



# ABCD & Co LLP

## Chartered Accountants

#79 | Peters Road | Royapettah | Chennai - 600 014.TN | India | Tel : +91 44 4858 1486

### Independent Auditor's Report

**To the Members of Spangle Energy Private Limited**

**Report on the Audit of the Ind AS Financial Statements**

#### Opinion

We have audited the accompanying financial statements of Spangle Energy Private Limited ("the Company") which comprise the Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss for the year ended, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of material accounting policies and other explanatory information.

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 Companies Act, 2013 ("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 March 31<sup>st</sup> 2025, its Profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of Key audit matters as per SA 701 is not applicable to the company as it is an unlisted company.



#### Branch

No.30 | 3rd Floor | Sattelite Complex | Koppikar Road | Hubli - 580020 | Karnataka | India | Tel : +91 814 705 6789

## **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibility for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Report on other legal and regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we enclose in the Annexure – B, a statement on the matters specified in paragraphs 3 and 4 of the said Order.



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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of 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 Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 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 with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- (g) According to the information and explanations given to us and on the basis of our examination of the records of the Company, managerial remuneration has not been paid / provided. Accordingly, reporting under section 197(16) of the Act is not applicable; and
- (h) With respect to the other matters to be included in the Auditors' 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 does not have any pending litigations which could impact on its financial position.
  - 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 management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
    - i. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and





- ii. No funds have been received by the company from any person or entity, including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- iii. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- v. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.
- vi. Based on our examination which included test checks, performed by us on the Company has used accounting software systems for maintaining their respective books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For A B C D & Co LLP,**

Chartered Accountants

Firm No: 016415S/S000188



**Vinay Kumar Bachhawat - Partner**

Membership No: 214520

Place: Chennai

Date: 06.05.2025

UDIN: 25214520BMIHQO8381

## **Annexure "A" to the Independent Auditor's Report**

(Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report to the members of Spangle Energy Private Limited of even date)

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

We have audited the internal financial controls over financial reporting of Spangle Energy Private Limited ("the Company") as of March 31, 2025, in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, 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 with reference to these Ind AS financial statements 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 over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 internal financial controls over financial reporting with reference to these Ind AS financial statements.



## **Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements**

A Company's internal financial control over financial reporting with reference to these Ind AS financial statements 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 with reference to these Ind AS financial statements 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 with Reference to these Ind AS Financial Statements**

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

## **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Ind AS financial statements and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at March 31, 2025, 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 A B C D & Co LLP,**

Chartered Accountants

Firm No: 016415S/S000188

  
**Vinay Kumar Bachhawat-Partner**

Membership No: 214520

Place: Chennai,

Date: 06.05.2025

UDIN: 25214520BMIHQO8381



## **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of Spangle Energy Private Limited of even date)

### **1. Fixed assets:**

- a) (A) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
  
(B) The Company does not have any intangible assets.
- b) The property, plant and equipment of the Company were physically verified by the management during the year. According to the information and explanations given to us and as examined by 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, we report that, the Company does not hold any freehold land as at the balance sheet date. In respect of immovable properties of land that have been taken on lease, the lease agreements as per Power purchase agreement entered with farmer are in the name of the Company.
- d) The Company has not revalued its property, plant and equipment during the year.
- e) In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.

### **2. Inventories:**

- a) The inventories have been physically verified by the management during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification.
- b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.

### **3.**

- a. In our opinion and according to information and explanations given to us, the Company has made loans in the nature of unsecured loans to holding company.
- b. The aggregate amount of transaction during the year and balance outstanding at the balance sheet date with respect to loan to holding company is Rs. 85,168(in ‘000s) and Rs. 93,882 (in ‘000s) respectively.





- c. In our opinion and according to information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
  - d. The terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand.
  - e. In our opinion and according to information and explanation given to us, the company has granted the loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment aggregating to Rs. 85,168 (*in '000s*) (100% to the total loans and advances in the nature of loans granted during the year). The aggregate of loans granted to related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is Rs. 85,168 (*in '000s*)
  - f. Since the term of arrangement do not stipulate any repayment schedule and the loans are repayable on demand, no question of overdue amounts will arise in respect of the loans granted to the parties listed in the register maintained under section 189 of the Act.
4. In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 regarding to the deposits accepted from the public are not applicable.
6. The maintenance of cost records has been specified by the Central Government under sub – section (1) of section 148 of the Act, in respect of the activities carried on by the company. However, the overall turnover from all its products and services is less than 35 crores in the preceding financial year. Hence, reporting under clause (vi) is not applicable to the company.
7. In respect of statutory dues:
- a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has generally been regular in depositing undisputed statutory dues including Income-Tax, Good and Service tax (GST), Cess and any other statutory dues with the appropriate authorities. There were no undisputed amounts payable in respect of the above as at March 31, 2025 for a period of more than six months from the date on when they become payable.
  - b) According to the information and explanations given to me, there are no dues of income tax, sales tax, service tax, Good and Service tax (GST) outstanding on account of any dispute.
8. In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9.
- a) In our opinion and according to the information and explanations given to me, the Company has not defaulted in the repayment of dues to banks or other borrowings or in the payment of interest thereon to any lender during the year.



- b) In our opinion and according to the information and explanations given to us, the Company is not declared as a willful defaulter by any bank or financial institution or other lender.
- c) In our opinion and according to the information and explanations given to us, the term loans obtained have been used for the purposes for which they were taken.
- d) In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilized for long-term purposes.
- e) The Company does not have any subsidiaries/ associates/ joint-ventures and accordingly, paragraphs 3 (ix) (e) and 3 (ix) (f) of the Order are not applicable.

10.

- a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause(x)(a) of the Order is not applicable.
- b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.

11.

- a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, clause(xi)(a) of the Order is not applicable.
- b) No report under subsection (12) of section 143 of the Companies Act has been filed in form ADT-4 as prescribed under the rule 13 of the Companies (Audit and Auditors) Rules,2014 with the central government, during the and up to the date of this report.
- c) To the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaints, have been received by the Company during the year.

12. The Company is not a Nidhi Company. Therefore, the provisions of clause(xii) of the Order are not applicable to the Company.

13. In our opinion and according to the information and explanations given to me, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.

14.

- a) In our opinion and according to the information and explanations given to us, the Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013.
- b) The company did not have an internal audit system, the provision pf paragraph 3, clause (xiv)(b) of the order regarding the use of an internal audit report are not applicable.

15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of section 192 and clause(xv) of the Order are not applicable to the Company.



16.

- a) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause(xvi)(a) and (b) of the Order are not applicable.
- b) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC), and it does not have any other companies in the Group as a CIC. Accordingly, paragraph 3 (xvi)(c) and (d) of the Order are not applicable.

17. The Company has not incurred any cash losses in the current financial year and immediately preceding financial year.

18. There has been no resignation of the statutory auditors during the year. Accordingly, clause(xviii) of the Order is not applicable.

