

Independent Auditor's Report

To the Members of Venwind Refex Limited (formerly known as Refex Green Energy Limited)

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Venwind Refex Limited (formerly known as Refex Green Energy Limited) ("the Company") which comprise the Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss for the period 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, 2025, its loss including other comprehensive income, its cash flows and the changes in equity for the period 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 Ind AS 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 Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS 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

Information Other than the Ind AS 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 Ind AS 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

The 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 Ind AS 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 Ind AS 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 Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS 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 Ind AS 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;
- (a) 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; in our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- (b) 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;
- (c) 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.
- (d) 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
- (e) 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 will have impact on its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - 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 period 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



Tarun R - Partner

Membership No: 249206

Place: Chennai

Date: 07.05.2025

UDIN: 25249206BMONYF2166



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 Venwind Refex Limited (formerly known as Refex Green Energy 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 Venwind Refex Limited (formerly known as Refex Green Energy Limited) ("the Company") as of March 31, 2025, in conjunction with our audit of the Ind AS financial statements of the Company for the period 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 Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 Ind AS 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 Ind AS 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 Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Ind AS 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



Tarun R - Partner
Membership No: 249206
Place: Chennai
Date: 07.05.2025
UDIN: 25249206BMONYF2166



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 Venwind Refex Limited (formerly known as Refex Green Energy Limited) of even date)

1. Fixed assets:

- a) i. 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.
ii. 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) The company does not have any immovable properties, hence reporting under paragraph 3, clause (i) (c) of the Order is not applicable.
- 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 (45 of 1988) and rules made thereunder.

2. Inventories:

- a) In our opinion and according to the information and explanations given to us, and on the basis of our examination of the books of account, the Company does not have any inventory as on 31st March 2025.
 - 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. In our opinion and according to information and explanations given to us and on the basis of our examination of the books of account, the Company has not made any investments in/provided any guarantee or security/granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of paragraph 3, clauses iii (a) to (g) of the order are not applicable to the Company.
4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments attracting to the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3, clause (iv) of the order is not applicable.
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 paragraph 3, 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 us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added 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 us, the Company has not defaulted in repayment of loans to banks or in the payment of interest thereon to any lender during the year. The terms and conditions for repayment of Inter Corporate Borrowings and payment of interest thereon have not been stipulated. According to the information and explanations given to us, such loans and interest thereon have not been demanded for repayment during the relevant financial 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 Company has not obtained any new term loans during the year.
- 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, paragraph 3, 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, paragraph 3, 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 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 paragraph 3, 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 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) As the company does not have an internal audit system, the provisions of 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 paragraph 3, 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 paragraph 3, clause(xvi) of(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 CIC. Accordingly, paragraph 3 (xvi)(c) and (d) of the Order is not applicable.

17. The Company has incurred cash losses amounting to Rs. 5,510 (*In '000s*) during the financial period 31st March 2025.

18. There has been no resignation of the statutory auditors during the period. Accordingly, paragraph 3, 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 Ind AS 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 paragraph 3, clause (xx)(a) and (b) of the order is not applicable for the year.
21. The reporting under paragraph 3, clause (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



Tarun R - Partner
Membership No: 249206
Place: Chennai
Date: 07.05.2025
UDIN: 25249206BMONYF2166



VENWIND REFEX LIMITED
(FORMERLY REFEX GREEN ENERGY LIMITED)
CIN: U33121MP2024PLC069908
Balance Sheet as at 31st March 2025

| | | (Rs. In '000) |
|--|-------|--------------------|
| | Notes | As at 31-Mar-25 |
| ASSETS | | |
| NON-CURRENT ASSETS | | |
| Property, Plant and Equipment | 4 | 125 |
| Total Non-Current Assets | | 125 |
| CURRENT ASSETS | | |
| Financial Assets | | |
| Cash and Cash Equivalents | 5 | 206 |
| Other Financial assets | 6 | 10 |
| Other Current Assets | 7 | 162 |
| Total Current assets | | 378 |
| Total Assets | | 503 |
| EQUITY AND LIABILITIES | | |
| EQUITY | | |
| Equity Share Capital | 8 | 1,000 |
| Other Equity | 9 | (5,522) |
| Total Equity | | (4,522) |
| LIABILITIES | | |
| NON-CURRENT LIABILITIES | | |
| Financial Liabilities | | |
| Borrowings | 10 | 4,805 |
| Total Non-Current Liabilities | | 4,805 |
| CURRENT LIABILITIES | | |
| Financial Liabilities | | |
| Trade Payables Due to | 11 | - |
| Micro and Small Enterprises | | |
| Other than Micro and Small Enterprises | | 6 |
| Other Financial Liabilities | 12 | 214 |
| Total Current Liabilities | | 221 |
| Total Liabilities | | 5,026 |
| Total Equity and Liabilities | | 503 |

