

TORRENT PIPAVAV GENERATION LIMITED

Independent Auditor's Report

To the Members of Torrent Pipavav Generation Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Torrent Pipavav Generation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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, 2023, and total comprehensive income (comprising of loss and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) 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 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 opinion.

Emphasis Of Matter

4. We draw your attention to Note 2.1(b) to the financial statements regarding the preparation of financial statements on realisable value basis in view of communication received from Government of Gujarat regarding non availability of fuel linkage and management's intent to not to continue the project.
Our opinion is not modified in this respect.

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, but does not include the financial statements and our auditor's report thereon.
Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

Independent Auditor's Report

To the Members of Torrent Pipavav Generation Limited
Report on Audit of the Financial Statements
Page 2 of 5

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the 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.

Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.
7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

8. Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

Independent Auditor's Report

To the Members of Torrent Pipavav Generation Limited
Report on Audit of the Financial Statements
Page 3 of 5

9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the 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.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. 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.
11. 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

12. 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 Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

Independent Auditor's Report

To the Members of Torrent Pipavav Generation Limited
Report on Audit of the Financial Statements
Page 4 of 5

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), 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 would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2023.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, 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 persons or entities, 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 (Refer Note 25(h) to the financial statements);

Independent Auditor's Report

To the Members of Torrent Pipavav Generation Limited
Report on Audit of the Financial Statements
Page 5 of 5

- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, 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 (Refer Note 25(h) to the financial statements); and
 - (c) Based on such audit procedures that we 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 (a) and (b) contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.
 - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
14. The Company has not paid/provided for managerial remuneration during the year ended March 31, 2023. Accordingly, reporting under section 197(16) of the Act is not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Viren Shah
Partner
Membership Number: 046521
UDIN: 23046521BGYDAN1557
Place: Lapanga
Date: April 28, 2023

Annexure A to Independent Auditor's Report

Referred to in paragraph 13(f) of the Independent Auditor's Report of even date to the members of Torrent Pipavav Generation Limited on the financial statements for the year ended March 31, 2023

Page 1 of 2

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Torrent Pipavav Generation Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Annexure A to Independent Auditor's Report

Referred to in paragraph 13(f) of the Independent Auditor's Report of even date to the members of Torrent Pipavav Generation Limited on the financial statements for the year ended March 31, 2023

Page 2 of 2

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to 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 controls with reference to 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, 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 issued by ICAI. Also refer paragraph 4 of our main audit report.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Viren Shah
Partner
Membership Number: 046521
UDIN: 23046521BGYDAN1557
Place: Lapanga
Date: April 28, 2023

Annexure B to Independent Auditors' Report

Referred to in paragraph 12 of the Independent Auditors' Report of even date to the members of Torrent Pipavav Generation Limited on the financial statements as of and for the year ended March 31, 2023

Page 1 of 4

- i. (a) (A) According to the information and explanations given to us and the records of the Company examined by us, the Company does not have any Property, Plant and Equipment and accordingly, reporting under this Clause is not applicable.

(B) According to the information and explanations given to us and the records of the Company examined by us, the Company does not have any Intangible assets and accordingly, reporting under this Clause is not applicable.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, the Company does not have any Property, Plant and Equipment and accordingly, reporting under this Clause is not applicable.
 - (c) According to the information and explanations given to us and the records of the Company examined by us, the Company does not own any immovable properties. Therefore, the provisions of clause 3(i)(c) of the Order are not applicable to the Company.
 - (d) According to the information and explanations given to us and the records of the Company examined by us, the Company does not have any Property, Plant and Equipment and accordingly, reporting under this Clause is not applicable.
 - (e) Based on the information and explanations furnished to us, no proceedings have been initiated on (or) are pending against the Company for holding benami property 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, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The Company does not hold any inventory. Therefore, the provisions of clause 3(ii)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. The Company has not made any investments, granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.
 - iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186 of the Act. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
 - v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
 - vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.