19. In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on facts up to the date of audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

20. In our opinion and according to the information and explanations given to us, section 135 of the Companies act is not applicable to the company. Accordingly, reporting under clause3(xx)(a) and (b) of the order is not applicable for the year.

21. The reporting under clause 3(xxi) of the Order is not applicable in respect of the audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For A B C D & Co LLP,**

Chartered Accountants

Firm No: 016415S/S000188



**Vinay Kumar Bachhawat - Partner**

Membership No: 214520

Place: Chennai

Date: 06.05.2025

UDIN: 25214520BMMHQO8381

**SPANGLE ENERGY PRIVATE LIMITED**

CIN: U40104KA2015PTC081477

Balance Sheet as at 31st March 2025

(Rs. In '000)

	Notes	As at 31 March 2025	As at 31 March 2024
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, Plant and Equipment	4	76,687	80,655
Financial Assets			
Loans	5	93,882	60,822
Other Financial assets	6	2,791	4,633
Deferred Tax Assets (Net)	28	-	982
<b>Total Non-Current Assets</b>		<b>1,73,359</b>	<b>1,47,091</b>
<b>CURRENT ASSETS</b>			
Inventories	7	47	42
Financial Assets			
Trade Receivables	8	2,623	2,638
Cash and Cash Equivalents	9	1,074	3,963
Other Financial assets	10	20	20
Other Current Assets	11	758	337
<b>Total Current assets</b>		<b>4,523</b>	<b>7,001</b>
<b>Total Assets</b>		<b>1,77,882</b>	<b>1,54,092</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	12	100	100
Other Equity	13	74,383	71,709
<b>Total Equity</b>		<b>74,483</b>	<b>71,809</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
Borrowings	14	99,023	66,360
Deferred Tax Liabilities (Net)	28	305	-
<b>Total Non-Current Liabilities</b>		<b>99,328</b>	<b>66,360</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	15	3,740	6,768
Trade Payables Due to	16		
Micro and Small Enterprises		10	-
Other than Micro and Small Enterprises		32	30
Other Financial Liabilities	17	202	9,110
Provisions	18	18	-
Other Current Liabilities	19	69	14
<b>Total Current Liabilities</b>		<b>4,071</b>	<b>15,922</b>
<b>Total Liabilities</b>		<b>1,03,399</b>	<b>82,282</b>
<b>Total Equity and Liabilities</b>		<b>1,77,882</b>	<b>1,54,092</b>

See accompanying notes to the Financial Statements :1-40

As per our report of even date

For A B C D &amp; Co LLP.,

Chartered Accountants

Firm No: 016415S/S000188



Vinay Kumar Bachhawat - Partner

Membership No: 214520

Place: Chennai

Date: 06.05.2025



For Spangle Energy Private Limited



Francis Arun Kumar

Director

DIN: 07162895

Place: Chennai



Dinesh Kumar Agarwal

Director

DIN: 07544757

Place: Chennai





**SPANGLE ENERGY PRIVATE LIMITED**

CIN: U40104KA2015PTC081477

Statement of Profit and Loss for the year ended 31st March 2025

(Rs. In '000)

	Notes	For the Year Ended 31 March 2025	For the Year Ended 31 March 2024
<b>INCOME</b>			
Revenue From Operations	20	26,703	27,901
Other Income	21	272	657
<b>Total Income</b>		<b>26,975</b>	<b>28,558</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	22	879	662
Finance Costs	23	9,066	8,002
Depreciation / Amortisation Expenses	24	3,968	3,970
Other Expenses	25	9,101	8,593
<b>Total expenses</b>		<b>23,014</b>	<b>21,226</b>
<b>Profit / (Loss) Before tax and Exceptional Items</b>		<b>3,961</b>	<b>7,331</b>
Add / Less: Exceptional items	26	-	17,217
<b>Profit / (Loss) Before tax</b>		<b>3,961</b>	<b>24,548</b>
<b>Less: Tax Expenses</b>	27		
Current Tax		-	-
Deferred Tax		1,287	6,218
<b>Profit / (Loss) for the Period</b>		<b>2,674</b>	<b>18,331</b>
<b>Other Comprehensive Income</b>		-	-
<b>Items that will not be reclassified to Profit or Loss</b>			
Remeasurements of defined benefit obligations, net		-	-
<b>Total Comprehensive Income for the year</b>		<b>2,674</b>	<b>18,331</b>
<b>Earnings per equity share (of face value of Rs. 10 each)</b>			
Basic(in Rs.)		267.40	1,833.05
Diluted(in Rs.)		26.56	88.53
<b>Weighted average equity shares used in computing earnings per equity share</b>			
Basic		10,000	10,000
Diluted		2,44,404	2,44,404

See accompanying notes to the Financial Statements :1-40

As per our report of even date

**For A B C D & Co LLP.,**

Chartered Accountants

Firm No: 016415S/S000188



**Vinay Kumar Bachhawat - Partner**

Membership No: 214520

Place: Chennai

Date: 06.05.2025

**For Spangle Energy Private Limited****Francis Arun Kumar**

Director

DIN: 07162895

Place: Chennai

**Dinesh Kumar Agarwal**

Director

DIN: 07544757

Place: Chennai




**SPANGLE ENERGY PRIVATE LIMITED**

CIN: U40104KA2015PTC081477

**Cash Flow Statement for the year ended 31st March 2025**

(Rs. In '000)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>A. Cash flow from operating activities</b>		
Net Profit/ (Loss) before tax	3,961	24,548
Adjustments for:		
Depreciation	3,968	3,970
Interest income	(272)	(274)
Interest expense	8,622	7,991
<b>Operating loss before working capital changes</b>	<b>16,279</b>	<b>36,234</b>
Adjustments for (increase) / decrease in operating assets :		
Adjustments for increase / (decrease) in operating liabilities :		
Inventories	(5)	(42)
Trade Receivables	15	62,660
Other Financial Assets	-	10,000
Other Current Assets	(421)	(125)
Trade Payables	12	(653)
Other Financial Liabilities	(8,908)	(10,443)
Provisions	18	-
Other Current Liabilities	55	(105)
Cash used in operations	<b>7,045</b>	<b>97,527</b>
<b>Net cash flow from / (used) in operating activities</b>	<b>7,045</b>	<b>97,527</b>
<b>B. Cash flow from investing activities</b>		
Purchase of Fixed Assets	-	(1,447)
(Increase)/Decrease in Capital Work-in progresss	-	115
(Loans given)/Loan Repayment	(33,060)	(60,822)
(Investment) / realisation of Fixed Deposits	2,107	(214)
Interest received	7	243
<b>Net cash flow from / (used) investing activities</b>	<b>(30,947)</b>	<b>(62,124)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from / (Repayment of) Current & Non Current Borrowings	25,728	(8,460)
Interest Paid	(4,716)	(4,718)
Redemption Of Debentures	-	(19,506)
<b>Net cash flow from / (used) in financing activities</b>	<b>21,012</b>	<b>(32,684)</b>
<b>Net increase / (decrease) in cash and cash equivalents ( A+B+C )</b>	<b>(2,889)</b>	<b>2,718</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>3,963</b>	<b>1,245</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>1,074</b>	<b>3,963</b>
<b>Cash and cash equivalents as per cash flow statement</b>	<b>1,074</b>	<b>3,963</b>
Cash on hand	-	-
Balance with banks in current account	1,074	3,963
<b>Cash and cash equivalents as per Balance sheet</b>	<b>1,074</b>	<b>3,963</b>

1. The cash flow statement is prepared under Indirect Method as set out in Ind AS 7, Statement of Cash Flows notified under section 133 of the Companies Act, 2013.