See accompanying notes to the Financial Statements: 1-29

As per our report of even date

For A B C D & Co. LLP

Chartered Accountants

Firm No: 016415S/S000188



Tarun R - Partner
 Membership No: 249206
 Place: Chennai
 Date: 07.05.2025



For VENWIND REFEX LIMITED

(FORMERLY REFEX GREEN ENERGY LIMITED)



Anil Jain
 Director
 DIN: 00181960
 Place: Chennai



Dinesh Kumar Agarwal
 Director
 DIN: 07544757
 Place: Chennai



VENWIND REFEX LIMITED
(FORMERLY REFEX GREEN ENERGY LIMITED)
CIN: U33121MP2024PLC069908

Statement of Profit and Loss for the period ended 31st March 2025 (February 2024 to March 2025)

(Rs. In '000)

| | Notes | For the period ended 31 March 2025 |
|---|-------|---------------------------------------|
| INCOME | | |
| Revenue From Operations | | - |
| Other Income | | - |
| Total Income | | - |
| EXPENSES | | |
| Employee Benefit Expenses | 13 | 3,090 |
| Finance Costs | 14 | 159 |
| Depreciation / Amortisation Expenses | 15 | 12 |
| Other Expenses | 16 | 2,261 |
| Total expenses | | 5,522 |
| Profit / (Loss) Before tax | | (5,522) |
| Less: Tax Expenses | | |
| Current Tax | | - |
| Deferred Tax | | - |
| Profit / (Loss) for the Period | | (5,522) |
| Other Comprehensive Income | | - |
| Items that will not be reclassified to Profit or Loss | | |
| Remeasurements of defined benefit obligations, net | | - |
| Total Comprehensive Income for the year | | (5,522) |
| Earnings per equity share (of face value of Rs. 10 each) | 17 | |
| Basic / Diluted (In Rs.) | | (55) |
| Weighted average equity shares used in computing earnings per equity share | | |
| Basic / Diluted | | 1,00,000 |

See accompanying notes to the Financial Statements: 1-29

As per our report of even date

For A B C D & Co. LLP
Chartered Accountants
Firm No: 016415S/ S000188

Tarun R - Partner
Membership No: 249206
Place: Chennai
Date: 07.05.2025



For VENWIND REFEX LIMITED
(FORMERLY REFEX GREEN ENERGY LIMITED)

Anil Jain
Director
DIN: 00181960
Place: Chennai

Dinesh Kumar Agarwal
Director
DIN: 07544757
Place: Chennai



VENWIND REFEX LIMITED
(FORMERLY REFEX GREEN ENERGY LIMITED)
CIN: U33121MP2024PLC069908

Cash Flow Statement for the period ended 31st March, 2025 (February 2024 to March 2025)

(Rs. In '000)

| Particulars | For the period ended 31 March 2025 |
|---|---------------------------------------|
| A. Cash flow from operating activities | |
| Net Profit/ (Loss) before tax | (5,522) |
| Adjustments for: | |
| Depreciation | 12 |
| Interest expense | 159 |
| Operating loss before working capital changes | (5,351) |
| Adjustments for (increase) / decrease in operating assets : | |
| Adjustments for increase / (decrease) in operating liabilities : | |
| Other Financial Assets | (10) |
| Other Current Assets | (162) |
| Trade Payables | 6 |
| Other Financial Liabilities | 214 |
| Net Cashflow flow from/(used) operating activities | (5,302) |
| B. Cash flow from investing activities | |
| Purchase of Tangible Assets | (138) |
| Net cash flow from / (used) investing activities | (138) |
| C. Cash flow from financing activities | |
| Proceeds from / (Repayment of) Non Current Borrowings | 4,646 |
| Proceeds from Share Capital | 1,000 |
| Net cash flow from / (used) in financing activities | 5,646 |
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | 206 |
| Cash and cash equivalents at the beginning of the period | - |
| Cash and cash equivalents at the end of the period | 206 |
| Cash and cash equivalents as per cash flow statement | 206 |
| Cash on hand | 126 |
| Balance with banks in current account | 80 |
| Cash and cash equivalents as per Balance sheet | 206 |