Annexure B to Independent Auditors' Report

Referred to in paragraph 12 of the Independent Auditors' Report of even date to the members of Torrent Pipavav Generation Limited on the financial statements as of and for the year ended March 31, 2023

Page 2 of 4

- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, income tax, and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Accordingly, the reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Accordingly, the reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the

Annexure B to Independent Auditors' Report

Referred to in paragraph 12 of the Independent Auditors' Report of even date to the members of Torrent Pipavav Generation Limited on the financial statements as of and for the year ended March 31, 2023

Page 3 of 4

information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

- (xi) (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (xi) (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group has one CICs, as a part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

Annexure B to Independent Auditors' Report

Referred to in paragraph 12 of the Independent Auditors' Report of even date to the members of Torrent Pipavav Generation Limited on the financial statements as of and for the year ended March 31, 2023

Page 4 of 4

- (xvii) The Company has incurred cash losses of Rs. 85,316.11 hundreds in the financial year and of Rs. 167,706.91 hundreds in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 24 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not 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 the facts up to the date of the 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. Also refer Note 2.1(b) to the financial statements.
- (xx) The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Viren Shah
Partner
Membership Number: 046521
UDIN: 23046521BGYDAN1557
Place: Lapanga
Date: April 28, 2023

TORRENT PIPAVAV GENERATION LIMITED

Balance Sheet

As at March 31,2023

(Amount in hundreds)

	Notes	As at March 31,2023	As at March 31,2022
Assets			
Current assets			
Financial assets			
Cash and cash equivalents	4	6,967.75	1,227.81
Other financial assets	5	95,05,859.89	95,05,859.89
		95,12,827.64	95,07,087.70
		95,12,827.64	95,07,087.70
Equity and liabilities			
Equity			
Equity Share capital	6	50,00,000.00	50,00,000.00
Other equity	7	(19,29,262.40)	(18,43,946.29)
		30,70,737.60	31,56,053.71
Liabilities			
Current liabilities			
Financial liabilities			
Borrowings	8	64,30,091.10	63,34,091.10
Trade payables	9		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues other than micro and small enterprises		11,744.45	16,616.20
Other current liabilities	10	254.49	326.69
		64,42,090.04	63,51,033.99
		95,12,827.64	95,07,087.70

See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number : 012754N/N500016

Saurabh Mashruwala

Director
DIN: 01786490

Pradip Mehta

Director
DIN: 00254359

Viren Shah

Partner
Membership No.: 046521

Manisha Sikaria
Chief Financial Officer

Hemant Shah
Chief Executive Officer

Fenil Shah
Company Secretary

Place: Ahmedabad
Date: April 28, 2023

Place: Ahmedabad
Date: April 28, 2023

TORRENT PIPAVAV GENERATION LIMITED**Statement of Profit and Loss**

for the year ended March 31, 2023

		(Amount in hundreds)	
	Notes	Year ended March 31,2023	Year ended March 31,2022
Income			
Other income	11	-	8,109.96
Total income		<u>-</u>	<u>8,109.96</u>
Expenses			
Employee benefits expense	12	46,124.48	42,310.26
Other expenses	13	39,191.63	1,33,506.61
Total expenses		<u>85,316.11</u>	<u>1,75,816.87</u>
Loss before tax		<u>(85,316.11)</u>	<u>(1,67,706.91)</u>
Tax expenses			
Current tax		-	-
Loss for the year		<u>(85,316.11)</u>	<u>(1,67,706.91)</u>
Other comprehensive income		-	-
Total comprehensive income for the year		<u>(85,316.11)</u>	<u>(1,67,706.91)</u>
Basic and diluted loss per share of face value of Rs.10 each (in Rs.)	20	(0.17)	(0.34)

See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number : 012754N/N500016

Saurabh Mashruwala
Director
DIN: 01786490

Pradip Mehta
Director
DIN: 00254359

Viren Shah
Partner
Membership No.: 046521

Manisha Sikaria
Chief Financial Officer

Hemant Shah
Chief Executive Officer

Fenil Shah
Company Secretary

Place: Ahmedabad
Date: April 28, 2023

Place: Ahmedabad
Date: April 28, 2023

TORRENT PIPAVAV GENERATION LIMITED
Statement of cash flows
for the year ended March 31, 2023

(Amount in hundreds)