2. Reconciliation of cash and cash equivalents with the Balance Sheet.

See accompanying notes to the Financial Statements : 1-40

As per our report of even date

For A B C D & Co LLP.,

Chartered Accountants

Firm No: 016415S/S000188



**Vinay Kumar Bachhawat - Partner**

Membership No: 214520

Place: Chennai

Date: 06.05.2025

For Spangle Energy Private Limited

*Francis Arun Kumar*

**Francis Arun Kumar**

Director

DIN: 07162895

Place: Chennai

*Dinesh*

**Dinesh Kumar Agarwal**

Director

DIN: 07544757

Place: Chennai

**SPANGLE ENERGY PRIVATE LIMITED**

CIN: U40104KA2015PTC081477

**Statement of Changes in Equity for the year ended 31st March 2025**

(Rs. In '000)

**A. Equity Share Capital**

Particulars	No of Shares	Amount
Equity shares INR 10 each issued, subscribed and fully paid		
<b>As at 31st March 2023</b>	<b>10,000</b>	<b>100</b>
Issue of equity shares	-	-
<b>As at 31st March 2024</b>	<b>10,000</b>	<b>100</b>
Issue of equity shares	-	-
<b>As at 31st March 2025</b>	<b>10,000</b>	<b>100</b>

**B. OTHER EQUITY**

Particulars	Retained Earnings	Equity Component of Compound Financial Instrument	Total equity attributable to equity holders
<b>As at 31 March 2023</b>	<b>(46,445)</b>	<b>1,14,516</b>	<b>68,071</b>
Add: Profit/(Loss) for the year	18,331	-	18,331
Less: Debentures redeemed	-	(14,692)	(14,692)
<b>As at 31 March 2024</b>	<b>(28,115)</b>	<b>99,824</b>	<b>71,709</b>
Add: Profit/(Loss) for the year	2,674	-	2,674
<b>As at 31 March 2025</b>	<b>(25,441)</b>	<b>99,824</b>	<b>74,383</b>

See accompanying notes to the Financial Statements :1-40

As per our report of even date

**For A B C D & Co LLP.,**

Chartered Accountants

Firm No: 016415S/S000188

**Vinay Kumar Bachhawat - Partner**

Membership No: 214520

Place: Chennai

Date: 06.05.2025

**For Spangle Energy Private Limited****Francis Arun Kumar**

Director

DIN: 07162895

Place: Chennai

**Dinesh Kumar Agarwal**

Director

DIN: 07544757

Place: Chennai



# SPANGLE ENERGY PRIVATE LIMITED

CIN: U40104KA2015PTC081477

Notes to Standalone Financial Statements for the year ended 31st March 2025

## 1. Corporate Information

SPANGLE ENERGY PRIVATE LIMITED was incorporated on July 2015 having its registered office in Karnataka, registered under the Companies Act 2013. It is formed to act as a Special Purpose Vehicle (SPV) for the limited purpose to develop, execute, manage and run solar power generation project.

## 2. Basis of Preparation

### a. Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (as amended)] and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Details of the Company's material accounting policies are included in Note 3.

### b. Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value;
- defined benefit plans - plan assets measured at fair value; and
- share-based payments measured at fair value.

### c. Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or 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.

### d. Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee, which is the Company's functional and presentation currency.

### e. Use of estimates

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized prospectively.

Judgements are made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements and the same is disclosed in the relevant notes to the financial statements.

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment are reviewed on an on-going basis and the same is disclosed in the relevant notes to the financial statements.

### f. Measurement of fair values

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 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised 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 (i.e. as prices) or indirectly (i.e., derived from prices);
- Level 3 inputs are unobservable inputs for the asset or liability.

### 3. Material Accounting Policies

#### a. Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are rendered to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts and other incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes or other amounts collected from customers in its capacity as an agent. If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

#### b. Property, plant and equipment

##### i. Tangible

Tangible property, plant and equipment (PPE) acquired by the Company are reported at acquisition cost less accumulated depreciation and accumulated impairment losses, if any. The acquisition cost includes any cost attributable for bringing an asset to its working condition net of tax/duty credits availed, which comprises of purchase consideration and other directly attributable costs of bringing the assets to their working condition for their intended use. PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

##### ii. Depreciation

Depreciable amount for tangible property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. Depreciation for additions to/deductions on owned assets is calculated pro rata to the remaining period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. All capital assets with individual value less than Rs. 5,000 are depreciated fully in the year in which they are purchased. Depreciation for the Company is being calculated on Straight line method.

##### iii. Subsequent Cost

Subsequent expenditure including cost of major overhaul and inspection is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of any component recognized as a separated component is derecognized when replaced. All other repairs and maintenance are recognized in profit or loss as incurred.

##### iv. Impairment of assets

Upon an observed trigger or at the end of each accounting year, the Company reviews the carrying amounts of its PPE, investment property and intangible asset to determine whether there is any indication that the asset have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of fair value less cost of disposal and value in use.

##### v. De-recognition of property, plant and equipment and intangible asset

An item of PPE and intangible assets is derecognised 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 PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.



### c. Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

### d. Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. The Company measures its tax balances for uncertain tax positions either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and for unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously within the same jurisdiction.

### Current and deferred tax for the year

Current and deferred tax is recognized in statement of profit and loss, except to the extent that it relates to item recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

### e. Provisions and Contingencies

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

The amount recognized 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). The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense. A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provision 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 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 reliable estimate of such obligation.

### f. Earnings Per Share

#### (i) Basic earnings per share

Basic earnings per share is calculated by dividing: - the profit attributable to owners of the Company - by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.





**(ii) Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.
- potentially issuable equity shares, that could potentially dilute basic earnings per share, are not included in the calculation of diluted earnings per share when they are anti-dilutive for the period presented.

**g. Cash Flow Statements**

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

**h. Financial Instruments:**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized 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. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

**Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**Recognition**

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sale the financial asset.

**Subsequent Measurement**

**Debt Instruments**

**i) Financial Assets carried at Amortized Cost**

A financial asset is subsequently measured at amortized 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 give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss. Impairment losses are presented as a separate line item in statement of profit and loss.

**ii) 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 on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to the

statement of profit and loss and recognised under other income/ other expenses. Interest income from these financial assets is included in other income using the effective interest rate method.