Notes

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

See accompanying notes to the Financial Statements: 1-29

As per our report of even date

For A B C D & Co. LLP

Chartered Accountants

Firm No: 016415S/ S000188



Tarun R - Partner
 Membership No: 249206
 Place: Chennai
 Date: 07.05.2025



For VENWIND REFEX LIMITED

(FORMERLY REFEX GREEN ENERGY LIMITED)



Anil Jain
 Director
 DIN: 00181960
 Place: Chennai



Dinesh Kumar Agarwal
 Director
 DIN: 07544757
 Place: Chennai



VENWIND REFEX LIMITED
(FORMERLY REFEX GREEN ENERGY LIMITED)
CIN: U33121MP2024PLC069908

Statement of Changes in Equity for the period ended 31st March 2025 (February 2024 to March 2025)

(Rs. In '000)

A. Equity Share Capital

| Particulars | No of Shares | Amount |
|---|-----------------|--------------|
| Equity shares INR 10 each issued, subscribed and fully paid | | |
| Issue of equity shares | 1,00,000 | 1,000 |
| As at 31st March 2025 | 1,00,000 | 1,000 |

B. OTHER EQUITY

| Particulars | Retained Earnings | Total equity attributable to equity holders |
|---------------------------------|-------------------|---|
| Add: Profit/(Loss) for the year | (5,522) | (5,522) |
| As at 31 March 2025 | (5,522) | (5,522) |

See accompanying notes to the Financial Statements: 1-29

As per our report of even date

For A B C D & Co. LLP

Chartered Accountants

Firm No: 016415S/ S000188



Tarun R - Partner

Membership No: 249206

Place: Chennai

Date: 07.05.2025

For VENWIND REFEX LIMITED

(FORMERLY REFEX GREEN ENERGY LIMITED)

Anil Jain

Director

DIN: 00181960

Place: Chennai

Dinesh Kumar Agarwal

Director

DIN: 07544757

Place: Chennai



VENWIND REFEX LIMITED
(FORMERLY REFEX GREEN ENERGY LIMITED)
CIN: U33121MP2024PLC069908

Notes to Standalone Financial Statements for the period ended 31st March 2025(February 2024 to March 2025)

1. Corporate Information

VENWIND REFEX LIMITED (Formerly Refex Green Energy Limited) was incorporated on 19th February 2024 having its registered office in Chennai, registered under the Companies Act, 2013. The company will focus on trading, manufacturing, production, assembly, distribution, and marketing of sustainable energy assets, including their components and related equipment. It will also provide consulting, engineering, and engineering, procurement and construction services, alongside managing and operating power plants based on wind energy sources.

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. 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.

c. 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 and Amortisation

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 period 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 period 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 period in which they are purchased. Depreciation for the Company is being calculated on Straight line method.

iii. Impairment of assets

Upon an observed trigger or at the end of each accounting period, 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.

iv. 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.



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.

e. 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.

f. 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.

g. 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.

h. 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.

i. 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*****



(Rs. In '000)

4. Property, Plant and Equipment
Tangible Assets

| Description | Computers | Total |
|--------------------------------------|------------|------------|
| Gross Block | | |
| Additions | 138 | 138 |
| Balance as at 31st March 2025 | 138 | 138 |
| Accumulated Depreciation | | |
| Charge for the year | 12 | 12 |
| Balance as at 31st March 2025 | 12 | 12 |
| Net Block | | |
| Balance as at 31st March 2025 | 125 | 125 |

As at
31-Mar-25

5. Cash and Cash Equivalents

| | |
|---------------------|------------|
| Cash on hand | 126 |
| Balance with Banks | |
| In Current Accounts | 80 |
| Total | 206 |