	Notes	Year ended March 31,2023	Year ended March 31,2022
Cash flow from operating activities			
Loss before tax		(85,316.11)	(1,67,706.91)
Adjustments for :			
Interest income	11	-	(52.50)
Operating loss before working capital changes		(85,316.11)	(1,67,759.41)
Movement in working capital:			
Adjustments for increase / (decrease) in operating liabilities:			
Trade payables	9	(4,871.75)	4,944.52
Other current liabilities	10	(72.20)	52.24
Adjustments for increase / (decrease) in operating Assets:			
Other financial assets	5	-	(75,206.26)
Cash used in operations		(90,260.06)	(2,37,968.91)
Taxes paid		-	-
Net cash used in operating activities		(90,260.06)	(2,37,968.91)
Cash flow from investing activities			
Interest received		-	52.50
Net cash generated from investing activities		-	52.50
Cash flow from financing activities			
Proceeds from short-term borrowings	8	96,000.00	2,36,000.00
Net cash generated from financing activities		96,000.00	2,36,000.00
Net increase/(decrease) in cash and cash equivalents		5,739.94	(1,916.41)
Cash and cash equivalents as at beginning of the year		1,227.81	3,144.22
Cash and cash equivalents as at end of the year		6,967.75	1,227.81
Footnote:			
1. Cash and cash equivalents as at end of the year:			
Cash and cash equivalents	4		
Cash on hand		-	151.90
Balance in current accounts		6,967.75	1,075.91
		6,967.75	1,227.81

2. The Statement of Cash Flow has been prepared under the 'Indirect Method' set out in Indian Accounting Standards (Ind AS) -7 " Statement of Cash Flows".

See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of the Boards of Directors

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number : 012754N/N500016

Saurabh Mashruwala
Director
DIN: 01786490

Pradip Mehta
Director
DIN: 00254359

Viren Shah
Partner
Membership No.: 046521

Manisha Sikaria
Chief Financial Officer

Hemant Shah
Chief Executive Officer

Fenil Shah
Company Secretary

Place: Ahmedabad
Date: April 28, 2023

Place: Ahmedabad
Date: April 28, 2023

TORRENT PIPAVAV GENERATION LIMITED

Statement of changes in equity for the year ended March 31, 2023

A. Equity share capital (refer note 6)

	(Amount in hundreds)
Balance as at April 01, 2021	50,00,000.00
Changes in equity share capital during the year	-
Balance as at March 31, 2022	50,00,000.00
Changes in equity share capital during the year	-
Balance as at March 31, 2023	50,00,000.00

B. Other equity (refer note 7)

	(Amount in hundreds)
	Reserves and surplus
	Retained earnings
Balance as at April 01, 2021	(16,76,239.38)
Loss for the year	(1,67,706.91)
Total comprehensive income for the year	(1,67,706.91)
Balance as at March 31, 2022	(18,43,946.29)
Loss for the year	(85,316.11)
Total comprehensive income for the year	(85,316.11)
Balance as at March 31, 2023	(19,29,262.40)

See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number : 012754N / N500016

Saurabh Mashruwala
Director
DIN: 01786490

Pradip Mehta
Director
DIN: 00254359

Viren Shah
Partner
Membership No.: 046521

Manisha Sikaria
Chief Financial Officer

Hemant Shah
Chief Executive Officer

Fenil Shah
Company Secretary

Place: Ahmedabad
Date: April 28, 2023

Place: Ahmedabad
Date: April 28, 2023

TORRENT PIPAVAV GENERATION LIMITED

Notes to the financial statements for the year ended March 31, 2023

Note 1A. General Information

The Company is jointly promoted by Torrent Power Limited (TPL) and Gujarat Power Corporation Limited (GPCL) – a Government of Gujarat undertaking and was formed for the purpose of setting up coal-based thermal power plant at Pipavav, Gujarat. TPL has 95% interest and GPCL has 5% interest in the Company. The Company's financial statements are prepared on a non-going concern basis (Refer Note 2.1(b) below).

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad – 380 015.

Note 1B.

a) New and amended standards adopted by the group

The Ministry of Corporate Affairs had vide notification dated March 23, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amended certain accounting standards, and are effective April 01, 2022. These amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods

b) New amendments issued but not effective

The Ministry of Corporate Affairs has vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules') which amends certain accounting standards, and are effective April 01, 2023.

The Rules predominantly amend Ind AS 12, Income taxes, and Ind AS 1, Presentation of financial statements. The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments are not expected to have a material impact on the group in the current or future reporting periods and on foreseeable future transactions.