### iii) Financial Assets at Fair Value through Profit or Loss

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

### iv) Equity Instruments

The Company subsequently measures all equity investments at fair value. Where the Company has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognized in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognized in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### v) Impairment of Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL, as applicable, as the case may be. The amount of ECLs (or reversals, if any) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the profit or loss.

### vi) Financial Liabilities

Financial liability and equity instruments issued by a 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.

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 or 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.

### vii) Derecognition of Financial Instruments

#### Financial Asset

A financial asset is derecognized only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

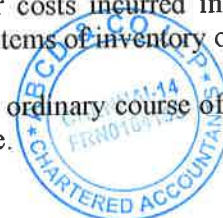
#### Financial Liability

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

### i. Inventories

Inventories (raw material - components including assemblies and sub assemblies) are stated at the lower of cost and net realisable value. Cost of inventory includes cost of purchases and all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of

weighted average method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.





#### **j. Trade Receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivable is a right to consideration that is conditional only upon passage of time. Revenue in excess of billings is recorded as unbilled revenue and is classified as a financial asset as only the passage of time is required before the payment is due. Invoicing in excess of earnings are classified as contract liabilities which is disclosed as deferred revenue.

Trade receivables and unbilled revenue are presented net of impairment in the Balance Sheet.

#### **k. Trade Payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are usually unsecured. Trade payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### **l. Borrowings**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of profit and loss under other expenses.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of material provision of a long term loan arrangement on or before the date of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender agreed, after the reporting period and before approval of the financial statements for issue, not to demand payment as a consequence of the breach.

#### **m. Exceptional items**

When an item of income or expense within Statement of profit and loss from ordinary activity is of such size, nature or incidence that its disclosure is relevant to explain the performance of the Company for the year, the nature and amount of such items is disclosed as exceptional items.

#### **n. Recent MCA Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS - 117 Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any impact in its financial statements.



----- Space is left intentionally blank-----



## 4. Property, Plant and Equipment

Description	Plant & Machinery	Total
<b>Gross Block</b>		
Balance as at 31st March 2023	1,62,469	1,62,469
Additions	1,447	1,447
Balance as at 31st March 2024	1,63,916	1,63,916
Additions	-	-
Balance as at 31st March 2025	1,63,916	1,63,916
<b>Accumulated Depreciation</b>		
Balance as at 31st March 2023	79,291	79,291
Charge for the year	3,970	3,970
Balance as at 31st March 2024	83,261	83,261
Charge for the year	3,968	3,968
Balance as at 31st March 2025	87,229	87,229
<b>Net Block</b>		
Balance as at 31st March 2025	76,687	76,687
Balance as at 31st March 2024	80,655	80,655

As at  
31 March 2025As at  
31 March 2024

## 5. Loans – Non-Current

(Unsecured, Considered Good)

Loans and advances to Related parties

93,882 60,822

Total

93,882 60,822

Inter Corporate Loans are given for working capital requirements (Refer Note no. 30)

## 6. Other Financial Asset – Non-Current

Bank Deposits\*

2,791 4,633

Total

2,791 4,633

\*Bank Deposits have been lien marked against the term loan as per the sanction letter for the purpose of maintaining Debt Service Reserve.

## 7. Inventories

Consumables

47 42

Total

47 42

## 8. Trade Receivables

(Unsecured, Considered Good)

Trade Receivables

2,623 2,638

Total

2,623 2,638

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1 Year	1-2 years	2-3 years	3 years and above	Total
<b>As at 31st March 2025</b>						
(i) Undisputed Trade receivables – considered good	2,623	-	-	-	-	2,623
<b>Total</b>	2,623	-	-	-	-	2,623
<b>As at 31st March 2024</b>						
(i) Undisputed Trade receivables – considered good	2,638	-	-	-	-	2,638
<b>Total</b>	2,638	-	-	-	-	2,638

(Rs. in '000)

	As at 31 March 2025	As at 31 March 2024
<b>9. Cash and Cash Equivalent</b>		
Cash on hand	-	-
Balance with Banks		
In Current Accounts	1,074	3,963
<b>Total</b>	<b>1,074</b>	<b>3,963</b>
<b>10. Other Financial Assets</b>		
Security Deposit	20	20
<b>Total</b>	<b>20</b>	<b>20</b>
<b>11. Other Current Assets</b> (Unsecured, Considered Good)		
Balance with Customs, Central Excise, GST and	76	161
Advance Payment to Farmer	439	-
Others	244	176
<b>Total</b>	<b>758</b>	<b>337</b>

**12. Share Capital**

	As at 31 March 2025		As at 31 March 2024	
Authorised	Number	Amount (in '000)	Number	Amount (in '000)
Equity Shares of ₹ 10 each	10,000	100	10,000	100
	<b>10,000</b>	<b>100</b>	<b>10,000</b>	<b>100</b>
<b>Issued, Subscribed and Paid up</b>				
Equity Shares of ₹ 10 each	10,000	100	10,000	100
	<b>10,000</b>	<b>100</b>	<b>10,000</b>	<b>100</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

	31 March 2025		31 March 2024	
	Number	Amount (in '000)	Number	Amount (in '000)
<b>Equity Shares</b>				
At the commencement of the year	10,000	100	10,000	100
Shares issued during the year	-	-	-	-
<b>At the end of the year</b>	<b>10,000</b>	<b>100</b>	<b>10,000</b>	<b>100</b>

**b. Rights, preferences and restrictions attached to equity shares**

The company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time after subject to dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not show of hands) are in proportion to its share of the paid-up equity capital of the company.

On winding up of the company, the holder of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.



**c. Particulars of shareholders holding more than 5% shares of a class of shares**

	31 March 2025		31 March 2024	
	Number	(% of total shares)	Number	(% of total shares)
Equity shares of ₹ 10 each fully paid held by				
Refex Green Power Limited*	7,400	74%	7,400	74%
Shashidhar	2,600	26%	2,600	26%
	<b>10,000</b>	<b>100%</b>	<b>10,000</b>	<b>100%</b>

**d. Particulars of shareholding of Promoters**

	31 March 2025			31 March 2024		
	Number	(% of total shares)	(% of change during the year shares)	Number	(% of total shares)	(% of change during the year shares)
Equity shares of ₹ 10 each fully paid held by						
Refex Green Power Limited*	7,400	74%	0%	7,400	74%	0%
Shashidhar	2,600	26%	0%	2,600	26%	0%
	<b>10,000</b>	<b>100%</b>		<b>10,000</b>	<b>100%</b>	

\*With effect from 10<sup>th</sup> May 2023 the name of the Company was changed from 'Refex Green Power Private Limited' to "Refex Green Power Limited".

