is being made in accordance with Rule 19(2)(b)(iii) of the SCRR, through the Book Building Process and in compliance with Regulation 26(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer will allocated to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the GCBRLMs and BRLM and the Designated Stock Exchange, subject to applicable laws Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.*

****If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

**** *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which Equity Shares are allocated to Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Offer

Our Company and the Selling Shareholders in consultation with the GCBRLMs and BRLM, reserve the right to not proceed with the Offer at any time after the Bid/Offer Opening Date but before Allotment. If our Company and the Selling Shareholders withdraw the Offer, our Company will issue a public notice within two days from the Bid/Offer Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The GCBRLMs and BRLM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If the Company and the Selling Shareholders, in consultation with the GCBRLMs and BRLM, withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of Equity Shares, a fresh draft red herring prospectus will be filed and/or submitted with SEBI.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within six Working Days of the Bid/Offer Closing Date; and (ii) the final RoC approval of the Prospectus after it is filed and/or submitted with the RoC and the Stock Exchanges.

Except in relation to Anchor Investors, Bids and any revision in Bids will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Bid/Offer Period at the Bidding Centers, except that on the Bid/Offer Closing Date (which for QIBs may be a day prior to the Bid/Offer Closing Date), Bids will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until (i) 4.00 p.m. (Indian Standard Time) for Bids by QIBs and Non-Institutional Investors; and (ii) 5.00 p.m. or such extended time as permitted by the Stock Exchanges (Indian Standard Time) in case of Bids by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and reported by the GCBRLMs and BRLM to the Stock Exchanges. Due to limitation of time available for uploading Bids on the Bid/Offer Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Offer Closing Date. If a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public issues, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation in the Offer. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by the SCSBs would be rejected. Our Company, the Selling Shareholders and the members of Syndicate will not be responsible for any failure in uploading Bids due to faults in any hardware/software system or otherwise. Bids will be accepted only on Working Days. Investors may please note that as per letters dated July 3, 2006 and July 6, 2006, issued by the BSE and NSE respectively, Bids and any revisions in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges.

Our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price will be less than or equal to 120% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a press release and by indicating the change on the websites of the GCBRLMs and BRLM and terminals of the Syndicate Members and intimated to the SCSBs, Registered Brokers, CRTAs and CDPs. However, in case of revision in the Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

TERMS OF THE OFFER

The Equity Shares offered and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the abridged prospectus and other terms and conditions as may be incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and offer for sale and listing and trading of securities, issued from time to time, by the SEBI, GoI, Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as maybe prescribed by such governmental and/or regulatory authority while granting approval for the Offer.

Ranking of Equity Shares

The Equity Shares being offered and allotted in the Offer will be subject to the provisions of the Companies Act, the Memorandum of Association and the Articles of Association and will rank *pari passu,* in all respects, with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see "***Main Provisions of Articles of Association***" on page 708.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares from the Offer for Sale) in this Offer, will be received by the Allottees, subject to and in accordance with applicable law. For more information, see "***Dividend Policy***" and "***Main Provisions of Articles of Association***" on pages 198 and 708 of this Draft Red Herring Prospectus, respectively.

Face Value and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price is ₹ [●] per Equity Share. The Floor Price is ₹ [●] per Equity Share and the Price Band is ₹ [●] to ₹ [●]. The Anchor Investor Offer Price is ₹ [●] per Equity Share. At any given point of time there will be only one denomination for the Equity Shares.

The Price Band and the minimum Bid Lot will be decided by our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM and published at least five Working Days prior to the Bid/Offer Opening Date, in [●] edition of [●] (a widely circulated English national daily newspaper) , [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Telugu newspaper, Telugu also being the regional language in Hyderabad where our Registered Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchanges.

Rights of our Shareholders

Subject to applicable law and our Articles of Association, our Shareholders will have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of Articles of Association***" on page 708.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act 2013, the Equity Shares will be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of our Equity Shares will only be in dematerialized form.

Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialized form in multiples of one Equity Share after a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "***Offer Procedure***" on page 662.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-tenants with benefits of survivorship.

Nomination Facility

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act 2013, as amended, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Bid/Offer Period

BID/OFFER OPENS ON*	[●]
BID/OFFER CLOSES ON**	
FINALIZATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	[●]
INITIATION OF REFUNDS FOR ANCHOR INVESTORS, IF ANY/UNBLOCKING OF FUNDS FROM ASBA ACCOUNTS	[●]
CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS	[●]
COMMENCEMENT OF TRADING OF EQUITY SHARES ON THE STOCK EXCHANGES	[●]

** Our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company and the Promoter Selling Shareholder, may in consultation with the BRLM, decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date.*

The above timetable is indicative in nature and does not constitute any obligation or liability on our Company, the Selling Shareholders or the members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Offer Closing Date, the timetable may be subject to change for various reasons, including extension of Bid/Offer period due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law. Each Selling Shareholder confirms that it shall extend reasonable cooperation required by our Company, the GCBRLMs and BRLM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date.

Minimum Subscription

If our Company (i) does not receive the minimum subscription of 90% of the Fresh Issue, including through the devolvement to the Underwriters, as applicable our Company shall forthwith refund the entire subscription amount received within the timelines prescribed under applicable laws, failing which, the directors of our Company who are officers in default shall jointly and severally be liable to repay that money with interest at the rate of 15% per annum. This is further subject to the compliance with Rule 19(2)(b)(iii) of the SCRR. Further in terms of Regulation 26(4) of the SEBI ICDR Regulations, our Company will ensure that the number of Bidders to whom the Equity Shares are Allotted in the Offer will be not less than 1,000.

The requirement for minimum subscription is not applicable to the Offer for Sale in accordance with SEBI ICDR Regulations.