Note 2. Significant accounting policies

2.1 Basis of preparation:

a) Compliance with Ind AS

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

b) Non-Going Concern Basis

The Company had made payments in nature of compensation for acquisition of private land as per the court orders for acquisition of land in Amreli, Gujarat, currently owned by GPCL, for the purpose of developing a coal based power plant of 1,000+ MW. Due to non-availability of fuel linkage, the Government of Gujarat vide its letter dated December 6, 2017, has communicated that the said project may not be developed and accordingly, the joint venture between Torrent Power Limited and Gujarat Power Corporation Limited is intended

TORRENT PIPAVAV GENERATION LIMITED

Notes to the financial statements for the year ended March 31, 2023

to be dissolved. Further, as per the said letter, the cost of land would be reimbursed after the disposal of land. With reference to this, in the month of March 2019, GPCL has written a letter to Collector, Amreli stating that land is surrendered to the Government of Gujarat and requested Energy and Petroleum Department, Government of Gujarat to take further action in the matter. It is learnt that the Government of Gujarat is exploring the possibility of usage of Land for industrial purpose. The management has made an impairment assessment of the amount recoverable from the Government of Gujarat and concluded that there is no impairment. The timing of the recoverability of the amounts invested in land would depend upon the availability of the customer.

Considering the above facts, assets and liabilities are reflected at their net realizable values or cost whichever is lower and the financial statements for the year ended March 31, 2023 and March 31, 2022 have been prepared on a non - going concern basis.

2.2 Cash and cash equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, balances with banks and 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. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.3 Taxation:

Current Tax:

The tax currently payable is based on taxable income for the year in accordance with the provisions of the Income Tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expenses that are taxable or deductible in other years and items that are never taxable or deductible. Management periodically evaluates positions taken in the tax returns with respect to situations for which applicable tax regulations are subject to interpretation and revises the provisions, if so required where consider necessary.

Advance taxes and provisions for current income taxes are offset when there is a legally enforceable right to offset and balance arises with same tax authority.

2.4 Earnings / (Loss) per share:

Basic earnings / (Loss) per share is computed by dividing the profit/ (loss) attributable to owners of the Company by the weighted average number of equity shares outstanding during the year.

2.5 Provisions, contingent liabilities and contingent assets:

Provisions:

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

TORRENT PIPAVAV GENERATION LIMITED

Notes to the financial statements for the year ended March 31, 2023

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liability:

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise are disclosed as Contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

Contingent assets:

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognized and disclosed only when an inflow of economic benefits is probable.

2.6 **Financial Instruments:**

Financial assets

i) Classification of financial assets

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 the entity's business model for managing the financial assets and the contractual terms of the cash flows.

ii) Initial Measurement

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

TORRENT PIPAVAV GENERATION LIMITED

Notes to the financial statements for the year ended March 31, 2023

iii) Subsequent measurement

• Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the debt instruments can be classified.

• Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

• Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). 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 recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses in other expenses.

• Fair value through profit or loss:

Assets that do not meet the criteria for amortised 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 recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

iv) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

TORRENT PIPAVAV GENERATION LIMITED

Notes to the financial statements for the year ended March 31, 2023

v) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset

vi) Income Recognition

Interest Income

Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably

Financial liabilities

The Company's financial liabilities include trade and other payables and borrowings.

i) Classification

All the Company's financial liabilities, except for financial liabilities at fair value through profit or loss are measured at amortized cost.

ii) Initial measurement

The Effective Interest Rate Method (EIR) is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

iii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate method.

iv) Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or waived off or have expired. An exchange between the Company and the lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2.7 Leases :

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

TORRENT PIPAVAV GENERATION LIMITED

Notes to the financial statements for the year ended March 31, 2023

2.7 Rounding of amounts:

All amounts disclosed in the financial statements and notes have been rounded off to the nearest hundreds with two decimals as per the requirement of Schedule III of the Companies Act, 2013, unless otherwise stated.

3. Critical accounting judgements and key sources of estimation uncertainty

In the course of applying the policies outlined in all notes under note 2 above, the management of the Company is required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amount of assets and liabilities within the next financial year, is in respect of preparation of financial statements on a non-going concern basis (refer note 2.1(b)).

TORRENT PIPAVAV GENERATION LIMITED
Notes to the financial statements for the year ended March 31, 2023

(Amount in hundreds)

Note - 4 : Cash and cash equivalents

	As at March 31,2023	As at March 31,2022
Cash on hand	-	151.90
Balances with banks		
Balance in current accounts	<u>6,967.75</u>	<u>1,075.91</u>
	<u>6,967.75</u>	<u>1,075.91</u>
	<u>6,967.75</u>	<u>1,227.81</u>

Note 5 : Other financial assets

Unsecured (considered good)

	As at March 31,2023	As at March 31,2022
Security deposits	1,816.13	1,816.13
Recoverable from Government of Gujarat*/others	<u>95,04,043.76</u>	<u>95,04,043.76</u>
	<u>95,05,859.89</u>	<u>95,05,859.89</u>

*this represents the compensation paid for acquisition of private land as per the court orders (Refer note 2.1(b)).