(Rs. in '000)

**13. Other Equity**

	As at 31 March 2025	As at 31 March 2024
Retained Earnings	(25,441)	(28,115)
Equity component of optionally convertible preference shares	99,824	99,824
<b>Total</b>	<b>74,383</b>	<b>71,709</b>

**A. RETAINED EARNINGS**

Opening Balance	(28,115)	(46,445)
Add : Surplus/Loss during the year	2,674	18,331
<b>Closing Balance</b>	<b>(25,441)</b>	<b>(28,115)</b>

**B. EQUITY COMPONENT OF COMPOUND FINANCIAL INSTRUMENT**

Opening balance	99,824	1,14,516
Less: Debentures redeemed during the year	-	(14,692)
<b>Closing Balance</b>	<b>99,824</b>	<b>99,824</b>
<b>Total</b>	<b>74,383</b>	<b>71,709</b>

The compound financial instrument relate to the Optionally Convertible Redeemable Preference Shares ('OCRPS') and Optionally Convertible Debentures ('OCD') issued by the company.





(Rs. in '000)

**1. Optionally Convertible Redeemable Preference Shares ('OCRPS'):**

	As at 31 March 2025		As at 31 March 2024	
	Number	Amount (in '000)	Number	Amount (in '000)
<b>a. Authorised share capital</b>				
Preference shares of ₹ 10 each	3,00,000	3,000	3,00,000	3,000
	<u>3,00,000</u>	<u>3,000</u>	<u>3,00,000</u>	<u>3,000</u>
<b>Issued, Subscribed and Paid up share capital</b>				
Optionally Convertible Preference Shares of ₹ 10 each	2,34,404	2,344	2,34,404	2,344
	<u>2,34,404</u>	<u>2,344</u>	<u>2,34,404</u>	<u>2,344</u>
<b>b. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period</b>				
	31 March 2025		31 March 2024	
	Number	Amount (in '000)	Number	Amount (in '000)
<i>Optionally convertible Preference Shares</i>				
At the commencement of the year	2,34,404	2,344	2,34,404	2,344
Shares issued during the year	-	-	-	-
Shares redeemed during the year	-	-	-	-
At the end of the year	<u>2,34,404</u>	<u>2,344</u>	<u>2,34,404</u>	<u>2,344</u>

**c. *Rights, preferences and restrictions attached to preference shares***

0.01 % Optionally convertible non-cumulative preference shares were issued in the month of March' 19 (148063 Shares @ Rs.10; Premium of Rs.497), December' 19 (76589 Shares @ Rs.10; Premium of Rs.497) & August' 20(9752 Shares @ Rs.10; Premium of Rs.531) pursuant to the shareholders agreement. Optionally convertible non - cumulative preference shares are convertible into equity share of par value Rs.10/- in the ratio of 1:1.

These preference shares are convertible at any time on or before the end of nineteenth year from the date of issuance at the option of the company. Preference shares shall be mandatorily converted to equity shares upon completion of a period of 19 years and 11 months from the date of issuance and allotment of such preference shares. The holders of these shares are entitled to a non-cumulative dividend 0.01%. Preference shares carry a preferential right as to dividend over equity shareholders. The preference shares are entitled to one vote per share at meetings of the Company on any resolutions of the Company directly involving their rights.

**d. *Particulars of shareholders holding more than 5% shares of a class of shares***

	31 March 2025		31 March 2024	
	Number	%	Number	%
Refex Green Power Limited*	2,34,404	100%	2,34,404	100%
	<u>2,34,404</u>	<u>100%</u>	<u>2,34,404</u>	<u>100%</u>

**2. Optionally Convertible Debentures ('OCD'):****Issued, Subscribed and Paid up**

Optionally Convertible Debentures of ₹ 10 each

31 March 2025		31 March 2024	
Number	Amount	Number	Amount
-	-	-	-
-	-	-	-



<i>a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period</i>	<b>31 March 2025</b>		<b>31 March 2024</b>	
	<b>Number</b>	<b>Amount (In '000)</b>	<b>Number</b>	<b>Amount (In '000)</b>
<b><i>Optionally convertible Debentures</i></b>				
At the commencement of the year	-	-	40,345	403
Shares issued during the year	-	-	-	-
Shares redeemed during the year	-	-	40,345	403
<b>At the end of the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

***b. Rights, preferences and restrictions attached to Debentures***

0.01 % Optionally convertible debentures were issued in the month of March '22 (46842 debentures @ Rs. 10; Premium of Rs.464) pursuant to the debenture holder's agreement. Optionally convertible debentures are convertible into equity share of par value Rs. 10/- in the ratio of 1:1. In the month of March '22, 1535 debentures were redeemed by the holder at issue price. In the month of June 2022, 4192 and in the month September 2022, 770 debentures were redeemed respectively at issue price.

These debentures are convertible at any time on or before the end of nineteenth year from the date of issuance at the option of the holder. The holders of these debentures are entitled to an interest of 0.01% on par value of debentures. The debenture holders are entitled to one vote per debenture at meetings of the Company on any resolutions of the Company directly involving their rights.

***c. Particulars of shareholders holding more than 5% shares of a class of shares***

	<b>31 March 2025</b>		<b>31 March 2024</b>	
	<b>Number</b>	<b>%</b>	<b>Number</b>	<b>%</b>
Refex Green Power Limited*	2,34,404	100%	2,34,404	100%
	<b>2,34,404</b>	<b>100%</b>	<b>2,34,404</b>	<b>100%</b>

(Rs. in '000)

**As at 31 March 2025**      **As at 31 March 2024**

**14. Borrowings- Non- Current**

**SECURED**

Borrowings from Banks & FI	66,464	40,646
Less: Current Maturities of Long term Borrowings	(3,740)	(6,768)
<b>Total</b>	<b>62,724</b>	<b>33,878</b>

1) Bank Borrowings includes the Term loan of Tata Capital Limited of Rs 62,300 (Rs.in'000) sanctioned during the year 2024-25. The loan is repayable in 14.5 years. Loan is secured by hypothecation of all movable assets pertaining to the project, 74% of Equity shares & 100% of Quasi Equity Instruments and corporate guarantee of Refex Holding Private Limited\*. The loan carries an interest rate of 10.75% as on 31.03.2025.

2) Bank Borrowings includes the Term Loan Sanctioned by State Bank of India of Rs 9.50 Crores during the 2017-18 During the Year the Loan fully Repaid.

\*With effect from 30th April 2025, the name of the Company was changed from 'Sherisha Technologies Private Limited' to "Refex Holding Private Limited".