Arrangement for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restriction on Transfer of Shares

Except for lock-in of pre-Offer equity shareholding, minimum Promoter's Contribution, and Anchor Investor lock-in in the Offer, as detailed in *"**Capital Structure**"* on page 71 and as provided in our Articles of Association as detailed in "***Main Provisions of Articles of Association***" on page 708, there are no restrictions on transfers and transmission of shares and on their consolidation/splitting.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Offer Expenses

For details on Offer Expenses, see "***Objects of the Offer – Offer Related Expenses***" on page 89.

OFFER PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, notified by SEBI ("**General Information Document**") included below under section titled " – **Part B - General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and provisions of the Companies Act 2013, to the extent applicable to a public issue and any other enactments and regulations. The General Information Document is also available on the websites of the Stock Exchanges and the GCBRLMs and BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.*

Our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus and the Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

The Offer is through the Book Building Process and in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be allocated to QIBs, provided that the Company and the Promoter Selling Shareholder may, in consultation with GCBRLMs and BRLM, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third is to be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the ASBA process, and shall provide details of their respective bank account in which the Bid Amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. Further, [●] Equity Shares (not exceeding 5% of the post-Offer Equity Share capital of our Company), aggregating up to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or over the Offer Price.

Any unsubscribed Equity Shares in the Employee Reservation Portion shall be added to the Net Offer to the public. Under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, in consultation with the GCBRLMs and BRLM and the Designated Stock Exchange, subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account,

including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered Office. The Bid cum Application Forms will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date. The Bid cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available only at our Registered Office.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the GCBRLMs and BRLM.

Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors) must provide bank account details and authorisation by the ASBA bank holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such detail are liable to be rejected.

Further, such Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms not bearing such specified stamp maybe liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^	White
Non-Residents including FPIs, Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis^	Blue
Anchor Investors**	White
Eligible Employees Bidding in the Employee Reservation Portion***	Pink

* *Excluding electronic Bid cum Application Forms*

** *Bid cum Application Forms for Anchor Investors will be made available at the office of the GCBRLMs and BRLM.*

*** *The Bid cum Application Forms for Eligible Employees will be available only at our Registered Office.*

^ *Electronic Bid cum Application forms will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).*

The Equity Shares have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by

persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank.

Who can Bid?

In addition to the category of Bidders set forth under the section "***General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue***" on page 676 , the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- scientific and/or industrial research organisations authorised in India to invest in the Equity Shares; and
- any other persons eligible to Bid in the Offer under the laws, rules, regulations, guidelines and policies applicable to them.

Participation by associates and affiliates of the GCBRLMs and BRLM and the Syndicate Members, Promoter, Promoter Group and persons related to Promoter/Promoter Group

The GCBRLMs and BRLM and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the GCBRLMs and BRLM and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the GCBRLMs and BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The Promoter, Promoter Group, GCBRLMs and BRLM and any persons related to the GCBRLMs and BRLM (except Mutual Funds sponsored by entities related to the GCBRLMs and BRLM) cannot apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason therefore. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRIs applying on a repatriation basis should authorise their SCSBs to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Bids by FPIs

In terms of the Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2014 ("**SEBI FPI Regulations**"), investment in the Equity Shares by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) shall be below 10% of our post-Offer Equity Share capital.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason

In terms of applicable FEMA regulations and the SEBI FPI Regulations, investments by FPIs in the capital of an Indian company under the SEBI FPI Regulations is subject to certain limits, i.e. the individual holding of an FPI is restricted to below 10% of the capital of the company and the aggregate limit for FPI investment is capped at 24% of the capital of the company. Such aggregate limit for FPI investment in a company can be increased up to the applicable sectoral cap by passing a board resolution, followed by a special resolution by the Shareholders, subject to prior intimation to the RBI. Our Company has passed a Board resolution dated February 9, 2018 and Shareholders' resolution dated February 14, 2018 for increasing the aggregate limit for investments by FPIs to 49% of our paid-up Equity Share capital.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions specified by the Government of India from time to time.

As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments ("**ODIs**"). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A category I AIF, cannot invest more than one-third of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Post the repeal of the SEBI (Venture Capital Funds) Regulations, 1996, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company, including overseas investments, cannot exceed 20% of the investee company's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, the Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "**IRDA Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and with the Selling Shareholders reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, may deem fit.

Bids by Anchor Investors

For details in relation to Bids by Anchor Investors, see the section entitled "***Offer Procedure – Part B – General Information Document for Investing in Public Issues***" on page 673.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the GCBRLMs and BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Telugu newspaper, Telugu also being the regional language in the place where our Registered Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

6. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form;

7. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the application number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;

11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

14. Ensure that the Demographic Details are updated, true and correct in all respects;

15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

16. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;

18. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

19. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

20. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

21. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

22. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with; and

23. Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary
4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Anchor Investors should not Bid through the ASBA process;
7. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
8. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer/Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit your Bid after 3.00 pm on the Offer/Issue Closing Date;
12. If you are a QIB, do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date for QIBs;
13. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
14. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Investors) and ₹ 500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion ;
15. Do not submit the General Index Register (GIR) number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
17. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;
18. Do not submit more than five Bid cum Application Forms per ASBA Account;
19. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
20. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

21. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise; and
22. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment into Escrow Account

Our Company and the Promoter Selling Shareholder, in consultation with the GCBRLMs and BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Escrow Accounts should be drawn in favor of:

(i) In case of resident Anchor Investors: "[●]"

(ii) In case of non-resident Anchor Investors: "[●]"

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among the Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated January 5, 2018 among NSDL, the Company and the Registrar to the Offer.
- Tripartite Agreement dated January 23, 2018 among CDSL, the Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 15 days from the Bid/Offer Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at the rate of 15% per annum for the delayed period;