TORRENT PIPAVAV GENERATION LIMITED
Notes to the financial statements for the year ended March 31, 2023

Note - 6 : Equity share capital

(Amount in hundreds)

	As at March 31,2023	As at March 31,2022
Authorised		
10,00,00,000 (10,00,00,000 as at March 31, 2022) equity shares of Rs.10 each	<u>1,00,00,000.00</u>	<u>1,00,00,000.00</u>
	<u>1,00,00,000.00</u>	<u>1,00,00,000.00</u>
Issued, subscribed and paid up		
5,00,00,000 (5,00,00,000 as at March 31, 2022) equity shares of Rs.10 each	<u>50,00,000.00</u>	<u>50,00,000.00</u>
	<u>50,00,000.00</u>	<u>50,00,000.00</u>

1 There is no movement in number of equity shares and the amount outstanding thereon during the year ended on March 31, 2023 and year ended on March 31, 2022.

2 Terms / Rights attached to equity shares :

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

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

3 Details of shareholders holding more than 5% shares in the Company / Shares of the company held by holding Company :

Name of the Shareholder	As at March 31,2023		As at March 31,2022	
	No. of shares	% holding	No. of shares	% holding
Torrent Power Limited (jointly with nominees) holding company	4,75,00,000	95%	4,75,00,000	95%

4 Details of Shareholding of Promoters in the Company

Promoter name	As at March 31,2023			As at March 31, 2022		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Torrent Power Limited (Jointly with nominees)	4,75,00,000	95%	-	4,75,00,000	95%	-
Gujarat Power Corporation Limited	25,00,000	5%	-	25,00,000	5%	-
Total	<u>5,00,00,000</u>			<u>5,00,00,000</u>		

(Amount in hundreds)

Note - 7 : Other equity

	As at March 31,2023	As at March 31,2022
Reserves and surplus		
Retained earnings	<u>(19,29,262.40)</u>	<u>(18,43,946.29)</u>
	<u>(19,29,262.40)</u>	<u>(18,43,946.29)</u>

TORRENT PIPAVAV GENERATION LIMITED
Notes to the financial statements for the year ended March 31, 2023

(Amount in hundreds)

Note - 8 : Current borrowings

	As at March 31,2023	As at March 31,2022
Unsecured loans		
Loan from Torrent Power Ltd. (Parent Company)*	64,30,091.10	63,34,091.10
	<u>64,30,091.10</u>	<u>63,34,091.10</u>

*Interest free loan repayable on demand.

Net debt reconciliation

This section sets out an analysis of net debt and the movement in net debt for each of the periods presented:

	As at March 31,2023	As at March 31,2022
Cash and cash equivalents	6,967.75	1,227.81
Current borrowings	<u>(64,30,091.10)</u>	<u>(63,34,091.10)</u>
Net Debt	<u>(64,23,123.35)</u>	<u>(63,32,863.29)</u>

	Other assets	Liabilities from financing activities	Total
	Cash and cash equivalents	Current borrowings	
Net balance as on March 31,2021	3,144.22	(60,98,091.10)	(60,94,946.88)
Cash inflows/(outflows)	<u>(1,916.41)</u>	<u>(2,36,000.00)</u>	<u>(2,37,916.41)</u>
Net balance as on March 31,2022	1,227.81	(63,34,091.10)	(63,32,863.29)
Cash inflows/(outflows)	<u>5,739.94</u>	<u>(96,000.00)</u>	<u>(90,260.06)</u>
Net balance as on March 31,2023	<u><u>6,967.75</u></u>	<u><u>(64,30,091.10)</u></u>	<u><u>(64,23,123.35)</u></u>

Note - 9 : Trade payables

	As at March 31,2023	As at March 31,2022
Trade payables for goods and services (Refer note 22)		
Total outstanding dues of micro and small enterprises (Refer note 17)	-	-
Total outstanding dues other than micro and small enterprises	<u>11,744.45</u>	<u>16,616.20</u>
	<u>11,744.45</u>	<u>16,616.20</u>

Note - 10 : Other current liabilities

	As at March 31,2023	As at March 31,2022
Statutory dues	254.49	326.69
	<u>254.49</u>	<u>326.69</u>