6. Other Financial Asset – Current

| | |
|--------------|-----------|
| Deposits | 10 |
| Total | 10 |

7. Other Current Assets

| | |
|---|------------|
| Balance with Customs, Central Excise, GST and State Authorities | 143 |
| Advances made to Suppliers | 19 |
| Total | 162 |

8. Share Capital

As at
31 March 2025

Authorised

Equity Shares of ₹ 10 each

| Number | Amount (In'000s) |
|-----------------|---------------------|
| 1,00,000 | 1,000 |
| 1,00,000 | 1,000 |

Issued, Subscribed and Paid up

Equity Shares of ₹ 10 each

| | |
|-----------------|--------------|
| 1,00,000 | 1,000 |
| 1,00,000 | 1,000 |

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

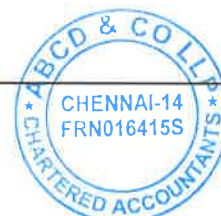
31 March 2025

Equity Shares

Shares issued during the period

At the end of the period

| Number | Amount (In'000s) |
|-----------------|---------------------|
| 1,00,000 | 1,000 |
| 1,00,000 | 1,000 |



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

Equity shares of ₹ 10 each fully paid held by
Refex Renewables & Infrastructure Limited

| 31 March 2025 | |
|-----------------|---------------------|
| Number | (% of total shares) |
| 1,00,000 | 100% |
| 1,00,000 | 100% |

d. Particulars of shareholding of Promoters

Refex Renewables & Infrastructure Limited

| 31 March 2025 | |
|-----------------|---------------------|
| Number | (% of total shares) |
| 1,00,000 | 100% |
| 1,00,000 | 100% |

(Rs. In '000)

As at
31-Mar-25

9. Other Equity

| | |
|------------------------------------|----------------|
| Retained Earnings | (5,522) |
| Total | (5,522) |
| RETAINED EARNINGS | |
| Opening Balance | - |
| Add : Surplus/Loss during the year | (5,522) |
| Closing Balance | (5,522) |
| Total | (5,522) |

10. Borrowings- Long Term

UNSECURED

| | |
|---|--------------|
| Inter Corporate Deposits from Related Parties | 4,805 |
| Total | 4,805 |

Inter Corporate Loans are taken for working capital requirements. The loan carries an interest rate of 8% per annum (P.Y - 8% per annum) on the outstanding amount. (Refer Note 18)

11. Trade Payables Due to

| | |
|---------------------------------------|----------|
| Micro and Small Enterprise | - |
| Other than Micro and Small Enterprise | 6 |
| Total | 6 |

Ageing of Trade Payables

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------|--|-----------|-----------|-------------------|----------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31st March 2025 | | | | | |
| (i) MSME | - | - | - | - | - |
| (ii) Others than MSME | 6 | - | - | - | 6 |
| Total | 6 | - | - | - | 6 |



(Rs. In '000)

| | As at 31-Mar-25 |
|--|---|
| 12. Other Financial Liabilities - Current | |
| Interest accrued but not due on borrowings | 159 |
| Audit fees payable | 55 |
| Total | 214 |
| | For the period ended 31-Mar-25 |
| 13. Employee Benefit Expenses | |
| Salaries and wages | 3,037 |
| Contribution to Provident Funds and Other Funds | 53 |
| Total | 3,090 |
| 14. Finance Cost | |
| Interest cost | 159 |
| <i>Interest on Inter Corporate Deposits</i> | 159 |
| Total | 159 |
| 15. Depreciation and Amortization | |
| Depreciation | 12 |
| Total | 12 |
| 16. Other expenses | |
| Rates and Taxes | 12 |
| Bank Charges | 159 |
| Commission/Management Fees | 5 |
| Professional Fees | 527 |
| Rent | 18 |
| Payment to Auditors | 135 |
| Travelling Expenses | 1,085 |
| Legal Expenses | 13 |
| Subscription charges | 86 |
| Business Promotion Expenses | 162 |
| Domain Registration Charges A/c | 20 |
| Miscellaneous Expenses | 41 |
| Total | 2,261 |
| Payment to Auditors | |
| Statutory Audit | 130 |
| Certification and Other Charges | 5 |
| Total | 135 |