(iii) That all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date;

(iv) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by the Company;

(v) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/ Offer Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) That, except as disclosed in "***Capital Structure***" on page 71, no further issue of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/ unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;

(vii) That if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall also be informed promptly;

(viii) That if our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the SEBI, in the event our Company or the Selling Shareholders subsequently decides to proceed with the Offer;

(ix) That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;

(x) That adequate arrangements shall be made to collect all Bid cum Application Forms; and

(xi) That our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Undertakings by the Selling Shareholders

Each Selling Shareholder, severally and not jointly, confirms and undertakes the following in respect of itself and the Equity Shares being offered by it pursuant to the Offer for Sale:

(i) The Equity Shares offered pursuant to the Offer for Sale are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or encumbrances and have been held by the Selling Shareholders for a period of at least one year prior to the date of this Draft Red Herring Prospectus, provided that, to the extent that the Equity Shares being offered have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the DRHP;

(ii) The Selling Shareholders are the legal and beneficial owners of and have full title to their respective Equity Shares being offered through the Offer for Sale.

(iii) The Selling Shareholders will not have recourse to the proceeds of the Offer for Sale, until approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;

(iv) The Selling Shareholder will deposit the Equity Shares offered by it in the Offer in an escrow account opened with the Registrar to the Offer at least two Working Days days prior to filing of the Red Herring Prospectus with the RoC;

(v) The Selling Shareholder shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

(vi) The Selling Shareholder will provide such reasonable support and extend such reasonable cooperation as may be required by our Company, the GCBRLMs and BRLM in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer; and

(vii) The Selling Shareholders will take all such steps as may be required to ensure that the Equity Shares being sold by them in the Offer for Sale are available for transfer in the Offer for Sale.

The Selling Shareholders have authorized the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Utilization of Net Proceeds

Our Board certifies that:

(i) details of all monies utilised out of the Fresh Issue referred to in sub item (i) shall be disclosed and continue to be disclosed until the time any part of the Net Proceeds remains unutilised, under an appropriate separate head in the balance-sheet of our Company indicating the purpose for which such monies had been utilised; and

(ii) details of all unutilised monies out of the Fresh Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

Our Company and the Selling Shareholders, respectively, confirm and declare that all monies received from the Fresh Issue and the Offer for Sale shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act 2013.

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PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Offer and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act 2013 (to the extent notified and in effect), the Companies Act 1956 (to the extent applicable), the SCRR, industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Offer Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Offer ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-offer advertisement was given at least five Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 OFFER PERIOD

The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange(s).

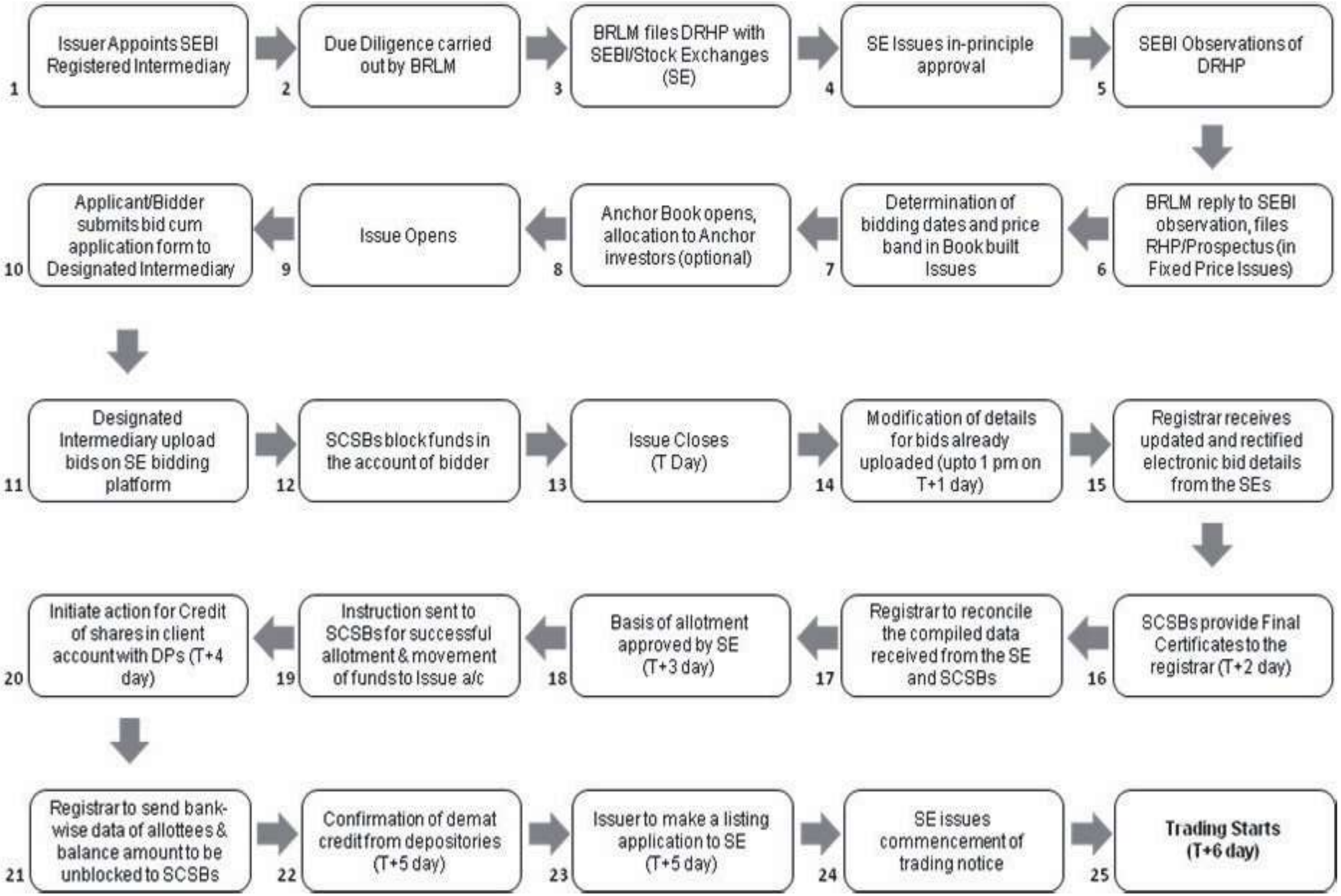
In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Offer Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Offer other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