TORRENT PIPAVAV GENERATION LIMITED

Notes to the financial statements for the year ended March 31, 2023

(Amount in hundreds)

Note - 11 : Other Income

	Year ended March 31,2023	Year ended March 31,2022
Insurance Claim received	-	8,057.46
Interest income	-	52.50
	<u>-</u>	<u>8,109.96</u>

Note - 12: Employee benefits expense*

	Year ended March 31,2023	Year ended March 31,2022
Salaries, wages and bonus	<u>46,124.48</u>	<u>42,310.25</u>
	46,124.48	42,310.26

*Represents shared expenditure with Torrent Power Limited (Refer Note 21)

Note - 13: Other expenses

	Year ended March 31,2023	Year ended March 31,2022
Rent and hire charges (Refer note 18)	434.28	466.26
Insurance	153.20	156.93
Rates and taxes	5,400.40	6,032.96
Electricity expenses	344.05	298.49
Security expenses	19,493.23	1,13,366.00
Directors sitting fees	3,540.00	3,658.00
Auditors remuneration (Refer note 19)	1,262.60	1,180.00
Legal, professional and consultancy fees	6,633.48	6,718.48
Miscellaneous expenses	1,930.39	1,629.49
	<u>39,191.63</u>	<u>1,33,506.61</u>

Note - 14 :Income tax expenses

Reconciliation of current tax	Year ended March 31,2023	Year ended March 31,2022
Loss before tax	(85,316.11)	(1,67,706.91)
Expected income tax expense calculated using tax rate at 26.00% (Previous year - 26.00%)	(22,182.19)	(43,603.80)
Adjustment to reconcile expected income tax expense to reported income tax expense:		
Effect of expenses that are not deductible in determining tax profit	22,182.19	43,603.80
Total expenses as per Statement of Profit and Loss	<u>-</u>	<u>-</u>

TORRENT PIPAVAV GENERATION LIMITED**Notes to the financial statements for the year ended March 31, 2023****Note 15: Commitments**

There are no amount of contracts remaining to be executed on capital account and not provided for.

Note 16: Operating segment

The Company does not have operations (Refer note 2.1(b)) and accordingly the requirements of Indian Accounting Standard 108 "Operating Segments" is not applicable to the Company.

Note 17: Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. No interest is paid/payable during the year and no amount is outstanding at the year end.

Note 18: Lease

The Company's leasing arrangements are in respect of office premises taken on lease. However this arrangement does not contain any lease component as per Ind AS - 116.

(Amount in Hundreds)

Note 19: Auditors remuneration (Including Taxes)

	Year ended March 31, 2023	Year ended March 31, 2022
As Audit fees	1,262.60	1,180.00
	<u>1,262.60</u>	<u>1,180.00</u>

Note 20: Earnings per share

(Amount in Hundreds)

	Year ended March 31, 2023	Year ended March 31, 2022
Basic loss per share	(0.17)	(0.34)
Diluted loss per share	(0.17)	(0.34)

Basic and diluted loss per share

The loss and weighted average number of equity shares used in the calculation of basic loss per share are as follows:

	Year ended March 31, 2023	Year ended March 31, 2022
Loss for the year attributable to the Company used in calculation of basis loss per share (amount in hundreds)	(85,316.11)	(1,67,706.91)
Weighted average number of equity shares	5,00,00,000	5,00,00,000

The Company does not have any dilutive potential ordinary shares and therefore diluted loss per share is same as basic loss per share.

TORRENT PIPAVAV GENERATION LIMITED
Notes to the financial statements for the year ended March 31, 2023

Note 21: Related party disclosures

(a) Names of related parties and description of relationship:

Parent Company	Torrent Power Limited
Ultimate parent company	Torrent Investments Private Limited
Key management personnel	Sanjay Dalal (Director) (Upto April 30,2021) Jayesh Desai (Director) (Upto September 15,2022) Saurabh Mashruwala (Director) Pradip Mehta (w.e.f September 15,2022) Vasant A Shah (Non Executive director) Samir Barua (Non executive Director) (Upto September 30, 2022) Animesh Mehta (w.e.f August 01, 2022)

(b) Related party transactions

(Amount in Hundreds)