**UNSECURED**

Liability component of Redeemable Preference Shares / OCRPS

<b>Total</b>	36,299	32,482
	<b>36,299</b>	<b>32,482</b>
<b>Total Non-Current Borrowing (A+B)</b>	<b>99,023</b>	<b>66,360</b>



(Rs. in '000)

As at  
31 March 2025As at  
31 March 2024**15. Borrowings- Current**Current Maturities of Long Term Borrowings  
Total

3,740

3,740

6,768

6,768

**16. Trade Payable Due to**Micro and Small Enterprise  
Other than Micro and Small Enterprise  
Total

10

32

42

-

30

30

**Ageing of Trade Payables:**

Particulars	Outstanding for following periods from due date of payment				
	Less than one year	1-2 years	2-3 years	3 years and above	Total
<b>As at 31st March 2025</b>					
(i) MSME	10	-	-	-	10
(ii) Others	32	-	-	-	32
<b>Total</b>	<b>42</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>42</b>
<b>As at 31st March 2024</b>					
(i) MSME	30	-	-	-	30
(ii) Others	-	-	-	-	-
<b>Total</b>	<b>30</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30</b>

**17. Other Financial Liabilities – Current**Farmer's Share Payable  
Other Payables  
Total

-

202

202

8,909

201

9,110

**18. Provision**Provision for Expenses  
Total

18

18

-

-

**19. Other Current Liabilities**Statutory Dues (GST, TDS, etc.,)  
Total

69

69

14

14

For the Year ended  
31 March 2025For the Year ended  
31 March 2024**20. Revenue from Operations**Sale of Power  
Total

26,703

26,703

27,901

27,901

**21. Other Income**Interest Income  
Other Income  
Total

272

-

272

274

383

657

**22. Employee Benefit Expenses**Salaries and wages  
Contribution to Provident Funds and Other Funds  
Total

839

40

879

624

38

662





	(Rs. in '000)	
	For the Year ended 31 March 2025	For the Year ended 31 March 2024
<b>23. Finance Cost</b>		
Interest cost	8,622	7,979
<i>Interest On Term Loan</i>	4,709	4,650
<i>Interest On Statutory Dues</i>	7	12
<i>Interest on Financial Liability</i>	3,817	3,306
<i>Loan Processing-Amortized Cost</i>	90	11
Other Borrowing Cost	444	24
<b>Total</b>	<b>9,066</b>	<b>8,002</b>
<b>24. Depreciation &amp; Amortisation</b>		
Depreciation	3,968	3,970
<b>Total</b>	<b>3,968</b>	<b>3,970</b>
<b>25. Other Expenses</b>		
Advertisement	34	-
Rates and Taxes	20	50
Bank Charges	120	2
Professional Fees	706	112
Payment to Auditors	312	314
Payment to Farmers	3,910	4,122
Travelling Expenses	122	65
Operations and Maintenance	2,445	2,539
Rebate	1,043	1,018
Legal Expenses	3	-
Insurance Expenses	346	349
Miscellaneous Expenses	39	21
<b>Total</b>	<b>9,101</b>	<b>8,593</b>
<b>Payment to Auditor</b>		
Statutory Audit	244	234
Certification and Other Charges	68	80
<b>Total</b>	<b>312</b>	<b>314</b>
<b>26. Exceptional Items</b>		
<b>Exceptional Items</b>		
Interest on Delayed Payment from ESCOMs	-	15,217
Refund of Liquidated Damages	-	2,000
<b>Total</b>	<b>-</b>	<b>17,217</b>

As per the KERC Order Dated 21-03-2023, the KERC allowed the rate of Rs 8.40 Per Unit as per PPA and also directed to release the Liquidated damage & Pay the arrear amount along with interest at rate of 10% pa on differential tariff. The Company has received Interest of Rs. 15,217 and Liquidated damage of Rs.2,000 in the FY 2023 - 2024. The Interest on outstanding receivable and refund of Liquidated damage is disclosed as exceptional Item in the Financial.

## 27. Tax Expenses

Current Tax	-	-
Deffered Tax	1,287	6,218
<b>Tax Reported in Profit &amp; Loss</b>	<b>1,287</b>	<b>6,218</b>



(Rs. in '000)

**Deferred Tax Asset (Net)**

	As at 31st March 2025	As at 31st March 2024
Deferred Tax Assets	18,376	19,702
Deferred Tax Liabilities	18,682	18,720
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>305</b>	<b>(982)</b>

FY 24-25	Opening Balance	Recognised in Profit & Loss account	Closing Balance
<b>Deferred Tax Asset in relation to:</b>			
Carry Forward of Unused Tax Losses	19,702	(1,325)	18,376
	19,702	(1,325)	18,376
<b>Deferred Tax Liabilities in relation to:</b>			
Property, Plant and Equipment	18,701	(359)	18,342
Amortization of Loan Processing Fees	19	321	340
	18,720	(39)	18,682
<b>Net Deferred Tax Liabilities/(Asset)</b>	<b>(982)</b>	<b>1,287</b>	<b>305</b>

FY 23-24	Opening Balance	Recognised in Profit & Loss account	Closing Balance
<b>Deferred Tax Asset in relation to:</b>			
Carry Forward of Unused Tax Losses	25,856	(6,154)	19,702
	25,856	(6,154)	19,702
<b>Deferred Tax Liabilities in relation to:</b>			
Property, Plant and Equipment	18,634	66	18,701
Amortization of Loan Processing Fees	22	(3)	19
	18,656	64	18,720
<b>Net Deferred Tax Liabilities/(Asset)</b>	<b>(7,199)</b>	<b>6,218</b>	<b>(982)</b>

**28. Earnings Per Share (EPS)****Basic Earning**

31 March 2025      31 March 2024

a. Weighted average number of equity shares outstanding during the period	10,000	10,000
b. Effect of dilutive common equivalent shares – Optionally Convertible Redeemable Preference Shares	2,34,404	2,34,404
c. weighted average number of equity shares and common equivalent shares outstanding	2,44,404	2,44,404

**Diluted Earnings**

Profit After Tax	2,674	18,331
Add: Interest on Financial Liability - OCRPS	3,817	3,306
<b>Total Dilutive Earnings</b>	<b>6,491</b>	<b>21,637</b>

Earnings per equity share (of face value of Rs. 10 each)

Basic (in Rs.)	267.40	1,833.05
Diluted (in Rs.)	26.56	88.53



**29. Related Party Transactions****A. List of Related Parties<sup>1</sup>**

Nature of Relationship	Name of the Related Party
Ultimate Holding Company	Refex Renewables & Infrastructure Limited
Holding Company	Refex Green Power Limited <sup>2</sup>
Fellow Subsidiary Company	Sourashakthi Solar Private Limited
Entities in which share holders / directors exert significant influence	Refex Holding Private Limited <sup>3</sup>
Directors	Sunny Chandrakumar Jain
	Patrik Vijay Kumar Francis Arun Kumar
	Dinesh Kumar Agarwal

<sup>1</sup> List of related parties includes those companies with whom the company has either transacted in the current or the previous year

<sup>2</sup> With effect from 10th May 2023, the name of the Company was changed from 'Refex Green Power Private Limited' to "Refex Green Power Limited".

<sup>3</sup> With effect from 30th April 2025, the name of the Company was changed from 'Sherisha Technologies Private Limited' to "Refex Holding Private Limited".