17. Earnings Per Share (EPS)

| | As at 31-Mar-25 |
|---|--------------------|
| a. Weighted average number of equity shares outstanding during the period | 1,00,000 |
| Profit/(Loss) After Tax | (5,522) |
| Earnings per equity share (of face value of Rs. 10 each) | |
| Basic/Diluted (in Rs.) | (55.22) |



(Rs. In '000)

18. Related Party Transactions**A. List of Related Parties¹****Name of the related party and nature of relationship**

| Nature of Relationship | Name of the Related Party |
|---|---|
| Holding Company | Refex Green Power Limited ² (Untill 30.09.2024) |
| | Refex Renewables & Infrastructure Limited (w.e.f. 30.09.2024) |
| Entities in which share holders / directors exert significant influence | Refex Holding Private Limited ³ |
| Directors | Maharshi Maitra (resigned w.e.f. 23.11.2024) |
| | Dinesh Kumar Agarwal (appointed w.e.f. 23.11.2024) |
| | Anil Jain |
| | Saravanan Vasanthkumar |

¹ as identified by the management and relied upon by the auditors.² With effect from 10th May 2023, the name of the Company was changed from 'Refex Green Power Private Limited' to "Refex Green Power Limited".³ 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 |
|---------------------------|-------------------------------|-----------------------------------|
| Interest expenses | Refex Holding Private Limited | 159 |
| Loan Borrowed | Refex Holding Private Limited | 7,155 |
| Loan Repaid | Refex Holding Private Limited | 2,350 |
| Loan Borrowed | Refex Green Power Limited | 10 |
| Loan Repaid | Refex Green Power Limited | 10 |

C. Balance as at year end

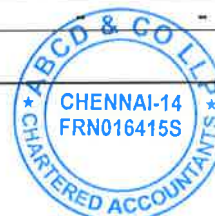
| Nature of the Transaction | Name of Related Party | For the year ended March 31, 2025 |
|---------------------------|-------------------------------|-----------------------------------|
| Loan Payable | Refex Holding Private Limited | 4,805 |
| Interest on Loan Payable | Refex Holding Private Limited | 159 |

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

The Company has reviewed its payables to suppliers and has identified that there were no outstanding amounts due to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as at 31st March 2025. This information has been determined based on the available records and relied upon by the auditors.

20. 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 |
| Financial Assets | | | | | | |
| Cash and cash equivalents | - | - | 206 | - | - | - |
| Other Financial Assets | - | - | 10 | - | - | - |
| TOTAL ASSETS | - | - | 216 | - | - | - |
| Financial Liabilities | | | | | | |
| Borrowings | - | - | 4,805 | - | - | - |
| Trade Payable | - | - | 6 | - | - | - |
| Other Financial Liabilities | - | - | 214 | - | - | - |
| TOTAL LIABILITIES | - | - | 5,026 | - | - | - |



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 the company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The company assesses the credit quality of the counterparties, considering their financial position, past experience and other factors.

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 |
| Cash and cash equivalents | 206 |
| Other financial assets | 10 |
| | 216 |

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 security deposits made with NSDL. 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 recognised financial institutions.

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.



(Rs. In '000)

| Particulars | As at 31 March 2025 | | | Total |
|-----------------------------|---------------------|-----------|-------------------|--------------|
| | Less than one year | 1-2 years | 2 years and above | |
| Borrowings | - | - | 4,805 | 4,805 |
| Trade Payables | 6 | - | - | 6 |
| Other Financial Liabilities | 214 | - | - | 214 |
| Total | 221 | - | 4,805 | 5,026 |

iii. Foreign Currency Risk

The Company is exposed to foreign currency risk primarily on expenses incurred in foreign currencies during the reporting period. As of the balance sheet date, there are no material foreign currency monetary receivables or payables outstanding. The closing balance of foreign currency cash held by the Company is not material i.e. Rs. 126 (In '000s) and does not constitute a significant exposure to currency risk.

21. 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 net debt divided by total equity as below.