    i. Step 7 : Determination of Offer Date and Price
    ii. Step 10: Applicant submits Bid cum Application Form with Designated Intermediaries.


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to hold and invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares; Scientific and/or industrial research organisations in India, authorised to invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus. For Anchor Investors, Bid cum Application Forms shall be available at the offices of the BRLM.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form – For Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

ASBA Bank A/c No.

Bank & Branch

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Application Form – For Non – Residents

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Address : .... Contact Details: .... CIN No ....

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE

BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE

ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO.

SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

6. INVESTOR STATUS

- NRI Non-Resident Indian(s) (Repatriation basis)
- FII FII or Sub-account not a Corporate/Foreign Individual
- FIISA FII Sub-account Corporate/Individual
- FVCI Foreign Venture Capital Investor
- FPI Foreign Portfolio Investors
- OTH Others (Please Specify)______

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

- ☐ Retail Individual Bidder
- ☐ Non-Institutional Bidder
- ☐ QIB

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : ____________

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount paid (₹ in figures) Bank & Branch

ASBA Bank A/c No.

Stamp & Signature of SCSB Branch

Received from Mr./Ms.

Telephone / Mobile Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of Bidders (other than Anchor Investors) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted

Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to an Offer.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed Rs. 200,000.

In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least Rs.10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Offer size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e)).

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorization provided in the Bid cum Application Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) RIIs who Bid at Cut-off price shall be blocked on the Cap Price.

(c) All Bidders (except Anchor Investors) can participate in the Offer only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

4.1.7.1. **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by RTGS or NEFT.

(c) The Escrow Bank(s) shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2. **Payment instructions for Bidders (other than Anchor Investors)**

(a) Bidders may submit the Bid cum Application Form either

i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

ii. in physical mode to any Designated Intermediary.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) **Bidders bidding through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(h) **Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public OfferAccount, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.1.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.

4.1.7.2 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may block for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form.

(b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblocking of funds, the Bidders/Applicants should contact the Registrar to the Issue.

ii. In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

iv. In case of queries relating to uploading of Bids by a Designated Intermediary, the Bidders/Applicants should contact the relevant Designated Intermediary.

v. Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.

(c) The following details (as applicable) should be quoted while making any queries –

i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

ii. name and address of the Designated Intermediary, where the Bid was submitted or

iii. Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

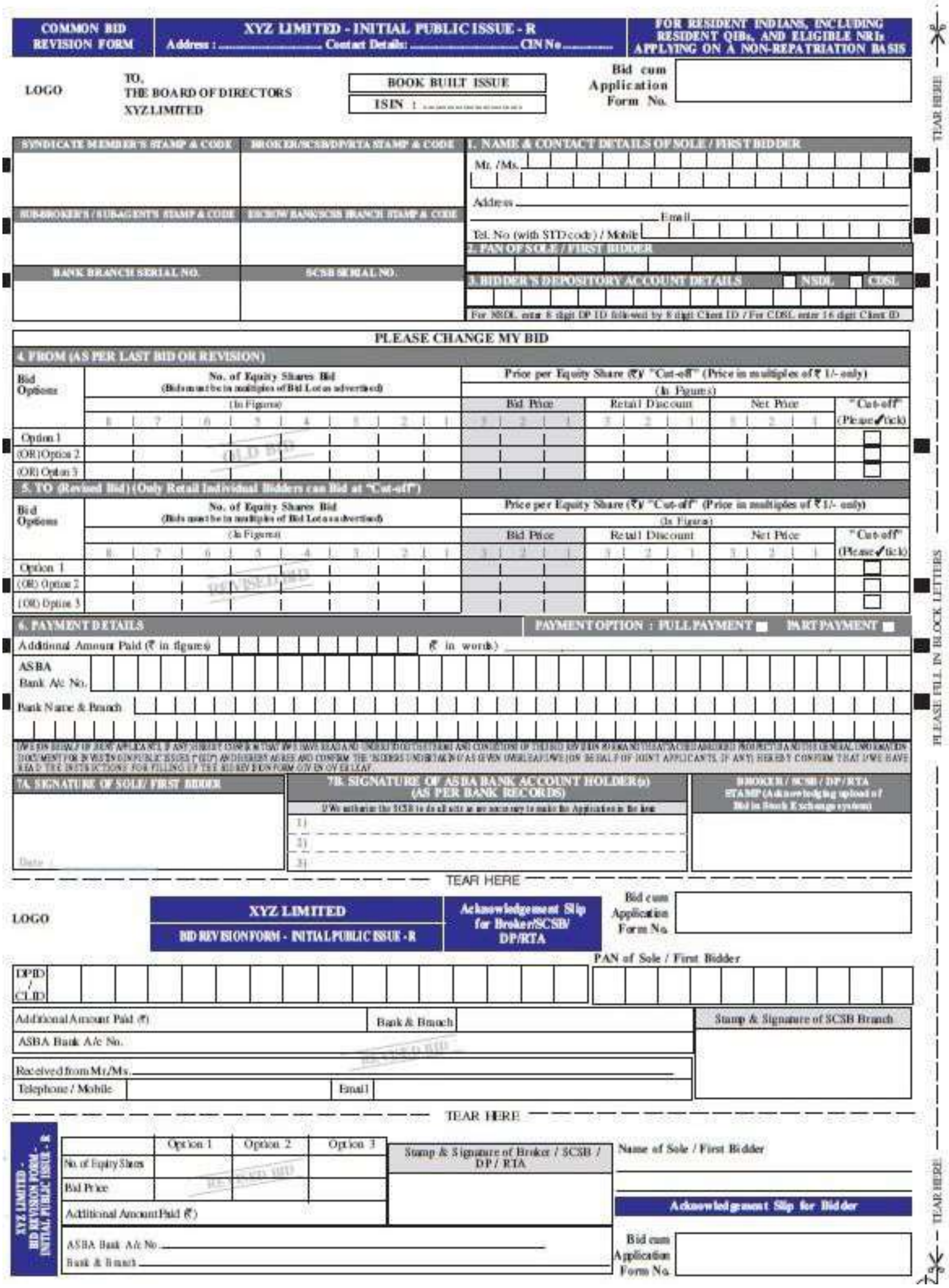
(a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise their Bids or withdraw their bids until Bid/Offer Closing date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:


COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No..........

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)

REVISED BID

6. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹) | Bank & Branch

ASBA Bank A/c No.

Stamp & Signature of SCSB Branch

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Indtermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (which will be less Employee Discount).

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorize blocking of the full Bid Amount (less Discount (if applicable) at the time of submitting the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant, Bidder/Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that no additional amount is required for blocking Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager to the Offer (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed Rs. 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Offer size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

ii. For applications from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Offer portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Offer

(b) Application Amount cannot be paid in cash, cheques or demand drafts through money order or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

(a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.

(b) Applicants must specify only such Bank Account number maintained with the SCSB in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Application to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Offer may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Offer Closing Date.

4.3.5.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the Collecting RTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: OFFER PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Offer Period, ASBA Bidders/Applicants may approach any of the Designated Intermediary to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager to register their Bid.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid, the same can be done by submitting a request for the same to the concerned Designated Intermediary, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

i. the Bids accepted by the Designated Intermediary;

ii. the Bids uploaded by the Designated Intermediary; and

iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account maintained with an SCSB;

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) Bids/Applications by persons in the United States;

(i) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(j) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(k) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(l) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(m) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(n) Bids/Applications at Cut-off Price by NIIs and QIBs;

(o) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(p) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(q) Submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

(r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(u) Bank account mentioned in the Bid cum Application Form may not be an account maintained by SCSB. Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;

(v) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Bank;

(w) Where no confirmation is received from SCSB for blocking of funds;

(x) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(y) Bid cum Application Form submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;

(z) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(aa) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except QIB category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of Rs. 20 to Rs. 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of equity shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The issuer, in consultation with the book running lead managers, may finalise the Offer Price at or below such cut-off price, i.e., at or below Rs. 22.00. All bids at or above this Offer Price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (**"Alternate Book Building Process"**).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: OFFER PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Offer Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (**"ASBA Account"**). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Net Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot **("Maximum RII Allottees"**). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Category will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to Rs.10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 10 crores and up to Rs. 250 crores subject to minimum allotment of Rs. 5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 250 crores and an additional 10 Anchor Investors for every additional Rs. 250 crores or part thereof, subject to minimum allotment of Rs. 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the** Offer **Price is higher than the Anchor Investor** Offer **Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such

Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Accounts, as per the terms of the Cash Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Offer Closing Date. The Issuer also ensures the credit of shares to the successful Applicant’s depository account is completed within five Working Days from the Bid/Offer Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within six Working Days of the Bid/Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the

RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act 2013, the Issuer may be punishable with a fine which shall not be less than Rs. 5 lakhs but which may extend to Rs. 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith may take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, as applicable, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. This is further subject to the compliance with Rule 19(2)(b) of the SCRR. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

1. **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

2. **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

3. In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the

Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

i. **NACH —** National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Bidders/Applicants having an account at any of the centres specified by the RBI where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Bidders/Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where the Bidder/Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

ii. **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine- digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

iii. **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and

iv. **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders/Applicants may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working Days of the Bid/Offer Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time. In case of inconsistency in the description of a term mentioned herein below and the description ascribed to such term in the Draft Red Herring Prospectus, the description as ascribed to such term in the Draft Red Herring Prospectus shall prevail.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Offer/ Escrow Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Offer Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Opening Date

Term	Description
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents or Collecting RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant’s address, name of the Applicant’s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)

Term	Description
Designated Date	The date on which funds are transferred by the Escrow Bank from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and Collecting RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the Collecting RTAs where Bidders can submit the Bid cum Application Forms to Collecting RTAs. The details of such Designated RTA Locations, along with names and contact details of the Collecting RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Anchor Collection Bankand in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Bank	Refer to definition of Banker(s) to the Offer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996

Term	Description
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Offer Account	An account opened with the Banker to the Offer to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement

Term	Description
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/ Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NACH, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.

*In terms of the existing Articles of Association, upon commencement of listing of the Equity Shares on any recognised stock exchange in India pursuant to an initial public offering of the Equity Shares, certain existing articles that provide for, among others, the rights of certain shareholders pursuant to the SEIL SSSA and the Supplementary Agreement shall automatically stand deleted, not have any force and be deemed to be removed from the Articles of Association. For more details on these agreements, see "**History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc. - Material Agreements**" on page 155. Set out below is a summary of the main provisions of Articles of Association of our Company as it will stand upon commencement of listing of the Equity Shares on any recognised stock exchange in India pursuant to an initial public offering of the Equity Shares.*

Applicability of the Table F

Article 1 provides that "The regulations contained in Table 'F' of Schedule I of the Companies Act, 2013 shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles."