**B. Transactions with Related Parties**

Nature of the Transaction	Name of Related Party	For the year ended March 31, 2025	For the year ended March 31, 2024
Debentures Redeemed (Redemption Price)	Refex Green Power Limited	-	19,124
Interest paid	Refex Green Power Limited	-	33
Reimbursement of Expenses	Refex Holding Private Limited	74	38
Farmer Share Paid	Shashidhar	13,257	14,646
Farmer Share	Shashidhar	3,910	4,122
Operation & Maintenance Charges	Refex Renewables & Infrastructure Limited	1,851	1,906
Purchase of PPE	Refex Renewables & Infrastructure Limited	-	1,168
Loan Advanced	Refex Green Power Limited	85,168	67,210
Loan Repayment Received	Refex Green Power Limited	52,107	6,388
Loan Repaid	Refex Green Power Limited	-	3,633
Loan Borrowed	Refex Green Power Limited	-	1,222

**C. Balance at year end**

Nature of the Transaction	Name of Related Party	For the year ended March 31, 2025	For the year ended March 31, 2024
Payment for Farmer's Share	Shashidhar	(439)	8,909
Loan Receivable	Refex Green Power Limited	93,882	60,822

**30. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The management has identified certain enterprises which have provided goods and services to the Company, and which qualify under the definition of 'Micro and Small Enterprises' as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("the Act"). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31st March 2024 and 31st March 2023 have been made in the financial statements based on information available with the Company and relied upon by the auditors.





(Rs. in '000)

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	10	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

**31. Fair Value Measurements****A. Financial Instrument by Category**

Particulars	As at 31 March 2025			Fair value hierarchy		
	FVPL	FVOCI	Amortised cost	Level I	Level II	Level III
<b>Financial Assets</b>						
Trade Receivables	-	-	2,623	-	-	-
Cash and cash equivalents	-	-	1,074	-	-	-
Loans	-	-	93,882	-	-	-
Other Financial Assets	-	-	2,811	-	-	-
<b>TOTAL ASSETS</b>	-	-	<b>1,00,390</b>	-	-	-
<b>Financial Liabilities</b>						
Borrowings	-	-	1,02,763	-	-	-
Trade Payable	-	-	42	-	-	-
Other Financial Liabilities	-	-	202	-	-	-
<b>TOTAL LIABILITIES</b>	-	-	<b>1,03,007</b>	-	-	-

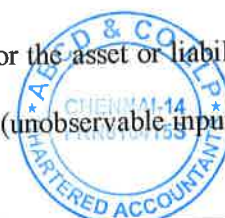
Particulars	As at 31 March 2024			Fair value hierarchy		
	FVPL	FVOCI	Amortised cost	Level I	Level II	Level III
<b>Financial Assets</b>						
Trade Receivables	-	-	2,638	-	-	-
Cash and cash equivalents	-	-	3,963	-	-	-
Loans	-	-	60,822	-	-	-
Other Financial Assets	-	-	4,653	-	-	-
<b>TOTAL ASSETS</b>	-	-	<b>69,438</b>	-	-	-
<b>Financial Liabilities</b>						
Borrowings	-	-	73,128	-	-	-
Trade Payable	-	-	30	-	-	-
Other Financial Liabilities	-	-	9,110	-	-	-
<b>TOTAL LIABILITIES</b>	-	-	<b>82,268</b>	-	-	-

**Fair value hierarchy**

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

**Level 2** - Inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., Derived from prices).

**Level 3** - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). Accordingly, these are classified as level 3 of fair value hierarchy.



## B. Financial risk management

The Company business activities are exposed to a variety of financial risks, namely liquidity risk, foreign currency risks and credit risk. The Company's management has the overall responsibility for establishing and governing the Company risk management framework. The management is responsible for developing and monitoring the Company risk management policies. The Company risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Board of directors of the Company.

### i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from Company's trade receivables and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure which is as follows:

(Rs. In '000)

	Carrying amount	
	As at 31 March 2025	As at 31 March 2024
Trade receivables	2,623	2,638
Cash and cash equivalents	1,074	3,963
Loans	93,882	60,822
Other financial assets	2,811	4,653
	<b>1,00,390</b>	<b>72,075</b>

#### Trade Receivable

Trade receivables represent the most significant exposure to credit risk and are stated after an allowance for expected credit loss as per the accounting policy.

#### Cash and cash equivalents

The Company held cash and cash equivalents with credit worthy banks as at the reporting dates which has been measured on the 12-month expected loss basis. The credit worthiness of such banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk.

#### Other Financial Assets

This comprises of deposit with banks and other security deposits. The company limits its exposure to credit risks arising from these financial assets and there is no collateral held against these because counter parties are banks and recognised financial institutions. Banks institutions have high credit ratings assigned by credit rating agencies.

#### Loan

The Company considers the probability of default upon initial recognition of loan and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the loan as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

### ii. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation, associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Company has access to a sufficient variety of sources of funding. Having regards to the nature of the business wherein the Company is able to generate fixed cash flows over a period of time and to optimize the cost of funding, the Company, from time to time, funds its long -term investment from short-term sources. The short-term borrowings can be roll forward or, if required, can be refinanced from long term borrowings. In addition, processes and policies related to such risks are overseen by senior management.

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2025 and 31 March 2024



Particulars	As at 31 March 2025			Total
	Less than one year	1-2 years	2 years and above	
Borrowings	3,740	3,740	95,283	1,02,763
Trade Payables	3,740	-	-	42
Other Financial Liabilities	202	-	-	202
<b>Total</b>	<b>7,682</b>	<b>3,740</b>	<b>95,283</b>	<b>1,03,007</b>

Particulars	As at 31 March 2024			Total
	Less than one year	1-2 years	2 years and above	
Borrowings	6,768	6,768	59,592	73,128
Trade Payables	30	-	-	30
Other Financial Liabilities	9,110	-	-	9,110
<b>Total</b>	<b>15,907</b>	<b>6,768</b>	<b>59,592</b>	<b>82,268</b>

### iii. Foreign Currency Risk

The Company's operations are largely within India and hence the exposure to foreign currency risk is very minimal.

### iv. Interest Rate Risk

Interest rate risk is the risk that an upward movement in the interest rate would adversely affect the borrowing cost of the company. The Company is exposed to long term and short-term borrowings. The Company manages interest rate risk by monitoring its mix of fixed and floating rate instruments and taking action as necessary to maintain an appropriate balance.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

#### a) Market Risk

	As at 31 March 2025	As at 31 March 2024
Variable Rate Borrowing	66,464	40,646
<b>Total</b>	<b>66,464</b>	<b>40,646</b>

#### b) Sensitivity Analysis

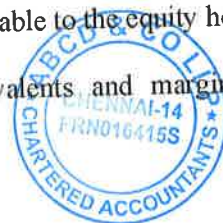
	Impact on profit after tax	
	As at 31 March 2025	As at 31 March 2024
Interest rates - increase by 50 basis points	(249)	(152)
Interest rates - decrease by 50 basis points	249	152

## 32. Capital Management

The Company's objectives of capital management is to maximize the shareholder value. In order to maintain or adjust the capital structure, the Company may adjust the return to shareholders, issue/ buyback shares or sell assets to reduce debt. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is Adjusted net debt divided by Adjusted net debt plus Total capital as below.