- Equity includes equity share capital and all other equity components attributable to the equity holders
- Net debt includes borrowings (non-current and current), trade payables and other financial liabilities, less cash and cash equivalents (including bank balances other than cash and cash equivalents and margin money deposits with banks).

In order to achieve the objective of maximize shareholders value, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing borrowings that define capital structure requirements. Any significant breach in meeting the financial covenants would allow the bank to call borrowings. There have been no breaches in the financial covenants of above-mentioned interest-bearing borrowing.

| Particulars | As at 31-Mar-25 |
|-------------------------------------|-------------------------|
| Borrowings | |
| Long term and Short Term Borrowings | 4,805 |
| Less: Cash and Cash equivalents | (206) |
| Adjusted Net Debt | (i) 4,599 |
| Capital Components | |
| Equity Share Capital | 1,000 |
| Other Equity | (5,522) |
| Total Capital | (ii) (4,522) |
| Capital and Borrowings | (iii=i+ii) 77 |
| Gearing Ratio % | (i/iii) 6009.23% |

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

22. Expenditure in Foreign Currency:

| Particulars | For the period ended 31 March 2025 |
|---------------------|---------------------------------------|
| Travelling Expenses | 480 |
| Total | 480 |



(Rs. In '000)

23. Financial Ratios

The Ratios for the years period March 31, 2025 are as follows:

| Particulars | Numerator/Denominator | 2024-25 | |
|-------------------------------------|---------------------------|---------|--------|
| | | Amount | Ratio |
| a) Current ratio | Current Asset | 378 | 1.71 |
| | Current Liability | 221 | |
| b) Debt-Equity ratio | Total Liabilities (Debt) | 4,805 | NA * |
| | Shareholders Equity | (4,522) | |
| c) Debt service coverage ratio | EBITDA | (5,351) | NA |
| | Principal + Interest | - | |
| d) Return on equity ratio | Net Profit | (5,522) | NA ** |
| | Shareholders Equity | (4,522) | |
| e) Inventory turnover ratio | Net Sales | - | NA |
| | Average Inventory | - | |
| f) Trade receivables turnover ratio | Net Credit Sales | - | NA |
| | Average Trade Receivables | - | |
| g) Trade payables turnover ratio | Net Credit Purchase | - | NA |
| | Average Trade Payables | 3 | |
| h) Net capital turnover ratio | Turnover | - | NA |
| | Working Capital | 157 | |
| i) Net profit ratio | Net Profit | (5,522) | NA |
| | Turnover | - | |
| j) Return on capital employed | EBIT | (5,363) | -1896% |
| | Capital Employed | 283 | |
| k) Return on Asset | Net Profit | (5,522) | -2194% |
| | Average Total Assets | 252 | |

* Debt Equity is not applicable (NA) as the shareholders' equity is negative due to accumulated losses.

**Return on Equity (ROE) is not applicable (NA) as the shareholders' equity is negative due to accumulated losses.

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 borrowings + 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

As this company is incorporated in Current Financial Year i.e. 2024-25, comparison with previous reporting period is not possible.

24. Segment Reporting

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.

25. Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standard under Companies Act, 2013 (Indian Accounting Standards) Rules as issued from time to time. For the Period ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

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.



26. 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 no borrowing limits sanctioned from banks and financial institutions.

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 the 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) Utilisation 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 period 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 period.

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 period.

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.

- 27. The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the period-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.**



28. Audit trail point

The Company has accounting software for maintaining its books of account for the financial period ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the period for all relevant transactions recorded in the software. Since the company was incorporated during the FY 24-25, the requirement relating to preservation of audit trail is not applicable.

29. As the company has been incorporated current financial year 24-25, No previous year comparison is practicable.

*****Space is Left Intentionally Blank*****

See accompanying notes to the Financial Statements :1-29

As per our report of even date

For A B C D & Co. LLP

Chartered Accountants

Firm No: 016415S/ S000188



Tarun R - Partner

Membership No: 249206

Place: Chennai

Date: 07.05.2025



For VENWIND REFEX LIMITED

(FORMERLY REFEX GREEN ENERGY LIMITED)



Anil Jain

Director

DIN: 00181960

Place: Chennai



Dinesh Kumar Agarwal

Director

DIN: 07544757

Place: Chennai