SHARE CAPITAL

Article 4 provides that "Subject to the provisions of Section 62 of the Companies Act, 2013 and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board of Directors who may issue, allot or otherwise dispose off the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or only in case of sweat equity shares in accordance with section 54 of the Companies Act, 2013 at a discount, and at such time as they may from time to time think fit and with the sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid shares Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting. Further provided that all allotments and issuance of shares, preference shares, convertible preference shares, redeemable shares and cumulative preference share or other securities shall be in accordance with the provisions of the Act."

Article 5 provides that "The Board of Directors may allot and issue shares of the Company as payment or part-payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully/partly paid up shares and if so issued shall be deemed as fully/partly paid up shares."

Article 7 provides that "Subject to Article 120A, the Company at its General Meeting may, from time to time, by an Ordinary Resolution increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe The new shares shall be issued on such terms and conditions and with such rights and privileges annexed thereto, as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the company and with a right of voting at General Meetings of the Company in conformity with Section 47 of the Companies Act, 2013. Whenever the capital of the company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Companies Act, 2013."

Article 8 provides that "The Company may, subject to the provisions of Sections 52, 55 and 66 of the Companies Act, 2013 from time to time, by Special Resolution reduce its capital and any capital redemption reserve account or share premium account in any manner for the time being authorised by law, and in particular, the capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power that the Company would have, if it were omitted."

Article 9 provides that “Subject to the provisions of Section 61 of the Companies Act, 2013, the Company in General Meeting, may by an Ordinary Resolution, from time to time sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that, as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage as regards dividend, capital or otherwise as compared with the others or other, subject as aforesaid the Company in a general meeting may, by an Ordinary Resolution, also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. . Provided that no consolidation or division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the National Company Law Tribunal.”

Article 12 provides that “Where at any time, the Company proposes to increase its subscribed capital by issue of further shares, **either** out of the unissued capital or the increased share capital, such shares shall be offered:

(i) to persons who, at the date of offer, are holders of Equity Shares of the Company, in proportion as near as circumstances admit, to the share capital paid up on those shares by sending a letter of offer on the following conditions : -

I. the aforesaid offer shall be made by a notice specifying the number of shares offered and limiting a time prescribed under the Act from the date of the offer within which the offer, if not accepted, will be deemed to have been declined

II. the aforementioned offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice mentioned in sub-Article I, above shall contain a statement of this right; and

III. after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company; or

(ii) to employees under any scheme of employees’ stock option, subject to a special resolution passed by the Company and subject to the conditions as specified under the Act and Rules thereunder; or

(iii) to any persons, if it is authorized by a special resolution passed by the Company in a General Meeting, whether or not those persons include the persons referred to in sub-Article (a) or sub-Article (b) above, either for cash or for consideration other than cash, subject to applicable provisions of the Act and Rules thereunder.

The notice referred to in sub-Article (b)(I) shall be dispatched through registered post or speed post or through electronic mode to all the existing Members at least 3 (three) days before the opening of the issue.

The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the rules thereunder and other applicable provisions of the Act.

(f) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company.

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in general meeting.

(g) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

LIEN ON SHARES

Article 20 provides that “The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at fixed time in respect of such shares/debentures, and no equitable interest in any shares/debentures shall be created except upon the footing and condition that this Article will have to have full effect; and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures.”

CALL ON SHARES

Article 23 provides that "The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution), make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and the date(s), time(s) and place(s) appointed by the Board. A call may be made payable by instalments."

FOREFEITURE OF SHARES

Article 33 provides that "If any member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or instalment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued by the Company by reason of such non-payment."

TRANSFER AND TRANSMISSION OF SHARES

Article 46 provides that "The instrument of transfer of any share shall be in writing and all the provisions of Section 56 of the Companies Act, 2013 and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof."

Article 47 provides that "Every such instrument of transfer shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof. The instrument of transfer shall be in respect of only one class of shares and should be in the form prescribed under the Act."

Article 50 provides that" Subject to the provisions of sections 58 and 59 of the Companies Act, 2013 and section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a Member of the Company but in such cases, the Directors shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has lien on the shares. Transfer of shares/debentures in whatever lot shall not be refused."

TRANSMISSION OF SHARES

Article 59 provides that" Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be, freed from any liability in respect of the shares."

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

Article 63 provides that "Subject to the provisions of Section 61 of the Companies Act, 2013 the Company in General Meeting may, by an Ordinary Resolution convert any fully paid-up shares into stock, and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interest in the same manner and subject to the same regulations as, and subject to which shares from which the stock arise might have been transferred, if no such conversion had taken place. The Company may, by an Ordinary Resolution convert any stock into fully paid up shares of any denomination."

Article 64 provides that "The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privileges or advantage."

GENERAL MEETINGS

Article 65 provides that "The Company shall, in addition to any other meetings hold a General Meeting which shall be called as its annual general meeting (AGM), at the intervals and in accordance with the provisions of the Act. An annual general meeting shall be held each calendar year within 6 (six) months following the end of the previous Financial Year and not more than 15 months shall elapse between the date of one AGM and that of the next. The Board of Directors shall provide the Company's previous Financial Year's audited financial statements to all Shareholders at least 21 (twenty one) days before the AGM is held to approve and adopt the audited financial statements or at such shorter notice as may be permitted under the Act. All other General Meetings, other than the AGM, shall be extra-ordinary General Meeting (EGM)."