- Total Capital includes equity share capital and all other equity components attributable to the equity holders
- Adjusted Net debt includes borrowings (non-current and current) less cash and cash equivalents (including bank balances other than cash and cash equivalents and margin money deposits with banks)





(Rs. In '000)

Particulars		As at 31 March 2025	As at 31 March 2024
<b>Borrowings</b>			
Long term and Short Term Borrowings		1,02,763	73,128
Less: Cash and Cash equivalents		1,074	3,963
<b>Adjusted Net Debt</b>	<b>(i)</b>	<b>1,01,689</b>	<b>69,165</b>
<b>Capital Components</b>			
Equity Share Capital		100	100
Other Equity		74,383	71,709
<b>Total Capital</b>	<b>(ii)</b>	<b>74,483</b>	<b>71,809</b>
<b>Capital and Borrowings</b>	<b>(iii=i+ii)</b>	<b>1,76,172</b>	<b>1,40,974</b>
<b>Gearing Ratio %</b>	<b>(i/iii)</b>	<b>58%</b>	<b>49%</b>

No changes were made in the objectives, policies or processes for managing capital during the current year.

### 33. Financial Ratios

The Ratios for the years ended March 31,2025 and March 31,2024 are as follows:

Particulars	Numerator/Denominator	2024-25		2023-24		Variance (in %)
		Amount	Ratio	Amount	Ratio	
a) Current ratio <sup>1</sup>	Current Asset	4,523	1.11	7,001	0.44	153%
	Current Liability	4,071		15,922		
b) Debt-Equity ratio <sup>2</sup>	Total Liabilities (Debt)	1,02,763	1.38	73,128	1.02	35%
	Shareholders Equity	74,483		71,809		
c) Debt service coverage ratio	EBITDA	16,551	1.44	19,280	1.69	-15%
	Principal + Interest	11,477		11,418		
d) Return on equity ratio <sup>3</sup>	Net Profit	2,674	3.59%	18,331	25.53%	-86%
	Shareholders Equity	74,483		71,809		
e) Inventory turnover ratio	Net Sales	26,703	NA	27,901	NA	NA
	Average Inventory	-		-		
f) Trade receivables turnover ratio <sup>4</sup>	Net Credit Sales	26,703	10.15	27,901	0.82	1136%
	Average Trade Receivables	2,630		33,968		
g) Trade payables turnover ratio	Net Credit Purchase	-	NA	42	0.12	NA
	Average Trade Payables	36		356		
h) Net capital turnover ratio*	Turnover	26,703	59.08	27,901	NA	NA
	Working Capital	452		(8,921)		
i) Net profit ratio <sup>5</sup>	Net Profit	2,674	10.01%	18,331	65.70%	-85%
	Turnover	26,703		27,901		
j) Return on capital employed <sup>6</sup>	EBIT	12,583	7.24%	15,322	11.09%	-35%
	Capital Employed	1,73,811		1,38,170		
k) Return on Assets <sup>7</sup>	Net Profit	2,674	1.61%	18,331	11.25%	-86%
	Average Total Assets	1,65,987		1,62,874		

#### Note: -

Total Debt = long term Borrowings + current maturities of long term borrowings

EBITDA = Earnings before Interest, Taxes, Depreciation and Amortization

Principal + Interest = Scheduled Principal repayment of long-term borrowing + Interest Expense (Except Interest related to ICD)

Working Capital = Current Assets - Current Liabilities

EBIT = Earnings before Interest and Taxes.

Capital Employed = Total Assets - Current Liabilities

Average inventory = Average finished goods + Average Stock in trade

\* The ratio is not presented as net working capital is negative for both years, making the metric non-meaningful for analysis



**Explanation: -**

1. The positive impact in current ratio is due to decrease in current liability
2. The adverse impact in Debt-Equity ratio is due to increase in Debt
3. The adverse impact in Return on equity ratio is due to decrease in net profit
4. The adverse impact in Return on equity ratio is due to decrease in net profit
5. The adverse impact in Net profit ratio is due to decrease in net profit
6. The adverse impact in Return on capital employed is due to decrease in Capital employed

**34. Conversion of OCRPS to OCD**

The Company filed a Scheme of Arrangement under Sections 230 and 66 of the Companies Act, 2013 with the Hon'ble NCLT, Bengaluru Bench, for conversion of 0.01% Non-Cumulative Optionally Convertible Preference Shares into 0.01% Non-Cumulative Optionally Convertible Debentures of the Company. . The matter was heard and is listed for order pronouncement on 30th May 2025.

**35. Segment Reporting**

The Company is mainly engaged in the business of generation and selling of power in India. Based on the information reported for the purpose of resource allocation and assessment of performance, there are no reportable segments in accordance with the requirements of Indian Accounting Standard 108-'Operating Segments', notified under the Companies (Indian Accounting Standards) Rules, 2015.

- 36.** In order to simplify numerical data and enhance the clarity of our presentations, we have rounded figures to the nearest thousands as per the requirement of Ind AS Schedule III Amendments. While this approach helps to make data easier to interpret, it can sometimes result in a total mismatch between individual figures and their sum when rounded.

**37. Additional regulatory information**

**a) Details of benami property held**

No proceedings have been initiated on or are pending against the Company under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.

**b) Borrowing secured against current assets**

The Company has borrowing limits sanctioned from banks and financial institutions, which are secured by a charge over the current assets, including inventories and trade receivables. In accordance with the terms of the borrowing arrangements, the Company is not required to submit periodic returns or statements of current assets to the lenders.

**c) Willful defaulter**

The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

**d) Relationship with struck off companies**

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

**e) Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under section 2(87) of the Companies Act, 2013 read with Companies (Restriction of number of layers) Rules, 2017.

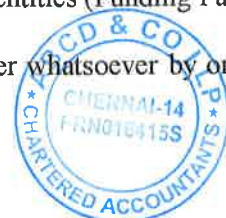
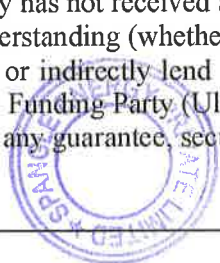
**f) Utilization of borrowed funds and share premium**

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries



**g) Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**h) Details of crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**i) Valuation of property, plant and equipment, intangible asset and investment property**

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

**j) Other regulatory information Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

- 38.** The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year-end, the company has reviewed all such contracts and confirmed that no provision is required to be created under any law / accounting standard towards any foreseeable losses.

**39. Audit trail**

The Company has accounting software for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. The audit trail has been preserved by the Company as per the statutory requirements for record retention.

- 40.** Previous year's figures are regrouped / rearranged, where necessary, to confirm to the current year's classification / disclosure.

See accompanying notes to the Financial Statements : 1-40

As per our report of even date

**For A B C D & Co LLP.,**

Chartered Accountants

Firm No: 016415S/S000188



**Vinay Kumar Bachhawat - Partner**

Membership No: 214520

Place: Chennai

Date: 06.05.2025

**For Spangle Energy Private Limited**



**Francis Arun Kumar**

Director

DIN: 07162895

Place: Chennai



**Dinesh Kumar Agarwal**

Director

DIN: 07544757

Place: Chennai