	Parent Company		Non-executive directors		Total	
	Year ended	Year ended	Year ended	Year ended	Year ended	Year ended
	31.03.2023	31.03.2022	31.03.2023	31.03.2022	31.03.2023	31.03.2022
Nature of transactions						
Rent Expense (including tax)	434.28	466.26	-	-	434.28	466.26
Torrent Power Limited	434.28	466.26	-	-	434.28	466.26
Rent Deposit refunded	-	50.00	-	-	-	50.00
Torrent Power Limited	-	50.00	-	-	-	50.00
Shared expenditure	46,124.48	42,310.26	-	-	46,124.48	42,310.26
Torrent Power Limited	46,124.48	42,310.26	-	-	46,124.48	42,310.26
Sitting Fees to non-executive directors (excluding Goods and service tax)	-	-	3,000.00	3,100.00	3,000.00	3,100.00
Vasant A. Shah	-	-	1,500.00	1,550.00	1,500.00	1,550.00
Samir Barua	-	-	750.00	1,550.00	750.00	1,550.00
Animesh Mehta	-	-	750.00	-	750.00	-
Loan received	96,000.00	2,36,000.00	-	-	96,000.00	2,36,000.00
Torrent Power Limited	96,000.00	2,36,000.00	-	-	96,000.00	2,36,000.00

(c) Related party balances

(Amount in Hundreds)

	Parent Company	
	As at 31.03.2023	As at 31.03.2022
Balances at the end of the year		
Trade Payables	4,461.82	-
Torrent Power Limited	4,461.82	-
Unsecured Loans	64,30,091.10	63,34,091.10
Torrent Power Limited	64,30,091.10	63,34,091.10

(d) Terms and conditions of outstanding balances

Outstanding balances at the year-end are unsecured and these will be settled in cash.

TORRENT PIPAVAV GENERATION LIMITED
Notes to the financial statements for the year ended March 31, 2023

Note 23: Financial instruments and risk review

(a) Capital Management

The capital structure of the Company consists of debt (borrowings from parent company as detailed in note 8) and equity of the Company (comprising issued capital, retained earnings, as detailed in notes 6 and 7).

As stated in the note 2.1(b) to the financial statements, the intent of the management is not to continue with the Project. The focus of the management is to realise the compensation paid for acquisition of private land as per the court orders which would be reimbursed through disposal from sale of land by government of Gujarat. The repayment of debt and capital management is solely dependent upon same.

(Amount in Hundreds)

Gearing ratio

The gearing ratio at end of the reporting period was as follows.

	As at March 31, 2023	As at March 31, 2022
Debt	64,30,091.10	63,34,091.10
Equity	30,70,737.60	31,56,053.71
Net debt to equity ratio	<u>2.09</u>	<u>2.01</u>

(i) Debt represents borrowings taken from the Parent Company.(Torrent Power Limited)

(ii) Equity is defined as, Equity share capital + all reserve (excluding revaluation reserve)

(b) Categories of financial instruments

	As at March 31, 2023		As at March 31, 2022	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Measured at amortised Cost				
Cash and cash equivalents	6,967.75	6,967.75	1,227.81	1,227.81
Other financial assets	<u>95,05,859.89</u>	<u>95,05,859.89</u>	<u>95,05,859.89</u>	<u>95,05,859.89</u>
	<u>95,12,827.64</u>	<u>95,12,827.64</u>	<u>95,07,087.70</u>	<u>95,07,087.70</u>
Financial liabilities				
Measured at amortised Cost				
Borrowing	64,30,091.10	64,30,091.10	63,34,091.10	63,34,091.10
Trade payable	<u>11,744.45</u>	<u>11,744.45</u>	<u>16,616.20</u>	<u>16,616.20</u>
	<u>64,41,835.55</u>	<u>64,41,835.55</u>	<u>63,50,707.30</u>	<u>63,50,707.30</u>

Footnote

1. The carrying amounts of trade payable and cash and cash equivalents are considered to be the same at their fair values, due to their short term nature

(c) Fair value measurement

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 :	Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 :	Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 :	Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

TORRENT PIPAVAV GENERATION LIMITED
Notes to the financial statements for the year ended March 31, 2023

Note 23: Financial instruments and risk review

(d) Financial risk management objectives

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its obligations as they fall due because it has inadequate funding or is unable to liquidate its assets. As there are no business operations of the Company, the Company manages its liquidity risk by obtaining borrowings from the Parent Company. However the repayment of the borrowings taken from Parent Company is dependent on realisation of compensation paid for acquisition of private land as per the court orders which would be reimbursed through disposal from sale of land by government of Gujarat. (Refer note 2.1(b)).