Article 66 provides that "The Board may, whenever it thinks fit, convene an extra-ordinary General Meeting at such date and time as it deems fit. Subject to such directions if any, given by the Board, the Managing Director or the Secretary may convene an extra-ordinary General Meeting."

Article 67 provides that:

"(a) The Board, shall on the requisition of members convene an extraordinary general meeting of the Company in the circumstances and in the manner provided under Section 100 of the Companies Act, 2013.

(b) Any valid requisition so made by a member must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the office provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

(c) Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner as nearly as possible, as that in which meetings are to be called by the Board."

Article 69 provides that "With the consent of 95% (ninety five per cent) of the Members entitled to vote at such general meeting, the general meeting may be convened by giving a shorter notice than twenty one (21) days."

Article 72 provides that "Subject to the provisions of the Act, if the quorum is not present within ½ (half an hour) from the time appointed for the meeting, the meeting shall be automatically adjourned to seven (7) days thereafter at the same time and place, at which meeting the Shareholders present shall, subject to their constituting a valid quorum under the Act, constitute a valid quorum."

VOTING BY MEMBERS

Article 80 provides that

"(a) On a show of hands every member holding equity shares and present in person shall have one vote.

(b)On a poll, every member holding equity shares therein shall have voting rights in proportion to his share of the paid-up equity share capital.

(c)On a poll, a member having more than one vote, or his proxy or other person entitled to vote for him need not use all his votes in the same way."

PROXY

Article 83 provides that:

"(a)The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of its attorney duly authorised in writing. Any person whether or not he is a member of the Company may be appointed as a proxy. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than forty eight (48) hours prior to the time fixed for holding the meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.

(b) The form of proxy shall be in the form as prescribed in the rules under Section 105 of the Companies Act, 2013, enabling the shareholders to vote for/against any resolution

(c) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

(e) A member present by proxy shall be entitled to vote only on a poll. A proxy shall not have the right to speak at the meetings."

ROTATION AND RETIREMENT OF DIRECTOR

Article 95 provides that "At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for the time being or, if their number is not three or a multiple of three, then the number nearest to one third shall retire from office, and they will be eligible for re-election."

Article 96 provides that "The Managing Director (unless otherwise required for the compliance of retirement provisions under the Act), the nominee Director (nominated by the Lenders), the Directors appointed as a Debenture Director hereto and the independent directors shall not retire by rotation under this Article."

PROCEEDINGS OF THE BOARD

Article 104 provides that:

(a) The Board of Directors shall meet at least 4 (four) times in a Financial Year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board.

The Managing Director or the Secretary or a person authorised in this behalf on the requisition of the Director shall at any time summon a meeting of the Board and (i) 15 (fifteen) days or (ii) such other period as may be required under the Act, prior written notice shall be given to each of the Directors and their alternates in respect of each meeting of the Board of Directors of the Company, at the address notified from time to time by each Director and if such notice is not provided, a meeting of the Board of Directors of the Company shall not be held. Provided that notice as aforesaid may be waived or a meeting may be called by giving shorter notice with the consent in writing of any 3 (three) Shareholder Directors, or as required under the Act, whichever is higher, subject to the condition that at least 1 (one) independent director shall be present at such meeting. If no independent director is present at such meeting, the decisions taken at the meeting shall be circulated to all directors and shall be final only on ratification thereof by at least 1 (one) independent director.

(b) Each notice of a meeting of the Board of Directors of the Company shall contain, inter alia, an agenda specifying in detail the matters to be discussed at the relevant meeting and shall be accompanied by all necessary written information. No matter shall be discussed or resolved at a meeting unless such matter has been specified in reasonable detail in the agenda accompanying the notice of a meeting of the Board.

(c) In case a Director is unable to attend a meeting of the Board of Directors, such absentee Director shall be entitled to send his views on the proposals under consideration by the Board of Directors in writing.

(d) Board meetings may be held by video conferencing or other audio visual means in accordance with the Act, however the following matters shall not be dealt with in a meeting through video conferencing or other audio visual means:

(i) the approval of the annual financial statements;

(ii) the approval of the Board's report;

(iii) the approval of the prospectus;

(iv) the audit committee meetings for consideration of accounts;

(v) the approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover; and

(vi) any such matters as may be prescribed under the Act.

Article 104A provides that "All matters relating to the Business of the Company shall be decided by the Board including but not limited to the following matters:

(a) delegation of any authority of the Board, particularly in respect of financial matters exceeding certain monetary limits or governing major investments or payments to creditors and other financial matters;

(b) annual financial budget, rolling forecasts, investment and divestment budgets, Construction Budget which shall be placed before the Board as per the schedule for approval of Sembcorp's annual budget;

(c) sale, disposal, Encumbrance or other dealing with assets (including receivables and inventory) of the Company except in the ordinary course of business;

(d) pledge or disposal of any interest in Shares or incurring Encumbrance over Shares;

(e) incur any indebtedness or issue of any guarantees or make any financial commitment except for ordinary course of business;

(f) Related Party transactions;

(g) foreign exchange or interest rate activities for the purpose of hedging;

(h) change of key management personnel included but not limited to the chairman, managing director, chief executive officer, chief financial officer and corporate secretary; and

(i) appointment of auditors."

Article 105 (a) provides that "The quorum for a meeting of the Board of Directors of the Company shall be the presence of three (3) Shareholder Directors."

SECTION IX – OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Draft Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Material Contracts to the Offer

1. Offer Agreement dated February 22, 2018 entered into among our Company, the Selling Shareholders, the GCBRLMs and BRLM.
2. Registrar Agreement dated February 16, 2018, entered into among our Company, the Selling Shareholders and the Registrar to the Offer.
3. Escrow Agreement dated [●] to be entered into among our Company, the Selling Shareholders, the GCBRLMs, BRLM, the Syndicate Members, Escrow Bank(s), and the Registrar to the Offer.
4. Share Escrow Agreement dated [●] to be entered into among the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate Agreement dated [●] to be entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer.
6. Underwriting Agreement dated [●] to be entered into among our Company, the Selling Shareholders, GCBRLMs, BRLM and Syndicate Members.

Other Material Contracts in relation to our Company

Amended and restated share subscription agreement cum shareholders' agreement, dated February 24, 2014 entered into among our Company, our Promoter, GEVPL, Gayatri Projects Limited and nominees of GEVPL which includes G Sivakumar Reddy, T.V. Sandeep Kumar Reddy, Sarita Reddy, Indira Subbarami Reddy and Brij Mohan Reddy; and (ii) the Supplementary Agreement No. 1 to the Share Subscription cum Shareholders' Agreement dated March 30, 2015 relating to SGPL and the Amended and Restated Share Subscription cum Shareholders' Agreement dated February 24, 2014 relating to our Company dated January 8, 2018 entered into among our Company, our Promoter, GEVPL and SGPL.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association as amended until date.
2. Certificate of incorporation dated January 8, 2008.
3. Fresh certificate of incorporation dated February 10, 2018.
4. Board resolution and Shareholders' resolution, dated February 9, 2018 and February 14, 2018, respectively, authorizing the Offer and other related matters.
5. Board resolutions of each of the Selling Shareholders authorizing their respective portions of the Offer for Sale.
6. Copies of annual returns for the last five Fiscals, i.e., Fiscals 2017, 2016, 2015, 2014 and 2013.
7. Appointment letter dated December 28, 2017 issued by our Company to Vipul Tuli
8. Consent from our Auditors namely B S R & Associates LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 and as "expert", as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as Statutory Auditors and in respect of their (i) examination reports dated February 21, 2018 and February 21, 2018 on our Restated Consolidated Financial Statements and Restated Standalone Financial Statements, respectively, (ii) examination report dated February 21, 2018 on the Proforma Condensed Financial Statements; and (iii) the Statement of Tax Benefits dated February 21, 2018.
9. Consent from B S R & Associates LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their audit report dated January 30, 2018 on the audited financial statements of SGPL as at and for the six months ended September 30, 2017, included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.
10. Consent from M. Bhaskara Rao & Co. and Deloitte Haskins & Sells, previous joint statutory auditors of SGPL, to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v)

of the Companies Act 2013 as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their (i) audit report dated May 26, 2017 on SGPL's financial statements as at and for the for the financial year ended March 31, 2017; and (ii) audit report dated May 19, 2016 on SGPL's financial statements as at and for the for the financial year ended March 31, 2016, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

11. Consent from B S R & Co. LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 as "expert", as defined under Section 2(38) of the Companies Act 2013, in respect of their (i) audit report dated February 12, 2018 on SGIL's consolidated financial statements as at and for the six months period ended September 30, 2017; and (ii) audit report dated September 18, 2017 on SGIL's consolidated financial statements as at and for the financial years ended March 31, 2017 and March 31, 2016, included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.
12. Consents in writing of (a) the Selling Shareholders, our Directors, the Chief Financial Officer, the Company Secretary and Compliance Officer of our Company, the Auditors, the legal counsels, the Bankers to our Company, lenders (where such consent is required), industry sources, third party chartered accountants, independent valuer, the GCBRLMs, the BRLM and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Monitoring Agency, Bankers to the Offer/Escrow Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 and 32 of the Companies Act 2013. Further, such consents have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus and shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus with the SEBI and RoC, as applicable.
13. In-principle listing approvals each dated [●] from BSE and NSE.
14. Tripartite Agreement dated January 5, 2018 among our Company, NSDL and the Registrar to the Offer.
15. Tripartite Agreement dated January 23, 2018 among our Company, CDSL and the Registrar to the Offer.
16. Consent of CRISL to rely on and reproduce part or whole of the content of Power Market Study and include their name in this Draft Red Herring Prospectus and shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus with the SEBI and RoC, as applicable.
17. Due diligence certificate to SEBI from the GCBRLMs and BRLM, dated February 22, 2018.
18. SEBI final observation letter dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Vipul Tuli **(Managing Director)**	**Neil Garry McGregor** **(Non-executive Chairman)**
Looi Lee Hwa **(Non-executive Director)**	**T.V. Sandeep Kumar Reddy** **(Non-executive Director)**
Sangeeta Talwar **(Independent Director)**	**Bobby Kanubhai Parikh** **(Independent Director)**
Radhey Shyam Sharma **(Independent Director)**	**Kalaikuruchi Jairaj** **(Independent Director)**

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Juvenil Jani
(Chief Financial Officer)

Date: February 22, 2018

Place: Gurugram

DECLARATION BY SEMBCORP UTILTIES PTE. LTD.

Sembcorp Utilities Pte. Ltd. hereby certifies that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares offered by it through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. Sembcorp Utilities Pte. Ltd. assumes no responsibility as a Selling Shareholder for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

For and on behalf of Sembcorp Utilities Pte. Ltd.

Name: Richard Quek

Authorised Signatory

Date: February 22, 2018

DECLARATION BY GAYATRI ENERGY VENTURES PRIVATE LIMITED

Gayatri Energy Ventures Private Limited hereby certifies that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares offered by it through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. Gayatri Energy Ventures Private Limited assumes no responsibility as a Selling Shareholder for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

For and on behalf of Gayatri Energy Ventures Private Limited

Name: T.V. Sandeep Kumar Reddy

Authorised Signatory

Date: February 22, 2018