Maturities of financial liabilities

All the borrowings are repayable on demand and trade payables outstanding represent payables in the normal course of business.

As at March 31, 2023

	Less than 1 year	Total
(Amount in Hundreds)		
Financial liabilities		
Current financial liabilities		
Borrowings	64,30,091.10	64,30,091.10
Trade payables	11,744.45	11,744.45
Total financial liabilities	64,41,835.55	64,41,835.55

As at March 31, 2022

	Less than 1 year	Total
Financial liabilities		
Current financial liabilities		
Borrowings	63,34,091.10	63,34,091.10
Trade payables	16,616.20	16,616.20
Total financial liabilities	63,50,707.30	63,50,707.30

Note 24: Financial Ratios

Particulars	As at 31.03.2023	As at 31.03.2022	% Variance	Reasons
1. Current Ratio (in times)	1.48	1.50	-1%	-
2. Debt Equity Ratio (in times)	2.09	2.01	4%	-
3. Return on Equity Ratio (in %)	(0.03)	(0.05)	48%	Improvement in ratio due to lower other expenses
4. Trade Payables Turnover (in times)	3.28	9.44	-65%	Decrease in ratio due to lower other expenses
5. Return on Capital Employed (in %)	(0.01)	(0.02)	-49%	Improvement in ratio due to lower other expenses

Explanation to items included in computing the above ratios

- 1) Current Ratio : Current Asset over Current Liabilities
- 2) Debt Equity Ratio : Debt (includes borrowings) over Total Shareholder's Equity (including Reverses and Surplus)
- 3) Return on Equity Ratio : Net Profit After Tax over Average Equity (including Reserves and Surplus)
- 4) Trade Payables Turnover :Total expenses over Average Trade Payable
- 5) Return on Capital Employed : Earning before Interest and Tax over capital employed (Capital employed includes Total Share Holders Equity and Debt)

Note :Debt Service Coverage Ratio, Inventory turnover ratio, Trade Receivables turnover ratio, Net capital turnover ratio, Net profit ratio and Return on investment are not applicable to the company

TORRENT PIPAVAV GENERATION LIMITED
Notes to the financial statements for the year ended March 31, 2023

Note 25: Additional Regulatory information required by schedule III

- a) No proceedings have been initiated on or are pending against the Company for holding benami property 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 during the year ended March 31, 2023 and March 31, 2022.
- b) The Company has not granted loans or advance in nature of loans to promoters, directors, KMPs and other related parties (as defined under Companies Act, 2013), for the year ended March 31, 2023 and March 31, 2022.
- c) The Company does not have any borrowing from bank or financial institutions on the basis of security of current assets during the year ended on March 31, 2023 and March 31, 2022
- d) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority during the year ended March 31, 2023 and March 31, 2022
- e) There are no charges or satisfactions which were to be registered with the Registrar of Companies during the year ended March 31, 2023 and March 31, 2022
- f) The company does not hold any interest in subsidiary, associate and joint venture during the year ended March 31, 2023 and March 31, 2022
- g) The Company has not entered into any scheme of arrangement approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year ended March 31, 2023 and March 31, 2022.
- h) During the year ended March 31, 2023 and March 31, 2022, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) 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.
- Further, during the year ended March 31, 2023 and March 31, 2022, 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.
- i) During the year ended March 31, 2023 and March 31, 2022, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- j) Provision of section 135 of the act are not applicable to the Company during the year ended March 31, 2023 and March 31, 2022
- k) The Company has not invested or traded in Crypto Currency or Virtual Currency during the year ended March 31, 2023 and March 31, 2022
- l) The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended March 31, 2023 and March 31, 2022
- m) The Company does not own any immovable properties as at year ended on March 31, 2023 and March 31, 2022

Note 26: Approval of financial statements

The financial statements were approved for issue by the board of directors on April 28, 2023

Signature to Note 1 to 26

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number : 012754N / N500016

Saurabh Mashruwala **Pradip Mehta**
Director Director
DIN: 01786490 DIN: 00254359

Viren Shah
Partner
Membership No.: 046521

Manisha Sikaria
Chief Financial Officer

Hemant Shah
Chief Executive Officer

Fenil Shah
Company Secretary

Place: Ahmedabad
Date: April 28, 2023

Place: Ahmedabad
Date: April 28, 2023